

TENNESSEE NURSES ASSOCIATION
DISTRICT 1
BYLAWS

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ARTICLE I
Name, Purpose, and Function

Section 1. Name

The name of this association shall be the Tennessee Nurses' Association, District 1 hereinafter referred to as TNA, District 1 which shall comprise such territory as the Board of Directors of TNA shall designate.

Section 2. Purpose

- a) The purpose of TNA, District 1 shall be to:
 - 1) Work for the improvement of health standards and the availability of health care services for all people and
 - 2) Foster high standards of nursing practice, and
 - 3) Promote the professional and educational development and economic advancement of all nurses.
- b) These purposes shall be unrestricted by consideration of nationality, race, creed, lifestyle, color, sexual orientation, disability, gender, religion, health status, or age.

Section 3. Functions

- a) The functions of TNA, District 1 shall be to:
 - 1) Promote standards of nursing practice, nursing education, nursing administration and nursing research,
 - 2) Promote adherence to the Code for Nurses established by the American Nurses Association,
 - 3) Promote the legislative program of the American Nurses' Association and the Tennessee Nurses' Association and to speak for nurses in regard to legislative action,
 - 4) Support the American Nurses' Association 's effort to promote and protect the economic and general welfare of nurses,
 - 5) Provide for the continuing professional development of practitioners, through programs and workshops,
 - 6) Represent nurses and serve as their spokesman with allied professional, community and governmental groups and with the public,
 - 7) Provide for representation in the Tennessee Nurses' Association House of Delegates,
 - 8) Promote relationships with the Tennessee Association of Student Nurses, District 1,
 - 9) Promote research and encourage the dissemination and utilization of new knowledge as a basis for nursing practice.
 - 10) Assume an active role as consumer advocate in matters pertaining to health and health care delivery,
 - 11) Provide for the collection and preservation of documents and other materials which have contributed and continue to contribute to the historical and cultural development of nursing in District 1.
 - 12) Maintain communication with members via the internet at www.tnaonline.org then to District 1 webpage.

ARTICLE II **Membership**

Section 1. Composition

TNA, District 1 shall consist of members who meet the qualifications and responsibilities as specified in these Bylaws.

Section 2. Qualifications

- a) A member is one:
 - 1) Who has been granted license to practice as a registered nurse in at least one state, territory, possession, or the District of Columbia of the United States and who does not have a license under suspension or revocation in any state or,
 - 2) Whose application for membership has been accepted in accordance with TNA policy, and
 - 3) Whose dues are paid, and
 - 4) Whose membership is not under revocation for violation of the ANA "*Code of Ethics for Nurses*" or these Bylaws.
- b) Renewal of membership shall be contingent upon having been granted R.N. licensure and payment of dues.
- c) Membership shall be unrestricted by nationality, race, creed, lifestyle, color, sex, age, religion, or handicap.

Section 3. Membership Rights and Obligations

- a) Each member shall be entitled to:
 - 1) All privileges of membership in TNA, District 1,
 - 2) Be a candidate for elective and appointive positions in TNA and TNA District 1 in accordance with these Bylaws,
 - 3) Participate in nominations and elections in accordance with these Bylaws and with association policies,
 - 4) Attend the meetings of the district, TNA and TNA house of Delegates, ANA Convention, Congress of International council of Nurses and other unrestricted activities of the district and state,
 - 5) Hold membership in TNA Councils in accordance with the provisions of TNA Bylaws,
 - 6) A notice of a fair hearing before any disciplinary action is taken, and
 - 7) Other rights as provided under common parliamentary and statutory law.
- b) Each member has the obligation to:
 - 1) Abide by the ANA "*Code of Ethics for Nurses*",
 - 2) Pay dues in accordance with adopted policies,
 - 3) Abide by these Bylaws and those of TNA.

Section 4. Disciplinary Action

- a) Cause of disciplinary action against a member shall be limited to violations of:
 - 1) The purpose, functions and Bylaws of TNA, District 1 and TNA, and
 - 2) The ANA "*Code of Ethics for Nurses*."

- b) Disciplinary action shall be conducted in accordance with TNA, District 1 and TNA policies and procedures.
- c) Appeals may be made by the member in accordance with TNA, District 1 and TNA policies and procedures.

ARTICLE III

Dues

Section 1. Amount and Payment of Dues

- a) The amount of District 1 dues is established by the TNA House of Delegates in accordance with TNA Bylaws and policies and procedures.
- b) Payment of dues shall be in accordance with association policies.

Section 2. Notification of Change and Vote

- a) Members shall be notified in writing of any proposal to change the dues at least 30 days prior to the meeting of the TNA House of Delegates at which the proposal is to be voted upon.
- b) The District 1 delegates to the TNA House of Delegates are entitled to vote on the proposal.

ARTICLE IV

Meetings and Representation at Meetings

Section 1. Regular Meetings

- a) Regular meetings of TNA, District 1 shall be held from September through June at the date, time and place decided upon by the District Association.
- b) An annual meeting shall be held at the date, time and place decided upon by the Board of Directors of District 1.

Section 1. Special Meetings

- a) The President of the District 1 may call a special meeting of the membership upon majority vote of the Board of Directors, or, upon written request of ten (10) members of the District

Section 3. Voting and District Meetings

- a) The voting body at any annual or special meeting for District 1 shall consist of the members who are in attendance. All members shall be entitled to one vote on all matters coming before the meeting. A majority vote of the members present shall constitute the adoption of any motion except where a two-thirds vote or a special percent of votes is required.

Section 4. Representation at State Meetings

- a) The TNA, District 1, is entitled to representation at Annual Conventions or special meeting of the Tennessee Nurses' Association by delegates elected by the membership. All delegates and alternate delegates shall be elected by secret ballot for one (1) YEAR.

Each delegate is entitled to one vote on all matters coming before the House of Delegates of TNA.

ARTICLE V **Nominations and Elections**

Section 1. Nominations

- a) Candidates for TNA, District 1 office and TNA Delegate shall meet established qualifications and shall consent to serve if elected.
- b) Members shall be eligible for only one elected office at any one time.
- c) Members elected to office may also be elected as delegates to TNA Convention.
- d) A member who meets established qualifications for an elective office may declare as a candidate in writing to District 1, Chair of Nominating Committee no later than thirty (30) days prior to providing the slate to the membership.
- e) The slate of candidates shall be made available to the membership at least thirty (30) days prior to the annual meeting.

Section 2. Elections

- a) An annual election shall be held each year prior to the TNA Convention.
- b) All elections shall be by secret ballot and shall comply with adopted policies and procedures.
- c) The ballot shall be made available to each member at least thirty (30) days prior to the annual meeting.
- d) The president of TNA, District 1 shall appoint tellers.
- e) Returned ballots shall constitute an election.
- f) A plurality vote of those voting shall determine election to office. The two (2) or three (3) nominees for directors and the three (3) nominees for Nominating Committee who receive the highest number of votes shall be declared elected. In case of a tie, the choice shall be decided by lot.
- g) The results of the election shall be announced at the annual meeting.
- h) The term of office shall begin at the adjournment of the annual meeting.

Section 3. Challenges

- a) Any challenge to an election must be filed in writing with the District 1 secretary within thirty (30) days following the annual meeting.

Section 4. Removal of Elected Officials

- a) Any elected official may be removed by vote of the members whenever such action is deemed to be in the best interest of the association, or for other just cause. An election for removal of an elected official shall be held when called for by a two-thirds (2/3) vote of the Board of Directors, or upon written request of a majority of District 1 members. Removal of an elected official requires a two-thirds (2/3) vote of those voting.

ARTICLE VI
Board of Directors

Section 1. Definitions

- a) The Board of Directors is composed of the officers and directors elected by the membership.

Section 2. Composition

- a) There shall be five (5) officers: president, president-elect, vice-president, secretary, and treasurer.
- b) There shall be five (5) directors.
- c) The immediate past president shall serve as an ex-officio member.

Section 3. Authority

- a) The Board of Directors shall have the duty, power, and authority to act for the membership between meetings, and other duties and powers as defined by these Bylaws.

Section 4. Accountability

- a) The Board of Directors shall report and be accountable to the membership of District 1.

Section 5. Responsibilities

- a) The Board of Directors shall:
 - 1) Exercise the responsibility and fiduciary duties of the association,
 - 2) Provide for implementation of association policies, positions, and programs approved by District 1 membership,
 - 3) Establish policies and procedures for transaction of business and coordination of association activities,
 - 4) Establish financial policies and procedures, adopt the budget, submit all books annually to a certified public accountant for audit, and present an annual financial statement to the membership,
 - 5) Establish standing and special committees of the board as deemed necessary for the performance of its duties, and define the purpose and authority of such committees,
 - 6) Make appointments and fill vacancies as delegated to the board in these Bylaws,
 - 7) Establish relationships and collaboration with the local chapters of the Tennessee Association of Student Nurses,
 - 8) Provide for the election of TNA Delegates according to established TNA policies and procedures,
 - 9) Assume other duties as may be provided for elsewhere in these Bylaws,
 - 10) Represent TNA, District 1 at meetings of other professional groups.

Section 6. Meetings

- a) The Board of Directors shall have a least five (5) meetings annually at a time and place determined by the Board of Directors. Special meetings may be called by the President, or upon request of at least four (4) members of the Board. Members of the Board shall be notified at least two (2) days prior to special meetings.

Section 7. Term of Office

- a) The president-elect, treasurer, and two (2) directors are elected in odd numbered years. The vice-president, secretary and three (3) directors are elected in even numbered years.
- b) All officers and directors shall serve a two (2) year term or until their successors are elected. The president-elect shall succeed to the presidency for a term of two (2) years.
- c) Three (3) members of the Nominating Committee shall be elected to serve a one-year term. The member receiving the highest number of votes shall serve as chairman of the committee.
- d) Terms of officers shall commence at the adjournment of the annual meeting. Each officer shall hold office until the adjournment of the annual meeting at which the election of his/her successor has been announced.
- e) No officer or director shall serve more than two (2) consecutive terms in the same office or more than eight (8) consecutive years on the Board of Directors.
- f) An officer or director who has served twelve (12) months or more shall be considered to have served a full term.

Section 8. Absence

- a) Absence from two (2) consecutive meetings of the Board of Directors shall be cause for declaring a vacancy in the board position. Such vacancy shall be determined by a majority of the board.

Section 9. Vacancies

- a) In the event of a vacancy:
 - 1) In the office of the president, the president-elect shall complete the unexpired term of the president and shall continue in office as president during the term to which she/he would have succeeded the president.
 - 2) In the office of president-elect, the vice president shall serve until a successor has been qualified and elected.
 - 3) In the office of vice-president, secretary or treasurer, the Board shall appoint a successor to serve throughout the balance of the expired term or until a successor has been qualified and elected

Section 10. Duties

- a) Officers of District 1 shall perform the duties usually performed by such officers and such duties as specified in these Bylaws and designated by the Board of Directors of this District. The officers shall constitute the Executive Committee of the Board of Directors.
- b) President. The President shall be chairman of the Board of Directors and the Executive Committee.

In addition the president shall:

 - 1) Preside at all meetings of District 1.
 - 2) Serve as an ex-officio member of all committees except the Nominating Committee.
 - 3) Serve as a member of the TNA Board of Directors for two (2) consecutive years. If the President is unable to attend a meeting, the President-elect or Vice-president will attend as an alternate with full voice and vote.
 - 4) Serve as delegate-at-large to the TNA convention and acts as chair of the delegation.

- 5) Upon completing a term in the office of president, shall serve as the Immediate Past President of the Board of Directors with full voice and vote until replaced by his/her successor.
- c) President-elect.
 - 1) Serve as parliamentarian
 - 2) Perform duties incident to the office of the president-elect and that may be assigned by the Board of Directors.
 - 3) Perform duties of the President during the President's absence or inability to act.
- d) Vice-President.
 - 1) Serve as chair of the Continuing Education Committee
 - 2) Perform such duties as may be assigned by the Board of Directors.
- e) Secretary.

The secretary shall:

 - 1) Keep minutes of all meetings of District 1, the Executive Committee and the Board of Directors.
 - 2) Conduct the general correspondence of District 1 and the Board of Directors.
 - 3) Send notice of the time and place of all meetings.
- f) Treasurer:

The treasurer shall:

 - 1) Receive and have charge of all funds of District 1, deposit such funds in a bank designated by the Board of Directors, and provide for the expenditures of such funds.
 - 2) Serve as chairman of the Finance Committee and report to the Board of Directors the financial standing of District 1 whenever requested to do so and make a full report to the membership at each annual meeting.
 - 3) Arrange for the audit of TNA, District 1 financial records by an auditor authorized by the Board of Directors. This audit shall occur at the end of the fiscal year. Copies of this audit will be made available to the Board of Directors and made available to the member of District 1.
 - 4) Submit an annual report to the Tennessee Nurses Association office by March 1.
- g) Executive Committee

There shall be an Executive Committee of the Board of Directors composed of the president, president-elect, vice-president, secretary, and treasurer of District 1. This Committee shall have all the powers of the Board of Directors to transact business of an emergency nature between Board meetings. All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors.

ARTICLE VII

Standing Committees

Section 1. Definitions

- a) There shall be seven (7) Standing Committees of TNA, District 1:
 - 1) Bylaws
 - 2) Continuing Education
 - 3) Finance and Administration
 - 4) Membership Promotion
 - 5) Nominating

- 6) Nursing Practice and Health Policy
- 7) School Health

Section 2. Composition

- a) A standing committee shall be composed of at least five (5) members.
- b) All standing committees, with the exception of the Nominating Committee, shall be appointed by the Board of Directors.
- c) Members of the Nominating Committee shall serve 1 two-year term. Two members shall be elected in even years and three members in odd years. The Nominating Committee members shall have five (5) members. The nominee receiving the highest number of votes shall be declared chair.

Section 3. Term of Office

- a) Members of standing committees, except the Nominating Committee, shall serve a two (2) year term or until a successor is appointed.
- b) Members of a standing committee may serve no more than two (2) consecutive terms.

Section 4. Accountability

- a) Standing committees shall assume such duties as are assigned by the Board of Directors and those specified in these Bylaws.
- b) Standing committees shall be accountable to the Board of Directors.
- c) Written reports of committee activities shall be submitted to the Board of Directors.

Section 5. Vacancies

- a) A vacancy on a standing committee, except the Nominating Committee, shall be filled by appointment by the Board of Directors.
- b) A vacancy on the Nominating Committee shall be filled by an elected alternate.

Section 6. Absences

- a) Absence of a member without good cause from three (3) meetings of a standing committee shall be cause for declaring a vacancy in that position. Such vacancy shall be determined by a majority of the Board of Directors.

Section 7. Sub-Committees

- a) Standing Committees shall have the authority to sub-divide into committees to accomplish their tasks.

Section 8. Ad Hoc Committees

- a) Ad hoc committees shall be appointed by the Board of Directors to accomplish tasks not covered by a standing committee.
- b) Composition, accountability, and length of appointment for each ad hoc committee shall be determined by the Board of Directors.

Section 9. Responsibilities

- a) The Committee on Bylaws shall:

- 1) Interpret these Bylaws,
 - 2) Receive and prepare proposed amendments to these Bylaws, secure opinion from TNA Committee on Bylaws, report to the Board of Director and submit to membership for vote.
 - 3) Abide by provisions for amendments in these Bylaws.
 - 4) Review these Bylaws annually.
- b) The Committee on Continuing Education shall:
- 1) Develop plans for the general program meetings to be held throughout the year,
 - 2) Assist TNA with arrangements when annual convention is held in District 1,
 - 3) Submit tentative budget for program expenses to the Board of Directors,
 - 4) Promote programs of continuing education for membership and the community of nurses,
 - 5) Obtain continuing education credits for all programs, when possible.
- c) The Committee on Finance shall:
- 1) Prepare the annual budget,
 - 2) Advise as to expenditure of funds,
 - 3) Assist in formulating policies and advise as to expenditures in relation to any and all special funds established by District 1.
- d) The Committee on Membership Promotion shall:
- 1) Study and evaluate matters pertaining to membership promotion,
 - 2) develop and implement plans to retaining and increasing membership,
 - 3) Plan and conduct a continuing program of membership promotion.
- e) The Committee on Nominations shall:
- 1) Request the names of candidates for elective office,
 - 2) Prepare a slate of nominees and present to the Board of Directors at least sixty (60) days prior to the annual meeting.
 - 3) Implement the policies and procedures for nominations and elections as established by the Board of Directors.
 - 4) Assume other responsibilities for nominations as provided for in these Bylaws.
- f) The Committee on Nursing Practice and Health Policy shall:
- 1) Respond to concerns of practice from individual nurses and related groups,
 - 2) Support and assist in implementation of the standards of nursing practice developed by ANA through dissemination of these standards to the nursing community.
 - 3) Analyze and report to the Board of Directors any emerging trends and issues in nursing practice.
 - 4) Study the needs for legislative action,
 - 5) Study proposed federal, state and local legislation for its implications for nurses, nursing and health,
 - 6) Advise the Board of Directors on legislative matters,
 - 7) Assume such duties as shall be assigned to it by the Board of Directors.
- g) The Committee on School Health shall:
- 1) Promote and support professional development, education, and practice of school nurses;
 - 2) Address and respond to practice issues and legislation related to school health;

- 3) Encourage the implementation of national standards and research findings in the practice of school nursing; and
- 4) Maintain channels of communication with other school health organizations.

ARTICLE VIII
Quorum

Section 1. Business Meetings of the Membership

- a) Two (2) officers, one of whom shall be the president or vice-president, and twenty (20) members shall constitute a quorum for the transaction of business at any meeting of District 1.

Section 2. Board of Director's Meeting

- a) A majority of the Board of Directors, one of whom shall be the president or vice-president, shall constitute a quorum at any meeting of the Board of Directors.
- b) Business can be conducted electronically if necessary.

Section 3. Committee Meetings

- a) Majority of any standing or special committee shall constitute a quorum.

ARTICLE IX
Fiscal Year

The fiscal year of TNA, District 1 shall be January 1 through December 31.

ARTICLE X
Official Publication

The TNA, District 1 website located on the tnaonline.org webpage shall be the official publication of District 1.

ARTICLE XI
Parliamentary Authority

The rules contained in the current Robert's Rules of Order Revised shall govern meetings of District 1 in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII
Amendments

Section 1. Amendments with Previous Notice

These Bylaws may be amended at any annual or regular meeting by two-thirds vote of the members present and voting, provided the proposed amendments have been made available to all members at least two (2) weeks previous to the meeting.

Section 2. Amendments without Previous Notice

These Bylaws may be amended without previous notice at any annual meeting or regular meeting by a ninety-nine percent (99%) vote of all members present and voting.

Adopted: September 25th, 2005