

# **BYLAWS TEXAS NURSES ASSOCIATION**

As Amended November 9, 2019



## **HEADQUARTERS**

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# BYLAWS

## TEXAS NURSES ASSOCIATION

As Amended April 2018

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### ARTICLE I

3

#### TITLE, PURPOSES, FUNCTIONS

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##### Section 1. Name of Association

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The name of this association shall be the Texas Nurses Association (hereinafter referred to as "TNA").

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##### Section 2. Purposes

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The purposes of TNA shall be to work for the improvement of health standards and the availability of health care services for all people, foster high standards of nursing, and stimulate and promote the professional development of nurses and advance their economic and general welfare.

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These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

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##### Section 3. Functions

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The functions of TNA shall be to:

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- a. Promote through appropriate means standards of nursing practice, nursing education and nursing services as established by the American Nurses Association (hereinafter referred to as "ANA");
- b. Ensure adherence to the Code of Ethics for Nurses established by ANA;
- c. Initiate and influence legislation, governmental programs and health policy at state and national levels;
- d. Promote research in nursing, disseminate research findings, and encourage the use of knowledge as a basis for nursing;
- e. Serve as a central agency for the collection, analysis, and dissemination of information relevant to nursing;
- f. Promote and protect the economic and general welfare of nurses;
- g. Promote and provide for the continuing professional development of practitioners;
- h. Provide services to districts;
- i. Maintain communication with members through official publications;
- j. Assume an active role as consumer advocates;
- k. Represent nurses and serve as their state spokesperson with allied professional, community and governmental groups and with the public;
- l. Provide for representation in the ANA Membership Assembly; and
- m. Promote relationship with the Texas Nursing Students Association.

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### ARTICLE II

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#### CONSTITUENT ASSOCIATIONS

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##### Section 1. Districts

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Constituent associations of TNA shall be called Texas Nurses Association, District # (hereinafter referred to as a "district"). Recognition as a district shall be by a majority vote of the TNA Board of Directors (hereinafter referred to as the "TNA Board" or "Board"). Each district shall be designated by the Board as a Supported District, Integrated District, or District-at-Large.

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##### Section 2. Responsibilities

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Districts shall be required to:

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- a. Assure that its members abide by the ANA Code of Ethics for Nurses;
- b. Assure that its members are members of TNA;
- c. Comply with the criteria of active district status established by the Board under Article II, Section 7.

- 1 d. Report a violation of the TNA Bylaws in accordance with procedures established by the TNA Board.

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3 **Section 3. Boundaries**

4 Boundaries of each district shall be clearly defined by the TNA Board. Boundaries may be changed by a two-thirds  
5 (2/3) vote of the Board provided such change has been approved by each district directly involved in the change.

6  
7 **Section 4. District-at-Large**

8 Geographical areas within the State not falling within the boundaries of a district defined under Article II, Section  
9 3 shall be assigned to a “District-at-Large.” The Board may establish districts-at-large as necessary based on  
10 geographical or non-geographical criteria. A district-at-large shall operate as an Integrated District.

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12 **Section 5. Integrated Districts**

13 The Board, upon request of the district and by majority vote of the Board, may designate a district as an Integrated  
14 District (hereinafter referred to as “Integrated District”).

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16 An Integrated District shall:

- 17 a. Operate under TNA Board policies rather than district bylaws;  
18 b. Not collect dues;  
19 c. Be provided financial and administrative support by TNA in accordance with TNA Board policies for  
20 Integrated Districts; and  
21 d. Have delegates to the TNA House of Delegates and, except as provided in TNA Board policies, have all  
22 other rights and responsibilities of districts;

23 The Board, upon request of the district and by majority vote, may rescind designation of a district as an Integrated  
24 District.

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26 **Section 6. Supported Districts**

27 A district other than a District-at-Large or an Integrated District shall be a Supported District.

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29 A Supported District shall:

- 30 a. Adopt and maintain bylaws which do not conflict with TNA Bylaws and which are congruent in purpose  
31 and function;  
32 b. Submit bylaws and reports, and attend meetings in accordance with policies and procedures adopted by  
33 the TNA Board; and  
34 c. Initiate disciplinary action against a member when just cause for such action is known to the district. Such  
35 action shall be conducted in accordance with minimum due process guidelines established by the TNA  
36 Board and shall be limited to violation of the district bylaws and to actions other than suspensions or  
37 expulsion from membership.

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39 **Section 7. Active Districts**

40 The TNA Board shall adopt criteria for determining districts in good standing for seating in TNA House of  
41 Delegates or determining active district status. Districts who do not meet active district criteria will not be  
42 recognized as an active district of TNA as provided by policies developed by the TNA Board of Directors.

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45 **Section 8. Appointment of Temporary District Officers**

46 The TNA Board may appoint temporary district officers to convene meetings to reactivate an inactive district, to  
47 dissolve and close the affairs of an inactive district, to close the affairs of a disqualified district, or to reinstate a  
48 disqualified district.

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50 **Section 9. Reinstatement**

51 A district which has been disqualified may be reinstated by a two-thirds vote of the TNA Board. The Board may  
52 make reinstatement contingent on the district being designated as an Integrated District.

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**ARTICLE III**  
**MEMBERSHIP, RIGHTS, OBLIGATIONS**

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**Section 1. Definition; Prohibited Discrimination**

Members of the Texas Nurses Association shall be those persons accepted as members in accordance with qualifications and other requirements described in the TNA Bylaws. Membership shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

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**Section 2. Qualifications**

To be eligible for membership, a person must have been granted a license to practice as a registered nurse in at least one state and does not have a license under suspension or revocation in any state or is otherwise entitled by law to practice. "State" includes the District of Columbia and territories of the United States.

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**Section 3. Rights**

Each member shall have the right to:

- a. Vote, hold office, attend meetings and have due process, as provided in these Bylaws;
- b. Receive a membership card and receive TNA/ANA official publications;
- c. Be a candidate for TNA/ANA elective and appointive positions in accordance with TNA/ANA bylaws;
- d. Participate in the election of TNA officers, Board members, Leadership Succession Committee and other elected officials;
- e. Participate in the election of delegates to the TNA House of Delegates and other unrestricted TNA activities;
- f. Participate in the election of representatives to the ANA Membership Assembly, and attend the ANA Membership Assembly and other unrestricted ANA activities, in accordance with ANA bylaws;
- g. Attend the Congress of the International Council of Nurses;
- h. Transfer from one district to another within TNA; and
- i. Be accorded other rights as provided for under common parliamentary or statutory law.

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**Section 4. Obligations**

Each member shall have the obligation to:

- a. Uphold the bylaws of TNA and ANA;
- b. Abide by the ANA Code of Ethics for Nurses;
- c. Pay dues as required by TNA; and
- d. Fulfill the requirements of an office or committee if elected or appointed.

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**Proviso**

Organizational Members/Affiliates of TNA

- a. Organizational membership/affiliation may be extended by the Board to organizations on an experimental or pilot basis in accordance with policies adopted by the Board.
- b. The policies adopted by the Board may provide for different types of organizational members/affiliates and for an organizational membership/affiliation fee.
- c. Each organizational member/affiliate must have:
  - i. a mission and purpose harmonious with TNA and
  - ii. a governing body composed of a majority of registered nurses.
- d. The rights, privileges and responsibilities of organizational members/affiliates shall be as provided in Board policies but shall not include any right of participation in the American Nurses Association. The rights and privileges may include participation in TNA's House provided that the voting right of an organizational member/affiliate may not be greater than two delegates.
- e. This proviso shall expire and be automatically repealed upon adjournment of the 2020 House of Delegates and any organizational membership/affiliation shall expire at that time.

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**Proviso 3**

If ANA permits TNA to have individual members who are not required to have membership rights in ANA, the TNA Board may elect to have such members. If the TNA Board elects to have such members, any ANA-related

1 members rights or obligations under these Bylaws shall not apply to those members. Rights and obligations that  
2 shall apply to TNA direct members shall be:

- 3 a. They shall be entitled to vote for director-at-large Board members and Leadership Succession  
4 Committee members but not for TNA officers, Leadership Succession Committee chair, or ANA  
5 Membership Assembly Representatives.
- 6 b. They shall be eligible for appointive office but not elective office.
- 7 c. For purposes of representation to the TNA House of Delegates, they collectively shall be entitled to two  
8 delegates plus one additional delegate for every 300 members, or portion, thereof, above 150.
- 9 d. In ascertaining a quorum for the TNA House of Delegates under Article VI, Section 5, the delegates  
10 allocated to TNA direct members shall be included in total district delegates.
- 11 e. Dues to be paid shall be set by TNA board.

12  
13 The Board may, by a two-thirds (2/3) vote, waive or modify any provision of these Bylaws required to implement  
14 this proviso. During any period when there is a TNA direct member pursuant to this proviso, the vote needed to  
15 amend these Bylaws shall be a four-fifths (4/5) vote.

## 16 17 18 **ARTICLE IV** 19 **DISCIPLINARY ACTION**

### 20 21 **Section 1. Against Members**

22 Members shall be subject to disciplinary action for failure to fulfill the obligations cited in TNA Bylaws, violation  
23 of the Code of Ethics for Nurses as established by ANA, and other actions which are detrimental to the purposes,  
24 goals and function of TNA, its districts, and ANA.

- 25 a. Depending upon the severity of disciplinary violation, a member may be reprimanded, censured,  
26 suspended from membership, or expelled from membership permanently.
- 27 b. Disciplinary proceedings and appeals thereof shall be conducted in accordance with policies and  
28 procedures established by the TNA Board which shall have final disciplinary authority over members and  
29 pursuant to common parliamentary and statutory laws.
- 30 c. No disciplinary action shall be taken against a member until such member shall have been served with  
31 written specific charges, given a reasonable time to prepare any defense and afforded a full and fair  
32 hearing. No disciplinary action shall be taken by ANA until the member has been afforded due process as  
33 provided by ANA Bylaws.
- 34 d. Any disciplinary action based on disciplinary action taken by another ANA constituent State Nurse  
35 Association against one of its members, or against a member of this organization, shall be conducted in  
36 accordance with policies and procedures established by the TNA Board.

### 37 38 **Section 2. Against Officers**

39 Elected/appointed officers and officials shall be subject to disciplinary action in accordance with policies and  
40 procedures established by the TNA Board for misconduct of office and/or any of the causes for disciplining a  
41 member under Section 1.

- 42 a. Depending upon the severity of the disciplinary violation, the officer or official may be removed from  
43 office or position, and/or disciplined as a member under Section 1.
- 44 b. An elected officer/official who is removed from office may appeal to the House at the next meeting  
45 provided that such appeal is conducted in accordance with policies and procedures established by the  
46 TNA Board.

## 47 48 **ARTICLE V** 49 **DUES**

### 50 **Section 1. Amount**

51 The annual dues for a member of TNA shall be established by the TNA Board.

- 52 a. A vote of two-thirds (2/3) of the board present and voting shall be required to change the amount of  
53 dues.

- 1 b. The annual dues for a TNA member shall include the ANA portion of the dues as governed by the  
2 agreement entered into between TNA and ANA.  
3 c. A change in dues exceeding ten percent must be approved by the TNA House of Delegates.  
4 d. The TNA Board may adopt special reduced dues rates for membership promotions in accordance  
5 with these bylaws and any applicable agreement entered into between TNA and ANA.

### 6 **Section 2. Payment Required**

7 Each member shall pay dues established by the TNA Board. Forfeiture of all membership rights shall occur if dues  
8 are not paid.  
9

### 10 **Section 3. Refunds; Additional Dues**

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

- 13 a. A member who has completed full payment in one state nurses' association may transfer to TNA without  
14 payment of additional dues for the remainder of the membership year.  
15 b. A member transferring to another state nurses' association is not entitled to any refund of dues paid.

### 16 **Section 4. Special Reduced Dues Rates**

17 The following categories of membership are not available to individuals joining after November 9, 2019.

- 18 a. TNA/ANA Reduced Membership  
19 b. TNA/ANA Special Membership  
20 c. TNA Direct

## 21 **ARTICLE VI**

### 22 **HOUSE OF DELEGATES**

#### 23 **Section 1. TNA's Governing Body; Composition**

24 The House of Delegates (hereinafter referred to as "TNA House" or "House") shall be the governing body of TNA  
25 and shall be composed of the TNA Board and delegates elected by members of TNA districts.  
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#### 28 **Section 2. Authority**

29 The House shall:

- 30 a. Take positions, determine policy and set direction on substantive issues of a broad nature;  
31 b. Adopt and maintain TNA Bylaws;  
32 c. Review and take action on appeals from an elected official removed from office; and  
33 d. Adopt standing rules governing its procedures.

#### 34 **Section 3. District Delegates; Proxy Voting**

35 The number of delegates to which any district shall be entitled at any meeting shall be based on the number of  
36 members 120 days prior to the meeting. Each district in good standing shall be entitled to two delegates and in  
37 addition one delegate for every one hundred members, or portion thereof, above 50.  
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- 39 a. Each delegate shall be a TNA member elected by confidential ballot.  
40 b. The ballot may be mail or electronic ballot, or other method reasonably designed to maintain the  
41 confidentiality of the ballot including facsimile transmission, electronic message, or any combination of  
42 methods. A district may provide for election of one or more district officers in a dual capacity of officer  
43 and delegate to the TNA House of Delegates.  
44 c. A district board, by two-thirds vote, may appoint a delegate to the House of Delegates if:  
45 i. the delegate reflects an increase in the district's delegate allocation and the district was notified  
46 of the increase after it elected its delegates and no elected alternates are available to fill the  
47 additional delegate position(s); or  
48 ii. a delegate resigns or is unable to attend the TNA House of Delegates and there are no elected  
49 alternates available to fill that position.  
50 d. Each delegate shall be elected for a one- or two-year term as set by the district.  
51 e. Each district shall submit its official listing of the elected delegates to TNA in accordance with TNA Board  
52 policies.



- 1 f. Proxy voting is permitted. Each district may vote the full number of delegates allocated. The delegates  
2 present shall determine how the proxy votes will be cast.

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4 **Proviso**

5 For the purposes of determining additional delegates, during any period of time when there are any individuals who  
6 are TNA Direct Members under Proviso 3 to Article III, a district's membership shall be increased by 0.25 members  
7 for each TNA direct member residing within the geographical boundaries of the district. This proviso shall expire  
8 and be automatically repealed simultaneously with the expiration and repeal of Proviso 3 to Article III.  
9

10 **Section 4. Meetings**

11 The House of Delegates shall meet annually. The TNA Board shall determine time and place of meetings. Members  
12 of the Texas Nursing Students Association may attend open meetings but may not vote. Special meetings may be  
13 called by the President, Board, or upon request of ten percent (10%) of the members or twenty-five percent (25%)  
14 of the TNA districts. Notice of meetings of the House shall be mailed to each district at least sixty (60) days prior  
15 to the meeting and to each delegate between ten (10) and sixty (60) days before the meeting.  
16

17 **Section 5. Quorum**

18 A quorum for the transaction of business of the House shall consist of a majority of the allocated number of  
19 delegates representing a majority of the districts and two members of the TNA Board, one of whom shall be an  
20 officer of the TNA Board.  
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23 **ARTICLE VII**

24 **OFFICERS AND DUTIES OF OFFICERS**

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26 **Section 1. Number of Officers**

27 The officers of the association shall be a President, a President-elect, an Immediate Past President, a Secretary,  
28 and a Treasurer.  
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30 **Section 2. Duties**

31 The officers shall assume the duties prescribed by the TNA Bylaws and other such duties as may be required by the  
32 TNA House, the TNA Board, and the bylaws and policies of the American Nurses Association.  
33

34 **Section 3. President**

35 The President shall preside at meetings of the TNA House, serve as chair of the TNA Board, serve as a nonvoting  
36 ex-officio member of all committees except the Leadership Succession Committee, appoint special committees,  
37 countersign checks drawn by the Treasurer as authorized by Board policy, and serve as representative to the ANA  
38 Membership Assembly as President.  
39

40 **Section 4. President-Elect**

41 The President-Elect shall be a voting director and shall become familiar with the duties of the President and perform  
42 other such duties as directed by the President to prepare for succession. The President-Elect shall assume the duties  
43 of the President in case of the President's absence or inability to serve, serve as a nonvoting ex-officio member of  
44 all committees except the Leadership Succession Committee and serve as representative to the ANA Membership  
45 Assembly.  
46

47 **Section 5. Immediate Past President**

48 The Immediate Past President shall assume the duties of the President in case of the President's absence or  
49 inability to serve, serve as a nonvoting ex-officio member of all committees except the Leadership Succession  
50 Committee and serve as representative to the ANA Membership Assembly.  
51

52 **Section 6. Secretary**

53 The Secretary shall keep minutes of the proceedings of the TNA House and TNA Board and report at regular  
54 meetings of the House and Board. The Secretary shall be familiar with the procedures of TNA relating to  
55 notifications of elections or appointments, and notices of time and place of meetings, and serve as an alternate  
56 representative to the ANA Membership Assembly.

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### **Section 7. Treasurer**

The Treasurer shall be familiar with records of account of receipt and disbursement, chair the Finance Committee, be familiar with TNA procedures relating to receipt and deposit of funds, and present a complete written report of the finances of TNA at each regular meeting of the TNA House and TNA Board and to the President upon request, and serve as an alternate representative to the ANA Membership Assembly..

## **ARTICLE VIII**

### **BOARD OF DIRECTORS AND DUTIES OF THE BOARD**

#### **Section 1. Composition of Board**

In addition to the officers listed in Article VII, the Board of Directors shall include five directors elected from general membership, for a total of nine (9) directors at any given time (President-Elect and Immediate Past President will not serve concurrently). At least one of the directors from general membership shall not be a member of the five largest districts, and such seat shall be designated as a Small District Director. For purposes of this section, a district-at-large (as defined by Article II section 4) shall not be counted as one of the five largest districts regardless of the number of members.

#### **Section 2. Authority**

The TNA Board shall have power and authority over the affairs and business of TNA between meetings of the TNA House except that of modifying any action taken by the House.

#### **Section 3. Responsibilities**

The Board shall perform the duties prescribed by the TNA Bylaws and such other duties as may be delegated to it by the TNA House. The Board shall:

- a. establish major administrative policies governing the affairs of the association and provide for its growth and prosperity;
- b. maintain a state headquarters office; act as custodian of TNA's property, securities and records; provide for investment and securities; provide for audit of books; fix and approve the amount of bond for officers and other persons and provide for payment of authorized expenses;
- c. appoint a Chief Executive Officer, who shall be the managing officer of headquarters and shall assume such duties in connection with the work of officers, committees and groups in carrying on the business of the association as prescribed by the Board;
- d. appoint standing committees and other committees and task forces as needed to carry out the purposes and functions of the association;
- e. reassign the duties of or fill vacant TNA offices provided by Article IX, sec. 4;
- f. provide for the establishment and dissolution of any component part of the association in accordance with Article IV;
- g. present names to the Governor of Texas for appointees to the Board of Nursing;
- h. review and act upon disciplinary actions in accordance with Article IV;
- i. establish policies and procedures for approving publications and other printed materials prior to their distribution;
- j. establish policies and procedures for the collection, analysis and dissemination of information;
- k. establish policies and procedures for setting fees for activities and services;
- l. protect and control the use of TNA's official name and insignia;
- m. provide for TNA to liaison with and be represented before other organizations and governmental agencies;
- n. approve an annual budget for TNA;
- o. develop and maintain a master plan for TNA establishing short and long-term goals and priorities which shall be submitted for ratification to the TNA House;
- p. approve minutes of the TNA House;
- q. develop policies for submission of amendments to the TNA Bylaws in accordance with Article XVIII; and
- r. develop policies for conducting of nominations and elections to TNA offices for approval by the TNA House.

#### **Section 4. Meetings; Quorum**

The Board shall hold regular meetings which shall be at least quarterly. Special meetings of the Board may be called

1 by the President and shall be called by the President on the written request of at least three members of the Board.  
2 At least three days' notice shall be given unless notice is waived by all members. A majority of the membership of  
3 the Board shall constitute a quorum.

#### 4 5 **Section 5. Executive Committee; Composition; Authority**

6 The TNA officers listed in Article VII shall constitute an Executive Committee and shall have the authority to  
7 transact all business of TNA between Board meetings when time is of the essence. Other members of the Board  
8 shall be notified of any action by the Executive Committee within seventy-two (72) hours.

### 10 11 **ARTICLE IX**

## 12 **NOMINATIONS AND ELECTIONS, TERMS OF OFFICE AND VACANCIES**

#### 13 14 **Section 1. Method of Election: Annual Elections**

15 The President-Elect and Leadership Succession Committee chair shall be elected by the entire membership on a  
16 statewide ballot, and the Secretary, Treasurer, other board directors and Leadership Succession Committee  
17 members other than the chair shall be elected by the House of Delegates with each delegate having one vote.

- 18 a. Elections shall be by confidential ballot and held annually in accordance with the provisions of the TNA  
19 Bylaws and policies of the TNA Board.
- 20 b. Elections shall be by mail or electronic ballot, or other method reasonably designed to maintain the  
21 confidentiality of the ballot including facsimile transmission, electronic message, or any combination of  
22 methods.

#### 23 **Section 2. Terms of Office**

24 Unless otherwise provided in the TNA Bylaws, the term of elected TNA offices shall be as follows:

- 25 a. President Elect/President/Immediate Past President – see Article IX, section 3.
- 26 b. Secretary and Treasurer – two years
- 27 c. TNA Board Directors – three years
- 28 d. Leadership Succession Committee Chair and members – two years
- 29 e. ANA Membership Assembly Representatives – one year or as provided in Article XII, section 2

30 Terms of office shall be staggered to maintain continuity. The Leadership Succession Committee shall implement  
31 and maintain the staggering of terms.

32 Terms of office of incumbent office holders may not be shortened.

33 Members shall serve the term of their office or until their successors are elected.

34 Terms of office shall commence at the end of the fiscal year in the year in which they are elected except that of  
35 ANA Membership Assembly Representatives which shall commence upon election.

36 No member may serve more than two executive terms in the same office. Members serving as President-Elect  
37 and through Presidential succession may not serve more than on full four-year term.

#### 38 39 **Section 3. Presidential Succession**

40 The President and Immediate Past President officer positions will not be elected. The President-Elect shall be  
41 elected according to Article IX, section 1, every other year for a one (1) year term. At the expiration of the President-  
42 Elect's one-year term, he or she shall automatically succeed to the position of President. Upon succession to the  
43 office of President, the successor shall serve a two-year term as President, and upon expiration of two years shall  
44 serve an additional one-year term as Immediate Past President, for a total of four years of Board service upon  
45 election as President-Elect.

#### 46 47 48 49 **Section 4. Vacancies**

50 Unless otherwise provided in the TNA Bylaws, vacancies in any elected TNA office shall be governed by this  
51 section. Appointed positions shall be governed by policies of the TNA Board.

- 52 a. Absence from two consecutive regular quarterly meetings or two regular quarterly meetings within a TNA  
53 fiscal year shall constitute an automatic resignation. Failure to be in attendance for 50% or more of a  
54 meeting shall constitute an absence.

- 1 b. Except for the office of President and ANA representative, and Leadership Succession Committee  
2 members, vacancies shall be filled by the Board and such appointees shall serve the unexpired term of the  
3 member for whom they were appointed.
- 4 i. Vacancies in the office of President shall be filled by the President-Elect or Immediate Past  
5 President unless that office is also vacant.
- 6 ii. Vacancies in the position of ANA representative shall be filled by an appointed alternate in  
7 accordance with ANA/TNA policies.
- 8 iii. Vacancies on the Leadership Succession Committee will remain vacant until the next regular  
9 election, except for the Leadership Succession Committee chair position. If the chair becomes  
10 vacant during an unexpired term, the Leadership Succession Committee shall select a chair from  
11 the committee's present membership to preside as chair for the remainder of the unexpired term  
12 until the next regular election by the membership per Article IX Section (1) of these bylaws.
- 13 c. The Board shall have the discretion not to fill any vacancy, except that of President.
- 14 d. Appointees to vacant offices shall meet the qualifications for that office.

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### Section 5. Nomination and Election Policies

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**Election Policies.** Nominations and elections for TNA offices shall be conducted in accordance with policies  
18 developed by the TNA Board and approved by the TNA House. These policies shall, at a minimum, provide for:

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- a. Submitting of names of potential candidates to the Leadership Succession Committee by TNA members,  
districts and other structural units;
- b. Nominating of at least two candidates for each office except offices in which two candidates who meet  
the eligibility criteria for the office cannot be located with reasonable effort;
- c. Placing of candidates on ballot by random selection;
- d. Publishing of a proposed ballot;
- e. Publishing of the qualifications of the candidates;
- f. Timetables for distributing, collecting and counting the official ballot;
- g. Write-in candidates;
- h. Procedures for challenging the ballot or election to be resolved by the Leadership Succession Committee  
in consultation with the TNA parliamentarian; and
- i. Maintaining the confidentiality of the ballot.

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Any procedures needed to implement provisions of these Bylaws relating to elections or election policies adopted  
under this section shall be developed by the Leadership Succession Committee and approved by the Board. The  
method used for voting whether it be mail, electronic or other method shall be addressed in procedures developed  
by the Leadership Succession Committee and approved by the Board.

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**Vote Threshold.** For any election by the membership, whether by statewide election or election at House of  
Delegates, the nominee with the highest number of votes will be declared the winner by plurality. A nominee shall  
not be required to obtain fifty percent (50%) of the vote in order to win the election.

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**Small District Director.** When a vacancy occurs on the TNA Board of Directors for a Small District Director,  
candidates for all board positions must choose to submit their nomination for either a general membership board  
director seat or for the Small District Director seat but may not submit their nomination for both. The Leadership  
Succession Committee may create policies to govern nominations to fill the Small District Director seat on the  
Board of Directors.

## ARTICLE X

### STANDING COMMITTEES

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#### Section 1. Number; Composition; Quorum

The Association shall have the following standing committees, and such other standing and special committees  
as the Board of Directors may designate:

- a. Bylaws Committee, which shall be appointed by the TNA Board of Directors
- b. Leadership Succession Committee, which shall consist of a chair plus four (4) members, all of  
whom must meet the same qualifications as a director of the TNA Board of Directors

1 c. Audit/Finance Committee, which shall be appointed by the TNA Board of Directors

2 A majority of the membership of any committee shall constitute a quorum.

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### Section 2. Responsibilities

5 Standing committees shall assume such responsibilities as prescribed by the TNA Bylaws or assigned by the TNA  
6 Board. Standing committees shall report to the Board when requested to do so and shall submit written reports to  
7 the TNA House. Responsibilities of standing committees:

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9 The **Bylaws Committee** shall

- 10 i. Interpret the TNA Bylaws,  
11 ii. Receive and prepare proposed amendments to the TNA Bylaws, report them to the Board, and  
12 submit them to the TNA House,  
13 iii. Make nonsubstantive editorial and technical corrections to the TNA Bylaws provided notice of  
14 such corrections is given to TNA members, and  
15 iv. Review bylaws of districts to determine continuing conformity with the TNA Bylaws and report  
16 findings to the Board.

17 The **Leadership Succession Committee**:

- 18 i. Shall annually prepare the ballot of candidates for TNA offices to be filled by election and perform  
19 other duties as required by Article IX.  
20 ii. Leadership Succession Committee members may not run for an elective office of TNA during their  
21 tenure on the committee as this constitutes a conflict of interest.  
22 iii. Leadership Succession Committee members may self-nominate themselves for a 2<sup>nd</sup> term on the  
23 Leadership Succession Committee, however, the must in good faith also seek other potential  
24 candidates for the position they currently hold.

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26 The **Audit/Finance Committee** shall:

- 27 i. Review the external audit report and internal controls,  
28 ii. Review the budget and financial statements, as well as all filings with government agencies,  
29 iii. Review conflict of interest policies and signed forms,  
30 iv. Review existing and newly drafted finance policies,  
31 v. Prepare and review the TNA Budget,  
32 vi. Provide oversight of the TNA Education Loan Fund, and  
33 vii. Perform other charges as assigned by the TNA Board of Directors.

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## ARTICLE XI

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### VOTING BY MEMBERS, ACTION WITHOUT A MEETING

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#### Section 1. Vote by Members

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A member vote on any matter may be conducted by mail, facsimile transmission, by electronic message, or by  
any combination of those methods.

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#### Section 2. Action without a Meeting

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Any action by the board of directors or a committee may be taken without a meeting if:

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- a. A written consent, stating the action to be taken, is signed by the number of directors or committee  
members necessary to take that action at a meeting at which all of the directors or committee members  
are present and voting;  
b. The consent states the date of each director's or member's signature; and  
c. Prompt written notice of any action taken without unanimous written consent is given to each director or  
committee member who did not consent. The action taken shall be recorded in the minutes of the next  
meeting of the Board.

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**ARTICLE XII**  
**RELATIONSHIP WITH THE AMERICAN NURSES ASSOCIATION**

**Section 1. Constituent Member of ANA**

The Texas Nurses Association is a constituent member of the American Nurses Association and shall pay dues to ANA in accordance with policies adopted by the ANA Membership Assembly.

**Section 2. Election of ANA Representatives**

TNA representatives to the ANA Membership Assembly, and their alternates, shall be elected and shall serve terms of office in accordance with Article IX or until a successor is elected, whichever is first. The term of office of ANA Membership Assembly Representatives shall commence upon election in their capacity as ANA Membership Assembly Representatives and alternates only.

If TNA is allotted additional representatives to ANA Membership Assembly in accordance with ANA bylaws and policy, the TNA Membership will elect additional representatives to the ANA Membership Assembly in a manner prescribed by the Board of Directors. If an elected representative is unable to attend the ANA Membership Assembly, the TNA Board of Directors may appoint a replacement representative.

**ARTICLE XIII**  
**FISCAL YEAR**

The fiscal year of this association shall be July 1 through June 30.

**ARTICLE XIV**  
**OFFICIAL PUBLICATION**

**Section 1. Official Publication**

The Board may, but is not required to, designate one print and one electronic publication as an official publication of TNA.

**Section 2. Official Notification**

To the extent permitted by law, any requirement that notice be given to all TNA members whether individually or otherwise shall be satisfied by publication of that notice:

- a. In an official publication
- b. On the TNA website provided members with email addresses on file with TNA are notified of the posting.

**ARTICLE XV**  
**INDEMNIFICATION**

Any governing officer, including a director or officer or former director or officer or delegate of TNA, shall be indemnified by TNA to the full extent permitted by state and federal law including indemnification for expenses and costs (including attorneys' fees) actually and necessarily incurred by the governing officer in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such a governing officer and acting in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of TNA.

**ARTICLE XVI**  
**PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised shall govern in all parliamentary situations not provided for by law, TNA's Articles of Incorporation, TNA's Bylaws or rules adopted by the TNA House.

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## ARTICLE XVII AMENDMENTS

### Section 1. Submission; Publication

6 Proposed amendments shall be submitted to the TNA Bylaws Committee in accordance with timetables and policies  
7 established by the TNA Board. Notice of amendments shall be by official publication as authorized by Article XIV  
8 or individual notice to all members at the email or mailing address appearing on TNA's current membership records.  
9 Notice of proposed amendments shall include their source and rationale.  
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### Section 2. Vote Required With and Without Notice

11 TNA Bylaws may be amended at any regular or special meeting of the TNA House by:

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- 13 a. Two-thirds (2/3) of the votes cast if prior notice of the proposed amendments is given at least forty-five  
14 (45) days before the meeting of the House; or
  - 15 b. Ninety nine percent (99%) of the votes cast if prior notice is not given.

### Section 3. House Rules Governing Floor Amendments

16 The TNA House may adopt rules requiring all amendments and amendments to amendments, except those of a  
17 secondary or clarifying nature, offered from the floor of the House to be in writing and either accompanied by  
18 sufficient copies for all delegates present or submitted in time to make sufficient copies for all delegates present.  
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#### Proviso 1

22 The percentage of votes needed to amend these Bylaws under Section 2(a) of this Article shall be four-fifths (4/5)  
23 during any period of time when there are any individuals who are TNA Direct Members under Proviso 3 to Article  
24 III. This Proviso shall expire and be automatically repealed simultaneously with the expiration and repeal of Proviso  
25 3 to Article III.  
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## EXPIRED PROVISOS

### ARTICLE II

#### Proviso

31 The Board may recognize geographical or non-geographical constituent associations in addition to the  
32 districts provided for under Article II. If the constituent association is geographically defined, the Board shall  
33 obtain the approval of any existing constituent association that includes that geographical area.  
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35 In recognizing new constituent associations, the Board shall take reasonable steps to assure: 1) an  
36 equitable dues structure, and 2) that individual members have equitable representation, consistent with applicable  
37 federal and state laws, in the House of Delegates and in the election of the officers, board and other elected  
38 officials of TNA.  
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40 For the purposes of assuring equitable representation, the Board may establish a statewide "constituent  
41 association at large" consisting of some or all members who are not members of a district under Article II.

42 Any reference to "district" or "constituent association" in these bylaws shall include and apply to any  
43 constituent association recognized by the Board under this proviso.

44 In implementing this proviso, the Board may by a two-thirds vote waive or modify any provision of these  
45 Bylaws except Article I (Title, Purpose, Functions), Article VI (relating to authority of House of Delegates)  
46 except for Sec. 3 as provided in this paragraph, Article VII (Officers and Duties of Officers), Article VIII (Board  
47 of Directors and Duties of Board), Article IX (Nominations and Elections), Article XVI (Amendments) and  
48 Article XVII (Parliamentary Authority). The board may modify or waive the provisions of Article VI, Sec. 3  
49 (relating to delegates at House of Delegates) so long as equitable representation is maintained.

50 Any action taken by the Board under this proviso shall be for a period not extending beyond the expiration  
51 of this proviso, including any extensions thereof. The Board shall report to each House of Delegates on any  
52 action taken under this proviso and on the progress on any pilots it is conducting.

53 During any period of time a constituent association recognized under this Proviso has members these  
54 bylaws may be amended only by a four-fifths vote.

55 This proviso shall expire and be automatically repealed upon adjournment of the House of Delegates 2014.

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**ARTICLE III**  
**Proviso 1**

Organizational Members/Affiliates of TNA

- a. Organizational membership/affiliation may be extended by the Board to organizations on an experimental or pilot basis in accordance with policies adopted by the Board.
- b. The policies adopted by the Board may provide for different types of organizational members/affiliates and for an organizational membership/affiliation fee.
- c. Each organizational member/affiliate must have 1) a mission and purpose harmonious with TNA and 2) a governing body composed of a majority of registered nurses.
- d. The rights, privileges and responsibilities of organizational members/affiliates shall be as provided in Board policies but shall not include any right of participation in the American Nurses Association. The rights and privileges may include participation in TNA's House provided that the voting right of an organizational member/affiliate may not be greater than two delegates
- e. This proviso shall expire and be automatically repealed upon adjournment of 2014 House of Delegates and any organizational membership/affiliation shall expire at that time.

**Proviso 2**

Organizational Members/Affiliates of TNA Constituent (District) Associations

- a. Organizational membership/affiliation may be extended by TNA constituent (district) associations to organizations on an experimental or pilot basis in accordance with policies adopted by the TNA Board and the constituent association.
- b. Each organizational member/affiliate of a constituent association must have 1) a mission and purpose harmonious with the constituent association and 2) a governing body composed of a majority of registered nurses.
- c. A constituent association's policies must be submitted to the TNA Board for approval. A constituent association's policies may provide for different types of organizational members/affiliates and for an organizational membership/affiliation fee.
- d. The TNA Board may provide for the levying of an assessment on the constituent association based on its organizational members/affiliates and the services they receive.
- e. The rights, privileges and responsibilities of organizational members/affiliates shall be as provided for by the policies of the constituent association but shall not include any right of participation in TNA.
- f. This proviso shall expire and be automatically repealed upon adjournment of 2014 House of Delegates and any organizational membership/affiliation shall expire at that time.

**ARTICLE IX, SECTION 2**

**Proviso**

In implementing the transition from four to three-year terms for directors, the Leadership Succession Committee may assign terms that range from two to four years to individual directors but may not reduce the term of office of any director elected as of the 2012 House of Delegates. To integrate the implementation of three-year terms for directors with the terms of officers, the Leadership Succession Committee may extend the term of any officer, including those elected as of the 2012 House of Delegates, for up to one year but no officer's term may be reduced.

This Proviso shall expire and be automatically repealed upon adjournment of the 2014 House of Delegates.

**Proviso**

The Leadership Succession Committee shall change the election cycle for the four officers such that the President and vice-president are elected in one year and the secretary and treasurer in the alternate year. To accomplish this change, the Committee may lengthen the term of any officer to three years or shorten the term of office of any officer to one year provided the term of an incumbent officer may not be shortened without the officer's consent



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#### ARTICLE XII, SECTION 4

##### **Proviso**

To facilitate election of TNA's representative to the 2014 ANA Membership Assembly, the TNA President and Vice President shall be listed on the 2014 TNA ballot for election as representatives to the ANA Membership Assembly and the immediate Past President as an alternate. The Leadership Succession Committee may place additional alternates on the ballot. This proviso shall expire upon adjournment of the 2014 House of Delegates.

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#### ARTICLE XVII

##### **Proviso 2**

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The percentage of votes needed to amend these Bylaws under Section 2.a. of this Article shall be four-fifths during any period of time there are any individuals who are members of a constituent association recognized under Proviso to Article II. This Proviso shall expire and be automatically repealed simultaneously with the expiration and repeal of Proviso to Article II.