



Bylaws of the Society of Trauma Nurses

AS AMENDED AND APPROVED BY THE MEMBERSHIP MARCH 31, 2016.

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Bylaws

Society of Trauma Nurses

ARTICLE I. ORGANIZATION

The name of the organization shall be the Society of Trauma Nurses (hereinafter referred to as the “Society”), a not-for-profit corporation incorporated in the District of Columbia.

Vision:

The Society of Trauma Nurses will become the premiere nursing organization in the world for advancing the nursing care of injured patients.

Mission: The Society of Trauma Nurses is a professional nonprofit organization whose mission is to ensure optimal trauma care to all people globally through initiatives focused on trauma nurses related to prevention, education and collaboration with other healthcare disciplines. The Society of Trauma Nurses advocates for the highest level of quality trauma care across the continuum. We accomplish this through an environment that fosters visionary leadership, mentoring, innovation and interdisciplinary collaboration in the delivery of trauma care.

Values:

Collaboration, Education, Innovation, Leadership, Mentoring, and Prevention

PURPOSES AND FUNCTIONS

Section 1.01 Purposes

- A. Promote and support trauma nursing through all phases of trauma care.
- B. Promote and support trauma nursing leadership in clinical care and trauma systems.
- C. Develop and promote trauma standards of practice, education, research and clinical care management.
- D. Promote the professional development of trauma nurses.

Section 1.02 Functions

The functions of the Society shall be to:

- A. Define and support trauma nursing through all phases of trauma care.

- B. Develop and promote an international network for trauma nurses.
- C. Promote active involvement in professional and specialty nursing organization(s).
- D. Assist and support trauma nursing leadership in mentoring and role modeling professional management in the various practice settings.
- E. Develop and promote trauma standards of practice, education, research and trauma clinical care management.
- F. Provide for continuing professional educational development of nurses who practice in the trauma arena.
- G. Advise on legislation and government programs related to trauma care.
- H. Serve as an international voice for trauma nursing concerns.
- I. Inform members, nursing lobbyists, other nurses and health care professionals, and the public about legislative and public policy issues related to injury.

ARTICLE II. MEMBERSHIP

Section 2.01 Classifications

- A. Active Members: Licensed to practice as a Registered Nurse
- B. Emeritus: An active member who has rendered distinguished service or assistance to the Society of Trauma Nurses shall be eligible for Emeritus membership in the Society. Members are elected to Emeritus status by a unanimous vote of the board of directors of this Society. Emeritus members are non-voting.
- C. Honorary: An individual who is not eligible for active membership and has rendered outstanding service in the area of trauma care, injury legislation or prevention, and who has received an affirmative vote according to Society procedure will be awarded an honorary membership. Honorary members are non-voting.
- D. Associate: An individual who is interested in membership in the Society of Trauma Nurses, but is not licensed to practice as a registered nurse. The Associate member is eligible to the same benefits as nursing members of the Society except they will be non-voting members.

Section 2.02 Privileges

- A. All members shall:
 - 1) Receive membership publications;
 - 2) Be invited to participate in all activities of the organization;
 - 3) Be encouraged to submit proposals for consideration by the Society.

- B. In addition, active members shall:
 - 1) Have the right to vote on all matters submitted to membership concerning the Society except those specifically delegated to the Board of Directors, the Executive Committee or the Officers;
 - 2) Be eligible, according to the Society's Bylaws, as a candidate for any elected or appointed office of the Society.

Section 2.03 Responsibilities of Membership

- A. Each Active Member shall have the responsibility to support the purposes and functions of the Society and to abide by American Nurses Association Code of Ethics for Nurses and the Society's Bylaws.

- B. Each Honorary/Emeritus and Associate Member shall have the responsibilities to support the purposes and functions of the Society.

Section 2.04 Dues

- A. Membership dues of Society members shall be determined by the Board of Directors by a minimum two-thirds (2/3) majority of the Board members.

- B. Dues shall be payable and collected on an annual basis.

- C. There shall be no dues for Honorary/Emeritus members.

Section 2.05 Termination of Membership

- A. Causes – The membership of any member of the Society may terminate upon the occurrence of any of the following events:

- 1) Upon discovery of the revocation or suspension of a member's nursing license or registration as a nurse.
- 2) Nonpayment of dues.
- 3) Society members may have their membership terminated by a (2/3) vote of the Board of Directors for failure to adhere to the Society Bylaws, representing the Society without prior authorization or for cause. Such action shall not be taken until a member is advised of specific charges and given opportunity to respond.

ARTICLE III. MEETINGS

Section 3.01 Annual Meeting

- A. The Annual Meeting of the Society shall be held at least annually at a time and place decided upon by the Board of Directors.

Section 3.02 Meeting Notice

- A. Notice of the Annual Meeting of the Society will be provided to each member at least sixty (60) days prior to the meeting.

Section 3.03 Special Meetings

- A. Special meetings of the Society shall be called:
 - 1) By the President upon a majority vote of the Board of Directors.
 - 2) Upon written request to the President from fifty (50) Active Members of the Society.
- B. At least a sixty (60) day notification of a special meeting shall occur by means appropriate to the circumstances.
- C. Meetings – Any one or more members of the Board of Directors or any Committee member may participate in a meeting using virtual platforms, which allow all persons participating in the meeting to hear/read discussion. Participation by such means shall be equivalent to face-to-face meetings.

Section 3.04 Quorum

A majority of members voting by mail or in person at an annual or special meeting shall constitute a quorum unless otherwise stated in these bylaws.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 Section I: Description

The Board of Directors shall be the official entity for policy determination components of the Society.

Section 4.02 Responsibilities

Members of the Board of Directors shall:

- A. Perform all duties entrusted to the Directors by the Articles of Incorporation.
- B. Abide by the Bylaws, policies and procedures of the Society.
- C. Debate and determine Society policy regarding management of the affairs of the Society.
- D. Supervise and direct the business and financial affairs of the Society.
- E. Develop, monitor, and evaluate programs, which implement Society policy established by the Bylaws and the Membership.
- F. Prioritize/assign relevant professional issues and assign to committees or work groups for discussion and development prior to presentation and action by the Society.
- G. Develop and promote a means of open communication between the Society and other specialty organizations and government agencies.

Section 4.03 Composition

The Board of Directors shall be composed of thirteen (13) voting members.

- A. Officers:
 - 1) Description:
 - a. There shall be five (5) voting officers: President, President-Elect, Immediate Past President, Secretary and Treasurer. These will be the executive officers of the Board.
 - 2) Eligibility Requirements:

- a. Each Officer must be a current Active Member of the Society for at least two (2) years, and must have served in an STN leadership position for a minimum of one (1) year in accordance with applicable policy.

3) Responsibilities:

- a. Each Officer shall exercise the duties and responsibilities as a Member of the Board of Directors.
- b. Each Officer shall serve as a voting member of the Executive Committee exercising all responsibilities specified by the Bylaws and assigned by the Board of Directors.

4) Term of Office:

The term of office for each officer shall be:

1. President: One (1) year
 2. President Elect: One (1) year
 3. Immediate Past President: One (1) year
 4. Secretary: Two (2) years
 5. Treasurer: Two (2) years
- a. The term of office for each office shall commence on the first day of the annual conference of the society.
 - b. The President-Elect shall succeed to the Office of President at the conclusion of the term of office of the President. The President shall succeed to the Office of Immediate Past President at the conclusion of the term of office of the Immediate Past President.
 - c. The Secretary and Treasurer positions will be replaced on an alternating year basis.

B. Directors at Large:

- 1) There will be nine (9) voting Directors at Large one of which shall be designated as an International Director at Large, and one of which shall be designated as a Clinical Director at Large.
- 2) Eligibility Requirements:
 - a. Directors at Large must be current Active Members of the Society.
 - b. A nominee for Director at Large must be a current, active member in good standing.
 - c. Directors at Large shall exercise the responsibilities

specified in the Bylaws for members of the Board of Directors.

3) Term of Office:

- a. Directors at Large shall serve for a two (2) year term to commence on the first day of the annual conference of the society.
- b. Directors at Large appointed to serve the remaining portion of unexpired terms of office for a predecessor shall serve for a time equal to the remaining year(s) from that Director's original unexpired term.

C. Advisory Members:

There shall be a minimum of one (1) non-voting member on the Board of Directors.

1) Executive Director

The Executive Director shall serve as a non-voting member of the Board of Directors for the term specified in the contractual agreement between the Society and the Executive Director**

**Provision: Applicable as determined by the Board of Directors

D. Committee Chairs:

At the discretion of the Board of Directors, Committee Chairs may serve as non-voting ex-officio members of the Board of Directors.

Section 4.04 Elections

A. Elections shall be held annually.

B. Nominations and Awards Committee:

Composition:

- 1) Will be made up of the following: One (1) Director at Large, up to four Society members, and the Immediate Past President.

Responsibilities:

- 1) The Nominations and Awards Committee shall solicit candidate nominations for all open Board and Officer positions.

- 2) The Nominations and Awards Committee shall prepare a slate of candidates to be presented for consideration and approval following the procedures developed by the Board of Directors.
- C. Electoral:
- 1) The electoral process shall be conducted in accord with procedures developed by the Board of Directors.
 - 2) The slate of candidates must be approved by the Board of Directors.
 - 3) Active Members of the Society shall elect Officers and the Directors at Large by ballot as determined by the Board of Directors using available technology.
 - 4) Candidates receiving the highest number of votes for each position shall be declared elected.
 - 5) Tie Votes:
 - a. In the event of a tie vote for the position of President-Elect, there shall be a second balloting of the Society's active members.
 - b. In the event of a tie vote for the position of Secretary, Treasurer, and/or for the Director at Large positions, lots shall be drawn by the President.
 - 6) A candidate for a Society Officer position who is currently a member of the Board of Directors and who is not elected shall continue to serve the remainder of his/her original term.
 - 7) All Directors at Large who are elected as Society Officers shall have their unexpired terms of office filled by the candidates who receive the next highest number of votes (the candidate who receives the highest number of votes shall receive the position with the longest term).

Section 4.05 Resignations, Removal and Vacancies

- A. Resignation – A Board member may give notice of resignation by a written letter to the Secretary, President or the STN Executive Director. The resignation will be effective once accepted by the Board of Directors.
- B. Removal – A Board member may be removed at any time by action of the Board of Directors with just cause. A two-thirds (2/3) majority vote is required to remove a Board member. There will be thirty (30) days notice to the Board members that a removal vote shall occur. The members may

petition the Board for removal of a board member, the petition requires signature of two-thirds (2/3) of the Society membership.

- C. Vacancy – In the event of a vacant position on the Board of Directors, the President shall appoint an eligible member to fill that position until the next scheduled balloting; with the exception of the office of President.
- D. If the Office of President becomes vacant:
 - 1) The President-Elect shall succeed to the Office of President.
 - 2) The President-Elect position shall remain vacant until the next scheduled balloting unless a special election is called.
 - 3) The President-Elect shall subsequently serve the completion of the term of office as President to which elected.
- E. Any extraordinary circumstances will be addressed by the Board of Directors.

Section 4.06 Meetings

- A. The Board of Directors shall endeavor to meet on a semi-annual basis or more frequently as circumstances warrant.
- B. One meeting of the Board of Directors shall be held in conjunction with the Annual Meeting.
- C. Board meetings may occur using virtual platforms allowing participation by Directors and committee members as required.

Section 4.07 Quorum

- A. A majority of the voting members of the Board of Directors shall constitute a quorum for all meetings. All decisions of the Board of Directors require an affirmative vote of at least seven (7) or majority of the voting members of the Board of Directors.

ARTICLE V. STANDING COMMITTEES

The Society shall have Standing Committees and the Board shall define structure and objectives of each Committee. The Standing Committee structure of STN is as follows:

- Executive
- Finance and Audit
- Nominating and Awards

Section 5.01 Executive Committee

A. Composition

1. Voting Members: The Executive Committee shall be composed of the President (Chairperson), Immediate Past President, President-Elect, Secretary, Treasurer, and one Director at Large appointed by the President.
2. Non-Voting Members: The Executive Director will serve as an ex-officio member.

B. Responsibilities

1. The Executive Committee assists the President in setting priorities for the Board and the Executive Director. Actions of the Executive Committee will be communicated to the Board of Directors.
2. The Executive Committee shall lead the Board of Directors in Strategic Initiatives.

The Executive Committee shall assist the Board with Society issues that are time sensitive between official Board meetings and may be designated by the Board of Directors to exercise the authority of the full Board

Section 5.02 Finance and Audit Committee

A. Composition

1. The Finance and Audit Committee shall be composed of the President, President Elect, Treasurer, and a minimum of two Society members in good standing. Society members will be appointed by the Treasurer and approved by the board every two years on a staggered schedule.
2. The Finance and Audit Committee will be chaired by the Treasurer.
3. The Executive Director or his/her designee will serve as a non-voting member.

B. Responsibilities

1. The primary functions of the Finance and Audit Committee is to evaluate the Society's financial matters and provide recommendations to the Board of Directors, to oversee the accounting and financial reporting processes of the Society, and to oversee the outside audits or reviews of the Society's financial statements.
2. To assist the Board of Directors in fulfilling its oversight responsibilities regarding finance, accounting, tax and legal compliance with the Society's non-profit status.

Section 5.03 Nominating and Awards Committee

A. Composition

1. The Nominating and Awards Committee shall be composed of the Immediate Past President, one (1) Director at Large and up to four (4) Society members in good standing.
2. The Nominating and Awards Committee will be chaired by the Immediate Past President, and serve a one-year term (changeover of Chairs will occur following the Annual Meeting each year).

B. Responsibilities

1. The Committee Chairperson will be responsible for Committee appointments and must notify Board of Directors of Committee membership in accordance with STN Bylaws.
2. The Nominations and Awards Committee shall prepare a list of nominees for all open positions and awards.

ARTICLE VI. PAST PRESIDENT'S COUNCIL

All Past Presidents who remain members in good standing are considered members of the Past President's Council. The Council is chaired by the Immediate Past President.

Section 6.01 Term of Office:

- A. Members of the Past President's Council shall remain on the Council as long as they maintain current membership status.

Section 6.02 Responsibilities:

- A. The council will meet with the Board of Directors as requested by the President.
- B. The council will carry out all assigned duties.
- C. The council will be consulted as necessary by the Board of Directors on matters that affect the Society.

ARTICLE VII. OTHER COMMITTEES

The Board of Directors may convene committees, subcommittees and task forces as necessary to accomplish the business of the Society.

Section 7.01 Appointments

The President shall make committee chairpersons appointments with the approval of the

Executive Committee.

Any Member of the Society in good standing shall be eligible to serve on a committee.

Section 7.02 Composition, Qualifications, Term of Office, Responsibilities and Meetings

The composition, qualifications, responsibilities and meetings shall be specified in procedures developed by the Board of Directors.

Section 7.03 Ex-Officio Members

The President or an appointed Board liaison, as well as the Executive Director, may serve as non-voting members of any committee.

Section 7.04 Committee Chairperson

- A. Term of Office: Committee Chairpersons shall serve a two (2) year term. Chairs may be reappointed, but may not serve more than 6 consecutive years.
- B. Reappointment will be at the discretion of the President with approval of the Executive Committee.
- C. Responsibilities:
Committee Chairpersons are responsible for committee appointment and must notify the Board of Directors of Committee membership annually.

ARTICLE VIII. SPECIAL INTEREST GROUPS

Section 8.01 Categories

The Society may have Special Interest Groups, which provide a forum for members who have a common interest. The Board of Directors will approve formation of a special interest group.

Section 8.02 Membership

Membership in a Society Special Interest Group is limited to members of the Society.

Section 8.03 Interest Group Chairpersons/Co-chairperson

- A. Term of Office: Interest Group Chairpersons/co-chairperson shall serve a two (2) year term. Chairs may be reappointed, but may not serve more than 6 consecutive years.

- B. Reappointment will be at the discretion of the President with the approval of the Executive Committee.
- C. Responsibilities: Special Interest Group Chairpersons are responsible for Special Interest Group membership and facilitation of SIG derived goals and objectives.

Section 8.04 Responsibilities

- A. The Interest Group may determine its own goals which must be communicated to the Board of Directors.
- B. The Interest Group may not speak in the name of the Society unless a statement or policy has been approved in advance by the Executive Committee.

ARTICLE IX. OFFICIAL PUBLICATION

The official publication of the Society shall be the Journal of Trauma Nursing.

Section 9.01 Editor

- A. The Editor(s) shall be appointed by the Board of Directors for a term determined by the Board of Directors. The term shall be renewable by the Board of Directors at its discretion.
- B. The Editor(s) will report to the Board of Directors through the President of the Society.
- C. The Editor(s) may receive an annual stipend determined by the Board of Directors as denoted in contractual agreement.

Section 9.02 JTN Editorial Board

- A. The Editor(s) shall select nominees to the Editorial Board of the Journal.
- B. The Society Board of Directors will be notified in writing of the JTN editorial board on an annual basis.
- C. The Editor(s) will govern the activities of the Editorial Board.

Section 9.03 JTN Publishing

- A. The Board of Directors may elect to self-publish or retain the services of a professional publisher.

ARTICLE X. PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or Society policy.

ARTICLE XI. INDEMNIFICATION

The Society shall indemnify all Officers, Directors and employees for expenses incurred with the defense or settlement of any claim against such person by reason of service as an Officer, Director or employee. Unless a judgment or another adjudication shall establish that such claim arose or resulted from any dishonest, fraudulent, criminal, malicious or knowingly wrongful act, error or omission of such person.

ARTICLE XII. DISSOLUTION

In the event of dissolution of the Society, the net assets of the corporation shall be applied and distributed as follows:

- A. Liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made thereof.
- B. Distribution of Assets: The Board will determine the remaining assets and the distribution of assets to trauma-related projects and/or organizations.

ARTICLE XIII. AMENDMENTS

Section 13.01 Submission

- A. Amendments to the Bylaws shall be proposed by the Board of Directors or written request of five (5) Active Members in accordance with procedures.
- B. Amendments shall be submitted to the Board of Directors for approval to be presented to the membership.

Section 13.02 Approval

- A. Amendments, which are in accord with the Society's philosophy, purpose and objectives, as well as Federal and State Laws, shall be submitted to the membership for a vote by ballot or by a majority present at the annual meeting.

- B. Results of amendment votes shall be reported in the official publication of the Society and at the Annual Meeting.

AS AMENDED AND APPROVED BY THE MEMBERSHIP MARCH 31, 2016.