



# Bylaws

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### Original Articles of Incorporation

#### NDNA Bylaws

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**Articles of Incorporation  
of the North Dakota Nurses' Association  
Organized May 7, 1912  
Incorporated May 23, 1916**

Know all men by these presents: That the undersigned adult residents of the State of North Dakota, do hereby make, sign and agree to the following:

**Articles of Incorporation**

**Article I.**

The undersigned have associated and do hereby associate themselves together for the purpose of forming a social and benevolent corporation under the laws of the State of North Dakota.

**Article II.**

The name of said corporation shall be the North Dakota State Nurses' Association.

**Article III.**

The purpose of which said corporation is formed is and shall be with the object of raising of the standards of nurses and nursing education; the furtherance of the efficient care of the sick and the promotion of all interests of the nursing profession.

**Article IV.**

The place where the principal headquarters of said corporation shall be situated is the City of Fargo, County of Cass, and State of North Dakota.

**Article V.**

The term of existence of said corporation is to e perpetual. Article VI. The number of members of the Executive Board shall be nine (9), and the names, places of residence and post office addresses of those who are to serve until their successors are elected and qualified, are:

**EXECUTIVE BOARD**

Name, Residence and P.O. Address

Mabel Olson-----Fargo, N.D.

Liela Halvorson-----Grand Forks, N.D.

Louise Hoerman-----Bismarck, N.D.

Frances Riordan----Devils Lake, N.D.

Ethel Stanford----Fargo, N.D.

Jennie Mahoney----Grand Forks, N.D.

Agnes Patterson----Grand Forks, N.D.

Hildor Strom-----Minot, N.D.

Sondrine Norgard-----Fargo, N.D.

**Article VII,**

The said corporation shall have no capital stock. In Witness Whereof, we have here unto set our hands this 22<sup>nd</sup> day of May, A.D., 1916.

Signed---

Mabel O. Olson, R.N.

Ethel Stanford, R.N.

Louise Hoerman, R.N.

State of North Dakota,

County of Cass,} state seal

On this 22<sup>nd</sup> day of May, A.D., 1916 before me, James Wendell Pollock, a Notary Public within and for said County and State, personally appeared Mabel Olson and Ethel Stanford, to me known to be two of the persons described in and who executed the above and foregoing instrument and severally acknowledged to me that they executed the same.

Notary Public, Cass County, N.D.

My commission expires, August 1<sup>st</sup>, 1916

James Wendell Pollock.

State of North Dakota

County of Burleigh,} state seal

On this 22<sup>nd</sup> day of May, A.D., 1916, before me, a Notary Public within and for said County of Burleigh and state of North Dakota, personally appeared Louise Hoerman, to be known to be one of the persons described in and who executed the above and foregoing instrument and acknowledged to me that she executed the same.

A Hendrickson.

Notary Public, Burleigh County, N.D.

My commission expires June 26, 1920



# **NDNA Bylaws**

## **Article I NAME**

Section 1: The name of this Association shall be the North Dakota Nurses Association hereinafter referred to as NDNA.

## **Article II PURPOSE AND FUNCTIONS**

### **Section 1: PURPOSE**

- A. The purpose of NDNA shall be to:
  - 1. Stimulate and promote the professional and educational advancement of nurses
  - 2. Promote the personal and professional development of nurses and support them in the workplace.
  - 3. Foster high standards of nursing,
  - 4. Foster cooperation among nurses in North Dakota,
  - 5. Collaborate with American Nurses Association to work for the improvement of health standards and the availability of health care services,
- B. This purpose shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion or sexual orientation

### **Section 2: FUNCTIONS**

- A. The functions of NDNA shall be to:
  - 1. Promote the standards of nursing practice, nursing education, and nursing services as defined by the American Nurses Association (ANA)
  - 2. Adhere to the code for nurses established by ANA
  - 3. Influence legislation on health care policies and health issues and the nurses' role in the health care delivery system

4. Support the nurse in personal and professional growth and development in the practice setting through workplace advocacy
5. Promote and provide for the continuing professional development of nurses
6. Represent and speak for the nursing profession in North Dakota
7. Provide leadership for nurses throughout North Dakota
8. Provide the representation in the ANA membership assembly
9. Promote collaborative relationships with the other groups in North Dakota that affect health care
10. Support a system of credentialing in North Dakota for Registered Nurses (RNs)
11. Partner with the North Dakota State Historical Society to provide a state archive for collection and preservation of documents which have contributed to the historical development of nursing in North Dakota
12. Stimulate and promote systematic study, evaluation, and research in nursing, and encourage the use of new knowledge as a basis for nursing
13. Serve as the central agency for the collection and dissemination of information relevant to nursing
14. Maintain communication with NDNA members through official publication and correspondence, to include e-mail and posting on the NDNA website
15. Provide services to NDNA membership

### **Article III**

#### **MEMBERSHIP and AFFILIATE MEMBERSHIP**

Section 1: DEFINITION – The membership shall be the governing body of the NDNA

Section 2: COMPOSITION – The membership shall be composed of individuals who meet the qualifications and requirements described in these bylaws.

#### Section 3: QUALIFICATIONS

A. An individual qualified for membership if one:

1. Who had been granted a license to practice as a registered nurse (RN) in at least one state, territory, or District of Columbia of the United States and who does not have a license under suspension or revocation in any state or is otherwise entitled by law to practice
2. Who is a retired nurse
3. Whose membership is not under revocation for violation of the ANA Code of Ethics for Nurses or the Bylaws of the NDNA, the ANA, or its constituents

4. Whose application for membership in NDNA has been accepted in accordance with association policy
- B. Affiliate Membership is awarded to a Licensed Practical Nurse (LPN)
  1. Who has been granted a license to practice as an LPN in the state of North Dakota and who does not have a license under suspension or revocation in any state or is otherwise entitled by law to practice
  2. Who is a retired LPN
  3. Whose application for Affiliate Membership in NDNA has been accepted in accordance with association policy.
- C. Membership and Affiliate Membership is unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 4: MEMBERSHIP AUTHORITY – In accordance with these bylaws and the relevant sections of the ANA bylaws, the membership shall have the authority to:

- A. Establish the NDNA bylaws, dues, priorities and policy agenda
- B. Adopt a code of ethics which must not be in conflict with the Code of Ethics for Nurses by the ANA and promote the development and promulgation of nursing standards
- C. Delegate authority and define accountability for the implementations of NDNA priorities and policy agenda items

#### Section 5: MEMBERSHIP RIGHTS

- A. Members have the rights to:
  1. Have all rights of membership in the American Nurses Association as provided in the ANA bylaws until such time as 2/3 of the NDNA membership votes to disaffiliate from ANA. "NDNA membership," for these purposes, is defined as individual members of the NDNA who have ANA rights and privileges of membership as a result of their NDNA membership. Elections shall be by secret ballot and may be done by electronic or non-electronic means, with appropriate notice and procedures to protect the integrity and validity of the vote.
  2. Participate in the election of NDNA officers and the NDNA representatives and alternates to the ANA Membership Assembly, in accordance with ANA Bylaws and applicable policies.
  3. Participate in any and all NDNA activities/task forces as desired.
  4. Participate in NDNA district and state meetings, attend the ANA Membership Assembly, and participate or attend other unrestricted NDNA or ANA events and activities.
  5. Receive NDNA and ANA communication and publications.
  6. Seek election or appointment to any NDNA or ANA position for which member is qualified

7. Attend the Quadrennial Congress of the International Council of Nurses as a member of the ANA
8. Transfer membership for another ANA constituent entity to NDNA without incurring additional dues payments within that membership year
9. Receive a NDNA/ANA membership card

B. Affiliate Members:

1. Have the right to participate in any and all NDNA activities/task forces as desired.
2. Participate in NDNA district and state meetings
3. Receive NDNA communications and publications
4. Seek NDNA office as qualified by stated bylaws
5. Can vote on NDNA related motions not specified below
6. Cannot vote on bylaws, set membership fees, or any national organization structures
7. Cannot vote for officers other than the Affiliate Member Representative
8. Cannot serve as a delegate to the national assembly

Section 6: MEMBER AND AFFILITATE MEMBER OBLIGATIONS

A. A member and affiliate member shall have the obligation to:

1. Uphold the bylaws of NDNA and ANA
2. Abide by the Code for Nurses as adopted by the ANA Membership Assembly
3. Pay dues according to ANA and NDNA policies and procedures
4. Fulfill the requirements of an office or committee if elected or appointed

Section 7: ANNUAL MEETING

- A. The NDNA membership shall convene annually at a time and place to be determined by the NDNA Board of Directors
- B. Notice of the Annual Meeting, the order of business and the proposed rules for conducting business shall be published and delivered to the membership at least one month prior to the meeting
- C. Voting at the Annual Meeting shall be limited to those members who present proof of current membership at the time of registration, whose membership can be verified by the administrative staff of NDNA, or who represent a recognized organizational affiliate of NDNA



- D. A quorum for the transaction of business at the Annual Meeting shall consist of the President, and three of either the Directors, President-Elect, or Vice President of Finance of the Board of Directors, and those members present
- E. At the discretion of the NDNA Board of Directors, the Annual Meeting may be convened by means other than a face-to-face meeting including electronic means

#### Section 8: SPECIAL MEETINGS

- A. Special meetings of the membership may be called by the NDNA Board of Directors or upon the written request of at least 10% of the NDNA members
- B. At the discretion of the NDNA Board of Directors, a special meeting may be convened by means other than a face-to-face meeting including electronic means
- C. Notice of special meeting, the agenda and the proposed rules for conducting business shall be delivered to the membership at least ten calendar dates prior to the date of the meeting

#### Section 9: DISCIPLINARY ACTION

- A. Members and Affiliate Members shall be subject to disciplinary action for violation of:
  - 1. The ANA Bylaws
  - 2. The ANA Code of Ethics for Nurses
  - 3. The NDNA and ANA Bylaws
- B. Disciplinary action taken shall maintain a member's right to due process and shall be conducted in accordance with NDNA policies and procedures and pursuant to common parliamentary and statutory law
- C. The procedure for handling alleged violations identified shall include a provision for the right to appeal and reinstatement
- D. Any disciplinary action taken by another constituent state nurses associate (C/SNA) against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the C/SNA's Bylaws and disciplinary procedure

### **Article IV DISTRICT NURSES ASSOCIATIONS**

Section 1: DEFINITION – A District Nurses Association is a component of NDNA

Sections 2: FORMATION – The NDNA Board of Directors shall have the power to establish District Nurses Associations

Section 3: COMPOSITION – District Nurses Associations shall be composed of NDNA members and affiliate members who either reside or are employed within a defined geographic area and meet other qualification listed in these bylaws

Section 4: PURPOSE – The purpose of District Nurses Associations is to promote and advance the purposes of NDNA at the grassroots level

Sections 5: RESPONSIBILITIES – District Nurses Associations shall:

- A. Create a structure and function based on the needs of the members of the district
- B. Support the mission, purpose and functions of NDNA including:
  - 1. Promote the standards of nursing practice, nursing education and nursing services as defined by ANA
  - 2. Promote and provide for the continuing professional development of nurses
- C. Operate within NDNA Bylaws, policies and procedures
- D. Support and cultivate the development of nurse leaders for positions at the state and national level
- E. Submit names of qualified district members for nomination to state offices, standing Committees, Action Committees and task forces
- F. Assist in dissemination of information and membership promotions developed by NDNA
- G. Submit names for NDNA recognition awards

Section 6: MEETINGS

- A. District Nurses Associations shall hold membership meetings as needed
- B. Those members present shall constitute a quorum

Section 7: DISSOLUTION – The NDNA Board of Directors has the authority to dissolve a district based on information provided by members from that district.

## **Article V**

### **ORGANIZATIONAL AFFILIATE**

Section 1: QUALIFICATIONS – An organizational affiliate is one which:

- A. Has a mission and purpose harmonious with the purpose and functions of NDNA
- B. Has a governing body composed of a majority of registered nurses, which is not meant to preclude the participation of associate nurse organizations or a nursing organization that is a structural component of a multidisciplinary organization, as long as its governing body is composed mostly of Registered Nurses
- C. Shall pay a fee as established by the NDNA Board of Directors

D. Does not take action counter to the interested of NDNA

Section 2: RIGHTS – Each organizational affiliate shall be entitled to:

- A. One representative at the Annual Meeting, who shall, if the representative is a registered nurse, be eligible to vote on all matters in the meeting except the setting of membership dues, amendment of bylaws and the election of officers. In the absence of a registered nurse member, the representative shall serve as an ex-officio member without vote
- B. Make reports or presentations to the NDNA Annual Meeting within its area of expertise, including the presentation of action reports

## **Article VI**

### **DUES**

Section 1: AMOUNT OF DUES – The amount and categories of dues shall be established by the Membership at its Annual Meeting. The amount shall be sufficient to provide for individual membership in NDNA and NDNA's membership in ANA. The NDNA Board of Directors is authorized to engage in pilot projects with ANA that may result in variations of the dues.

Section 2: CHANGE OF DUES

- A. Dues may be changed at the Annual Meeting by a majority vote of those NDNA members registered and voting, provided that at least four weeks previous notice was given. Dues may be changed without prior notice by a 2/3 vote of the NDNA members registered and voting at the Annual Meeting
- B. No dues shall be either refunded nor additional dues collected when a change in a due's category is made within a membership year
- C. An individual member of another C/SNA who has paid full membership dues may transfer to NDNA without further payment or refund of dues for the remainder of the membership year
- D. In the event that the rate of dues payable to ANA is changed by the ANA Membership Assembly, any such change shall be automatically included in the dues owed by NDNA members

Section 3: PAYMENT – NDNA shall pay dues owed ANA in accordance with policy adopted by the ANA Membership Assembly.

Section 4: REDUCED DUES – FOR PREMIER MEMBERS ONLY

- A. Members who qualify for one of the following categories may elect to pay fifty percent (50%) of the annual dues:
  - 1. Nurses who are not employed
  - 2. Registered nurses in full-time study in a nursing related field

3. Graduates of registered nurse programs for the first two years of membership if initiated within two years following licensure to practice as a registered nurse
  4. Nurses sixty-two (62) years of age or older who do not earn more than the social security program allows without loss of social security payments
- B. Members sixty-two (62) years of age or older who are not employed may elect to pay twenty-five percent (25%) of annual dues

## **ARTICLE VII**

### **BOARD OF DIRECTORS AND OFFICERS**

Section 1: DEFINITION – The NDNA Board of Directors shall be the corporate governing body of NDNA.

#### Section 2: COMPOSITION

- A. The NDNA Board of Directors shall be composed of the President, President Elect, Vice President of Finance, Director of Membership, Director of Education and Practice, Director of Advocacy, Director at Large-filled by RN who is elected in the first three years of their practice, and an Affiliate Member Representative. The immediate past-president shall serve a one-year term as an ex-officio member of the Board.
- B. The Executive Council of the NDNA Board will be the officers: President, President Elect, Vice President of Finance. The Executive Council will serve on the Finance Action Committee
- C. An Executive Committee meeting can be called for reasons such as budget formation, Executive Director performance review, or when urgent issue arises. No action can be taken unless all three members of the Council are present. Communication to the whole Board will occur within seven days of an Executive Council meeting

Section 3: AUTHORITY – The NDNA Board shall have the authority delegated to it by the NDNA membership, including the duty and power of acting for the membership in the intervals between meetings of the NDNA membership and shall have other responsibilities and powers as defined in these bylaws.

Section 4: ACCOUNTABILITY – The NDNA Board shall report and be accountable to the NDNA Membership

Section 5: MEETINGS – The NDNA Board of Directors shall meet a minimum of twice a year. The NDNA Board meetings are open to all members to attend, unless paid staff reviews, or other confidential matters are being conducted

Section 6: QUORUM – The President and three board members shall constitute a quorum.

Section 7: RESPONSIBILITIES – The NDNA Board shall:

- A. Support and advance the purpose of NDNA
- B. Exercise the corporate responsibility and fiduciary duties of the association, consistent with applicable provision of law
- C. Develop plans and undertake activities necessary to achieve the priorities and policies established by the membership
- D. Approve policies and procedures for the transaction of business and the operation and maintenance of a state office
- E. Reports to and be accountable to the Membership regarding business transactions
- F. Establish financial policies, adopt the budget, submit all books annually for audit by the Finance Action Committee and present an annual financial report to the Membership at the Annual Meeting. The books shall be audited annual by a certified public accountant only upon receiving a federal or state grant
- G. Appoint, define the authority and responsibilities, and annually review the performance of the Executive Director and/or consultant(s)
- H. Provide leadership for Districts and Members
- I. Provide the NDNA representation at meetings of voluntary organizations and meetings of public and governmental agencies
- J. Set the date and registration fees of the annual meeting
- K. Make appointments and fill vacancies as provided for in these bylaws
- L. Establish relationships and collaboration with the Nursing Students Association of North Dakota (NSAND)
- M. Communicate with NDNA Members
- N. Assume other duties as may be provided for elsewhere in these bylaws and by the NDNA Membership at the Annual Meeting
- O. Create a task force(s) for a specific task or project, this task force(s) is limited to the life of the project
- P. Operationalize the purposes and functions of NDNA through appropriate means, including but not limited to, combining with other state nurses' associations in a Multistate Division

Section 8: TERM OF THE OFFICE – Members of the Board of Directors shall serve staggered two-year terms or until their successors are elected and shall be eligible to serve three consecutive terms.

The President Elect term is a two-year term followed by an immediate two-year term as President. \*Proviso: For the 2021 election - the President Elect will be a one-year term only. For the 2022 election and future even numbered year elections, the President Elect will be a two-year term as President Elect followed by an immediate two-year term as President.

## Sections 9: QUALIFICATIONS – The Officers shall

- A. Hold a current membership in NDNA
- B. The Director at Large shall be defined as one who has graduated from their first Registered Nurse educational program within three year of being elected into office
- C. Be an RN except for the Affiliate Member Representative who will need to be an LPN

## Section 10: VACANCIES

- A. In the event of a vacancy:
  - 1. In the office of the President, the vacancy shall be filled by the President Elect, who shall become President for the remainder of the term
  - 2. In the office of a Vice President, Director, or Affiliate Member Representative - the vacancy shall be filled by NDNA Board appointment and shall serve until a successor is elected

## Section 11: DUTIES OF BOARD MEMBERS

- A. Board Members shall assume duties usually performed by such officers and as defined by state law, these bylaws or the parliamentary authority adopted.
- B. The President shall:
  - 1. Serve as the official representative of the association and its spokesperson on matter of association policy and position
  - 2. Chair the Annual Meeting and the NDNA Board of Directors
  - 3. Serve as an ex-officio member of all task forces and ad hoc commutes except the nominating committee
  - 4. Serve as representative to the ANA Membership Assembly, provided that the ballot reflects that the President will also serve in this capacity
  - 5. Shall serve as a representative of NDNA at ANA meetings as appropriate
  - 6. Serve on the Board of the North Dakota Center for Nursing
  - 7. Serve as one of the two NDNA representative at the ANA Leadership Council
  - 8. Deliver a President's Address at the Annual Meeting
- C. The President Elect shall:
  - 1. Serve on the Board in an active manner to learn the President role
  - 2. Act as Parliamentarian and/or advisor on Parliamentary Procedure
  - 3. Step in if President is unable to fulfill role
  - 4. Assist in agenda development
  - 5. Maintain records of annual meetings and NDNA Board meetings

6. Oversee and co-manage the NDNA website, networking activities and the official publication
- D. The Vice President of Finance shall:
1. Monitor NDNA fiscal affairs
  2. Provide reports and interpretations of NDNA's financial condition, as required to the Annual Meeting of the Membership and the NDNA Board of Directors
  3. Coordinate an annual audit or financial review
- E. The Director of Membership shall:
1. Have access to and knowledge of Membership statistics
  2. Recommend and support implementation of membership retention and recruitment strategies
  3. Support communication of membership benefits and recommend membership benefit changes to the NDNA Board of Directors and membership
  4. Report to the Membership at the Annual Meeting
- F. The Director of Education and Practice shall:
1. Coordinate NDNA education events including CE activities
  2. Advise Director of Advocacy and NDNA Board of practice regulation changes that may need NDNA involvement in studying the changes, communication to Membership, or promote changes to advocacy platform
  3. Report to the Membership at the Annual Meeting
- G. The Director of Advocacy shall:
1. Coordinate the development of an Advocacy Platform prior to each regularly scheduled session of the state legislature.
  2. Coordinate review of any proposed legislation put forth by NDNA prior to it being brought to the legislature for consistency with the NDNA Advocacy Platform. May serve as a lobbyist for NDNA
  3. Coordinate a state legislative response network
  4. Report to the Membership at the Annual Meeting
- H. The Director at Large shall:
1. Coordinate with the Director of Membership to develop retention and recruitment strategies for NDNA
  2. With the President, serve as a joint liaison with the Nursing Student Association of North Dakota Board of Directors
  3. Report to the Membership at the Annual Meeting
- I. The NDNA Affiliate Member Representative shall:
1. Serve as a liaison between LPN and RN members
  2. Coordinate with Director of Membership to recommend and support implementation of LPN recruitment and retention strategies
  3. Report to the Membership at the Annual Meeting

## Section 12: STAFF

- A. The NDNA Board shall delegate to: an Executive Director, NDNA volunteers, ANA Multistate Division staff or volunteers, the authority to manage NDNA according to ANA policies and positions and those established or approved by the NDNA membership and the NDNA Board
- B. The staff shall:
  - 1. Be accountable to the NDNA Board
  - 2. Develop policies and procedures for the transaction of business and coordination of association activities and operation and maintenance of state office, either physical or virtual
  - 3. Represent NDNA and serve as spokesperson on matters on established policies and positions
  - 4. Shall serve as an advisor to the representatives to the ANA Membership Assembly
  - 5. Collaborate with all committees as identified by the Board
- C. The Executive Director shall serve as one of the two NDNA representatives to the ANA Leadership Council

## **Article VIII ACTION COMMITTEES**

Section 1: ACTION COMMITTEES – The following Action Committees are standing committees, which shall assume duties according to these Bylaws, NDNA Policies and Parliamentary Authority adopted

- A. Finance Action Committee
- B. Membership and Communication Action Committee
- C. Education and Practice Action Committee
- D. Advocacy Action Committee

Each Action Committee will be chaired by an NDNA Board Member as listed below. NDNA Board Members not listed as Chairs will distribute themselves amongst the Action Committees. The NDNA Board will set one goal for each committee. Each Action Committee will then select two-three actionable goals to attain before the next NDNA Annual Meeting. Other functions of NDNA will be performed by short term task forces as appointed by the Board of Directors when needed.

## Section 2: FINANCE ACTION COMMITTEE

- A. The Finance Action Committee shall be made up of the Executive Council of the NDNA Board of Directors, plus one active NDNA Member appointed by the NDNA Board of Directors
- B. The Vice President of Finance shall be the Chair.
- C. The Finance Action Committee shall:
  - 1. Advise the NDNA Board on fiscal affairs of NDNA



2. Assist in the preparation of the annual budget
3. Operationalize designated purpose and functions
- D. Term of office
  1. Appointed Member shall serve for two-year terms or until successors are appointed
- E. Meetings
  1. Meetings shall be held a minimum of two times per calendar year, one of which will be at the NDNA Annual Meeting
- F. Quorum
  1. As an Action Committee, there is no requirement for a quorum

### Section 3: EDUCATION AND PRACTICE ACTION COMMITTEE

- A. The Education and Practice Action Committee will have 4 members appointed by the NDNA Board, one from each region of the state
- B. The Director of Education and Practice shall be the Chair.
- C. The Education and Practice Action Committee shall:
  1. Coordinate education, activities include CE application and approval process
  2. Monitor nursing practice changes, or practice change of other disciplines that will impact nursing and provide communication to NDNA Board.
  3. Support and help communication and or input from Membership
- D. Term of office
  1. Appointed Member shall serve for two-year terms or until successors are appointed
- E. Meetings
  1. Meetings shall be held a minimum of two times per calendar year, one of which will be at the NDNA Annual Meeting
- F. Quorum
  1. As an Action Committee, there is no requirement for a quorum

### Section 4: ADVOCACY ACTION COMMITTEE

- A. The Advocacy Action Committee will have 4 members appointed by the NDNA Board, one from each region of the state
- B. The Director of Advocacy shall be the Chair
- C. The Advocacy Action Committee shall:
  1. Influence the development of social policy and the passage of state legislation and regulations consistent with ANA and NDNA priorities, positions and policies
  2. Monitor trends and developments in legislative and governmental areas
  3. Study proposed federal state and local legislation for its implications for nurses, nursing and health care
  4. Develop and recommend an Advocacy Platform to NDNA Board prior to each regularly scheduled session of state legislature

5. Have the opportunity to review and make recommendations on any proposed legislation put forth by NDNA prior to it being brought to the legislature for consistency with the NDNA legislative Advocacy Platform
6. Develop and maintain a state legislative response network
7. Report to the Membership at the Annual Meeting
8. Operationalize designated purpose and functions

D. Term of Office

1. Members shall serve for two-year terms or until successors are appointed

E. Meetings

1. The Advocacy Action Committee shall meet a minimum of two times per year, one of which will be at the NDNA Annual Meeting

F. Quorum

1. As an Action Committee, there is no requirement for a quorum

## Section 5: MEMBERSHIP AND COMMUNICATION ACTION COMMITTEE

A. The Membership and Communication Action Committee will have four members appointed by the NDNA Board, one from each region of the state

B. The Director of Membership and Director at Large shall co-Chair the Action Committee

C. The Membership and Communication Action Committee shall:

1. Set membership goals for the organization
2. Recommend, to the Board of Directors, promotions aimed at increasing membership
3. Promote and encourage membership within the state
4. Promote NDNA as the professional organization for nurses in the state of North Dakota
5. Review membership communication and offer suggestions for changes
6. Contribute to the official communication paper of NDNA
7. Enhance and disseminate social media posts

D. Term of Office

1. Members shall serve for two-year terms or until successors are appointed

E. Meetings

1. The Membership and Communication Action Committee shall meet a minimum of two times per year, one of which will be at the NDNA Annual Meeting

F. Quorum

1. As an Action Committee, there is no requirement for a quorum

## **Article IX**

### **TASK FORCES**

Section 1: TASK FORCES – Task Forces are created for a specific task or project by the Board of Directors and have a life span limited to the length of the task or project

- A. The Chair and members of the Task Force shall be appointed by the Board of Directors
- B. Responsibilities:
  - 1. Support and advance the purpose and functions of NDNA
  - 2. Carry out the directives of the Board of Directors to complete a specific task or project
  - 3. Communicate to the Board of Directors as frequently as directed
- C. Vacancies on task forces will be filled as necessary by the Board of Directors

## **Article X**

### **STANDING COMMITTEES**

There shall be the following Standing Committees which shall assume duties according to these Bylaws, NDNA Policies and Parliamentary Authority adopted:

#### Section 1: BYLAWS AND REFERENCE COMMITTEE

- A. The Bylaws and Reference Committee shall be composed of no less than four members appointed by the NDNA Board of Directors
- B. The Chair shall be appointed by the NDNA Board of Directors
- C. The Bylaws and Reference Committee shall:
  - 1. Interpret the bylaws and any standing rules
  - 2. Review NDNA bylaws and bylaw recommendations and recommend corrections and amendments and submit proposed changes at the Annual Meeting
  - 3. Receive, review and report on proposals submitted for consideration at the Annual Meeting
  - 4. Advise Membership regarding the process of submitting recommended changes or bylaws and resolutions to the Bylaws and Reference Committee for consideration by the Membership
- D. Qualifications of committee members
  - 1. Current NDNA member
  - 2. Demonstrated experience working with bylaws/resolution in NDNA or another organization
- E. Term of Office
  - 1. Members shall serve for staggered two-year terms or until successors are appointed
  - 2. Members are ineligible to serve more than three consecutive terms

F. Vacancies

1. A vacancy shall be filled by NDNA Board appointment

G. Meetings

1. Meetings shall be held as needed and called by the Chair of the NDNA Board of Directors

H. Quorum

1. A quorum shall be the chair or designee and two members

Section 2: NOMINATING COMMITTEE

A. The Nominating Committee shall be made up of at least three members elected from the NDNA Membership

B. The Chair shall be appointed by the Board of Directors

C. The Nominating Committee shall:

1. Send out notice of open positions to the membership three months prior to the Annual Meeting
2. Prepare a slate of qualified candidates for each NDNA office and ANA Membership Assembly representative positions
3. Monitor the nomination and election of the Board of Directors, ANA Membership Assembly representatives and the Nominating Committee
4. Abide by policies and procedures for nominations and elections as established by the NDNA Board and as provided for in the bylaws

D. Term of Office

1. Members shall be elected for staggered two-year terms
2. Members are ineligible to serve more than two consecutive terms

E. Vacancy

1. A vacancy will be filled by NDNA Board appointment

F. Meetings

1. The first meeting shall be called by the Chair and/or the NDNA Board of Directors
2. Meetings shall be held face-to-face or via teleconference
3. For further details see Article XI on Nomination and Elections

G. Quorum

1. The Chair or designee and two members shall constitute a quorum

**Article XI  
ELECTIONS**

Section 1: QUALIFICATIONS OF VOTERS – All NDNA members in good standing sixty days prior to the posting or mailing of the election ballot shall be eligible to vote in NDNA elections conducted by secret ballot and may be done by electronic or non-electronic means.

Section 2: NOTICE OF EXPIRATION OF TERMS – Three months prior to the NDNA Annual Meeting, the Nominating Committee shall publish and deliver to the Membership the

names of the current members of all NDNA structural units and the representatives to the ANA Membership Assembly, indicating those whose terms of office will expire and those eligible for re-election requesting that Members who are interested in serving in those capacities submit their names to the Chair of the Nominating Committee.

Section 3: APPOINTMENT OF TELLERS – The Board of Directors shall appoint three tellers responsible for receiving and counting ballots. These tellers shall not be nominated for elected NDNA positions. If the NDNA Board of Directors chooses to use an electronic voting vendor, the Board of Directors will ensure that the selected vendor has internal credentialing and accounting processes in place.

#### Section 4: PROCEDURE FOR NOMINATION AND ELECTION OF POSITIONS

- A. The at-large elected position to be elected by secret ballot by the qualified Membership are:
  - 1. President, who also serves as ANA Membership Assembly Representative
  - 2. President Elect
  - 3. Vice President of Finance
  - 4. Director of Advocacy
  - 5. Director of Membership
  - 6. Director of Education and Practice
  - 7. Director at Large Member Representative
  - 8. Affiliate Member Representative
  - 9. Representative and Alternates to ANA Membership Assembly
  - 10. Nominating Committee Members
- B. The Nominating Committee shall prepare a slate of qualified candidates for open positions for names submitted to the Chair, endeavoring to present at least two nominees for each position
- C. No person shall be nominated for election unless they have consented to serve
- D. Elections shall be by secret ballot and may be done by electronic or non-electronic means
- E. The election cycle will be determined by NDNA policy
- F. A plurality of votes of those qualified to vote and voting shall constitute an election. In case of a tie, the choice shall be by lot.
- G. Election results shall be announced to the Membership within fourteen days of the close of balloting
- H. The terms of office of those elected shall commence on the January 1<sup>st</sup>, following the election
- I. All ballots and other records of the election shall be preserved for one year after the election

### **Article XII**

## **OFFICIAL PUBLICATION**

NDNA shall maintain official publications, such as *The North Dakota Nurse* or the website of NDNA at the discretion of the Board of Directors. The *American Nurse Today* or its successor ANA journal shall be the professional journal of NDNA.

### **Article XIII NURSE RECOGNITION AWARDS**

Section 1: HONORARY RECOGNITION – May be conferred on an as-needed basis on one member for recognition of continued commitment and contribution to the nursing profession.

Section 2: OUTSTANDING NURSE OF THE YEAR – May be conferred on an as-needed basis on one member for an outstanding accomplishment or service of benefit to the profession which occurred during the prior year

Section 3: HALL OF FAME AWARD – May be conferred on an as-needed basis to a registered nurse who has made a historically significant contribution of long-lasting importance to the practice of nursing in North Dakota

Section 4: RECOGNITION FOR EXCELLENCE IN NURSING PRACTICE, EDUCATION, ADMINISTRATION, RESEARCH – Awards may be given on an as-needed basis recognizing members for excellence in nursing practice, education, administration, research

### **Article XIV NON-NURSE RECOGNITION**

Section 1: RECOGNITION OF FRIEND OF NURSING - Shall be conferred on non-nurses for recognition of significant assistance to the nursing profession. Letter(s) of appreciation shall be sent to all nominees.

Section 2: RECOGNITION FOR OUTSTANDING MEDIA COVERAGE OF THE NURSING PROFESSION - Shall be conferred on members of the media who produce an outstanding nursing related article, news story or video presentation. Letter(s) of appreciation shall be sent to all nominees.

## **Article XV**

### **RELATIONSHIP WITH THE AMERICAN NURSES ASSOCIATION (ANA)**

#### **Section 1: MEMBERSHIP**

- A. NDNA is a constituent/state nurses' association members of the ANA
- B. NDNA shall be bound by the obligation to pay dues to the ANA pursuant to the ANA bylaws and Membership Assembly policy until such time as 2/3 of the entire NDNA membership votes to disaffiliate from ANA. "NDNA membership," for these purposes is defined as individual members of the NDNA who have ANA rights and privileges of membership as a result of their NDNA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

#### **Section 2: REPRESENTATION AT THE ANA MEMBERSHIP ASSEMBLY**

- A. NDNA is entitled to representation at regular and special meetings of the ANA
- B. Representatives shall be elected by secret electronic or non-electronic means to serve a two-year term or until a successor is elected

#### **Section 3: REPRESENTATION AT THE ANA LEADERSHIP CONFERENCE**

- A. NDNA is entitled to two representatives who shall be the President and chief staff officer (Executive Director) or their designees
- B. NDNA shall be allowed one vote to cast by the NDNA President or the President's designee

## **Article XVI**

### **PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised (latest edition) shall govern all NDNA parliamentary situations that are not addressed by law, the charter, these bylaws, or adopted NDNA rules.

## **Article XVII**

### **AMENDMENTS**

#### **Section 1: AMENDMENTS WITH NOTICE**

- A. These bylaws may be amended at any Annual or special meeting of the Membership by a two-third vote of the voting members present, providing a thirty-calendar day previous notice has been given
- B. Amendments proposed by the Bylaws Committee for action by the Membership shall be provided to the Membership at least thirty-calendar days prior to the Annual Meeting

Section 2: AMENDMENTS WITHOUT NOTICE - These bylaws may be amended at the annual meeting or special meeting of the membership without previous notice by a ninety-nine percent vote of members present.

Adopted by NDNA House of Delegates: April 2000

Reviewed and revised: September 2002 By Annual Meeting of NDNA  
September 2003 By Annual Meeting of NDNA  
October 2004 By Annual Meeting of NDNA  
October 2005 By Annual Meeting of NDNA  
October 2006 By Annual Meeting of NDNA  
August 7, 2008 By NDNA Board of Directors  
October 2008 By Annual Meeting of NDNA  
October 2011 By Annual Meeting of NDNA  
October 2013 by Annual Meeting of NDNA  
November 2014 by Annual Meeting of NDNA  
August 2015 by NDNA Board of Directors  
November 7, 2015 By Annual Meeting of NDNA  
October 8, 2016 By Annual Meeting of NDNA  
August 2018 By Annual Meeting of NDNA  
June 2020 By Special Meeting of NDNA