

# INDIANA STATE NURSES ASSOCIATION BYLAWS as amended September 28, 2012

## ARTICLE I NAME, PURPOSES, AND FUNCTIONS

### SECTION 1. NAME

The name of this corporation shall be the Indiana State Nurses Association, Inc., hereinafter also referred to as Corporation, Association, or ISNA.

### SECTION 2. PURPOSES

- a) The purposes of the ISNA shall be to:
- (1) Foster high standards of nursing, and
  - (2) Promote the professional and educational development of nurses and advance their welfare, and
  - (3) Work for the improvement of health standards and the availability of health care services for all people.
- b) These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, sexual orientation, or any other consideration in accordance with the Bylaws of the American Nurses Association, hereinafter also referred to as ANA.

### SECTION 3. FUNCTIONS

The functions of the ISNA shall be:

- a) To promote through appropriate means standards of nursing practice, nursing education, and nursing services as defined by the ANA.
- b) To insure adherence to the Code of Ethics for Nurses established by the ANA.
- c) To promote legislation and to speak for nurses in regard to legislative action.
- d) To promote the welfare of nurses.
- e) To encourage and promote research designed to enlarge the knowledge on which the practice of nursing is based.
- f) To ~~provide and~~ promote continuing professional development of nurses.
- g) To represent nurses and serve as their state spokesperson with allied professional, community and governmental groups, and with the public.
- h) To provide for representation in the ANA Membership Assembly.
- i) To promote relationships with nursing students.
- j) To promote the general health and welfare of the public through association programs, relationships, and activities.

## ARTICLE II CHAPTERS

SECTION 1. A chapter may be proposed by a minimum of ten (10) members to improve networking, professional practice, and development within a specific clinical, functional, or geographic area according to the policies and

procedures of the Board of Directors. An ISNA member may join any chapter according to ISNA policies.

SECTION 2. Chapter leadership structure shall be determined by each chapter. The Chapter shall select a spokesperson to serve as a liaison to the ISNA Board of Directors.

SECTION 3. An ISNA Individual Affiliate or a representative from an Organizational Affiliate may participate in a chapter based on ISNA policies.

SECTION 4. The chapters shall have the opportunity to make recommendations to the Board of Directors and to the members at the annual meeting of the membership.

SECTION 5. Funding for chapter activities will be available according to ISNA policies

## ARTICLE III MEMBERSHIP

SECTION 1. Members of the ISNA shall be those persons accepted in accordance with qualifications and other requirements described in the ISNA Bylaws, unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, sexual orientation, or any other consideration in accordance with the Bylaws of the ANA.

### SECTION 2. QUALIFICATIONS

- a) An ISNA/ANA member is one:
- (1) Who has been granted a license to practice as a registered nurse in at least one state, territory, or the District of Columbia of the United States and who does not have a license under revocation in any of the foregoing areas, or
  - (2) Whose license is suspended or surrendered and can document, according to policies and procedures, a program of recovery from chemical dependency, or
  - (3) A nurse who has retired and/or no longer chooses to practice, but whose license was in good standing with the Board of Nursing at the time the nurse made the decision not to maintain an active license, and
  - (4) Whose dues are not delinquent, and
  - (5) Whose membership is not under revocation for violation of the Code of Ethics for Nurses or the Bylaws of the ANA or its constituent/state nurses associations (C/SNA).
- b) An ISNA State-Only member is one:
- (1) Who has been granted a license to practice as a registered nurse in at least one state, territory, or the District of Columbia of the United States and who does not have a license under revocation in any of the foregoing areas, or

(2) Whose license is suspended or surrendered and can document, according to policies and procedures, a program of recovery from chemical dependency, or

(3) A nurse who has retired and/or no longer chooses to practice, but whose license was in good standing with the Board of Nursing at the time the nurse made the decision not to maintain an active license,

(4) Whose dues are not delinquent, and

(5) Whose membership is not under revocation for violation of the Code of Ethics for Nurses or the Bylaws of the ANA or its constituent/state nurses associations.

### SECTION 3. PRIVILEGES

a) Privileges for-ISNA/ANA Members are as follows:

(1) voting for ISNA officers, directors, nominating committee, and representatives and alternates to the ANA Membership Assembly;

(2) serving in any ISNA and ANA office if elected or ISNA or ANA appointed position if so qualified and selected;

(3) attending and participating in meetings, and unrestricted activities of ISNA and ANA;

(4) receiving regular ISNA/ANA communications;

(5) receiving an ISNA/ANA membership card;

(6) receiving all member discounts on ISNA and ANA events;

(7) receiving access to Members Only page on ISNA's and ANA's web sites.

b) Privileges for ISNA State-Only Members:

(1) voting for ISNA officers (except ISNA President, Vice-President or Treasurer, and representatives to the ANA Membership Assembly, directors, and nominating committee;

(2) serving in any ISNA elected (except ISNA President, Vice-President or Treasurer, and representatives to the ANA Membership Assembly or ISNA appointed position if so qualified and selected;

(3) attending and participating in meetings and unrestricted activities of ISNA;

(4) receiving regular ISNA communications;

(5) receiving an ISNA membership card;

(6) receiving all member discounts on ISNA events;

(7) receiving access to Members Only page on ISNA's web site.

### SECTION 4. DISCIPLINARY ACTION

a) A member shall be subject to censure or expulsion by the ISNA or ANA for violations of The Code of Ethics for Nurses as established by the ANA; for violation of the ISNA or ANA Bylaws; or other actions which are detrimental to the purposes, goals, and functions of the ANA or the ISNA. No such action shall be taken against a member until such member shall have been served with written specific charges, given a reasonable time to prepare any defense, and

afforded a full and fair hearing pursuant to common parliamentary and statutory laws.

b) Disciplinary action, appeal, and reinstatement shall be conducted in accordance with the policies and procedures of the ISNA or ANA.

c) Any disciplinary action taken by any other constituent/state nurses association against one of its members or against a member of ISNA shall be given full recognition and enforcement provided that such action was taken in accordance with that state nurses' association's bylaws and disciplinary procedures.

d) Members expelled under provisions of this section and who are subsequently reinstated shall be automatically reinstated by the ISNA.

e) Any disciplinary action taken by any other constituent/state nurses association against one of its members or against a member of ISNA shall be given full recognition and enforcement provided that such action was taken in accordance with that state nurses' association's bylaws and disciplinary procedures.

### SECTION 5. DUES

a) The annual dues for a member of ISNA may be recommended by the Board of Directors. A change in the amount of dues shall be determined by a majority vote of all members in good standing and in attendance at the annual Meeting of the Members or special meeting of the membership provided reasonable notice of the intent to take such a vote shall have been given. The vote will be by secret ballot.

b) ISNA/ANA dues shall include the assessment paid by the association to the ANA, in accordance with the policies adopted by the ANA. -Any change in the ANA Assessment will automatically be passed through to the members.

c) ISNA State-Only member dues shall include the ISNA state amount plus the amount identified in the agreement with ANA for the state only, individual membership option.

d) The forfeiture of all membership rights shall occur if dues are not paid as required by current policy.

e) No additional dues, fees, or assessments will be required to participate in a chapter.

f) Members who qualify for one of the following categories may elect to pay fifty percent (50%) of the full annual dues:

(1) nurses who are not employed;

(2) registered nurse students in full-time study;

g) Members who are permanently disabled or sixty-two (62) years of age or older who are not employed may elect to pay twenty-five percent (25%) of the annual dues.

h) The Board of Directors may approve a variance in dues for special membership projects. Each project shall not exceed two years in length.

## SECTION 6. CHANGE OF DUES CATEGORY

No monies shall be refunded nor additional monies collected when a change in dues category is made within a membership year.

## SECTION 7. DISAFFILIATION FROM ANA

ISNA shall continue to pay the assessment to the ANA pursuant to policy and/or the ANA bylaws until such time as 2/3 (two thirds) of the ISNA/ANA members vote to disaffiliate from the ANA.

## SECTION 8. TRANSFERS

a) Members of the ISNA who have completed full payment of dues shall be transferred to another state association that is a constituent of the ANA, upon written request giving cause. ISNA will not refund individual dues already paid to the member nor to the receiving constituent/state nurses association.

b) Members of another constituent of the ANA who have requested a transfer of membership to the ISNA may be accepted for the remaining portion of the membership year for which the ANA assessment has been paid, without further payment of dues to the ISNA. Any charge of additional fees for services to transferred members shall not interfere with the rights of members as defined in these bylaws.

## ARTICLE IV AFFILIATES

### SECTION 1. ORGANIZATIONAL AFFILIATES

a) An organizational affiliate is an organization which is not a member but

- (1) Has Articles of Incorporation that govern its members and regulate its affairs.
- (2) Has stated purposes and functions harmonious with those of the ISNA.
- (3) Has a governing body composed of a majority of registered nurses.
- (4) Has paid a fee as established by the Board of Directors.

b) Organizational affiliates shall have privileges as granted by the ISNA Board of Directors.

### SECTION 2. INDIVIDUAL AFFILIATE

a) An individual affiliate is a person who is not a member but who:

- (1) Elects to join ISNA in accordance with the provisions of this section, and
- (2) Pays the fee established by the ISNA Board of Directors, and
- (3) Whose views are congruent with ISNA.

b) Individual affiliates shall have privileges as granted by the ISNA Board of Directors.

## ARTICLE V OFFICERS AND THEIR DUTIES

### SECTION 1.

a) The officers of the ISNA shall be a President, a Vice-President, a Secretary, and a Treasurer.

b) The President, Vice-President, and Treasurer must be ISNA/ANA members. The Secretary may be an ISNA State-Only member.

SECTION 2. Vacancies in office shall be filled as provided in Article VI, Section 6.j.

SECTION 3. The President shall:

- a) Preside at meetings of the:
  - (1) Board of Directors,
  - (2) Board Executive Committee,
  - (3) Annual Meeting of the Members.
- b) Appoint, with the approval of the Board of Directors, a-Parliamentarian who shall be a non-member of this Association.
- c) Serve as an elected representative to the ANA Membership Assembly.
- d) Perform all other duties pertaining to the office.

SECTION 4. In the event a vacancy occurs in the office of President, the Vice-President shall assume such office for the unexpired term and/or until a successor is elected.

SECTION 6. The Secretary shall:

- a) Be responsible for and cause the proper recording of minutes of the:
  - (1) Board of Directors,
  - (2) Board Executive Committee,
  - (3) Annual Meeting of the Members.
- b) Be the official custodian of all fiscal records and the corporate seal of the ISNA.
- c) Send to the secretary of the ANA the name and address of the President immediately after election.
- d) Send to the headquarters office of the ANA a complete copy of all amendments or a revision of the Bylaws of the ISNA within one month after adopting and after printing send copies of Articles of Incorporation and Bylaws.
- e) Authenticate corporation minutes and documents.

SECTION 7. The Treasurer shall be responsible for:

- a) The proper receipt, deposit, disbursement, and withdrawal of funds of the ISNA.
- b) The proper care of its fiscal records.
- c) Reporting the financial standing of the ISNA to the Board of Directors and to the annual Meeting of the Members.

SECTION 8. The Executive Director shall assume such duties in connection with the work of the Secretary and Treasurer as shall be designated by the Board of Directors.

SECTION 9. All officers shall, within two (2) weeks upon resignation or expiration of their terms of office, surrender all property of the ISNA in their possession to their successors or to the Headquarters office.

## ARTICLE VI BOARD OF DIRECTORS

SECTION 1. Members of the Board of Directors shall be four (4) officers and five (5) directors. No member shall serve more than eight (8) consecutive years on the Board of Directors.

### SECTION 2.

a) The five (5) directors shall be elected for a term of two (2) years and no director shall serve more than four (4) consecutive terms.

b) One seat shall be designated for a recent graduate of an RN licensure program.

c) One who has served more than one-half of a term shall be credited with having served that term.

*PROVISO: This shall become effective for the 2013 elections of directors. Directors elected in 2011 shall complete the four-year term (2011-2015) they were elected to.*

SECTION 3. The Board of Directors of the ISNA shall exercise all powers of the Association not reserved in the Bylaws to the officers.

SECTION 4. The Board of Directors shall meet at least annually and at such other times as shall be determined by the President or by the Board. Absence from three (3) meetings within one calendar year without good cause as determined by the Board of Directors shall constitute a resignation, and the vacancy shall be filled as provided for in these Bylaws.

SECTION 5. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.

SECTION 6. The Board of Directors shall:

a) Transact the business of the Association in the interim between annual Meetings of the Members.

b) Establish major administrative policies governing the affairs of the Association and devise and coordinate measures for the growth and development of the Association.

c) Provide for:

(1) The maintenance of the Headquarters office.

(2) An office, making it the center of activities of the Association.

(3) The care of materials, equipment, and funds of the Association.

(4) The payment of legitimate expenses.

d) Assume responsibility for disciplinary action and rights of members as specified in these Bylaws.

e) Appoint, define the duties, and set compensation for the chief staff officer.

f) Determine what officers and other persons shall be bonded, fix the amount of bond for each, and approve the same.

g) Provide for the auditing of all books of account at least annually by a certified public accountant.

h) Create special committees and task forces as the need arises to perform specific functions.

i) Appoint the Chairperson and members for all appointments not otherwise provided for in these bylaws.

j) Fill vacancies on the Committee on Nominations and on the Board of Directors, except for a vacancy occurring in the office of President.

k) Assign such other activities to the committees as is deemed necessary.

l) Decide upon:

(1) Registration fees, date, and place of the annual Meeting of the Members.

(2) Time and place of meetings of the Board of Directors.

m) Adopt criteria for selection of representatives of the profession to be submitted to the appropriate State authorities for consideration in making appointments to the Indiana State Board of Nursing and other State agencies, and name the representatives to be submitted.

n) Approve the minutes of the annual Meeting of the Members.

o) Adopt an annual budget.

p) Report to annual Meetings of the Members.

q) Approve establishment or dissolution of chapters.

SECTION 7. There shall be an Executive Committee of the Board of Directors composed of the four (4) elected officers. This committee shall have all the powers of the Board to transact business of an emergency nature between Board meetings. All transactions of this committee shall be reported to the Board at its next meeting.

SECTION 8. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by eighty percent (80%) of the board or committee members, as the case may be, and such written consent is filed with the minutes or proceedings of the board or committee.

SECTION 9. Any meeting of the Board of Directors or of a committee or task force designated by the Board may be conducted by means of a conference telephone or similar communication equipment by which all persons participating in the meeting can communicate with each other, and participation in this manner constitutes presence in person at the meeting.

## ARTICLE VII ELECTIONS

SECTION 1. Members who seek nomination and election to office must maintain current ISNA membership without a lapse throughout the nomination, election, and term of office.

SECTION 2. Elections will be held in the odd-numbered calendar years, and the term of office shall commence at the adjournment of the annual Meeting of the Members at which their election is announced.

SECTION 3. Five (5) Directors shall be elected to serve for two (2) years.

SECTION 4. Five (5) members of the Committee on Nominations shall be elected in the odd-numbered calendar years to serve for two (2) years.

SECTION 5. A member shall be considered eligible for only one office in ISNA elected by the entire membership at any one time. This does not apply to representatives to the ANA Membership Assembly.

SECTION 6. The ISNA shall have elected representatives and alternates to the ANA Membership Assembly who shall be elected by the official ballot of the ISNA.

- a) One-representative to ANA shall be the President, and
- b) The alternate for the President shall be the Vice-President.
- c) The second representative shall be elected according to ISNA policy.
- d) Additional alternates shall be elected according to the number of votes received.
- e) Election of the representatives and alternates shall be in agreement with ANA Bylaws and policies.
- f) Each representatives and alternate shall be elected for a two-year term or until a successor is elected.
- g) ISNA-State-Only members are not eligible to elect or be elected as representatives or alternates to the ANA Membership Assembly.
- h) Representatives and alternates to the ANA Membership Assembly may serve no more than eight (8) consecutive years.

SECTION 7. Elections shall be carried out by secret ballot (mail or electronic) of the members. State-Only members will receive a separate ballot than that of ISNA/ANA members.

SECTION 8. The ballots shall be tabulated in accord with policies and procedures as determined by the Board of Directors.

SECTION 9.

- a) A plurality majority vote of members voting shall constitute an election for officers. If there is not a majority vote for an officer, a run-off election shall be held according to ISNA Policy and Procedures.
- b) A plurality vote of members voting shall constitute an election for Directors and Committee on Nominations. The nominees for Directors and for the Committee on Nominations receiving the highest number of votes shall be declared elected.
- ) The nominees for the second representative to the ANA Membership Assembly who receives the highest number of votes shall be declared elected and the nominees who receive the next highest number of votes shall serve as alternates.

SECTION 10. In case of a tie, the choice shall be decided by lot.

SECTION 11. All ballots, credentials of the voting body, and other records of the election shall be preserved for a minimum of one year.

## ARTICLE VIII STANDING COMMITTEES

SECTION 1. Standing committees shall consist of no fewer than three (3) members appointed by the Board of Directors, unless otherwise specified by these Bylaws, to serve for two (2) years or until their successors are appointed/elected. Standing committees appointed by the Board of Directors shall be accountable to the Board of Directors and shall submit biennial reports to the membership.

SECTION 2. The absence without good cause from two (2) meetings of a committee shall constitute a resignation, and the vacancy shall be filled by the Board.

SECTION 3. There shall be Standing Committees on:

- a) Bylaws.
- b) Nominations.

SECTION 4. RESPONSIBILITIES OF COMMITTEES

- a) The Committee on Bylaws shall:
  - (1) Have in its membership one member of the Board.
  - (2) Review the Bylaws of the ISNA and recommend corrections or amendments in order to keep them consistent with accepted organization practices and in harmony with the Association's program and activities.
  - (3) Draft or approve the proposed text of all amendments to the bylaws prior to their submission to the annual Meeting of the Members.
  - (4) Consider other matters referred to it and report its findings and recommendations as appropriate.
- b) The Committee on Nominations shall:
  - (1) Consist of five (5) members elected by members of the ISNA. The chairperson shall be the member receiving the highest number of votes. No member shall serve more than four consecutive years.
  - (2) Prepare a list of candidates for each position to be filled by election--officers, directors, members of the Committee on Nominations, and ANA representative and alternates, using procedures established by the Board of Directors.
  - (3) Place on the ballot only those who have submitted their qualifications and written consent to serve if elected.
  - (4) Submit its final report to the Executive Director at least three months prior to the opening day of the annual Meeting of the Members.

## **ARTICLE IX ASSOCIATION MEETINGS**

SECTION 1. The ISNA shall hold an annual Meeting of the Members in good standing, at such time and place as shall be designated by the Board of Directors and announced in the official publication of the ISNA.

### **SECTION 2. ANNUAL MEETING**

a) The annual meeting shall be composed of members present.

b) Members shall:

(1) Establish the order of business at the beginning of the annual meeting.

(2) Adopt and maintain the Bylaws of the ISNA.

(3) Take positions, determine policy, and set direction on substantive issues of a broad nature necessitating the authority and backing of the official voting body of the ISNA except as otherwise provided for in these Bylaws.

(4) Take action on Association business as required by law or these Bylaws.

(5) Transact all other lawful business as may be in order.

SECTION 3. Special meetings of the ISNA may be called by the Board of Directors, and they shall be called by the President upon the written request of a majority of the chapters at least one month prior to the special meeting.

## **ARTICLE X HONORARY RECOGNITION**

SECTION 1. Honorary recognition may be conferred by a unanimous vote of the ISNA Board of Directors on a nurse or a person who is not a nurse who has rendered distinguished service or valuable assistance to the nursing profession.

SECTION 2. Any ISNA member or structural unit may recommend to the ISNA Board of Directors the name(s) of any individual(s) deserving recognition. The recognition shall be conferred at an annual Meeting of the Members at a time and place selected by the Board of Directors.

SECTION 3. Honorary Recognition confers social privileges only. One may be a member and also hold Honorary Recognition.

## **ARTICLE XI QUORUMS**

SECTION 1. A majority of the Board of Directors, one of whom shall be the President or the Vice-President, shall constitute a quorum at any meeting of the Board.

SECTION 2. A majority of the members shall constitute a quorum for all committees.

SECTION 3. Five (5) members of the Board of Directors, one of whom shall be the President or the Vice-President, and three (3) percent of the current membership shall constitute a

quorum for the transaction of business at any annual or special meeting.

## **ARTICLE XII FISCAL YEAR**

The fiscal year of the ISNA shall be January 1 through December 31.

## **ARTICLE XII OFFICIAL PUBLICATIONS**

The American Nurse, The Indiana Nurse, and the ISNA Bulletin shall be the official publications of the Association.

## **ARTICLE XIV PARLIAMENTARY AUTHORITY**

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the ISNA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## **ARTICLE XV AMENDMENTS**

SECTION 1. These Bylaws may be amended at any annual or special meeting of the ISNA by a two-thirds vote, provided notice shall have been sent to all members at least thirty (30) days prior to the annual or special meeting.

SECTION 2. These Bylaws except for Purposes, Functions, and Dues may be amended by the ISNA Board of Directors by a two-thirds vote, provided notice shall have been sent to all members at least sixty (60) days prior to the board meeting.

SECTION 3. These Bylaws may be amended without previous notice at an annual or special meeting by a ninety-nine percent (99%) vote of those present.