

# TEXAS NURSES ASSOCIATION DISTRICT 5 BYLAWS

Revised May 25, 2007

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## ARTICLE I TITLE, PURPOSES, AND FUNCTIONS

### Section 1. Name of the Association and Boundaries

- a. The name of this association shall be the Texas Nurses Association, District 5 (herein "District").
- b. The District shall include the following counties: Bastrop, Blanco, Burnet, Caldwell, Fayette, Hays, Lee, Llano, Travis, and Williamson. Boundaries of the District may be changed by a two-thirds vote of the Board of Directors of the Texas Nurses Association (TNA) provided such change has been approved by District and other TNA districts whose boundaries would be affected by the change.

### Section 2. Purposes

- a. The purpose of the District shall be to work for the improvement of health standards and the availability of healthcare services for all people, to foster high standards of nursing, to stimulate and promote the professional development of nurses, and to advance their economic and general welfare.
- b. These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

### Section 3. Functions

The functions of the District shall be to:

- a. promote through appropriate means, standards of nursing practice, nursing education, and nursing services as defined by the American Nurses Association (ANA) and Texas Nurses Association (TNA);
- b. ensure adherence to the "Code for Nurses" established by ANA;
- c. participate in and support the legislative program of TNA and ANA and promote local governmental actions furthering the purposes of the District;
- d. promote research in nursing and encourage the use of knowledge as a basis for nursing;
- e. serve as vehicle for dissemination of information relevant to nursing;
- f. promote and protect the economic and general welfare of nurses;
- g. provide for the continuing professional development of nurses;
- h. provide services to members and promote the nursing profession;
- i. maintain communication with members;
- j. assume an active role as consumer/client advocate;
- k. represent nurses and serve as their spokesperson with allied professional, community, and governmental groups, and with the public;
- l. provide for representation at meetings of the TNA House of Delegates and other meetings requiring representation of TNA districts;

- m. promote relationships with local Nursing Student Associations;
- n. recruit students for nursing; and
- o. provide for the organization and functioning of clinical, occupational, and/or special interest groups of members.

## ARTICLE II RELATIONSHIP TO TEXAS NURSES ASSOCIATION

### Section 1. Constituent of TNA

This District is a constituent association of TNA, and all members of this district are required to be members of TNA.

### Section 2. Responsibilities

The District will:

- a. assure that its members are members of TNA;
- b. adopt and maintain bylaws which do not conflict with TNA Bylaws and which are congruent in purpose and function with TNA Bylaws;
- c. submit bylaws and reports, and attend meetings in accordance with policies and procedures adopted by the TNA Board of Directors;
- d. initiate disciplinary action against a member when just cause for such action is known to the district, conduct such action in accordance with minimum due process guidelines established by the TNA Board, limit such action to violation of District Bylaws and to sanctions other than suspensions or expulsion from membership; and
- e. report a violation of the TNA Bylaws to TNA in accordance with procedures established by the TNA Board.

### Section 3. Representation to TNA House of Delegates

The District shall have representation to the TNA House of Delegates in proportion to its membership in TNA as provided in the TNA Bylaws and policies. To be eligible as a delegate, a member shall be required to hold membership in TNA and this District. An official listing of the elected District delegates shall be formally submitted to TNA in accordance with TNA policies.

### Section 4. Disqualification

If the District fails to comply with the requirements stated in the TNA Bylaws or for other cause deemed sufficient, in the TNA Board's sole discretion, the District may be disqualified as a TNA district by a two-thirds vote of the TNA Board, provided due notice has been given. Disqualification shall be in accordance with policies established by the TNA Board, which at a minimum shall require 60 days notice to the District and an opportunity for a hearing before the TNA Board.

## Section 5. Reinstatement

If the District is disqualified as a TNA district, it may be reinstated by a two-thirds vote of the TNA Board.

## ARTICLE III MEMBERS, RIGHTS, OBLIGATIONS

### Section 1. Definitions; Prohibited Discriminations

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

### Section 2. Qualifications

To be eligible for membership, a person must have: a) been granted a license to practice as a registered nurse in at least one state, territory, District of Columbia, or possession of the United States, and who does not have a license under suspension or revocation in any state, or b) completed a nursing education program that qualifies the applicant to take the state recognized examination for registered nurse licensure as a first-time writer. Renewal of membership granted to a first-time writer under "b" shall be contingent upon having been granted RN licensure.

### Section 3. Rights

Each member shall have the right to:

- a. receive a membership card and District/TNA/ANA official publications;
- b. be a candidate for District/TNA/ANA elective and appointive positions in accordance with District/TNA/ANA Bylaws;
- c. participate in the election of District/TNA/ANA officers, directors, Nominating Committee, and other elected officials;
- d. participate in the election of delegates to the TNA/ANA House of Delegates in accordance with District/TNA/ANA Bylaws;
- e. attend District meetings, the TNA/ANA House of Delegates, convention, and other unrestricted District/TNA/ANA activities;
- f. attend the Congress of the International Council of Nurses;
- g. hold membership in TNA/ANA councils, committees, or task forces in accordance with the provisions of the TNA/ANA Bylaws;
- h. transfer from one district to another within TNA;
- i. be accorded other rights as provided under common parliamentary or statutory law; and
- j. participate in District committees or task forces.

#### Section 4. Obligations

Each member shall have the obligation to:

- a. uphold the bylaws of the District and TNA;
- b. abide by the ANA Code for Nurses;
- c. pay dues as required by the District and TNA;
- d. and fulfill the requirements of an office or committee if elected or appointed.

#### Section 5. TxNN (Texas Nurses Network) members in District 5

Each TxNN member shall have the right to:

- a. receive district publications
- b. attend district meetings
- c. participate in District 5 committees or task forces

### ARTICLE IV DISCIPLINARY ACTION

#### Section 1. Against Members

- a. Members shall be subject to disciplinary action by the District only for failure to fulfill obligations imposed by these bylaws.
- b. Depending on the severity of disciplinary violation, a member may be given a reprimand or censure, but no other sanctions shall be imposed. The District may not suspend or permanently expel a member from membership, which are sanctions that can be imposed only by TNA.
- c. Disciplinary proceedings against a member and appeals thereof shall be conducted in accordance with the policies and procedures set out in Appendix A to these bylaws. No disciplinary action shall be taken against a member until the member has been served with written specific charges, given a reasonable time to prepare any defense, and afforded a hearing as provided for in those procedures. Members do not have a right to appeal a disciplinary action to District membership.

#### Section 2. Against Officers

- a. Elected/appointed officers and officials shall be subject to disciplinary action for misconduct of office or failure to fulfill obligations imposed by these bylaws.
- b. Depending upon the severity of the disciplinary violation, the officer or official may be removed from office or position, and/or disciplined as a member under Section 1b.
- c. Disciplinary proceedings against an officer/official and appeals thereof shall be conducted in accordance with the policies and procedures set out in Appendix A to these bylaws. No disciplinary action shall be taken against an officer/official

until the he or she has been served with written specific charges, given a reasonable time to prepare any defense and afforded a hearing as provided for in those procedures. An elected officer/official who is removed from office has a right of appeal to the District membership in accordance with policies and procedures set out in Appendix A.

### Section 3. Notification of TNA

- a. District shall notify TNA of the receipt of any formal complaint filed with the District against a member or an officer/official.
- b. District shall report violations of the TNA Bylaws to TNA in accordance with policies established by the TNA Board.

## ARTICLE V DUES

### Section 1. Amount

- a. The annual dues for a member of the District shall be the District dues (\$20.00) plus TxNN, TNA and ANA per member assessment. Any changes in the rate of the TxNN, TNA and ANA per member assessment shall be automatically incorporated into the annual dues for a District member. Any change in the District dues shall become effective at such time as provided for in TNA policies.
- b. Members qualifying for one of the following categories may elect to pay the District dues, ANA per member assessment, plus 50% of the TNA assessment:
  - nurses who are not employed or are employed an average of 20 hours or less weekly;
  - registered nursing students in full-time study;
  - graduates of basic nursing programs for the first year following graduation; or
  - employed nurses 62 years of age or older who would suffer severe personal financial hardship by paying full dues.
- c. Members 62 years of age or older who are not employed may elect to pay District dues and ANA per member assessment plus 25% of the TNA assessment.
- d. The District Board of Directors may participate with TNA in special reduced rates for membership promotions.
- e. Forfeiture of all membership rights shall occur, if dues are not paid.

### Section 2. Refunds; Additional Dues

- a. No monies shall be refunded or additional monies collected when a change in dues category is made within a membership year.
- b. A member (TNA or TxNN ) of another TNA district or of an ANA state nurses association other than TNA who has completed full payment for a membership year may transfer membership to the District without payment of additional dues for the remainder of the membership year.

## ARTICLE VI DISTRICT MEETINGS

### Section 1. Governing Authority

- a. Governing authority of the District resides in membership.
- b. The membership shall:
  1. take positions, determine policy, and set direction on substantive issues of a broad nature;
  2. adopt and maintain District Bylaws; and
  3. review and take action on appeals from an elected official removed from office.

### Section 2. Annual Meeting

- a. In April of each year, the District shall hold a meeting of the board and membership to conduct business including but not limited to the presentation of reports of the elections and annual reports of the officers and directors.
- b. Notice of the Annual Meeting of Membership shall be given to members between 10 and 50 days before the meeting.

### Section 3. Regular and Special Meetings

- a. Regular meetings of the District shall be held at a time and place set by the Board of Directors. At least 8 meetings will be held yearly and may include the annual business meeting and an annual banquet.
- b. Special meetings of the membership will be called by the president upon request of a majority of the Board of Directors then in office or upon written request of 10 members of the District.
- c. Special meetings of the Board may be called by the president and shall be called by the president on the request of at least three members of the Board.
- d. Regular and special meetings are open to the public. Non-members have no vote.

### Section 4. Quorum

- a. Two officers and twenty members shall constitute a quorum at any Annual Meeting of Membership of this Association.
- b. Two officers, one director, and six (6) members shall constitute a quorum at any special meeting of this Association.
- c. A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board.
- d. No official action shall be taken without a quorum being present.

## Section 5. Nursing Students Association

Members of local nursing student associations may attend meetings of the District, but shall have no vote unless a member of the District.

## ARTICLE VII OFFICERS AND DUTIES OF OFFICERS

### Section 1. Number of Officers.

The officers of District shall be a president, a vice president/president elect, secretary, and treasurer.

### Section 2. Duties

The officers shall assume the duties prescribed by the District Bylaws and other such duties as may be required by District membership, the District Board of Directors, and the bylaws and policies of TNA and ANA.

### Section 3. President

The term of president assumes this office in the second year of his/her term as vice president/president elect. The president shall preside at meetings of membership; serve as chair of the District Board of Directors, serve as a non-voting ex-officio member of all committees except the Nominating Committee, appoint special committees, countersign checks drawn by the treasurer as authorized by Board policy, and serve as delegate to the TNA House of Delegates, both as president and immediate past president. The president and treasurer upon both signatures are authorized to act on behalf of the Board to invest funds from maturing CDs or any other excess funds in appropriate CDs (certificates of deposit) or money market funds investments to obtain favorable rates of return to the district while minimizing risk.

### Section 4. Vice President

The vice president is also the "president elect" and shall assume the position of president in the second year of his/her term of office. During the first year of the term, the vice president shall assume the duties of the president in case of the president's absence or inability to serve, serve as a non-voting ex-officio member of all committees except the Nominating Committee and serve as delegate to the TNA House of delegates, while learning the role of president for the upcoming second year of the term. This office shall be responsible for the coordination of special projects of the District.



## Section 5. Secretary

The secretary shall keep minutes of the business meetings of the District and the District Board of Directors and report at regular meetings of the District and Board. The secretary shall be familiar with the procedures of the District relating to notification of elections or appointments, notices of time and place of meetings, and records of members.

## Section 6. Treasurer

The treasurer shall sign checks as authorized by the District Board of Directors policy, obtain a countersignature from either the President or the Vice President for all transfers from the deposit account to the checking account, keep an itemized account of receipts and disbursements, chair the Finance Committee, be familiar with District procedures relating to receipt and deposit of funds, and present a complete written report of the finances of the District at each regular meeting of the District and Board of Directors and to the president upon request. The outgoing treasurer will present the results of the biennial audit at the annual business meeting prior to the end of that treasurer's term of office.

## Section 7. Records

Within one month of leaving office, officers shall deliver to District or their successors-in-office all District records and other District property in their possession.

## Section 8. Audit

An audit committee shall be appointed by the Board of Directors to oversee an external audit biennially in the odd numbered years to be completed within 2 months following the end of the previous fiscal year or as required by Texas law applicable to a not-for-profit organization.

# ARTICLE VIII BOARD OF DIRECTORS AND DUTIES OF BOARD

## Section 1. Composition of Board

The Board of Directors shall consist of the four District officers plus six directors elected by the membership, to include: Program/CNE, Governmental Affairs, Membership, Public Relations/Community Service, Communications, and Nursing Practice/Workplace.

## Section 2. Authority

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

## Section 3. Responsibilities

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

- a. establish major administration policies governing the affairs of the district and provide for its growth and prosperity;
- b. act as custodian of the District's property, securities, and records; provide for investment and securities; provide for bonding officers and other persons as it deems necessary, and provide for payment of authorized expenses;
- c. approve an annual budget for the District;
- d. provide for audit of books by an audit committee or independent auditor;
- e. develop and maintain a master plan for the District establishing short and long-term goals and priorities which shall be submitted for ratification of the membership;
- f. if deemed appropriate, establish and maintain a District office;
- g. if deemed appropriate, employ an executive secretary to perform such duties as the Board may prescribe to support the District, Board, officers, and committees conducting the business of the District; and establish appropriate compensation;
- h. set the time and place of the Annual Meeting of Membership and regular meetings of the District;
- i. approve minutes of the District meetings;
- j. appoint standing committees and approve the appointment of special committees or establishment of special interest conference groups;
- k. approve the election tellers appointed by the president;
- l. reassign the duties of or fill vacant District offices provided by Article X, section 3;
- m. review and act upon disciplinary actions in accordance with Article IV;
- n. establish policies and procedures for approving publications and other printed material prior to their distribution;
- o. establish policies and procedures for the collection, analysis, and dissemination of information;
- p. establish policies and procedures for setting fees for activities and services;
- q. protect and control the use of the District and TNA's official name and insignia;
- r. provide for District liaison with and be represented before other organizations and government agencies;
- s. develop policies for submission of amendments to the District Bylaws in accordance with Article XVI;
- t. interpret the District Bylaws;

- u. receive and prepare proposed amendments to the District Bylaws, and submit them to the District membership;
- v. make non substantive editorial and technical corrections to the District Bylaws provided notice of such corrections is given to District members, and
- w. submit proposed amendments to the TNA Bylaws Committee for a determination of congruency with the TNA Bylaws.

#### Section 4. Meeting; Quorum

- a. The Board shall hold regular meetings as necessary. Special meetings of the Board may be called by the president and shall be called by the president on the request of at least three members of the Board. At least three days notice shall be given unless notice is waived by all Board members.
- b. A majority of the membership of the Board then in office shall constitute a quorum. The Nominating Committee Chair is considered a nonvoting Board member and therefore will not be counted as a part of the majority.

#### Section 5. Referendum Votes Between Meetings

Between meetings of the Board, the District president may submit urgent matters to the members of the Board for a referendum vote. The vote may be taken by telephone or other electronic balloting methods. A majority vote of the Board shall be controlling on the matter submitted. The referendum and its result shall be recorded in the minutes of the next meeting of the Board.

#### Section 6. Executive Committee; Composition; Authority

The District officers shall constitute an Executive Committee (president, vice president, secretary and treasurer) and shall have the authority to transact all business of the District between Board meetings when time is of the essence. Other members of the Board shall be notified of any action by the Executive Committee within 72 hours.

#### Section 7. Records

Within one month of leaving office, directors shall deliver to the president or their successors-in-office all District records and other District property in their possession.

### ARTICLE IX STANDING COMMITTEES

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

- a. Any officer or director may constitute a committee to assist him/her in the duties of his/her office with the approval of the President.

- b. The bylaws committee will be appointed from district members as needed by the organization.
- c. The Nominating committee shall consist of five (5) elected members serving two years each. Three will be elected in the odd years and two in the even years. The member receiving the highest number of votes in any year shall serve as chair during the second year of his/her term.
- d. A majority of the membership of any committee shall constitute a quorum.

## Section 2. Responsibilities

Standing committees shall assume such responsibilities as prescribed by the District Bylaws or assigned by the District board. Standing committees shall report to the Board when requested to do so and shall submit written reports to the District Annual Meeting of Membership.

Responsibilities of standing committees:

- a. The Nominating Committee shall annually prepare the ballot of candidates for District offices and TNA Delegates to be filled by election and perform other duties as required by Article X.

## ARTICLE X NOMINATIONS AND ELECTIONS: TERMS OF OFFICE AND VACANCIES

### Section 1. Annual, Confidential, Mail Ballots

- a. Elections shall be by confidential ballot and held annually in accordance with the provisions of the District Bylaws.
- b. Elections shall be by mail ballots and/or electronic balloting methods.

### Section 2. Terms of Office

Unless otherwise provided in these bylaws, term of elected District offices shall be governed by this section. Appointed positions shall be governed by this section unless otherwise provided for by policies of the Board.

- a. Terms of office shall be two years.
- b. Terms of office for more than one year shall be staggered to maintain continuity, except where otherwise indicated in the bylaws. The Nominating Committee shall implement and maintain the staggering of terms of elected offices. A vice president/president elect will be nominated and voted on every year for a two-year term, to serve as vice president in the first year and as president in the second year. Three (3) Directors and the Secretary will be elected in even-numbered years. Four Directors and the Treasurer will be elected in odd numbered years.

- The Director of Governmental Affairs shall be elected in odd-numbered years to allow adequate preparatory time before the state legislative session.
- c. Elections on even years: President Elect, Secretary, Program/CNE, Communications, Nursing Practice/Workplace, and 2 Nominating Committee members. Election on odd years: President Elect, Treasurer, Governmental Affairs, Membership, Public Relations/Community Service, and 3 Nominating Committee members.
  - d. Terms of office of incumbent office holders may not be shortened, except in the event of resignation from office.
  - e. Members shall serve the term of their office or until their successors are elected.
  - f. Terms of office shall commence at the end of fiscal year in the year in which they are elected except that of TNA delegates, which shall commence upon election. The term of office for TNA delegates shall apply to the president, vice president, and immediate past president only in their capacity as TNA delegates.
  - g. No member may serve more than two consecutive terms in the same office, except for the office of TNA delegate. A member who has served more than half a term shall be deemed to have served the term.

### Section 3. Vacancies

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

- a. Absence from two consecutive regular meetings or two regular meetings shall constitute an automatic resignation unless excused by the presiding officer.
- b. Except for the offices of president, Nominating Committee, and TNA delegates, vacancies shall be filled by the Board and such appointees shall serve the unexpired term of the member for whom they were appointed. Vacancies in the office of president shall be filled by the vice president unless that office is also vacant. Vacancies on the Nominating Committee shall be filled by naming the candidate with the next highest votes to fill the vacant position. Vacancies in the position of TNA delegate shall be filled by an elected alternate in accordance with TNA/District policies.
- c. In the event a vacancy in the office of president, Nominating Committee, or TNA delegate cannot be filled in accordance with the procedures set out in subsection b. The Board shall fill that vacancy by appointment in the same manner as other offices, except that the office shall be placed on the ballot at the next regular election unless the Nominating Committee determines that the shortness of time before the election makes that unfeasible.
- d. The Board shall have the discretion not to fill a vacancy.
- e. Appointees to vacant offices shall meet the qualifications for that office.
- f. The person leaving office shall submit a notice of resignation to the president within 30 days of their decision.

#### Section 4. Nomination and Election Policies; Plurality Vote; Tie Votes

- a. The Nominating Committee shall prepare a ballot of not less than two candidates for each office to be filled unless it cannot with reasonable effort identify two qualified candidates. By November 1, the Nominating Committee shall request suggestions from the membership for candidates who are qualified and willing to serve if elected. In the event that sufficient candidates cannot be secured from the members' suggestions, the committee may nominate additional candidates who are qualified and willing to serve.
- b. The ballot shall include the candidates for the office to be filled and shall state the exact number of candidates to be voted for to fill each office or official position.
- c. The ballot shall be sent to the members no later than March 1, to be returned by the members no later than April 1. The ballot shall be accompanied by a listing of the qualifications of each candidate to fill the identified office or official position. The ballot shall clearly indicate the return date and the address to which it must be returned. The returned ballots shall be given to the Chair of the Nominating Committee unless that committee decides otherwise. The marked ballot must be returned to the address indicated in the ballot instructions and must be postmarked by the return date indicated on the ballot. The votes shall be counted by tellers appointed by the president with approval of the Board of Directors and results of the election shall be reported at the District Annual Meeting of Membership.
- d. Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates who have consented to serve if elected.
- e. A plurality of the votes cast by those entitled to vote shall constitute an election for all offices and official positions.
- f. A tie in any office shall be decided by lot.
- g. Any challenge to the ballot or election shall be resolved by the Nominating Committee in consultation with the TNA Nominating Committee Chair. A challenge to the ballot must be made within 15 days of mailing or 10 days of the meeting when the ballot was presented. Any other challenge to the election must be made within 10 days of the announcement of results.

#### Section 5. Election of Delegates to TNA House

- a. The president, immediate past president, and vice president shall be delegates to the TNA House of Delegates, and their offices shall be listed on the ballot as a dual office, e.g., "president and TNA delegate."
- b. The election of the other District delegates to the TNA House of Delegates shall be held in conjunction with the election of other offices or at such time as set by the Board.
- c. The Nominating Committee shall prepare a slate of members to serve as delegates to the TNA House of Delegates. The Nominating Committee shall request from the membership a list of qualified candidates willing to serve as delegates to the TNA House of Delegates. From this list, a ballot shall be prepared based on the

- number of delegates the District is allotted or expects to be allotted. If feasible, the ballot shall include at least twice as many candidates as the number of allotted delegate positions.
- d. Balloting procedures set out in Section 4 shall be followed unless otherwise indicated.
  - e. The candidates who receive the highest number of votes shall fill the remaining delegate seats available to the District, and those who receive the next highest votes shall be alternates in order of the number of votes received.

## ARTICLE XI COMMITTEES AND TASK FORCES

### Section 1. Definition

A committee or task force is a group of members appointed by the president.

### Section 2. Responsibilities

The responsibilities of a committee or task force will be to perform the charge assigned by the president. The committee or task force will exist only until the charge is completed and the report submitted to the president.

## ARTICLE XII FISCAL YEAR

The fiscal year of the District shall be January 1 - December 31.

## ARTICLE XIII. OFFICIAL PUBLICATIONS

The District shall publish a newsletter as its official publication at least 4 times each year. Any requirement that notice be given to all District members whether individually or otherwise shall be satisfied by publication of that notice in this official publication.

## ARTICLE XIV. INDEMNIFICATION

Directors or officers and former directors or officers of this District shall be indemnified by the District for expenses and costs (including attorney's fees) actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or otherwise, by reason of their being or having been a director or officer to the full extent permitted by law if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of the District.

## ARTICLE XV PARLIAMENTARY AUTHORITY

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

## ARTICLE XVI AMENDMENTS

### Section 1. Review by TNA Bylaws Committee

Amendment to these bylaws shall be submitted to the TNA Bylaws Committee for review before being submitted to the District membership for action.

### Section 2. Submission; Publication

- a. Proposed amendments shall be submitted to the District Board.
- b. Notice of proposed amendments shall be by either publication in the District's official publication or individual notice to all members at the address appearing on the District's current membership records.
- c. Notice of proposed amendments shall include their source and rationale.

### Section 3. Vote Required With and Without Notice

These bylaws may be amended at any regular or special District meeting at which a quorum is present by:

- a. Two-thirds of the votes cast if prior notice of the proposed amendments was given at least 30 days before the meeting; or
- b. 99% of the votes cast if prior notice was not given.

## ARTICLE XVII INACTIVE STATUS

In the event this District fails to meet the criteria for active district status as established by TNA Board policy, the TNA Board can appoint temporary officers to call meetings of the membership to either reactivate or dissolve the District.

## ARTICLE XVIII DISSOLUTION

### Section 1. Action to Dissolve District

This District will formally disband when members of the District adopt a motion to rescind these bylaws and dissolve the District. The motion to rescind and dissolve requires the same notice and vote as an amendment to the bylaws. The required notice should be sent by mail to all members of record.

### Section 2. Distribution of Funds

This District shall use its funds only to accomplish the objectives and purposes specified by these bylaws and no part of District funds shall benefit or be distributed to individual members of the District. On dissolution of the district, any funds remaining shall be distributed either a) to the Texas Nurses Association, or b) to a



qualified charitable, educational, or scientific organization selected by the District Board of Directors or membership prior to dissolution.

## APPENDIX A. DISCIPLINARY PROCEDURES

### I. PURPOSE AND INTENT

The purpose of these procedures is to insure that disciplinary action against any member, officer, or director is conducted in accordance with accepted requirements of due process including reasonable notice of charges, notice of hearing, the right to confront witnesses, an opportunity to refute all charges, and an impartial hearing.

### II. BYLAWS AUTHORITY

Disciplinary proceedings are authorized and governed by Article IV of the District's Bylaws. All disciplinary proceedings shall be conducted in accordance with the requirements of that Article and Articles 11.2.d. and IV.1.e of the TNA Bylaws.

### III. CAUSES FOR DISCIPLINARY ACTION

Causes for disciplinary action against a member shall be limited to failure of the member to fulfill obligations imposed by the District's Bylaws. Causes for disciplinary action against an officer or director are (I) misconduct of office and/or (2) failure to fulfill obligations imposed by the District's Bylaws.

### IV. SANCTIONS TO BE IMPOSED

Sanctions against a member shall be limited to reprimand or censure. An officer or director may also be removed from office. A "reprimand" is a private reproof issued to the member of which the complainant is notified. A "censure" is an official reprimand of which the District's membership is notified.

### V. CONFLICT OF INTEREST

Persons having a conflict of interest or other bias that could interfere with impartial decision making shall not be appointed to any decision-making body or participate in the making of any decision. Conflict of interest and bias include, but are not limited to, having filed the complaint being decided, having been involved in the incident resulting in the complaint, having a close personal relationship to any party to the complaint, or any other involvement that would prevent a person from making a fair and impartial decision.

## VI. CONFIDENTIALITY

All persons participating in the disciplinary proceedings must hold information pertaining to the case in confidence. These matters should not be discussed outside the proceedings. Failure to maintain confidentiality may result in legal liability.

## VII. DISCIPLINARY PROCEEDINGS AGAINST A MEMBER

- a. Filing of Complaint. A complaint may be filed by any member or other person and shall be in writing and signed. The complaint shall describe the incident or behavior that is being complained of and shall identify the time and place, if possible. Supporting documents may be submitted with the complaint. The complaint shall be filed with the president of the District unless the complaint involves the president. In that case, the complaint shall be filed with the vice president, or next officer in charge who shall take any action required to be taken by the president under these procedures.
- b. Notification of TNA. The president shall notify TNA of receipt of the complaint and the final disposition.
- c. Appointment of Investigative Panel. The president shall appoint two members to meet and review the complaint.
- d. Notification of the Complaint and Answer. If the Investigative Panel determines there is a possible violation of a duty imposed by the District's Bylaws, it shall notify the president of its findings, who in turn shall notify the member by certified mail, return receipt requested, of the nature of the complaint and that the allegations, if true, constitute a possible violation of duties imposed by the bylaws. The member shall have the right to submit any rebuttal statement or documents within 15 days of notification of the complaint.
- e. Formal Charges. The Investigative Panel shall review any information submitted by the member and, if it determines there is merit to the complaint, it shall identify the provisions of the bylaws that have allegedly been violated and notify the president of its findings. Unless the president, with the advice and consent of the Executive Committee or other officers, decides the filing of formal charges is not in the best interest of the association, the president shall prepare formal charges and send them to the member by certified mail, return receipt requested. The formal charges shall state the facts that allegedly occurred and the specific provisions of the bylaws that were allegedly violated. A copy of these procedures shall be forwarded with the formal charge.
- f. Appointment of Hearing Panel. Within 10 days of sending the formal charges to the nurse, the president, with the advice and consent of the Executive Committee or other officers, shall appoint a Hearing Panel consisting of 5 members. The president shall designate one of the members as chair. Members having a conflict of interest or otherwise biased shall not be appointed. The two members serving on the Investigative Panel shall not serve on the Hearing Panel but may function as investigators/witnesses for the panel.

- g. Setting and Notice of Hearing. Within 7 days of the panel's appointment, the chair shall schedule a hearing for the complaint and notify the member of its date by certified mail, return receipt requested. The hearing shall be not less than 20 days nor more than 45 days from the time the notice is mailed unless otherwise mutually agreed.
- h. Conducting of Hearing. The chair shall preside at the hearing. The panel may ask questions of witnesses. The member shall have the right to have a representative, including an attorney. The member shall have the right to present evidence and to question witnesses. The complainant shall have the right to be present at the hearing, to have a representative, including an attorney, and to question witnesses. If legal representation is requested by either party, the other party will be appropriately notified and shall have the right to legal representation. All costs for representatives will be borne by the respective parties. The association may have an attorney present who may question witnesses. Formal judicial rules of evidence shall not apply and the chair will allow any testimony or evidence that reasonable persons would normally consider in deciding the issues in question. The chair may exclude evidence that is redundant or unduly prejudicial. Persons, other than witnesses and representatives of the parties shall not be permitted at the hearing.
- i. Issuance of Decision. Within 15 days of the hearing, the panel shall notify in writing the member, complainant and the president of its decision. The written decision shall include factual findings, a statement of the reasons for the board's decision, and a statement of the precise discipline, if any, being imposed. Only members of the panel present during the entire hearing may participate in the decision. The decision must be agreed to by a minimum of three members. Notification of the member and complainant shall be by certified mail, return receipt requested.
- j. Appeal. The accused may appeal the decision of the panel to the District's Board of Directors by submitting a written request for an appeal to the president within 15 days of receipt of notification of the panel's decision. The request for an appeal shall contain a statement of the facts and the reasons for which the appealing party bases his/her appeal. Unless otherwise agreed, the Board shall schedule the appeal at least 10 days after receiving the request. Implementation of disciplinary action by the Hearing Panel is stayed pending the outcome of the appeal. The Board shall hear the appeal in closed session. Any board member having a conflict of interest or otherwise biased shall not participate in the appeal. The appealing party shall have the right of representation including an attorney at the appeal. The Board may be represented by its attorney. The Board shall decide only if the decision of the Hearing Panel was justified by the evidence and shall not take additional evidence unless such evidence was not known or available at the time of the original hearing. The decision of the Board shall be by majority vote of those present and voting, provided at least a majority of a quorum of the Board agreed to the decision. The appealing party shall be notified by certified mail, return receipt requested, of the final decision of the Board.

## VIII. DISCIPLINARY PROCEEDINGS AGAINST AN OFFICER OR DIRECTOR

- a. Filing of Complaint. A complaint may be filed by a member and shall be in writing and signed. The complaint shall specify the alleged action of misconduct in office and the provision of the bylaws, which are alleged to have been violated. The complaint shall describe behavior that is being complained of and shall identify the time and place, if possible. Supporting documents may be submitted with the complaint. The complaint shall be filed with the president of the District unless the complaint involves the president. In that case, the complaint shall be filed with the vice president, or next officer in charge, who shall take any action required to be taken by the president under these procedures.
- b. Notification of TNA. The president shall notify TNA of receipt of the complaint and the final disposition.
- c. Appointment of Investigative Panel. The president shall appoint two members to meet and review the complaint.
- d. Notification of the Complaint and Answer. If the Investigative Panel determines there is a possible violation of a duty imposed by the District's Bylaws and/or misconduct of office, it shall notify the president of its findings, who in turn shall notify the officer or director by certified mail, return receipt requested, of the nature of the complaint and that the allegations, if true, constitute a possible violation of duties imposed by the bylaws and/or misconduct of office. The officer or director shall have the right to submit any rebuttal statement or documents within 15 days of notification of the complaint.
- e. Formal charges. The Investigative Panel shall review any information submitted by the officer or director and, if it determines there is merit to the complaint, it shall identify the provisions of the bylaws that have allegedly been violated and/or misconduct of office that has occurred and notify the president of its findings. Unless the president, with the advice and consent of the Executive Committee or other officers, decides the filing of formal charges is not in the best interest of the association, the president shall prepare formal charges and send them to the officer or director by certified mail, return receipt requested. The formal charges shall state the facts that allegedly occurred and the specific provisions of the bylaws that were allegedly violated. A copy of these procedures shall be forwarded with the formal charge.
- f. Appointment of Hearing Panel. Within 10 days of sending the formal charges to the officer or director, the president, with the advice and consent of the Executive Committee or other officers, shall appoint a Hearing Panel consisting of 5 members. The president shall designate one of the members as chair. Members having a conflict of interest or otherwise biased shall not be appointed. The two members serving on the Investigative Panel shall not serve on the hearing Panel but may function as investigators/witnesses for the panel.
- g. Setting and Notice of Hearing. Within 1 day of the panel's appointment, the chair shall schedule a hearing for the complaint and notify the officer or director of its date by certified mail, return receipt requested. The hearing shall be not less than

- 20 days nor more than 45 days from the time the notice is mailed unless otherwise mutually agreed.
- h. Conducting of Hearing. The chair shall preside at the hearing. The panel may ask questions of witnesses. The officer or director shall have the right to have a representative, including an attorney. The officer or director shall have the right to present evidence and to question witnesses. The complainant shall have the right to be present at the hearing, to have a representative, including an attorney, and to question witnesses. The association may have an attorney present who may question witnesses. All costs for representatives will be borne by the respective parties. Formal judicial rules of evidence shall not apply and the chair will allow any testimony or evidence that reasonable persons would normally consider in deciding the issues in question. The chair may exclude evidence that is redundant or unduly prejudicial. Persons, other than members of the panel, witnesses and representatives of the parties shall not be permitted at the hearing. If legal representation is requested by either party, the other party will be notified and shall have the right to legal representation.
  - i. Issuance of Decision. Within 15 days of the hearing, the panel shall notify the officer or director, the complainant, and the president of its decision. The written decision shall include factual findings, a statement of the reasons for the panel's decision, and a statement of the precise discipline, if any, being imposed. Only members of the panel present during the entire hearing may participate in the decision. A minimum of three members of the panel must vote for the decision. Notification of the officer or director and complainant shall be by certified mail, return receipt requested.
  - j. Appeal. The accused officer or director aggrieved by a decision of the panel may appeal to the District membership by submitting a written request for an appeal to the president within 15 days of receipt of notification of the panel's decision. The request for an appeal shall contain a statement of the facts and the reasons for which the appealing party bases his/her appeal. Implementation of disciplinary action by the Hearing Panel is stayed pending the outcome of the appeal. The appeal shall be heard the next membership meeting that occurs at least 10 days from when the appeal was requested. The appeal may be scheduled at another meeting by agreement of the president and accused officer or director. The president shall preside at the appeal. The appeal shall be held in a closed session of the membership. The officer or director shall have the right of representation including an attorney at the appeal. An attorney for the District may also be present and participate. The members shall decide only if the decision of the Hearing Panel was justified by the evidence and shall not consider additional evidence unless such evidence was not known at the time of the hearing before the panel or other procedures are agreed to by a majority vote. Decision shall be by majority vote of those present and voting, provided at least a majority of a quorum necessary to conduct official business agree to the decision. The appealing party shall be notified by certified mail, return receipt requested.