



Bylaws

December 19, 2025



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**BY LAWS of
OMNL Organization of Maine Nursing Leadership**

ARTICLE I: NAME, PURPOSES, MISSION

Section 1. Name. The name of this organization shall be OMNL Organization of Maine Nursing Leadership, hereinafter referred to as OMNL.

Section 2. Mission and Purposes. OMNL is a group of nursing leaders in Maine who direct the course for professional nursing by promoting sound health care policies at the state, local and national level. Towards this mission the organization creates an environment that encourages networking, unity and collaborative partnerships among all healthcare professionals across Maine.

The organization shall accomplish its mission by:

- 1) Promoting nursing leaders as integral members of health care teams and delivery systems.
- 2) Promoting the leadership role across practice and education as challenging and desirable professional careers.
- 3) Promoting development of Maine's nursing leaders through collegial support, including education and mentorship.
- 4) Promoting the enhancement of patient care through the recognition of professional nursing as an essential clinical discipline within organized healthcare systems.
- 5) Providing leadership in the development and implementation of standards of nursing practice.
- 6) Striving to provide a unified voice for nursing in Maine through collaborative relationships with other nursing organizations.
- 7) Advocating for sound health care policy in Maine through the development of position papers and working in collaboration with other health care organizations and appropriate legislative bodies.
- 8) Collaborating with the American Organization of Nursing Leadership (AONL) on national legislation and policy that impact nursing and health care.
- 9) Carrying out this mission and these purposes with no restrictions on the basis of age, color, creed, religion, national origin, mental or physical disability, gender, gender identity, health status, lifestyle, marital status, nationality, race, sexual orientation or political affiliation.

Section 3. The organization is established and organized exclusively for charitable, scientific and educational purposes and is a nonprofit 501(c) (6) corporation.

ARTICLE II: REGULATIONS

Section 1. Authority. The OMNL Board of Directors is hereby authorized to develop and implement regulations by which certain internal and external activities of OMNL shall be governed ("Regulations"). The Regulations shall at all times be subordinate to these By laws. Whenever possible, the terms of the Regulations shall be construed as consistent with these By laws, but if an irreconcilable conflict exists, the terms of the By laws shall prevail, and the conflicting terms of the Regulations shall be construed as void and without effect. (For Rules and Regulations - see Article XI.)

ARTICLE III: MEMBERSHIP

Section 1. Eligibility. The OMNL membership shall consist of those persons who meet the following requirements:

- A. Full Members. Full members of the organization are RNs who are accountable for operational and/or management outcomes in the areas of Nursing Practice, Education and Research. Included are RNs who wish to further develop leadership skills through education and mentorship from RNs currently in positions of leadership. Applications for membership will be reviewed by the Chair of the Membership, Scholarship and Recruitment Committee.
- B. Honorary Members. Honorary members are individuals who were in good standing as members at the time of retirement. Honorary members shall have the same rights as full members.
 - a. Full and Honorary members shall have the right to hold any elected position; vote on any organizational issue; elect a slate of candidates for service on the Board of Directors; and shall have the right to elect officers of the organization, except for any officers appointed by the Board of Directors as set forth in these By laws.
 - b. Full and Honorary members shall have the right to vote on amendments to the OMNL By laws and Regulations as such amendments may be proposed by the Board of Directors or by the Full and Honorary members and on any increase in the dues proposed by the Board of Directors.
- C. Student Members. Student members of the organization are non-RNs who are in an accredited school of nursing and who will be eligible for RN licensure after completion of academic program. Student members are non-voting members.
- D. Organizational Liaison Members. OMNL membership may be extended to representatives from healthcare related entities (one from each) to serve as liaisons to OMNL for the purpose of promoting communication regarding healthcare issues or policy. Liaison members shall attend OMNL business meetings and shall give a report as a standing agenda item. They may attend OMNL educational meetings and participate on committees. They will not be considered Full Members, not be permitted to vote in the meetings or committees of, hold office in, or vote for Directors or Officers of OMNL except as otherwise set forth in these By laws.
 - a. Candidates for Liaison membership may or may not be RNs and may seek consideration for membership through a letter of application to the OMNL Executive Committee. OMNL Executive Committee may recruit Liaison members.
- E. Members serving on Boards representing OMNL
Toward its mission, OMNL supports its members in serving on other professional healthcare boards and committees to support an environment that encourages networking, unity and collaborative partnerships among all healthcare professionals across Maine.

Requests and appointments for these roles must go through the President and be approved by a majority vote of the Executive Committee. OMNL members representing the professional organization are expected to carry out their duties in a professional and ethical manner. When serving on advisory boards or other such committees, members represent the views of OMNL.

To serve on a board, the appointee must be an active member in good standing with OMNL and be up to date with annual dues requirements.

An OMNL member who is selected and agrees to participate on a board or like body will be expected to perform in the following manner:

- Maintain loyalty to OMNL membership.
- Represent the mission of OMNL as well as that of the respective organization when involved with decisions for the selected board or like committee.
- Speak positively about OMNL and be the voice for OMNL's views and perspectives.
- Foster positive professional relationships when serving as OMNL's representative.
- Represent OMNL's good reputation and leave a positive impression.
- Serve as communication vehicle to address issues and concerns of mutual interest.
- Report of board or committee activity to OMNL members at regularly scheduled meetings. If the appointee is unable to attend, provide the report to the OMNL President in writing prior to the next business meeting.
- Provide communications with OMNL on such matters including but not limited to, organizational, legislative policy formation, and strategy.

OMNL's Executive Committee will review appointments every two years for reappointment or replacement. If for any reason the appointee is not able to fulfill the responsibilities as they are defined, another member will be nominated by the Executive Committee of OMNL.

Section 2. Eligibility and Status Change. Members who, because of change in position or unemployment, or who do not continue to meet the criteria for membership may extend membership eligibility in their current category.

Section 3. Term. Membership shall be for one year or any portion thereof ending December 31st.

Section 4. Members' Responsibilities. Our strength is in our collective wisdom.

- A. Active participation at meetings and/or nursing taskforces/initiatives.
- B. Collaborate with other members and provide collegial support

ARTICLE IV: MEETINGS

Section 1. Regular Meetings. Regular meetings will be held periodically throughout the year as needed. The President or the Executive Committee shall designate such times and places at the first regular meeting of the organization.

Section 2. Annual Meeting. The Annual Meeting of the organization shall be held in the fall at such time and place as may be designated by the Executive Committee. Officers shall be elected at the Annual Meeting of even numbered years.

Section 3. Special Meetings. Special meetings may be called by (1) the President or the Executive Committee if pressing issues or business matters require the attention of the organization or by (2) the President upon written request of twenty (20) percent of voting and eligible members of the organization, any such meeting to be held within fifteen (15) business days of the President's receipt of the request. All Special Meetings shall be held at such place and time as shall be designated by the President.

Section 4. Notice. Notice of any annual or special meetings of the organization shall be sufficient if delivered prior to the meeting to each member. Notice of a special meeting shall set forth the matters to be acted upon and only matters so set forth shall be acted upon at the meeting.

Section 5. Action Without a Meeting. Any action which may be taken at a meeting of the Board or any committee may be taken without a meeting if, prior to such action, consent is obtained from the majority of Directors or members of the committee. Any such consent shall have the same effect as a unanimous vote and will be reported at the next meeting of the Board or committee.

Section 6. Quorum. Twenty (20%) per cent of the organization membership entitled to vote shall constitute a quorum for the transaction of business at any meeting of the organization or at any adjournment thereof; but a lesser number may adjourn the meeting to a specified time and place. Without needing to provide notice in accordance with Section 4, the meeting may be held at the specified time and place provided said adjournment is held within thirty (30) days and a quorum is present.

Section 7. Voting. Those members of the organization who meet the eligibility requirement in Article III, Section 1. A or B, and are in good standing shall be entitled to one vote. Such members may vote in person or by absentee ballot. Absentee ballots shall be written, signed and witnessed. Absentee ballots shall be carried, mailed, or electronically delivered to the meeting at which the vote is to be taken. Whenever absentee balloting is used, it shall be duly noted in the minutes.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The officers of the organization shall form the OMNL Board of Directors.

Section 2. General Powers and Duties. The property, business and affairs of OMNL shall be managed by the OMNL Board of Directors who shall act as officers of the organization.

Section 3. They shall exercise all of the powers and responsibilities not inconsistent with these By laws or with Title 13-B of the Maine Revised Statutes Annotated.

ARTICLE VI: OFFICERS OF THE ORGANIZATION

Section 1. Designation. There shall be four (4) officers of the organization. They shall be President, President-Elect or Immediate Past President, Secretary and Treasurer. The officers shall have the powers and duties set out in these By laws and such other powers and duties as the organization may from time to time by resolution provide.

Section 2. Criteria for consideration as an officer of the organization shall be developed by the Executive Committee for presentation to the full membership.

Section 3. President. The President shall be subject to the instructions of the organization and generally shall have direct supervision of the organization, shall organize and manage its affairs, shall preside at all meetings, and shall perform such other duties as may be required by the membership or the Executive Committee.

Subsection 1. The President shall act as spokesperson for the organization in the public forum. He/she shall in all instances seek consent from a majority of the Executive Committee before publicly committing the organization to any position.

Subsection 2. He/she shall serve as chairperson of the Executive Committee.

Subsection 3. The President shall prepare or cause to be prepared such reports as may be required by the Executive Committee or the membership.

Section 4. President-Elect. In the absence of the President, the President-Elect shall assume all of the duties and responsibilities of the President. The President-Elect performs duties as assigned by the President in representing the organization, its goals and objectives.

Section 5. Immediate Past President. The Immediate Past President shall perform duties as assigned by the President in representing the organization, its goals and objectives. The Immediate Past President shall chair the Nominating Committee. The Immediate Past President shall serve as the President of the Maine Nursing Action Coalition (MeNAC) following the one (1) year term as the OMNL Past-President.

Section 6. Secretary. The Secretary shall attend and keep accurate and complete minutes of the organization and Executive Committee meetings and assure complete distribution, attend to correspondence as directed, and perform such other duties that ordinarily pertain to the office or that may be required by the membership, the Executive Committee or the President. The Secretary may attest with the President in the name of the organization all contracts of the organization.

Section 7. Treasurer The Treasurer shall record membership fees and any other incoming monies, initiate banking transactions, maintain fiscal records, and otherwise be responsible for all of the organization's funds. A financial report to include balance sheet will be prepared and presented by the Treasurer at each meeting of the organization. The financial documents of the organization shall be reviewed biennially by a Certified Public Accountant or an internal audit by OMNL members and the findings presented at the next regularly scheduled meeting.

The Treasurer shall perform all other duties which ordinarily pertain to the office or that may be required by the membership, the Executive Committee or the President. The Treasurer shall not delegate authority or responsibility to any other person unless specifically authorized by the membership.

Section 8. Election. The election will be conducted by the use of "secret" ballot. The slate of nominees will be distributed to members at least ten (10) business days prior to the Annual Meeting. Ballots will be counted by the Past President and results reported to the membership.

Section 9. Term. The President shall serve for a term of two (2) years or until the President-Elect's successor is installed. The President-Elect shall serve for a term of one (1) year or until a successor is elected. The President-Elect succeeds to the office of President at the end of a one-year term as President Elect or as provided in Section 11 of this Article. The Secretary and Treasurer shall each serve for a term of two (2) years.

At the end of the two year term, the President becomes the Past-President and shall serve in this capacity for a one (1) year term; the President-Elect becomes the President; and the newly elected President-Elect takes office during the Annual Meeting.

Section 10. Vacancies. Vacancies in office may be filled for the remainder of the term by the President with the approval of the majority of the Executive Committee. If the office of the President becomes vacant, the President-Elect shall succeed to the office of President and shall continue to serve as President for the subsequent term.

If the office of President Elect becomes vacant, the President shall fill the vacancy with approval of the majority of the Executive Committee. A special election will be held at the next annual meeting to elect the President Elect.

If the offices of both the President and President-Elect shall become vacant, the membership shall elect a President pro-tempore to serve for the remaining portion of the un-expired term. At the next regular election of the organization, a President and President-Elect shall be elected in accordance with the provisions of these By laws.

Section 11. Conflict of Interest. Whenever an Executive Board Member or Director has a financial or personal interest in any matter coming before the board, the affected person shall fully disclose the nature of interest and withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested board members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 12. Removal. Any or all of the members of the Executive Committee may be removed from office, with or without cause, by a two-thirds (2/3) vote of the members present at a special meeting of the membership expressly called for that purpose or as otherwise in accordance with 13-B M.R.S.A. #704 or any successor provision. Prior to calling for a special meeting, a representative of the Executive Committee shall ask the member concerned for his/her resignation.

ARTICLE VII: COMMITTEES

Section 1. Standing Committees. The Executive Committee will serve as the standing committee. Ad Hoc Committees will be appointed by the President as authorized including Committee on Nominations.

Section 2. Executive Committee. The Executive Committee shall be a standing committee, shall consist of the officers of the organization, the liaison member to the MHA Board and at least one member representing the following interests: Program, Professional Practice and Nursing Education; and Membership, Scholarship, and Recruitment. There shall also be appointed two members one representing Governmental Affairs, and one representing bylaws. There shall also be up to two (2) At Large members representing an organizational interest.

Subsection 1. The duties of the Executive Committee shall be:

- A. To represent the organization and to act in its behalf subject to the limitations imposed by these By laws and the Rules and Regulations as promulgated by the organization.
- B. To appoint representatives from the organization to other organizations and committees as deemed appropriate. Terms for such appointment shall be established at the time of appointment.
- C. To prepare an annual budget for the upcoming fiscal year to be approved by the membership at the annual meeting.
- D. To regularly review proposed and existing State and National legislation for its relevance to the goals of the organization, to formulate positions and to present public testimony as appropriate. Legislative duties shall be accomplished through the use of Ad Hoc Task Forces whenever time permits. Any legislative actions or positions taken by the Executive Committee on behalf of OMNL without the knowledge of the full membership, shall be reported at the next regularly scheduled meeting of the organization.

Subsection 2. Organization monies, up to \$1000.00, may be expended by the Executive Committee without prior notice to the membership. These transactions will be reported at the next regular meeting of the organization.

Prior notice to the membership shall be given at least ten (10) business days prior to seeking at any meeting membership approval for any proposed expenditures in excess of \$1000.00.

Subsection 3. The Executive Committee shall maintain a permanent record of its proceedings. A quorum shall consist of one half plus one (1) of the current Executive Committee membership. A quorum shall also require the presence of at least two (2) of the four (4) officers of the organization (president, president-elect/past president, secretary and treasurer).

Section 3. Membership, Scholarship and Recruitment Representative. The Executive Committee member representing Membership, Scholarship and Recruitment shall promote membership retention and mutual support, assist new members to become fully informed and productive withing the

organization, develop programs and activities that promote the objectives of the organization and actively recruit new members. A list with names and addresses of all members allowed to vote will be maintained.

Section 4. Program, Professional Practice and Nursing Education Representative. The Executive Committee member representing Program, Professional Practice and Nursing Education shall provide a forum to address professional practice issues both state and national in collaboration with Nursing and other professional organizations as deemed appropriate and shall provide a forum for the advancement of nursing education to address evolving changes in nursing practice. Other responsibilities shall include promotion of the image of professional nursing and any other activities as recommended by the Executive Committee.

Section 5. Ad Hoc Committees. Ad Hoc Committees may be appointed by the President for special projects as authorized by the Executive Committee, including legislative issues. Ad Hoc Committees shall submit written, interim reports as requested by the President. Upon completion of the project, they shall present a final report with conclusions and recommendations.

The Nominations Committee solicits nominations for office and constructs the ballot. The Nominations Committee shall offer one (1) or more nominees for the office of President-Elect, Treasurer, and Secretary in the even numbered years. The Committee shall also request nominations from the floor for each office. The nominations report shall be submitted to the President no later than fifteen (15) business days prior to the Annual Meeting.

ARTICLE VIII: DUES AND OTHER MONEYS

Section 1. The dues for membership in the organization shall be established by the membership at any meeting for the subsequent year. Notification of a proposed dues increase will be mailed to the organization membership at least ten (10) business days prior to the meeting at which it will be proposed. Annual dues will be collected on an automatic recurring basis for members. Student members will not be required to pay annual dues.

Section 2. All dues paid to the organization shall become property of the organization to be spent in accordance with the annual budget as prepared by the Executive Committee and approved by the organization. No portion of the dues paid by any member shall be refundable.

Section 3. The organization may accept, retain or expend any funds or property that may be donated to further the work and/or programs of the organization.

Section 4. Any new member who joins the organization will pay dues and be a member for the rest of that year. Any new member who joins and pays dues in September to December shall be a paid member for the current year and the following year with at single dues payment. Annual renewal dues will be due January 31st of each year.

Section 5. The organization will support the President and President-Elect/Past President or designee(s) at AONL national, regional and other appropriate meetings as approved by the Executive Committee.

ARTICLE IX: DISSOLUTION AND DISTRIBUTION OF EARNINGS

Section 1. Upon the dissolution of the corporation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation for the purposes of the corporation and in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under #501 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation has been located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operating exclusively for such purposes.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof.

Section 3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under #501 (c) (6) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

ARTICLE X: PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the accepted Parliamentary Authority insofar as those Rules do not compromise the direction and intent set forth in these By laws.

ARTICLE XI: RULES AND REGULATIONS

The Membership shall adopt such Rules and Regulations as may be necessary to implement more specifically the general principles found within these By laws, subject to the approval of the organization. Such Rules and Regulations shall be a part of these By laws, except that they may be amended or repealed at any regular meeting at which a quorum is present and without previous notice or at any special meeting on notice, by a majority vote of those present of the OMNL Membership.

ARTICLE XII: INDEMNIFICATION OF DIRECTORS AND OTHERS

Each Director, officer, and employee of the corporation shall be indemnified by the corporation against expenses, including attorney's fees, judgments, fines, and the amounts paid in settlement, actually and reasonably incurred in connection with any threatened, pending or completed action, suit,

or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of the corporation), by the reason of the fact that the person is or was a Director, officer, or employee of the corporation, or is or was serving at the request of the corporation, as a Director, officer or employee of another corporation, partnership, joint venture, trust, or other enterprise, if the person acted in good faith and in a manner reasonably believed to be in the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, or employee, or who is or was serving at the request of the corporation as an officer, Director, or employee of another corporation, partnership, joint venture, trust, or other enterprise against any such liability asserted against and incurred by the person in any such capacity, or arising out of the status as such, whether or not the corporation has indemnified the person hereunder.

Expenses incurred in defending a civil or criminal action, suit, or proceeding, may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the board of Directors in the manner provided by the applicable statutes of the State of Maine concerning indemnification by non-profit corporations currently contained in 13-B M.R.S.A., Section 714, Subsection 3 (or corresponding provision of future Maine law), upon the receipt of an undertaking by or in behalf of the Director, officer, or employee to repay such amount, unless it shall be ultimately determined that the person is entitled to be indemnified as provided herein.

In the event that such action or proceeding be by or in the right of the corporation, the corporation shall have the same power to indemnify or insure any such officer, Director, or employee, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty, unless the court wherein the action or proceeding is tried shall specifically find that despite the adjudication of circumstances of the case, such a person is fairly and reasonably entitled to indemnity.

The indemnification provided by these By laws shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute or regulation of the State of Maine.

As used in this provision, the term "Director" and "Officer" include the respective heirs, executors, and administrators of persons holding such offices in the corporation.

ARTICLE XIII: AMENDMENTS

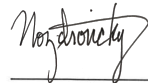
Section 1. Amendments to By laws. These By laws may be amended, or repealed, or new By laws may be adopted by the affirmative vote of two-thirds (2/3) of the voting members present at any meeting of the organization, provided a full statement of such proposed amendment shall have been included in the notice of the meeting.

I certify that the forgoing is a true copy of the Corporate By laws of Nursing Leaders of Maine - OMNL, as amended on December 19, 2025.

ATTEST:



Melissa Russell, Secretary



Michael Nozdrovicky, President