OREGON NURSES ASSOCIATION

Constituent Association __5___ Bylaws

Article I: Name, Boundaries and Responsibilities

Section 1. The name of this Association is Constituent Association ___5____, hereinafter referred to as CA#5.

Section 2. The boundaries of CA#5 are __Lane County, Oregon______ or such boundaries as the Oregon Nurses Association (ONA) Board of Directors designates.

Section 3. CA#5’s responsibilities are to abide by the terms of the ONA Bylaws. CA#5 will:

A. Submit a report to the House of Delegates. Adopt and maintain Bylaws that are consistent with the ONA Bylaws and adopted policies. The ONA Bylaws and adopted policies will supersede any inconsistent Bylaws or policies of the CA.
B. Comply with and carry out the responsibilities listed in the ONA Bylaws, adopted policies and governing documents.
C. Elect officers by secret ballot from its members in good standing.
D. Select a delegation to the House of Delegates.
E. Provide specific responsibility and accountability to the membership and the ONA Board of Directors for program activities to assist and support member mobilization and involvement at all levels of the organization.
F. Provide organizational structure to enable free-flowing communications between members, the ONA Board of Directors and ONA Cabinets and Committees.
G. Prior to ONA elections, submit to the ONA Nominations Committee, upon request, names of qualified potential candidates for ONA elective positions.
H. Enter into and abide by written agreements requested by the ONA Board of Directors.
I. Submit to the ONA Board of Directors copies of all governing body and committee minutes, financial reports and communications and such reports as may be required by the ONA Bylaws, adopted policies, and/or governing documents, or as requested by the ONA Board.
J. Submit a report to the House of Delegates.

Section 4. CA#5 functions are to:

A. promote standards of nursing practice, nursing education and nursing services.
B. assist adherence to the ANA Code of Ethics for Nurses.
C. act and speak for the nursing profession in regard to legislation, governmental programs, health policies and health care.
D. encourage the professional development of nurses.
E. serve as the local spokesperson with allied professional, community and governmental groups and with the public.
F. promote relationships among nurses and local nursing students.
G. assume an active role as consumer advocate in health.
H. maintain communications with constituents and members through official publications.

Article II: Membership, Dues and Fees

Section 1.
The CA#5 membership will be composed of ONA members in good standing as defined in the ONA Bylaws and who practice or reside within the CA#5’s designated boundaries. A member will belong to only one (1) CA for all matters related to the ONA House of Delegates.

Section 2.
Members of CA#5 will have privileges as stated in the ONA Bylaws and in these CA Bylaws.

Section 3.
CA#5 may establish a fee as provided in these Bylaws and as approved by the ONA Board of Directors. The fee will become part of the annual dues to be a member of ONA and this CA.

Section 4.
No monies will be refunded or additional monies collected retroactively when a change of CA membership is made in accordance with the ONA Bylaws and adopted policies.

Article III: Meetings

Section 1. CA Membership Meetings
CA#5 will meet at least semi-annually. One of the meetings shall be designated as the annual meeting and the annual report will be presented. The CA#5’s Board of Directors will set the time and place for such meeting(s). CA#5 members and a majority of the Board of Directors, including either the president or the vice president, will constitute a quorum at any CA#5 membership meeting.

Section 2. Special CA Membership Meetings
Special meetings may be called by a majority of the Board of Directors, including either the president or the vice president, or by written request of thirty-five (35) CA#5 members.

Section 3. Attendance
The meetings of CA#5 are open to all members of CA#5. Others may be allowed to attend such meetings with a majority vote of the Board of Directors, present and voting at the meeting.

Section 4. Notification
Notification of the time, place, program and/or agenda of the meeting will be made available to all CA#5 members at a minimum of fourteen (14) days prior to the meeting. Notification will be by the CA#5 Newsletter, special mailing or e-mail.

Article IV: Board of Directors

Section 1. Definition
The Board of Directors, a corporate body, is composed of elected members and serves as the agent for the CA#5 membership.

Section 2. Composition
The Board will consist of CA#5’s President, Vice-President, Secretary, Treasurer and six (6) Directors. Each member of the Board must be, and remain a member in good standing.

Section 3. Responsibilities of the Board of Directors

The Board will carry out and effectuate the responsibilities stated in the ONA Bylaws including, but may not be limited to:
A. establishing policies and providing for the transaction of business and coordination of CA#5’s activities in the interim between membership meetings.
B. providing for the adoption of financial policies, adoption of the budget for CA#5’s funds, the annual auditing of all books and reporting to the membership.
C. establishing standing and special committees as necessary to implement its’ duties.
D. making appointments and filling vacancies as necessary as provided for in these Bylaws.

Section 4. Terms of Office

Each officer will be elected for a two (2) year term of office. The directors will be elected for a three (3) year term of office. The President and Secretary will be elected in the odd numbered years. The Vice President and Treasurer will be elected in the even numbered years. Two directors will be elected each year for a total of six (6) director positions. The elections will coincide with the time the CA delegates to the ONA House of Delegates are elected except in the year that the ONA House of Delegates does not meet and in those years the election will be held at the anticipated time when a yearly House of Delegates would meet. Each elected officer and director will serve until a successor is elected.

Section 5. Vacancies

A. In the event of a vacancy occurring in the office of president, the vice-president will become president and ONA delegate.
B. All other vacancies on the Board will be filled by Board appointment with qualified members, or until a successor is elected.

Section 6. Board Meetings

A. Board of Directors meetings will be open to all CA#5’s members in good standing.
B. Regular meetings of the Board of Directors shall be held a minimum of four (4) times a year.
C. Special meetings may be called by the President or by two (2) board members.
D. In lieu of a meeting of the Board of Directors, the President may collect a board member’s vote by telephone, mail or e-mail.
E. Absence of any member of the Board of Directors from two (2) consecutive regular meetings, unless excused by the President and/or Board of Directors, shall constitute a resignation and the vacancy shall be filled as provided.
F. A majority of the Board, including either the president or the vice-president, will constitute a quorum at any meeting.

Section 7. Responsibilities of Officers

A. Officers will assume duties usually performed by such officers and as defined by these Bylaws or by the ONA Board of Directors.
B. The president will serve as a delegate to the House of Delegates, the vice-president will serve as the second delegate, as needed, the secretary will serve as the third delegate and the treasurers will serve as the fourth delegate as needed.
C. The president will be chairperson of the Board and membership meetings, and serve as an ex-officio member of all CA#5’s committees (without a vote) except the Nominating Committee.

D. The vice-president will assume the duties in the president’s absence.

E. The secretary will keep minutes of all meetings, be accountable for record keeping and reporting of all CA#5 and Board meetings, preserve all pertinent papers, letters and transactions and submit minutes as specified by the Board or as directed by ONA. The treasurer will be accountable for the fiscal affairs of CA#5, receive fees, and deposit such funds in the Board designated insured banking institute and pay bills approved by the Board, and submit all books and accounts for audit as specified by the Board, or as directed by ONA.

Section 8. Executive Committee

There shall be an Executive Committee of the Board, composed of the officers, who shall have all powers of the Board to transact business of an emergency nature between Board meetings. Such transactions shall be reported at the next regular Board meeting.

Section 9. Succession of Officers

An officer will deliver to his/her successor all accounts, record books, papers, or other property belonging to CA#5 within two (2) weeks of leaving office.

Article V: Standing Committees and Task Forces

Section 1. Definition

There will be standing committees which will assume such duties as are specified in these Bylaws and such other related duties as may be assigned. Standing committees will be accountable to CA#5 and submit reports to the Board of Directors.

The standing committees include, but are not limited to:
A. Bylaws
B. Nominating

Section 2. Composition

A. The Board of Directors will develop and establish a policy for standing committees, number of members and quorum.
B. The Board of Directors will appoint and establish a taskforce(s) as needed.

Section 3. The Committee on Bylaws will consist of members in good standing and have the following responsibilities:

A. Suggest, receive and prepare proposed amendments to the Bylaws of CA#5, report to the Board of Directors, and submit to the ONA’s Committee on Bylaws any proposed amendments to these Bylaws to ensure compliance with ONA Bylaws and adopted policies. Upon ONA approval, the Committee will send the proposed amendments to the membership for vote.
B. Review these Bylaws to ensure compliance with the ONA Bylaws and adopted policies.
C. Refer questions about interpretation of these Bylaws to ONA’s Committee on Bylaws.
Section 4. The Nominating Committee will consist of members in good standing and have the following responsibilities:

A. Request names of candidates for elective offices of CA#5 from CA#5 members and confirm that nominees meet established qualifications.
B. Send all members of CA#5 the notice of an election at the member’s last known home address, or if mutually agreed, by electronic means at least thirty (30) days prior to the close of the election. The notice of election must specify the offices to be filled and the candidate declaration due date.

Article VI: Nominations and Elections of Officers

Section 1. Nominations

A. Names of candidates for elective offices of CA#5 will be requested from all members in good standing.
B. Nominees will complete the Consent to Serve form, and agree to simultaneously being a candidate for office and a candidate for delegate to the ONA House of Delegates, if applicable. Only nominees that meet established qualifications may run for office.
C. A CA#5 officer or director, excluding being an ONA delegate, can only serve in one (1) elected position at a time.

Section 2. Elections

A. Elections will be by secret ballot or electronic ballot of voters determined by ONA from a list of eligible CA#5 members. There will be no proxy voting.
B. Ballots will be mailed, or if mutually agreed, sent by electronic means, to the eligible voters at least fourteen (14) days ahead of the election deadline. Members joining CA#5 after the fourteen (14) day timeframe may request a ballot in writing or electronically from the CA#5 President.
C. Completed ballots will be returned to CA#5 and processed according to CA#5’s election policies and procedures. Candidates or their representatives will be allowed to oversee the counting of the ballots, if a mail vote is held.
D. A plurality vote will constitute an election. In case of a tie, the choice will be determined by lot.

Article VII: CA Delegates to the ONA House of Delegates

The selection and term of CA#5 delegates is to be in accordance with the ONA Bylaws.

Article VIII: The CA’s Bylaws in relation to ONA’s Bylaws and adopted policies

ONA’s Bylaws and adopted policies will supersede these Bylaws or CA#5’s policies that are inconsistent or in conflict. The ONA’s Committee on bylaws will have the sole and final determination on whether there is an inconsistency or conflict.
Article IX: Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised will govern meetings of CA#5 in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Article X: Amendment of CA Bylaws

A. These Bylaws may be amended at any regular or special meeting of the CA#5 membership by a two-thirds (2/3) vote of the members in good standing present and voting, provided that the proposed amendments have been appended to the call to the meeting. The call to the meeting will be issued fourteen (14) days prior to the meeting.

B. These Bylaws may be amended without previous notice at any meeting of CA#5 by a ninety-nine percent (99%) vote of the members in good standing present and voting.

Article XI: Fiscal Year

The fiscal year of CA#5 shall be January 1 through December 31.

Revised:

1979
1985
1993
1994
2010
2014