



# BYLAWS

OF THE WASHINGTON STATE  
NURSES ASSOCIATION

WASHINGTON STATE **NURSES** ASSOCIATION

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**WASHINGTON STATE NURSES ASSOCIATION**  
**BYLAWS**  
**ARTICLE I – NAME, PURPOSES AND FUNCTIONS**

**SECTION 1. NAME**

The name of this association shall be the Washington State Nurses Association, hereinafter referred to as the WSNA.

**SECTION 2. PURPOSES**

The purposes of the WSNA shall be to act and speak for the nursing profession and to promote and enhance the accountability and control of nursing practice by the nursing profession through

- A. working for the improvement of health standards and the availability of health care services for all people,
- B. fostering high standards of nursing and
- C. promoting the professional development of nurses and advancing their economic and general welfare.

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

**SECTION 3. FUNCTIONS**

The functions of the WSNA shall be to

- A. promote standards of nursing practice, nursing education, and nursing service as defined by the American Nurses Association, hereinafter referred to as the ANA,
- B. promote adherence to the ANA Code of Ethics for Nurses,
- C. initiate and influence legislation, governmental programs, and public health policy,
- D. promote and protect the economic and general welfare of nurses,
- E. protect nurses' rights to engage in collective bargaining,
- F. serve as the exclusive bargaining representative for registered nurses bargaining units,
- G. provide for the continuing professional development of nurses,
- H. promote research in nursing and encourage the utilization of new knowledge as a basis for nursing,
- I. represent nurses and promote relationships with allied professional, community, and governmental groups and with the public,
- J. assume an active role as consumer advocate in health,
- K. meet the qualification requirements as a constituent of the ANA,
- L. promote relationships with the Nursing Students of Washington State, hereafter referred to as NSWS,
- M. promote affirmative action and
- N. provide for representation in the ANA Membership Assembly or ANA House of Delegates as provided for in the ANA Bylaws.

## ARTICLE II – MEMBERSHIP

### SECTION 1. COMPOSITION

The Washington State Nurses Association shall be composed of registered nurses who meet the qualifications stated in these bylaws and shall be unrestricted by consideration of age, color, creed, disability, gender, health status, life style, nationality, race, religion or sexual orientation.

### SECTION 2. QUALIFICATIONS

A. A regular member is one

1. who has been granted a license to practice as a registered nurse in the State of Washington or is licensed in another state, District of Columbia, territory or possession of the United States who does not have a license under suspension or revocation in any state, or is otherwise entitled by law to practice, including an impaired nurse, in recovery, who has surrendered a license to practice, or a nurse who has retired and/or no longer chooses to practice, but whose license was in good standing with his/her licensing board at the time the nurse made the decision not to maintain an active license,
2. whose application for membership in the WSNA has been accepted,
3. whose dues are not delinquent, and
4. whose membership is not under revocation, or
5. who meets 1 through 4 above and has paid full dues to a transferring ANA C/SNA<sup>1</sup> and meets WSNA membership qualifications and whose transfer has been signed by the secretary of the transferring C/SNA. This member shall not pay additional dues for the period covered by dues paid to the transferring C/SNA. The transferring C/SNA shall not refund dues paid.

B. A member-at-large is one who

1. meets the qualifications stated in A.1 through 4, and
2. does not reside within the jurisdictional boundaries served by a WSNA constituent association as described in ARTICLE IX.

C. Secondary membership

1. An individual who meets the qualifications for membership stated in Section 2 of this article and who is already a member of another ANA constituent member association may become a secondary member of this association,
2. Dues for secondary members shall be the same as for other members of this association except that the ANA assessment factor shall be deducted, and
3. Secondary members are entitled to all of the rights and privileges of membership except representation of this Association at the ANA Membership Assembly or ANA House of Delegates as provided for in the ANA Bylaws and participation in the election of WSNA delegates/alternates to the ANA Membership Assembly or ANA House of Delegates as provided for in the ANA Bylaws.

D. Life membership

The Board of Directors shall establish a category of Life Membership for nurses who have been a member of WSNA for 30 years, are 65 years of age or older, and maintain their RN licensure, recognizing this type of membership has all the rights and privileges of full WSNA membership.

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<sup>1</sup> TO COMPLY WITH THE ANA BYLAWS DEFINITION: ANA Constituent/State Nurses Associations (C/SNA) are State nurses associations, multistate nurses associations, nurses associations of the District of Columbia, and territories of the United States of America, United States of America nurses overseas associations, and a federal nurses association composed of registered nurses whose employers are members of the active component of the U.S. Army, Navy, Air Force, and the uniformed Public Health Service nurses are hereinafter referred to as C/SNAs.

E. Honorary membership

The Board of Directors shall establish a category of Honorary Membership in appreciation for those who have been a member of WSNA for 30 years, are 65 years or older, and no longer maintain an RN license, recognizing that this type of membership has no voting or ANA privileges. No membership dues are required.

### SECTION 3. MEMBERSHIP RIGHTS AND OBLIGATIONS

WSNA members as defined by these bylaws shall have membership rights and obligations.

A. A member has the right to

1. access a WSNA/ANA membership card, the WSNA bylaws, and official publications of ANA including the *ANA Code of Ethics for Nurses*,
2. receive *The Washington Nurse* and other official publications of WSNA,
3. seek election or appointment to positions within WSNA unless employed by WSNA; a member may not concurrently hold more than one Board, Cabinet, Council, or standing committee position except as specified in these bylaws,
4. participate in the WSNA General Assembly as a voting member,
5. vote for elected officials and the dues rate of the WSNA, and delegates/alternates to the ANA Membership Assembly or ANA House of Delegates as provided for in the ANA Bylaws,
6. receive due process in the event of disciplinary action as hereinafter described,
7. transfer WSNA membership to another ANA constituent member association, hereinafter referred to as ANA C/SNA, for the remainder of a paid membership year providing the WSNA membership qualifications are met,
8. seek election as a delegate/alternate to the ANA Membership Assembly or ANA House of Delegates as provided for in the ANA Bylaws,
9. seek election or appointment to positions within the ANA in accordance with ANA Bylaws and applicable policies,
10. attend the ANA Membership Assembly or ANA House of Delegates as provided for in the ANA Bylaws,
11. attend the Congress of the International Council of Nurses,
12. have access to the "Members Only" sections of the ANA and WSNA websites,
13. be accorded rights as provided under parliamentary authority or official policies of WSNA,
14. receive reimbursement for expenses incurred in an elected or appointed position according to financial policies established by the WSNA Board, and
15. nominate candidates for WSNA offices.

B. A member has the obligation to

1. uphold the bylaws of the WSNA and ANA,
2. abide by the *ANA Code of Ethics for Nurses*,
3. fulfill the requirements of an office when elected or appointed,
4. promote fulfillment of the functions of the WSNA, and
5. pay dues as required by WSNA.

C. Members may not at any time including while running for WSNA office advocate the nonpayment of dues or non-membership.

## SECTION 4. DISCIPLINE

A member may be disciplined for cause by the WSNA.

- A. Cause for discipline may include violation of
  1. the *ANA Code of Ethics for Nurses*,
  2. the WSNA Bylaws and ANA Bylaws and, for members represented by WSNA for collective bargaining, the Constitution of any national or international labor organization with which WSNA is affiliated,
  3. WSNA constituent association bylaws,
  4. local unit rules, and
  5. the WSNA policy on Dual Unionism. See policy statement appended to these bylaws.
- B. Disciplinary action
  1. Any member may file a charge for disciplinary action with the WSNA Board of Directors,
  2. Within ninety (90) days of receipt of charge, a hearing panel shall be appointed by the WSNA Board of Directors,
  3. The hearing panel shall meet and review charges within sixty (60) days after appointment of the panel.
  4. The hearing panel may dismiss the charges, fine, censure, or expel from membership the member against whom the charges have been filed, and
  5. Disciplinary action shall not be taken unless the member is served with written specific charges, given time to prepare a defense, and offered the opportunity for a full and fair hearing.
- C. Appeal
  1. The decision of the hearing panel may be appealed to the WSNA Board of Directors whose decision shall be final. Request for appeal shall be made within ninety (90) days of notification of disciplinary action, and
  2. The WSNA Board of Directors shall respond to the request for appeal within ninety (90) days.
- D. Reinstatement

A member expelled from the WSNA may be reinstated by an affirmative vote of two-thirds of the members of the Board of Directors present and voting.
- E. Disciplinary action by other state nurses associations

Any disciplinary action taken by another C/SNA against one of its members or a member of the WSNA shall be given full recognition and enforcement provided such action was taken in accordance with the law and with the bylaws and disciplinary procedures of the C/SNA.

## SECTION 5. STUDENT REPRESENTATIVES

- A. Qualifications

Generic nursing students holding current membership in the Nursing Students of Washington State, hereinafter referred to as NSWS, shall be offered representative status in WSNA.
- B. Rights
  1. Representatives shall be entitled to
    - a. access the official WSNA publication – *The Washington Nurse*,
    - b. access to the WSNA Legislative Action Alert,
    - c. non-voting representation on the WSNA cabinet, councils and committees, and
    - d. non-voting representation at meetings of the WSNA Board of Directors.
  2. NSWS chapters with a minimum of fifteen (15) members holding representative status in WSNA, shall have the right to one voting representative in the General Assembly

## **SECTION 6. LOCAL UNIT PROGRAM MEMBERS**

### **A. Qualifications**

Local Unit Program members are non-supervisory, non-Registered Nurses who are covered by a WSNA collective bargaining agreement and pay dues to WSNA and any national or international organization with which WSNA is affiliated.

### **B. Rights and obligations**

Local Unit Program Members shall be entitled to all WSNA membership rights and obligations except membership in ANA and WSNA constituent associations.

## **ARTICLE III – DUES**

### **SECTION 1. AUTHORITY**

The rate of dues for members of the WSNA shall be approved by a majority vote of the members voting through secret mail ballot.

### **SECTION 2. DUES**

- A. The dues of a member of the WSNA shall be for the membership year of twelve (12) consecutive months.
- B. Dues shall be paid for the WSNA constituent association at the same time that dues are paid for the WSNA.
- C. Any increase in the present rate of assessment paid by WSNA to any national or international labor organization with which WSNA is affiliated shall be automatically incorporated into the annual dues paid by each member required to pay such dues.

### **SECTION 3. CATEGORIES OF MEMBERSHIP**

The Board of Directors shall be authorized to establish categories of membership and the schedule of dues for each category<sup>2</sup>.

### **SECTION 4. TRANSFER OF MEMBERSHIP**

A member who has made full payment of dues may transfer to or from WSNA to another ANA C/SNA without additional dues payment or refund of dues.

### **SECTION 5. FAILURE TO PAY DUES**

Failure to pay dues shall cause membership rights to be forfeited.

### **SECTION 6. FEE FOR “STUDENT REPRESENTATIVES”**

The Board of Directors shall be authorized to establish a fee for students who apply to become "Student Representatives" with the WSNA.

## **ARTICLE IV – ORGANIZATIONAL AFFILIATES**

### **SECTION 1. DEFINITION**

An organizational affiliate is any organization of registered nurses which promotes the goals of professional nursing.

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<sup>2</sup> The schedule is based on the WSNA dues rate established by the membership.

## **SECTION 2. QUALIFICATIONS/CRITERIA**

An organizational affiliate

- A. is an organization of registered nurses that meets the criteria established by the WSNA Board of Directors;
- B. has a formal organizational structure;
- C. has established formal goals;
- D. has been granted organizational affiliate status by the Board of Directors, and
- E. has paid an organizational affiliate fee and shall have a signed operational agreement with WSNA.

## **SECTION 3. RESPONSIBILITIES**

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

## **SECTION 4. RIGHTS**

Any organizational affiliate shall be entitled to

- A. one represented voice, but no vote in the WSNA General Assembly,
- B. a voting seat on the Professional Nursing and Health Care Council, and
- C. submit the names of qualified registered nurse representatives for appointment to ad hoc groups and task forces. Appointments to councils and committees shall require WSNA membership.

## **SECTION 5. INDIVIDUAL MEMBER RIGHTS**

Individual members of an organizational affiliate who pays dues to WSNA in accordance with the WSNA Dues Category policy shall have all WSNA membership rights except membership in ANA and WSNA constituent associations.

# **ARTICLE V – GENERAL ASSEMBLY**

## **SECTION 1. DEFINITION**

The General Assembly shall be the governing and official voting body of the WSNA.

## **SECTION 2. AUTHORITY**

The General Assembly shall

- A. determine the positions and priorities of the WSNA other than responsibilities over collective bargaining matters assigned by these bylaws to the Cabinet on Economic and General Welfare,
- B. delegate to the WSNA Board of Directors authority to provide implementation, through the appropriate structural units, of actions taken by the General Assembly, and
- C. establish rules of procedure for meetings of the General Assembly.

## **SECTION 3. COMPOSITION**

The General Assembly shall be composed of WSNA members who are duly accredited<sup>3</sup>.

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<sup>3</sup> Duly accredited: A member who has paid state membership dues thirty (30) days prior to the convening of the General Assembly and registered for the General Assembly.



## **SECTION 4. MEETINGS**

- A. The General Assembly shall meet biennially in odd-numbered years. The time and place of the General Assembly shall be determined by the Board of Directors. Notice of the General Assembly shall be announced in an official WSNA publication at least ninety (90) days prior to the meeting.
- B. Special meetings of the General Assembly may be called by the Board of Directors or shall be called by the president upon written request of a majority of the WSNA constituent associations or a majority of the cabinet and councils. Notification of time and place shall be sent to the membership at least fifteen (15) days before the first day of the special meeting.

## **SECTION 5. QUORUM**

Seventy-five (75) members including five (5) members of the board of directors shall constitute a quorum for a meeting of the General Assembly.

## **SECTION 6. ELIGIBILITY FOR VOTING**

- A. All WSNA members who are duly accredited, and eligible representatives of NSWS Chapters, shall have the right to vote on matters of business in the General Assembly.
- B. Voting for elected officials of WSNA, dues rate of WSNA, and delegates/alternates to ANA shall be the right of every member. Only those bargaining unit WSNA members shall vote for the Cabinet on Economic and General Welfare and the Economic and General Welfare Nominating/Search Committee. Only WSNA members who are members of a WSNA bargaining unit shall vote for delegates and alternates to the appropriate governing body of any national or international labor organization with which WSNA is affiliated.

## **SECTION 7. ELECTIONS**

- A. Elections
  - 1. Members shall be notified through a WSNA official publication at least six (6) months prior to an election, of their right to nominate candidates or be a self-declared candidate for office.
  - 2. A slate of candidates prepared by the Nominations/Search Committee shall be published in an official WSNA publication and shall be mailed to each WSNA constituent association and local unit at least ninety (90) days prior to the meeting of the General Assembly.
  - 3. Members may be nominated for office or declare their own candidacy by submitting in writing their names and consent to serve to the WSNA secretary no later than sixty (60) days prior to the first meeting of the General Assembly. The names of such candidates shall be published in an official WSNA publication and appear on the election ballot. Write-in candidates on the ballot shall be allowed.
  - 4. Elections shall be held by secret ballot following each biennial meeting of the General Assembly with appropriate provisions to allow for all eligible members to vote, in accordance with procedures established by the Board of Directors including but not limited to a secret mail ballot.
  - 5. A plurality vote shall constitute an election; in case of a tie, the choice shall be decided by lot.
  - 6. Results of the election shall be declared on the date that votes are counted and shall be announced in the next official WSNA publication following the date polls are closed.
  - 7. Terms of office for WSNA elected positions shall begin on declaration of election. The terms of office for ANA Delegates/Alternates shall begin according to ANA Bylaws, and the terms of office for Delegates and Alternates to the governing body of any national or international labor organization with which WSNA is affiliated shall be in accordance with the constitution and bylaws of that labor organization.

**B. Challenge**

Any challenge to the election shall be filed with the secretary/treasurer of WSNA within thirty (30) days after the official announcement of the election.

**C. Records**

All ballots and other records of the election shall be preserved for one year after the election.

## **ARTICLE VI – BOARD OF DIRECTORS**

### **SECTION 1. DEFINITION**

The Board of Directors is a corporate body composed of officers and directors elected by members of the WSNA. Directors include the elected chairs of the Cabinet on Economic and General Welfare, the Legislative and Health Policy Council and the Professional Nursing and Health Care Council.

### **SECTION 2. AUTHORITY**

The Board of Directors shall fulfill the responsibilities delegated to the Board of Directors by the General Assembly and as defined in these bylaws.

### **SECTION 3. ACCOUNTABILITY**

The Board of Directors is accountable to the membership through the General Assembly.

### **SECTION 4. RESPONSIBILITIES**

Within the limits of the Washington State Nurses Association bylaws and policies, each board member has the responsibility and authority to accomplish the following:

- A. exercise the corporate responsibility and fiduciary duties of the WSNA consistent with applicable provisions of law;
- B. coordinate the functions and activities of the WSNA other than those relating to collective bargaining matters assigned by these bylaws to the Cabinet on Economic and General Welfare;
- C. establish organization policies which shall protect the officers and association from conflict of interest and maintain the integrity of the profession and WSNA;
- D. establish the WSNA priorities, annually, based on the goals and resolutions adopted by the General Assembly;
- E. adopt the financial policies and a budget for the WSNA;
- F. define categories of membership and notify the members of the rate of dues for each category;
- G. appoint, define the authority and responsibilities, and annually review the performance of the executive director as the executive administrator for the WSNA;
- H. approve and adopt the legislative platform and priorities for WSNA;
- I. establish and appoint standing and special committees and define the authority, responsibility and term of office for each appointed committee which is not otherwise defined in these bylaws;
- J. make appointments which are delegated to the Board of Directors, fill vacancies in appointed positions, and in elected positions until the next election. Bargaining unit and non-bargaining unit members from geographic regions of WSNA should be reflected in committee appointments;
- K. shall remove appointed and/or elected members from office who fail to attend meetings or fulfill requirements of the office as defined in policy established by the Board of Directors;
- L. establish procedures for disciplinary action and appoint hearing panels and serve as the final board of appeal for a member charged with disciplinary action;
- M. determine the jurisdictional boundaries and confer designation for WSNA constituent associations; and
- N. appoint members of the Board of Trustees of WSNA Political Action Committee (WSNA-PAC) and Board of Trustees of the Washington State Nurses Foundation (WSNF) and approve their bylaws.

## **SECTION 5. COMPOSITION**

The Board of Directors shall consist of eleven WSNA members who are elected by the membership.

## **SECTION 6. OFFICERS AND DIRECTORS**

- A. There shall be three officers: president, vice-president and secretary/treasurer elected by the membership. There shall be five directors, elected at large by the membership, two of whom shall hold seats designated for staff nurses<sup>4</sup>.
- B. The chair of the Legislative and Health Policy Council, the chair of the Professional Nursing and Health Care Council, and the chair of the Cabinet on Economic and General Welfare, by virtue of their election as chair, serve on the Board of Directors.

## **SECTION 7. ELECTIONS**

Officers and directors shall be elected by secret ballot following each biennial meeting of the General Assembly with appropriate provisions to allow for all eligible members to vote in accordance with procedures established by the Board of Directors, including but not limited to a secret mail ballot.

## **SECTION 8. TERMS OF OFFICE**

- A. Officers shall be elected for a two-year term. An officer shall be eligible to serve two consecutive terms or four consecutive years in the same office.
- B. Directors shall be elected for a two-year term. A Director shall be eligible to serve two consecutive terms or four consecutive years.
- C. A person who has served more than one-half of a term shall be considered to have served a full term.
- D. A term of office shall be for two years. A person may serve a maximum of four consecutive terms or eight consecutive years, except for the Chair of the Cabinet on Economic and General Welfare who may serve up to an additional two years. After a two-year term out of office, they are eligible to serve again.

## **SECTION 9. QUALIFICATIONS FOR OFFICE**

- A. To be eligible as an officer or director, a person shall hold current membership in the WSNA.
- B. A person shall not concurrently serve as an officer, director and/or staff member of another organization if such participation might result in a conflict of interest with WSNA.
- C. WSNA members who are employees of WSNA or a WSNA constituent association are eligible to be candidates for ANA elected offices but are excluded from serving in WSNA and WSNA constituent association elected offices.
- D. To be eligible for election to the Staff Nurse positions on the WSNA Board of Directors, a WSNA member must meet the definition of Staff Nurse and be represented for collective bargaining by WSNA throughout the term of office.

## **SECTION 10. VACANCIES**

- A. In the event of a vacancy in the office of president, the vice-president shall become president for the remainder of the term.
- B. Except for the Chair of the Cabinet on Economic and General Welfare, a vacancy in a position on the Board of Directors shall be filled by board appointment for the unexpired term.

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<sup>4</sup> To be eligible to serve as a staff nurse, a WSNA member must be one who is non-supervisory, non-managerial, and includes one or more of the following: (a) is employed by a health care institution or agency; (b) whose primary role is as a provider of direct patient care; (c) who is collective bargaining eligible under applicable labor law.

- C. In the event that a person holding a seat designated for a staff nurse no longer meets the definition of staff nurse, the position shall be declared vacant, unless the occupant has less than one year remaining on his/her term of office. In the event of a declared vacancy, the position shall be filled by WSNA Board appointment of an eligible staff nurse until the next election.

## **SECTION 11. DUTIES OF OFFICERS**

- A. The president of WSNA shall:
  - 1. serve as the representative of the WSNA and as the official spokesperson on matters of policy except as reflected in these bylaws,
  - 2. serve as chairholder of the Board of Directors and Executive Committee,
  - 3. serve as the presiding officer for the General Assembly,
  - 4. serve as an ex-officio member of all committees, and councils except the Nominations/Search Committee, Cabinet on Economic and General Welfare and the Economic and General Welfare Nominating/Search Committee,
  - 5. appoint committees and perform other duties as designated by the Board of Directors,
  - 6. serve as liaison for the Board of Directors with the Executive Director,
  - 7. as a Registered Nurse, serve as one of WSNA's official voting representatives to the ANA Membership Assembly,
  - 8. the president may designate other WSNA members to serve as ex officio members of any councils and committees in the absence of the president, and
  - 9. be reimbursed for percentage of time worked while performing the duties of the office as defined in these bylaws and approved by the WSNA Board of Directors within the financial capabilities of the organization.
- B. The vice president of WSNA shall:
  - 1. assume the duties of the president in the president's absence or at the discretion of the president, and
  - 2. serve as a member of the Finance Committee.
- C. The secretary/treasurer shall:
  - 1. serve as chairholder of the Finance Committee,
  - 2. ensure the keeping of records for the WSNA, including meetings of the General Assembly, Board of Directors and Executive Committee,
  - 3. monitor the fiscal affairs of the WSNA,
  - 4. report the financial conditions of the WSNA to the membership, General Assembly and the Board of Directors,
  - 5. submit the books of accounts for annual audit by a certified public accountant approved by the Board of Directors and sign the official documents of WSNA as appropriate, and
  - 6. interpret the financial policies of the WSNA.
- D. Officers and directors shall fulfill the responsibilities of the Board of Directors as defined in these bylaws

## **SECTION 12. EXECUTIVE DIRECTOR**

- A. The Executive Director, employed by and accountable to the Board of Directors, is the executive administrator for the WSNA and is delegated the authority to:
  - 1. manage the WSNA headquarters and delegate staff responsibilities as appropriate,
  - 2. execute policies determined by the Board of Directors and policies established by the Cabinet on Economic and General Welfare relating to collective bargaining,
  - 3. select, hire, promote, evaluate and terminate staff,
  - 4. represent the WSNA as a spokesperson on matters of established policy and positions,

5. serve as the official WSNA Chief Staff Officer representative to the ANA Membership Assembly or ANA House of Delegates as provided for in the ANA Bylaws, serve on other designated ANA committees and task forces and attend other ANA meetings as needed, and
  6. serve as the official WSNA Chief Staff Officer representative to any national or international organization with which WSNA is affiliated.
- B. The executive director shall fulfill other responsibilities delegated by the Board of Directors and defined in the job description adopted by the Board of Directors for the executive administrator.
- C. The executive director holds a courtesy seat without vote on the Board of Directors and the Executive Committee.

### **SECTION 13. EXECUTIVE COMMITTEE**

A. Composition

The president, vice president, and secretary/treasurer shall serve as the Executive Committee.

B. Authority and responsibilities

The Executive Committee shall have all powers of the Board of Directors to:

1. transact business which requires action between meetings of the Board of Directors,
2. take action on matters delegated by the Board of Directors and report such action to the Board of Directors at the next regular meeting of the Board of Directors,
3. submit to the Board of Directors rationale for action taken by the Executive Committee on matters which are not delegated by the Board of Directors, and
4. determine official action on behalf of the WSNA in legislative matters.

### **SECTION 14. MEETINGS**

A. Board of Directors

1. Regular meetings of the Board of Directors shall be held preceding each biennial meeting of the General Assembly, and at such other times as determined by the Board of Directors. The Board of Directors shall determine the time and place for regular meetings of the Board of Directors.
2. Special meetings of the Board of Directors may be called with two days' previous notice to each board member.
  - a. The president shall, upon written request of at least eight WSNA constituent associations or five directors, call a special meeting of the Board of Directors with two days' notice to all members of the Board of Directors.
  - b. Business of the Board of Directors which, in the opinion of the president, requires immediate action may be conducted by mail or other media. An affirmative vote of the majority of the members of the Board of Directors shall be required and shall control the action of the WSNA until the next meeting of the Board of Directors where such action shall be ratified.

B. Executive Committee

The president may call executive committee meetings. The president shall call an executive committee meeting upon the request of two elected officers. The president shall determine the time and place for a called executive committee meeting.

### **SECTION 15. QUORUM**

- A. A majority of the Board of Directors, including the president or a vice-president, shall constitute a quorum at any meeting of the Board of Directors.
- B. A majority of the Executive Committee shall constitute a quorum for meetings of the Executive Committee.

## **ARTICLE VII – STANDING COMMITTEES**

### **SECTION 1. DEFINITION**

- A. There shall be three standing committees: Bylaws Committee, Nominations/Search Committee and Finance Committee.

### **SECTION 2. BYLAWS COMMITTEE**

#### A. Composition

The Bylaws Committee shall consist of at least three and not more than seven members appointed by the Board of Directors. The chairholder shall be named by the Board of Directors.

#### B. Responsibilities

The Bylaws Committee shall:

1. interpret the bylaws;
2. review proposed amendments to the Articles of Incorporation and the bylaws and recommend proposed action to the Board of Directors;
3. review any bylaws changes of ANA and/or changes to the Constitution of any national or international labor organization with which WSNA is affiliated and recommend to the WSNA Board of Directors editorial or other non-substantive changes to bring the WSNA Bylaws into harmony. Any changes shall be in compliance with Article XVIII, Section 3 of these bylaws;
4. present to the General Assembly proposed amendments to the Articles of Incorporation and the bylaws upon recommendation of the Board of Directors;
5. review the bylaws of a WSNA constituent association at least every three (3) years and when there are proposed substantive changes to assure harmony with WSNA bylaws and forward recommendations to the WSNA Board of Directors;
6. in consultation with the parliamentarian, advise WSNA constituent associations concerning proposed amendments to their bylaws;
7. review the bylaws of other Washington State organizations seeking recognition on the part of WSNA to assure harmony with the WSNA purposes and functions and make recommendations to the Board of Directors, and
8. serve as the Resolutions Committee.

#### C. Term of office and vacancies

The Board of Directors shall determine the term of office for members of the Bylaws Committee and fill any vacancy which may occur.

### **SECTION 3. NOMINATIONS/SEARCH COMMITTEE**

#### A. Composition and election

There shall be six members of the Nominations/Search Committee. Four shall be elected following each biennial meeting of the General Assembly with appropriate provisions to allow all members to vote in accordance with procedures established by the Board of Directors including but not limited to a secret mail ballot. Two shall be appointed by the Board of Directors. The person receiving the highest number of votes shall serve as chairholder. Persons who are not elected to the committee shall serve as alternates in the order of votes received.

#### B. Responsibilities

The Nominations/Search Committee shall research and request names of candidates and propose a slate according to procedures adopted by the Board of Directors.

C. Obligation

A member of the Nominations/Search Committee shall resign from the committee if the member is to be a nominee on the slate proposed by the Nominations/Search Committee.

D. Term of office and vacancies

1. Members of the Nominations/Search Committee shall serve for a two-year term. A person is eligible to serve only two consecutive terms or four consecutive years. Terms of office shall begin upon the date established by the Board of Directors.
2. A vacancy occurring on the Nominations/Search Committee in an elected position shall be filled by the person who received the next highest vote in the election for office.
3. If a vacancy occurs in an appointed position, the Board of Directors shall fill the vacancy.

**SECTION 4. FINANCE COMMITTEE**

A. Composition

The Finance Committee shall consist of at least three WSNA members, and not more than seven members to include the WSNA secretary/treasurer who shall serve as chair, vice president, and a member of the Cabinet on Economic and General Welfare selected by the Cabinet on Economic and General Welfare. Other members of the committee shall be appointed by the Board of Directors.

B. Responsibilities

The Finance Committee shall:

1. prepare the annual budget for submission to the Board of Directors for final approval,
2. recommend fiscal policies to the Board of Directors,
3. advise the Board of Directors of income, expenditures, and investments and make recommendations,
4. monitor the budget and
5. serve as the WSNA audit committee to ensure compliance with governmental filings and audit requirements.

C. Term of office and vacancies

The Board of Directors shall determine the term of office for members of the Finance Committee and fill any vacancy which may occur.

**ARTICLE VIII – CABINET AND COUNCILS**

**SECTION 1. DEFINITION**

The Cabinet and Councils are organized deliberative bodies which fulfill their stated responsibilities and make recommendations to the Board of Directors and the General Assembly relative to the goals and priorities of the WSNA.

**SECTION 2. AUTHORITY**

The Cabinet and Councils shall be established by the General Assembly and shall be accountable to the Board of Directors, except for the Cabinet on Economic and General Welfare whose members shall be accountable to their electorate and report to the Board of Directors. The Cabinet and Councils shall report to the General Assembly.

**SECTION 3. MEETINGS**

- A. Regular meetings of the Councils will be scheduled on a routine basis and special meetings may be called upon approval of the WSNA President.
- B. Regular meetings of the Cabinet on Economic and General Welfare will be scheduled on a routine basis and special meetings may be called upon approval of the Cabinet Chair.

## SECTION 4. CABINET ON ECONOMIC AND GENERAL WELFARE

### A. Composition

1. There shall be ten members on the Cabinet on Economic and General Welfare, including the chairholder, vice-chairholder and secretary/treasurer, all of whom shall be elected by secret ballot. The chairholder shall also serve on the WSNA Board of Directors.
2. Executive Committee - The officers shall serve as the Executive Committee of the Cabinet. The Executive Committee shall have the powers of the Cabinet on Economic and General Welfare to
  - a. transact business which requires action, between meetings of the Cabinet and
  - b. take action on matters delegated by the Cabinet on Economic and General Welfare and report such action to the Cabinet on Economic and General Welfare at the next regular meeting.

### B. Qualifications

To be eligible for election or appointment to the Cabinet on Economic and General Welfare or the Economic and General Welfare Nominating/Search Committee, a person shall hold current membership in the WSNA, be represented for collective bargaining by WSNA, and meet the definition of staff nurse.

### C. Election, term of office and vacancies

1. All cabinet members shall be elected by secret ballot following each biennial meeting of the General Assembly with appropriate provisions to allow all eligible members to vote, in accordance with procedures established by the Board of Directors, including but not limited to a secret mail ballot.
2. The slate presented by the Economic and General Welfare Nominating/Search Committee, self-declared candidates, and a place for write-in candidates who meet the qualifications, will appear on the ballot.
3. A term of office shall be for two years. A person may serve a maximum of four consecutive terms or eight consecutive years on the Cabinet, except for the Chairholder who may serve up to an additional two years. After a two-year term out of office, they are eligible to serve again.
4. The chairholder, vice-chairholder and secretary/treasurer terms shall be two years. The chairholder, vice-chairholder and secretary/treasurer shall have served one term or partial term on the Cabinet on Economic and General Welfare within the last three years prior to election as chair, vice-chair or secretary/treasurer.
5. In the event that a person holding a position on the Cabinet no longer meets the qualifications for membership on the Cabinet, a vacancy shall be declared, and the vacancy shall be filled by Cabinet appointment for the remainder of the term. If a vacancy occurs in the office of the Cabinet Chairholder, the Cabinet shall appoint a Chair from among its members for the remainder of the term.
6. The chairholder shall serve as a representative of WSNA and as an official spokesperson on matters of policy related to collective bargaining.

### D. Responsibilities

The Cabinet on Economic and General Welfare shall:

1. develop and review policies and procedures for the conduct of the WSNA economic and general welfare program in keeping with the principles and policies of any national or international labor organization with which WSNA is affiliated,
2. develop and review policies and procedures relating to the conduct of collective bargaining contract administration, contract enforcement, organizing and other labor relations activities,
3. set priorities for functions and activities of WSNA labor relations,
4. formulate program objectives and periodically evaluate the state economic and general welfare program,



5. establish standards for local units and approve local unit rules,
  6. promote the organization of local units for the purpose of participating with WSNA in its collective bargaining and related labor relations activities on behalf of local units,
  7. assure that each local unit accomplishes its collective bargaining aims within the policies, procedures and objectives established by the Cabinet on Economic and General Welfare,
  8. protect the rights and obligations of a local unit member in the conduct of the collective bargaining process subject to the principle of fair and equal representation within a democratic organization,
  9. invoke, by an affirmative vote of two-thirds of the cabinet members present and voting, trusteeship of a local unit when it is not complying with its rules or with the standards established by the cabinet (under trusteeship, transact all business for the local unit until appropriate elections may be held),
  10. promote economic and general welfare educational programs,
  11. recommend fiscal policies and budget expenses on matters of joint concern to the Board of Directors for the economic and general welfare program,
  12. establish fiscal policies for managing and governing economic and general welfare designated funds, and
  13. recommend to the Board of Directors statements of position related to labor relations.
- E. Economic and General Welfare Nominating/Search Committee
1. Composition
 

The Economic and General Welfare Nominating/Search Committee shall consist of three members currently represented for collective bargaining by WSNA and elected by secret ballot following the biennial meeting of the General Assembly with appropriate provisions to allow for all eligible members to vote in accordance with procedures established by the Board of Directors including but not limited to a secret mail ballot. The person receiving the highest number of votes shall serve as chairholder. Persons who are not elected to the committee shall serve as alternates according to the order of votes received.
  2. Term of office and vacancies
    - a. Members of the Economic and General Welfare Nominating/Search Committee may serve a maximum of four consecutive terms or eight consecutive years. After a two-year term out of office, they are eligible to serve again.
    - b. If a vacancy occurs on the Economic and General Welfare Nominating/Search Committee, such vacancy shall be filled by an alternate.
  3. Responsibilities
 

The responsibilities of the Economic and General Welfare Nominating/Search Committee shall be to research and request names of candidates and prepare a slate for election to the Cabinet on Economic and General Welfare, Economic and General Welfare Nominating/Search Committee, and delegates and alternates to the governing body of any national or international labor organization with which WSNA is affiliated, according to procedures adopted by the Cabinet on Economic and General Welfare.
- F. Local units
1. Definition
 

A WSNA local unit is an organized body of registered nurses and local unit program members who elect to have the WSNA serve as their collective bargaining agent.
  2. Composition
 

The voting members of a local unit are dues-paying members of WSNA and local unit program members.

### 3. Functions

The local unit's objectives are to

- a. participate with the WSNA in its dealings with the employer concerning collective bargaining, contract administration, and other labor relations matters and
- b. serve as an advocate for local unit members in relation to the issues affecting members of the local unit in a manner consistent with these bylaws and the policies and positions of the WSNA.

### G. Local Unit Leadership Council

#### 1. Composition

The WSNA Local Unit Leadership Council is composed of local unit chairs or designees.

#### 2. Meetings

The Local Unit Leadership Council shall meet at least annually and reports to the Cabinet on Economic and General Welfare.

## **SECTION 5. PROFESSIONAL NURSING AND HEALTH CARE COUNCIL**

### A. Composition

There shall be at least eleven members on the Council. Seven are elected and four appointed. Five of the seven elected positions are designated research, education, practice, administration, and ethics and human rights, one at-large and one as chairholder. The chairholder also serves on the WSNA Board of Directors.

Additional seats on the Council may be appointed by the WSNA Board of Directors from the membership of the organizational affiliates.

### B. Election and term of office

1. Seven members shall be elected by secret ballot following each biennial meeting of the General Assembly with appropriate provisions to allow for all eligible members to vote in accordance with procedures established by the Board of Directors, including but not limited to a secret mail ballot. The Board of Directors shall determine the date a term shall begin for council members.
2. A term shall be for two years. A member is eligible to serve a maximum of four consecutive terms or eight consecutive years on the council. After a two-year term out of office, they are eligible to serve again.

### C. Responsibilities

The council shall fulfill the responsibilities as defined by the Board of Directors which are reviewed biennially and approved by the Board of Directors.

### D. Meetings

The council shall meet three times a year and shall report to the Board of Directors. Committees and task forces are appointed by the council subject to approval and funding by the Board of Directors and would meet to accomplish projects and then be disbanded.

## **SECTION 6. LEGISLATIVE AND HEALTH POLICY COUNCIL**

### A. Composition

There shall be seven members on the council, four elected and three appointed. The four elected positions include three at-large and one chairholder. The chairholder also serves on the WSNA Board of Directors.

- B. Election and term of office
  - 1. Four members shall be elected by secret ballot following each biennial meeting of the General Assembly with appropriate provisions to allow for all eligible members to vote in accordance with procedures established by the Board of Directors, including but not limited to a secret mail ballot. The Board of Directors shall determine the date a term shall begin for council members.
  - 2. A term shall be for two years. A member is eligible to serve a maximum of four consecutive terms or eight consecutive years on the council. After a two-year term out of office, they are eligible to serve again.
- C. Responsibilities
  - The council shall fulfill the responsibilities as defined by the Board of Directors and reviewed biennially.
- D. Meetings
  - The council shall meet three times a year and shall report to the Board of Directors.

## **ARTICLE IX – WSNA CONSTITUENT ASSOCIATIONS**

### **SECTION 1. DEFINITION AND COMPOSITION**

A district nurses association or region is an officially recognized body of the WSNA whose members reside or are employed within the jurisdictional boundaries defined by the Board of Directors, hereinafter referred to as WSNA constituent association.

### **SECTION 2. JURISDICTIONAL BOUNDARIES**

- A. The Board of Directors shall establish the jurisdictional boundaries for a WSNA constituent association in consultation with the Constituent Representative Council.
- B. The need for change in jurisdictional boundaries may be identified by members of the WSNA constituent association(s) or the WSNA Board of Directors. Notification to the members of the WSNA constituent associations(s) shall be given ninety (90) days prior to the date when the Board of Directors shall consider the question. Changes may be made by mutual consent of the WSNA constituent association(s) involved and the Board of Directors; absent mutual consent, the Board of Directors shall have the final authority. An affirmative vote of two-thirds of the members of the Board of Directors present and voting is required to change jurisdictional boundaries.

### **SECTION 3. QUALIFICATIONS**

The bylaws of a recognized WSNA constituent association shall

- A. require members of the WSNA constituent association to hold membership in the WSNA,
- B. include a statement of purpose that is supportive of the purposes and functions of the WSNA and includes:
  - 1. working for the improvement of health standards and the availability of health care services for all people,
  - 2. fostering high standards of nursing, and
  - 3. promoting the professional development of nurses, but shall not include:
    - a. collective bargaining, or
    - b. engagement in electoral political activity.
- C. provide that the WSNA constituent association will not make endorsements of or formally support any candidate, initiative, or referendum, unless WSNA has expressly authorized it to do so, and

- D. provide for membership rights and obligations
  - 1. Members shall have the right to
    - a. seek an elective or appointive office in the WSNA constituent association unless employed by WSNA.
    - b. vote for the elected officials, bylaws and dues rate of the WSNA constituent association via secret ballot, and
    - c. attend unrestricted activities of the WSNA.
  - 2. A member has the obligation to
    - a. uphold the bylaws of ANA, WSNA and the WSNA constituent association, and
    - b. abide by the *ANA Code of Ethics for Nurses*.

#### **SECTION 4. SERVICES**

WSNA constituent associations shall be offered services by the WSNA as defined by the Board of Directors

#### **SECTION 5. WITHDRAWAL OF DESIGNATION**

By an affirmative vote of two-thirds of the present and voting members of the Board of Directors of the WSNA, a WSNA constituent association designation may be withdrawn when such a WSNA constituent association fails to meet the qualification requirements or jurisdictional definition.

#### **SECTION 6. REINSTATEMENT OF A WSNA CONSTITUENT ASSOCIATION**

An organization whose designation as a WSNA constituent association has been withdrawn may reapply for designation when members of the organization believe the qualifications for designation are being met. Reinstatement shall be by an affirmative vote of the majority of the members of the Board of Directors present and voting.

### **ARTICLE X – WSNA CONSTITUENT REPRESENTATIVE COUNCIL**

#### **SECTION 1. DEFINITION**

The Constituent Representative Council is a representative assembly which discusses constituent nursing affairs of mutual concern and promotes the interest of the profession, WSNA and its membership.

#### **SECTION 2. COMPOSITION**

The Executive Director and Executive Committee of WSNA, and the president or a designated WSNA constituent association member, shall constitute the Constituent Representative Council.

The chief staff officer of a WSNA constituent association may attend meetings of the Constituent Representative Council.

#### **SECTION 3. MEETINGS**

A meeting of the Constituent Representative Council shall be held at least annually. Additional meetings shall be called upon the request of half of the WSNA constituent associations.

#### **SECTION 4. AUTHORITY**

The Constituent Representative Council shall report and may make recommendations to the Board of Directors of WSNA relative to WSNA constituent association nursing issues and the profession.

#### **SECTION 5. AFFILIATES**

Two officers of NSWNS shall be eligible to attend meetings of the Constituent Representative Council.

## **SECTION 6. VOTING**

Each WSNA constituent association shall have one vote which must be cast by the president or his/her designee.

### **ARTICLE XI – WSNA POLITICAL ACTION COMMITTEE**

WSNA PAC is the nonpartisan political action committee of the WSNA. It operates in conformity with Washington state law, the policies and platforms of the WSNA and in accordance with the WSNA-PAC bylaws approved by the WSNA Board of Directors.

### **ARTICLE XII – WASHINGTON STATE NURSES FOUNDATION**

The WSNF is a 501(c)(3) non-profit organization. The purposes are to advance the nursing profession and facilitate nursing's contribution to the health of the community. It operates in conformity with the policies of the WSNA and in accordance with the WSNF bylaws approved by the WSNA Board of Directors.

### **ARTICLE XIII – AMERICAN NURSES ASSOCIATION**

#### **SECTION 1. DEFINITION**

The American Nurses Association is the national nursing organization whose membership is comprised of C/SNAs and individuals who have member or affiliate status.

#### **SECTION 2. RELATIONSHIP**

The WSNA relationship to the ANA shall be to

- A. maintain membership in the ANA by meeting the qualifications for C/SNA membership;
- B. insure that the members of the WSNA continue to have all rights of membership in the ANA as provided in the ANA bylaws until such time as the WSNA membership votes to disaffiliate from the ANA. "Washington State Nurses Association membership" for these purposes, is defined as individual members of the WSNA in good standing who have ANA rights and privileges of membership as a result of their WSNA membership. A vote to disaffiliate shall occur by mail or electronic secret ballot, with appropriate notice and procedures to protect the integrity and validity of the vote. The vote to disaffiliate must be approved by an affirmative vote of two-thirds of the accredited WSNA members voting;  
The WSNA shall continue to pay dues to the ANA pursuant to the ANA bylaws and the Membership Assembly or House of Delegates policy until such time as the WSNA membership votes to disaffiliate from the ANA;
- C. pay dues to the ANA in accordance with policies adopted by the ANA Membership Assembly or ANA House of Delegates as provided by the ANA Bylaws;
- D. honor the WSNA's contractual agreements with the ANA;
- E. maintain staff liaison relationships with ANA staff. The parameters of the relationship will be defined by the executive director of the WSNA;
- F. hold voting seats in the ANA Membership Assembly or ANA House of Delegates in accordance with ANA Bylaws and policies;
- G. submit proposals for consideration by the ANA;
- H. submit nominees for ANA elective and appointive positions;
- I. submit the WSNA bylaws to the ANA upon their request to ensure that they are in harmony with ANA bylaws;
- J. uphold the purposes, functions and bylaws of the ANA, and
- K. speak for nurses holding membership in the WSNA as a member of the ANA.

### **SECTION 3. DELEGATES**

- A. The number of delegates to represent the WSNA at the ANA Membership Assembly or ANA House of Delegates is provided by the ANA Bylaws.
- B. Delegates/alternates to the ANA Membership Assembly or ANA House of Delegates as provided in the ANA Bylaws, shall be WSNA and ANA members elected by the members of WSNA by secret ballot following each biennial meeting of the WSNA General Assembly with appropriate provisions to allow for all members to vote in accordance with procedures established by the WSNA Board of Directors<sup>5</sup>. The WSNA ballot will provide that, when elected, the WSNA President will also serve as one of WSNA's official voting representatives to the ANA Membership Assembly.  
If a vacancy occurs in the office of delegate, the position shall be filled by the elected alternates in the order of votes received in the election.
- C. Delegates representing the WSNA in the ANA Membership Assembly or ANA House of Delegates as provided for in the ANA Bylaws shall uphold the purposes and functions of the WSNA and be accountable to the members of the WSNA in discharging their duties as authorized delegates of the WSNA.

## **ARTICLE XIV – NATIONAL – INTERNATIONAL LABOR ORGANIZATIONS**

### **SECTION 1. DELEGATES**

- A. The number of delegates to represent the WSNA at the governing body of any national or international labor organization with which WSNA is affiliated shall be in accordance with the constitution and bylaws of that labor organization.
- B. WSNA Delegates and Alternates to the governing body of any national or international labor organization shall
  - 1. be WSNA members;
  - 2. be elected by members of bargaining units represented by WSNA, and the WSNA ballot will provide that, when elected, the WSNA E&GW Cabinet Chair will also serve as WSNA's Ranking Delegate;
  - 3. be elected by secret ballot for two-year terms; and
  - 4. be members of a bargaining unit represented by WSNA throughout the term of office as delegate.

## **ARTICLE XV – FISCAL YEAR**

The fiscal year of the WSNA shall be October 1 to September 30.

## **ARTICLE XVI – OFFICIAL PUBLICATIONS**

*The Washington Nurse* and the WSNA website shall be the official publications of the WSNA. The Board of Directors shall determine what other publications shall be official publications of the WSNA.

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<sup>5</sup> PROVISIO: Should ANA revert to a House of Delegates, categories of delegates/alternates to the ANA House of Delegates shall be at-large and staff nurse. Delegates/alternates shall be apportioned by these two categories based on the number of members in each category. A member may not only seek election in one category for which they are qualified. All shall serve for a two-year term or until successors are elected. (Approved by the WSNA Board of Directors, November 30, 2012)

## **ARTICLE XVII – PARLIAMENTARY AUTHORITY**

The latest edition of *Robert's Rules of Order Newly Revised* shall govern meetings of the WSNA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and special rules adopted by the WSNA.

## **ARTICLE XVIII – AMENDMENTS**

### **SECTION 1. AMENDMENTS WITH NOTICE**

- A. These bylaws may be amended at any odd-year meeting of the General Assembly, or by mail or electronic ballot, by an affirmative vote of two-thirds of the accredited WSNA members voting, providing previous notice has been given.
- B. Proposed amendments shall be in the possession of the secretary of the WSNA at least ninety (90) days prior to the date for voting.
  - 1. Notice of proposed amendments to be voted upon at the General Assembly shall be submitted to the members at least thirty (30) days prior to the date scheduled for the vote.
  - 2. For a mail vote, proposed amendments and the ballot will be mailed out at least thirty (30) days prior to the designated postmark due date for vote.
  - 3. For an electronic vote, proposed amendments and the ballot will be sent at least thirty (30) days prior to the designated due date for vote.

### **SECTION 2. AMENDMENTS WITHOUT NOTICE**

These bylaws may be amended at any meeting of the General Assembly without previous notice by an affirmative vote of ninety-nine percent (99%) of the accredited WSNA members present and voting.

### **SECTION 3. CONFORMITY**

If at any time an amendment to these bylaws is required for conformity by Law, or as a constituent member of the ANA or a national or international labor organization with which WSNA is affiliated, the Board of Directors shall, and is hereby authorized to amend these articles to conform and/or bring into harmony with these requirements.

## **ARTICLE XIX – SEPARABILITY**

Should any part of these Bylaws or any provision herein contained be rendered or declared invalid by reason of any existing or subsequently enacted legislation or by any decree of a court of competent jurisdiction, such invalidation of any such part or portion of these Bylaws shall not invalidate the remaining portions hereof and they shall remain in full force and effect.

**Bylaws Amended by the WSNA Membership, June 2003**

**Bylaws Amended by the WSNA Membership, June 2005**

**Bylaws Amended by the WSNA Membership, June 2009**

**Bylaws Amended per Article XVIII, Section 3 by the WSNA Board of Directors November 30, 2012**

**Bylaws Amended by the WSNA Membership, June 2013**

**Bylaws Amended per Article XVIII, Section 3 by the WSNA Board of Directors October 24, 2017**

**Bylaws Amended by the WSNA Membership, June 2019**

# WASHINGTON STATE NURSES ASSOCIATION

## POLICY STATEMENT ON DUAL UNIONISM

WSNA recognizes and accepts the legal rights of members as protected by the Constitution and federal and state statutes, to exercise their freedom of speech and assembly; and to form, join and assist a labor organization. The exercise of these rights, in and of themselves, does not constitute grounds for disciplinary action taken by WSNA.

Dual unionism, which is prohibited by this policy, is defined as participation in and assistance to one or more labor organizations which are in direct competition with WSNA or ANA constituents such as WSNA or ANA constituents acting for and representing the collective bargaining interests of the profession and members.

Any WSNA member who participates in and gives assistance to one or more directly competing labor organizations is subject to discipline for advocating or engaging in any activities which would eliminate or interfere with the WSNA or an ANA constituent association which is the collective bargaining representative or is attempting to become the collective bargaining representative of employees.

Members of WSNA who are in violation of this policy are subject to discipline by WSNA under its bylaws.

**Amended by the WSNA General Assembly, June 1993**

### **PROVISO FOR DEFINITION OF DELEGATES REPRESENTING STAFF NURSE AND AT-LARGE**

There shall be two categories of ANA Delegates, Staff Nurse and At-Large.

#### **Staff Nurse**

To be eligible to serve as a staff Nurse, a WSNA member must be one who is non-supervisory, non-managerial, and includes one or more of the following: (a) is employed by a health care institution or agency; (b) whose primary role is as a provider of direct patient care; (c) who is collective bargaining eligible under applicable labor law.

#### **At-Large**

To be eligible to serve as an at-large delegate, a WSNA member must be one who does not meet the qualifications of the staff nurse category.



**ARTICLES OF INCORPORATION**

**THIS AGREEMENT, MADE THIS 10TH DAY OF JULY, A.D. 1908,**

**WITNESSETH:**

First: That we, May Loomis, M.C. Burnett, L. L. Goold, L. MacMillan, Laura Wiseman, Etta B. Cummings, Mary C. Hawley, A.G. Green, Cora E. Gillespie, G. V. Carlisle, C. C. Reeher, M. F. Heustis, Marion M. Minion and Julia C. Smith, subscribers hereto, have associated and do hereby associate ourselves for the purpose and with the intention of forming a corporation under the provisions of an act of the Legislature of the State of Washington, entitled "An Act to provide for the Incorporation of an Association for social, charitable, and educational purposes, approved by the Governor of Washington on the 21st day of March, 1895."

Second: That the name of this corporation shall be "Washington State Graduate Nurses' Association."

Third: That the objects for which said corporation is formed are, and shall be: to federate and bring into one compact organization the nursing profession of the State of Washington, and to unite with California and Oregon Associations, to form a Tri-State Association with a view to the extension, advancement and elevation of the standard of the nursing profession, and to secure the enactment and enforcement of just nursing laws; to promote friendly intercourse among nurses, and to guard and foster their material interests; to enlighten and direct public opinion in regard to the standard of nurses so that the profession shall become more capable and honorable within itself, and more useful to the public in the prevention and cure of disease, and in prolonging and adding comfort to life; to acquire, furnish and maintain a place or places for reading rooms, libraries and social meetings for the members of this Association, and in all lawful ways to acquire, hold or dispose of any and all real and personal property necessary or convenient to carry on the uses and purposes now or hereafter made the objects of this corporation.

Fourth: The said corporation shall be located in the City of Seattle, in King County, State of Washington.

WITNESS our hands the day herein first above written.

(Signed) MAY S. LOOMIS	(Signed) MARION M. MINION	(Signed) CLARICE C. REEHER
M. C. BURNETT	ETTA B. CUMMINGS	MARIE F. HEUSTIS
LUELLA L. GOOLD	MARY C. HAWLEY	JULIA C. SMITH
LAURA MacMILLAN	ANNIE G. GREEN	GLADYS V. CARLISLE
LAURA M. WISEMAN	CORA E. GILLESPIE	

STATE OF WASHINGTON,)
)ss
COUNTY OF KING, )

We, the undersigned, being first duly sworn, each for himself and not one for the other, deposes and says as follows: That the attached and foregoing agreement is a true copy of the agreement entered into by the subscribers, whose names are hereto attached for the purpose of forming a corporation, that the date of the meeting of said subscribers to said agreement was on the 25<sup>th</sup> day of June, 1908, at Tacoma, Pierce County, State of Washington.

(signed)  
MAY S. LOOMIS, President  
LAURA MacMILLAN, Secretary  
ETTA B. CUMMINGS, Trustee or Councillor  
ANNIE G. GREEN, Trustee or Councillor.

(signed)  
GLADYS V. CARLISLE, Trustee or Councillor  
MARY C. HAWLEY, Trustee or Councillor  
CORA E. GILLESPIE, Trustee or Councillor

Subscribed and sworn to before me this 10<sup>th</sup> day of July 1908.

W. ROGER REVELLE,  
Notary Public in and for the State of  
Washington, residing at Seattle

(Notarial Seal)

The Articles of Incorporation of the Washington State Graduate Nurses' Association were amended on November 12<sup>th</sup>, 1940, changing the name to read:

WASHINGTON STATE NURSES ASSOCIATION

This amendment was filed with the office of the Secretary of State and the King County Auditor.

## **ARTICLE OF INCORPORATION**

### **ARTICLE I – CORPORATE NAME**

The name of the corporation shall be WASHINGTON STATE NURSES ASSOCIATION.

### **ARTICLE II – DURATION**

The duration of this corporation shall be perpetual.

### **ARTICLE III – PURPOSES, OBJECTS AND POWER**

The purposes and objects of this corporation shall be

- A. to work for the improvement of health standards and the availability of health care service for all people and
- B. to foster high standards of nursing and
- C. to stimulate and promote the professional development of nurses and advance their economic and general welfare

These purposes shall be unrestricted by considerations of age, color, creed, disability, gender, health status, life style, nationality, race, religion or sexual orientation.

The corporation shall have the following powers:

- A. to make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of any of its property, franchises and income.
- B. to purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- C. to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- D. to elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- E. to make and alter bylaws, not inconsistent with the Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- F. to make donations for the public welfare or for charitable, scientific or educational purposes.
- G. to indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of board of directors or members, or otherwise.
- H. to cease its corporation activities and surrender its corporate franchise.
- I. to have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.
- J. to have all of the general powers conferred upon a Washington non-profit corporation by RCW 24.03.035.

The corporation is exclusively organized and operated for the purposes enumerated in Section 501(c)(5) of the Internal Revenue Code and its powers do not exceed those permitted under that section of the Code.

#### **ARTICLE IV – MEMBERSHIP**

Membership shall be open to registered nurses or such others as designated in the bylaws. The bylaws may establish classes of membership or associate membership.

#### **ARTICLE V – DISTRIBUTION OF ASSETS IN CASE OF DISSOLUTION**

In case of the dissolution of the corporation all assets shall be turned over to the American Nurses Association if the American Nurses Association shall be entitled to exempt status under the Internal Revenue Code; but if the American Nurses Association shall not then be an exempt non-profit corporation, such assets shall go to the American Nurses Foundation (ANF).

#### **ARTICLE VI – REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be

575 Andover Park West, Suite 101  
Seattle, Washington 98188

The name and address of the registered agent of the corporation in this state shall be

DAVID M. KEEPNEWS  
575 Andover Park West, Suite 101  
Seattle, Washington 98188

#### **ARTICLE VII – DIRECTORS**

The Board of Directors shall consist of such number of directors, not less than three, as shall be fixed by the bylaws, and shall include as members of the board the officers of the corporation.

Qualifications for directors and the manner and time of their election and their terms of office shall be fixed by the bylaws.

The bylaws shall prescribe the manner of filling vacancies in the Board of Directors.

#### **ARTICLE VIII – BYLAWS**

Bylaws may be amended when recommended by the Board of Directors and approved by a two-thirds vote of the members at a general meeting at which a quorum shall be present, or by mail or electronic ballot.