

# TNA Bylaws

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As Amended October 17, 2009  
As Amended October 30, 2012  
As Amended October 19, 2013  
As Amended October 30, 2016

## Certificate of Incorporation As Amended in 1956

Be it known, that we, the undersigned are residents of Tennessee, desiring to avail ourselves of the provisions of the laws of the State of Tennessee relating to the creation of corporations for the general welfare, do hereby certify as follows:

1. The name or title by which this Society shall be known is the Tennessee Nurses Association.
2. The term for which it is organized shall be perpetual.
3. The objects of this Association shall be
  - a) to promote the professional and educational advancement of nurses;
  - b) to further all means to elevate the standards and quality of nursing service;
  - c) to promote, encourage, and engage in any and all lawful activities designed to bring about an improvement in the social and economic status of members of the nursing profession;
  - d) to cooperate with the American Nurses Association as a constituent; and
  - e) to do any and all things necessary and incidental to the above purposes, to the end that better nursing service is provided for all people and the general welfare of nurses is elevated.

In witness whereof, Nancy Rice, Georgia Holmes, Dorothy Ebbs, Hazel Lee Goff, Aurelia Potts, residents of Tennessee, have hereunto set our hands and seals this the 14th day of November, 1932.

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**ARTICLE I**  
**Name, Mission, Purposes and Functions**

**Section 1. Name**

The name of this association shall be the Tennessee Nurses Association, hereinafter referred to as TNA.

**Section 2. Mission and Purposes**

a) The mission of TNA shall be to promote and protect the registered nurse and to advance the practice of nursing in order to assure a healthier Tennessee.

**B** This mission and ~~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**

a) The functions of TNA shall be to

- 1) provide the organizational structure to accomplish the mission;
- 2) support the professional and educational advancement of nurses;
- 3) initiate and influence legislation and health policy;
- 4) maintain communication with the members;
- 5) elevate the standards and quality of nursing education, practice, research, and economics;
- 6) represent and speak for the nursing profession within the professional community, governmental groups, and the public;
- 7) participate as a constituent member of the American Nurses Association (ANA); and
- 8) ensure adherence to the "*Code of Ethics for Nurses*" established by ANA.

**ARTICLE II**  
**Membership**

**Section 1. Composition**

TNA has membership open to all RNs and shall consist of members who meet the qualifications and responsibilities as specified by these Bylaws.

**Section 2. Categories**

There are two categories of membership

a) Full membership includes membership in:

- 1) American Nurses Association (ANA)
- 2) Tennessee Nurses Association (TNA)
- 3) District Membership (DNA)

b) State Only membership includes membership in:

- 1) Tennessee Nurses Association (TNA)
- 2) District Membership (DNA)

**Section 3. Qualifications**

a) A Full (ANA/TNA/DNA) member and State only member (TNA/DNA) is one

1) who has been granted a license to practice as a registered nurse in at least one state, territory, or the District of Columbia of the United States, and who does not have a license under suspension or revocation in any state (unless participating and in compliance with the Professional Assistance Program). May be a nurse who has retired and/or no longer chooses to practice, but whose license was in good standing with his/her licensing board (i.e., no disciplinary action pending or in place at the time of placing the license in active status); or

- 2) who is otherwise entitled by law to practice; and
  - 3) whose application for membership has been accepted in accordance with TNA policy; and
  - 4) whose dues are paid; and
  - 5) whose membership is not under revocation for violation of the *"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 age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.
- d) State only membership will be available in Tennessee for as long as ANA sanctions leveled membership and TNA has a written agreement with ANA to participate in this membership option.

**Section 4. Membership Rights & Obligations**

a) Each full member shall have the right to

- 1) receive a membership card, the Tennessee Nurse, and the ANA news periodical, and full access to the members only section of TNA and ANA website;
- 2) be a candidate for elective and appointive positions in TNA and ANA in accordance with TNA and ANA Bylaws and applicable policies;
- 3) vote for TNA officials and ANA representatives and alternates in accordance with the TNA Bylaws and the ANA Bylaws;
- 4) attend the meetings of the TNA, and ANA, and other unrestricted TNA and ANA activities;
- 5) attend the Quadrennial Congress of the International Council of Nurses;
- 6) a notice of and a fair hearing with due process before any disciplinary action is taken;
- 7) other provisions under common parliamentary and statutory law; and
- 8) shall continue to have all rights of membership in the American Nurses Association as provided in the ANA Bylaws until such time as 2/3 of the entire TNA membership votes to disaffiliate from the ANA. "TNA membership," for these purposes, is defined as individual members of the TNA who have ANA rights and privileges of membership as a result of their TNA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

b) Each full member has the obligation to

- 1) abide by the ANA *"Code of Ethics for Nurses"*;
- 2) pay dues in accordance with adopted policies; and
- 3) abide by TNA and ANA Bylaws and those of the member's district association.

c) Each State only member shall have the right to:

- 1) receive a TNA membership card, the Tennessee Nurse, and access to the members only section of the TNA website;
- 2) be a candidate for appointive positions in TNA except for the Bylaws committee;
- 3) be a candidate to hold elected and appointed positions on the District level;
- 4) vote for TNA officials except for TNA President, President elect, nominating committee or representative to ANA Membership Assembly;
- 5) attend the meeting of the TNA Membership Assembly, and other unrestricted TNA activities;
- 6) a notice of and a fair hearing with due process before any disciplinary action is taken; and
- 7) other provisions under common parliamentary and statutory law.

d) Each State only member has the obligation to

- 1) abide by the ANA "Code of Ethics for Nurses;"
- 2) pay dues in accordance with adopted policies; and
- 3) abide by TNA Bylaws and those of the member's district association.

e) State only members are not allowed to run for ANA Elective positions,

or be appointed to ANA positions

f) State only members do not receive publications or benefits from ANA.

### **Section 5. Disciplinary Action**

#### **a) Full Member**

1) Cause of disciplinary action against a member shall be limited to violations of

i) the purpose, functions, and Bylaws of TNA or ANA; and

ii) the ANA *"Code of Ethics for Nurses."*

2) Disciplinary action shall be conducted in accordance with association policies and procedures and assure due policy.

3) Appeals may be made by the member. All appeals shall be made in accordance with association procedure and pursuant to common parliamentary and statutory law.

4) Disciplinary action taken by another ANA constituent member against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplinary ANA constituent member's Bylaws and disciplining procedures.

#### **b) State Only Member**

1) Cause of disciplinary action against a member shall be limited to violations of

i) the purpose, functions, and Bylaws of TNA; and

ii) the ANA *"Code of Ethics for Nurses."*

2) Disciplinary action shall be conducted in accordance with association policies and procedures and assure due policy.

3) Appeals may be made by the member. All appeals shall be made in accordance with association procedure and pursuant to common parliamentary and statutory law.

4) Disciplinary action taken by another TNA constituent member against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplinary TNA constituent member's Bylaws and disciplining procedures.

## **ARTICLE III**

### **Dues**

#### **Section 1. Amount and Payment of Dues**

##### **a) Full-Member**

1) The annual dues for a SNA/ANA member shall be set forth in dues policy and shall include the present rate of dues paid by the (SNA) to the ANA as established by the ANA Membership Assembly. In the event that the rate of dues payable to the ANA by the (TNA) is increased in the future, any such change shall be automatically added to the annual dues owed by a SNA/ANA member to the (SNA).

2) The TNA Membership Assembly shall establish any additional dues for TNA Members.

3) A member who has paid full dues may transfer into TNA from another ANA constituent member association without additional dues payment or refund of dues.

##### **b) State only Member**

1) The TNA Membership Assembly shall establish the dues for State only members. The amount includes the present rate of dues paid by TNA to the district associations and required ANA fees.

2) Payment of dues shall be in accordance with TNA policies and with policies adopted by the ANA Membership Assembly.

c) TNA shall continue to pay dues to the ANA pursuant to the ANA Bylaws and Membership Assembly policy until such time as 2/3 of the entire TNA membership votes to disaffiliate from the ANA. "TNA membership," for these purposes, is defined as individual members of the TNA who have ANA

rights and privileges of membership as a result of their TNA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

### **Section 2. Notification of Change and Vote**

a) Members shall be notified in writing of any proposal to change the amount of dues at least sixty (60) days prior to the meeting of the Membership Assembly at which the proposal is to be voted upon.

b) A vote of two-thirds (2/3) of the members present and voting shall be required to change the amount of dues.

## **ARTICLE IV**

### **TNA Membership Assembly**

#### **Section 1. Definition**

The TNA Membership Assembly is the governing and official voting body of TNA.

#### **Section 2. Composition and Apportionment**

a) The TNA Membership Assembly shall be composed of TNA Members registered and present.

#### **Section 3. Authority**

a) The TNA Membership Assembly shall

1) determine association policies and positions; and

2) delegate authority and define accountability for the implementation of association policies and positions approved by the TNA Membership Assembly.

#### **Section 4. Responsibilities**

a) The TNA Membership Assembly shall

1) establish rules of procedures for meetings of the TNA Membership Assembly;

2) adopt and maintain Bylaws;

3) receive and act on reports or recommendations of committees, task forces and the Board of Directors.

#### **Section 5. Meetings**

a) The TNA Membership Assembly shall meet during the annual meeting.

b) The time and place of the meeting shall be determined by the TNA Board of Directors.

c) Special meetings of the TNA Membership Assembly may be called by a two-thirds (2/3) vote of the Board of Directors and shall be called by the president upon written request of the majority of district associations.

d) Members shall be notified in writing of a meeting of the TNA Membership Assembly at least sixty (60) days prior to the meeting.

#### **Section 6. Quorum and Voting**

a) A quorum for the transaction of business by the TNA Membership Assembly shall consist of fifty (50) percent of the total TNA members registered and present at the Membership Assembly, plus five members of the Board of Directors, one of whom shall be the president or vice-president.

b) The action of the majority of those present and entitled to vote on an issue is dependent upon their status as a Full Member (ANA/TNA/DNA) OR state only member and shall constitute the action of the TNA Membership Assembly except as specified elsewhere in these Bylaws.

## **ARTICLE V**

### **Nominations and Elections**

## **Section 1. Nominations**

- a) Candidates for TNA office shall meet established qualifications and shall consent to serve if elected. Candidates for TNA offices of President, President-Elect, Vice-President, Secretary, Treasurer and Nominating Committee shall be a full member (ANA/TNA/DNA) in good standing.
- b) Candidates for ANA representatives and alternates to the Membership Assembly shall be nominated and elected by Full Members (ANA/TNA/DNA) in accordance with provisions of the ANA Bylaws, and shall consent to serve if elected. Candidates for ANA Representatives and Alternate Representatives must be a full member (ANA/TNA/DNA) who is in good standing.
- c) The TNA president will serve as a representative to the ANA Membership Assembly and the ballot will reflect it. An additional representative and alternate(s) will be elected from the TNA/ANA membership at large.
- d) No member shall serve in more than one elected office at the same time. A member serving in an elected office which is not expiring may be nominated for election to the office of president-elect but shall automatically vacate the first held office upon assuming the duties as president-elect. The vacancy thus created shall be filled as provided for in Article VI, Section 7.
- e) The slate of candidates shall be posted on the TNA website and/or published in the *Tennessee Nurse* at least sixty (60) days prior to the annual meeting.

## **Section 2. Elections**

- a) Election shall be held by secret ballot at the annual meeting and shall comply with adopted policies and procedures.
- b) A provision shall be made for absentee voting through adopted policies and procedures, and procedures that maintain the secrecy of the ballot as well as ensure that only TNA Full Members vote for the TNA officials and alternates who will represent TNA at the ANA Membership Assembly.
- c) A plurality vote of those voting shall constitute an election. In case of a tie, the choice shall be decided by lot.
- d) Full members (ANA/TNA/DNA) and State only members (TNA/DNA) in good standing shall elect TNA officers: Vice President, Secretary and Treasurer.
- e) Only full members (ANA/TNA/DNA) in good standing shall elect the President, President- Elect, ANA Representatives and Alternate Representatives
- f) In the event the President is unable to attend the ANA Membership Assembly, a duly elected alternate will attend.
- g) The term of office shall begin at the adjournment of the annual meeting.
  - 1) The term of office for TNA officers, directors, and members of the nominating committee shall be as specified in these Bylaws.
  - 2) ANA representatives and alternates shall serve two-year terms or until their successors are elected.

## **Section 3. Challenges**

Any challenge to an election must be filed in writing with the TNA secretary within thirty (30) days of the opening of the annual meeting.

## **Section 4. Removal of Elected Officials**

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 associations. Removal of an elected official requires a two-thirds (2/3) vote of those voting.

## **ARTICLE VI**

### **Board of Directors**

#### **Section 1. Definition**

The Board of Directors shall be the corporate body of the Association.

#### **Section 2. Composition**

a) The Board of Directors shall consist of the elected officers of the Association, the Immediate Past President, and five Directors, one each for Operations, Practice, Government Affairs, Membership and Education, plus the Chair of the Presidents' Council and the Tennessee Nurses Foundation (TNF) President.

1) the elected officers shall be President, President-Elect, Vice-President, Secretary, and Treasurer;

2) the Immediate Past President, upon completing a term in the office of President, shall serve as a member of the Board of Directors with full voice and vote until replaced by his/her successor;

3) the TNF President shall be ex-officio with full voice but no vote.

b) To be eligible to serve on the Board of Directors, a person shall

1) hold current membership in TNA; and

2) not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with TNA.

#### **Section 3. Authority**

The Board of Directors shall have the authority delegated to it by the TNA Membership Assembly, including the duty and power of acting for the membership in the intervals between meetings of the TNA Membership Assembly, and other duties and powers as defined in these Bylaws.

#### **Section 4. Accountability**

The Board of Directors shall report and be accountable to the TNA Membership Assembly.

#### **Section 5. Responsibilities**

a) The Board of Directors shall

1) exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of law;

2) provide for implementation of association policies, positions, and programs approved by the TNA Membership Assembly;

3) establish and approve policies and procedures for the transaction of business, coordination of association activities, and operation and maintenance of TNA Headquarters;

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 and the TNA Membership Assembly;

5) establish committees and task forces 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) appoint, define the authority and responsibilities of, and review the performance of the executive director as the chief executive officer;

8) confer district association status on groups meeting qualifications established in these Bylaws;

9) establish relationships and collaboration with the Tennessee Association of Student Nurses;

10) maintain membership in and pay dues to ANA in accordance with policies adopted by the ANA Membership Assembly;

11) assure that TNA fulfills its responsibilities as an ANA constituent member;

12) serve as members of the Tennessee Nurses Foundation with the following responsibilities:

i. serve as the official voting body of the Foundation;

ii. elect the TNF Board of Trustees;

iii. review and make recommendations about the following:

- a) reports from the President of the trust;
- b) priorities and program objectives;
- c) financial reports;
- d) financial and investment policies; and

13) assume other duties as may be provided for elsewhere in these Bylaws and by the TNA Membership Assembly.

#### **Section 6. Term of Office**

a) The Secretary shall be elected in odd-numbered years and shall serve a two-year term or until a successor is elected.

b) The Vice-President and treasurer shall be elected in even-numbered years and shall serve two-year terms or until their successors are elected.

c) The President-Elect shall be elected in even-numbered years for a one-year term and concurrently shall be elected to subsequently serve as president.

d) Three directors will be elected in odd years; two directors will be elected in even years.

e) No officer or director shall serve more than eight (8) consecutive years on the Board of Directors unless completing a term as President; and no officer shall be eligible to serve more than two consecutive terms in the same office, except the President and President-Elect shall be limited to one term. An officer or director who has served twelve (12) months or more of a two-year term shall be considered to have served a full term.

f) The term of office shall begin at the adjournment of the TNA Membership Assembly.

#### **Section 7. Vacancies**

a) In the event of a vacancy

1) in the office of President, the vice-president shall become president for the remainder of the term but shall not fill the ANA Member Assembly Representative position.;

2) in the office of President-Elect, the office shall remain vacant until the next election of the President unless the Board of Directors, at its discretion, orders a special election by the membership;

3) in an elective office, the Board of Directors shall fill the vacancy by appointment for the unexpired portion of the term;

4) in the office of the Immediate Past President, the office shall remain vacant.

5) a TNA officer who fills the vacancy in the office of the President will not serve as the TNA representative to the ANA Membership Assembly.

#### **Section 8. Duties**

a) **The President shall**

1) serve as the official representative of this association and as its spokesperson on matters of association policy and positions;

2) serve as the chair of the TNA Membership Assembly, the Board of Directors, the Executive Committee of the Board, and as an ex-officio member of all standing committees except the Nominating Committee;

3) appoint committees of the Board as designated by the Board and fulfill other duties as may be required;

4) serve as the TNA representative to the ANA Membership Assembly and the ANA Leadership Council;

5) upon completing a term in the office of president, shall serve as the Immediate Past President on the Board of Directors with full voice and vote until replaced by his/her successor.

b) **The Vice-President shall**

1) assume the duties of the president in the president's absence or at the discretion of the president; and

2) assume other duties as assigned by the Board of Directors.

c) **The President-Elect shall**

1) serve as ex-officio member of all standing committees, except the Nominating Committee; and



2) assume the duties of the president at the discretion of the president.

**d) The Secretary shall**

1) keep minutes of all meetings of the Board of Directors, Executive Committee, and Membership Assembly;

2) notify district associations of meetings of the TNA Membership Assembly; and

3) fulfill other duties specified in the adopted policies and procedures of the association, and as may be assigned by the Board of Directors.

**e) The Treasurer shall**

1) monitor the fiscal affairs of the association, provide for the expenditure of funds, and report to the Board of Directors and the TNA Membership Assembly; and

2) serve as chair of the Operations Committee.

**f) The Immediate Past President shall**

1) facilitate the annual evaluation of the Executive Director;

2) serve on the Committee on Operations

3) serve on projects or other committees at the request of the President or Board of Directors;

**g) The Directors shall** fulfill the responsibilities of the Board of Directors as defined in these Bylaws.

**Section 9. Executive Committee**

**a)** There shall be an executive committee of the Board of Directors composed of the President, Vice-President, President-Elect, Secretary, Treasurer, and Immediate Past President, which shall

1) have all the powers of the Board of Directors to transact business between Board meetings in accordance with rules established by the Board, with such transactions being reported and ratified at the next regular meeting of the Board of Directors;

2) serve as a Personnel Committee; and

3) serve on the TNF Board of Trustees.

**Section 10. Executive Director**

**a)** The Board of Directors shall delegate to the Executive Director the authority to manage the association according to policies established by the TNA Membership Assembly and the Board of Directors.

**b)** The Executive Director shall be accountable to the Board of Directors.

**c)** The Executive director shall employ, direct, promote, and terminate staff of the association.

**d)** The Executive Director may represent the association and serve as spokesperson on matters of established policy and positions.

**e)** The Executive Director, or designee, shall attend meetings of the ANA Membership Assembly and represent TNA as the Chief Staff Officer at the ANA Leadership Council.

**Section 11. Meetings**

**a)** Meetings of the Board of Directors shall be held at least twice annually at a time and place determined by the Board of Directors. Special meetings may be called by the President and shall be called upon written request of at least five (5) district associations or five (5) members of the Board of Directors.

**b)** Business requiring action by the Board of Directors may be conducted by mail or other media. Such action shall be subject to ratification at the next regular meeting of the Board of Directors.

**c)** 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 12. Quorum**

A majority of the Board of Directors serving including the President, or President-Elect, or Vice-President shall constitute a quorum at any meeting of the Board of Directors.

## **ARTICLE VII**

### **Directors**

#### **Section 1. Definition**

There shall be five (5) Directors one each for Operations, Practice, Government Affairs, Membership and Education. Each Director can establish Standing Committees and Task Forces to accomplish the work of the unit.

#### **Section 2. Composition**

Directors will be TNA members in good standing and elected by the Membership.

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

##### **A.) Director of Operations**

Has general oversight for

- 1) review of TNA Policies and Procedures
- 2) developing new Policies and Procedures, as needed
- 3) participating in long range planning
- 4) the work of the Bylaws Committee
- 5) the work of the Operations Committee
- 6) the work of the Nominating Committee
- 7) the work of the Reference Committee

##### **1) Bylaws Committee**

a) periodically reviews and interprets these Bylaws and prepares proposed amendments to these Bylaws or articles of incorporation, reports them to the Board of Directors, submits proposed amendments to the ANA Committee on Bylaws for review prior to submitting them to the Membership Assembly for adoption;

b) reviews Bylaws of any group that applies to TNA for district association status in order to determine conformity with qualifications of districts and report its findings to the Board of Directors;

c) advise district associations concerning proposed amendments to their Bylaws in order that they will not be in conflict with the Bylaws of this association;

##### **2) Operations Committee**

a) consists of the Treasurer as chair, the Immediate Past President and 3-5 additional members who are not members of the Board of Directors.

b) supervises the financial transactions of TNA, including the development and submission of an annual budget for the approval of the Board of Directors, supervising the keeping of TNA's accounts, and supervising TNA's operational costs;

c) revises policies and procedures of TNA

##### **3) Reference Committee**

a) shall receive, review, and report on proposals submitted for the consideration of the TNA Membership Assembly;

b) shall provide for hearings on proposals at meetings of the TNA Membership Assembly;

c) may recommend action on proposals to be considered by the TNA Membership Assembly; and

d) shall develop procedures for presentation of proposals to the TNA Membership Assembly for adoption.

##### **4) Nominating Committee**

a) The Nominating Committee shall be composed of five (5) elected full (ANA/TNA/DNA) members.

b) Membership will represent diversity of scope of practice and geographic location.

c) Members of the Nominating Committee shall serve one (1) two-year term. Two members shall be elected in even years and three members in odd years.

d) If a member of the Nominating Committee is unable to serve, the position shall be declared vacant and the person next in line according to the number of votes received shall serve the remainder of the term.

e) The Committee shall

- 1) request the names of candidates for elective offices;
- 2) prepare a slate of nominees and publish such slate 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; and

- 4) assume other responsibilities for nominations as provided for in these Bylaws.

#### **B.) Director of Practice**

Has general oversight for

- 1) review and analysis of practice trends, scope of practice and environment issues for Tennessee nurses
- 2) establishing task forces to develop position statements/actions to address identified issues
- 3) recommendations to Government Affairs

#### **C.) Director of Government Affairs**

Has general oversight for

- 1) development of a legislative platform and health policy agenda in collaboration with other directors;
- 2) monitoring legislation and making recommendations to the Tennessee Nurses Association Lobbyist;
- 3) identifying legislative priorities for introducing legislation; and
- 4) the work of the TNPAC Committee

#### **D) Director of Membership**

Has general oversight for

- 1) monitoring and evaluating membership trends data
- 2) establishment of task forces to develop strategies for recruitment and retention of members;

#### **E) Director of Education**

Has general oversight for

- 1) promoting and supporting professional development and education through statewide planning and implementation;
- 2) participating in the planning of provider CE events
- 3) the provider unit for Continuing Nursing Education
- 4) the work of the CE review committee
  - a) The committee on Education Review shall
    - 1) implement the policies and procedures of the continuing education approval process;
    - 2) review the continuing education approval process and recommend needed changes to the Board of Directors;
    - 3) serve as the approver unit for continuing education; and
    - 4) evaluate and advise the Board of Directors on other issues as deemed appropriate.

## **ARTICLE VIII Presidents' Council**

### **Section 1. Definition**

The Presidents' Council is comprised of the President, or their representative, from each TNA District.

### **Section 2. Council Chair**

a) The council of District Presidents' will elect from their group a member who will represent them on the TNA Board of Directors.

b) The Chair will have a voice and vote on matters not related to ANA.

- c) The Chair will be responsible for holding a Presidents' meeting at least annually at the annual TNA meeting, and
- d) The chair will forward issues and concerns of Districts at BOD meetings.

## **ARTICLE IX Task Forces**

### **Section 1. Definition and Establishment**

a) Task Forces address a single issue and are created by the Director for a limited amount of time, then dissolved.

### **Section 2. Authority**

a) Task Forces, report to the appropriate Director and are accountable to the Board of Directors and the TNA Membership Assembly.

### **Section 3. Composition**

Task Forces are appointed by the appropriate Director from the general membership.

### **Section 4. Election of Officers**

a) Chairpersons of Task Forces will be appointed by the Director or elected by the appointed group.

### **Section 5. Quorum**

The work of Task Forces shall be conducted by a simple majority of members.

### **Section 6. Dissolution**

a) Task Forces are dissolved automatically upon completion of the assigned task.

## **ARTICLE X District Association**

### **Section 1. Definition**

A district association is an officially recognized group that meets the qualifications and responsibilities as defined by these Bylaws.

### **Section 2. Qualifications**

a) A district association shall

- 1) serve a clearly defined geographic area;
- 2) have Bylaws that govern its members and regulate its affairs which are congruent with those of TNA;
- 3) have stated purpose and functions congruent with those of TNA;
- 4) maintain membership that meets the qualifications in these Bylaws, unrestricted by consideration of nationality, race, color, creed, religion, disability, lifestyle, gender, health status, sexual orientation, or age; and
- 5) be entitled to services from TNA as defined by the TNA Board of Directors.

### **Section 3. Responsibilities**

a) The Bylaws of each district shall

- 1) provide that members meet the qualifications as specified by these Bylaws;
- 2) provide for the obligation of members to pay dues in accordance with adopted policies;
- 3) provide for the district president to serve as a member of the TNA Presidents' Council. And, if the President is unable to attend a meeting, the President-Elect or the Vice President shall attend the Presidents' Council meetings as an alternate with full voice and vote of the district president;
- 4) protect members' rights to participate in TNA and the district association; and
- 5) specify the rights and obligations of members.

b) Each district association shall

- 1) provide for Full members (TNA/ANA/DNA) to nominate candidates for representatives to the ANA Membership Assembly in accordance with these Bylaws and adopted policy;
- 2) provide for members to nominate candidates for TNA offices and committees in accordance with these Bylaws and adopted policies;
- 3) submit district Bylaws and proposed amendments for review to TNA when requested.
- 4) provide such information to TNA as required by adopted policies and procedures; and
- 5) submit an annual report to the Tennessee Nurses Association office by March 1; and
- 6) comply with the requirements of these Bylaws.

#### **Section 4. Disciplinary Action by TNA**

- a) Disciplinary action against a district association shall be initiated for failure to
  - 1) maintain the qualifications and responsibilities of district associations as identified in these Bylaws; or
  - 2) submit Bylaws to TNA upon request.
- b) Disciplinary action shall be conducted in accordance with association policies.

## **ARTICLE XI Organizational Affiliates**

### **Section 1. Qualifications**

An organizational affiliate of TNA

- a) is a state or local nursing organization that meets the criteria established by the TNA Board of Directors; and
- b) has been granted organizational affiliate status by the TNA Board of Directors.
- c) has a governing body composed of a majority of registered nurses.

### **Section 2. Responsibilities**

Each organizational affiliate shall

- a) maintain a mission and purpose harmonious with those of TNA/ANA; and
- b) pay an annual fee for affiliate status in the amount established by the Board of Directors.

### **Section 3. Rights**

Each organizational affiliate shall be entitled to

- a) elect or appoint one registered nurse representative who shall have a voice, but no vote, in the TNA Membership Assembly;
- b) submit reports within the organization's area of expertise to the TNA Membership Assembly or TNA Board of Directors;
- c) request support on issues pertinent to the organization's purposes from the TNA Membership Assembly or the TNA Board of Directors.

## **ARTICLE XII Amendments**

### **Section 1. Amendments With Notice**

- a) The Bylaws Committee shall receive proposed amendments at least six (6) months prior to the annual meeting.

b) Amendments proposed by the Bylaws Committee shall be in the possession of the Secretary of this association at least two (2) months before the date of the annual meeting, or special meeting of the association, and shall be appended to the call for the meeting.

c) These Bylaws may be amended with prior notice at any annual meeting or special meeting of the TNA Membership Assembly by a two-thirds (2/3) vote of the members present and entitled to vote.

**Section 2. Amendments Without Notice**

These Bylaws may be amended without prior notice at any annual meeting or special meeting of the TNA Membership Assembly by ninety-nine (99) percent of those delegates present and voting.

**ARTICLE XIII**  
**Parliamentary Authority**

The rules contained in Robert's Rules of Order Newly Revised (latest edition) shall govern meetings of this association in all cases to which they are applied and in which they are not inconsistent with these Bylaws, the charter, or adopted rules of TNA.