

COLORADO NURSES ASSOCIATION BYLAWS

AS AMENDED September 2018

ARTICLE I

Name, Purpose, and Functions

Section 1. Name

The name of this association shall be the Colorado Nurses Association, hereinafter referred to as CNA.

Section 2. Purposes

The Purposes of CNA shall be to:

- A. work for the improvement of health standards and the availability of health care services for all people;
- B. foster high standards of nursing;
- C. advocate for workplace standards that foster safe patient care and support the profession;
- D. stimulate and promote the professional development of nurses and advance their welfare.

These purposes shall be unrestricted in accordance with ANA bylaws.

Section 3. Functions

The functions of CNA shall be to:

- A. promote, through appropriate means, standards of nursing practice, nursing education and nursing services as defined by the American Nurses Association, hereinafter referred to as ANA;
- B. insure adherence to the Code of Ethics for Nurses as established by ANA;
- C. promote continuing education for nurses;
- D. promote and protect the welfare of nurses;
- E. promote and protect the advancement of human rights related to healthcare and nursing;
- F. assume an active role as consumer advocate in health;
- G. act and speak for the nursing profession in regard to legislation, governmental programs and health policy;
- H. represent and speak for the nursing profession;
- I. promote relationships and collaboration with the Colorado Student Nurses Association.

ARTICLE II

Constituent Associations

Section 1. Definition

Constituent nurses associations of CNA shall be termed District Nurses Associations or Special Interest Groups, hereinafter referred to as DNA/SIGs

Section 2. Organization

A. DNA's may be organized on the basis of geographical boundaries clearly defined and recorded by the CNA Board and/or

B. SIG's may be organized on the basis of special interests of nurses as defined and approved by the CNA Board.

Section 3. Qualifications

A DNA/SIG will become a constituent of CNA upon approval of its bylaws or rules and regulations, or such other criteria as may be determined by the CNA Board.

Section 4. Boundaries

The boundaries of any DNA organized on a geographical basis may be changed by a two-thirds vote of the CNA Board provided such change has been approved by each DNA involved. Approval by each DNA is not required if DNA's involved are not operational.

Section 5. Duties

It shall be the duty of each DNA/SIG to:

- A. send to the CNA Office the names and addresses of all officers, liaisons and other appropriate DNA/SIG officials immediately following their election or appointment;
- B. send to the CNA Office a copy of the rules of organization and all amendments adopted by the DNA/SIG;
- C. submit to the CNA Office nominations for representatives to the ANA Membership Assembly
- D. submit to the CNA Office nominations for election or appointment to the various structural units of CNA;
- E. report to CNA as may be required by the CNA Board in order to comply with the bylaws.

Section 6. Disqualification

Any DNA/SIG which fails to comply with requirements stated in these bylaws or for other cause deemed sufficient may be disqualified by a two-thirds vote of the Board, provided due notice has been given. Such DNA/SIG and its members must be notified at least three months before the vote is taken and the DNA/SIG shall have the opportunity for a hearing with the Board within said three-month period

Section 7. Reinstatement

Any DNA/SIG which has been disqualified may be reinstated by a two-thirds vote of the Board.

ARTICLE III Organizational Affiliates of CNA

Section 1. Qualifications

An organizational affiliate of CNA is an association that:

- A. is a nursing or health related organization that has a mission and purpose harmonious with CNA, has a governing body composed of a majority of registered nurses, and who meets criteria established by the CNA Board of Directors;
- B. has been granted organizational affiliate status by the CNA Board of Directors;
- C. has paid an organizational affiliate fee to CNA.

Section 2. Rights

Each organizational affiliate shall be entitled to:

- A. one registered nurse representative who shall have a vote in the CNA Membership Assembly;
- B. make reports or presentations to the CNA Membership Assembly within its area of expertise;
- C. submit the names of representatives qualified for appointment to ad hoc groups and task forces.

Section 3. Responsibilities

Each organizational affiliate shall maintain a mission and purpose harmonious with the purposes and functions of CNA.

ARTICLE IV Membership and Dues

Section 1. Composition

The CNA shall be composed of members of the DNA/SIGs. Members belong to a DNA/SIG and CNA, and to ANA through the state.

Section 2. Qualifications

A. A member is one:

1. who has been granted a license to practice as a registered nurse in at least one state, territory, or District of Columbia 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. 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 at the time the nurse made the decision not to maintain an active license, also qualifies for membership

2. whose dues are not delinquent.

B. membership is unrestricted in accordance with ANA Bylaws.

C. renewal of membership shall be contingent on meeting the qualifications for membership as stated in Section 2 A.

D. Membership is open to all registered nurses.

Section 3. Member Privileges and Obligations

Members shall have the privilege and obligation to:

1. vote for officers, directors, members of the Nominating Committee; and ANA Membership Assembly representatives.

2. serve in any CNA or ANA elected or appointed positions if selected;

3. attend conventions and other activities of CNA;

4. receive advice and guidance from CNA when quality patient care is in jeopardy;

5. abide by the ANA Code of Ethics for Nurses and report violations of the code to CAN

6. uphold the bylaws of CNA and ANA

7. receive benefits and privileges from ANA as stated in Article XI, Section 2 E of these bylaws.

Section 4. Disciplinary Action and Appeal

A. Cause of disciplinary action by CNA against a member shall be limited to failure to fulfill the obligations cited in these bylaws and other such actions detrimental to the purposes, goals and functions of CNA and ANA.

B. Disciplinary proceedings shall be conducted in accordance with policies and procedures established by the Board of Directors, pursuant to common parliamentary and statutory law. The Board of Directors shall have final disciplinary authority over members.

C. Depending on the severity of the violation, a member may be reprimanded, censured, suspended from membership or permanently expelled from membership.

E. A member may appeal any disciplinary action, in accordance with procedures adopted by the CNA Board of Directors.

F. Any disciplinary action taken by another C/SNA against one of its members shall be given full recognition and enforcement provided such action was taken in accordance with the disciplining C/SNA's bylaws and disciplinary procedures.

Section 5. Dues

A. Dues for CNA and standard DNA/SIG dues shall be established by a majority of secret ballot votes cast by members. A mail or electronic ballot is permissible

B. Dues for members shall include the present rate of dues paid by CNA to ANA. In the event that the rate of dues payable to ANA by CNA is increased, any such changes shall automatically be added to the annual dues owed by members to CNA.

C. If a DNA/SIG elects to charge additional fees for service to members, its policies shall not interfere with rights of members as defined in these bylaws.

D. By a two-thirds vote of the responding members, each member may be assessed no more than one time per year an amount not to exceed 10% of annual CNA dues; a statement of the purpose and needs for such an assessment shall be presented to the total membership prior to the vote

E. Reduced CNA dues:

A member who qualifies under one of the following categories may elect to pay one-half CNA and DNA/SIG dues:

1. nurses who are not employed;
2. nurses who are employed part-time
3. RN students in full-time study;
4. graduates of basic nursing programs for a first-year membership if initiated within 12 months after graduation.

Section 6. Change of Dues Category

No moneys shall be refunded or additional moneys collected when a change of dues category is made within a membership year.

Section 7. Transfer

A. A member who has completed full payment of dues in one DNA/SIG may transfer to another DNA/SIG without payment of additional dues for the remainder of the membership year. The transferring DNA/SIG is not required to refund to the individual member dues already paid.

B. Transfer from or to another C/SNA shall comply with ANA Bylaws. Additional dues shall not be required from nor refunded to members transferring from or to another C/SNA if the member has made full payment of dues.

ARTICLE V Membership Assembly

Section 1. Definition

The Membership Assembly is the governing and official voting body of CNA.

Section 2. Functions

The Membership Assembly shall:

A. Take positions, determine policy and set direction on substantive issues of a broad nature necessitating the authority and backing of the official voting body of CNA;

B. Adopt, amend and revise bylaws.

Section 3. Composition

The Membership Assembly is composed of the Board of Directors, one registered nurse representative from each Organizational Affiliate, and the CNA members present.

Section 4. Meetings

A. The Membership Assembly shall meet annually.

B. Special meetings of the Membership Assembly may be called by the Board and shall be called by the president upon written request of no fewer than a majority of the DNA/SIGs.

C. The time and place of the meetings shall be determined by the Board.

D. Notice of a meeting of the Membership Assembly shall be mailed to each DNA/SIG at least one month prior to the annual meeting of the Membership Assembly and at least two weeks prior to a special meeting. The business to be transacted at any special meeting shall be limited to that stated in the call for the meeting.

Section 5. Quorum

A quorum for the Membership Assembly shall consist of a majority of members of the Board, one of whom shall be the president or vice president, and the CNA members present.

ARTICLE VI Board of Directors

Section 1. Definition

The Board of Directors, a corporate body, is composed of elected officers and directors and serves as the agent for the Membership Assembly.

Section 2. Functions

The Board shall:

A. exercise the corporate and fiduciary responsibilities, authority and accountability of the association consistent with applicable provisions of laws;

B. provide for implementation of action and directives of the CNA Membership Assembly;

C. develop plans to ensure that CNA is responsive to issues facing nursing and the association, including human rights;

D. establish policies and association activities in the interim between meetings of the CNA Membership Assembly;

E. provide for the adoption of financial policies, adoption of an annual balanced budget for the association which incorporates program plans, development of plans for revenue generation, surveillance of CNA funds, and annual audit or review of all books by a certified public accountant and reporting to the membership and CNA Membership Assembly;

F. provide for the operation and maintenance of a state office;

G. appoint and define the responsibilities of the Executive Director and delegate authority necessary for the administration of CNA policies, programs and activities;

H. establish such fees as may be required for specified activities in excess of those provided for in the bylaws;

I. control the use of the official insignia and the procurement and sale of replicas thereof;

J. define qualifications for appointive offices unless otherwise specified in these bylaws;

K. establish standing and special committees as necessary to implement its duties;

L. make appointments and fill vacancies as necessary and as provided for in these bylaws;

M. provide for CNA liaison or representation at meetings of voluntary organizations, public or governmental agencies upon request or as deemed appropriate;

- N. assume such other duties as may be provided elsewhere in these bylaws and by the CNA Membership Assembly;
- O. appoint a consultant to the Colorado Student Nurses Association
- P. serve as members of the CNA Membership Assembly.

Section 3. Representation

- A. One director will be elected for each CNA Region.
- B. Three Directors will be elected At Large, one of which is designated for a recent graduate of an RN Licensure Program. A recent graduate is one who has graduated within 5 years of being elected to office. Two At Large Directors will be designated as SIG Directors.
- C. Region boundaries shall be set by policy of the CNA Membership Assembly.

Section 4. Terms of Office

- A. The President Elect is elected in even-numbered years and serves a one-year term.
- B. The President Elect becomes President in odd- numbered years and serves for two years.
- C. The secretary shall be elected in odd-numbered years.
- D. The vice-president and treasurer shall be elected in even-numbered years.
- E. In odd numbered years, one director from each odd numbered region, one At Large SIG Director and the At Large Recent Graduate Director will be elected. In even numbered years, one director from each even numbered region and one At Large SIG Director will be elected.
- F. Officers and directors shall serve two years or until their successors are elected.
- G. No officer or director shall serve more than two consecutive terms in the same office. An officer or director who has served more than half a term shall be considered to have served a full term.
- H. No officer or director shall serve concurrently as an officer or director on a board of another association if such participation might result in a conflict of interest to CNA or the individual, as determined by the Board.
- I. Members shall be eligible to serve in only one elected office on the Board at any one time.

Proviso:

Regional Directors elected in 2018 under the current structure will serve their two-year terms. Regional Directors remaining on the board will finish their terms. In 2019, one director from each of the new regions, the Recent Graduate At Large Director and the two At Large SIG Directors will be elected. Directors from the even numbered Regions and one of the At Large SIG Directors chosen by lot will serve a one year term and will be eligible to run for a two year term in 2020.

Section 5. Vacancies

- A. If a vacancy occurs in the office of the president, the vice-president immediately assumes office as president.
- B. All other vacancies on the Board shall be filled by Board appointment.
- C. An officer or member who fills a vacancy in the office of President or assumes the duties of an absent President may serve as an ANA Membership Assembly Representative only if elected as an ANA Membership Assembly Representative.

Section 6. Meetings

- A. Meetings shall be held at least three times annually at such time and place as shall be determined by the Board. Special meetings may be called by the president and shall be called upon the written request of no fewer than 25% of the members of the Board.
- B. Business which requires immediate action by the Board may be conducted by mail, telephone, or electronic means. Such action shall be subject to ratification at the next regular meeting of the Board.
- C. Absence from more than two meetings without cause shall constitute a resignation, and the vacancy shall be filled as provided for in these bylaws.

Section 7. Quorum

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

Section 8. Executive Committee

There shall be an Executive Committee of the Board composed of the officers who shall have all the powers of the Board to transact business between Board meetings. Such transactions shall be reported at the next regular Board meeting. The Executive Committee may cancel a Board or Membership meeting in an emergency by a majority vote either in session, or by telephone, mail or electronic means. Members shall be notified when possible.

Section 9. Functions of Officers

A. Officers shall assume duties usually performed by such officers and as defined by these bylaws or by the Board.

B. The president shall be the Chairperson of the Membership Assembly, the Board, and the Executive Committee. In addition, the president shall

1. serve ex-officio on all committees except the Nominating Committee;
2. serve as an elected representative to the ANA Membership Assembly;
3. serve as a CNA representative to the ANA Leadership Council.

C. The vice-president shall assume all duties of the president in the president's absence.

D. The secretary shall be accountable for record keeping and reporting of meetings of CNA.

E. The treasurer shall provide reports and interpretation of CNA's financial condition, as may be required, to the Membership Assembly, the Board and the membership.

ARTICLE VII

Nominations and Elections

Section 1. Nominating Committee

- A. The Nominating Committee shall consist of five members elected for a two year term or until successors have been elected. Three members shall be elected in odd numbered years and two members shall be elected in even numbered years. In addition to the elected members, the immediate past President shall serve as a member of the Nominating Committee for two years.
- B. Members of the Board of Directors are not eligible to serve on the Nominating Committee.
- C. The Chairperson shall be elected by the members of the committee.
- D. The function of the Nominating Committee is to develop a slate for the election
- E. A quorum shall consist of those members present. Absentee members shall indicate, inwriting, approval or disapproval of recommendation(s) within 14 days from the date the minutes are mailed. In the absence of a response, it shall be assumed that the absentee member is in accord with the recommendation(s)

Section 2. Nominations

- A. The Nominating Committee shall request names of candidates for elective offices and for ANA Membership Assembly Representative.
- B. Nominees selected by the Nominating Committee shall have consented in writing to serve, if elected, and shall have met established qualifications.
- C. A copy of the slate shall be published at least thirty days in advance of election.
- D. Members may write in names of persons to serve if elected, provided they have the person's consent in writing and the person shall have met established qualifications.

Section 3. Elections

- A. Elections shall be by secret ballot. A mail or electronic ballot is permissible. The ballot shall clearly state that a candidate for President Elect is concurrently running as a candidate for ANA Membership Assembly Representative which will be served when she/he becomes President. The Executive Committee shall establish the method of verification of eligibility of voters.
- B. A plurality vote shall constitute an election; in case of a tie, the choice shall be determined by lot.
- C. Terms of office shall begin when those elected have been notified by the President.
- D. Any challenge to the election shall be filed with the Secretary within 30 days after official notification of election results.

ARTICLE VIII Official Publication

The Colorado Nurse shall be the official publication of this Association.

ARTICLE IX Amendments or Revisions

Section 1. Amendments or Revisions With Notice

These bylaws may be amended or revised at any annual or special meeting of the CNA Membership Assembly by a two-thirds vote. All suggestions for proposed amendments shall be in the possession of the Secretary at least two months before the annual meeting and provided to the members in writing prior to the meeting.

Section 2. Amendments or Revisions Without Notice

These bylaws may be amended or revised without previous notice at any annual or special meeting of the CNA Membership Assembly by ninety-nine percent vote.

ARTICLE X Parliamentary Authority

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

ARTICLE XI
Relationship to American Nurses Association

Section 1. Definition

The American Nurses Association is the national professional nursing organization whose membership is composed of constituent member associations that meet the qualifications and responsibilities specified in ANA bylaws. CNA is a constituent state nurses association of ANA. CNA shall remain affiliated with ANA and shall be bound by the obligation to pay dues to ANA until such time as 2/3 of the entire CNA membership votes to disaffiliate from ANA. CNA membership, for these purposes, is defined as individual members who have ANA rights and privileges of membership as a result of their CNA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the validity and integrity of the vote.

Section 2. Responsibilities

The responsibilities of CNA to ANA shall be to:

- A. Maintain membership in ANA by meeting the qualifications for membership as outlined in ANA bylaws;
- B. Pay dues to ANA in accordance with the policies adopted by the ANA Membership Assembly and the provisions of Article XI, Section 1 of these bylaws;
- C. Provide for CNA members to elect Representatives to the ANA Membership Assembly according to the provisions of ANA bylaws;
- D. Comply with contractual agreements and statements of understanding between CNA and ANA;
- E. Apprise CNA members of their right to:
 - 1) receive a membership card and the ANA Member Periodical;
 - 2) be a candidate for ANA elective and appointive positions;
 - 3) participate in the election of Representatives to the ANA Membership Assembly;
 - 4) attend the meetings of the ANA Membership Assembly and other unrestricted ANA activities;
 - 5) attend the Quadrennial Congress of the International Council of Nurses.
- F. Submit CNA bylaws and proposed amendments for review to ANA in accordance with the requirements stated in the ANA Bylaws.

Section 3. Rights

As a constituent of ANA, CNA shall be entitled to:

- A. display a certificate of membership in ANA;
- B. distribute the ANA Member Periodical to its members;
- C. hold voting seats in the ANA Membership Assembly;
- D. submit proposals for consideration by ANA;
- E. submit the names of nominees for ANA elective and appointive positions;
- F. a fair hearing before any disciplinary action is taken.

Section 4. Representatives to ANA Membership Assembly

- A. The number of CNA Representatives to the ANA Membership Assembly shall be determined by ANA.
- B. Representatives to the ANA Membership Assembly shall be CNA members elected by individual members of CNA by secret ballot. A mail or electronic ballot is permissible.
- C. Representatives will be elected in odd-numbered years. Representatives shall serve for two-year terms or until their successors are elected.
- D. Representatives shall not serve more than two consecutive terms. The CNA President, who also serves as an elected ANA Membership Assembly Representative, is exempt from this restriction.
- E. Vacancies will be filled by elected alternates. Alternates are those CNA members who run for ANA Membership Assembly Representative and are not elected. First alternate is the member receiving the next highest number of notes. Additional alternates are those members receiving votes in descending order.

F. Any elected Representative to the ANA Membership Assembly will be removed if he or she is no longer a member in good standing of CNA. Representatives may also be removed for cause by the CNA Board of Directors.

Section 5. Representatives to ANA Leadership Council

CNA Representatives to the ANA Leadership Council shall be the CNA President and the CNA Executive Director or their designees.