



2025 South Carolina Nurses Association Bylaws

ARTICLE I: TITLE, PURPOSES, FUNCTIONS

Section 1. Title

The name of this Association shall be the South Carolina Nurses Association, hereinafter referred to as SCNA.

Section 2. Purposes

The purposes of the SCNA shall be to:

- a. foster high standards of nursing.
- b. promote the professional and educational advancement of nurses.
- c. promote the welfare of nurses.
- d. promote better health care for all people.

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

The purposes of SCNA do not include dealing with employers concerning grievances, labor disputes, wages, rates of pay, or terms or conditions of employment.

Section 3. Functions

The functions of the SCNA shall be to

- a. promote, through appropriate means, standards of nursing practice, nursing education, and nursing services as defined by the American Nurses Association, ANA.
- b. insure adherence to the code of ethical conduct for nurses established by ANA.
- c. promote legislation and speak for the nursing profession in regard to legislation, governmental programs and health policy.
- d. support maintenance of nurse resources to meet health care needs.

- e. promote and protect the economic and professional security of nurses.
- f. represent and speak for the professional nurse with allied health groups, state and local organizations, governmental bodies and the public.
- g. represent and speak for the nursing profession with allied health groups, state and local organizations, governmental bodies and the public.
- h. provide for the continuing professional development of nurses.
- i. provide for representation in the annual Membership Assembly of ANA
- j. promote relationships with the South Carolina Student Nurses Association.

ARTICLE II: CHAPTERS

Section 1. Definition

Groups of nurses who are members of the South Carolina Nurses Association which have been or hereafter may be organized based on shared nursing practice interests or geographical boundaries. SCNA Chapters shall operate under a Memorandum of Agreement (MOA) with the SCNA Board of Directors. The MOA shall be reviewed annually by the SCNA Board.

ARTICLE III: MEMBERSHIP

Section 1. Composition

- a. SCNA shall have membership open to all nurses and meet the qualifications of membership as in these bylaws.
- b. SCNA shall be composed of Full Members who belong to the American Nurses Association (ANA) through the state and have representation in the International Council of Nurses through the ANA and who may have membership in the SCNA Chapters; and State-Only Members who live and/or practice in the state of South Carolina only pursuant to a sanctioned agreement with ANA.
- c. The SCNA shall remain affiliated with the American Nurses Association until such time as 2/3 of the entire SCNA full membership votes to disaffiliate from the ANA. SCNA membership, for these purposes, is defined as individual members of the SCNA who have ANA rights and privileges of membership as a result of their SCNA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.
- d. SCNA shall have membership open to all registered nurses, licensed practical nurses, and licensed vocational nurses who meet the qualifications of membership as in these bylaws. Licensed practical nurses and licensed vocational nurses are open to a state-only membership with the SCNA. If the ANA passes membership acceptance for licensed practical nurses, SCNA will adopt the ANA model.
- e. SCNA shall be composed of Full Members who belong to the American Nurses Association (ANA) through the state and have representation in the International Council of Nurses through the ANA and who may have membership in the SCNA Chapters; and State-Only Members who live and/or practice in the state of South Carolina only pursuant to a sanctioned agreement with ANA.
- f. The SCNA shall remain affiliated with the American Nurses Association until such time as 2/3 of the entire SCNA full membership votes to disaffiliate from the ANA. SCNA membership, for these purposes, is defined as individual members of the SCNA who have ANA rights and privileges of membership as a result of their SCNA membership.

Section 2. Qualifications

- a. A member is one—
 - 1. who has been granted a license to practice as a registered nurse, licensed practical nurse, or licensed vocational nurse in at least one state or 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 whose renewal of membership shall be contingent upon the granting of licensure as a registered nurse, licensed practical nurse, or licensed vocational nurse;

2. who may be a nurse in recovery who has surrendered a license to practice, or a 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;
3. whose application for membership in SCNA has been accepted;
4. whose dues are not delinquent;
5. whose membership is not under revocation for violation of the Code of Ethics for Nurses With Interpretive Statements, 2015 or the bylaws of this Association.
6. Honorary Full Membership shall be given to those registered nurses at the discretion of the SCNA Board of Directors. There shall be no dues amount associated with honorary membership.

Section 3. Membership Rights and Obligations

a. Full Members shall have memberships rights as follows:

1. Participate in the elections of SCNA in accordance with these Bylaws.
2. Participate in the elections of SCNA's two representatives and alternates to the annual Membership Assembly of ANA.
3. Serve SCNA and ANA in elected and appointed positions in accordance with SCNA and ANA Bylaws.
4. Fulfill the requirements of office if elected or appointed.
5. Attend the SCNA Annual Meeting, the ANA Membership Assembly and any other unrestricted activities SCNA and ANA.
6. Attend the Quadrennial Congress of the International Council of Nurses.
7. Utilize such SCNA and ANA services as may be available.
8. Submit proposals for consideration to SCNA.
9. Hold membership in SCNA Chapters in accordance with provisions of the Bylaws.
10. Receive a Constituent SCNA/ANA membership card.
11. Receive the SC Nurse and ANA Membership Publications.
12. Have the right of due process for the denial of any of the above rights.
13. Shall have the right to receive benefits from the ANA as a member at the national level

b. State-Only Members shall have membership rights as follows:

1. Participate in the elections of SCNA in accordance with SCNA Bylaws.
2. Serve SCNA in elected and appointed positions in accordance with SCNA Bylaws.
3. Attend any meeting and unrestricted activities of SCNA.
4. Utilize such SCNA services as may be available.
5. Receive an SCNA membership card.

6. Receive the SC Nurse.
7. Submit proposals for consideration to SCNA.
8. Hold membership in SCNA Chapters in accordance with provision of the SCNA Bylaws.
9. Have the right of due process for the denial of any of the above rights.
10. Shall have no rights to belong to or receive benefits from the ANA at the national level.

c. Full Members shall have membership obligations as follows:

1. Abide by the Bylaws of SCNA and ANA.
2. Abide by the most recently published version of the Code of Ethics for Nurses with Interpretive Statements.
3. Pay dues as required by the Bylaws.
4. Fulfill the requirements of office if elected or appointed.

d. State-Only Members shall have membership obligations as follows:

1. Abide by the Bylaws of SCNA.
2. Abide by the most recently published version of the Code of Ethics for Nurses with Interpretive Statements.
3. Pay dues as required by the Bylaws.
4. Fulfill the requirements of office if elected or appointed.

e. Honorary Members do not have the obligation to pay dues as required by the Bylaws.

PROVISO

The following categories of membership are not available to individuals joining after February 1, 2023.

- SCNA/ANA Premier Member
- SCNA/ANA Premier paying 50% dues
- SCNA/ANA Premier paying 25% dues
- State-Only Member

Section 4. Disciplinary Action

- a. A member may be disciplined for cause by SCNA or by a Chapter. Charges shall be filed with the Association in whose jurisdiction the alleged violation occurred.
- b. Cause for disciplinary action may include violation of—
 1. the purpose, goals, and bylaws of SCNA; or

2. the most recently published version of the Code of Ethics for Nurses with Interpretive Statements as adopted by the ANA Board of Directors.
 3. Cause for disciplinary action may include violation of the ANA Bylaws.
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- c. Subject to these Bylaws and the South Carolina Nonprofit Corporation Act of 1994, as amended (the “Act”), a member may be expelled or suspended, and a membership in SCNA terminated if not less than fifteen (15) days prior written notice, sent by first class or certified mail, of the proposed expulsion, suspension, or termination of a member and the reason therefore shall be delivered to such member in accordance with the procedures set forth in Article III, Section 5 hereof. Such notice shall set forth the date, place, and time such member shall be given the opportunity to be heard orally by the hearing panel, which shall be not less than five (5) days before the effective date of the expulsion, suspension, or termination. Such notice shall also set forth the address to which and date by which such member may to be heard in writing by the hearing panel, which shall be not less than five (5) days before the effective date of the expulsion, suspension, or termination. Upon the affirmative vote of a majority of the hearing panel, SCNA acting fair and reasonable taking into consideration all of the relevant facts and circumstances, may expel or suspend a member, or terminate such membership. A member who has been expelled or suspended shall remain liable to SCNA for dues, assessments, or fees as a result of obligations incurred or commitments made before such expulsion or suspension.
 - d. No disciplinary action shall be taken unless the member is served with written specific charges, given a reasonable time to prepare a defense, and given a fair hearing in accordance with common parliamentary and statutory law.
 - e. A member may be suspended, terminated, censured or expelled by a hearing panel, established by, but not composed of, the SCNA Board of Directors.
 - f. The decision of the hearing panel may be appealed to the SCNA Board of Directors; the decision of the Board of Directors shall be final.
 - g. SCNA Chapters, and other Constituent/State Nurses Associations (C/SNAs) shall be notified by SCNA when a member has been subject to any disciplinary action by SCNA.
 - h. Expulsion of a member from SCNA shall result in expulsion from the Chapter.
 - i. An expelled SCNA member shall be reinstated upon approval by a two-thirds (2/3) vote of the Board of Directors.
 - j. A member expelled by SCNA who is subsequently reinstated by SCNA shall be automatically reinstated by the Chapter.
 - k. Any disciplinary action by a Constituent/State Nurses Association (C/SNAs) against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplining C/SNA Bylaws and disciplinary procedures.

Section 5. Notice of Disciplinary Action

- a. An oral notice to members is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner.
- b. Written notice to address on file, if in comprehensible form, is effective at the earliest of the following:

When received;

- 1. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;
 - 2. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
 - 3. Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.
- c. A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to members constitutes a written notice or report if addressed or delivered to the member's address shown in SCNA's current list of members, or in the case of members who are residents of the same household and who have the same address in SCNA's current list of members, if addressed or delivered to one of such members, at the address appearing on SCNA's current list of members.

ARTICLE IV: ORGANIZATIONAL AFFILIATES

Section 1. Qualifications

An organizational affiliate of SCNA is an association that-

- a. Is a national or state organization that meets established Organization Affiliates Criteria.
- b. Has been granted organizational affiliate status by the Board of Directors.
- c. Has paid an organizational affiliation fee to SCNA.

Section 2. Responsibilities

Each organizational affiliate shall maintain a mission and purpose harmonious with the purposes and functions of SCNA and shall have a governing body composed of a majority of registered nurses.

Section 3. Rights

Each organizational affiliate shall be entitled to

- a. One participant shall have a voice, but no vote, in the SCNA Annual Membership Meeting.
- b. Make reports or presentations to the SCNA Annual Membership Meeting within its area of expertise.
- c. Submit names of representatives for appointment to ad hoc groups, and task forces.

ARTICLE V: DUES

Section 1. Amount of Dues

a. SCNA/ANA Standard and SCNA/ANA Premier Membership includes:

1. ANA Dues:

- a) SCNA will pay dues to ANA in accordance with the policies adopted by the Membership Assembly.
- b) The SCNA shall continue to pay dues to the ANA pursuant to the ANA Bylaws and Membership Assembly policy. SCNA will follow the implementation of the dues, including the Dues Escalator according to the calendar accepted by ANA.

2. SCNA Dues:

- a) The amount of the annual SCNA dues shall be established by 2/3 vote of the Full Members present and voting at the Annual Membership Meeting of the SCNA.
- b) The SCNA Board of Directors may establish a policy providing for an automatic cost of living increase in the SCNA dues...a dues escalator. This dues escalator, based on the Consumer Price Index for urban consumers (CPI-U), will increase triennially at the same time as ANA's inflation escalation and pass through to the ANA SCNA full members with notice but without requiring additional authorization of the Annual Meeting. It will never exceed more than 2 percent per annum. SCNA will follow the implementation of the dues, including the Dues Escalator according to the calendar accepted by ANA.
- c) The Board of Directors shall establish an operating budget for the chapters from the SCNA dues.
- d) No monies shall be refunded nor additional monies collected when a change in dues category is made within a membership year.

b. State-Only Membership includes:

1. State-Only Membership Dues shall be established by the Board of Directors.

- a) State-Only Membership Dues shall include SCNA dues and those fees established through agreement with the ANA for purposes of representation at the national/international level and any service fees.

- b) The SCNA Board of Directors may establish a policy providing for an automatic cost of living increase in the SCNA dues...a dues escalator. This dues escalator, based on the Consumer Price Index for urban consumers (CPI-U), will increase triennially at the same time as ANA's inflation escalation and pass through to the ANA SCNA full members with notice but without requiring additional authorization of the Annual Meeting. It will never exceed more than 2 percent per annum.
- c) No monies shall be refunded nor additional monies collected when a change in dues category is made within a membership year.

c. SCNA/ANA Premier Membership

- 1. SCNA/ANA Premier Membership dues are established and determined by ANA and SCNA upon implementation of VVP.

Section 2. Notification of Dues Changes

The SCNA Members shall be notified in writing of any proposal to change the dues at least sixty (60) days prior to the SCNA Annual Membership Meeting at which the proposal is to be voted upon.

Section 3. South Carolina Nurse

Of the dues paid by members, a portion, as decided by the Board, will be for an annual subscription to the Association's official publication, The S. C. Nurse.

Section 4. Special Member Dues for Full Members

- a. SCNA/ANA Premier Members who qualify for the following may elect to pay fifty percent (50%) of the dues:
 - 1. Registered Nurses who are not employed;
 - 2. Registered Nurses who are students in full time study;
 - 3. Graduates of the basic nursing programs for a first year of membership if initiated within six (6) months following graduation and those members who are continuing in a second year of membership following the condition of (b), for those who were members in good standing of the Student Nurses Association of South Carolina;
- b. SCNA/ANA Premier Members who qualify for the following may elect to pay twenty-five (25%) percent of the dues:
 - 1. sixty-six (66) years of age or older, who are not employed

2. new RN's who were members in good standing of the Student Nurses Association of South Carolina before graduation from their under graduate nursing program, for the first year of membership, if the membership is initiated within six (6) months of licensure.
- c. State-Only Members do not qualify for any special member dues rates.

Section 5. Transfers of Memberships

- a. A Full Member who moves out of this state may apply to the Secretary of this Association for transfer to another Constituent/State Nurses Association of the ANA. The SCNA is not required to refund to the individual member dues already paid.
- b. A Full Member who has made full payment of dues to another Constituent/State Nurses Association of the ANA may transfer to this Association without further payment of dues for the remainder of the membership year. The request for transfer shall be signed by the Secretary of the Constituent Member Association issuing the transfer.
- c. State-Only Members who are in good standing may transfer from or to a Constituent Member State that has a State-Only Membership option if an agreement between the Constituent Member States has been established.
- d. A State-Only Member who has made full payment of dues to another Constituent Member Association of the ANA may transfer to this Association without further payment of dues for the remainder of the membership year, in compliance with Article V, Section 5 (c). The request for transfer shall be signed by the Secretary of the Constituent Member Association issuing the transfer.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Definition

The Board of Directors is the corporate body composed of officers, directors, and commission chairs, as elected by the members of SCNA.

Section 2. Composition

- a. The Board of Directors shall consist of the Officers of the Association which are President, President-elect, Secretary/Treasurer, two (2) directors one of whom is a newly licensed nurse who graduated within five (5) years from a basic nursing program and who is a direct care provider, and two (2) Chairpersons of the Commissions.
- b. President of South Carolina Nurses Foundation (SCNF) or the President's designee shall be eligible to attend meetings of the Board with voice but without vote.
- c. The President of the South Carolina Student Nurses Association or the President's designee shall be eligible to attend meetings of the Board with voice but without vote.
- d. All Chapter executive committee chairs shall be ex-officio members of the Board of Directors with voice, but without vote.
- e. The Immediate Past President of the South Carolina Nurses Association shall be appointed to the Board of Directors as an ex-officio member with voice but without vote for a period of one year. This appointment may be renewed for an additional year by a two-thirds (2/3) vote of the Board of Directors not to exceed a total of two consecutive years.

Section 3. Responsibilities

- a. Officers shall be elected by mail or elections balloting as hereinafter provided. Candidate for President and President Elect shall also be listed as candidates for representatives to the Membership Assembly of ANA. Vacancies in office shall be filled as hereinafter provided.
- b. No members of the Board shall—
 1. serve more than two (2) consecutive terms in the same office;
 2. serve more than ten (10) consecutive years on the Board;
 3. hold more than one (1) seat on the Board at a time;
 4. serve as a member of the Professional Advocacy and Development Commission
- c. A Board Member who serves one-half (1/2) term or more shall be considered to have served a full term.

- d. Officers shall have the authority and shall perform the duties usually performed by such officers, and also such duties as specified in the SCNA Book of Positions and Roles and as authorized by the Board of Directors of this Association.
- e. The Secretary/Treasurer shall have responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of SCNA.

Section 4. Vacancies

Absence from two consecutive meetings may be the cause for declaring a vacancy as determined by a majority of the Board of Directors. A vacancy shall be filled by appointment by the Board of Directors with the exception of the office of President. If a vacancy occurs in the office of President, the President-elect shall assume the office of President and the Board of Directors shall appoint a new President-Elect.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1. Definition

The Executive Committee shall have the administrative power to transact all SCNA business between Board meetings and serves as the personnel committee for the Association; provided however, no committee may authorize distributions; approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all the SCNA's assets; elect, appoint, or remove Directors or fill vacancies on the board or on any committee; or adopt, repeal, or amend the Articles of Incorporation or these Bylaws.

Section 2. Composition

The Executive Committee shall be composed of the President, the President-elect, and the Secretary/Treasurer. Only members of the Board of Directors shall serve as voting members of the Executive Committee.

ARTICLE VIII: CHIEF EXECUTIVE OFFICER

Section 1. Definition

The Board of Directors shall delegate to the Chief Executive Officer (CEO) the authority to manage the association according to policies established by the SCNA Annual Membership Meeting and the Board of Directors.

Section 2. Accountability

The CEO shall be accountable to the Board of Directors.

Section 3. Responsibilities

- a. The CEO shall employ, direct, promote and terminate staff of the association.
- b. The CEO may represent the association and serve as spokesperson on matters of established policy and positions.

ARTICLE IX: COMMISSIONS

Section 1. Definition

A commission is a specific body of organization and communication to which the Annual Membership Meeting assigns specific responsibilities related to fulfilling the functions of SCNA. Commissions are accountable to the Board of Directors and report to the Annual Membership Meeting.

Section 2. Composition and Designation

The following Commissions are established with membership consisting of the chairperson or designated representative of the structural units listed below each:

- a. Commission on Professional Advocacy and Development
 - 1. Peer Assistance Program
 - 2. Continuing Education Approver Committee
 - 3. Continuing Education Provider Committee
- b. Commission on Public Policy / Legislation
 - 1. Legislative Committee

Section 3. Responsibilities

Each Commission shall perform the duties as specified in the SCNA Book of Positions and Roles and as designated by the Board of Directors of this association.

ARTICLE X: ELECTED COMMITTEES

Section 1. Definition

The Nominating Committee shall be the only elected committee of the South Carolina Nurses Association.

Section 2. Composition

The Nominating Committee shall be composed of not more than seven (7) SCNA/ANA Premier Members of the Association representative of the fields related to the Committee's functions.

- a. All Committee members shall be elected by the membership in even-numbered years to serve a two (2) year term.
- b. The elected member receiving the highest number of votes shall convene the first meeting of the committee, at which point the committee shall elect its own chair.
- c. Committee members shall be eligible to serve no more than two (2) consecutive terms. A Committee member who has served one-half (1/2) term or more shall be considered to have served a full term.

Section 3. Responsibilities

- a. The Nominating Committee is responsible for developing and implementing a program of activity to carry out the Committee's functions within the bylaws and policies determined by the Annual Membership Meeting, the Board of Directors and the SCNA Book of Positions and Roles.
- b. The Nominating Committee shall determine the extent of the Association's concerns, actions and influence in its respective area of responsibility.
- c. The Nominating Committee shall report and be accountable to the Board of Directors and Annual Membership Meeting.

ARTICLE XI: APPOINTED COMMITTEES

Section 1. Definition

There shall be the following committees: Committee on Bylaws, Continuing Education Approver Committee, Continuing Education Provider Committee, and Finance Committee.

Section 2. Composition

- a. Appointed Committees, with the exception of the Continuing Education Approver Committee and the Continuing Education Provider Committee, shall consist of no fewer than five (5) members appointed by the President with the approval of the Board of Directors, unless otherwise specified in the Bylaws, to serve for two (2) years or until their successors are appointed.
- b. The Continuing Education Approver Committee and the Continuing Education Provider Committee shall consist of no fewer than five (5) members but no more than fifteen (15) members appointed by the President with approval of the Board of Directors unless otherwise specified in the bylaws, to serve for three (3) years on a staggered basis or until their successors are appointed.
- c. Members of the Committee on Bylaws must be SCNA/ANA Standard or Premier Members.

Section 3. Responsibilities

- a. The authority and responsibility of such Committees shall be the investigation and study of matters relating to the accomplishment of the purposes, functions, and/or administration of the Association of a continuous and recurring character and within the limitations of the defined responsibilities.
- b. In addition, the Continuing Education Approver Committee and the Continuing Education Provider Committee shall be responsible for the continuing education approver unit activities and continuing education provider unit activities within SCNA.
- c. The Committees shall:
 1. report their findings and recommendations to the Board of Directors and the Annual Membership Meeting;
 2. create subcommittees to accomplish specified tasks related to the Committee's duties;
 3. prepare an annual budget based on the planned income and expenditures and submit it to the Committee on Finance for incorporation into the annual budget;
 4. The Continuing Education Approver Committee and the Continuing Education Provider Committee will develop and implement those functions relative to approving and providing ANCC accredited continuing education activities within SCNA.

Section 4. Vacancies

Absence from two consecutive regular meetings of a committee may be cause for declaring a vacancy as determined by a majority of the Board of Directors. A vacancy in a Committee shall be filled by appointment by the Board of Directors from nominees submitted by members of the Committee and structural units of SCNA.

ARTICLE XII: SPECIAL COMMITTEES

Section 1. Definition

There shall be Special Committees as created by the Annual Membership Meeting, the Board of Directors, or other Association units so authorized.

Section 2. Composition

The qualifications and number of members of these Committees shall be determined by the Annual Membership Meeting, the Board of Directors or other Association units so authorized.

ARTICLE XIII: NOMINATIONS AND ELECTIONS

Section 1. Candidates

- a. Any Full Member in good standing is eligible for elected or appointed office in SCNA.
- b. Any State-Only Member in good standing is eligible for elected or appointed office at the state level with the exception of President, President-elect, and Representatives and Alternates to Membership Assembly of ANA, and members of the Nominating Committee.
- c. State-only members may vote for all officers. State-only members cannot vote for the two members to attend the Membership Assembly of ANA or the Alternates to the Representatives or the members of the Nominating Committee.
- d. Representatives and alternates to the ANA Membership Assembly shall be a separate election.
- e. Members shall be considered eligible in one elected office in SCNA at any one time with the exception of the nominating committee and/or Representatives to Membership Assembly or Chapter Officers.

Section 2. Nominations

- a. Candidates for office shall meet established qualifications and shall consent to serve if elected.
- b. An individual member who meets the established qualifications for an elected office may declare as a candidate by writing to the Secretary of SCNA.
- c. The slate of candidates shall be published, in accordance with Article X, Section 3(a), above, in the SC Nurse at least sixty (60) days before the Annual Membership Meeting of SCNA. SCNA members shall be notified in writing in accordance with approved policy.

Section 3. Elections

- a. Elections shall be held annually following the approved schedule.
- b. Elections shall be by secret ballot prior to SCNA Annual Membership Meeting. The ballot may be by mail or by electronic voting. Mailed ballots will be in accordance with Article X, Section 3(a). Electronic balloting is permitted if the integrity of the ballot is preserved and the SCNA does not access the ballot for purpose of identifying how a member voted and the ballot is available in accordance with Article X, Section 3(a).

Section 4. Challenge

Any challenge to the elections shall be filed with the Secretary within thirty (30) days after the announcement of the election.

Section 5. Action by Written Ballot or Electronic Ballot

Any action that may be taken at any annual, regular, or special meeting of the members, including but not limited to elections, may be taken without a meeting if SCNA delivers a written or electronic ballot to every member entitled to vote on the matter. Such written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written or electronic ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve the matter other than elections; and specify the time by which a ballot or electronic response must be received by SCNA in order to be counted. A written or electronic ballot may not be revoked.

ARTICLE XIV: REPRESENTATION

Section 1. Member Representation at the SCNA Annual Membership Meeting

- a. The SCNA members shall be directly involved in the processes of the Association.
- b. The voting body of SCNA at each Annual Membership Meeting or special meeting shall consist of members of the Association who attend the meeting.
- c. Each Member, Officer and Board Member shall be entitled to one vote on all matters coming before the Annual Membership Meeting or special meeting.
- d. The members at any Annual Membership Meeting may adopt such rules of procedure for the transaction of business at their meetings as they may deem suitable.

Section 2. SCNA Representation at the Membership Assembly of ANA

- a. The SCNA is entitled to representation at regular and special meetings of the Membership Assembly of ANA in accordance with ANA Bylaws and policy.
- b. All elected Membership Assembly representatives and alternates may serve no more than two consecutive terms or until a successor is elected.
- c. The Chief Executive Officer of SCNA shall attend the Membership Assembly, with a courtesy seat.

Section 3. SCNA Representation at the ANA Leadership Council

- a. The SCNA is entitled to representation at meetings of the ANA Leadership Council in accordance with ANA Bylaws and policy. ANA COB Review: South Carolina Nurses Association.
- b. The SCNA President and SCNA Chief Executive Officer or designees shall serve as SCNA representatives to the ANA Leadership Council. The SCNA President or designee shall serve as voting representative to the ANA Leadership Council.

ARTICLE XV: MEETINGS

Section 1. Authority

This Association shall hold an annual meeting of the membership at such time and place as shall be determined by the Board of Directors, except where government regulations or condition incident upon war may render this impossible.

Section 2. Order of Business

The order of business of each meeting of the Annual Membership Meeting of this Association shall be in accordance with the program adopted at the beginning of the convention and shall include:

Call to Order

Address of the President

Reports of Organizational Units

Reports of the Tellers and Declaration of Election

Adjournment

Section 3. Annual Meeting of Members.

- a. This Association shall hold an annual meeting of the members once each calendar year at such time and place as shall be determined by the Board of Directors, except where government regulations or condition incident upon war may render this impossible.
- b. At each annual meeting of members, the President and Treasurer shall report on the activities and financial condition of the Association.
- c. For the purpose of determining members entitled to vote at any meeting of members, or in connection with any other proper purpose requiring a determination of members, the Board of Directors shall by resolution fix a record date for such determination. The record date set by the Board of Directors shall be not more than seventy (70) days, and not less than the last day for timely giving notice, before the meeting or action requiring determination of members is to occur. If the Board of Directors fails to set a record date, the members at the close of business on the business day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting and to vote thereat. The members of record appearing in the books of the Association at the close of business on the record date so fixed shall constitute the members in respect of the activity in question. After fixing a record date for notice of a meeting, the Association shall prepare an alphabetical list of names of all members who are entitled to notice of the meeting. The list shall show the address of each member entitled to vote at the meeting. Subject to the limitations of Sections 33-31-720, 33-31-1602(c) and 33-31-1605 of the Act, such list of members

shall be available for inspection by any members for purposes of communication with other members concerning the meeting, beginning the day after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Association's principal office. The Association shall also make the list of members available at the meeting, and any member, a member's agent, or member's attorney shall be entitled to inspect the list at any time during the meeting or any adjournment.

- d. Members and Directors may not vote by proxy.

Section 4. Annual Meeting of Board of Directors

An annual meeting of the Board of Directors shall be called and held for the purpose of annual organization, appointment of committees, and transaction of any other business. If such meeting is held promptly after and at the place specified for the annual meeting of members, no notice of the annual meeting of the Board of Directors need be given. Otherwise, such annual meeting of the Board of Directors shall be held at such time (at any time prior to and not more than sixty (60) days after the annual meeting of members) and place as may be specified in the notice of the meeting. The Board of Directors may by resolution provide for the holding of additional regular meetings without notice other than such resolution; provided, however, the resolution shall fix the dates, times, and places (which may be anywhere within or without the State of South Carolina) for these regular meetings. Except as otherwise provided by law, any business may be transacted at any annual or regular meeting of the Board of Directors.

Section 5. Special Meetings

- a. Special meetings of the members of SCNA or the Annual Membership Meeting of this Association may be called for one or more lawful purposes by the President, a majority of the Board of Directors, or by the President upon written request of a majority of the chapters.
- b. Special meetings of the Board of Directors may be called for any lawful purpose or purposes by the President or at least twenty percent (20%) of the Directors then in office. The person calling a special meeting shall provide notification to each member of the Board of Directors at their approved telecommunication method including email, phone, or text. The notice will include the date, time and place of the meeting and will be provided at least two (2) days prior to the meeting. Notice of a special meeting will describe the purpose of the special meeting. Only business stated in the notification may be addressed at the meeting. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice is effective at the earliest of the following:
 - 1. When received;
 - 2. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;

3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
4. Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.

Written notice is correctly addressed to a Director if addressed to the Director's business address shown in the Association's current records. If notice is given by telegram, the notice shall be deemed delivered when the telegram is delivered to the telegraph company and the transmission fee therefore is paid. If notice is given by telecopier facsimile transmission, the notice shall be deemed delivered when the facsimile of the notice is transmitted to a telecopier facsimile receipt number designated by the receiving Director, if any, so long as such Director transmits to the sender an acknowledgment of receipt. The notice of a special meeting shall describe the purpose of such special meeting. Any time or place fixed for a special meeting must permit participation in the meeting by means of telecommunications as authorized below. Special meetings of this Association may be called by the Board of Directors and shall be called by the President upon written request of a majority of the Chapters.

Section 6. Notification

Notices of the Annual Membership Meeting or special meetings of this Association shall be sent to the Chair of the Executive Committee of each Chapter and to all members of this Association prior to the meeting in question. Notices of the SCNA Annual Membership Meeting shall be mailed at least one (1) month before the first day of SCNA Annual Membership Meeting and notices of special meetings shall be mailed at least ten (10) days before the first day of the meeting. Oral or written notice of all meetings of members shall be given no fewer than ten (10) days, or if notice is mailed by other than first class or registered mailed, thirty (30) days, nor more than sixty (60) days before the meeting date by any method permitted under the Act, to all members of record entitled to vote at such meeting; provided however, the date upon which such notice shall be deemed effective shall be determined in accordance with Article III, Section 5 hereof. Such notice shall state the date, time, and place of the meeting and, if required by the Act or these Bylaws the purpose or purposes for which such meeting was called.

Section 7. South Carolina Student Nurses Association

Members of the South Carolina Student Nurses Association may attend meetings of this Association.

Section 8. Attendance At Meetings

Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 9. Board Action

The Board of Directors shall take action pursuant to resolutions adopted by the affirmative vote of a majority of the Directors participating in a meeting at which a quorum is present, or the affirmative vote of a greater number of Directors where required by the Articles of Incorporation, these Bylaws, the Act, or otherwise by law.

ARTICLE XVI: QUORUM

Section 1. Establishment of Quorum

- a. The number of voting members present at a duly noticed meeting of the members shall constitute a quorum for any regular or special meetings of the Association.
- b. A majority of the Board of Directors, one (1) of whom shall be the President or President-elect, shall constitute a quorum at any meeting of the Board.
- c. A majority of the voting members of any Committee shall constitute a quorum at any meeting of the Committee.

ARTICLE XVII: PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority

The rules contained in Roberts Rules of Order Newly Revised, most up-to-date edition 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 XVIII: OFFICIAL PUBLICATION

Section 1. Official Publication

The official publications of this Association shall be The American Nurse and The South Carolina Nurse.

ARTICLE XIX: AMENDMENTS

Section 1. Amendment Process

- a. These bylaws may be amended at any meeting of the Annual Membership Meeting of SCNA by a two-thirds (2/3) vote of the members present and voting.
- b. All suggestions for proposed amendments shall be referred to the Bylaws Committee for study. The amendments proposed by the Bylaws Committee for Annual Membership Meeting action shall be in the possession of the Secretary at least two (2) months before the date of the Annual Meeting and shall be appended to the call to the meeting.
- c. These bylaws may be amended without previous notice at any Annual Membership Meeting by ninety-nine percent (99%) of those present and voting.

ARTICLE XX: DISPOSITION OF ASSETS

Section 1. Disposition of Assets

No person shall possess any property right in or to the property or assets of the Corporation. Upon dissolution of the corporation and after all obligations are satisfied, all assets shall be distributed to an eleemosynary corporation or non-profit business so designated by the Board of Directors at the time of disposition.

Approved and Revised: Annual Meeting September 14, 2007

Approved and Revised: Annual Meeting October 25, 2008

Approved and Revised: Annual Meeting September 12, 2009

Approved and Revised: Annual Meeting October 23, 2010

Approved and Revised: Annual Meeting September 9, 2011

Approved and Revised: Annual Meeting September 22, 2012

Approved and Revised: Annual Meeting October 11, 2013

2012 Proviso Removed: December 2014

Approved and Revised: Annual Meeting November 12, 2016

Approved and Revised: Annual Meeting November 3, 2022

Approved and Revised: Annual Meeting October 5, 2023

Approved and Revised: Annual Meeting October 23, 2025