



Bylaws 2018

Article I Title and Functions

SECTION 1. NAME

The name of this Association shall be the Arizona Nurses Association (AzNA).

SECTION 2. PURPOSE

The purpose of AzNA shall be to foster high standards of nursing practice and promote the professional and educational advancement of registered nurses. These purposes and the membership of AzNA shall be unrestricted in accordance with ANA bylaws.

SECTION 3. FUNCTIONS

The functions of AzNA shall include the following:

- a) to promote through appropriate means standards of nursing practice, nursing education, and nursing services as defined by the American Nurses Association (ANA),
- b) to advocate for registered nurses and promote AzNA's public policy agenda,
- c) to promote and protect the general welfare of registered nurses,
- d) to provide for the continuing professional development for registered nurses,
- e) to approve and provide continuing education for registered nurses,
- f) to represent registered nurses and serve as their state spokesman with allied professional, community and governmental groups and with the public,
- g) to provide for representation in the ANA Membership Assembly,
- h) to promote relationships with the Student Nurses' Association of Arizona (SNAAZ),
- i) to promote nursing as a career,
- j) to assume an active role as healthcare consumer advocate,
- k) to maintain communication with members through official publications,
- l) to provide due process policies for grievances and appeals related to these bylaws, pursuant to common parliamentary and statutory law.

Article II Chapters

SECTION 1. DEFINITION

Groups of registered nurses who are members of the Arizona Nurses Association which have been or hereafter may be convened, whose bylaws are in harmony with the bylaws of this association and have been approved by the majority vote of the board of directors (board) of this association shall be recognized as chapters.

SECTION 2. PURPOSE

The purpose and function of each chapter shall be clearly defined and recorded by the board of this association. These purposes and functions may be changed by two thirds (2/3) vote of the chapter board provided such change is congruent with the purposes and functions of AzNA.

SECTION 3. DUTIES

- a) It shall be the duty of each chapter of AzNA:
 - 1. to require that all its members have the qualifications specified in Article III, Section 2 of bylaws,
 - 2. to send to the secretary of AzNA, the names and addresses of all officers and other members of the board of directors of the chapter immediately following their election or appointment,
 - 3. to confer with the Committee on Bylaws of AzNA before adopting any proposed amendments to its bylaws,
 - 4. to adopt and maintain bylaws consistent with the bylaws of this association and to send these bylaws to the AzNA office every two (2) years or as often as amended,
 - 5. to suggest names of candidates for AzNA ballot and to send the names of these members with addresses to the Nominations Committee,
 - 6. to submit a full financial report to AzNA Treasurer annually by January 31.
 - 7. to enter into and abide by an AzNA chapter agreement. These agreements shall be reviewed periodically as defined by AzNA policy.
- b) A chapter which fails to comply with the requirements of these bylaws, or for other cause deemed sufficient, may be disqualified as a chapter of AzNA by a unanimous vote of the board provided due notice has been given the chapter at least three months before the vote is taken.

SECTION 4. SANCTIONS

When a chapter fails to comply with the requirements of these bylaws, the AzNA Board may, in accordance with AzNA Board policies and procedures, institute the following actions: 1) chapter probation 2) chapter board member removal; or 3) chapter dissolution

SECTION 5. DISSOLUTION

A chapter may determine to no longer be a chapter of AZNA upon a vote by the majority of the chapter members.

Article III Membership and Dues

SECTION 1. COMPOSITION

AzNA shall be composed of:

- a) current members of a chapter

SECTION 2. QUALIFICATIONS

A member in good standing is one:

- a) who has been granted a license to practice as a registered nurse in at least one state, territory, or possession of the United States and does not have a license under suspension or revocation in any state, or is otherwise entitled by law to practice, and
- b) whose dues are not delinquent, and
- c) whose membership in AzNA or another constituent state nurses association (C/SNA) is not under revocation due to disciplinary action, and/or
- d) who is a registered nurse in recovery, who has surrendered a license to practice, or a registered nurse who has retired and/or no longer chooses to practice but whose license was

in good standing with his/her licensing board at the time the nurse made the decision not to maintain an active license.

SECTION 3. MEMBERSHIP RIGHTS

- a) The members of AzNA 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 AzNA membership votes to disaffiliate from the ANA. "AzNA membership," for these purposes, is defined as individual members of AzNA who have ANA rights and privileges of membership as a result of their AzNA 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) Members shall have rights as follows:
 - 1. to hold unrestricted membership in accordance with ANA Bylaws,
 - 2. to receive a membership card and official publications of AzNA and ANA,
 - 3. to vote for AzNA board and elected committee members, ANA Membership Assembly representatives and alternates, in accordance with ANA bylaws and other issues brought to membership meetings,
 - 4. to attend membership meetings,
 - 5. to be a candidate for election to AzNA and ANA elective and/or appointive positions in accordance with AzNA and ANA Bylaws and applicable policies,
 - 6. to vote for and/or be a candidate for office in the chapter with which they affiliate,
 - 7. to attend conventions, ANA Membership Assembly and other unrestricted activities of AzNA, and ANA,
 - 8. to submit proposals for consideration by AzNA,
 - 9. to attend the Congress of International Council of Nurses,
 - 10. to due process for grievance and appeal

SECTION 4. MEMBERSHIP RESPONSIBILITIES

- a) to abide by the ANA Code of Ethics for Nurses and Bylaws of AzNA and ANA,
- b) to fulfill the requirements of an office or committee if elected or appointed,
- c) to respond to ballots

SECTION 5. MEMBERSHIP MOBILITY

- a) A member who moves out of state may apply to AzNA for transfer to another constituent state nurses association (C/SNA) of ANA. Individual members are not required to pay additional dues nor are entitled to receive refunds of any dues paid on transferring from AzNA to another C/SNA.
- b) A member of another C/SNA of ANA who moves to Arizona may transfer to AzNA. Individual members are not required to pay additional dues nor are entitled to receive refunds of any dues paid on transferring from another C/SNA to AzNA.
- c) A member may transfer from one chapter to another within AzNA without further payment of dues for the remainder of the membership year.

SECTION 6. HONORARY RECOGNITION

Members may recommend honorary recognition of persons who have rendered distinguished service or valuable assistance to the nursing profession. Such recognition must be unanimously approved by the board of Directors. If honor is approved, it is conferred at the next membership meeting.

SECTION 7. LIFE MEMBERSHIP

- a) Members may recommend life membership for a nurse who has rendered distinguished service or valuable assistance to the nursing profession. Such recognition must be

unanimously approved by the board. If honor is approved, it is conferred at the next membership meeting.

b) Life members shall pay no AzNA or ANA, dues and dues shall be paid by AzNA.

c) Life members shall have all the rights and privileges of membership.

SECTION 8. CAUSE FOR DISCIPLINARY ACTION

a) Cause for disciplinary action by AzNA against a member shall be limited to failure to fulfill the obligations as cited in these bylaws, and other actions detrimental to the purpose, goal, and functions of AzNA and ANA and shall be conducted in accordance with policies and procedures established by the board including a right to appeal pursuant to common parliamentary and statutory law. The board shall have the final disciplinary authority over members.

b) Any disciplinary action taken by another C/SNA shall be given full recognition and enforcement provided such action was taken in accordance with the disciplining C/SNA's bylaws and disciplinary procedures.

SECTION 9. DUES

a) Dues for AzNA and chapters shall be paid in accordance with policies adopted by AzNA. The annual state dues for a member shall be determined by the voting body of AzNA. In the event that the rate of dues payable to the ANA by AzNA is increased in the future, any such change shall be automatically added to the annual dues owed by a member.

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

c) Any proposal of changes in dues rates or categories shall be published to the members at least sixty (60) days prior to the meeting to be voted upon.

d) AzNA 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 AzNA membership votes to disaffiliate from the ANA pursuant to Article III, Section 3.

Article IV Board of Directors

SECTION 1. DEFINITION

The board is the corporate body composed of officers elected by the membership.

SECTION 2. COMPOSITION

a) The board shall consist of AzNA elected officers who represent the diversity of the profession:

1. there shall be seven officers, president, vice president, secretary, treasurer, and governmental affairs officer, and two directors-at-large.

b) To serve on the board, a person shall:

1. hold current membership in AzNA, and

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

SECTION 3. AUTHORITY

The board shall have the authority delegated to it by the membership, including the duties and powers as defined in these bylaws.

SECTION 4. ACCOUNTABILITY

The board shall report and be accountable to the membership.

SECTION 5. RESPONSIBILITIES

The board shall:

- a) exercise the corporate responsibilities and fiduciary duties of the association consistent with applicable provisions of law,
- b) oversee the implementation of association policies, positions, and programs approved by AzNA membership,
- c) oversee the development and implementation of strategies that support AzNA growth,
- d) approve and enforce policies and procedures for the transaction of business, coordination of the association and operation and maintenance of AzNA headquarters,
- e) provide financial oversight (approve and enforce) financial policies and procedures, approve the budget, and present an annual financial statement to the membership,
- f) appoint standing and ad hoc committees of the board as deemed necessary for the performance of its duties and define the purpose and authority of such committees,
- g) approve the dissolution of chapters,
- h) make appointments and fill vacancies as delegated to the board in these bylaws,
- i) approve logistics for general and special membership meetings,
- j) approve the appointment of representatives of this organization to other official and non-official agencies, organizations and groups,
- k) appoint and define the authority and responsibility of, and annually review the performance of the executive director as the chief executive officer,
- l) approve chapter status on groups meeting qualifications established in these bylaws,
- m) collaborate with SNAAZ and other nursing entities,
- n) maintain membership in and pay dues to ANA in accordance with policies adopted by the ANA Membership Assembly
- o) provide for the election of ANA Membership Assembly members and alternates in accordance with the ANA Bylaws and applicable policies, and AzNA Bylaws, policies and procedures,
- p) assure that AzNA fulfills its responsibilities as constituent state nurses association (C/SNA) of ANA,
- q) assume other duties as may be provided for elsewhere in these bylaws and by the AzNA membership,
- r) approve action on issues relevant to the association mission,
- s) approve policy on limits/use of membership list,
- t) approve policy for grievance and appeal.
- u) approve policies and procedures for AzNA nominations and elections
- v) approve qualifications for appointive positions unless otherwise specified in these bylaws
- w) comprise the personnel committee

SECTION 6. TERM OF OFFICE

- a) Board members shall be elected annually for two-year terms as follows:
 - The President, Secretary, Director of Governmental Affairs and Director-at-Large One shall be elected on odd years.
 - The Vice President, Treasurer and Director-at-Large Two shall be elected on even years.
- b) Terms of office shall commence on the adjournment of the membership meeting at which the election is announced.
- c) No board member shall serve more than two (2) consecutive terms in the same office and no more than eight (8) consecutive years on the board (in any role).
- d) Any board member who has served twelve (12) months or more shall be considered to have served a full term.

SECTION 7. VACANCIES

In the event of a vacancy:

- a) in the office of president, the vice president shall become president for the remainder of the term or until a successor is elected,
- b) in the office of another officer, the board shall fill the vacancy by appointment for the remainder of the term.

SECTION 8. DUTIES

- a) The president shall:
 1. preside at all meetings of the AzNA and conduct them by a formal order of business,
 2. serve as the official representative of the association and as its spokesperson on matters of association policy and positions,
 3. serve as an ANA and Membership Assembly representative.
- b) The vice president shall:
 1. assist the president in designated duties,
 2. serve as alternate ANA Membership Assembly representative if the President is unable to attend
 3. serve as a liaison to Nominations Committee and oversight to ad hoc committees.
- c) The secretary shall:
 1. be responsible for ensuring that records are maintained of meetings of the board, and shall notify members of the regular and special meetings of the membership,
 2. serve as liaison to the Bylaws Committee,
 3. serve as a 2nd alternate representative to the Membership Assembly in the event the President and Vice President cannot attend.
- d) The treasurer shall:
 1. monitor the fiscal affairs of the association and report to the board and membership,
 2. serve as liaison to the Finance Committee,
 3. Serve as 3rd alternate representative to the Membership Assembly in the event the President, Vice President and Secretary cannot attend.
- e) The Governmental Affairs Officer shall:
 1. oversee Governmental Affairs for AzNA
 2. serve as 4th alternate representative to the Membership Assembly in the event the President, Vice President, Secretary, and Treasurer cannot attend.
- f) The Directors-at -Large (2) shall:
 1. oversee special projects as assigned by the president
 2. serve as 5th and 6th alternate representative to the Membership Assembly in the event the President, Vice President, Secretary, Treasurer and Governmental Affairs Officer cannot attend.

SECTION 9. EX OFFICIO MEMBERS

- a) There shall be three ex officio members of the board:
 1. Chairperson or designee, AzNA PAC Board of Trustees
 2. Chairperson or designee, Arizona Nurses Foundation council of Trustees
 3. Immediate AzNA past president
- b) Ex officio members shall have voice, but no vote, on the AzNA Board of Directors.

- c) Ex officio members shall not be considered or counted in determining a quorum of the transaction of business.

SECTION 10. EXECUTIVE DIRECTOR

The board shall delegate to the executive director the authority to manage the association according to policies established by the board.

- a) The executive director shall be accountable to the board.
- b) The executive director shall employ, direct, promote, and terminate staff of the association.
- c) The executive director may represent the association and serve as spokesperson on matters of established policy and positions.

SECTION 11. MEETINGS

- a) Meetings of the board shall be held at least quarterly. Special meetings of the board may be called by the president on three (3) days' notice to each member of the board and shall be called by the president on like notice upon written request of three (3) chapters or members of the board.
- b) Business requiring action by the board may be conducted in a face to face meeting or by electronic communication (synchronous or asynchronous).
- c) Absence from two (2) consecutive meetings of the board shall be cause for declaring a vacancy in the board position. Such vacancy shall be determined by a majority of the board.

Article V Nominations and Elections

SECTION 1. NOMINATIONS

- a) Chapters and members shall be requested to submit names of members who are qualified and willing to serve in elective offices of AzNA, and in the elected and appointive offices at ANA.
- b) AzNA members shall be eligible to serve in only one state elected office at any one time. This provision does not apply to the position of ANA Membership Assembly Representatives.
- c) At least two nominees whenever possible shall be placed on the ballot for each elective office/position to be filled.
- d) The ballot shall be submitted to the board and sent to members of the association at least forty-five (45) days in advance of the membership meeting. Officers are chosen by secret ballot and returned to AzNA office no later than fourteen (14) days before the membership meeting. Officers are announced and installed at the membership meeting.
- e) A member who meets the established qualifications for an elective office may declare as a candidate by submitting a consent to serve to the chair of of the AzNA nominating committee by at least sixty (60) days prior to the election date; such name shall appear on the ballot.

SECTION 2. ELECTIONS

- a) Each member in good standing of this association shall be entitled to secret vote in elections. Dues for members in good standing shall be received by the treasurer at least forty-five (45) days prior to the first day of the convention.
- b) A second opportunity to vote shall not be given or sent to any member for any reason.
- c) Ballots shall be compiled by tellers appointed by the president of the association.
- d) The plurality of votes cast by those entitled to vote and voting shall constitute an election. In case of a tie, the choice shall be determined by lot at the convention.
- e) All records of the election shall be preserved for one year after election.

- f) The AzNA slate of candidates will indicate which elective positions are also elective for ANA Membership Assembly representative.

SECTION 3. CHALLENGES

Any challenges to an election must be filed with the AzNA secretary within seven (7) days after adjournment of the convention.

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 just cause. An election for removal of an elected official shall be held when called for by a majority vote of the board, or upon written request of a majority of chapters. Removal of an elected official requires two-thirds (2/3) vote of those members voting at the special election.

Article VI Meetings

SECTION 1. FREQUENCY

The association shall hold a membership meeting at least biennially.

SECTION 2. SPECIAL MEETINGS

Special meetings of this association may be requested by the board or upon written request of a majority of chapters. All special meetings will be called by the President or Vice President of the board

SECTION 3. NOTICE OF MEETING

Notice of membership meetings shall be sent not more than sixty (60) days before the meeting and not less than ten (10) days prior.

SECTION 4. VOTING BODY

The voting body of all conventions and special meetings of AzNA shall consist of all members in good standing who are in attendance.

Article VII Relationship with ANA

SECTION 1. MEMBERSHIP

AzNA is a C/SNA member of ANA. AzNA shall pay dues to ANA in accordance with the policies adopted by the ANA Membership Assembly.

SECTION 2. REPRESENTATION

- a) Membership Assembly
1. AzNA is entitled to representation at meetings of the ANA Membership Assembly in accordance with ANA Bylaws and policy.
 2. ANA Membership Assembly representatives and alternates shall be elected by the individual members of AzNA by secret ballot for a term of two years or until a successor is elected in accordance with these bylaws.
 3. Delegates and alternates shall be:
 - i. elected as directed by these Bylaws and in accordance with the ANA Bylaws.
 - ii. one elected board member representative and one representative elected from the general AzNA membership. An additional four representatives will be elected as alternates from the general AzNA membership.

Article VIII Standing Committees

SECTION 1. DEFINITION

There shall be elected Committees of the membership as follows: Nominations and Bylaws.

SECTION 2. COMPOSITION

- a) Nominations shall consist of five (5) members elected by the membership. The Chair shall be selected by the committee. The Vice President of the board shall be the liaison to this committee.
- b) Bylaws shall consist of five (5) members elected by the membership. The Chair shall be selected by the committee. The secretary of the board shall be liaison to this committee.

SECTION 3. TERM OF OFFICE

Members of elected committees shall serve a two (2) year term. Members may serve no more than two (2) consecutive terms and no more than eight (8) consecutive years on any committee.

SECTION 4. ACCOUNTABILITY

Standing committees of the membership shall be accountable to the membership.

SECTION 5. VACANCIES

- a) A vacancy on a standing committee shall be filled by appointment of the board.
- b) Absence from two (2) consecutive meetings may be cause for declaring a vacancy in the position. Such vacancy shall be determined by a majority of the board.

Article IX Standing and Ad hoc committees

SECTION 1. DEFINITION

There shall be standing, and ad hoc committees appointed by the board, which may include but are not limited to: Public Policy, Continuing Education, Finance and Expert Panels that address professional issues identified by the membership

SECTION 2. COMPOSITION

Appointed committees shall consist of no fewer than five (5) members. Members shall be considered based on their expertise and competence relative to the area of focus. With the exception of the Public Policy Committee, which is chaired by the Governmental Affairs Officer, the chair of standing and ad hoc committees shall be appointed by the board.

SECTION 3. ACCOUNTABILITY

Standing and ad hoc committees shall be accountable to the board.

SECTION 4. MEETINGS

Meetings will be scheduled as per the policies and procedures of the standing and ad hoc committees.

Article X Chapter Presidents

SECTION 1. DEFINITION

Chapter Presidents will communicate and share information about chapter activities, discuss means to encourage involvement of members, and serve as an advisory group to the President, Board of Directors, and AzNA PAC. The President of AzNA will be a liaison to the Chapter Presidents.

Article XI Quorum

SECTION 1. DEFINITION OF PARTICIPATIONS/ATTENDANCE

A quorum can be achieved by participation/attendance in-person or via any of the following electronic means sufficient to allow for communication with members of The board and other members present at meetings.

SECTION 2. MEMBERSHIP MEETINGS

A majority of the board, one of whom shall be the president or the vice president and representatives from a majority of the chapters shall constitute a quorum for the transaction at any regular or special membership meeting of this association. A current alphabetical list of members shall be present at all membership meetings.

SECTION 3. BOARD OF DIRECTORS

A majority of the board, one of whom shall be the president or vice president shall constitute a quorum at any meeting of the board.

SECTION 4. COMMITTEES

A majority of any committee shall constitute a quorum.

Article XII Fiscal Year

The fiscal year of this association shall be the calendar year.

Article XIII Official Publication

The Arizona Nurse shall be the official publication of this association.

Article XIV Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern meetings of this association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article XV Amendments

SECTION 1. WITH NOTICE

- a) These bylaws may be amended at any convention or special meeting by a two-thirds (2/3) vote of the members present and voting.
- b) The Bylaws Committee chair establishes the deadline for receipt of proposals for bylaws changes and announces through notice to the membership.
- c) All 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 convention or special meeting and shall be appended to the call for the meeting.

SECTION 2. WITHOUT NOTICE

These bylaws may be amended at any convention or special meeting by a 99 percent vote of those present and voting without previous notice.