

Bylaws

October 2009

CONTENTS

Incorporation Provisions	1
Article Title	Page
I. Title, Purpose, Functions, and Relationships	2
II. Membership, Privileges and Dues.....	2
III. Organizational Affiliates of PSNA	5
IV. Constituent Districts.....	5
V. Officers	7
VI. Board of Directors.....	8
VII. Cabinet	10
VIII. Nominating Committee.....	11
IX. Absences from Meetings.....	12
X. Meetings.....	13
XI. Indemnification	14
XII. Fiscal Year	14
XIII. Official Seal	14
XIV. Official Publication.....	15
XV. Parliamentary Authority.....	15
XVI. Amendments and Revisions.....	15

PA STATE NURSES ASSOCIATION

STATEMENT OF PURPOSE

The PA State Nurses Association advances the identity, integrity and continuity of the profession of nursing by:

- ◆ *Providing members with access to education, improving their knowledge and skills.*
- ◆ *Advocating and supporting the nursing profession with Commonwealth legislators and regulations.*
- ◆ *Improving member's quality of life by providing valued information and services.*

Incorporation Provisions Of The Pennsylvania State Nurses Association

In June 1904, application was filed in the Court of Common Pleas No. 1 for the County of Philadelphia for the certificate of incorporation of the "Graduate Nurses' Association of the State of Pennsylvania." The purpose of this association was originally stated as it stands under the present articles of incorporation plus "the maintenance of legal registration of nurses," but its business was to have been transacted at Philadelphia, its yearly income was not to have exceeded \$10,000, and the Board of Directors was confined to nine members. In January 1905, these articles were recorded in Charter Book No. 30, page 549, under the city and county of Philadelphia, but in the process of being decreed, and all purposes but "the advancement of the interest of the nursing profession" were struck out.

In December 1930, a new charter and articles of incorporation were sought and these are the ones under which we operate today. It has been recorded in the Office for Recording of Deeds, etc., in and for the County of Dauphin, in Charter Book "P," page 120.

Following are the major provisions of the charter as it exists today:

1. The name of the corporation is Pennsylvania State Nurses Association.
2. The purpose for which the corporation is formed is the advancement of the nursing profession, the advancement of the educational standards of nurses, and the establishment of cordial relations between nurses of the Commonwealth of Pennsylvania and those of other states and countries.
3. The business of the said corporation is to be transacted at Harrisburg, in the Commonwealth of Pennsylvania.
4. The corporation is to exist perpetually.
5. The business of the corporation shall be managed by a Board of Directors who shall be selected in the manner prescribed in the bylaws. The number of directors shall not be fewer than three (3), and shall be determined from time to time by the voting members of the corporation.
6. The corporation has no capital stock.
7. The corporation shall have the power to receive, hold, purchase, sell, transfer and convey real and personal property, not exceeding the amount limited by law.
8. Future members are to be chosen by the Board of Directors, or by such body or in such manner as may be prescribed by the bylaws.

The name, Pennsylvania Nurses Association, was adopted by a charter amendment approved December 28, 1954. The present name, Pennsylvania State Nurses Association, was adopted by a charter amendment approved April 18, 1998, and filed with the Corporation Bureau. The 1930 charter provided for a 13-member Board of Directors. An amendment approved December 1, 1941 altered this provision so as to permit the membership of the Association to fix the number of directors at not less than 12 nor more than 20. The current provision relating to directors (paragraph 5 above) was inserted by the amendment of December 28, 1954. The 1941 amendment is recorded in Dauphin County Charter Book "R," page 265; the 1954 amendment appears in Charter Book "V," page 127.

ARTICLE I

TITLE, PURPOSE, FUNCTIONS, AND RELATIONSHIPS

SECTION 1. TITLE

The name of this organization will be the Pennsylvania State Nurses Association hereinafter referred to in these bylaws as the PA State Nurses Association.

SECTION 2. PURPOSES AND FUNCTIONS

- a. The PA State Nurses Association advances the identity, integrity and continuity of the profession of nursing by:
 - Providing members with access to education, improving their knowledge and skills
 - Advocating and supporting the nursing profession with Commonwealth legislators regulators
 - Improving member's quality of life by providing valued information and services
- b. The organizations purposes is unrestricted by consideration of age, color, creed, disability, gender, health status, life-style, nationality, race, religion, or sexual orientation.
- c. This purpose and functions of the PA State Nurses Association shall be congruent with those of the American Nurses Association (hereinafter referred to in these bylaws as the ANA). These shall include:
 - (1) Work for the improvement of health standards and availability of health care services for all people;
 - (2) Foster high standards of nursing;
 - (3) Stimulate and promote the professional development of nurses;
 - (4) Advance the economic and general welfare of nurses;
 - (5) Act and speak for the nursing profession in Pennsylvania in regard to governmental affairs and research; and
 - (6) Address and respond to the equal opportunity and human rights concerns of nurses and health care recipients.

SECTION 3 RELATIONSHIPS

- a. The PA State Nurses Association shall be the state's ANA constituent member Association.
- b. The PA State Nurses Association shall remain affiliated with the American Nurses Association until such time as 2/3 of the full members of the CMA vote to disaffiliate from the ANA. "CMA members," for these purposes, is defined as individual members of the CMA who have ANA rights and privileges of membership as a result of their CMA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.
- c. The President and Chief Executive Officer or their designees shall represent the PA State Nurses Association at the ANA Constituent Assembly.

ARTICLE II

MEMBERSHIP, PRIVILEGES AND DUES

SECTION 1. MEMBERSHIP

- a. A full member is one who:
 - (1) Has been granted a license to practice as a registered nurse in at least one (1) state, territory, or the District of Columbia of the United States.
 - (2) Does not have a license under suspension or revocation in any such jurisdiction, or is otherwise entitled by law to practice.

- (3) Is a registered nurse in recovery who has surrendered a license to practice and has applied for or retained membership; and
- (4) Holds concurrent membership in a constituent district and whose dues are not delinquent.
 - a. Membership shall be unrestricted in accordance with the ANA Bylaws.
 - b. Constituent districts shall require the same qualifications for membership.
- b. An in-state only member is one who:
 - (1) Has been granted a license to practice as a registered nurse in at least one (1) state, territory, or the District of Columbia of the United States and either works or lives in Pennsylvania.
 - (2) Does not have a license under suspension or revocation in any such jurisdiction, or is otherwise entitled by law to practice.
 - (3) Is a registered nurse in recovery who has surrendered a license to practice and has applied for or retained member.
 - (4) Registered nurses working or living in Pennsylvania may join at the state level only, at any time and for such periods of time that in-state only membership is sanctioned by a written agreement with ANA.

SECTION 2. PRIVILEGES

- a. Full members have the following rights and privileges to:
 - (1) Receive a PA State Nurses Association membership card/ANA membership card.
 - (2) Representation in the ANA through the PA State Nurses Association and representation in the International Council of Nurses through the ANA.
 - (3) Transfer from one (1) constituent district to another within the state without dues adjustment for the current membership year.
 - (4) Transfer to or from the PA State Nurses Association or to or from another ANA constituent member without additional dues payment or refund of dues within the current membership year if the member has made full payment of dues at the time of transfer;
 - (5) Vote at any regular or special meeting of the PA State Nurses Association.
 - (6) Be a candidate for the PA State Nurses Association/ANA elective and appointive positions in accordance with the ANA bylaws.
 - (7) Apply for and receive Life Membership after 40 years of uninterrupted membership in the PA State Nurses Association.
 - (8) Receive the official publications of the PA State Nurses Association and the ANA.
 - (9) Attend the Congress of the ICN, and ANA House of Delegates, the Center for American Nurse (The Center) Governing Council, the PA State Nurses Association Voting body sessions and the other unrestricted activities.
 - (10) Participate in the election of constituent member's delegates and alternates to the ANA House of Delegates in accordance with the ANA bylaws.
- b. In-state only members have the following rights and privileges to:
 - (1) Receive a PA State Nurses Association membership card.
 - (2) Transfer from another state that has a state membership option without additional dues payment.
 - (3) Vote at any regular or special meeting of the PA State Nurses Association except as it would pertain to an ANA-only issue.
 - (4) Participate in state elections except for the ANA delegates and alternates.
 - (5) Be a candidate for the PA State Nurses Association elective and appointed positions except for an officer of the PA State Nurses Association and ANA delegate and alternate delegate and appointive positions in accordance with the PA State Nurses Association and the ANA Bylaws and applicable policies.
 - (6) Apply for and receive Life Membership after 40 years of uninterrupted membership in the PA State Nurses Association
 - (7) Receive the official publication of the PA State Nurses Association.
 - (8) Attend the PA State Nurses Association voting body sessions, meetings and other unrestricted activities.

- (9) Shall be entitled to the same benefits as the PA State Nurses Association/ANA/DNA members except for the benefit of national membership sent as a representative such as representation at the ANA House of Delegates
- c. Membership rights and privileges shall be forfeited upon failure to pay dues as required by current policy.
- d. In-state only members are not entitled to belong to or receive benefits from the ANA at the national level.

SECTION 3. OBLIGATIONS

- a. Full and in-state only members shall have the following obligations:
 - (1) Abide by the PA State Nurses Association bylaws which are in compliance with the ANA bylaws.
 - (2) Abide by the ANA Code of Ethics for Nurses and applicable ANA bylaws.
 - (3) Fulfill the duties of an office or committee to which the member has been elected or appointed.
 - (4) Fully exhaust all internal remedies and appeals established by the PA State Nurses Association for discipline and other matters prior to seeking any external administrative, judicial or other remedies which might be available at law or equity.
- b. Each member shall be subject to disciplinary action by the PA State Nurses Association in accordance with policies established by the Board of Directors.
- c. Disciplinary action taken by another ANA constituent member against one of its individual CMA/ANA members shall be given full recognition and enforcement provided that such action was taken in accordance with the disciplinary constituent member's bylaws and disciplinary procedure.

SECTION 4. PAYMENT

- a. The PA State Nurses Association shall pay dues to ANA in accordance with the policies adopted by the ANA House of Delegates.

SECTION 5. DUES

- a. Dues increases for full and in-state only members that do not exceed either the average rate of inflation during the past two (2) years, or represent no more than a five percent (5%) increase of the current dues may be recommended and approved by the Board of Directors. Dues increases exceeding these parameters must be recommended by the Board to the membership at the annual meeting for approval;
- b. The Board of Directors has the authority to institute pilot projects for a dues structure for a maximum of two years provided that a 45-day notice has been given to the members and constituent districts and there is compliance with Article II, Section 4. a.
- c. The PA State Nurses Association dues shall be established at each annual meeting upon the recommendation of the Board of Directors;
- d. The annual dues for a member shall include a twelve (12) month period from time of enrollment and shall be delinquent after 30 days;
- e. The annual dues for full and in-state only members shall include the assessment the PA State Nurses Association is obligated to pay the ANA based on any increase in the ANA's assessment and in accordance with the written agreement between the PA State Nurses Association and the ANA for in-state members.
- f. Full members who qualify for one of the following categories may elect to pay 50 percent of the annual dues:
 - (1) Registered nurse students in full-time undergraduate nursing study;
 - (2) Graduates of initial basic nursing programs for the first year of membership, which is initiated within six (6) months following graduation.
 - (3) Members sixty-two (62) years of age or older who are not employed; or
 - (4) Members who are totally disabled.

- g. The annual dues for full members shall include dues established by the member's District Nurses Association.
- h. There shall be no annual dues for life members.
- i.. The PA State Nurses Association shall continue to pay dues to the ANA pursuant to the ANA bylaws and House of Delegates policy until such time as 2/3 of the full members of the CMA vote to disaffiliate from the ANA. PA State Nurses Association membership for these purposes is defined as individual members of the CMA who have rights and privileges of membership as a result of their CMA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.
- j. There shall be no refund for unused portion of dues if full or in-state only membership is discontinued or the member transfers into another constituent member association.
- k. Upon recommendation of the Board of Directors, the voting members may, by two-thirds vote, assess each member in excess of the annual dues. A statement of the purposes and need for such a fund, together with a proposed budget for its expenditure, shall accompany the recommendation.
- l. A full or in-state only member who has paid full dues to one constituent member association may transfer into another constituent member association without payment of additional dues.

ARTICLE III

ORGANIZATIONAL AFFILIATES OF THE PA STATE NURSES ASSOCIATION

SECTION 1. QUALIFICATIONS

An organizational affiliate member of the PA State Nurses Association is an association that:

- a. Is a statewide nursing organization or chapter of a national nursing association that meets criteria established by the PA State Nurses Association: and
- b. Has paid an organizational affiliate fee to the PA State Nurses Association.
- c. Has a mission and purpose harmonious with the purposes and functions of the PA State Nurses Association.
- d. Has a governing body composed of a majority of registered nurses.

SECTION 2. RIGHTS

Each organizational affiliate shall be entitled to:

- a. Access for one representative to the PA State Nurses Association listserv;
- b. Receipt of the Pennsylvania Nurse by one representative;
- c. Has a mission and purpose harmonious with the purposes and functions of the PA State Nurses Association;
- d. Discounts for any affiliate association member on any continuing education provided by the PA State Nurses Association; and
- d. The opportunity to communicate directly with the PA State Nurses Association Board of Directors with any association issues and concerns.

ARTICLE IV

CONSTITUENT DISTRICTS

SECTION 1. PURPOSE

- a. The basic unit of the PA State Nurses Association shall be the constituent district, whose purpose shall be to support and implement the purpose of the PA State Nurses Association at the district level.

- b. Any constituent district which has been or may be organized hereafter, whose bylaws and/or Articles of Incorporation have been approved by a majority vote of the Board of Directors of the PA State Nurses Association, shall be recognized as a district nurses association of Pennsylvania.

SECTION 2. BOUNDARIES

- a. Boundaries of constituent districts shall be clearly defined and recorded by the Board of Directors of the PA State Nurses Association.
- b. Boundaries may be changed by a two-thirds vote of the Board of Directors provided that:
 - (1) Ninety- (90) day notice of the proposed change has been given to each constituent district to be affected; and
 - (2) Each constituent district so affected has approved the proposed change.

SECTION 3. DUTIES

It shall be the duty of each constituent district nurses association of this Association to:

- a. Require that all of its members have the qualifications specified in Article II, Membership, Privileges and Dues.
- b. Submit an annual report to the PA State Nurses Association.
- c. Submit any bylaws revisions to the PA State Nurses Association for audit of conformity.
- d. Send the Secretary of this Association the names and addresses of all officers and members of the Board of Directors of the district nurses association immediately following their election or appointment.
- e. Where districts fail to function as required by district bylaws, the PA State Nurses Association Board of Directors shall appoint interim officers to function for a reasonable period of time to be fixed by the Board of Directors during which the membership shall be invited to participate in formulation of a plan for the future of that constituent district.

SECTION 4. INTERIM GOVERNANCE OF CONSTITUENT DISTRICT BOARD OF DIRECTORS

- a. A constituent district which fails to comply with its district's or these bylaws may be placed under interim governance by a majority vote of the entire membership of the PA State Nurses Association Board of Directors provided that:
 - (1) At least ninety- (90) day's notice of the noncompliance has been given;
 - (2) A statement of the reasons for the proposed action has been sent with this notice; and
 - (3) Upon its request, the constituent district has been granted a hearing and has been given at least thirty- (30) days notice of such a hearing.
- b. The PA State Nurses Association Board of Directors shall appoint interim officers to function for a reasonable period of time to be fixed by the PA State Nurses Association Board of Directors during which the district membership shall be invited to participate in formulation of a plan for the future of that constituent district.
- c. The interim government may be removed by a majority vote of the entire membership of the PA State Nurses Association Board of Directors.

SECTION 5. DISSOLUTION OF DISTRICT

- a. The manner of dissolution of districts shall be as follows:
 - (1) All requests for dissolution by constituent districts must be submitted to the PA State Nurses Association Board of Directors at least ninety- (90) days prior to the intended date of dissolution. The written request must be accompanied by the rationale for such action, any deliberations, and the vote of the constituent district membership. The PA State Nurses Association Board of Directors will submit its decision to the constituent district thirty- (30) days prior to the requested date of intent of dissolution.
 - (2) The PA State Nurses Association Board of Directors shall move to dissolve a constituent district when interim governance has been determined to fail.
 - (3) Members' Rights in accordance with Article III, Section 2, the PA State Nurses Association shall notify members of dissolved constituent districts of realigned

boundaries of existing districts. Members of affected constituent district shall maintain full membership privileges.

- b. Assets
 - (1) Expenditures of monies of constituent districts undergoing dissolution shall be in conformity with the purposes of that district until action by the PA State Nurses Association Board of Directors. If the PA State Nurses Association Board of Directors approves a request for dissolution of constituent districts, all expenditures will cease and remaining monies, after payment of district indebtedness and reasonable administrative costs, shall be forwarded to the PA State Nurses Association to be placed in an escrow account. Escrow account monies will be proportionately dispersed to realigned districts according to the members' choice of a constituent district. All other material assets shall be liquidated within sixty- (60) days and the proceeds forwarded to the PA State Nurses Association.
 - (2) All records of the dissolving constituent district will be forwarded to the PA State Nurses Association headquarters for appropriate reallocation and/or storage.

ARTICLE V OFFICERS

SECTION 1.

The officers of the PA State Nurses Association shall be President, Vice-President, Secretary and Treasurer, all of whom must be full members. They shall be elected by ballot by the membership of the PA State Nurses Association. The President and Vice President shall only be elected by full members.

SECTION 2. TERMS OF OFFICE

- a. The term of office shall be two (2) years commencing at the adjournment of the annual meeting at which the officer was elected or until a successor is declared elected.
- b. No officer shall be eligible to serve more than two (2) consecutive terms in the same office or more than three (3) consecutive terms on the Board of Directors. A member who has served one-half or more of a term in any office shall be deemed to have served that term.

SECTION 3. DUTIES OF OFFICERS

- a. The President of the PA State Nurses Association shall preside over meetings of the PA State Nurses Association, the Board of Directors and the Executive Committee. The President shall:
 - (1) Appoint individuals to special groups to further the work of the PA State Nurses Association not otherwise provided for in these bylaws or in the motion that authorizes them, subject to the approval of the Board of Directors or the Executive Committee;
 - (2) Be the ex-officio member without vote on all elected and appointed bodies of the PA State Nurses Association except the Nominating Committee;
 - (3) Serve as a representative of the PA State Nurses Association at meetings of the Constituent Assembly of the ANA;
 - (4) Serve as delegate to the House of Delegate of the ANA; and
 - (5) Serve as delegate to the Center for American Nurses.
- b. The Vice-President shall:
 - (1) Assume the duties of the President in case of the President's absence or inability to serve;
 - (2) Serve as delegate to the House of Delegates of the ANA;
 - (3) Perform such other duties as may be assigned by the President or by the Board of Directors; and
 - (4) Serve as alternate delegate to the Center for American Nurses in lieu of the President.
- c. The Secretary shall:
 - (1) Keep a record of the proceedings of all meetings of the PA State Nurses Association, the Board of Directors and the Executive Committee;

- (2) Notify officers and members of structural units of their election or appointment;
 - (3) Send notices of meetings of the PA State Nurses Association, the Board of Directors and the Executive Committee;
 - (4) Sign such official correspondence of the PA State Nurses Association as does not properly belong to specific officers or structural units;
 - (5) Send to the secretary of the ANA the names and addresses of the Board of Directors of the PA State Nurses Association immediately after their election;
 - (6) Send to the headquarters office of the ANA complete and up-to-date copies of the bylaws of the PA State Nurses Association within one (1) month after final adoption of amendments. Copies of each new addition of the articles of incorporation and bylaws shall be sent whenever the same are printed;
 - (7) Report at the annual meeting and meetings of the Board of Directors.
- d. The Treasurer shall:
- (1) Be bonded in such an amount as shall be determined by the Board of Directors, the cost of the bond to be paid by the PA State Nurses Association
 - (2) Ensure the receipt and deposit of funds in the name of the PA State Nurses Association in banks designated by the Board of Directors;
 - (3) Present an itemized report of all receipts and expenditures at the annual meeting, at meetings of the Board of Directors, and at such times as may be required by the PA State Nurses Association or the Board of Directors; and
 - (4) Ensure that the financial records are submitted for review annually and an audit biennially and at such other times as may be authorized by the Board of Directors of the PA State Nurses Association; and
 - (5) Report at the annual meeting and meetings of the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. PURPOSE

The Board of Directors, a corporate body composed of elected members, serves as the agent for the PA State Nurses Association.

SECTION 2. MEMBERSHIP

- a. The Officers of the PA State Nurses Association shall be the Officers of the Board of Directors.
- b. Seven (7) Directors shall be elected by ballot by the membership of the PA State Nurses Association. At least five (5) of the Directors must be full members.
 - (1) The term of office shall be two (2) years commencing at the adjournment of the annual meeting at which the director was elected or until a successor is declared elected. No director shall be eligible to serve more than two (2) consecutive terms in the same office or more than three (3) consecutive terms on the Board of Directors. A member who has served one-half or more of a term in any office shall be deemed to have served that term.

SECTION 3. VACANCIES

- a. In case of vacancy in the office of President, the Vice-President shall become President. Vacancy in the offices of Vice-President, Secretary or Treasurer shall be filled by the Board of Directors by appointment from among the eligible full members of the Board of Directors for the unexpired term. A vacancy in the Office of Director shall be filled by appointment of the Board of Directors for the remainder of the unexpired term to maintain membership as per Article VI. Section 2. b..

SECTION 4. DELEGATED POWERS AND DUTIES

a. Delegated Powers

The Board of Directors shall have the authority over the business of the PA State Nurses Association except as otherwise stated in these Bylaws and except that of modifying any action taken by the voting members. It shall perform the duties prescribed by these bylaws and such others as may be delegated to it by the voting members.

b. Duties

- (1) Assure the implementation of the purpose of the PA State Nurses Association;
- (2) Provide for the maintenance of the PA State Nurses Association office;
- (3) Assign the PA State Nurses Association funds for the payment of legitimate expenses;
- (4) Provide for the annual auditing of all records of account by a certified public accountant;
- (5) Appoint, define the job description, negotiate the employment contract and provide for an annual performance evaluation of the Chief Executive Officer;
- (6) Determine the officers and employees to be bonded and provide such bonds;
- (7) Maintain official membership in the ANA;
- (8) Approve the fiscal year budget;
- (9) Present a financial report to the voting members at the annual meeting of the PA State Nurses Association.
- (10) Make decisions regarding income, investments and expenditure of funds.
- (11) Submit to the governor the names of qualified candidates to serve on the Pennsylvania State Board of Nursing in accordance with "The Professional Nursing Law" of the Commonwealth of Pennsylvania;
- (12) Initiate and terminate councils as may be necessary to carry out the purposes of the organization;
- (13) Require that each cabinet submit a report, at least annually, that will demonstrate accountability for programs and activities mandated by the stated functions of each cabinet in the bylaws;
- (14) Report its activities at the annual meeting of the PA State Nurses Association;
- (15) Promote affirmative action throughout all facets of the Association;
- (16) Establish and implement policies for the discipline of members, designate Hearing Committees and act on appeals from disciplinary actions; and
- (17) Adopt and carry out procedures for the appointment of interim governance and the establishment, approval, administration and termination of interim governance over districts when authorized in accordance with the PA State Nurses Association Bylaws.

SECTION 5. STANDING COMMITTEES OF THE BOARD

a. Executive Committee shall:

- (1) Be the President, Vice President, Secretary and Treasurer and one (1) elected member of the Board of Directors;
- (2) Have all the powers of the Board of Directors to transact business of an emergency nature between the Board of Directors meetings or perform other specific duties as the Board of Directors may request providing that all actions shall be within the delegated powers of the Executive Committee and do not modify or conflict with actions taken by the Board of Directors;
- (3) Meet at the call of the President or upon the written request of two (2) of its members; and
- (4) Report in full all of its transactions at the next regularly scheduled meeting of the Board of Directors.

b. The Bylaws Committee shall:

- (1) Consist of at least three (3) members of which two (2) are full members of the PA State Nurses Association appointed by the President with the approval of the Board of Directors;
- (2) Receive or initiate proposed amendments to the bylaws of the PA State Nurses Association;
- (3) Present proposed bylaws amendments or revisions to the ANA for approval of conformity;

- (4) Review Model District Bylaws annually for conformity with the PA State Nurses Association Bylaws and revise and promulgate as needed;
- (5) Review constituent districts' bylaws every five years for conformity with the PA State Nurses Association Bylaws; and
- (6) Report its recommendations to the Board of Directors.
- c. The Investment Committee shall consist of:
 - (1) The treasurer, who serves as Chair of the committee; and
 - (2) Two (2) members of the Board of Directors and one (1) member of the PA State Nurses Association at-large appointed by the President with the approval of the Board of Directors.
- d. Special Committees
The Board may create and appoint special committees from time to time, as necessary.

ARTICLE VII

CABINET

SECTION 1. DELEGATED AUTHORITY AND POWERS

The Cabinet shall have delegated powers as granted to them by these Bylaws. The Cabinet is account able to the PA State Nurses Association Board of Directors and shall bring all recommendations, which are not specifically delegated to them by these Bylaws, to the Board of Directors for approval.

SECTION 2. CABINET ON NURSING PRACTICE AND PROFESSIONAL DEVELOPMENT

- a. Purpose
The purpose of the Cabinet on Nursing Practice and Professional Development shall be to develop and implement a program of activity to promote quality nursing care by promoting the ANA standards and the ANA Code of Ethics for Nurses and to promote the professional development of nurses.
- b. Membership
The Cabinet shall consist of nine (9) members.
 - (1) Three (3) members shall be elected in the even years for a two (2) year term by the voting members. Two (2) members shall be elected in the odd years for a two (2) year term.
 - (2) Two (2) members shall be appointed each year for a two (2) year term by the President with the approval of the Board of Directors.
 - (3) No member shall be appointed or elected to serve more than two (2) consecutive terms.
 - (4) The chairperson shall be appointed by the President with the approval of the Board of Directors.
 - (5) At least six (6) members shall be full members.
- c. Duties
The Cabinet shall:
 - (1) Develop and implement programs which identify, clarify or resolve issues affecting nursing care and delivery;
 - (2) Plan and implement strategies to support continuing growth in leadership and career advancement for the PA State Nurses Association members and professional nurses.
 - (3) Gather and organize research data for dissemination to membership;
 - (4) Review and make recommendations to the Board of Directors concerning current and pending legislation;
 - (5) Identify health care issues and recommend introduction of legislation to the Board;
 - (6) Recommend mechanisms to meet the demonstrated needs of members, which are directly related to the purpose of the Cabinet within the guidelines determined by the Board of Directors;
 - (7) Recommend the initiation and termination of councils as necessary to carry out the duties and purpose of the Cabinet;

- (8) Submit an annual budget to the Board of Directors;
- (9) Evaluate its activities and programs in relation to its duties and purpose and report the conclusions to the Board of Directors; and
- (10) Report to the membership at the annual meeting.

ARTICLE VIII

NOMINATING COMMITTEE

SECTION 1. PURPOSE

The Nominating Committee shall be a standing committee of the PA State Nurses Association, accountable directly to the membership.

SECTION 2. MEMBERSHIP

- a. Consists of three (3) full members elected annually by the voting members for a one (1) year term. The candidate receiving the largest number of votes shall be chairperson of the Nominating Committee.
- b. No member, either elected or appointed, may serve two (2) consecutive terms. No constituent districts may be represented on the Nominating Committee for two (2) consecutive terms, nor have more than one (1) member serving on or nominated for the committee at the same time.
- c. Vacancies on the committee shall be filled by the Board of Directors.

SECTION 3. DUTIES

The Nominating Committee shall:

- a. Publish a list of incumbent officers, directors, cabinet members, and nominating committee members, with their respective constituent districts, and a statement as to which are eligible for reelection.
- b. Establish and publicize the deadline for submission of suggested nominations and consent-to-serve forms.
- c. Solicit and receive suggestions from all elected and appointed bodies and individual members. All suggestions for nominees must be accompanied by a written consent-to-serve.
- d. Prepare a slate of candidates for each office to be filled at the next election. The slate shall consist of one (1) or more candidates for each office.
- e. Report the slate of candidates stating the number elected to each office. The committee shall include on the slate of candidates the following: the Officers of the PA State Nurses Association and members of the Board of Directors, the Nominating Committee, the Cabinet on Nursing Practice and Professional Development. On a biennial basis, the slate shall include the candidates for ANA delegate, alternates and the Center for American Nurses delegate. The slate for the year preceding the ANA convention may include at least double the number of nominees for delegates as allocated by the ANA for that year.
- f. Publish the report of the Nominating Committee at least thirty- (30) days preceding the annual meeting.
- g. Present its report at the first business session of the annual meeting.

SECTION 4. ELECTIONS

- a. Method of Voting
 - (1) Elections shall be conducted by secret ballot in a manner recommended by the Board of Directors and determined by the voting members.
 - (2) Whenever the voting members shall determine by majority vote to change the manner of election, except for election by ballot, such change shall be first effective in the election conducted in the following year.
 - (3) Electronic balloting if it preserves the integrity of the ballot and is not accessed for purpose of identifying how a member voted.

- b. The PA State Nurses Association Officers, Directors and Cabinet/Committee members shall be elected in the following sequence:
 - The President and Delegate to the ANA and the Center for American Nurses, Vice-President and Delegate to the ANA as listed specifically on the ballot. The ballot will clearly state that the individual is simultaneously elected President/Delegate to the ANA and the Center for American Nurses and Vice President/Delegate to the ANA. The President and Vice-President shall be elected in even years. In-state only members may not vote for President and Vice President (as these are also ANA delegates). Four (4) Directors, three (3) members each of the Nursing Practice and Professional Development Cabinets, three (3) members of the Nominating Committee shall be elected in the even years. The Secretary, Treasurer, three (3) Directors and two (2) members each of the Nursing Practice and the Professional Development Cabinets and three (3) members of the Nominating Committee shall be elected in the odd years.
- c. ANA delegates shall be elected from among the individual full members of the PA State Nurses Association for a two (2) year term or until a successor is elected in the following manner:
 - (1) To serve as a delegate, a member shall be required to hold full membership in the PA State Nurses Association and meet eligibility requirements as established by the ANA.
 - (2) The President and the Vice-President shall be elected to serve as delegates to the ANA's House of Delegates and special meetings held during their term of office. These two (2) delegate positions shall be counted among the total number of delegates as determined by the ANA.
 - (3) Delegates and alternate delegates shall be elected by plurality vote, the candidates receiving the highest number of votes being declared elected. In case of a tie, the delegate shall be determined by lot. The person receiving the highest number of votes shall be the delegate-at-large.
 - (4) The remainder of nominees, in order of the number of votes received, shall be elected as alternate delegates.
 - (5) Should a board member be appointed Vice President to fill a vacancy, that person may serve as a delegate only if also elected as an ANA delegate.
- d. A Center for American Nurses delegate shall be elected from among the individual members of the PA State Nurses Association for a two- (2) year term or until a successor is elected in the following manner:
 - (1) To serve as a delegate, a member shall be required to hold full membership in the PA State Nurses Association and meet eligibility requirements as established by the ANA.
 - (2) The president shall be elected to serve as delegate to the Center for American Nurses' Governing Council and special meetings held during their term of office. The Vice-President shall serve as an alternate delegate to the President. This delegate position shall be counted among the total number of delegates so determined by ANA.
 - (3) An additional delegate shall be elected by plurality vote. The nominee receiving the highest number of votes being declared elected. In case of a tie, the delegate shall be elected by lot.
 - (4) The remainder of nominees, in order of the number of votes received, shall be elected as alternate delegates to the elected delegate.
 - (5) Should a Board member be appointed Vice President to fill a vacancy, that person may not serve as the Center for American Nurses delegate in lieu of the president.

ARTICLE IX

ABSENCES FROM MEETINGS

Section 1. Absences

Absence from two (2) regularly scheduled consecutive meetings of any elected or appointed body of the PA State Nurses Association, shall result in forfeiture of the right to continue to serve and shall create a vacancy to be filled by the Board of Directors.

ARTICLE X MEETINGS

SECTION 1. ANNUAL MEETING

The PA State Nurses Association shall hold an annual meeting of its membership at such time and place as may be determined by the Board of Directors for the purpose of:

- a. Hearing the reports of the Board and its Committees, Cabinet, and the Nominating Committee;
- b. Reporting of election results;
- d. Amending bylaws;
- e. Developing direction and policies for referral to the Board of Directors; and
- f. Reviewing and approving organizational goals and activities (business plan) proposed for the upcoming year.

SECTION 2. SPECIAL MEETINGS

Special meetings of the PA State Nurses Association may be called by the Board of Directors and will be called by the president upon written request of the majority of constituent districts. The business to be transacted shall be limited to that stated in the call for the meeting, which may include amending bylaws or determining dues.

SECTION 3. NOTICE

Notices of all meetings of the PA State Nurses Association shall be sent to the President, to the Secretary of each constituent district and to each member of the PA State Nurses Association. The time, place and purpose of the meeting shall be stated in the official notice.

- a. Notices of the annual meeting shall be sent at least one (1) month before the first day of the annual meeting.
- b. Notices of a special meeting shall be sent at least fifteen (15) days before the first day of the meeting.

SECTION 4. VOTING MEMBERS

- a. Voting members at any regular or special meeting of the PA State Nurses Association, shall be members of the Board of Directors and members of the PA State Nurses Association who are present and registered.
- b. Guests may attend meetings of the PA State Nurses Association by invitation of the Board of Directors.

SECTION 5. QUORUM

- a. Three (3) members of the Board of Directors, two (2) of whom shall be officers of the PA State Nurses Association, and at least one (1) member from a majority of the constituent districts shall constitute a quorum at any annual or special meetings of the PA State Nurses Association.
- b. A majority of members, including at least one (1) officer, shall constitute a quorum of the Board of Directors.
- c. A majority of members shall constitute a quorum of the cabinet, all committees, standing or special, whether elected or appointed.

SECTION 6. ORDER OF BUSINESS

The order of business at each annual meeting of the PA State Nurses Association shall be prepared in accordance with accepted parliamentary practice and shall be adopted at the beginning of the annual meeting.

ARTICLE XI INDEMNIFICATION

SECTION 1. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The PA State Nurses Association shall indemnify any director or officer, and may indemnify any other person, for the expenses incurred by, or to satisfy a judgment or fine rendered or levied against, or to satisfy amounts paid in settlement actually and reasonably incurred by such person, or heirs, executors and administrators of such person, to impose a liability or penalty on such person for an act or failure to act in any threatened, pending or completed action, suit or proceeding involves such person by reason of the fact that such person is or was a director, officer, employee or agent of the PA State Nurses Association. Such indemnification shall not be made in any case when the act or failure to act, giving rise to the claim for indemnification, is determined by a court to have constituted willful misconduct or recklessness.

SECTION 2. PERSONAL LIABILITY OF DIRECTORS

A member of the Board of Directors shall not be personally liable for monetary damages as such for any action taken, or any failure to take action unless:

- a. The Director has breached or failed to perform the duties of office in good faith, in a manner reasonably agreed to be in the best interests of the PA State Nurses Association and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances; and
- b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

SECTION 3. PERSONAL LIABILITY OF DIRECTORS

The provisions of this Section 2 shall not apply to the responsibility or liability of the director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or federal law.

SECTION 4. CREATION OF INDEMNIFICATION FUND

The Board of Directors shall be authorized to create a fund of any nature, which may be, but need not be, under the control of a Trustee, or otherwise secure or insure in any manner the indemnification obligations of the PA State Nurses Association.

SECTION 5. PAYMENT OF EXPENSES

Expenses incurred by any officer, director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the PA State Nurses Association advance of the final disposition of said action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the PA State Nurses Association.

ARTICLE XII FISCAL YEAR

The fiscal year of the PA State Nurses Association shall be July 1 through June 30.

ARTICLE XIII OFFICIAL SEAL

The official seal shall be circular with a double line border. The words **Pennsylvania State Nurses Association** shall be inscribed around the top of the outer edge with the word **Pennsylvania** inscribed at the bottom. The word **Incorporated** shall be inscribed around the center of the seal against the top of the inner border. The date 1903 shall be inscribed in the center.

ARTICLE XIV OFFICIAL PUBLICATION

The Pennsylvania Nurse shall be the official publication of the PA State Nurses Association. Notices shall be published as required by these bylaws and such publication shall constitute official notice.

ARTICLE XV PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, latest edition shall govern the PA State Nurses Association by 99 percent of those present and voting.

ARTICLE XVI AMENDMENTS AND REVISIONS

SECTION 1. CONDITIONS WITH NOTICE

These bylaws may be amended by a two-thirds (2/3) vote at any regular or special meeting of the PA State Nurses Association provided that the proposed amendment has been approved by the Board of Directors, that it has either been published in the official publication or has been distributed to officers and members at least thirty (30) days prior to the meeting.

SECTION 2. CONDITIONS WITHOUT NOTICE

These bylaws may be amended without previous notice at any meeting of the PA State Nurses Association by 99 percent of those present and voting.

SECTION 3. IMPLEMENTATION

Unless otherwise ordered by the voting members, or in the motion to adopt, an amendment to these bylaws shall become effective at the close of the meeting at which it was adopted.

Bylaws

PA STATE NURSES ASSOCIATION

Organized as

Graduate Nurses' Association of the State of Pennsylvania — October 5, 1903

Incorporated as

Graduate Nurses' Association of the State of Pennsylvania — June 15, 1904

Re-incorporated as

The Pennsylvania State Nurses' Association — December 15, 1930

Name amended in charter to

Pennsylvania Nurses Association — December 1954

Total bylaws revision

November 1954

Bylaws as amended to

January 1964	January 1974
September 1967	January 1976
January 1970	January 1977
January 1973	January 1978

Total bylaws revision

October 1980

Bylaws as amended to

November 1983	October 1997
November 1986	April 1998 (<i>Effective July 1, 1998</i>)
November 1988	October 2000
November 1989	September 2001
November 1990	October 2002
November 1992	October 2003
November 1994	October 2004
November 1995	September 2005
October 1996	October 2008
	October 2009

Name amended to

Pennsylvania State Nurses Association
July 1, 1998



Advancing • Protecting • Improving

2578 Interstate Drive, Suite 101 – Harrisburg, PA 17110
717-657-1222 ♦ 1-888-707-7762 ♦ Fax: 717-657-3796

www.panurses.org ♦ Email: panurses@panurses.org