

GOVERNANCE

1 **CERTIFICATE OF INCORPORATION**

The State of South Carolina, }
EXECUTIVE DEPARTMENT.

CERTIFICATE OF INCORPORATION
BY THE SECRETARY OF STATE.

Whereas, Mrs. Ether G. Mouzon, and May C. Felder, of Florence, S. C. and Darlington, S. C., respectively, and Alice B. Commer, Florence, S. C.,

two or more of the officers or agents appointed to supervise or manage the affairs of

South Carolina Graduate Nurses Association,

which has been duly and regularly organized, did on the **second** day of **June**, A. D. **1938**, file with the Secretary of State a written declaration setting forth:

That, at a meeting of the aforesaid organization held pursuant to the by-laws or regulations of the said organization, they were authorized and directed to apply for incorporation.

That, the said organization holds, or desires to hold, property in common for Religious, Educational, Social, Fraternal, Charitable or other eleemosynary purpose, or any two or more of said purposes, and is not organized for the purpose of profit or gain to the members, otherwise than is above stated, nor for the insurance of life, health, accident or property; and that three days' notice in the **The Morning News**, a newspaper published in the County of **Florence**, has been given that the aforesaid Declaration would be filed.

AND WHEREAS, Said Declarants and Petitioners further declared and affirmed:

FIRST: Their names and residences are as above given.

SECOND: The name of the proposed Corporation is

SOUTH CAROLINA GRADUATE NURSES ASSOCIATION.

THIRD: The place at which it proposes to have its headquarters or be located is

Florence, S. C.

FOURTH: The purpose of the said proposed Corporation is

For maintaining and raising the standards of the nurses of South Carolina.

FIFTH: The names and residences of all Managers, Trustees, Directors or other officers are as follows:

Mrs. Esther G. Mouzon, President, Francis J. Bulow, Alice B. Commer,
Mrs. Mae C. Felder, Secretary, Millie C. Cunningham,
Ruth Garrett, Annie Dominick, Mrs. Vincent Price, and
Agnes Coogan, Directors.

SIXTH: That they desire to be incorporated: **In perpetuity.**

Now, THEREFORE, I, **W. P. Blackwell**, Secretary of State, by virtue of the authority in me vested, by Chapter 4564, Article III, Code of 1922, and Acts amendatory thereto, do hereby declare the said organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by said Chapter 4564, Article III, Code of 1922, and Acts amendatory thereto.

Given under my Hand and the Seal of the State, at Columbia, this **2nd** day of **June** in the year of our Lord one thousand nine hundred and **thirty two** and in the one hundred and **fifty sixth** year of the Independence of the United States of America.

(SEAL)

Secretary of State

Internal Revenue Service

Date: July 2, 2004

Nurses Association of South Carolina
1821 Gadsden St.
Columbia, SC29201-2344

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Person to Contact:
Sheila Schrom 31-02836
Customer Service Representative

Toll Free Telephone Number:
8:00 a.m. to 6:30 p.m. EST
877-829-5500

Fax Number:
513-263-3756

Federal Identification Number:
57-2491330

Group Exemption Number:
1981

Dear Sir or Madam:

This is in response to your request of July 2, 2004 regarding a copy of your organization's group exemption letter.

In February 1969 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(6) of the Internal Revenue Code. Based on the information supplied, we also recognized the subordinates named on the list your organization submitted as exempt from Federal income tax under 501(c)(6) of the Code.

Your organization and each of its subordinates are required to file Form 990, *Return of Organization Exempt from Income Tax*, only if the gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of \$20 a day, up to a maximum of \$10,000, when a return is filed late, unless there is reasonable cause for the delay.

Unless specifically excepted, your organization and its subordinates are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more to each of the organization's employees during a calendar year. Your organization and its subordinates are also liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Your organization and its subordinates are not required to file federal income tax returns unless subject to the tax on unrelated business income under section 511 of the Code. If subject to this tax, the organization must file an income tax return on Form 990-T, *Exempt Organization Business Income Tax Return*. In this letter, we are not determining whether any of your organization or its subordinates' present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

Each year, at least 90 days before the end of your organization's annual accounting period, please send the items listed below to the Internal Revenue Service Center at the address shown at the end of this letter.

1 **MISSION OF SCNA**

2 The mission of the South Carolina Nurses Association is to represent all South Carolina registered nurses in a
3 membership organization to promote and advocate the role of the registered nurse to improve health for all. –
4 2017

5

6 **MISSION OF ANA**

7 Nurses advancing our profession to improve health for all. – 2016

8

9 **PHILOSOPHY OF SCNA**

- 10 1. SCNA believes that nursing is a professional discipline and an essential service in meeting the health care
11 needs of patients as individuals, groups, or communities. In support of this philosophy:
- 12 2. Nursing practice for registered nurses is defined in the nurse practice act of the State of South Carolina
13 as “the performance of acts that involve assessment, analysis, intervention and evaluation. This practice
14 requires specialized independent judgment and skill, and is based on knowledge and application of the
15 principles of biophysical and social sciences;”
- 16 3. Nurses practice independently or collaboratively in accordance with their education and clinical
17 credentials;
- 18 4. Nurses are encouraged to seek baccalaureate and higher degrees, to engage in lifelong learning and be
19 employed according to role preparation;
- 20 5. Critical thinking is an essential competency for registered nurses;
- 21 6. Nurses are responsible to consumers for their practice and therefore must be responsive to individuals
22 at all levels of wellness and from all cultural backgrounds;
- 23 7. Nurses are responsible for the ethical practice of nursing according to the Code of Ethics for Nurses With
24 Interpretive Statements, 2015;
- 25 8. Nurses are engaged in activities to improve health care standards and health care accessibility for all
26 people;
- 27 9. All nursing practice includes the art of caring. Professional nurses are providers, managers, coordinators,
28 educators, administrators, researchers of care in all settings;
- 29 10. “Advanced Practice Registered Nurses (APRN) means a registered nurse who is prepared for an
30 advanced practice registered nursing role by virtue of additional knowledge and skills gained through an
31 advanced formal education program of nursing in a specialty area that is approved by the Board of
32 Nursing. The categories of APRN are the nurse practitioner (NP), certified nurse-midwife (CNM), clinical
33 nurse specialist (CNS), and certified registered nurse anesthetist (CRNA). The NP, CNM, CNS, and CRNA
34 hold a nursing doctorate, a post-nursing master’s certificate or a minimum of a master’s degree that
35 includes advanced education composed of didactic and supervised clinical practice in a specific area of
36 advanced practice registered nursing” (SC Nurse Practice Act);

- 1 11. Nurses are responsible for their own professional development and competencies. Continuing education
2 and other professional activities enhance nursing practice and help to assure consumers of quality
3 nursing care outcomes. Nurses are encouraged to obtain and maintain competence. "Competence is a
4 dynamic concept, changing as the licensed nurse achieves a higher stage of development, responsibility,
5 and accountability within the role. The role encompasses the possession and interrelation of essential
6 knowledge, judgment, attitudes, values, skills and abilities which are varied and range in complexity" (SC
7 Nurse Practice Act);
- 8 12. Nurses assure competent care and advance the practice of nursing by promotion, dissemination and
9 utilization of research findings;
- 10 13. Nurses influence health policy through legislative and political action;
- 11 14. Workplace advocacy issues are a vital concern for nurses and nursing;
- 12 15. Marketing the professional practice of nursing and the Professional Association to the public, legislators,
13 and nurses is a priority.

14

15 Approved by the Board of Directors, October 14, 1981

16 Revised: February 2013

17 Reviewed: August 2015; January 2017

1 **CURRENT SCNA BYLAWS AS OF NOVEMBER 12, 2016**

2
3 **ARTICLE I: TITLE, PURPOSES, FUNCTIONS**

4
5 **Section 1. Title**

6
7 The name of this Association shall be the South Carolina Nurses Association, hereinafter referred to as SCNA.
8

9 **Section 2. Purposes**

10
11 The purposes of the SCNA shall be to

- 12
13 a. foster high standards of nursing.
14 b. promote the professional and educational advancement of nurses.
15 c. promote the welfare of nurses.
16 d. promote better health care for all people.
17

18 The purposes shall be unrestricted by consideration of age, color, creed, disability gender, health status,
19 lifestyle, nationality, race, religion, or sexual orientation.
20

21 **Section 3. Functions**

22
23 The functions of the SCNA shall be to

- 24
25 a. promote, through appropriate means, standards of nursing practice, nursing education, and nursing
26 services as defined by the American Nurses Association, ANA.
27 b. insure adherence to the code of ethical conduct for nurses established by ANA.
28 c. promote legislation and speak for the nursing profession in regard to legislation, governmental
29 programs and health policy.
30 d. support maintenance of nurse resources to meet health care needs.
31 e. promote and protect the economic and professional security of nurses.
32 f. represent and speak for the professional nurse with allied health groups, state and local organizations,
33 governmental bodies and the public.
34 g. represent and speak for the nursing profession with allied health groups, state and local organizations,
35 governmental bodies and the public.
36 h. provide for the continuing professional development of nurses.
37 i. provide for representation in the annual Membership Assembly of ANA
38 j. promote relationships with the South Carolina Student Nurses Association.

1 **ARTICLE II: CHAPTERS**

2
3 **Section 1. Definition**

4
5 Groups of nurses who are members of the South Carolina Nurses Association which have been or hereafter may
6 be organized based on shared nursing practice interests or geographical boundaries. SCNA Chapters shall
7 operate under a Memorandum of Agreement (MOA) with the SCNA Board of Directors. The MOA shall be
8 reviewed annually by the SCNA Board.
9

10 **ARTICLE III: MEMBERSHIP**

11
12 **Section 1. Composition**

- 13
14 a. SCNA shall have membership open to all registered nurses and meet the qualifications of membership as
15 enumerated in this section.
16 b. SCNA shall be composed of Full Members who belong to the American Nurses Association (ANA)
17 through the state and have representation in the International Council of Nurses through the ANA and
18 who may have membership in the SCNA Chapters; and State-Only Members who live and/or practice in
19 the state of South Carolina only pursuant to a sanctioned agreement with ANA.
20 c. The SCNA shall remain affiliated with the American Nurses Association until such time as 2/3 of the
21 entire SCNA full membership votes to disaffiliate from the ANA. SCNA membership, for these purposes,
22 is defined as individual members of the SCNA who have ANA rights and privileges of membership as a
23 result of their SCNA membership. The vote may occur by mail or electronic ballot, with appropriate
24 notice and procedures to protect the integrity and validity of the vote.
25 d. The SCNA shall be composed of all registered nurses who meet the qualifications stated in these bylaws
26 e. A registered nurse is qualified for membership in SCNA if that nurse:
27 1. Has been granted a license to practice as a registration nurse in at least one state, territory or the
28 District of Columbia and does not have a license under suspension or revocation in any state,
29 territory, or the District of Columbia and is otherwise in titled by law to practice.
30 2. Has retired and/or no longer chooses to practice, but whose license was in good standing with
31 her/his licensee board at the time the nurse made the decision not to maintain and active license.
32 3. Is a nurse in recovery who has surrendered her/his license to practice.
33
34

35 **Section 2. Qualifications**

- 36
37 a. A member is one—

1. who has been granted a license to practice as a registered 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;
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 in 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 who have been members of the SCNA/ANA for 30 or more years and age 65 or 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

Members as defined in these Bylaws shall be given all the rights and obligations of membership in the ANA through SCNA. In addition:

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 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

- 1 b. State-Only Members shall have membership rights as follows:
2
3 1. Participate in the elections of SCNA in accordance with SCNA Bylaws.
4 2. Serve SCNA in elected and appointed positions in accordance with SCNA Bylaws.
5 3. Attend any meeting and unrestricted activities of SCNA.
6 4. Utilize such SCNA services as may be available.
7 5. Receive an SCNA membership card.
8 6. Receive the SC Nurse.
9 7. Submit proposals for consideration to SCNA.
10 8. Hold membership in SCNA Chapters in accordance with provision of the SCNA Bylaws.
11 9. Have the right of due process for the denial of any of the above rights.
12 10. Shall have no rights to belong to or receive benefits from the ANA at the national level.
13

- 14 c. Full Members shall have membership obligations as follows:
15

- 16 1. Abide by the Bylaws of SCNA and ANA.
17 2. Abide by the Code of Ethics for Nurses With Interpretive Statements, 2015.
18 3. Pay dues as required by the Bylaws.
19 4. Fulfill the requirements of office if elected or appointed.
20

- 21 d. State-Only Members shall have membership obligations as follows:
22

- 23 1. Abide by the Bylaws of SCNA.
24 2. Abide by the Code of Ethics for Nurses With Interpretive Statements, 2015.
25 3. Pay dues as required by the Bylaws.
26 4. Fulfill the requirements of office if elected or appointed.
27

- 28 e. Honorary Members do not have the obligation to pay dues as required by the Bylaws.
29

30 **Section 4. Disciplinary Action**

31

- 32 a. A member may be disciplined for cause by SCNA or by a Chapter. Charges shall be filed with the
33 Association in whose jurisdiction the alleged violation occurred.
34 b. Cause for disciplinary action may include violation of—
35
36 1. the purpose, goals, and bylaws of SCNA; or
37 2. the Code of Ethics for Nurses With Interpretive Statements, 2015 as adopted by the ANA Board of
38 Directors.

- 1 a. An oral notice to members is permissible if reasonable under the circumstances and is effective when
2 communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at
3 the earliest of the following:
4
- 5 4. When received;
 - 6 5. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class
7 postage affixed;
 - 8 6. On the date shown on the return receipt, if sent by registered or certified mail, return receipt
9 requested, and the receipt is signed by or on behalf of the addressee; or
 - 10 7. Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with
11 other than first class, registered, or certified postage affixed.
- 12
- 13 b. Written notice is correctly addressed to a member if addressed to the member's address shown in
14 SCNA's current list of members. A written notice or report delivered as part of a newsletter, magazine
15 or other publication regularly sent to members constitutes a written notice or report if addressed or
16 delivered to the member's address shown in SCNA's current list of members, or in the case of members
17 who are residents of the same household and who have the same address in SCNA's current list of
18 members, if addressed or delivered to one of such members, at the address appearing on SCNA's
19 current list of members.
20

21 **ARTICLE IV: ORGANIZATIONAL AFFILIATES**

22 **Section 1. Qualifications**

23
24
25 An organizational affiliate of SCNA is an association that-

- 26
- 27 a. Is a national or state nursing organization that meets established Organization Affiliates Criteria.
- 28 b. Has a governing body composed of a majority of registered nurses.
- 29 c. Has been granted organizational affiliate status by the Board of Directors.
- 30 d. Has paid an organizational affiliation fee to SCNA.

31 **Section 2. Responsibilities**

32
33
34 Each organizational affiliate shall maintain a mission and purpose harmonious with the purposes and functions
35 of SCNA.
36

37 **Section 3. Rights**

38

1 Each organizational affiliate shall be entitled to

- 2
- 3 a. One registered nurse participant shall have a voice, but no vote, in the SCNA Annual Membership
- 4 Meeting.
- 5 b. Make reports or presentations to the SCNA Annual Membership Meeting within its area of expertise.
- 6 c. Submit names of registered nurses representatives for appointment to ad hoc groups, and task forces.
- 7

8 **ARTICLE V: DUES**

9 **Section 1. Amount of Dues**

10

11

12 a. Full Membership includes:

13

14 1. ANA Dues:

- 15
- 16 a) SCNA will pay dues to ANA in accordance with the policies adopted by the Membership
- 17 Assembly.
- 18 b) The SCNA shall continue to pay dues to the ANA pursuant to the ANA Bylaws and Membership
- 19 Assembly policy. SCNA will follow the implementation of the dues, including the Dues Escalator
- 20 according to the calendar accepted by ANA.
- 21

22 1. SCNA Dues:

- 23
- 24 a) The amount of the annual SCNA dues shall be established by 2/3 vote of the Full Members
- 25 present and voting at the Annual Membership Meeting of the SCNA.
- 26 b) The SCNA Board of Directors may establish a policy providing for an automatic cost of living
- 27 increase in the SCNA dues...a dues escalator. This dues escalator, based on the Consumer Price
- 28 Index for urban consumers (CPI-U), will increase triennially at the same time as ANA's inflation
- 29 escalation and pass through to the ANA SCNA full members with notice but without requiring
- 30 additional authorization of the Annual Meeting. It will never exceed more than 2 percent per
- 31 annum. SCNA will follow the implementation of the dues, including the Dues Escalator
- 32 according to the calendar accepted by ANA.
- 33 c) The Board of Directors shall establish an operating budget for the chapters from the SCNA dues.
- 34 d) No monies shall be refunded nor additional monies collected when a change in dues category is
- 35 made within a membership year.
- 36

37 b. State-Only Membership includes:

38

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

2
3 a) State-Only Membership Dues shall include SCNA dues and those fees established through
4 agreement with the ANA for purposes of representation at the national/international level and
5 any service fees.

6 b) The SCNA Board of Directors may establish a policy providing for an automatic cost of living
7 increase in the SCNA dues...a dues escalator. This dues escalator, based on the Consumer Price
8 Index for urban consumers (CPI-U), will increase triennially at the same time as ANA's inflation
9 escalation and pass through to the ANA SCNA full members with notice but without requiring
10 additional authorization of the Annual Meeting. It will never exceed more than 2 percent per
11 annum.

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

14
15 **Section 2. Notification of Dues Changes**

16
17 The SCNA Members shall be notified in writing of any proposal to change the dues at least sixty (60) days prior
18 to the SCNA Annual Membership Meeting at which the proposal is to be voted upon.

19
20 **Section 3. South Carolina Nurse**

21
22 Of the dues paid by members, a portion, as decided by the Board, will be for an annual subscription to the
23 Association's official publication, The S. C. Nurse.

24
25 **Section 4. Special Member Dues for Full Members**

26
27 a. Full Members who qualify for the following may elect to pay fifty percent (50%) of the dues:

- 28
29 1. Registered Nurses who are not employed;
30 2. Registered Nurses who are students in full time study;
31 3. Graduates of the basic nursing programs for a first year of membership if initiated within six (6)
32 months following graduation and those members who are continuing in a second year of
33 membership following the condition of (b), for those who were members in good standing of the
34 Student Nurses Association of South Carolina;

35
36 b. Full Members who qualify for the following may elect to pay twenty-five (25%) percent of the dues:

- 37
38 1. sixty-six (66) years of age or older, who are not employed

1 2. new RN’s who were members in good standing of the Student Nurses Association of South Carolina
2 before graduation from their under graduate nursing program, for the first year of membership, if
3 the membership is initiated within six (6) months of licensure.
4

5 c. State-Only Members do not qualify for any special member dues rates.
6

7 **Section 5. Transfers of Memberships**
8

9 a. A Full Member who moves out of this state may apply to the Secretary of this Association for transfer to
10 another Constituent/State Nurses Association of the ANA. The SCNA is not required to refund to the
11 individual member dues already paid.

12 b. A Full Member who has made full payment of dues to another Constituent/State Nurses Association of
13 the ANA may transfer to this Association without further payment of dues for the remainder of the
14 membership year. The request for transfer shall be signed by the Secretary of the Constituent Member
15 Association issuing the transfer.

16 c. State-Only Members who are in good standing may transfer from or to a Constituent Member State that
17 has a State-Only Membership option if an agreement between the Constituent Member States has been
18 established.

19 d. A State-Only Member who has made full payment of dues to another Constituent Member Association
20 of the ANA may transfer to this Association without further payment of dues for the remainder of the
21 membership year, in compliance with Article V, Section 5 (c). The request for transfer shall be signed by
22 the Secretary of the Constituent Member Association issuing the transfer.
23

24 **ARTICLE VI: BOARD OF DIRECTORS**
25

26 **Section 1. Definition**
27

28 The Board of Directors is the corporate body composed of officers, directors, and commission chairs, as elected
29 by the members of SCNA.
30

31 **Section 2. Composition**
32

33 a. The Board of Directors shall consist of the Officers of the Association which are President, President-
34 elect, Secretary/Treasurer, two (2) directors one of whom is a newly licensed nurse who graduated
35 within five (5) years from a basic nursing program and who is a direct care provider, and two (2)
36 Chairpersons of the Commissions.

37 b. President of South Carolina Nurses Foundation (SCNF) or the President’s designee shall be eligible to
38 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.

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 eight (8) 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

1 of all or substantially all the SCNA's assets; elect, appoint, or remove Directors or fill vacancies on the board or
2 on any committee; or adopt, repeal, or amend the Articles of Incorporation or these Bylaws.

3
4 **Section 2. Composition**

5
6 The Executive Committee shall be composed of the President, the President-elect, and the Secretary/Treasurer.
7 Only members of the Board of Directors shall serve as voting members of the Executive Committee.

8
9 **ARTICLE VIII: CHIEF EXECUTIVE OFFICER**

10
11 **Section 1. Definition**

12
13 The Board of Directors shall delegate to the Chief Executive Officer (CEO) the authority to manage the
14 association according to policies established by the SCNA Annual Membership Meeting and the Board of
15 Directors.

16
17 **Section 2. Accountability**

18
19 The CEO shall be accountable to the Board of Directors.

20
21 **Section 3. Responsibilities**

- 22
23 a. The CEO shall employ, direct, promote and terminate staff of the association.
24 b. The CEO may represent the association and serve as spokesperson on matters of established policy and
25 positions.

26
27 **ARTICLE IX: COMMISSIONS**

28
29 **Section 1. Definition**

30
31 A commission is a specific body of organization and communication to which the Annual Membership Meeting
32 assigns specific responsibilities related to fulfilling the functions of SCNA. Commissions are accountable to the
33 Board of Directors and report to the Annual Membership Meeting.

34
35 **Section 2. Composition and Designation**

36
37 The following Commissions are established with membership consisting of the chairperson or designated
38 representative of the structural units listed below each:

1
2 a. Commission on Professional Advocacy and Development

- 3
4 1. Peer Assistance Program
5 2. Continuing Education Approver Committee
6 3. Continuing Education Provider Committee

7
8 b. Commission on Public Policy / Legislation

- 9
10 1. Legislative Committee

11
12 **Section 3. Responsibilities**

13
14 Each Commission shall perform the duties as specified in the SCNA Book of Positions and Roles and as
15 designated by the Board of Directors of this association.

16
17 **ARTICLE X: ELECTED COMMITTEES**

18
19 **Section 1. Definition**

20
21 The Nominating Committee shall be the only elected committee of the South Carolina Nurses Association.

22
23 **Section 2. Composition**

24
25 The Nominating Committee shall be composed of not more than seven (7) Full (SCNA/ANA) members of the
26 Association representative of the fields related to the Committee's functions.

- 27
28 a. All Committee members shall be elected by the membership in even-numbered years to serve a two (2)
29 year term.
30 b. The elected member receiving the highest number of votes shall convene the first meeting of the
31 committee, at which point the committee shall elect its own chair.
32 c. Committee members shall be eligible to serve no more than two (2) consecutive terms. A Committee
33 member who has served one-half (1/2) term or more shall be considered to have served a full term.
34

35
36 **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 Full (SCNA/ANA) 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 1. report their findings and recommendations to the Board of Directors and the Annual Membership
- 2 Meeting;
- 3 2. create subcommittees to accomplish specified tasks related to the Committee's duties;
- 4 3. prepare an annual budget based on the planned income and expenditures and submit it to the
- 5 Committee on Finance for incorporation into the annual budget;
- 6 4. The Continuing Education Approver Committee and the Continuing Education Provider Committee
- 7 will develop and implement those functions relative to approving and providing ANCC accredited
- 8 continuing education activities within SCNA.

9

10 **Section 4. Vacancies**

11

12 Absence from two consecutive regular meetings of a committee may be cause for declaring a vacancy as

13 determined by a majority of the Board of Directors. A vacancy in a Committee shall be filled by appointment by

14 the Board of Directors from nominees submitted by members of the Committee and structural units of SCNA.

15

16 **ARTICLE XII: SPECIAL COMMITTEES**

17

18 **Section 1. Definition**

19

20 There shall be Special Committees as created by the Annual Membership Meeting, the Board of Directors, or

21 other Association units so authorized.

22

23 **Section 2. Composition**

24

25 The qualifications and number of members of these Committees shall be determined by the Annual

26 Membership Meeting, the Board of Directors or other Association units so authorized.

27

28 **ARTICLE XIII: NOMINATIONS AND ELECTIONS**

29

30 **Section 1. Candidates**

- 31
- 32 a. Any Full Member in good standing is eligible for elected or appointed office in SCNA.
 - 33 b. Any State-Only Member in good standing is eligible for elected or appointed office at the state level with
 - 34 the exception of President, President-elect, and Representatives and Alternates to Membership
 - 35 Assembly of ANA, and members of the Nominating Committee.
 - 36 c. State-only members may vote for all officers. State-only members cannot vote for the two members to
 - 37 attend the Membership Assembly of ANA or the Alternates to the Representatives or the members of
 - 38 the Nominating Committee.

- d. Representatives to the Membership Assembly of ANA shall be a separate election for the two SCNA members of the Assembly.
- 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 SCNA 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

1 shall indicate the number of responses needed to meet the quorum requirements; state the percentage of
2 approvals necessary to approve the matter other than elections; and specify the time by which a ballot or
3 electronic response must be received by SCNA in order to be counted. A written or electronic ballot may not be
4 revoked.

5
6 **ARTICLE XIV: REPRESENTATION**

7
8 **Section 1. Member Representation at the SCNA Annual Membership Meeting**

- 9
- 10 a. The SCNA members shall be directly involved in the processes of the Association.
 - 11 b. The voting body of SCNA at each Annual Membership Meeting or special meeting shall consist of
12 members of the Association who attend the meeting.
 - 13 c. Each Member, Officer and Board Member shall be entitled to one vote on all matters coming before the
14 Annual Membership Meeting or special meeting.
 - 15 d. The members at any Annual Membership Meeting may adopt such rules of procedure for the
16 transaction of business at their meetings as they may deem suitable.
- 17

18 **Section 2. SCNA Representation at the Membership Assembly of ANA**

- 19
- 20 a. The SCNA is entitled to representation at regular and special meetings of the Membership Assembly of
21 ANA in accordance with ANA Bylaws and policy.
 - 22 b. All elected Membership Assembly representatives and alternates may serve no more than two
23 consecutive terms or until a successor is elected.
 - 24 c. The Chief Executive Officer of SCNA shall attend the Membership Assembly, with a courtesy seat.
- 25

26 **ARTICLE XV: MEETINGS**

27
28 **Section 1. Authority**

29
30 This Association shall hold an annual meeting of the membership at such time and place as shall be determined
31 by the Board of Directors, except where government regulations or condition incident upon war may render this
32 impossible.

33
34 **Section 2. Order of Business**

35
36 The order of business of each meeting of the Annual Membership Meeting of this Association shall be in
37 accordance with the program adopted at the beginning of the convention and shall include:

38 Call to Order

- 1 Address of the President
- 2 Reports of Organizational Units
- 3 Reports of the Tellers and Declaration of Election
- 4 Adjournment

5

6 **Section 3. Annual Meeting of Members.**

7

- 8 a. This Association shall hold an annual meeting of the members once each calendar year at such time and
- 9 place as shall be determined by the Board of Directors, except where government regulations or
- 10 condition incident upon war may render this impossible.
- 11 b. At each annual meeting of members, the President and Treasurer shall report on the activities and
- 12 financial condition of the Association.
- 13 c. For the purpose of determining members entitled to vote at any meeting of members, or in connection
- 14 with any other proper purpose requiring a determination of members, the Board of Directors shall by
- 15 resolution fix a record date for such determination. The record date set by the Board of Directors shall
- 16 be not more than seventy (70) days, and not less than the last day for timely giving notice, before the
- 17 meeting or action requiring determination of members is to occur. If the Board of Directors fails to set a
- 18 record date, the members at the close of business on the business day on which notice is given or, if
- 19 notice is waived, at the close of business on the business day preceding the day on which the meeting is
- 20 held are entitled to notice of the meeting and to vote thereat. The members of record appearing in the
- 21 books of the Association at the close of business on the record date so fixed shall constitute the
- 22 members in respect of the activity in question. After fixing a record date for notice of a meeting, the
- 23 Association shall prepare an alphabetical list of names of all members who are entitled to notice of the
- 24 meeting. The list shall show the address of each member entitled to vote at the meeting. Subject to the
- 25 limitations of Sections 33-31-720, 33-31-1602(c) and 33-31-1605 of the Act, such list of members shall
- 26 be available for inspection by any members for purposes of communication with other members
- 27 concerning the meeting, beginning the day after notice is given of the meeting for which the list was
- 28 prepared and continuing through the meeting, at the Association's principal office. The Association shall
- 29 also make the list of members available at the meeting, and any member, a member's agent, or
- 30 member's attorney shall be entitled to inspect the list at any time during the meeting or any
- 31 adjournment.
- 32 d. Members and Directors may not vote by proxy.

33

34 **Section 4. Annual Meeting of Board of Directors**

35

36 An annual meeting of the Board of Directors shall be called and held for the purpose of annual organization,

37 appointment of committees, and transaction of any other business. If such meeting is held promptly after and at

38 the place specified for the annual meeting of members, no notice of the annual meeting of the Board of

1 Directors need be given. Otherwise, such annual meeting of the Board of Directors shall be held at such time (at
2 any time prior to and not more than sixty (60) days after the annual meeting of members) and place as may be
3 specified in the notice of the meeting. The Board of Directors may by resolution provide for the holding of
4 additional regular meetings without notice other than such resolution; provided, however, the resolution shall
5 fix the dates, times, and places (which may be anywhere within or without the State of South Carolina) for these
6 regular meetings. Except as otherwise provided by law, any business may be transacted at any annual or regular
7 meeting of the Board of Directors.

8
9 **Section 5. Special Meetings**

- 10
11 a. Special meetings of the members of SCNA or the Annual Membership Meeting of this Association may
12 be called for one or more lawful purposes by the President, a majority of the Board of Directors, or by
13 the President upon written request of a majority of the chapters.
- 14 b. Special meetings of the Board of Directors may be called for any lawful purpose or purposes by the
15 President or at least twenty percent (20%) of the Directors then in office. The person calling a special
16 meeting shall give, or cause to be given, to each Director at his or her business address, notice of the
17 date, time and place of the meeting by any means of communication acceptable under the Act not less
18 than two (2) days prior thereto. Business transacted at a special meeting of Directors shall be limited to
19 the purposes stated in the notice of the special meeting. An oral notice is permissible if reasonable
20 under the circumstances and is effective when communicated in a comprehensible manner. Written
21 notice, if in comprehensible form, is effective at the earliest of the following:
22
- 23 1. When received;
 - 24 2. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class
25 postage affixed;
 - 26 3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt
27 requested, and the receipt is signed by or on behalf of the addressee; or
 - 28 4. Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with
29 other than first class, registered, or certified postage affixed.

30
31 Written notice is correctly addressed to a Director if addressed to the Director's business address shown in the
32 Association's current records. If notice is given by telegram, the notice shall be deemed delivered when the
33 telegram is delivered to the telegraph company and the transmission fee therefore is paid. If notice is given by
34 telecopier facsimile transmission, the notice shall be deemed delivered when the facsimile of the notice is
35 transmitted to a telecopier facsimile receipt number designated by the receiving Director, if any, so long as such
36 Director transmits to the sender an acknowledgment of receipt. The notice of a special meeting shall describe
37 the purpose of such special meeting. Any time or place fixed for a special meeting must permit participation in
38 the meeting by means of telecommunications as authorized below. Special meetings of this Association may be

1 called by the Board of Directors and shall be called by the President upon written request of a majority of the
2 Chapters.

3
4 **Section 6. Notification**

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

17
18 **Section 7. South Carolina Student Nurses Association**

19
20 Members of the South Carolina Student Nurses Association may attend meetings of this Association.

21
22 **Section 8. Attendance At Meetings**

23
24 Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means
25 of conference telephone or any other means of communication by which all persons participating in the meeting
26 can hear each other at the same time.

27
28 **Section 9. Board Action**

29
30 The Board of Directors shall take action pursuant to resolutions adopted by the affirmative vote of a majority of
31 the Directors participating in a meeting at which a quorum is present, or the affirmative vote of a greater
32 number of Directors where required by the Articles of Incorporation, these Bylaws, the Act, or otherwise by law.

33
34 **ARTICLE XVI: QUORUM**

35
36 **Section 1. Establishment of Quorum**

37

- 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

1 No person shall possess any property right in or to the property or assets of the Corporation. Upon dissolution
2 of the corporation and after all obligations are satisfied, all assets shall be distributed to an eleemosynary
3 corporation or non-profit business so designated by the Board of Directors at the time of disposition.
4

5

6 Approved and Revised: SCNA House of Delegates October, 2003

7 Approved and Revised: SCNA House of Delegates November, 2004

8 Approved and Revised: SCNA House of Delegates October, 2005

9 Approved and Revised: Annual Meeting November, 2006

10 Approved and Revised: Annual Meeting September 14, 2007

11 Approved and Revised: Annual Meeting October 25, 2008

12 Approved and Revised: Annual Meeting September 12, 2009

13 Approved and Revised: Annual Meeting October 23, 2010

14 Approved and Revised: Annual Meeting September 9, 2011

15 Approved and Revised: Annual Meeting September 22, 2012

16 Approved and Revised: Annual Meeting October 11, 2013

17 2012 Proviso Removed: December 2014

18 Approved and Revised: Annual Meeting November 12, 2016

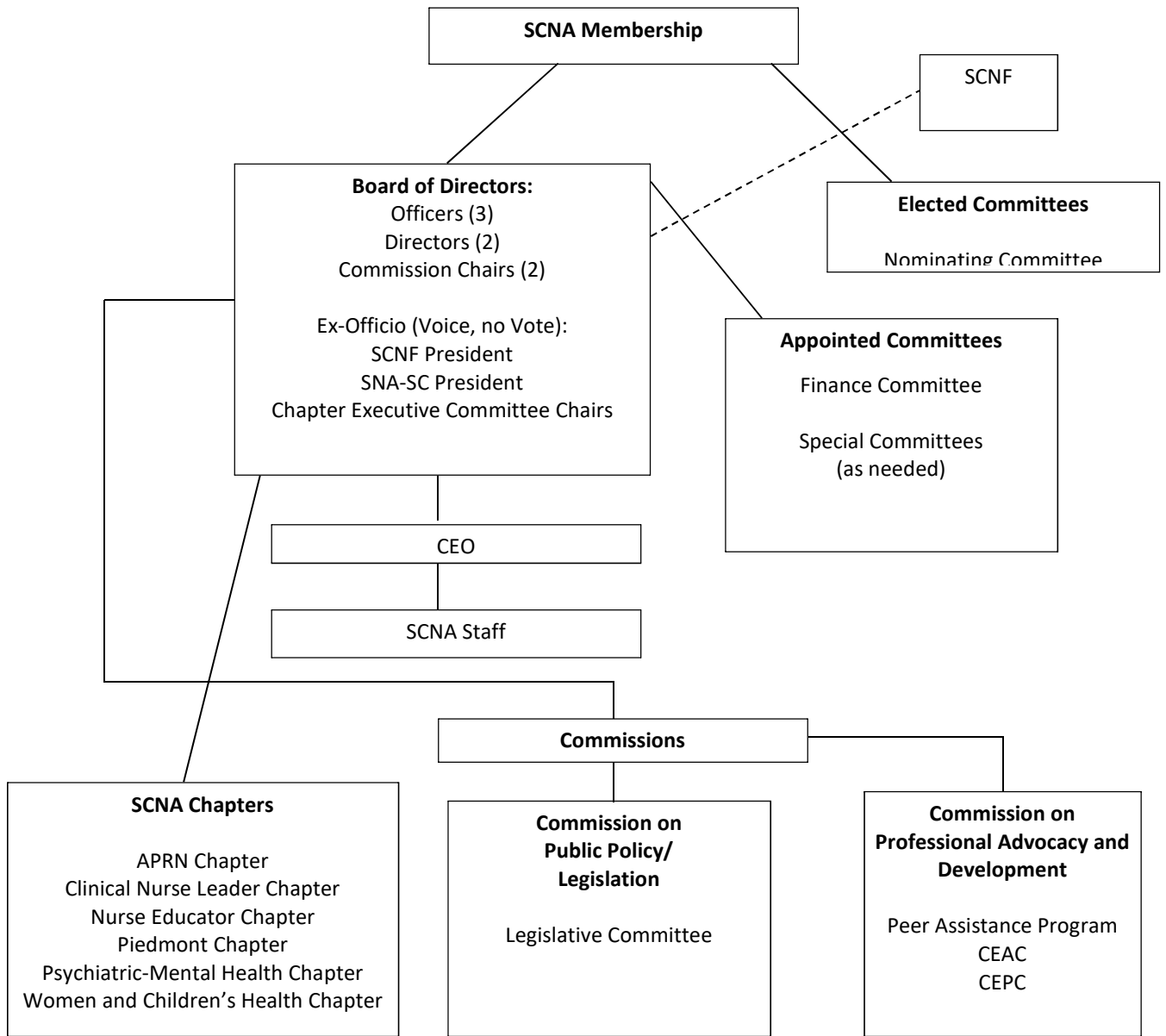
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ORGANIZATIONAL CHART

SCNA Organizational Chart

Revised February 2015; November 2016



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