



Caring for Oregon

Bylaws

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ABBREVIATIONS

The following abbreviations are used in these Bylaws:

ANA – American Nurses Association

RN – Registered Nurse

ICN – International Council of Nurses

ONA – Oregon Nurses Association

OSBN – Oregon State Board of Nursing

OSNA – Oregon Student Nurses Association

AFL-CIO – American Federation of Labor and Congress of Industrial Organizations

CA – Constituent Association

AFT – American Federation of Teachers

ONA Bylaws Amended:

1964	1983	2002
1966	1984	2004
1967	1985	2005
1968	1986	2006
1969	1988	2007
1970	1990	2008
1972	1991	2010
1974	1993	2012
1977	1994	2014
1978	1996	2016
1979	1997	2018
1980	1998	2020
1981	1999	2022
1982	2000	2024

OREGON NURSES ASSOCIATION BYLAWS

ARTICLE I: TITLE, PURPOSES, FUNCTIONS, AND AFFILIATIONS

Section 1. The name of this Association is the Oregon Nurses Association, hereinafter referred to as ONA.

Section 2. ONA's purpose is to work for the improvement of health standards and the availability of health care services for all people, foster high standards of nursing, stimulate and promote the professional development of nurses, organize and represent the interests of RNs and advance their economic and general welfare.

These purposes will be unrestricted by considerations of age, color, creed, gender, disability, health status, sexual orientation, nationality, race or religion.

Section 3. ONA's functions are to:

- A. establish and promote standards of nursing practice, nursing education/and nursing services.
- B. promote adherence to the ANA Code of Ethics for Nurses.
- C. act and speak for the nursing profession and ONA members in regard to legislation, governmental programs and health policies.
- D. promote and protect the economic and general welfare of its members.
- E. conduct a collective bargaining program for those it has been designated as the exclusive representative.
- F. provide for the professional development for its registered nurses and members .
- G. represent its registered nurses and members and serve as their state spokesperson with allied professional, community, and governmental groups and with the public.
- H. promote relationships with students interested in or pursuing careers in nursing and healthcare.
- I. stimulate and promote research in nursing to benefit its membership, disseminate research findings and encourage the utilization of new knowledge as a basis for nursing.
- J. assume an active role as consumer advocate in health.
- K. develop and implement ongoing affirmative action programs within ONA and its constituent associations and special interest groups.
- L. maintain communications with constituents and members through official publications.

Section 4. Affiliations

- A. The ONA Board of Directors will undertake affiliations with other compatible organizations or affiliate with such organizations as the ONA Board determines necessary and appropriate to accomplish organizational goals and objectives.

- B. An affiliation agreement is defined as a legally binding contract that sets forth the terms and conditions under which ONA and another entity, such as another labor or professional organization, agree to affiliate or merge with each other or combine or share a significant amount of resources.
- C. The ONA Board of Directors' discretion to determine the terms and objectives of the affiliation is limited by the following:
 - 1. The affiliation must be with an organization that has a mission, purpose and objective consistent with those of ONA as determined by the ONA Board and ratified by the House of Delegates.
 - 2. Organizations eligible for an affiliation include, but are not limited to, the following: nursing students, nurses, other healthcare professional and health care worker associations and unions, health advocacy organizations, labor union federations and coalitions, and other organizations engaged in compatible social, professional, educational and economic activities.
 - 3. The affiliation agreement must be written and include criteria as established in adopted policies.
- D. The written affiliation agreement will be provided to the House of Delegates with the notice of the meeting of the House of Delegates. The House of Delegates must ratify the affiliation agreement before it takes effect.

The ONA Board of Directors and the House of Delegates prior to approving and ratifying an affiliation agreement must be provided specific explanations of organizational goals and objectives intended to be achieved or advanced by the affiliation, the impact of the affiliation on ONA's autonomy or its ability to maintain existing affiliations, and any other topic as established in adopted policies.

ARTICLE II: MEMBERSHIP

Section 1. ONA is composed of:

A. Members

- 1. nurses licensed to practice as a RN in at least one (1) state, territory, possession, or the District of Columbia of the United States, and who do not have a license under revocation or under suspension from practice for professional misconduct in any jurisdiction; or
 - 2. nurses in a retired RN status as defined by the applicable governmental accrediting or licensing agency.
 - 3. individuals represented by ONA for purposes of collective bargaining.
- B. OSNA members who are enrolled in a nursing education program that qualifies the applicant to take the state recognized examination for RN licensure.

Section 2. Good Standing

A. An ONA member in good standing is one:

- 1. who currently resides in Oregon, or has resided in Oregon in the previous four (4) years, or maintains a residence in Oregon, or works as a RN for an employer in Oregon, or is represented by ONA for purposes of collective bargaining;
 - 2. whose dues are not delinquent; and
 - 3. who abides by these Bylaws and adopted policies.

Section 3. Membership Privileges and Responsibilities

Members in good standing, regardless of dues classification, will have the following membership privileges and responsibilities, except as otherwise stated in these Bylaws and adopted policies, or for special members as determined by the ONA Board of Directors:

A. Membership Privileges:

1. receive a membership card upon request
2. vote
3. serve in any ONA elected or appointed position
4. serve as a delegate to ONA's House of Delegates
5. attend annual meetings, conventions, the House of Delegates and other unrestricted activities of ONA
6. receive regular ONA communications
7. nominate qualified candidates for elected positions
8. have representation through ONA as provided under the ONA/ANA Membership Dues Agreement to ANA and all rights of membership in ANA as provided in the ANA Bylaws until such time as two-thirds (2/3) of ONA members in good standing vote to disaffiliate from ANA
9. have representation through ANA in the ICN to the extent provided under an ONA/ANA Membership Dues Agreement and the ANA Bylaws

B. Membership Responsibilities:

1. abide by the ethical and legal obligations of the profession
2. not engage in dual unionism, defined as providing resources or material support to, or becoming a member of, or forming a labor, professional, or political organization or organizing committee that competes with ONA for members or otherwise undermines the integrity of ONA or one of ONA's constituent associations or affiliates
3. refrain from dealing with ONA or affiliates as an adverse party or on behalf of an adverse party with the purpose of removing ONA or affiliate as or preventing ONA or affiliate from becoming the exclusive representative for a group of employees or undermining ONA or affiliate's standing as a professional association
4. honor an ONA sanctioned picket line except as provided under Article II.4.A.3
5. remain a member in good standing

C. Special members, as defined in adopted policies, will have the privileges in Article II.3.A.1, 5-9 and the responsibilities in Article II.3.B.1-5.

D. OSNA Member Privileges

1. All OSNA members in good standing will have all of the following privileges:
 - a. right to receive regular ONA communications.
 - b. attend regular meetings, conventions, the House of Delegates, and other unrestricted activities of ONA.
 - c. present action reports to the House of Delegates.
 - d. serve as a delegate to the House of Delegates and as such have the right to vote on action reports and resolutions.
 - e. receive credit as a member of ONA in good standing for each year of OSNA membership in good standing.

Section 4. Disciplinary Action and Appeal Procedure

A. Cause for disciplinary action against a member will be limited to:

1. violation of these Bylaws or adopted policies; and
2. other actions which are detrimental to the economic or professional purposes, goals, and functions of ONA, its affiliates or constituent associations.
3. Statutory supervisors, as defined by the applicable law(s), are exempt from disciplinary action by ONA for crossing an ONA sanctioned picket line to work during

a strike or other concerted activity at his/her place of employment, if ordered to work by the employer.

B. Fair Treatment and Due Process

1. Each member subject to disciplinary action will have the right to fair treatment in the application of the law and ONA's Bylaws and adopted policies. In applying the rules and procedures relating to disciplinary action, the essential requirements of due process (notice, hearing, and judgment based upon the evidence) will be observed, without requiring the technical formality followed in courts of law.
2. The charge must set forth the provisions of these Bylaws or adopted policies allegedly violated and the acts which allegedly constitute such violation in sufficient detail to inform the accused of the offense.
3. Any charge based upon alleged misconduct which occurred more than three (3) years prior to the filing of such charge is barred and will be rejected.

C. Hearing Procedure

1. The Executive Committee will be the trier of fact and will timely convene a hearing to assess the merit of the charges. Those members of the Executive Committee that have a conflict of interest must recuse themselves from the hearing. If the remaining Executive Committee members do not form a quorum, the ONA Board of Directors will be the first body to serve as the trier of fact.
2. A two-thirds (2/3) vote is needed to find the charged party guilty. The trier of facts will issue a written decision that outlines the basis for its decision and provide the decision to the charged and charging parties.

D. Appeal

1. Only the accused has a right to appeal a decision to the entire ONA Board of Directors.
2. The ONA Board will hold a hearing during a regularly scheduled meeting, or special meeting called for that purpose, to review evidence and the trier of fact's decision and to afford the accused the opportunity to present an argument as to why the decision is wrong. The ONA Board will not consider new evidence.
3. The decision of the ONA Board will be final and binding.

E. Depending on the severity of the matter, the following disciplinary actions may be imposed: reprimand, censure, fine, removal from office, suspended from membership, or permanently expelled from membership.

F. A member will be dropped from the membership rolls if such member fails or it is found that the member has failed to pay dues in the amount and within such time period as established by ONA adopted policies. No membership privileges will be withheld if dues are paid within the month the dues are owed. A member seeking reinstatement may be required to pay all back dues plus a reinstatement fee equivalent of three (3) months dues. An exception to this would be arrears due to a layoff, serious illness, or any other special circumstance, such as a strike, which could be appealed to the Executive Committee.

G. Any disciplinary action taken by an affiliate against a member of ONA, may be reviewed by the ONA Board of Directors and treated as an appeal.

ARTICLE III: DUES & FEES

Section 1. Dues and Fees

A. The annual dues for a member of ONA for the membership year of twelve (12) consecutive months beginning the first month of membership shall be as follows:

1. Members represented for purposes of collective bargaining shall pay one and six-tenths percent (1.6%) of the member's gross wages, with the maximum dues ("Dues Cap") being an amount as determined as follows:
 - a. The maximum dues ("Dues Cap") annual amount shall be \$1600, prorated on a per pay-period or monthly basis, effective July 1, 2025. This Dues Cap shall be increased annually on July 1 in each subsequent year by a combination of the following:
 - i. Any positive cost of living adjustment reflected in the January twelve-month CPI-U Western Region inflation rate as published by the U.S. Bureau of Labor Statistics (or the equivalent if that ceases to be published) applied to the previous year Dues Cap; and
 - ii. an annual increase as determined by the Board of Directors in an amount no greater than 5% over the previous year Dues Cap;
 - b. Graduates of a health care related program who are represented for purposes of collective bargaining are entitled, upon request, to a four-month dues abatement during their first year of employment if membership in ONA is initiated within six (6) months after graduation. If the graduate was an OSNA member of ONA prior to graduation they shall receive a total of five months of dues abatement during their first year of employment.
2. Members not represented by ONA for collective bargaining ("non-bargaining unit members") shall pay a dues amount set by the Board annually. This dues amount shall be no greater than the following:
 - a. fifty percent (50%) of the Dues Cap specified in Article III, Section 1.A.1(b) unless b, c, or d apply;
 - b. for unemployed members, or those in full time study, dues shall be no more than twenty-five (25%) of the Dues Cap;
 - c. for a recent graduate of a nursing or graduate nursing program, a first year of membership dues, if initiated within six (6) months following graduation, shall be no more than twenty-five percent (25%) of the Dues Cap;
 - d. for a permanently disabled member, a member seventy (70) years of age or older, or a member retired as defined in Article II.1.A. 2, dues shall be no more than ten percent (10%) of the Dues Cap.

B. Members who have fifty (50) years of continuous membership will become a life member and pay no dues thereafter.

C. ONA dues paid by a demonstration project member will be established by the ONA Board of Directors. Demonstration projects that directly impact the dues of members represented for purposes of collective bargaining are approved by the Labor Cabinet.

Section 2. Change of Dues Category

No monies will be refunded or additional monies collected retroactively when a change of dues category is made within a membership year.

Section 3. Specific Program Allocation

A. A minimum amount equivalent to two percent (2%) of ONA income from dues will be set aside as a strike fund within the ONA General Fund for members represented for purposes

of collective bargaining and administered by the Labor Cabinet pursuant to its policies and procedures and in accordance with the law.

- B. A minimum amount equivalent to one percent (1%) of ONA income from dues will be set aside as a Constituent Association fund within the ONA General Fund and administered by the Board pursuant to its policies and procedures.
- C. A minimum amount equivalent to three percent (3%) of ONA income from dues will be set aside as a Bargaining Unit fund within the ONA General Fund for members represented for purposes of collective bargaining and administered by the Labor Cabinet pursuant to its policies and procedures and in accordance with the law.
- D. Four dollars (\$4.00) per month will be deposited in the Oregon Nurse Political Action Committee (ON-PAC), or if made unlawful by any statute, current or future, to any other lawful fund that promotes political education or activities as designated by ONA, unless individual members elect to have the funds go into the General Fund.

ARTICLE IV: HOUSE OF DELEGATES AND ANNUAL MEETING

Section 1. Definition

The House of Delegates will be the governing body of ONA and will be composed of:

- A. credentialed delegates selected by the members in good standing of the constituent associations;
- B. the ONA Board of Directors; and
- C. OSNA delegates.

Section 2. Functions

The House of Delegates will:

- A. take positions, determine policy, and set direction on substantive issues of a broad nature necessitating the authority and backing of the official voting body of ONA.
- B. adopt, amend and maintain these Bylaws.
- C. ratify affiliation agreements.
- D. perform all other duties stated in these Bylaws.

Section 3. Composition

A. Apportionment

1. The number of delegates to which any constituent association will be entitled at any annual meeting will be based on the number of members on November 30 of the preceding year.
2. There will be an additional six (6) delegates with limited voting rights allotted to OSNA members chosen pursuant to that association's bylaws and procedures.

3. The number of delegates to which any constituent association will be entitled at any special meeting of the House of Delegates, will be the number of delegates authorized at the immediate preceding regular meeting of the House of Delegates.
4. Each constituent association in good standing will be entitled to one (1) delegate plus one (1) delegate for every twenty-five (25) members or major fraction thereof.
5. Communication to the president and secretary of each constituent association will be sent with the total number of delegates allotted to that constituent association. This will be the notice of delegates.

B. Eligibility- Delegates must be credentialed prior to being seated at the House of Delegates.

C. Nominations and Elections

1. Upon a constituent association's receipt of the notice of delegates, the constituent association must provide its members in good standing, as verified by ONA, reasonable notice to nominate candidates to serve as delegates.
2. After receiving names of nominees and verifying they are eligible and willing to serve, the constituent association will hold an election by secret ballot with the nominee(s) receiving the highest number of votes being selected as delegates or, if the total number of nominees willing and eligible to serve is less than or equal to the total number of delegates allotted to the constituent association, then those nominees will be selected as delegates.
3. For purposes of this section only, a member in good standing is one who is in good standing as verified by ONA the month prior to the month the notice of delegates is sent.

D. Term and Vacancies

1. Terms of Office and Vacancies
 - a. Each delegate will serve a term that begins at the next regular House of Delegates and ends prior to the following regular House of Delegates.
 - b. Vacancies for delegates will be filled by the nominee with the next highest votes from that constituent association. Where there is a tie the selection will be by lot.

E. Accreditation

The Credentials Committee will accredit elected delegates.

1. Prior to a meeting of the House of Delegates, the ONA Board of Directors will appoint a three (3) member Credentials Committee comprised of ONA members who are not delegates and who are and have been members in good standing for a minimum of two (2) years prior to appointment.
2. The duties of the Credentials Committee include registering and certifying the credentials of all elected delegates prior to being seated in the House of Delegates by confirming:
 - a. the member is and has been a member in good standing during the delegate's term; and
 - b. is a member of the constituent association that elected the delegate.
3. The Credentials Committee members' appointment will expire at the conclusion of the House of Delegates at which the committee served.

Section 4. Meetings of the House of Delegates or Membership

A. The House of Delegates will have its regular meeting every even year.

B. Special meetings of the House of Delegates or membership may be called by the ONA Board of Directors and will be called by the president upon written request of no fewer than a majority of the constituent associations.

- C. The time and place of meetings will be determined by the ONA Board of Directors.
- D. Notice of a meeting of the House of Delegates will be sent to each constituent association at least thirty (30) days prior to the regular meeting of the House of Delegates and at least ten (10) days prior to a special House of Delegates meeting.
- E. Notice to the membership will be at least thirty (30) days prior to a membership meeting.

Section 5. Quorum

A quorum for the transaction of business by the House of Delegates will consist of five (5) members of the ONA Board of Directors, one of whom will be the president or vice-president, and delegates from a majority of the constituent associations.

Section 6. Annual Meeting

Annual Meetings will be held at a time, place and manner determined by the ONA Board of Directors in accordance with adopted policies. Annual meetings may be made a part of the House of Delegates.

ARTICLE V: ONA BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Definition

The ONA Board of Directors, a corporate body composed of elected members, serves as the agent for the House of Delegates.

Section 2. Composition

The ONA Board of Directors will consist of officers and directors, each of whom will be and remain a member in good standing of ONA.

- A. There will be four (4) officers: president, vice-president, secretary, and treasurer.
- B. There will be eleven (11) directors, one of whom the ONA Board of Directors will elect as the member-at-large.¹
 - 1. One (1) director position shall be designated for a recent graduate of a RN licensure program.
 - 2. One (1) director position shall be designated for a member who is a healthcare professional (other than a registered nurse).
 - 3. One (1) director position shall be elected by the membership as provided in these bylaws as Chair of the Cabinet of Professional Practice.
 - 4. One (1) director position shall be elected by the membership as provided in these bylaws as Chair of the Cabinet on Health Policy.

¹ Editor's Note: Under the 2024 Governance Amendments (2024-03, 2024-04, 2024-06), the next ONA statewide election will be held in 2026 to fill the Board and Cabinet seats as established by those amendments. To enable the transition to these new terms and the synchronized election cycle, the Board may implement a transition plan for unfilled elected offices prior to that election. That plan may include continuation of terms (as provided under statute) until filled at the 2026 election or through appointment (as provided in these bylaws) until filled at the 2026 election.

5. The remaining seven (7) seats will be apportioned between members that are registered nurses and members that are healthcare professionals (other than a registered nurse), inclusive of the Director identified in 2 above, pursuant to these bylaws and adopted policies

Section 3. Responsibilities

The ONA Board of Directors will:

- A. exercise the corporate responsibility and fiduciary duties of the ONA consistent with applicable provisions of law and these Bylaws and policies.
- B. provide for implementation of action and directives of the House of Delegates within prescribed statutory responsibilities.
- C. establish policies and provide for the transaction of business and coordination of ONA activities in the interim between meetings of the House of Delegates.
- D. ratify ONA's personnel handbook and staff collective bargaining agreement.
- E. provide for the adoption of the budget and financial policies for ONA, surveillance of ONA funds, the annual auditing of all books by a certified public accountant and reporting to the membership and House of Delegates.
- F. provide for the operation and maintenance of ONA headquarters.
- G. appoint and define the responsibilities of the Executive Director and delegate authority necessary for the administration of ONA policies, programs and activities.
- H. establish such fees as may be required for specified activities.
- I. control the use of the official insignia and the procurement and sale of replicas thereof.
- J. define qualifications for appointive office unless otherwise specified in these Bylaws and policies.
- K. establish standing and special committees as necessary to implement its duties.
- L. make appointments and fill vacancies as necessary.
- M. provide for the formation, alteration, and dissolution of constituent associations, special interest groups and other structural groups within ONA.
- N. provide for ONA liaison or representation at meetings of organizations, public or governmental agencies upon request, or as deemed appropriate.
- O. ensure an archive for the collection and preservation of documents and other materials which have contributed, and continue to contribute, to the historical and cultural development of nursing.
- P. serve as the executive committee by default for the members of the At-Large Constituent Association and to administer and allocate funds for that membership.
- Q. make recommendations to the Governor of Oregon for appointments to the OSBN.

- R. assume such other duties as may be provided elsewhere in these Bylaws and as directed by the House of Delegates.
- S. approve demonstration projects of innovative grassroots structures and membership categories that promote the growth of ONA based on explicit criteria which will include, but not be limited to:
 - 1. the Labor Cabinet approving any demonstration project(s) that directly impact members represented for purposes of collective bargaining.
 - 2. the demonstration project will be for a pre-determined time frame.
 - 3. ONA Cabinets will receive a written and/or oral report on the status of each demonstration project every six (6) months.
 - 4. an oral report on the status of current demonstration projects will be provided annually to the House of Delegates.
 - 5. renewal of a demonstration project that has met the time frame will be determined by the House of Delegates.
- T. establish strategic goals and plans for the Association.

Section 4. Terms of Office

- A. The officers and directors will be elected in even years to serve for a two (2) year term expiring June 30 or until a successor is elected and certified by the Elections Committee.
- B. Officers or directors may serve no more than two (2) consecutive terms in the same office. Appointment to fill an unexpired term will not constitute a “term” for the purpose of the consecutive term definition.
- C. Terms of office for officers and directors will begin on July 1 of the election year if certified by the Elections Committee. If not certified by the Elections Committee by July 1, then terms of office will begin only after certified by the Elections Committee.

Section 5. Vacancies

- A. In the event of a vacancy occurring in the office of president, the vice-president will become president.
- B. All other vacancies on the ONA Board of Directors will be filled by Board appointment with qualified members in good standing.
- C. An officer or member who fills a vacancy in the office of president or vice-president or assumes the duties of an absent president or vice-president may serve as an ANA delegate only if elected to the ANA delegate position.

Section 6. Meetings

- A. ONA Board of Directors meetings will be held at least quarterly at such time and place as will be determined by the ONA Board. Special meetings may be called by the president and will be called upon the written request of a majority of either Board members or constituent associations. Official notice of the special meeting will be sent to the president and secretary of each constituent association at least ten (10) days prior to the meeting.
- B. An ONA Board of Directors meeting may be conducted utilizing the appropriate media, such as an electronic meeting. The technology used must at minimum, allow the members to simultaneously hear and talk to each other.

Section 7. Quorum

A majority of the ONA Board of Directors, including the president or the vice-president, will constitute a quorum at any meeting of the ONA Board.

Section 8. Executive Committee

There will be an executive committee of the ONA Board of Directors composed of the president, vice-president, secretary, treasurer and the member-at-large. The Executive Committee may conduct its meetings utilizing the appropriate media as described in Section 6.B in this Article. The Executive Committee will have all powers of the ONA Board to transact business of an emergency nature between Board meetings. Such transactions will be ratified at the next regular ONA Board meeting or special meeting called for that purpose.

Section 9. Requirements and Restrictions for Eligibility

- A. Members have the following additional requirements and restrictions to run for, be appointed to or serve on the ONA Board of Directors:
1. Members must be an ONA member in good standing at the time of nomination or appointment and for two (2) years immediately preceding the call for nominations or appointment.
 2. An employee of ONA is eligible to be a candidate two (2) years after resignation from the staff position when candidacy is declared.
 3. Statutory supervisors of ONA represented members, or management personnel of employers of ONA represented members, who have an inherent conflict of interest with the interests and duties of members represented by ONA, as determined under applicable labor laws and/or the application, custom and practices under ONA collective bargaining agreements, will not be eligible to be a candidate for, or elected or appointed to, or serve as a member of the ONA Board of Directors.
 4. Statutory supervisors or management personnel of a unit ONA is actively organizing, who have an inherent conflict of interest with the interests and duties of those ONA is seeking to organize, as determined under applicable labor laws and/or the application, custom and practices under ONA collective bargaining agreements, will not be eligible to be a candidate for, or elected or appointed to, or serve as a member of the ONA Board of Directors.
 5. Eligible candidates for the recent graduate director position must have received original RN licensure within the last five (5) years.

Section 10. 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 be chairperson of the House of Delegates, the ONA Board of Directors, and the Executive Committee; and an ex officio member of all committees, except the Nominating Committee, and of all Cabinets, except Economic and General Welfare.
- C. The vice-president will assume the duties of the president in the president's absence.
- D. The secretary will be accountable for record keeping and reporting of meetings of ONA.
- E. The treasurer will be accountable for the fiscal affairs of ONA and will provide reports and interpretation of ONA's financial condition, as may be required, to the House of Delegates,

the ONA Board of Directors and the membership. The treasurer will serve as chairperson of the Committee on Finance.

Section 11. Executive Director

- A. The ONA Board of Directors will delegate to the Executive Director the authority to manage ONA according to policies established by the House of Delegates and the ONA Board.
- B. The Executive Director will be accountable to the ONA Board of Directors.
- C. The Executive Director will employ, direct, promote and terminate staff of ONA.
- D. The Executive Director or designee may represent ONA and serve as spokesperson on matters of established policy and positions.
- E. The Executive Director or designee will represent ONA at ANA.
- F. The Executive Director and appropriate staff will serve in an advisory capacity to the ONA Board of Directors and Executive Committee without vote and be allowed to attend all meetings except those dealing with the performance or pay of the Executive Director.

Section 12. Removal from Office

- A. The ONA Board of Directors, by a two-thirds (2/3) ballot vote, may suspend a member of the ONA Board when the member is:
 - 1. unable to perform the duties of the office; or is
 - 2. in violation of these Bylaws or adopted policies; or is
 - 3. fiscally malfeasant.
- B. The ONA Board of Directors will provide the member official notice of the suspension following the procedures outlined under Article II.4.B.2&3. The suspended official will be allowed to appeal such finding following the procedure under Article II.4.D. The ONA Board, by a two-thirds (2/3) secret ballot vote can decide to remove the member of the ONA Board at which time the position will be considered vacant.

ARTICLE VI: STANDING COMMITTEES

Section 1. Definition

There will be standing committees of the House of Delegates 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 the House of Delegates and submit reports to the ONA Board of Directors.

The standing committees will include:

- A. Bylaws
- B. Nominating
- C. Elections

Section 2. Composition

- A. Standing committees will consist of no fewer than three (3) and no more than seven (7) members in good standing with members serving until their respective successors are appointed, or if elected, until certified by the Elections Committee.
- B. The chairperson of a standing committee will be selected by the members of the committee.
- C. Unless there are extenuating circumstances, a member who is absent from two (2) consecutive committee meetings may be removed. The vacancy will be filled as provided in Article V.3.L.
- D. A majority of the members of any committee will constitute a quorum.

Section 3. Qualifications

Elected or appointed members to standing committees must meet the following requirements:

- A. Be an ONA member in good standing at the time of nomination or appointment and for two (2) years immediately preceding the call for nominations or appointment.
- B. An employee of ONA is eligible to be a candidate two (2) years after resignation from the staff position when candidacy is declared.

Section 4. The Committee on Bylaws will:

- A. be appointed by the ONA Board of Directors.
- B. suggest, receive and prepare proposed amendments to the ONA Articles of Incorporation and Bylaws, report to the ONA Board of Directors and submit to the House of Delegates or general membership, when applicable, proposed action thereon.
- C. submit to the ONA secretary amendments proposed by the Committee on Bylaws for action by the House of Delegates. The secretary will append the proposed amendments to the call of the meeting of the House of Delegates.
- D. review the Articles of Incorporation and report its finding(s) to the ONA Board of Directors.
- E. review prior to the adoption a constituent association's Bylaws and Articles of Incorporation and proposed amendments to Bylaws and Articles of Incorporation to ensure compliance with these Bylaws and adopted policies and report the committee's finding to the ONA Board of Directors, whose decision will be final.
- F. interpret these Bylaws.

Section 5. The Nominating Committee will:

- A. consist of three (3) members elected by the members of ONA for a two (2) year term and two (2) members appointed by the ONA Board of Directors for a two (2) year term. No member will serve more than two (2) consecutive terms on the Nominating Committee.
- B. The duties of the Nominating Committee will be:
 1. To determine nominations for appointments, elections, and vacancies except for the Labor Cabinet and any other union body.
 2. To perform the duties described in Article X, Nominations and Elections.

Section 6. Elections Committee

A. Composition:

1. The Elections Committee will be composed of five (5) members, three (3) that will be elected by the membership for a two (2) year term, and two (2) that will be appointed by the ONA Board of Directors for a two (2) year term.
2. Elections Committee members may not be candidates for any other elected ONA position.

The appointed committee members will be the ONA auditor or designee and a professional registered parliamentarian, neither may be a member of the ONA staff or an elected ONA leader.

B. Vacancies

- a. The vacancy will be filled as provided in Article V.3.L, except where provided otherwise by these Bylaws. Nominees may be submitted by constituent associations, ONA Cabinets, special interest groups and committees.

C. A quorum of the Elections Committee will be three (3) committee members and decisions made by majority vote.

D. Responsibilities

1. The committee will consider all pre or post-election objections that are filed by a member in good standing in accordance with these Bylaws and adopted policies.
2. The Elections Committee will investigate each objection and will:
 - a. convene a hearing on the objection within twenty (20) days of the receipt of the written objection at the ONA headquarters office.
 - b. determine the merits of the objection and, if found meritorious, determine the appropriate remedy up to and including holding a new election, barring a candidate from running for an elected position, or certifying the winner of an election.
 - c. provide a written decision to the ONA Board of Directors, the Nominating Committee, and the affected candidate(s) which sets forth the basis for the decision within twenty (20) days of the completion of the investigation and hearing.
 - d. conclude the hearing and certify the results no later than ninety (90) days after receipt of the objection.
 - e. at its discretion, hear related objections during the same hearing.
3. The Elections Committee's decision may be appealed to the House of Delegates within ten (10) days after the Elections Committee concludes the hearing and certifies the results. The House of Delegates will consider timely appeals within ninety (90) days of the receipt of the appeal. The decision of the House of Delegates will be final and the Elections Committee will certify that decision as the official results for the election.
4. While the election is contested, including during an appeal, the incumbent's term of office will continue.

ARTICLE VII: CABINETS²

Section 1. Definition

A Cabinet is an organized deliberative body to which specific responsibilities are assigned by these Bylaws, or by the House of Delegates, or the ONA Board of Directors in conformance with

² Editor's Note: Under the 2024 Governance Amendments, the next ONA statewide election will be held in 2026 to fill the Board and Cabinet seats as established by those amendments. To enable the transition to these new terms and the synchronized election cycle, the Board may implement a transition plan for unfilled elected offices prior to that election. That plan may include continuation of terms (as provided under statute) until filled at the 2026 election or through appointment (as provided in these bylaws) until filled at the 2026 election.

these Bylaws. With the exception of the Labor Cabinet, Cabinets are accountable to the ONA Board and will report to the House of Delegates. The Labor Cabinet is accountable to the House of Delegates and will report to the ONA Board.

Section 2. Designation

ONA established Cabinets will be:

- A. Labor Cabinet
- B. Cabinet on Health Policy
- C. Cabinet on Professional Practice Research
- D. Cabinet on Organizing

Section 3. Composition

The composition of the cabinets will be as follows, except where provided otherwise in these Bylaws:

- A. The Labor Cabinet will consist of nine (9) members holding the seats as set by the Cabinet pursuant to its adopted policies.
- B. The Cabinet on Health Policy will consist of a total of nine (9) members, consisting of a chair elected by the members, four (4) to be elected by the membership and four (4) to be appointed by the ONA Board of Directors, except where provided otherwise by these Bylaws. The following practice areas will each be reflected by at least one position on the cabinet: (1) an advanced practice registered nurse, (2) a non-acute care nurse, and (3) a healthcare professional other than a nurse.
- C. The Cabinet on Professional Practice will consist of a total of nine members (9) consisting of a chair elected by the members, four (4) to be elected by the membership and four (4) to be appointed by the ONA Board of Directors. One position on the Cabinet will reflect at a minimum the following focus, (1) Nursing Practice and Research (2) Education and (3) Human Rights and Ethics.

Section 4. Election, Qualifications and Terms of Office

- A. Terms of Cabinet members will be for a two (2) year term commencing July 1 of even years, following certification by the Elections Committee pursuant to these Bylaws and adopted policies, or until successors have been appointed or elected because of a vacancy.
- B. Cabinet members will serve no more than three (3) consecutive terms (a maximum of two (2) of which may be as chair). Appointment to fill an unexpired term will constitute a “term” for the purpose of the Cabinet term of office consecutive term definition if the appointment is for half a term or longer.
- C. Qualifications. Cabinet member must meet the following qualifications at the time of nomination and during any service on a Cabinet:
 - a. Members must be an ONA member in good standing at the time of nomination or appointment

- b. An employee of ONA is eligible to be a candidate two (2) years after resignation from the staff position.
 - c. In order to run or serve as a Chair of a Cabinet, other than Labor or Organizing Cabinet, the member must also meet any qualification requirements under Article V, Section 9 of these bylaws.
- D. Elections. Cabinet members and Cabinet Chairs shall be elected by the ONA membership except only ONA members who are represented by ONA for purposes of collective bargaining will cast ballots in elections for the Labor or Organizing Cabinets.
 - i. Nominations and Election for Cabinet Members other than the Labor or Organizing Cabinet shall be done according to the procedures set out in Article X of these bylaws. The Labor or Organizing Cabinet will receive and review the Consent to Serve forms (refer to Article X. 2. A. 1-2) of nominees for compliance with eligibility requirements for consideration for appointment to each vacant position on the Labor or Organizing Cabinet, and other union bodies, if applicable.
- E. Attendance. Unless there are extenuating circumstances, a Cabinet member who is absent from two (2) consecutive meetings of a Cabinet in a year may be removed.
- F. Filling a Vacancy. The vacancy will be filled as provided in Article V.3.L, or Article V.5.B for Cabinet Chairs, or for the Labor or Organizing Cabinet members as provided under Section 8, and otherwise where provided otherwise by these Bylaws. Nominees may be submitted by constituent associations, ONA Cabinets, special interest groups and committees.

Section 5. Responsibilities

Each Cabinet will:

- A. evaluate trends, developments, and issues in the Cabinet's area of responsibility.
- B. establish a plan of operation for carrying out its responsibilities.
- C. develop and adopt standards.
- D. recommend policies and positions to the ONA Board of Directors and the House of Delegates.
- E. provide for dissemination of information to constituent associations and others as approved by the ONA Board of Directors, except where provided otherwise by these Bylaws.
- F. maintain communication with other Cabinets and with special interest groups on matters of mutual concern.
- G. address and respond to concerns related to equal opportunity and human rights.
- H. For all Cabinets other than the Labor and Organizing Cabinets, the chair shall be elected by the membership and the vice-chair, if applicable, will be selected by the members of the Cabinet. The Labor and Organizing Cabinets shall determine the method of selecting their chair and vice-chair.

Section 7. Quorum

A majority of the members of any Cabinet will constitute a quorum.

Section 8. Labor Cabinet

- A. Qualifications. In order to become eligible for election or appointment to this Cabinet, or to remain in office, and in addition to the qualifications set out in Section 4(C) a member must:
- be in a bargaining unit represented by ONA and in good standing, and
 - be an ONA member in good standing at the time of nomination or appointment and for two (2) years immediately preceding the call for nomination or appointment, and

B. Responsibilities of the Labor Cabinet

The Labor Cabinet will:

- provide for the adoption of the Labor department's budget in coordination with the ONA Board of Directors.
- have fiscal oversight responsibilities related to Labor department and ONA's bargaining units consistent with applicable provisions of law and with these Bylaws, including the administration of the Local Bargaining Unit Grant and the Organizing, Strike, and Defense Funds.
- provide for implementation of action and directives of the House of Delegates within prescribed statutory responsibilities.
- establish policies and provide for the transaction of business and coordination of ONA activities limited to insulated labor relations activities of ONA.
- establish standing and special labor relations sub-committees as necessary to implement its duties.
- provide for the trusteeship of bargaining units, including a fair hearing process, in the same manner and for the same limited reasons set forth under Article VIII.5.A&B for the ONA Board of Directors' dissolution of a constituent association.
- enact policies for the selection of delegates to union bodies, including the Oregon AFL-CIO convention and representatives to other union committees or councils, if applicable.
- assume such other duties as may be provided elsewhere in these Bylaws and the House of Delegates
- enact policies for the selection of delegates to union bodies, such as the Oregon AFL-CIO Convention, if applicable.
- appoint a member to fill a vacancy on the Labor Cabinet and delegates to other union bodies and committees. A member appointed to fill a Cabinet vacancy will serve for the remainder of the term of that position.

Section 9. Cabinet on Organizing

A. Composition

- The Cabinet on Organizing is comprised of five (5) members holding the seats as set by the Cabinet pursuant to its adopted policies.
- In order to become eligible for election or appointment to this Cabinet, or to remain in office, a member must:
 - Be in a bargaining unit represented by ONA and in good standing or a retired ONA bargaining unit member in good standing, and
 - Be an ONA member in good standing at the time of nomination or appointment and for two (2) years immediately preceding the call for nomination or appointment.
 - An employee of ONA is eligible to be a candidate two (2) years after resignation from the staff position when candidacy is declared.

B. Responsibilities of the Cabinet on Organizing

The Cabinet on Organizing will:

1. Make recommendations to the ONA Labor Cabinet in regards to the adoption of the Organizing department's budget in coordination with the ONA Board of Directors.
2. Provide for implementation of action and directives of the House of Delegates within prescribed statutory responsibilities.
3. Establish policies and provide for the transaction of business and coordination of Organizing department activities of ONA.
4. Establish standing and special sub-committees as necessary to implement its duties.
5. Assume such other duties as may be provided elsewhere in these Bylaws and the House of Delegates.

C. Elections

1. Positions on Cabinet on Organizing will be staggered. Positions will be elected by the membership annually.³
2. Only ONA members who are represented by ONA for purposes of collective bargaining will cast ballots in elections for the Cabinet on Organizing.⁴
3. The Cabinet on Organizing will receive and review the Consent to Serve forms (refer to Article X. 2. A. 1-2) of nominees for compliance with eligibility requirements for consideration for appointment to each vacant position on the Cabinet on Organizing.
4. The Cabinet on Organizing will be authorized to appoint a member to fill a vacancy on the Cabinet on Organizing. A member appointed to fill a Cabinet vacancy will serve for the remainder of the term of that position.

ARTICLE VIII: CONSTITUENT ASSOCIATIONS

Section 1. Definition

- A. An active CA exists where current CA members meet as a group at least semi-annually, one of which may be attendance at the House of Delegates, and complies with Section 3 of this Article.
- B. Where there is no active CA, the following may be become constituent associations:
 1. ONA collective-bargaining units as defined by the recognition clauses in the collective bargaining agreements; or
 2. Special interest groups; or
 3. All members designated "at-large" will be considered one (1) constituent association.
- C. A member will belong to only one (1) constituent association for all matters related to the House of Delegates.

Section 2. Formation, alteration, or voluntary dissolution of a constituent association

³ Editor's Note: By operation of 2024 Governance Amendments, the next ONA statewide election will occur in 2026. As a result, any terms that expire in 2025 will be filled by appointment under Article VII, Section 9(C)(4).

- A. Members wanting to alter an active CA will present to the ONA Board of Directors an official petition with the signatures of at least seven percent (7%) of the affected members in good standing. Changes in established boundaries common to two (2) or more active CAs will require separate petitions from each CA. The ONA Board will decide the alteration of an active CA by a two-thirds (2/3) vote.
- B. Where there is no active CA the ONA Board of Directors will designate as a constituent association an ONA collective-bargaining unit after receiving an official petition with the signatures of at least seven percent (7%) of the members in good standing in the bargaining unit or a unanimous written request by the bargaining unit's executive team. All members of the bargaining unit will then become a member of the bargaining unit's constituent association for all matters related to the House of Delegates.
- C. Members wanting to form or alter a special interest group will present to the ONA Board of Directors an official petition with the signatures of at least seven percent (7%) of the affected members in good standing. Changes that might infringe upon existing special interest groups will require separate petitions from each special interest group. Members wanting to dissolve a special interest group need to collect the signatures of at least thirty percent (30%) of the affected members in good standing. The ONA Board will decide the formation, alteration, or dissolution of a special interest group by a two-thirds (2/3) vote.
- D. Signatures for the petitions must be collected within one-hundred and twenty (120) days of sending the official petition form. The basis for the percentage threshold will be the number of members in good standing on the date the request for the official petition form is processed.
- E. The ONA Board of Directors will verify petition signatures against signatures on a member's application form.
- F. The ONA Board of Directors will not take action on any petitions received within the thirty (30) days prior to the notice of delegates through the conclusion of the corresponding House of Delegates.
- G. The ONA Board of Directors has the discretion to limit a group that wants to form, alter, or dissolve a constituent association to one (1) petition per year.
- H. Members that do not belong to one of the three (3) types of constituent associations above or are part of a constituent association that has been dissolved will automatically be placed in the At-Large Constituent Association.

Section 3. Responsibilities

Constituent associations must:

- A. Adopt and maintain Bylaws that are consistent with these Bylaws and adopted policies. These Bylaws and adopted policies will supersede any inconsistent Bylaws or policies of a constituent association.
- B. Comply with and carry out the responsibilities listed in these 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 these 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. Good Standing

A constituent association will be in good standing upon compliance with Section 3 of this Article.

Section 5. Involuntary Dissolution

- A. The ONA Board of Directors by a two-thirds (2/3) vote may dissolve a constituent association for the following reasons:
 - 1. because of corruption or financial malpractice including difficulties such as insolvency, a failure of the constituent association to maintain proper financial records, or a use of funds for improper or personal purposes; or
 - 2. because of a failure of the constituent association to meet its obligations under its bylaws and these Bylaws and adopted policies or officers that fail to administer existing agreements properly, or a constituent association that regularly fails to provide an adequate delegation to the House of Delegates; or
 - 3. to restore democratic procedures, such as, remedying improper election procedures, or coercion of rank and file members by officers; or
 - 4. to carry out other legitimate objectives of ONA, such as:
 - a. merge a constituent association with another if one cannot function autonomously for reasons such as a significant reduction in a constituent association's membership or an unexpected loss of leadership;
 - b. correct administrative mismanagement, including a constituent association's failure to carry out ONA's adopted policies;
 - c. eliminate discrimination and unequal treatment because of age, color, creed, gender, disability, health status, sexual orientation, nationality, race, or religion;
 - d. prevent the destruction of an existing bargaining unit and preserve the status of a certified bargaining representative; and
 - e. prevent disaffiliation when the disaffiliation would have a detrimental impact upon collective bargaining.
- B. Prior to dissolving a constituent association and pursuant to adopted policies, the ONA Board of Directors will provide a hearing, including notice of the charges and an opportunity for the constituent association to oppose the imposition of the dissolution. The need for a hearing prior to the dissolution of a constituent association is not necessary where there is an emergency. In such cases, the hearing will occur within a reasonable time thereafter.

- C. Members of a dissolved constituent association will automatically be placed in the At-Large Constituent Association and may participate in ONA pursuant to that constituent association's Bylaws or procedures. Members of the dissolved constituent association that were elected as delegates prior to the dissolution and pursuant to a secret ballot election in which all the members in good standing of the dissolved constituent association were eligible to participate can be allowed to be seated as delegates for the At-Large Constituent Association.
- D. Funds from a dissolved constituent association will be put into ONA's General Fund and allocated pursuant to adopted policies.

Section 6. Reinstatement

A constituent association which has been involuntarily dissolved may be reinstated by a two-thirds (2/3) vote of the ONA Board of Directors upon providing sufficient evidence that the constituent association complies with the requirements stated in these Bylaws and adopted policies and has corrected the condition(s) which resulted in its dissolution.

The ONA Board will review the status of any dissolved constituent association seeking reinstatement at each of its scheduled meetings.

Section 7. At-Large Constituent Association

The ONA Board of Directors will serve as the Executive Committee by default for the At-Large Constituent Association and will be responsible for such things as conducting the nominations and elections of delegates, filling any vacancies in the delegation, and administering and allocating funds for delegate expenses.

ARTICLE IX: SPECIAL INTEREST GROUPS

Section 1.

Special interest groups may be authorized by the ONA Board of Directors pursuant to adopted policies to effect improvement in a special area of nursing practice or to consider a problem of mutual concern. All members of the special interest group will be members of ONA.

Section 2.

Special interest groups will report to the ONA Board and to the House of Delegates.

Section 3.

A special interest group will notify the ONA Board of its dissolution when there is no need to continue or will be dissolved by the ONA Board when the lack of reports to the ONA Board indicates a lack of activity.

ARTICLE X: NOMINATIONS AND ELECTIONS

Section 1. Nominations for Elected Positions

- A. The Nominating Committee will request names of candidates for ONA elective positions from Cabinets, bargaining unit executive committees, constituent associations, other ONA structural units and the membership at-large.

- B. After verifying that a nominee is in good standing, the Nominating Committee will provide a Consent to Serve to the nominee.
- C. A member in good standing may self-announce for an elective position by submitting to the Nominating Committee the Consent to Serve. The Nominating Committee must receive the Consent to Serve at least thirty (30) days prior to the close of the election.
- D. Members in good standing will be eligible to serve in only one (1) elective office or Cabinet or appointed position in ONA at any one (1) time except for ANA delegate or delegates to union bodies, affiliates and committees and where provided otherwise by these Bylaws. When an officer, director, or cabinet member accepts nomination for a different elective position, resignation from a current office will be effective after results for the different elective position are certified by the Elections Committee pursuant to these Bylaws and adopted policies.
- E. All nominees for president and vice-president will concurrently run as an ANA delegate.

Section 2. Requirements of the Nominees

- A. Nominees for Nominating Committee, Elections Committee, ANA delegate positions, Board and/or cabinets will provide the Nominations Committee (or to the Labor Cabinet and Cabinet on Organizing for nominations to the Labor Cabinet in which case the nomination process shall be governed by Labor Cabinet policy) a completed Consent to Serve which will include:
 - 1. the nominee's resume detailing work history and length of time as an ONA member in good standing.
 - 2. a signed affirmation that the nominee:
 - a. has been, is currently, and will remain a member in good standing;
 - b. has not received and will not take anything of value from an employer or labor organization to promote the nominee's candidacy;
 - c. has not been convicted of certain crimes as defined by section 504(a) of the Labor-Management Reporting and Disclosure Act (LMRDA);
 - d. is not and will not engage in dual unionism and has and will refrain from dealing with ONA or affiliates as an adverse party or on behalf of an adverse party as defined in Articles II.3.B.2-3; and
 - e. has met other requirements as stated in these Bylaws and ONA's adopted policies.
- B. Failure of a nominee to provide a completed Consent to Serve by the deadline will result in the Nominating Committee excluding a nominee from the ballot. The Nominating Committee will timely provide the nominee written notice of its reasons for excluding the nominee from the ballot. The Nominating Committee's exclusion may be appealed to the Elections Committee.

Section 3. Slate of Candidates

- A. The Nominating Committee will verify the information on all Consents to Serve received by the deadline and that the nominee is qualified to serve in the desired position.
- B. The Nominating Committee will create a slate with all qualified candidates including Labor Cabinet and Cabinet on Organizing candidates as provided under Article VII.4.E.
- C. A copy of the slate will be published at least thirty (30) days prior to the close of elections.

Section 4. Elections

- A. The Nominations Committee will send all members the notice of election at the member's last known home address at least thirty (30) days prior to the close of the election. The notice of election must specify the date, time, and place of the election as well as the offices to be filled.
- B. Elections will be by mail or electronic ballot. The Credentials Committee will verify eligibility of all voters.
- C. All members in good standing will be eligible to vote except where provided otherwise by these Bylaws.
- D. The ONA Board of Directors will select tellers to conduct the election and provide safeguards for the conduct of the election. Voting will be by secret ballot. There will be no proxy voting.
- E. When mail ballots are utilized, ballots will be mailed to all members in good standing thirty (30) days prior to the close of elections. Members joining after the thirty (30) day limit may request a ballot in writing. Ballots must be received by noon at the close of the election.
- F. A plurality vote will constitute an election. In case of a tie, the choice will be made by lot.

Section 5. Certification of Results

- A. Candidates will be informed of the unofficial results of the election three (3) business days after the vote count ends.
- B. The Elections Committee must certify the results of the election ten (10) business days after the vote count ends if no written objection is received or, if a written objection is received, after the conclusion of the procedure under Article VI.6.C.

Section 6. Term

The terms of office will begin July 1 following the election year or after certified by the Elections Committee pursuant to these Bylaws and adopted policies, or in the case of ANA delegates at the adjournment of ONA House of Delegates.

Section 7.

Nomination and election policies and procedures will be determined by the ONA Board of Directors and will be consistent for all ONA structural units.

ARTICLE XI: OREGON NURSE

The Oregon Nurse will be the official publication of ONA and will be sent to all members upon payment of dues.

ARTICLE XII: LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS

To the fullest extent permitted by the Oregon Non-Profit Corporation Act, no director or officer of ONA will be liable to ONA or its members for monetary damages for conduct as a director or officer. Any amendment to or repeal of this provision or to the Act will not adversely affect any right or protection of a director or officer of ONA for, or with respect to, any acts or omissions of such director or officer occurring prior to such amendment or repeal. No change in the Act will

reduce or eliminate the rights and protection set forth in this section unless the change in the law specifically requires such reduction or elimination.

ARTICLE XIII: INDEMNIFICATION

ONA may indemnify, to the fullest extent permitted by law, any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of ONA) by reason of the fact that the person is or was a director, trustee, officer, employee, or agent of ONA or any of its subsidiaries, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of ONA or any of its subsidiaries, or served at the request of ONA as a director, trustee, officer, employee or agent or as a fiduciary of any employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. Any indemnification provided pursuant to this Article will not be exclusive of any rights to which the person indemnified may otherwise be entitled under any provision of these amended Articles of Incorporation, the Bylaws, agreement, statute, policy of insurance or otherwise.

ARTICLE XIV: AMENDMENTS

Section 1.

- A. All proposed amendments will be in the possession of the ONA Board of Directors at least forty-five (45) days before the date of the meeting of the House of Delegates.
- B. The Bylaws may be amended or revised at any meeting of the House of Delegates by a two-thirds (2/3) positive vote of the accredited delegates present and voting, provided the proposed amendments have been appended to the call of the meeting.
- C. These Bylaws may be amended without previous notice at any meeting of the House of Delegates by a 99 percent (99%) positive vote of the accredited delegates present and voting.

Section 2

- A. Proposals to increase ONA dues will be:
 - 1. approved by two-thirds (2/3) vote of the House of Delegates while ONA is a national labor organization; or
 - 2. referred by the House of Delegates to ONA membership for approval while ONA is a local of a national labor organization. Approval will be established by majority vote of the members in good standing conducted by secret ballot.

ARTICLE XV: PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order Newly Revised will govern meetings of ONA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XVI: DISSOLUTION

- A. In the event of the dissolution of ONA, its assets, after payment of all indebtedness, obligations, and cost of dissolution, will be distributed in accordance with the Nonprofit Corporations, Corporation and Partnerships General Provisions of the State of Oregon.
- B. ONA may elect to conclude its affairs and voluntarily dissolve by a two-thirds (2/3) positive vote of at least fifty percent (50%) of the members in good standing, or by a ninety percent

(90%) positive vote of the delegates attending a House of Delegate meeting, providing at least thirty (30) days but not more than sixty (60) days advance notice of the proposed action and meeting date and location was provided to the delegates. In the event dissolution is approved, the powers of the ONA Board of Directors to manage the affairs of ONA will continue to exist for such time as may be necessary to accomplish dissolution.

C. Voluntary dissolution of ONA will be subject to the procedures of Oregon law.

ARTICLE XVII: ADOPTED POLICIES

Published adopted policies are supplemental to these Bylaws and cannot be in conflict with these Bylaws. The policies amplify or implement a general statement in these Bylaws and/or contain further instruction and rules related to the administration of ONA. The policies are controlled by the ONA Board of Directors and may be adopted, amended, or rescinded by a three-fourth (3/4) positive vote of the ONA Board. Adopted policies will be published on the members' only section of ONA's website and appended to these Bylaws.