

BYLAWS TEXAS NURSES ASSOCIATION

As Amended April 2006



HEADQUARTERS

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TNA ARTICLES OF INCORPORATION

As Amended - 1973

TNA is organized as a Texas non-profit corporation. TNA's Articles of Incorporation are its basic organizational document and are on file with the Texas Secretary of State. The major provisions of those Articles of Incorporation are:

1. The name of the corporation is the Texas Nurses Association.
2. The purposes for which the corporation is formed are to establish and maintain a code of ethics among graduate, registered nurses; to further all means aiming to elevate the standard of nursing education and the nursing profession; to disseminate information on nursing; to establish professional reciprocity between the nurses of Texas and those of other states and countries.
3. The principal place of business of the corporation is Austin, Texas.
4. The corporation is to exist until May 6, 2007.
5. The business of the corporation shall be managed by a Board of Directors, the number of members of which shall not be less than three, and shall be determined from time to time by the voting body of the corporation.
6. The corporation has no capital stock.



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BYLAWS¹

TEXAS NURSES ASSOCIATION

As Amended April 2003

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ARTICLE I

TITLE, PURPOSES, FUNCTIONS

Section 1. Name of Association

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

Section 2. Purposes

9 a. 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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12 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

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16 The functions of TNA shall be to:

17 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");

18 b. ensure adherence to the Code for Nurses established by ANA;

19 c. initiate and influence legislation, governmental programs and health policy at state and national levels;

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22 d. promote research in nursing, disseminate research findings, and encourage the use of knowledge as a basis for nursing;

23
24 e. serve as a central agency for the collection, analysis, and dissemination of information relevant to nursing.;

25
26 f. promote and protect the economic and general welfare of nurses;

27 g. promote and provide for the continuing professional development of practitioners;

28 h. provide services to districts;

29 i. maintain communication with members through official publications;

30 j. assume an active role as consumer advocates;

31 k. represent nurses and serve as their state spokesperson with allied professional, community and governmental groups and with the public;

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33 l. provide for representation in the ANA House of Delegates; and

34 m. promote relationship with the Texas Nursing Students Association.

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ARTICLE II

CONSTITUENT ASSOCIATIONS

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

¹ Editorial Notes: 1. References in this document to "TNA Bylaws" are to these Bylaws
2. Section titles have been added to facilitate reading and are not part of the official Bylaws. Article titles are part of the official Bylaws.

1 referred to as the "TNA Board" or "Board").
2

3 **Section 2. Responsibilities**

4 Districts shall be required to:

- 5 a. assure that its members abide by the ANA Code for Nurses;
- 6 b. assure that its members are members of TNA;
- 7 c. adopt and maintain bylaws which do not conflict with TNA Bylaws and which are congruent in
8 purpose and function;
- 9 d. submit bylaws and reports, and attend meetings in accordance with policies and procedures
10 adopted by the TNA Board;
- 11 e. initiate disciplinary action against a member when just cause for such action is known to the
12 district. Such action shall be conducted in accordance with minimum due process guidelines established by the
13 TNA Board and shall be limited to violation of the district bylaws and to actions other than suspensions or
14 expulsion from membership; and
- 15 f. report a violation of the TNA Bylaws in accordance with procedures established by the TNA
16 Board.

17 **Section 3. Boundaries**

18
19 Boundaries of each district shall be clearly defined by the TNA Board. Boundaries may be changed by a
20 two-thirds vote of the Board provided such change has been approved by each district directly involved in the
21 change.
22

23 **Section 4. Active Districts**

24
25 The TNA Board shall adopt criteria for determining districts in good standing for seating in TNA House of
26 Delegates or determining active district status.
27

28 **Section 5. Disqualification**

29 A district which fails to comply with the requirements stated in the TNA Bylaws or for other cause deemed
30 sufficient, in the TNA Board's sole discretion, may be disqualified as a district by a two-thirds vote of the Board,
31 provided due notice had been given. The Board shall establish policies governing disqualification which at a
32 minimum shall require 60 days notice to the district and an opportunity for a hearing before the Board.
33

34 **Section 6. Appointment of Temporary District Officers**

35
36 The TNA Board may appoint temporary district officers to convene meetings to reactivate an inactive
37 district, to dissolve and close the affairs of an inactive district, to close the affairs of a disqualified district, or to
38 reinstate a disqualified district.
39

40 **Section 7. Reinstatement**

41 A district which has been disqualified may be reinstated by a two-thirds vote of the TNA Board.
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43 **Section 8. Regions**

44 Districts are grouped into five geographical regions defined by the TNA Board.
45

46 **Proviso**

47 The Board may recognize geographical or non-geographical constituent associations in addition to the
48 districts provided for under Article II. If the constituent association is geographically defined, the Board shall
49 obtain the approval of any existing constituent association that includes that geographical area.

50 In recognizing new constituent associations, the Board shall take reasonable steps to assure: 1) an
51 equitable dues structure, and 2) that individual members have equitable representation, consistent with
52 applicable federal and state laws, in the House of Delegates and in the election of the officers, board and other
53 elected officials of TNA.

54 For the purposes of assuring equitable representation, the Board may establish a statewide "constituent
55 association at large" consisting of some or all members who are not members of a district under Article II.

1 Any reference to “district” or “constituent association” in these bylaws shall include and apply to any
2 constituent association recognized by the Board under this proviso.

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

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

13 During the time this proviso is in effect, these bylaws may be amended only by a four-fifths vote.

14 This proviso shall expire upon adjournment of the House of Delegates 2010.

15 16 17 **ARTICLE III** 18 **MEMBERSHIP, RIGHTS, OBLIGATIONS**

19 20 **Section 1. Definition; Prohibited Discrimination**

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

25 26 **Section 2. Qualifications**

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

32 33 **Section 3. Rights**

34 Each member shall have the right to:

- 35 a. vote, hold office, attend meetings and have due process, as provided in these Bylaws;
- 36 b. receive a membership card and receive TNA/ANA official publications;
- 37 c. be a candidate for TNA/ANA elective and appointive positions in accordance with TNA/ANA
38 bylaws;
- 39 d. participate in the election of TNA officers, Board members, Nominating Committee and other
40 elected officials;
- 41 e. participate in the election of delegates to the TNA/ANA House of Delegates in accordance with
42 TNA/ANA bylaws;
- 43 f. attend the TNA/ANA House of Delegates, convention and other unrestricted TNA/ANA activities;
- 44 g. attend the Congress of the International Council of Nurses;
- 45 h. hold membership in ANA councils in accordance with the provisions of the ANA bylaws;
- 46 i. transfer from one district to another within TNA; and
- 47 j. be accorded other rights as provided for under common parliamentary or statutory law.

48 49 **Section 4. Obligations**

50 Each member shall have the obligation to:

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

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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 upon adjournment of 2010 House of Delegates and any organizational membership/affiliation shall expire at that time.

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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 upon adjournment of 2010 House of Delegates and any organizational membership/affiliation in a constituent association 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 members rights or obligations under these Bylaws shall not apply to those members. The Board may, by a two-thirds vote, waive or modify any provision of these Bylaws required to implement this Proviso.

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ARTICLE IV

DISCIPLINARY ACTION

Section 1. Against Members

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

b. Depending upon the severity of disciplinary violation, a member may be reprimanded, censured, suspended from membership, or expelled from membership permanently.

c. Disciplinary proceedings and appeals thereof shall be conducted in accordance with policies and procedures established by the TNA Board which shall have final disciplinary authority over members.

d. No disciplinary action shall be taken against a member until such member shall have been served with written specific charges, given a reasonable time to prepare any defense and afforded a full and fair hearing.

e. Any disciplinary action based on disciplinary action taken by another ANA constituent State Nurse Association against one of its members, or against a member of this organization, shall be conducted in

1 accordance with policies and procedures established by the TNA Board.
2

3 **Section 2. Against Officers**

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

7 b. Depending upon the severity of the disciplinary violation, the officer or official may be removed from
8 office or position, and/or disciplined as a member under Section 1b.

9 c. An elected officer/official who is removed from office may appeal to the House at the next meeting
10 provided that such appeal is conducted in accordance with policies and procedures established by the TNA Board.
11

12 **ARTICLE V** 13 **DUES**

14 **Section 1. Amount**

15 a. The annual dues for a member of TNA shall be the TNA assessment (\$150) plus the ANA assessment
16 and the appropriate district dues. Any changes in the rate of dues paid by the association to ANA shall be
17 automatically incorporated into the annual dues for a member of TNA.

18 b. Members may elect to pay the present rate of ANA and district dues plus 50% of the TNA assessment if
19 they qualify for one of the following categories:

20 1. nurses who are not employed or are employed an average of 20 hours or less weekly;

21 2. registered nurse students in full time study;

22 3. graduates of basic nursing programs for the first year following graduation; or

23 4. employed nurses sixty-two years of age or older who would suffer severe personal financial
24 hardship by paying full dues.

25 c. Members sixty-two years of age or older who are not employed may elect to pay the present rate of ANA
26 and district dues plus 25% of the TNA assessment.

27 d. Forfeiture of all membership rights shall occur if dues are not paid.

28 e. The TNA Board may adopt special reduced dues rates for membership promotions.
29

30 **Section 2. Refunds; Additional Dues**

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

33 b. A member who has completed full payment in one state nurses association may transfer to TNA without
34 payment of additional dues for the remainder of the membership year. A member transferring to another state
35 nurses association is not entitled to any refund of dues paid.
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40 **ARTICLE VI** 41 **HOUSE OF DELEGATES**

42 **Section 1. TNA's Governing Body; Composition**

43 The House of Delegates (hereinafter referred to as "TNA House" or "House") shall be the governing body
44 of TNA and shall be composed of the TNA Board and delegates elected by members of TNA districts.
45

46 **Section 2. Authority**

47 The House shall:

48 a. take positions, determine policy and set direction on substantive issues of a broad nature;

49 b. adopt and maintain TNA Bylaws;

50 c. review and take action on appeals from an elected official removed from office; and

51 d. adopt standing rules governing its procedures.
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54 **Section 3. District Delegates; Proxy Voting**

55 a. The number of delegates to which any district shall be entitled at any meeting shall be based on the

1 number of members 120 days prior to the meeting. Each district in good standing shall be entitled to two
2 delegates and in addition one delegate for every one hundred members, or portion thereof, above 50.

3 b. Each delegate shall be a TNA member and be elected by secret ballot. Mail ballots are permissible.

4 c. Each delegate shall be elected for a one- or two-year term as set by the district.

5 d. Each district shall submit its official listing of the elected delegates to TNA in accordance with TNA
6 Board policies.

7 e. Vacancies shall be filled by elected or appointed alternates in accordance with district policy.

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

10 **Section 4. Meetings**

11 a. The House shall meet annually.

12 b. Special meetings may be called by the Board and shall be called by the president upon written request of
13 twenty-five percent (25%) of the TNA districts.

14 c. The TNA Board shall determine time and place of meetings.

15 d. Notice of meetings of the House shall be mailed to each district at least sixty days prior to the meeting
16 and to each delegate between 10 and 60 days before the meeting.

17 e. Members of the Texas Nursing Students Association may attend open meetings with voice, but no vote.
18

19 **Section 5. Quorum**

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

24 **ARTICLE VII** 25 **OFFICERS AND DUTIES OF OFFICERS**

26 **Section 1. Number of Officers**

27 The officers of the association shall be a president, a vice president, and a secretary-treasurer.
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29 **Section 2. Duties**

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

33 **Section 3. President**

34 The president shall preside at meetings of the TNA House, serve as chair of the TNA Board, serve as a
35 nonvoting ex-officio member of all committees except the Nominating Committee, appoint special committees,
36 countersign checks drawn by the treasurer as authorized by Board policy, and serve as delegate to the ANA House
37 of Delegates as president.
38

39 **Section 4. Vice President**

40 The vice president shall assume the duties of the president in case of the president's absence or inability to
41 serve, serve as a nonvoting ex-officio member of all committees except the Nominating Committee and serve as
42 delegate to the ANA House of Delegates.
43

44 **Section 5. Secretary-Treasurer**

45 The secretary-treasurer shall keep minutes of the proceedings of the TNA House and TNA Board and
46 report at regular meetings of the House and Board. The secretary-treasurer shall be familiar with the procedures
47 of TNA relating to notification of elections or appointments, notices of time and place of meetings and records of
48 members. The secretary-treasurer shall sign checks as authorized by TNA Board policy, keep an itemized
49 account of receipts and disbursements, chair the Finance Committee, be familiar with TNA procedures relating to
50 receipt and deposit of funds, and present a complete written report of the finances of TNA at each regular meeting
51 of the TNA House and TNA Board and to the president upon request.
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ARTICLE VIII
BOARD OF DIRECTORS AND DUTIES OF THE BOARD

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Section 1. Composition of Board

7 The Board of Directors shall be the three officers plus five directors elected as representatives of the five
8 TNA Regions.

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Section 2. Authority

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

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Section 3. Responsibilities

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

- 17 a. establish major administrative policies governing the affairs of the association and provide for its
18 growth and prosperity;
- 19 b. maintain a state headquarters office; act as custodian of TNA's property, securities and records;
20 provide for investment and securities; provide for audit of books; fix and approve the amount of bond for officers
21 and other persons and provide for payment of authorized expenses;
- 22 c. appoint an executive director, who shall be the managing officer of headquarters and shall assume
23 such duties in connection with the work of officers, committees and groups in carrying on the business of the
24 association as prescribed by the Board;
- 25 d. appoint standing committees and other committees and task forces as needed to carry out the
26 purposes and functions of the association;
- 27 e. reassign the duties of or fill vacant TNA offices provided by Article IX, sec. 3;
- 28 f. provide for the establishment and dissolution of any component part of the association in
29 accordance with Article IV;
- 30 g. present names to the Governor of Texas for appointees to the Board of Nurse Examiners;
- 31 h. review and act upon disciplinary actions in accordance with Article IV;
- 32 i. establish policies and procedures for approving publications and other printed materials prior to
33 their distribution;
- 34 j. establish policies and procedures for the collection, analysis and dissemination of information;
- 35 k. establish policies and procedures for setting fees for activities and services;
- 36 l. protect and control the use of TNA's official name and insignia;
- 37 m. provide for TNA to liaison with and be represented before other organizations and governmental
38 agencies;
- 39 n.. approve an annual budget for TNA;
- 40 o. develop and maintain a master plan for TNA establishing short and long-term goals and priorities
41 which shall be submitted for ratification to the TNA House;
- 42 p. approve minutes of the TNA House;
- 43 q. develop policies for submission of amendments to the TNA Bylaws in accordance with Article
44 XVIII; and
- 45 r. develop policies for conducting of nominations and elections to TNA offices for approval by the
46 TNA House.

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Section 4. Meetings; Quorum

49 a. The Board shall hold regular meetings as necessary but shall meet immediately preceding and
50 immediately following the TNA House. Special meetings of the Board may be called by the president and shall
51 be called by the president on the written request of at least three members of the Board. At least three days notice
52 shall be given unless notice is waived by all members.

53 b. A majority of the membership of the Board shall constitute a quorum.

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Section 5. Referendum Votes Between Meetings

Between meetings of the Board, the TNA President may submit urgent matters to the members of the Board

1 for a referendum vote. A majority vote of the Board shall be controlling on the matter submitted. The referendum
2 and its result shall be recorded in the minutes of the next meeting of the Board.
3

4 **Section 6. Executive Committee; Composition; Authority**

5 The four TNA officers shall constitute an Executive Committee and shall have the authority to transact all
6 business of TNA between Board meetings when time is of the essence. Other members of the Board shall be
7 notified of any action by the Executive Committee within 72 hours.
8

9 **ARTICLE IX**

10 **NOMINATIONS AND ELECTIONS, TERMS OF OFFICE AND VACANCIES**

11 **Section 1. Annual, Secret, Mail Ballots; Qualification of Region Representatives**

- 12
- 13 a. Elections shall be by secret ballot and held annually in accordance with the provisions of the TNA
14 Bylaws and policies of the TNA Board.
15 b. Elections shall be by mail ballot.
16 c. Members elected as representative of a TNA Region shall both reside within that region and be a member
17 of a TNA district within that region.
18

19 **Section 2. Terms of Office**

20 Unless otherwise provided in the TNA Bylaws, the term of elected TNA offices shall be governed by this
21 section. Appointed positions shall be governed by policies of the TNA Board.

- 22 a. Terms of office shall be two years except for that of directors representing TNA Regions which
23 shall be four years.
24 b. Terms of office shall be staggered to maintain continuity. The Nominating Committee shall
25 implement and maintain the staggering of terms.
26 c. Terms of office of incumbent office holders may not be shortened.
27 d. Members shall serve the term of their office or until their successors are elected.
28 e. Terms of office shall commence at the end of the fiscal year in the year in which they are elected
29 except that of ANA delegates which shall commence upon election. The term of office for ANA delegates shall
30 apply to the TNA president and vice-president only in their capacity as ANA delegates.
31 f. No member may serve more than two consecutive terms in the same office, except for the office of
32 ANA delegate.
33

34 **Section 3. Vacancies**

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

- 37 a. Offices representative of TNA Regions shall become vacant if the member holding that office
38 ceases either to reside in that region or to belong to a TNA district within that region.
39 b. Absence from two consecutive regular meetings or two regular meetings within a TNA fiscal year
40 shall constitute an automatic resignation. Failure to be in attendance for 50% or more of a meeting shall constitute
41 an absence.
42 c. Except for the offices of president, Nominating Committee and ANA delegate, vacancies shall be
43 filled by the Board and such appointees shall serve the unexpired term of the member for whom they were
44 appointed. Vacancies in the office of president shall be filled by the vice-president unless that office is also
45 vacant. Vacancies on the Nominating Committee shall be filled by naming the candidate with the next highest
46 votes from that region. Vacancies in the position of ANA delegate shall be filled by an elected alternate in
47 accordance with ANA/TNA policies.
48 d. The Board shall have the discretion not to fill a vacancy.
49 e. Appointees to vacant offices shall meet the qualifications for that office.
50

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

- 52 a. Nominations and elections for TNA offices shall be conducted in accordance with policies developed by
53 the TNA Board and approved by the TNA House. These policies shall, at a minimum, provide for:
54 1. submitting of names of potential candidates to the Nominating Committee by TNA members,
55

- 1 districts and other structural units;
- 2 2. nominating of at least two candidates for each office except offices in which two candidates who
- 3 meet the eligibility criteria for the office cannot be located with reasonable effort;
- 4 3. placing of candidates on ballot by random selection;
- 5 4. publishing of a proposed ballot;
- 6 5. publishing of the qualifications of the candidates;
- 7 6. timetables for distributing, collecting and counting the official ballot;
- 8 7. write-in candidates;
- 9 8. procedures for challenging the ballot or election to be resolved by the Nominating Committee in
- 10 consultation with the TNA parliamentarian; and
- 11 9. maintaining the secrecy of the ballot.
- 12 b. A plurality of the votes cast by those entitled to vote shall constitute an election for all offices except that
- 13 of Nominating Committee and ANA delegate. The candidate for Nominating Committee from each region who
- 14 receives the highest number of votes shall be elected as the representative from that region. Candidates for ANA
- 15 delegates who receive the highest number of votes shall be elected as delegates and those who receive the next
- 16 highest number of votes shall be elected as alternates.
- 17 c. A tie in any office shall be decided by lot.
- 18
- 19

20 **ARTICLE X**

21 **STANDING COMMITTEES**

22

23 **Section 1. Number; Composition; Quorum**

- 24 a. The Association shall have the following standing committees, and such other standing and special
- 25 committees as the Board of Directors may designate:
- 26 1. Bylaws Committee
- 27 2. Nominating Committee
- 28 b. The Bylaws Committee shall be appointed by the TNA Board.
- 29 c. The Nominating Committee shall consist of six (6) elected members consisting of a statewide chair plus
- 30 five (5) members representative of the five TNA Regions. The chair of the nominating committee shall meet the
- 31 same qualifications as a director on the TNA board.
- 32 d. A majority of the membership of any committee shall constitute a quorum.
- 33
- 34

35 **Section 2. Responsibilities**

- 36 Standing committees shall assume such responsibilities as prescribed by the TNA Bylaws or assigned by
- 37 the TNA Board. Standing committees shall report to the Board when requested to do so and shall submit written
- 38 reports to the TNA House. Responsibilities of standing committees:
- 39 a. The Bylaws Committee shall 1) interpret the TNA Bylaws, 2) receive and prepare proposed
- 40 amendments to the TNA Bylaws, report them to the Board, and submit them to the TNA House, 3) make
- 41 nonsubstantive editorial and technical corrections to the TNA Bylaws provided notice of such corrections is given
- 42 to TNA members, and 4) review bylaws of districts to determine continuing conformity with the TNA Bylaws
- 43 and report findings to the Board.
- 44 b. The Nominating Committee shall annually prepare the ballot of candidates for TNA offices to be
- 45 filled by election and perform other duties as required by Article IX.
- 46

47 **ARTICLE XI**

48 **CONFERENCE GROUPS AND COUNCILS**

49

50 **Section 1. Definition**

51 A conference group (special interest group usually in the area of functional or clinical specialty), council or

52 other structure may function within TNA in accordance with policies of the TNA Board.

53

54 **Section 2. Responsibilities**

55 The responsibilities of a conference group, council or other structure under Section 1 will be to provide a

1 forum for issues and concerns of a particular area of nursing; serve as a resource for consultation, expertise and
2 continuing education programs; recommend standards, positions and policies to TNA committees, councils and
3 the TNA Board; maintain communication with membership; plan conference meetings and educational programs.
4

5
6 **ARTICLE XII**
7 **RELATIONSHIP WITH THE AMERICAN NURSES ASSOCIATION**

8 **Section 1. Constituent Member of ANA**

9 The Texas Nurses Association is a constituent member of the American Nurses Association and shall pay
10 dues to ANA in accordance with policies adopted by the ANA House of Delegates.
11

12 **Section 2. Representation at ANA House of Delegates and Constituent Assembly**

13 a. TNA shall be represented at regular and special meetings of the ANA House of Delegates in accordance
14 with ANA Bylaws and policy.

15 b. TNA shall be represented at the ANA Constituent Assembly by TNA's president and executive director
16 or their designees in accordance with ANA Bylaws and policies.
17

18 **Section 3. Election of ANA Delegates**

19 a. TNA delegates to the ANA House of Delegates shall be elected by secret ballot for two-year terms or
20 until a successor is elected. The term of office of ANA delegates shall commence upon election including the
21 TNA president and vice-president in their capacity as ANA delegates only.

22 b. Candidates for TNA President and Vice-President shall be identified on the TNA ballot as being elected
23 to serve as both president or vice-president and ANA delegate. Beginning with the election immediately
24 preceding the end of her or his term in office and continuing until the election immediately preceding the end of
25 her or his successor's term in office, the president shall be listed as a candidate for ANA Delegate as immediate
26 past president.

27 c. In an election in which an incumbent president is seeking re-election and has an opponent on the ballot,
28 no candidate for ANA delegate shall be listed as immediate past president. The incumbent president shall be
29 listed on the ballot twice. Once as a candidate for President and ANA delegate and once as a candidate for ANA
30 Delegate only. The immediate past president shall be listed as a candidate for ANA Delegate without being
31 identified as immediate past president.
32

33 **Proviso**

34 To facilitate the transition to ANA House of Delegates meeting every other year in the even year, the Board
35 may by policy provide that TNA Delegates to the ANA House who are elected in 2007 serve one-year terms or
36 until their successors are elected. This Proviso shall expire upon adjournment of the 2008 House of Delegates.
37

38 **ARTICLE XIII**
39 **FISCAL YEAR**

40
41 The fiscal year of this association shall be July 1 through June 30.
42

43
44 **ARTICLE XIV**
45 **OFFICIAL PUBLICATION**

46
47 The official publication of TNA shall be TEXAS NURSING. Any requirement that notice be given to all
48 TNA members whether individually or otherwise shall be satisfied by publication of that notice in TEXAS
49 NURSING.
50

51
52 **ARTICLE XV**
53 **INDEMNIFICATION**

54
55 Any director or officer or former director or officer of the corporation shall be indemnified by the

1 corporation for expenses and costs (including attorneys' fees) actually and necessarily incurred by him in
2 connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having
3 been such director or officer to the full extent permitted by laws if he acted in good faith and in a manner he
4 reasonably believed to be in, or not opposed to, the best interests of the corporation.
5

6
7 **ARTICLE XVI**
8 **PARLIAMENTARY AUTHORITY**
9

10 Robert's Rules of Order, Newly Revised shall govern in all parliamentary situations not provided for by law,
11 TNA's Articles of Incorporation, TNA's Bylaws or rules adopted by the TNA House.
12

13
14 **ARTICLE XVII**
15 **AMENDMENTS**
16

17 **Section 1. Submission; Publication**

- 18 a. Proposed amendments shall be submitted to the TNA Bylaws Committee in accordance with timetables
19 and policies established by the TNA Board.
20 b. Notice of proposed amendments shall be by either publication in TEXAS NURSING or individual notice
21 to all members at the address appearing on TNA's current membership records.
22 c. Notice of proposed amendments shall include their source and rationale.
23

24 **Section 2. Vote Required With and Without Notice**

- 25 TNA Bylaws may be amended at any regular or special meeting of the TNA House by:
26 a. two-thirds of the votes cast if prior notice of the proposed amendments is given at least 45 days
27 before the meeting of the House; or
28 b. 99% of the votes cast if prior notice is not given.
29

30 **Section 3. House Rules Governing Floor Amendments**

31 The TNA House may adopt rules requiring all amendments and amendments to amendments, except those
32 of a secondary or clarifying nature, offered from the floor of the House to be in writing and either accompanied by
33 sufficient copies for all delegates present or submitted in time to make sufficient copies for all delegates present.
34