

BYLAWS AND DISCIPLINARY PROCEDURES TEXAS NURSES ASSOCIATION, DISTRICT THREE

As Amended 02/09

ARTICLE I TITLE, PURPOSE AND FUNCTIONS

Section 1. Name of Association and Boundaries

a. The name of this association shall be the Texas Nurses Association, District 3 (herein "District")

b. District shall include the following counties: Tarrant, Johnson, Palo Pinto, Parker, **Hood, Erath & Somerville**. Boundaries of District may be changed by a two-thirds vote of the Board of Directors of the Texas Nurses Association ("TNA") provided such change has been approved by District and other TNA districts whose boundaries would be affected by the change.

Section 2. Purposes

a. The purpose of District shall be to work for the improvement of health standards and the availability of health care services for all people, and foster high standards of nursing, and stimulate and promote the professional development of nurses and advance their economic and general welfare.

b. These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 3. Functions

The functions of District shall be to:

a. promote through appropriate means standards of nursing practice, nursing education and nursing services as defined by the American Nurses Association ("ANA") and Texas Nurses Association ("TNA");

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

c. participate in and support the legislative program of TNA and ANA and promote local governmental actions furthering the purposes of District;

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

e. serve as vehicle for dissemination of information relevant to nursing;

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

g. provide for the continuing professional development of nurses;

h. provide services to members and promote the nursing profession;

i. maintain communication with members;

j. assume an active role as consumer/client advocate;

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

l. provide for representation at meetings of the TNA House of Delegates and other meetings requiring representation of TNA districts;

m. promote relationships with local Nursing Students Associations;

n. recruit students for nursing; and

o. provide for the organization and functioning of clinical, occupational and/or special interest groups of members.

p. Foster a professional relationship with other Nursing Organizations.

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ARTICLE II
RELATIONSHIP TO TEXAS NURSES ASSOCIATION

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Section 1. Constituent of TNA

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

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Section 2. Responsibilities

District will:

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

Section 3. Representation in TNA House of Delegates

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

Section 4. Disqualification

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

Section 5. Reinstatement

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

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ARTICLE III
MEMBERS, RIGHTS, OBLIGATIONS

Section 1. Definitions; Prohibited Discrimination

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

A member is one:

1. **whose application for membership in TNA has been accepted in accordance with association policy,**
2. **whose dues are not delinquent, and**
3. **whose membership is not under revocation for violation of the Code for Nurses or the TNA Bylaws.**

1 **Section 2. Qualifications**

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

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9 **Section 3. Rights**

10 Each member shall have the right to:

- 11 a. receive a membership card and receive District/TNA/ANA official publications;
- 12 b. be a candidate for District/TNA/ANA elective and appointive positions in accordance with
13 District/TNA/ANA bylaws;
- 14 c. participate in the election of District/TNA/ANA officers, directors, Nominating Committee and
15 other elected officials;
- 16 d. participate in the election of delegates to the TNA/ANA House of Delegates in accordance with
17 District/TNA/ANA bylaws;
- 18 e. attend district meetings, the TNA/ANA House of Delegates, convention and other unrestricted
19 District/TNA/ANA activities;
- 20 f. attend the Congress of the International Council of Nurses;
- 21 g. hold membership in TNA/ANA councils in accordance with the provisions of the TNA/ANA
22 bylaws;
- 23 h. transfer from one district to another within TNA;
- 24 i. be accorded other rights as provided for under common parliamentary or statutory law;
- 25 j. participate in District conference interest groups.

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27 **Section 4. Obligations**

28 Each member shall have the obligation to:

- 29 a. uphold the bylaws of District and TNA;
- 30 b. abide by the ANA Code for Nurses;
- 31 c. pay dues as required by District and TNA; and
- 32 d. fulfill the requirements of an office or committee if elected or appointed.
- 33 **e. promote the purposes, goals and functions of this District and TNA.**

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36 **ARTICLE IV**
37 **DISCIPLINARY ACTION**

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39 **Section 1. Against Members**

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

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53 **Section 2. Against Officers**

- 54 a. Elected/appointed officers and officials shall be subject to disciplinary action for misconduct of

1 office or failure to fulfill obligations imposed by these Bylaws.

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

4 c. Disciplinary proceedings against an officer/official and appeals thereof shall be conducted in
5 accordance with the policies and procedures set out in Appendix A to these Bylaws. No disciplinary
6 action shall be taken against an officer/official until the officer/official has been served with written specific
7 charges, given a reasonable time to prepare any defense and afforded a hearing as provided for in those
8 procedures. An elected officer/official who is removed from office has a right of appeal to the District
9 membership in accordance with policies and procedures set out in Appendix A.

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11 **Section 3. Notification of TNA**

12 a. District shall notify TNA of the receipt of any formal complaint filed with the District against a
13 member or an officer.

14 b. District shall report violations of the TNA bylaws to TNA in accordance with policies established
15 by the TNA Board.

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18 **ARTICLE V**
19 **DUES**

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21 **Section 1. Amount**

22 a. The annual dues for a member of District shall be the District dues (**\$25.00**) plus TNA and ANA
23 per member assessment. Any changes in the rate of the TNA and ANA per member assessment shall be
24 automatically incorporated into the annual dues for a District member. Any change in the District dues
25 shall become effective at such time as provided for in TNA policies.

26 b. Members qualifying for one of the following categories may elect to pay the District dues, ANA
27 per member assessment plus 50% of the TNA assessment:

- 28 1. **unemployed, or employed less than 20 hours a week**
- 29 2. **full time student**
- 30 3. **new graduates from basic RN programs joining within six months of**
31 **graduation**
- 32 4. **62 years of age or older and receiving Social Security. .**

33 c. Members sixty-two years of age or older who are not employed may elect to pay the District
34 dues and ANA per member assessment plus 25% of the TNA assessment.

35 d. The District Board of Directors may participate with TNA in special reduced rates for
36 membership promotions.

37 e. Forfeiture of all membership rights shall occur if dues are not paid.

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

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

42 b. A member of another TNA district or of an ANA state nurses association other than TNA who
43 has completed full payment for a membership year may transfer membership to District without payment
44 of additional dues for the remainder of the membership year.

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53 **ARTICLE VI**
54 **DISTRICT MEETINGS**

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2 **Section 1. Governing Authority**

3 a. Governing authority of District resides in membership.

4 b. The membership shall:

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

7 2. adopt and maintain District Bylaws; and

8 3. review and take action on appeals from an elected official removed from office.
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10 **Section 2. Annual Meeting**

11 a. District shall hold an annual meeting of membership at a time and place as set by the Board of
12 Directors.

13 b. Notice of the annual meeting shall be given members between 10 and 50 days before the
14 meeting.
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16 **Section 3. Regular and Special Meetings**

17 a. Regular meetings of the district shall be held monthly at least **four** times a year and place set
18 by the Board of Directors.

19 b. Special meetings may be called by the president upon request of a **majority** of the Board of
20 Directors then in office or upon written request of 10 members.
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22 **Section 4. Quorum**

23 a. **Ten members shall constitute a quorum at any regular or annual meeting of the District.**

24 b. No official action shall be taken without a quorum being present.

25 c. **Decisions of the District shall be determined by a majority vote of the quorum**
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27 **Section 5. Student Nurses Association**

28 Members of local nursing student associations may attend meetings of the District but shall have
29 no vote unless a member of the District.
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32 **ARTICLE VII**
33 **OFFICERS AND DUTIES OF OFFICERS**
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35 **Section 1. Number of Officers**

36 The officers of District shall be a president, **president-elect**, **vice-president**, secretary and
37 treasurer.
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39 **Section 2. Duties**

40 The officers shall assume the duties prescribed by the District Bylaws and other such duties as
41 may be required by District membership, the District Board of Directors, and the bylaws and policies of
42 TNA and ANA.
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44 **Section 3. President**

45 The president shall preside at meetings of membership, serve as chair of the District Board of
46 Directors, serve as a nonvoting ex-officio member of all committees except the Nominating Committee,
47 appoint special committees, countersign checks drawn by the treasurer as authorized by Board policy,
48 and serve as delegate to the TNA House of Delegates, both as president and president-elect.
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50 **Section 4. President-Elect**

51 The president-elect shall assume such responsibilities as assigned by the president and Board of
52 Directors and serve as delegate to the TNA House of Delegates. The president-elect shall assume the
53 duties of the president in case of the president's absence or inability to serve and serve, as a nonvoting
54 ex-officio member of all committees except the Nominating Committee. The president-elect shall

1 automatically assume the office of president.

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3 **Section 5. Vice President**

4 The vice president shall assume such responsibilities as assigned by the president and Board of
5 Directors. The vice-president shall develop plans for the general program meetings to be held throughout
6 the year and for the annual meeting. The vice-president shall seek CNE approval for the District's
7 programs if appropriate.

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9 **Section 6. Secretary**

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

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15 **Section 7. Treasurer**

16 **The treasurer shall sign checks as authorized by District Board of Director Policy, keep an**
17 **itemized account of receipts and disbursements, chair the Finance Committee, be familiar with**
18 **District procedures relating to receipt and deposit of funds, and present a complete written report**
19 **of the finances of District at each regular meeting of the District and Board of Directors and the**
20 **president upon request.**

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22 **Section 8. Records**

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

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27 **ARTICLE VIII**
28 **BOARD OF DIRECTORS AND DUTIES OF BOARD**

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30 **Section 1. Composition of Board**

31 The Board of Directors shall be the District officers plus **five** directors elected by membership (the
32 immediate past-president will serve as one director **for a total of six directors**).

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34 **Section 2. Authority**

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

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39 **Section 3. Responsibilities**

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

- 42 a. establish major administrative policies governing the affairs of the district and provide for its
43 growth and prosperity;
- 44 b. act as custodian of District's property, securities and records; provide for investment and
45 securities; provide for bonding officers and other persons as it deems necessary, and provide for payment
46 of authorized expenses;
- 47 c. approve an annual budget for District;
- 48 d. provide for audit of books by an audit committee or independent auditor;
- 49 e. develop and maintain a master plan for District establishing short and long-term goals and
50 priorities which shall be submitted for ratification to the membership;
- 51 f. if deemed appropriate, establish and maintain a District office;
- 52 g. if deemed appropriate, employ an administrative officer to perform such duties as the Board
53 may prescribe to support the District, Board, officers, and committees conducting the business of the
54 District;

- 1 h. set the time and place of the annual meeting and regular meetings of the District;
2 i. approve minutes of the District meetings;
3 j. appoint standing committees and approve the appointment of special committees or
4 establishment of special interest conference groups;
5 k. approve the election tellers appointed by the president;
6 l. reassign the duties of or fill vacant District offices provided by Article IX, sec. 3;
7 m. review and act upon disciplinary actions in accordance with Article IV;
8 n. establish policies and procedures for approving publications and other printed materials prior to
9 their distribution;
10 o. establish policies and procedures for the collection, analysis and dissemination of information;
11 p. establish policies and procedures for setting fees for activities and services;
12 q. protect and control the use of District and TNA's official name and insignia;
13 r. provide for District to liaison with and be represented before other organizations and
14 governmental agencies;
15 s. develop policies for submission of amendments to the District Bylaws in accordance with
16 Article XVI;

17 **Section 4. Meetings; Quorum**

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19 a. The Board shall hold regular meetings as necessary. Special meetings of the Board may be
20 called by the president and shall be called by the president on the request of at least three members of
21 the Board. At least three days notice shall be given unless notice is waived by all Board members.
22 b. A majority of the membership of the Board then in office shall constitute a quorum.
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24 **Section 5. Referendum Votes Between Meetings**

25 Between meetings of the Board, the District President may submit urgent matters to the members
26 of the Board for a referendum vote. A majority vote of the Board shall be controlling on the matter
27 submitted. The referendum and its result shall be recorded in the minutes of the next meeting of the
28 Board.
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30 **Section 6. Executive Committee; Composition; Authority**

31 The District officers shall constitute an Executive Committee and shall have the authority to
32 transact all business of District between Board meetings when time is of the essence. Other members of
33 the Board shall be notified of any action by the Executive Committee within 72 hours.
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35 **Section 7. Records**

36 Within one month of leaving office, directors shall deliver to the president or their successors-in-
37 office all District records and other property in their possession.
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40 **ARTICLE IX** 41 **NOMINATIONS AND ELECTIONS;** 42 **TERMS OF OFFICE AND VACANCIES**

43 **Section 1. Annual, Secret, Mail Ballots;**

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45 a. Elections shall be by secret ballot and held annually in accordance with the provisions of the
46 District Bylaws.
47 b. Elections shall be by mailed ballot or internet ballot.
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49 **Section 2. Terms of Office**

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

- 53 a. Terms of office shall be two years except for:

54 1. The president-elect who shall serve one year as president-elect, two years as

- 1 president, and one year as Director / Past President.
2 2. Directors whose terms shall be two years; and
3 3. Delegates to the TNA House of Delegates whose terms shall be two years.
4 b. Terms of office for more than one year shall be staggered to maintain continuity. The
5 Nominating Committee shall implement and maintain the staggering of elected terms. The staggering of
6 appointed terms shall be in accordance with Board policies.
7 c. Terms of office of incumbent office holders may not be shortened.
8 d. Members shall serve the term of their office or until their successors are elected.
9 e. Terms of office shall commence at the end of the fiscal year in the year in which they are
10 elected except that of TNA delegates which shall commence upon election. The term of office for TNA
11 delegates shall apply to the president, president-elect only in their capacity as TNA delegates.
12 f. No member may serve more than two consecutive terms in the same office, except for the
13 office of TNA delegate.
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15 **Section 3. Vacancies**

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

19 a. Absence from two consecutive regular meetings or two regular meetings within a District fiscal
20 year shall constitute an automatic resignation unless the board member applies, in writing, for prior
21 approval of absence and it has been granted by a majority vote of the Board

22 b. Except for the offices of president, president-elect, Nominating Committee and TNA delegate,
23 vacancies shall be filled by the Board and such appointees shall serve the unexpired term of the member
24 for whom they were appointed. Vacancies in the office of president shall be filled by the president-elect
25 unless that office is also vacant. [A vacancy in the office of president-elect shall be filled by membership
26 in the next election, unless the Nominating Committee determines that the shortness of time before the
27 election makes including on ballot infeasible.] Vacancies on the Nominating Committee shall be filled by
28 naming the candidate with the next highest votes. Vacancies in the position of TNA delegate shall be
29 filled by an elected alternate in accordance with TNA/District policies.

30 c. In the event a vacancy in the office of president, president-elect, Nominating Committee or
31 TNA delegate cannot be filled in accordance with the procedures set out in subsection b, the Board shall
32 fill that vacancy by appointment in the same manner as other offices except that the office shall be placed
33 on the ballot at the next regular election unless the Nominating Committee determines that the shortness
34 of time before the election makes that infeasible.

35 d. The Board shall have the discretion not to fill a vacancy.

36 e. Appointees to vacant offices shall meet the qualifications for that office.
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38 **Section 4. Nomination and Election Policies;** 39 **Plurality Vote; Tie Votes**

40 a. The committee shall prepare a ballot of not less than two candidates for each office to be filled
41 unless it cannot with reasonable effort identify two candidates. At least **3 weeks** before the ballot is to be
42 published, the Nominating Committee shall request suggestions from members for candidates who are
43 qualified and willing to serve if elected. In the event that sufficient candidates cannot be secured from the
44 suggestions, the committee may nominate additional candidates willing to serve.

45 b. The ballot shall include the candidates for each office to be filled and if multiple individuals are
46 to be elected to an office (e.g. TNA delegate) shall state the exact number of candidates to be voted for in
47 each office. Placement of the candidate's name on the ballot shall be by random selection. Balloting
48 procedures shall be implemented that maintain the secrecy of the ballot.

49 c. The ballot shall be sent to the members at least 30 days before the date it must be returned.
50 The ballot shall be accompanied by a listing of the qualifications of each candidate to fill the office. The
51 ballot shall clearly indicate the return date and the address to which it shall be returned. The ballot shall
52 be returned to the chair of the Nominating Committee unless that committee decides otherwise. The
53 marked ballot shall be returned to the address indicated on the ballot and be postmarked by the return
54 date indicated on the ballot. The votes shall be counted by tellers appointed by the president with

1 approval of the Board of Directors and results of the election shall be reported to the membership at the
2 District annual meeting.

3 d. Members may vote for persons other than those whose names appear on the ballot by writing
4 in the names of qualified candidates who have consented to serve if elected.

5 e. A plurality of the votes cast by those entitled to vote shall constitute an election for all offices
6 except that of Nominating Committee and TNA delegate. Candidates for Nominating Committee and
7 TNA delegate who receive the highest number of votes shall be elected as delegates and those who
8 receive the next highest number of votes shall be elected as alternate in order of the number of votes
9 received.

10 f. A tie in any office shall be decided by lot.

11 g. Any challenge to the ballot or election shall be resolved by the Nominating Committee in
12 consultation with the TNA Nominating Committee Chair. A challenge to the ballot must be made within 15
13 days of mailing or 10 days of the meeting when presented. Any other challenge to the election must be
14 made within 10 days of the announcement of the results.

15 16 **Section 5. Election of Delegates to TNA House**

17 a. The president and president-elect shall be delegates to the TNA House of Delegates and their
18 office shall be listed on the ballot as a dual office, e.g., "President and TNA delegate."

19 b. The election of the other District delegates to the TNA House of Delegates shall be held in
20 conjunction with the election of other offices or at such time as set by the Board.

21 c. The Nominating Committee shall prepare a slate of members to serve as delegates to the TNA
22 House of Delegates. The Nominating Committee shall request from membership a list of qualified
23 candidates willing to serve as delegates to the TNA House of Delegates. From this list, a ballot shall be
24 prepared based on the number of delegates District is allotted or expects to be allotted. If feasible, the
25 ballot shall include at least twice as many candidates as the number of allotted delegates.

26 d. Balloting procedures set out in Section 4 shall be followed unless otherwise indicated.

27 e. The candidates who receive the highest number of votes shall be delegates and those who
28 receive the next highest votes shall be alternates in order of the number of votes received.

29 30 31 **ARTICLE X**

32 **STANDING COMMITTEES**

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

34 a. The following are standing committees:

35 1. Nominating Committee

36 2. Bylaws Committee

37 3. Governmental Affairs/RN/APN-PAC and Practice Committee

38 4. Membership Committee

39 5. Public Relations Committee

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42 b. Standing committees, except for the Nominating Committee, shall be appointed by the District
43 Board.

44 c. The Nominating Committee shall consist of five (5) elected members. The member receiving
45 the highest number of votes in any year shall serve as chair.

46 d. A majority of the membership of any committee shall constitute a quorum.

47 48 **Section 2. Responsibilities**

49 Standing committees shall assume such responsibilities as prescribed by the District Bylaws or
50 assigned by the District Board. Standing committees shall report to the Board when requested to do so
51 and shall submit written reports to the District annual meeting. Responsibilities of standing committees:

52 a. **The Nominating Committee shall annually prepare the ballot of candidates** for District
53 offices to be filled by election and perform other duties as required by Article IX.

54 b. The Bylaws Committee shall 1) interpret the District Bylaws, 2) receive and prepare proposed

1 amendments to the District Bylaws, report them to the Board, and submit them to the District
2 membership, 3) make non-substantive editorial and technical corrections to the District Bylaws provided
3 notice of such corrections is given to District members, and 4) submit proposed amendments to the TNA
4 Bylaws Committee for a determination of congruency with the TNA Bylaws.

5 c. The Finance Committee shall prepare an annual budget, advise the Board as to expenditure of
6 funds, and report to the Board and to the membership. The Treasurer shall serve as chair.

7 d. The Governmental Affairs/RN/APN-PAC/Practice Committee will recommend to the Board
8 appropriate activities that will foster informed participation and support for the governmental, legislative
9 and political efforts of ANA, TNA and the District. The committee shall serve as a local resource for the
10 TNA Governmental Affairs Committee in promoting administrative and legislative actions supported by
11 professional nursing and assist the state RN-PAC in fund raising and identification of candidates for
12 endorsement.

13 e. The Membership Committee shall develop and promote on a continuing basis plans and
14 activities for recruiting new members, retaining current members, and regaining previous members.

15 f. The Newsletter/Public Relations Committee shall publish a newsletter for District members to
16 inform, educate and promote an esprit de corps. The committee shall plan additional activities for
17 presenting positive images of professional nursing, as well as the purposes and programs of the District
18 and TNA, to both members and the general public.

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20 **ARTICLE XI**
21 **CONFERENCE GROUPS**

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23 **Section 1. Definition**

24 A conference group (special interest group usually in the area of functional or clinical specialty) or
25 similar structural unit may function within District in accordance with policies of the Board.

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27 **Section 2. Responsibilities**

28 The responsibilities of a conference group will be to provide a forum for issues and concerns of a
29 particular area of nursing; serve as a resource for consultation, expertise and continuing education
30 programs; recommend standards, positions and policies to District committees, councils and the District
31 Board; maintain communication with membership; plan conference meetings and educational programs.

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34 **ARTICLE XII**
35 **FISCAL YEAR**

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37 The fiscal year of District shall be June 1 to May 31.

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39 **ARTICLE XIII**
40 **OFFICIAL PUBLICATION**

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42 This District shall publish a newsletter as its official publication. It shall be published: August to
43 May; at least four times a year or at the discretion of the Board of Directors. Any requirement that notice
44 be given to all TNA members whether individually or otherwise shall be satisfied by publication of that
45 notice in this official publication.

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47 **ARTICLE XIV**
48 **INDEMNIFICATION**

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

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**ARTICLE XV
PARLIAMENTARY AUTHORITY**

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

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**ARTICLE XVI
AMENDMENTS**

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Section 1. Review By TNA Bylaws Committee

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

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Section 2. Submission; Publication

a. Proposed amendments shall be submitted to the District Bylaws Committee in accordance with timetables and policies established by the District Board.

b. Notice of proposed amendments shall be by either publication in the District's official publication or individual notice to all members at the address appearing on District's current membership records.

c. Notice of proposed amendments shall include their source and rationale.

Section 3. Vote Required With and Without Notice

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

a. two-thirds of the votes cast if prior notice of the proposed amendments is given at least 30 days before the meeting; or

b. 99% of the votes cast if prior notice is not given.

**ARTICLE XVII
INACTIVE STATUS**

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

**ARTICLE XVIII
DISSOLUTION**

Section 1. Action to Dissolve District

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

Section 2. Distribution of Funds

This District shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of District funds shall benefit or be distributed to individual members of the District. On dissolution of the district, any funds remaining shall be distributed either a) to the Texas Nurses Association or b) to a qualified charitable, educational, or scientific organization selected by the District Board of Directors or membership prior to dissolution.

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APPENDIX A

DISCIPLINARY PROCEDURES DISTRICT DISCIPLINARY PROCEDURES

I. PURPOSE AND INTENT

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

II. BYLAWS AUTHORITY

Disciplinary proceedings are authorized and governed by Article **IV** of the District's Bylaws. All disciplinary proceedings shall be conducted in accordance with the requirements of that Article and Articles II.2.d and IV.1.e of the TNA Bylaws.

III. CAUSES FOR DISCIPLINARY ACTION

Causes for disciplinary action against a member shall be limited to failure of the member to fulfill obligations imposed by the District's Bylaws. Causes for disciplinary action against an officer or director are (1) misconduct of office and/or (2) failure to fulfill obligations imposed by the District's Bylaws.

IV. SANCTIONS TO BE IMPOSED

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

V. CONFLICT OF INTEREST

Person having a conflict of interest or other bias that could interfere with impartial decision-making shall not be appointed to any decision-making body or participate in the making of any decision. Conflict of interest and bias include, but are not limited to, having filed the complaint being decided, having been involved in the incident resulting in the complaint, having

a close personal relationship to any party to the complaint, or any other involvement that would prevent a person from making a fair and impartial decision.

VI. CONFIDENTIALITY

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

VII. DISCIPLINARY PROCEEDINGS AGAINST A MEMBER

1. Filing of Complaint. A complaint may be filed by any member or other person and shall be in writing and signed. The complaint shall describe the incident or behavior that is being complained of and shall identify the time and place if possible. Supporting documents may be submitted with the complaint. The complaint shall be filed with the president of the District unless the complaint involves the president. In that case the complaint shall be filed with the vice-president, or next officer in charge, who shall take any action required to be taken by the president under these procedures.

2. Notification of TNA. The president shall notify TNA of receipt of the complaint and the final disposition.

3. Appointment of Investigative Panel. The president shall appoint two members to meet and review the complaint.

4. Notification of the Complaint and Answer. If the Investigative Panel determines there is a possible violation of a duty imposed by the District's Bylaws, it shall notify the president of its findings who in turn shall notify the member by certified mail, return receipt requested, of the nature of the complaint and that the allegations, if true, constitute a possible violation of duties imposed by the Bylaws. The member shall have the right to submit any rebuttal statement or documents within 15 days of notification of the complaint.

5. Formal Charges. The Investigative Panel shall review any information submitted by the member and if it determines there is merit to the complaint, it shall identify the provisions of the Bylaws that have allegedly been violated and notify the president of its findings. Unless the president, with the advice and consent of the executive committee or other officers, decides the filing of formal charges is not in the best interest of the association, the president shall prepare formal charges and send them to the member by certified mail, return receipt requested. The formal charges shall state the facts that allegedly occurred and the specific provisions of the Bylaws that were allegedly violated. A copy of these procedures shall be forwarded with the formal charge.

6. Appointment of Hearing Panel. Within 10 days of sending the formal charges to the nurse, the president, with the advice and consent of the executive committee or other officers, shall appoint a Hearing Panel consisting of 5 members. The president shall designate one of the members as chair. Members having a conflict of interest or otherwise biased shall not be appointed. The two members serving on the Investigative Panel shall not serve on the Hearing Panel but may function as investigators/witnesses for the panel.

7. Setting and Notice of Hearing. Within 7 days of the panel's appointment, the chair shall schedule a hearing for the complaint and notify the member of its date by certified mail, return receipt requested. The hearing shall not be less than 20 days nor more than 45 days from the time the notice is mailed unless otherwise mutually agreed.

8. Conducting of Hearing. The chair shall preside at the hearing. The panel may ask questions of witnesses. The member shall have the right to have a representative, including an attorney. The member shall have the right to present evidence and to question witnesses. The complainant shall have the right to be present at the hearing, to have a representative including an attorney, and to question witnesses. If either party requests legal representation, the other party will be appropriately notified and shall have the right to legal representation. All costs for representatives will be borne by the respective parties. The association may have an attorney present who may question witnesses. Formal judicial rules of evidence shall not apply, and the chair will allow any testimony or evidence that reasonable persons would normally consider in deciding the issues in question. The chair may exclude evidence that is redundant or unduly prejudicial. Persons, other than witnesses and representatives of the parties, shall not be permitted at the hearing.

9. Issuance of Decision. Within 15 days of the hearing the panel shall notify in writing the member, complainant and the president of its decision. The written decision shall include factual findings, a statement of the reasons for the board's decision, and a statement of the precise discipline, if any, being imposed. Only members of the panel present during the entire hearing may participate in the decision. The decision must be agreed to by a minimum of three members. Notification of the member and complainant shall be by certified mail, return receipt requested.

10. Appeal. The accused may appeal the decision of the panel to the District's Board of Directors by submitting a written request for an appeal to the president within 15 days of receipt of notification of the panel's decision. The request for an appeal shall contain a statement of the facts and the reasons from which the appealing party bases his/her appeal. Unless otherwise agreed, the Board shall schedule the appeal at least 10 days after the request. Implementation of disciplinary action by the Hearing Panel is stayed pending the outcome of the appeal. The Board shall hear the appeal in closed session. Any Board member having a conflict of interest or otherwise biased shall not participate in the appeal. The appealing party shall have the right of representation including an attorney at the appeal. The Board may be represented by its attorney. The Board shall decide only if the evidence justified the decision of the Hearing Panel and shall not take additional evidence unless such evidence was not known or available at the time of the original hearing. The decision of the Board shall be by majority vote of those present and voting provided at least a majority of a quorum of the Board agrees to that decision. The appealing party shall be notified by certified mail, return receipt requested, of the final decision of the Board.

VIII. DISCIPLINARY PROCEEDINGS AGAINST AN OFFICER OR DIRECTOR

1. Filing of Complaint. A complaint may be filed only by a member and shall be in writing and signed. The complaint shall specify the alleged action of misconduct of office and the provision of the bylaws that are alleged to have been violated. The complaint shall describe behavior that is being complained of and shall identify the time and place if possible.

Supporting documents may be submitted with the complaint. The complaint shall be filed with the president of the District unless the complaint involves the president. In that case the complaint shall be filed with the **president-elect**, or the next officer in charge, of the District who shall take any action required to be taken by the president under these procedures.

2. Notification of TNA. The president shall notify TNA of receipt of the complaint and the final disposition.

3. Appointment of Investigative Panel. The president shall appoint two members to meet and review the complaint.

4. Notification of the Complaint and Answer. If the investigative panel determines that there is a possible violation of a duty imposed by the District's Bylaws and/or misconduct of office, it shall notify the president of its findings who in turn shall notify the officer or director by certified mail, return receipt requested, of the nature of the complaint and that the allegations if true constitute a possible violation of duties imposed by the Bylaws and/or misconduct of office. The officer or director shall have the right to submit any rebuttal statement or documents within 15 days of notification of the complaint.

5. Formal Charges. The investigative panel shall review any information submitted by the officer or director and if it determines there is merit to the complaint, it shall identify the provisions of the Bylaws that have allegedly been violated and/or misconduct of office that has occurred and notify the president of its findings. Unless the president, with the advice and consent of the executive committee, or other officers, decides that the filing of formal charges are not in the best interests of the association, the president shall prepare formal charges and send them to the officer or director by certified mail, return receipt requested. The formal charges shall state the facts that allegedly occurred and the specific provisions of the Bylaws that were allegedly violated. A copy of these procedures shall be sent with the formal charges.

6. Appointment of Hearing Panel. Within 10 days of sending the formal charges to the officer or director, the president with the advice and consent of the Executive Committee, or other officers, shall appoint a Hearing Panel consisting of 5 members. The president shall designate one of the members as chair. Members having a conflict of interest or otherwise biased shall not be appointed. The two members serving on the Investigative Panel shall not serve on the Hearing Panel but may function as investigators/witnesses for the panel.

7. Setting and Notice of Hearing. Within 7 days of the panel's appointment, the chair shall schedule a hearing for the complaint and notify the officer or director of its date by certified mail, return receipt requested. The hearing shall not be less than 20 days nor more than 45 days from the time the notice is mailed unless otherwise mutually agreed.

8. Conducting of Hearing. The chair shall preside at the hearing. Members of the panel may ask questions of witnesses. The officer or director shall have the right to have a representative, including an attorney. The officer or director shall have the right to present evidence and to question witnesses. The complainant shall have the right to be present at the hearing, to have a representative including an attorney, and to question witnesses. The association may have an attorney present who may question witnesses. All costs for the representation will be borne by the respective parties. Formal judicial rules of evidence shall not apply, and the chair will allow any testimony or evidence that reasonable persons would normally consider in deciding the issues in question. The chair may exclude evidence that is

redundant or unduly prejudicial. Persons, other than members of the panel, witnesses and representatives of the parties shall not be permitted at the hearing. If either party requests legal representation, the other party will be notified and shall have the right to legal representation.

9. Issuance of Decision. Within 15 days of the hearing, the panel shall notify the officer or director, the complainant, and the president of its decision. The written decision shall include factual findings, a statement of the reasons for the panels decision, and a statement of the precise discipline, if any, being imposed. Only members of the panel present during the entire hearing may participate in the decision. A minimum of three members of the panel must vote for the decision. Notification of the officer or director and complainant shall be by certified mail, return receipt requested.

10. Appeal. The accused officer or director aggrieved by a decision of the panel may appeal to the District membership by submitting a written request for an appeal to the president within 15 days of receipt of notification of the panel's decision. The request for appeal shall contain a statement of the facts and the reasons from which the appealing party based his/her appeal. Implementation of disciplinary action by the hearing board is stayed pending the outcome of the appeal. The appeal shall be heard at the next membership meeting that occurs at least 10 days from when the appeal was requested. The appeal may be **scheduled** at another meeting by agreement of the president and accused officer or director. The president shall preside at the appeal. Any member with a conflict of interest or otherwise unable to render an impartial decision shall not participate in the appeal. The appeal shall be held in a closed session of the membership. The officer or director shall have the right of representation including an attorney at the appeal. An attorney for the District may also be present and participate. The members shall decide only if the evidence justified the decision of the Hearing Panel and shall not consider additional evidence unless such evidence was not known at the time of the hearing before the panel or other procedures are agreed to by a majority vote. Decision shall be by majority vote of those present and voting provided at least a majority of a quorum necessary to conduct official business agree **to the** decision. The appealing party shall be notified by certified mail, return receipt requested.