



# Bylaws

**September  
2019**

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## STATEMENT OF PURPOSE

*The Pennsylvania State Nurses Association (PSNA) advances the identity, integrity, and continuity of the profession of nursing by:*

*Providing members with access to education, improving their knowledge and skills.*

*Advocating and supporting the nursing profession with Commonwealth legislators and regulations.*

*Improving member's quality of life by providing valued information and services.*

## INCORPORATION PROVISIONS OF PSNA

In June 1904, application was filed in the Court of Common Pleas No. 1 for the County of Philadelphia for the certificate of incorporation of the "Graduate Nurses' Association of the State of Pennsylvania." The purpose of this association was originally stated as it stands under the present articles of incorporation plus "the maintenance of legal registration of nurses," but its business was to have been transacted at Philadelphia, its yearly income was not to have exceeded \$10,000, and the Board of Directors was confined to nine members. In January 1905, these articles were recorded in Charter Book No. 30, page 549, under the city and county of Philadelphia, but in the process of being decreed, and all purposes but "the advancement of the interest of the nursing profession" were struck out.

In December 1930, a new charter and articles of incorporation were sought and these are the ones under which we operate today. It has been recorded in the Office for Recording of Deeds, etc., in and for the County of Dauphin, in Charter Book "P," page 120.

Following are the major provisions of the charter as it exists today:

1. The name of the corporation is Pennsylvania State Nurses Association.
2. The purpose for which the corporation is formed is the advancement of the nursing profession, the advancement of the educational standards of nurses, and the establishment of cordial relations between nurses of the Commonwealth of Pennsylvania and those of other states and countries.
3. The business of the said corporation is to be transacted at Harrisburg, in the Commonwealth of Pennsylvania.
4. The corporation is to exist perpetually.
5. The business of the corporation shall be managed by a Board of Directors who shall be selected in the manner prescribed in the bylaws. The number of directors shall not be fewer than three (3), and shall be determined from time to time by the voting members of the corporation.
6. The corporation has no capital stock.
7. The corporation shall have the power to receive, hold, purchase, sell, transfer and convey real and personal property, not exceeding the amount limited by law.

8. Future members are to be chosen by the Board of Directors, or by such body or in such manner as may be prescribed by the bylaws.

The name, Pennsylvania Nurses Association, was adopted by a charter amendment approved December 28, 1954. The present name, Pennsylvania State Nurses Association, was adopted by a charter amendment approved April 18, 1998, and filed with the Corporation Bureau. The 1930 charter provided for a 13-member Board of Directors. An amendment approved December 1, 1941 altered this provision so as to permit the membership of the Association to fix the number of directors at not less than 12 or more than 20. The current provision relating to directors (paragraph 5 above) was inserted by the amendment of December 28, 1954. The 1941 amendment is recorded in Dauphin County Charter Book “R,” page 265; the 1954 amendment appears in Charter Book “V,” page 127.

# **ARTICLE I**

## **TITLE, PURPOSE, FUNCTIONS AND RELATIONSHIPS**

### **SECTION 1. TITLE**

The name of this organization will be the Pennsylvania State Nurses Association hereinafter referred to in these bylaws as PSNA.

### **SECTION 2. PURPOSES AND FUNCTIONS**

- a. PSNA advances the identity, integrity and continuity of the profession of nursing by:
  - 1. Providing members with access to education, improving their knowledge and skills
  - 2. Advocating and supporting the nursing profession with Commonwealth legislators regulators
  - 3. Improving member's quality of life by providing valued information and services
- b. The organizations purpose is unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.
- c. This purpose and functions of PSNA shall be in harmony with those of the American Nurses Association (hereinafter referred to in these bylaws as the ANA). These shall include:
  - 1. Work for the improvement of health standards and availability of health care services for all people
  - 2. Foster high standards of nursing
  - 3. Stimulate and promote the professional development of nurses
  - 4. Promote and protect the welfare of nurses
  - 5. Advocate for workplace standards that foster safe patient care and support the profession
  - 6. Act and speak for the nursing profession in Pennsylvania in regard to governmental affairs and research
  - 7. Address and respond to the equal opportunity and human rights concerns of nurses and health care recipients

### **SECTION 3. RELATIONSHIPS**

- a. PSNA shall be the state's ANA constituent member association.
- b. PSNA shall remain affiliated with the American Nurses Association until such time as 2/3 of the full members of the Constituent/State Nurses Association (C/SNA) vote to disaffiliate from the ANA. "C/SNA members," for these purposes, is defined as individual members of the C/SNA who have ANA rights and privileges of membership as a result of their C/SNA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.
- c. The President, the elected representative, and Chief Executive Officer or their designees shall represent PSNA at the ANA Membership Assembly.

# **ARTICLE II**

## **MEMBERSHIP, PRIVILEGES AND DUES**

### **SECTION 1. MEMBERSHIP**

- a. A full member is one who:
  - 1. Has been granted a license to practice as a registered nurse in at least one (1) state, territory or the District of Columbia of the United States
  - 2. Does not have a license under suspension or revocation in any such jurisdiction, or is otherwise entitled by law to practice
  - 3. Is a registered nurse in recovery who has surrendered a license to practice and has applied for or retained membership
- b. An in-state only member is one who:
  - 1. Has been granted a license to practice as a registered nurse in at least one (1) state, territory, or the District of Columbia of the United States and either works or lives in Pennsylvania
  - 2. Does not have a license under suspension or revocation in any such jurisdiction, or is otherwise entitled by law to practice
  - 3. Is a registered nurse in recovery who has surrendered a license to practice and has applied for or retained member
  - 4. Registered nurses working or living in Pennsylvania may join at the state level only, at any time and for such periods of time that in-state only membership is sanctioned by a written agreement with ANA.

### **SECTION 2. PRIVILEGES**

- a. Full members have the following rights and privileges to:
  - 1. Receive a PSNA membership card/ANA membership card
  - 2. Representation in the ANA through PSNA and representation in the International Council of Nurses (ICN) through the ANA
  - 3. Transfer to or from PSNA or to or from another ANA constituent member without additional dues payment or refund of dues within the current membership year if the member has made full payment of dues at the time of transfer
  - 4. Vote at any regular or special meeting of PSNA
  - 5. Be a candidate for PSNA/ANA elective and appointive positions in accordance with the ANA bylaws
  - 6. Apply for and receive Life Membership after 40 years of uninterrupted membership in PSNA
  - 7. Receive the official publications of PSNA and the ANA
  - 8. Attend the Congress of the ICN, ANA Membership Assembly, PSNA Voting body sessions, PSNA/ANA conventions and meetings and other unrestricted activities
  - 9. Participate in the election of constituent member Representative to the ANA Membership Assembly in accordance with the ANA bylaws
- b. In-state only members have the following rights and privileges to:
  - 1. Receive a PSNA membership card
  - 2. Transfer from another state that has a state membership option without additional dues payment
  - 3. Vote at any regular or special meeting of PSNA except as it would pertain to an ANA-only issue
  - 4. Participate in state election except for the ANA Representatives and alternates

5. Be a candidate for PSNA elective and appointed positions except for an officer of PSNA and ANA Representatives and alternates and appointive positions in accordance with PSNA and the ANA bylaws and applicable policies
  6. Apply for and receive Life Membership after 40 years of uninterrupted membership in PSNA
  7. Receive the official publication of PSNA
  8. Attend PSNA voting body sessions, meetings and other unrestricted activities
  9. Shall be entitled to the same benefits as PSNA/ANA members except for the benefit of national membership representation at the ANA Membership Assembly and may not be nominated for or hold an elected position or receive the ANA news periodicals
- c. Membership rights and privileges shall be forfeited upon failure to pay dues as required by current policy.
  - d. In-state only members are not entitled to belong to or receive benefits from the ANA at the national level.

### SECTION 3. OBLIGATIONS

- a. Full and in-state only members shall have the following obligations:
  1. Abide by PSNA bylaws which are in harmony with the ANA bylaws
  2. Abide by the ANA Code of Ethics for Nurses and applicable ANA bylaws
  3. Fulfill the duties of an office or committee to which the member has been elected or appointed
  4. Fully exhaust all internal remedies and appeals established by PSNA for discipline and other matters prior to seeking any external administrative, judicial or other remedies which might be available at law or equity
- b. Each member shall be subject to disciplinary action by PSNA in accordance with policies established by the Board of Directors.
- c. Disciplinary action taken by another ANA constituent member against one of its individual C/SNA/ANA members shall be given full recognition and enforcement provided that such action was taken in accordance with the disciplinary constituent member's bylaws and disciplinary procedure.
- d. Members have the right to an appeal procedure pursuant to common parliamentary and statutory law.

### SECTION 4. PAYMENT

- a. PSNA shall pay dues to ANA in accordance with the policies adopted by the ANA Membership Assembly.

### SECTION 5. DUES

- a. The annual dues for a PSNA member shall be set forth in dues policy and shall include the present rate of dues paid by the PSNA to the ANA.
- b. In the event that the rate of dues payable to the ANA by the PSNA is increased in the future, any such change shall be automatically added to the annual dues owed by the PSNA/ANA member to the PSNA.
- c. Dues increases for full and in-state only members that do not exceed either the average rate of inflation during the past two (2) years, or represent no more than a five percent (5%) increase of the current dues may be recommended and approved by the Board of Directors. Dues increases exceeding these parameters must be recommended by the Board to the membership at the annual meeting for approval.
- d. The Board of Directors has the authority to institute pilot projects for a dues structure for a maximum of two years provided that a 45-day notice has been given to the members and there is compliance with Article II, Section 4.a.
- e. PSNA dues shall be established at each annual meeting upon the recommendation of the Board of Directors.



- f. The annual dues for a member shall include a twelve (12) month period from time of enrollment and shall be delinquent after 30 days.
- g. The annual dues for full and in-state only members shall include the assessment PSNA is obligated to pay the ANA based on any increase in the ANA's assessment and in accordance with the written agreement between PSNA and the ANA for in-state members.
- h. PSNA shall remit a portion of dues to ANA, which shall be equal to the amount ANA remits to the PSNA for ANA direct members in accordance with the ANA dues policy established by the Membership Assembly and per the written agreement between the PSNA and ANA.
- i. Full members who qualify for one of the following categories may elect to pay 50 percent (50%) of the annual dues:
  - 1. Registered nurse students in full-time undergraduate nursing study
  - 2. Members sixty-two (62) years of age or older who are not employed
  - 3. Members who are totally disabled
- j. Registered nurses in their first five (5) years of initial Registered Nurse Licensure may pay a reduced rate as a Young Nurse Professional for their first two (2) years of membership.
- k. There shall be no annual dues for life members.
- l. PSNA will continue to pay dues to the ANA pursuant to the ANA policies adopted by the ANA Membership Assembly until such time as 2/3 of the full members of the C/SNA vote to disaffiliate from the ANA. PSNA membership for these purposes is defined as individual members of the C/SNA who have rights and privileges of membership as a result of their C/SNA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.
- m. There shall be no refund for unused portion of dues if full or in-state only membership is discontinued or the member transfers into another constituent member association.
- n. Upon recommendation of the Board of Directors, the voting members may, by two-thirds vote, assess each member in excess of the annual dues. A statement of the purposes and need for such a fund, together with a proposed budget for its expenditure, shall accompany the recommendation.
- o. A full or in-state only member who has paid full dues to one constituent member association may transfer into another constituent member association without payment of additional dues.

# **ARTICLE III**

## **OFFICERS**

### SECTION 1.

The officers of PSNA shall be President, Vice President, Secretary and Treasurer, all of whom must be full members. They shall be elected by ballot by the membership of PSNA. The President and Vice President shall only be elected by full members.

### SECTION 2. ELIGIBILITY

- a. The candidates for President shall have served at least one term (2 years) on one of the following:
  1. The PSNA Board of Directors
  2. The Board of Directors of an equivalent professional nursing structure
  3. A PSNA Committee Chair
- b. The candidates for Vice President, Secretary, and Treasurer shall have served at least two years on a committee or Board of Directors of a professional nursing organization.

### SECTION 3. TERMS OF OFFICE

- a. The term of office shall be two (2) years commencing at the adjournment of the annual meeting at which the officer was elected or until a successor is declared elected.
- b. No officer shall be eligible to serve more than two (2) consecutive terms in the same office or more than three (3) consecutive terms on the Board of Directors. A member who has served one-half or more of a term in any office shall be deemed to have served that term.

### SECTION 4. DUTIES OF OFFICERS

- a. The President of PSNA shall preside over meetings of PSNA, the Board of Directors and the Executive Committee. The President shall:
  1. Appoint individuals to special groups to further the work of PSNA not otherwise provided for in these bylaws or in the motion that authorizes them, subject to the approval of the Board of Directors or the Executive Committee
  2. Be the ex-officio member without vote on all elected and appointed bodies of PSNA except the Nominating Committee
  3. Serve as a representative of PSNA at meetings of the ANA Membership Assembly
- b. The Vice President shall:
  1. Assume the duties of the President in case of the President's absence or inability to serve
  2. Serve as an alternate Representative to the ANA Membership Assembly
  3. Perform such other duties as may be assigned by the President or by the Board of Directors
- c. The Secretary shall:
  1. Keep a record of the proceedings of all meetings of PSNA, the Board of Directors and the Executive Committee
  2. Notify officers and members of structural units of their election or appointment

3. Send notices of meetings of PSNA, the Board of Directors and the Executive Committee
  4. Sign such official correspondence of PSNA as does not properly belong to specific officers or structural units
  5. Send to the secretary of the ANA the names and addresses of the Board of Directors of PSNA immediately after their election
  6. Send to the headquarters office of the ANA complete and up-to-date copies of the bylaws of PSNA within one (1) month after final adoption of amendments. Copies of each new addition of the articles of incorporation and bylaws shall be sent whenever the same are printed
  7. Report at the annual meeting and meetings of the Board of Directors
- d. The Treasurer shall:
1. Be bonded in such an amount as shall be determined by the Board of Directors, the cost of the bond to be paid by PSNA
  2. Ensure the receipt and deposit of funds in the name of PSNA in banks designated by the Board of Directors
  3. Present an itemized report of all receipts and expenditures at the annual meeting, at meetings of the Board of Directors, and at such times as may be required by PSNA or the Board of Directors
  4. Ensure that the financial records are submitted for review annually and an audit biennially and at such other times as may be authorized by the Board of Directors of PSNA
  5. Report at the annual meeting and meetings of the Board of Directors

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **SECTION 1. PURPOSE**

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

#### **SECTION 2. ELIGIBILITY**

The candidates for the position of Director shall have served at least two years on a committee or Board of Directors of a professional nursing organization.

#### **SECTION 3. MEMBERSHIP**

- a. The Officers of PSNA shall be the Officers of the Board of Directors.
- b. Three (3) Directors shall be elected by ballot by the membership of PSNA. At least two (2) of the three (3) Directors must be full members. One of the three (3) members shall have less than five years of nursing experience.
  1. The term of office shall be two (2) years commencing at the adjournment of the annual meeting at which the director was elected or until a successor is declared elected. No director shall be eligible to serve more than two (2) consecutive terms in the same office or more than three (3) consecutive terms on the Board of Directors. A member who has served one-half or more of a term in any office shall be deemed to have served that term.

#### **SECTION 4. VACANCIES**

- a. In case of vacancy in the office of President, the Vice President shall become President. Vacancy in the offices of Vice President, Secretary or Treasurer shall be filled by the Board of Directors by appointment from among the

eligible full members of the Board of Directors for the unexpired term. A vacancy in the Office of Director shall be filled by appointment of the Board of Directors for the remainder of the unexpired term to maintain membership as per Article IV, Section 3.b.

## SECTION 5. DELEGATED POWERS AND DUTIES

- a. Delegated Powers: The Board of Directors shall have the authority over the business of PSNA except as otherwise stated in these Bylaws and except that of modifying any action taken by the voting members. The Board business requiring action by the Board may be conducted by mail or other media. Unanimous consent of Directors in lieu of meeting any action which may be taken at a meeting of the Board may be taken without a meeting if a written consent or consents setting forth the action so taken shall be submitted by all of the Directors in office and shall be filed with the Board Secretary of the Association. Such action shall be subject to ratification at the next regular meeting of the PSNA Board of Directors. It shall perform the duties prescribed by these bylaws and such others as may be delegated to it by the voting members. Duties include:
1. Assure the implementation of the purpose of PSNA
  2. Provide for the maintenance of PSNA office
  3. Assign PSNA funds for the payment of legitimate expenses
  4. Provide for the annual auditing of all records of account by a certified public accountant
  5. Appoint, define the job description, negotiate the employment contract and provide for an annual performance evaluation of the Chief Executive Officer
  6. Determine the officers and employees to be bonded and provide such bonds
  7. Approve the fiscal year budget
  8. Present a financial report to the voting members at the annual meeting of PSNA
  9. Make decisions regarding income, investments and expenditure of funds
  10. Submit to the Governor the names of qualified candidates to serve on the Pennsylvania State Board of Nursing in accordance with “The Professional Nursing Law” of the Commonwealth of Pennsylvania
  11. Initiate and terminate councils as may be necessary to carry out the purposes of the organization
  12. Require that each cabinet submit a report, at least annually, that will demonstrate accountability for programs and activities mandated by the stated functions of each cabinet in the bylaws
  13. Report its activities at the annual meeting of PSNA
  14. Promote affirmative action throughout all facets of the Association
  15. Establish and implement policies for the discipline of members, designate Hearing Committees and act on appeals from disciplinary actions

## SECTION 6. STANDING COMMITTEES OF THE BOARD

- a. Executive Committee shall:
1. Be the President, Vice President, Secretary and Treasurer and one (1) elected member of the Board of Directors
  2. Have all the powers of the Board of Directors to transact business of an urgent nature between the Board of Directors meetings or perform other specific duties as the Board of Directors may request providing that all actions shall be within the delegated powers of the Executive Committee and do not modify or conflict with actions taken by the Board of Directors
  3. Meet at the call of the President or upon the written request of two (2) of its members
  4. Report in full all of its transactions at the next regularly scheduled meeting of the Board of Directors
- b. The Bylaws Committee shall:
1. Consist of at least three (3) members of which two (2) are full members of PSNA appointed by the President with the approval of the Board of Directors
  2. Receive or initiate proposed amendments to the bylaws of PSNA

3. Present proposed bylaws amendments or revisions to the ANA for approval of harmony
  4. Revise and promulgate bylaws as needed
  5. The In-State Only Member of the Bylaws Committee does not participate in any bylaws discussions or recommendations pertaining to matters that directly relate to ANA bylaws, e.g., election of ANA Membership Assembly Representatives or ANA bylaws recommendations.
- c. The Investment Committee shall consist of:
1. The Treasurer, who serves as Chair of the committee
  2. Two (2) members of the Board of Directors and one (1) member of the Pennsylvania State Nurses Association at-large appointed by the President with the approval of the Board of Directors
- d. Special Committees
1. The Board may create and appoint special committees from time to time, as necessary.

## **ARTICLE V**

### **CABINET**

#### **SECTION 1. DELEGATED AUTHORITY AND POWERS**

The Cabinet shall have delegated powers as granted to them by these Bylaws. The Cabinet is accountable to PSNA Board of Directors and shall bring all recommendations, which are not specifically delegated to them by these Bylaws, to the Board of Directors for approval.

#### **SECTION 2. CABINET ON NURSING PRACTICE AND PROFESSIONAL DEVELOPMENT**

- a. Purpose: The purpose of the Cabinet on Nursing Practice and Professional Development shall be to develop and implement a program of activity to promote quality nursing care by promoting the ANA standards and the ANA Code of Ethics for Nurses and to promote the professional development of nurses.
- b. Membership: The Cabinet shall consist of nine (9) members.
1. Three (3) members shall be elected in the even years for a two (2) year term by the voting members. Two (2) members shall be elected in the odd years for a two (2) year term.
  2. Two (2) members shall be appointed each year for a two (2) year term by the President with the approval of the Board of Directors.
  3. No member shall be appointed or elected to serve more than two (2) consecutive terms.
  4. The chairperson shall be appointed by the President with the approval of the Board of Directors.
  5. At least six (6) members shall be full members.
- c. Duties: The Cabinet shall:
1. Develop and implement programs which identify, clarify or resolve issues affecting nursing care and delivery
  2. Plan and implement strategies to support continuing growth in leadership and career advancement for PSNA members and professional nurses
  3. Gather and organize research data for dissemination to membership
  4. Review and make recommendations to the Board of Directors concerning current and pending legislation
  5. Identify health care issues and recommend introduction of legislation to the Board
  6. Recommend mechanisms to meet the demonstrated needs of members, which are directly related to the purpose of the Cabinet within the guidelines determined by the Board of Directors

7. Recommend the initiation and termination of councils as necessary to carry out the duties and purpose of the Cabinet
8. Evaluate its activities and programs in relation to its duties and purpose and report the conclusions to the Board of Directors
9. Report to the membership at the annual meeting

## **ARTICLE VI**

### **NOMINATING COMMITTEE**

#### **SECTION 1. PURPOSE**

The Nominating Committee shall be a standing committee of PSNA, accountable directly to the membership.

#### **SECTION 2. MEMBERSHIP**

- a. Consists of five (5) full members elected by voting members to serve for a two (2) year term. The Chair shall be elected from committee membership annually.
- b. No member, either elected or appointed, may serve more than two (2) consecutive terms.
- c. Vacancies on the committee shall be filled by the Board of Directors.

#### **SECTION 3. DUTIES**

The Nominating Committee shall:

- a. Publish a list of incumbent officers, directors, cabinet members, and nominating committee members, and a statement as to which are eligible for reelection.
- b. Establish and publicize the deadline for submission of suggested nominations and consent-to-serve forms.
- c. Solicit and receive suggestions from all elected and appointed bodies and individual members. All suggestions for nominees must be accompanied by a written consent-to-serve that includes a descriptive statement of eligibility.
- d. Prepare a slate of candidates for each office to be filled at the next election, assuring that each candidate meets the eligibility criteria. The slate shall consist of one (1) or more candidates for each office.
- e. Report the slate of candidates stating the number elected to each office. The committee shall include on the slate of candidates the following: the Officers of PSNA and members of the Board of Directors, the Nominating Committee, the Cabinet on Nursing Practice and Professional Development. On a biennial basis, the slate shall include the candidates for ANA Representative and alternates.
- f. Publish the report of the Nominating Committee at least thirty- (30) days preceding the annual meeting.
- g. Present its report at the first business session of the annual meeting.

#### **SECTION 4. ELECTIONS**

- a. Method of Voting

1. Elections shall be conducted by secret ballot in a manner recommended by the Board of Directors and determined by the voting members.
  2. Whenever the voting members shall determine by majority vote to change the manner of election, except for election by ballot, such change shall be first effective in the election conducted in the following year.
  3. Electronic balloting if it preserves the integrity of the ballot and is not accessed for purpose of identifying how a member voted.
- b. PSNA Officers, Directors and Cabinet/Committee members shall be elected in the following sequence:
1. The President/ANA Representative and Vice President/Alternate ANA Representative as listed specifically on the ballot. The ballot will clearly state that the President is simultaneously elected President/ANA Representative and Vice President/Alternate ANA Representative. The Vice President and Secretary shall be elected in odd years. In-state only members may not vote for President and Vice President (as these are also Representative/Alternate Representative to the ANA Membership Assembly). One (1) Director and two (2) members each of the Nursing Practice and the Professional Development Cabinet and three (3) members of the Nominating Committee shall be elected in the odd years. The President, Treasurer, two (2) Directors, three (3) members each of the Nursing Practice and Professional Development Cabinet, two (2) members of the Nominating Committee shall be elected in the even years.
  2. ANA Representatives shall be elected from among the individual full members of PSNA for a two (2) year term or until a successor is elected in the following manner:
    - To serve as a Representative, a member shall be required to hold full membership in PSNA and meet eligibility requirements as established by the ANA.
    - The President and one additional Representative shall be elected to serve as a Representative to the ANA Membership Assembly and special meetings held during their term of office. These two (2) Representative positions shall be counted among the total number of Representatives as determined by the ANA.
    - Representatives and alternate Representatives shall be elected by plurality vote, the candidates receiving the highest number of votes being declared elected. In case of a tie, the Representative shall be determined by lot. The person receiving the highest number of votes shall be the Representative-at-large.
    - The remainder of nominees, in order of the number of votes received, shall be elected as alternate Representatives.
    - Should a board member be appointed Vice President to fill a vacancy, that person may not serve as a Representative unless duly elected as an Alternate Representative.

## **ARTICLE VII**

### **INNOVATION AND ONGOING DEVELOPMENT FUND COMMITTEE**

#### **SECTION 1. DELEGATED AUTHORITY AND POWERS**

The Innovation and Ongoing Development Fund Committee (IODFC) shall have delegated powers as granted to them by these Bylaws. The IODFC is accountable to PSNA Board of Directors and shall bring all recommendations, which are not specifically delegated to them by these Bylaws, to the Board of Directors for approval.

## SECTION 2. Innovation and Ongoing Development Fund Committee

- a. Purpose: Review and approve applications for individual professional development and professional activities as a group.
- b. Membership: The Innovation & Ongoing Development Fund Committee shall consist of seven (7) members.
  1. Four (4) members shall be elected in the even years for a two (2) year term by the voting members. Three (3) members shall be elected in the odd years for a two (2) year term.
  2. No member shall be appointed or elected to serve more than two (2) consecutive terms.
  3. The chairperson shall be appointed by the PSNA President from the committee membership with the approval of the Board of Directors for a 2 year term.
- c. Duties: Receive requests for funding for activities and programs and determine priorities for funding. Requests may be received from any PSNA member.
- d. The committee shall report to the Board of Directors quarterly.
- e. The committee shall report to the membership at the annual meeting.

# **ARTICLE VIII**

## **PENNSYLVANIA NURSING CONGRESS ON PRACTICE, EDUCATION AND POLICY**

### SECTION 1. DELEGATED AUTHORITY AND POWERS

The Pennsylvania Nursing Congress on Practice, Education, and Policy shall have delegated powers as granted to them by these Bylaws. The Congress is accountable to PSNA Board of Directors and shall bring all recommendations, which are not specifically delegated to them by these Bylaws, to the Board of Directors for approval.

### SECTION 2. PURPOSE

- a. The purpose of the Pennsylvania Nursing Congress on Practice, Education and Policy shall be to focus and establish Pennsylvania nurses' approach to the state's emerging health industry trends, models of nursing practice and the socioeconomic and political issues of the healthcare industry.

### SECTION 3. MEMBERSHIP OF NURSING CONGRESS

- a. A member of PSNA will be appointed by the PSNA Board to act as the Chair of the Congress and shall be appointed to a two-year term. This appointment can serve for two consecutive terms.
- b. The Chair of the Cabinet on Nursing Practice and Professional Development will serve as the Vice Chair of the Congress.
- c. In the absence of the Chair, the Vice Chair shall act on his/her behalf.
- d. The Nursing Congress shall be composed of the Nursing Congress Chair, Chair of the Cabinet on Nursing Practice and Professional Development, representatives of a state-wide organization or chapter of a national organization



that meets the criteria established by PSNA with a mission and purpose harmonious with the purpose and functions of PSNA and/or has a governing body composed of a majority of registered nurses, and the PSNA Board liaison to the Congress.

- e. The PSNA President and CEO shall serve as ex-officio members.
- f. Members of the Nursing Congress shall:
  - 1. Engage on general discussions on nursing issues throughout the state and nation
  - 2. Provide subject matter experts as needed/requested on key nursing issues
  - 3. Provide feedback on general nursing issues through letters of support, position statements, and/or testimony
  - 4. Communicate Congress discussion to constituents

#### SECTION 4. DUTIES OF NURSING CONGRESS

- a. Identify emerging trends, models of nursing practice, and socioeconomic and political issues of the healthcare industry.
- b. Identify specific nursing issues relevant to all nursing specialty areas.
- c. Develop and recommend policy alternatives and interdisciplinary initiatives to PSNA Board of
- d. Directors, legislators, regulatory bodies, and/or other support organizations to address the issues identified by the Congress.
- e. Coordinate focused initiatives to drive key nursing issues for the state.

## **ARTICLE IX**

### **ABSENCES FROM MEETINGS**

#### SECTION 1. ABSENCES

Absence without notice and/or approval from two (2) regularly scheduled consecutive meetings of any elected or appointed body of PSNA shall result in forfeiture of the right to continue to serve and shall create a vacancy to be filled by the Board of Directors.

## **ARTICLE X**

### **MEETINGS**

#### SECTION 1. ANNUAL MEETING

PSNA shall hold an annual meeting of its membership at such time and manner as may be determined by the Board of Directors for the purpose of:

- a. Hearing the reports of the Board and its Committees, Cabinet, and the Nominating Committee;
- b. Reporting of election results;

- c. Amending bylaws;
- d. Developing direction and policies for referral to the Board of Directors;
- e. Reviewing and approving organizational goals and activities (business plan) proposed for the upcoming year.

## SECTION 2. SPECIAL MEETINGS

Special meetings of PSNA may be called by the Board of Directors or by the President upon written request of ten (10) PSNA members. The business to be transacted shall be limited to that stated in the call for the meeting, which may include amending bylaws or determining dues. Meetings may be held in person or via other forms of media so long as all members present are acknowledged, given opportunity for discussion, and a roll call vote is taken in a manner determined by the Board with such technology that ensures secure voting.

## SECTION 3. NOTICE

Notices of all meetings of PSNA shall be sent to each PSNA member. The time, manner and purpose of the meeting shall be stated in the official notice.

- a. Notices of the annual meeting shall be sent at least one (1) month before the first day of the annual meeting.
- b. The Board of Directors may establish the method the meeting may be held, including, but limited to in-person/face-to-face, teleconference, and an electronic platform capable of having secure voting or other such technology that may be developed.
- c. Notices of a special meeting shall be sent at least fifteen (15) days before the first day of the meeting.

## SECTION 4. VOTING MEMBERS

- a. Voting members at any regular or special meeting of PSNA, shall be members of the Board of Directors and members of PSNA who are registered and confirmed by PSNA.
- b. The establishing membership shall be confirmed at the time of registration for the Annual Meeting.
- c. Only members of PSNA may vote on any proposed Bylaw changes.
- d. The Secretary of PSNA shall record and report members present.
- e. The President of PSNA will declare the results of any vote by the end of the meeting.

## SECTION 5. QUORUM

- a. A quorum at any annual or special meeting of PSNA shall be three (3) members of the Board of Directors, two (2) of whom shall be officers of PSNA, and such PSNA members present and recorded.
- b. A majority of members, including at least one (1) officer, shall constitute a quorum of the Board of Directors.
- c. A majority of members shall constitute a quorum of the cabinet, all committees, standing or special, whether elected or appointed.

## SECTION 6. ORDER OF BUSINESS

The order of business at each annual meeting of PSNA shall be prepared in accordance with accepted parliamentary practice and shall be adopted at the beginning of the annual meeting.

# **ARTICLE XI**

## **INDEMNIFICATION**

### **SECTION 1. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

PSNA shall indemnify any director or officer, and may indemnify any other person, for the expenses incurred by, or to satisfy a judgment or fine rendered or levied against, or to satisfy amounts paid in settlement actually and reasonably incurred by such person, or heirs, executors and administrators of such person, to impose a liability or penalty on such person for an act or failure to act in any threatened, pending or completed action, suit or proceeding involves such person by reason of the fact that such person is or was a director, officer, employee or agent of PSNA. Such indemnification shall not be made in any case when the act or failure to act, giving rise to the claim for indemnification, is determined by a court to have constituted willful misconduct or recklessness.

### **SECTION 2. PERSONAL LIABILITY OF DIRECTORS**

A member of the Board of Directors shall not be personally liable for monetary damages as such for any action taken, or any failure to take action unless:

- a. The Director has breached or failed to perform the duties of office in good faith, in a manner reasonably agreed to be in the best interests of PSNA and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances; and
- b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

### **SECTION 3. PERSONAL LIABILITY OF DIRECTORS**

The provisions of this Section 2 shall not apply to the responsibility or liability of the director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or federal law.

### **SECTION 4. CREATION OF INDEMNIFICATION FUND**

The Board of Directors shall be authorized to create a fund of any nature, which may be, but need not be, under the control of a Trustee, or otherwise secure or insure in any manner the indemnification obligations of PSNA.

### **SECTION 5. PAYMENT OF EXPENSES**

Expenses incurred by any officer, director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by PSNA advance of the final disposition of said action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by PSNA.

# **ARTICLE XII**

## **FISCAL YEAR**

The fiscal year of PSNA shall be July 1 through June 30.

## **ARTICLE XIII**

### **OFFICIAL SEAL**

The official seal shall be circular with a double line border. The words **Pennsylvania State Nurses Association** shall be inscribed around the top of the outer edge with the word **Pennsylvania** inscribed at the bottom. The word **Incorporated** shall be inscribed around the center of the seal against the top of the inner border. The date 1903 shall be inscribed in the center.

## **ARTICLE XIV**

### **OFFICIAL PUBLICATION**

*Pennsylvania Nurse* shall be the official publication of PSNA. Notices shall be published as required by these bylaws and such publication shall constitute official notice.

## **ARTICLE XV**

### **PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, latest edition, shall govern PSNA by 99 percent (99%) of those present and voting.

## **ARTICLE XVI**

### **AMENDMENTS AND REVISIONS**

#### **SECTION 1. CONDITIONS WITH NOTICE**

These bylaws may be amended by a two-thirds (2/3) vote at any regular or special meeting of PSNA provided that the proposed amendment has been approved by the Board of Directors, that it has either been published in the official publication or has been distributed to officers and members at least thirty (30) days prior to the meeting.

#### **SECTION 2. CONDITIONS WITHOUT NOTICE**

These bylaws may be amended without previous notice at any meeting of PSNA by 99 percent (99%) of those present and voting.

### SECTION 3. IMPLEMENTATION

Unless otherwise ordered by the voting members, or in the motion to adopt, an amendment to these bylaws shall become effective at the close of the meeting at which it was adopted.

# Bylaws

**Organized as:** Graduate Nurses' Association of the State of Pennsylvania — October 5, 1903

**Incorporated as:** Graduate Nurses' Association of the State of Pennsylvania — June 15, 1904

**Re-incorporated as:** The Pennsylvania State Nurses' Association — December 15, 1930

**Name amended in charter to:** Pennsylvania Nurses Association — December 1954

**Total bylaws revision:** November 1954

**Bylaws as amended to:**

January 1964	January 1974
September 1967	January 1976
January 1970	January 1977
January 1973	January 1978

**Total bylaws revision:** October 1980

**Bylaws as amended to**

November 1983	October 2000
November 1986	September 2001
November 1988	October 2002
November 1989	October 2003
November 1990	October 2004
November 1992	September 2005
November 1994	October 2008
November 1995	October 2009
October 1996	October 2010
October 1997	October 2011
April 1998 ( <i>Effective July 1, 1998</i> )	November 2012
May 2013	December 2014
June 2015	December 2015
October 2017	September 2018
September 2019	

**Name amended to:**

Pennsylvania State Nurses Association (July 1, 1998)

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