

WASHINGTON STATE **NURSES** ASSOCIATION

BYLAWS

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BYLAWS OF THE WASHINGTON STATE NURSES ASSOCIATION

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
- D. advancing nurses' economic and general welfare and rights through collective bargaining and collective action.

These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, sexual orientation, gender identity or expression, social, political, or economic status, or any other bases protected under Washington state law.

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 and local unit program members,
- 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. meet the requirements for a local of AFT¹,

¹ AFT is also known as the American Federation of Teachers.

- M. promote relationships with the Nursing Students of Washington State, hereafter referred to as NSWS,
- N. promote racial and gender equity,
- O. provide for representation in the ANA Membership Assembly as provided for in the ANA Bylaws, and
- P. Provide for representation at the AFT Convention as provided for in the AFT Constitution and Bylaws.

SECTION 4. AFFILIATIONS

WSNA is an affiliate of ANA and AFT.

ARTICLE II – MEMBERSHIP

SECTION 1. COMPOSITION

The Washington State Nurses Association shall be composed in its majority of registered nurses and may also include Local Unit Program Members as defined in Article II, Section 7. Members shall meet the qualifications stated in these bylaws and shall be unrestricted by any of the considerations identified in Article I, Section 2.

SECTION 2. QUALIFICATIONS

- A. A regular member is an individual
 - 1. who has been granted a license to practice as a registered nurse in the State of Washington or is licensed in another state, the District of Columbia, or a territory or possession of the United States,
 - 2. who either (a) does not have a license under suspension or revocation in any jurisdiction in the United States (b) is otherwise entitled by law to practice, including an impaired nurse, in recovery, who has surrendered a license to practice, or (c) is a nurse who has retired or no longer chooses to practice, but whose license was in good standing with their licensing board at the time the nurse retired or chose not to maintain an active license,
 - 3. whose application for membership in the WSNA has been accepted,
 - 4. whose dues are not delinquent, and
 - 5. whose membership is not under revocation.
- B. An individual may also be a regular member if (a) they meet the qualifications for regular membership stated in subsection A of this section; (b) they have paid full dues to a transferring ANA C/SNA², (c) they meet the WSNA membership qualifications and (d) the 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.

² 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/SNA.

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 as provided for in the ANA Bylaws and participation in the election of WSNA Representatives/alternates to the ANA Membership Assembly 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 or have retired and/or no longer practice, but whose license was in good standing with their licensing board at the time the nurse made the decision not to maintain an active license, recognizing this type of membership has all the rights and privileges of full WSNA membership.

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.

- F. The Board of Directors is authorized to establish pilot membership categories for the purpose of evaluating their potential for membership expansion.

SECTION 3. GOOD STANDING

A member in good standing is defined as a member who is current in the payment of dues to WSNA. A member who is more than thirty (30) days delinquent in dues payment shall be considered to be not in good standing. Members who are not in good standing are ineligible for all rights, privileges, and benefits of membership in WSNA. Good standing will be restored upon the resumption of timely payment of dues and the payment of back dues owed, not to exceed three months' back dues.

Members who are on an unpaid leave of absence, layoff, or who are unemployed, may maintain membership in good standing through the timely payment of dues according to the category and schedule of dues established by the Board of Directors.

SECTION 4. MEMBERSHIP RIGHTS AND OBLIGATIONS

WSNA members as defined by and referenced in these bylaws are members in good standing and shall have membership rights and obligations.

A. A member in good standing 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. access *The Washington Nurse* and other official publications of WSNA,
3. seek election or appointment to positions within WSNA unless employed by WSNA; however, a member may not concurrently hold more than one Board, 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 structure of the WSNA, and representatives/alternates to the ANA Membership Assembly 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 representative/alternate to the ANA Membership Assembly 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 as provided for in the ANA Bylaws,
 11. attend the Quadrennial 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 to which they have been 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 or serving in WSNA office, advocate the nonpayment of dues or non-membership.

SECTION 5. 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 or ANA Bylaws or, for members represented by WSNA for collective bargaining, the AFT Constitution and Bylaws,
 3. WSNA constituent association bylaws,
 4. local unit rules, or
 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. If the basis of the charge centers on alleged improprieties as a WSNA union member, a hearing panel shall instead be appointed by the WSNA Labor Executive Council.
3. The hearing panel shall meet and review the charges within sixty (60) days after appointment of the panel.
4. During the sixty (60) day period following the appointment of the panel, the member against whom the charge was filed will be served with written specific charges, given time to prepare a defense, and offered the opportunity for a full and fair hearing. No disciplinary action will be taken against the member unless they have been afforded this due process.
5. The hearing panel may dismiss the charges, fine, censure, or expel from membership the member against whom the charges have been filed. The member against whom the charge was filed will be promptly notified in writing of the hearing panel's decision.

C. Appeal

1. The decision of the hearing panel may be appealed to the full WSNA Board of Directors or the WSNA Labor Executive Council, as applicable. The member must appeal within ninety (90) days of notification of disciplinary action.
2. The WSNA Board of Directors or the WSNA Labor Executive Council, as applicable, shall issue a decision within ninety (90) days of the appeal. The member who requested the appeal will be promptly notified in writing of the appellate body's decision. The decision will be final and binding.

D. Reinstatement

A member expelled from the WSNA may be reinstated by the Board of Directors or the WSNA Labor Executive Council, as applicable, by a vote of two-thirds of the votes cast.

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 6. 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 publications,
 - b. access to the WSNA Legislative Action Alert,
 - c. non-voting representation on the WSNA 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 7. 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 AFT.

B. Rights and obligations

1. Local Unit Program Members shall be entitled to all WSNA membership rights and obligations except membership in ANA and WSNA constituent associations.
2. Local Unit Program Members are eligible to vote for, be elected to, and attend the AFT Convention in accordance with the AFT Constitution and Bylaws.

ARTICLE III – DUES

SECTION 1. AUTHORITY

- A. The structure of dues for members of the WSNA shall be approved by a majority vote of the members voting through secret mail or electronic ballot.
- B. Only collective bargaining members in good standing may vote on dues for collective bargaining members. Only non-collective bargaining members in good standing may vote on dues for non-collective bargaining members.

SECTION 2. DUES

- A. The dues structure 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 dues paid by WSNA to AFT 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 category³.

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. 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.

³ For members represented by WSNA for collective bargaining, this schedule is based on the dues structure established by the collective bargaining membership.

ARTICLE IV – ORGANIZATIONAL AFFILIATES

SECTION 1. PURPOSE

In order to promote greater collaboration in advancing the profession, WSNA may grant affiliate status to organizations that meet the criteria below.

SECTION 2. QUALIFICATIONS/CRITERIA

An organizational affiliate

- A. is an organization that meets the criteria established by the WSNA Board of Directors and whose governing body is composed of a majority of registered nurses;
- 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. Any organizational affiliate shall be entitled to a voting seat on the Professional Nursing and Health Care Council, a committee thereof, or the Legislative and Health Policy 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. RIGHTS OF INDIVIDUAL MEMBERS OF ORGANIZATIONAL AFFILIATES

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 Labor Executive Council,
- 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 accredited⁴.

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 or electronic request of a majority of the WSNA constituent associations or a majority of the 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.
- C. There shall be a membership meeting held biennially in even-numbered years which, unless called as a special meeting of the General Assembly, shall have no authority to decide policy for WSNA, to vote on bylaws or resolutions, or to elect officers.

SECTION 5. QUORUM

Seventy-five (75) members including five (5) members of the board of directors, one of whom shall be president or vice-president, 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 NSW Chapters, shall have the right to vote on matters of business in the General Assembly.
- B. Voting for elected officials of WSNA, and dues structure of WSNA shall be the right of every member.
- C. Only WSNA/ANA members may vote for representatives and alternates to the ANA Membership Assembly.
- D. Only bargaining unit WSNA members shall vote for the Labor Executive Council and the Labor Nominations/Search Committee.
- E. Only WSNA members who are members of a WSNA bargaining unit shall vote for delegates and alternates to the AFT Convention.

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 sent 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

⁴ 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.

published in an official WSNA publication and appear on the election ballot. Write-in candidates on the ballot shall be allowed.

- a. No member may run concurrently as a candidate for more than one board, council, or committee position. However, this does not prevent a candidate from running for Representative to the ANA Membership Assembly and/or Delegate to the AFT National Convention while running for a board, council or committee position.
4. Elections shall be held by secret ballot following each odd-year 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 or electronic 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 Representatives/Alternates to the ANA Membership Assembly shall begin according to ANA Bylaws, and the terms of office for Delegates and Alternates to the AFT Convention shall be in accordance with the AFT Constitution and Bylaws.
- 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 Labor Executive Council, 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 Labor Executive Council;
- 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 structure and 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 these Bylaws, and 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 as described in these Bylaws;
- 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 nurses⁵.
- 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 Labor Executive Council, 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 odd-year meeting of the General Assembly with appropriate provisions to allow for all eligible members to vote in accordance with

⁵ 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

procedures established by the Board of Directors, including but not limited to a secret mail or electronic ballot.

SECTION 8. TERMS OF OFFICE

- A. Each officer is elected for a term of two years. An individual is ineligible to serve a third consecutive term in the same office.
- B. Each director at-large is elected for a term of two years. An individual is ineligible to serve a third consecutive term as director at-large.
- C. An individual is ineligible to serve a fifth consecutive term on the Board of Directors in any combination of officer, director at-large, or chair of any council, except that an individual may serve a fifth consecutive term on the Board of Directors if that fifth consecutive term is served ex officio as the chair of the Labor Executive Council, the chair of the Professional Nursing and Health Care Council, or the chair of the Legislative and Health Policy Council. An individual is ineligible to serve a sixth consecutive term on the Board of Directors in any capacity.
- D. An individual who has served more than half of a term is considered to have served the full term.

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 Labor Executive Council, a vacancy in a position on the Board of Directors shall be filled by board appointment for the unexpired term.
- 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 their 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 chair 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, Labor Executive Council, and the Labor Nominations/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 and ANA Leadership Council,
 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 chair 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 to the Board of Directors at least annually,
 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,
 3. execute policies established by the Labor Executive Council relating to collective bargaining,
 4. select, hire, promote, evaluate and terminate staff,
 5. represent the WSNA as a spokesperson on matters of established policy and positions,
 6. serve as the official WSNA Chief Staff Officer representative to the ANA Membership Assembly as provided for in the ANA Bylaws, and ANA Leadership Council, serve on other designated ANA committees and task forces and attend other ANA meetings as needed, and

7. serve as the official WSNA Chief Staff Officer representative to AFT.
- 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, secretary/treasurer, and the chair of the Labor Executive Council 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 odd-year 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 or electronic request of a majority of 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 electronic means. 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.

SECTION 16. REMOVAL FROM OFFICE, SUSPENSION, OR CENSURE

- A. A member of the Board of Directors, including an officer but not the chair of the Labor Executive Council, may be suspended from office or censured for
 - 1. an inability to perform the duties of the office,
 - 2. violating these bylaws or adopted policies, including the Code of Conduct adopted by the Board, or
 - 3. fiscal malfeasance.
- B. Only the WSNA Executive Committee or a hearing panel appointed by the WSNA Executive Committee may suspend or censure a Board member. Two thirds of the votes cast are required to suspend or censure a Board member.
- C. The affected member will be notified of the suspension or censure following the procedures stated in Article II, Section 5B. The affected member may appeal the suspension or censure to the Board of Directors following the procedure stated in Article II, Section 5C.
- D. The Board of Directors may remove a suspended Board member from office if either the suspended individual did not appeal or the appeal is completed. Two thirds of the votes cast by secret ballot are required for removal. If removed, the position becomes vacant.
- E. During any of the procedures described in Section 5 of this article, a member of the Board of Directors or Executive Committee cannot debate or vote on (a) their own censure, suspension, appeal, or removal; (b) whether to create a hearing panel when they are the subject of the hearing; or (c) appointing the members of the hearing panel.

ARTICLE VII – LABOR EXECUTIVE COUNCIL

SECTION 1. COMPOSITION

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

SECTION 2. QUALIFICATIONS

To be eligible for election or appointment to the Labor Executive Council or the Labor Nominations/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.

SECTION 3. ELECTION, TERMS OF OFFICE AND VACANCIES

- A. All Labor Executive Council members shall be elected by secret mail or electronic ballot following each odd-year 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 or electronic ballot.

- B. The slate presented by the Labor Nominations/Search Committee, self-declared candidates, and a place for write-in candidates who meet the qualifications, will appear on the ballot.
- C. The term of office for each position on the Council is two years. An individual is ineligible to serve a fifth consecutive term on the Council in any combination of positions, except that an individual may serve a fifth consecutive term on the Council if that individual is the chair during the fifth consecutive term. No individual is eligible to serve a sixth consecutive term on the Council in any capacity. An individual who has served more than half of a term is considered to have served the full term.
- D. An individual is eligible to serve as chair, vice-chair, or secretary/treasurer only if they have served on the Council at any time during the three-year period immediately prior to election or appointment. An individual is ineligible to serve as chair of the Council if doing so would violate the term limits for serving on the Board of Directors that are stated in Article VI, Section 8.
- E. In the event that a person holding a position on the Council no longer meets the qualifications for membership on the Council, a vacancy shall be declared, and the vacancy shall be filled by Council appointment for the remainder of the term. If a vacancy occurs in the office of the Council Chair, the Council shall appoint a chair from among its members for the remainder of the term.
- F. The chair shall serve as a representative of WSNA and as an official spokesperson on matters of policy related to collective bargaining.

SECTION 4. RESPONSIBILITIES

The Labor Executive Council shall:

- A. develop and review policies and procedures for the conduct of the WSNA Labor program in keeping with the principles and policies of AFT,
- B. develop and review policies and procedures relating to the conduct of collective bargaining contract administration, contract enforcement, organizing and other labor relations activities,
- C. set priorities for functions and activities of WSNA labor relations,
- D. formulate program objectives and periodically evaluate the WSNA Labor program,
- E. establish standards for local units and approve local unit rules,
- F. 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,
- G. assure that each local unit accomplishes its collective bargaining aims within the policies, procedures and objectives established by the Labor Executive Council,
- H. 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,
- I. invoke, by an affirmative vote of two-thirds of the Council members present and voting, trusteeship of a local unit when it is not complying with its rules or with the standards established by the Council (under trusteeship, transact all business for the local unit until appropriate elections may be held),
- J. promote labor educational programs,
- K. recommend fiscal policies and budget expenses on matters of joint concern to the Board of Directors for the Labor program,

- L. establish fiscal policies for managing and governing funds designated for the Labor program, and
- M. recommend to the Board of Directors statements of position related to labor relations.

SECTION 5. REMOVAL FROM OFFICE, SUSPENSION, AND CENSURE

- A. A member of the Labor Executive Council, including one of its officers, may be removed from office, suspended from office, or censured for
 - 1. an inability to perform the duties of the office,
 - 2. violating these bylaws or adopted policies, including the Code of Conduct adopted by the Board, or
 - 3. fiscal malfeasance.
- B. Any Council member accused of an allegation listed in Section 5A of this article will be notified promptly in writing of the specific charges, given time to prepare a defense, and offered the opportunity for a full and fair hearing. No disciplinary action will be taken against the Council member unless they have been afforded this due process.
- C. The hearing body may be either
 - 1. the Executive Committee of the Labor Executive Council or
 - 2. a hearing panel, appointed by the Labor Executive Council, and composed of WSNA members who are represented for collective bargaining.
- D. The hearing body will convene a fair and open hearing within sixty (60) days after sending the notice of charges to the accused Council member. The hearing will comply with the requirements of the Labor Management Reporting and Disclosure Act. The accused Council member will be notified in writing of the outcome of the hearing within thirty (30) days of the close of the hearing.
- E. The accused Council member has the right to appeal—as stated in Article II, Section 5C and also has all rights granted by the Labor Management Reporting and Disclosure Act.
- F. During any of the procedures described in Section 5 of this article, a member of the Labor Executive Council or its Executive Committee cannot debate or vote on (a) their own censure, suspension, appeal, or removal; (b) whether to create a hearing panel when they are the subject of the hearing; or (c) appointing the members of the hearing panel.

SECTION 6. LABOR NOMINATIONS/SEARCH COMMITTEE

A. Composition

The Labor Nominations/Search Committee shall consist of three members currently represented for collective bargaining by WSNA and elected by secret ballot following the odd-year 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 or electronic ballot. The chair shall be selected by the committee. Persons who are not elected to the committee shall serve as alternates according to the order of votes received.

B. Term of office and vacancies

- 1. Members of the Labor Nominations/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.
- 2. If a vacancy occurs on the Labor Nominations/Search Committee, such vacancy shall be filled by an alternate. If no alternate is available, the Labor Executive Council shall appoint a member to fill the vacancy.

C. Responsibilities

The responsibilities of the Labor Nominations/Search Committee shall be to research and request names of candidates and prepare a slate for election to the Labor Executive Council, Labor Nominations/Search Committee, and delegates and alternates to the AFT Convention, according to procedures adopted by the Labor Executive Council.

SECTION 7. LOCAL UNITS

A. 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.

B. Composition

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

C. Functions

The local unit's objectives are to

1. participate with the WSNA in its dealings with the employer concerning collective bargaining, contract administration, and other labor relations matters and
2. 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.

SECTION 8. LOCAL UNIT LEADERSHIP COUNCIL

A. Composition

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

B. Meetings

The Local Unit Leadership Council shall meet at least annually and reports to the Labor Executive Council.

ARTICLE VIII – STANDING COMMITTEES

SECTION 1. DEFINITION

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

SECTION 2. BYLAWS/RESOLUTIONS COMMITTEE

A. Composition

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

B. Responsibilities

The Bylaws/Resolutions 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 AFT Constitution and Bylaws 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 XIX, 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/Resolutions 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 odd-year 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 or electronic ballot. Two shall be appointed by the Board of Directors. The chair shall be selected by the committee. 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

1. research and request names of candidates and propose a slate according to procedures adopted by the Board of Directors.
2. Provide oversight of election procedures and the conduct of WSNA elections.

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, with the exception of nomination for Representative to the ANA Membership Assembly and/or Delegate to the AFT National Convention.

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 Labor Executive Council selected by the Labor Executive Council. 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 IX – PROFESSIONAL NURSING AND HEALTH CARE COUNCIL & LEGISLATIVE AND HEALTH POLICY COUNCIL

SECTION 1. DEFINITION

The 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 Councils shall be established by the General Assembly and shall be accountable to the Board of Directors. The Councils shall report to the General Assembly.

SECTION 3. MEETINGS

Regular meetings of the Professional Nurses and Health Care Council and the Legislative and Health Policy Council will be scheduled on a routine basis and special meetings may be called upon approval of the WSNA President.

SECTION 4. PROFESSIONAL NURSING AND HEALTH CARE COUNCIL

A. Composition

There shall be at least eleven members on the Council. Seven are elected and four appointed. The elected positions are designated research, education, practice, administration, ethics and human rights, one at-large and one as chair. The chair 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 odd-year 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 or electronic ballot. The Board of Directors shall determine the date a term shall begin for council members.
2. The term of office for each member of the Council is two years. An individual is ineligible to serve a fifth consecutive term on the Council in any combination of positions, except that an individual may serve a fifth consecutive term on the Council if that individual is the chair during the fifth consecutive term. No individual is eligible to serve a sixth consecutive term on the Council in any capacity. An individual who has served more than half of a term is considered to have served the full term.
3. An individual is ineligible to serve as chair of the Council if doing so would violate the term limits for serving on the Board of Directors that are stated in Article VI, Section 8.

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 5. 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 chair. The chair 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 odd-year 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 secret mail or electronic ballot. The Board of Directors shall determine the date a term shall begin for council members.
2. The term of office for each member of the council is two years. An individual is ineligible to serve a fifth consecutive term on the council in any combination of positions, except that an individual may serve a fifth consecutive term on the council if that individual is the chair during the fifth consecutive term. No individual is eligible to serve a sixth consecutive term on the council in any capacity. An individual who has served for more than half of a term is considered to have served the full term.
3. An individual is ineligible to serve as chair of the council if doing so would violate the term limits for serving on the Board of Directors that are stated in Article VI, Section 8.

C. Responsibilities

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

D. Meetings

The council shall regularly during the legislative session and otherwise as needed and it shall report to the Board of Directors.

ARTICLE X – 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 XI – 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 NSWS 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 their designee.

ARTICLE XII – 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 XIII – 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 XIV – 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. ensure that ANA/WSNA members continue to have all rights of membership in the ANA as provided in the ANA bylaws until such time as the ANA/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 members as a result of their WSNA membership. A vote to disaffiliate shall occur by mail or by 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 ANA/WSNA member voting.
- C. The WSNA shall continue to pay dues to the ANA pursuant to the ANA bylaws and the Membership Assembly policy until such time as the WSNA membership votes to disaffiliate from the ANA;
- D. pay dues to the ANA in accordance with policies adopted by the ANA Membership Assembly as provided by the ANA Bylaws;
- E. honor the WSNA's contractual agreements with the ANA;
- F. maintain staff liaison relationships with ANA staff. The parameters of the relationship will be defined by the executive director of the WSNA;
- G. hold voting seats in the ANA Membership Assembly in accordance with ANA Bylaws and policies;
- H. submit proposals for consideration by the ANA;
- I. submit nominees for ANA elective and appointive positions;

- J. submit the WSNA bylaws to the ANA upon their request to ensure that they are in harmony with ANA bylaws;
- K. uphold the purposes, functions, and bylaws of the ANA, and
- L. speak for nurses holding membership in the WSNA as a member of the ANA.

SECTION 3. REPRESENTATIVES TO MEMBERSHIP ASSEMBLY

- A. The number of WSNA representatives to the ANA Membership Assembly as provided by the ANA Bylaws.

Representatives and alternates to the ANA Membership Assembly as provided in the ANA Bylaws, shall be WSNA and ANA members elected by ANA/WSNA members by secret ballot following each odd-year 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. 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 representative, the position shall be filled by the elected alternates in the order of votes received in the election.

- B. WSNA representatives to the ANA Membership Assembly 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 representatives of the WSNA.

ARTICLE XV – AFT

SECTION 1. DEFINITION

AFT is a national union representing professionals in education, health care, and public services.

SECTION 2. RELATIONSHIP

The WSNA relationship to AFT shall be to:

- A. Maintain affiliation by remaining in compliance with the AFT Constitution and Bylaws, including but not limited to:
 - 1. Making timely per capita dues payments.
 - 2. Remaining in compliance with applicable labor laws.
 - 3. Establishing and maintaining affiliation with the Washington State Labor Council and central/regional AFL-CIO labor councils.
 - 4. Submit a current copy of WSNA bylaws.
 - 5. Submit annual financial audit reports.
- B. Ensure that AFT/WSNA members have the rights and benefits of AFT membership as provided in the AFT Constitution and Bylaws.
- C. Actively participate in AFT committees and task forces, including those maintained by the AFT Healthcare Division.
- D. Submit proposals for consideration by the AFT Convention.

SECTION 3. DELEGATES TO AFT CONVENTION

- A. The number of delegates to represent the WSNA at the AFT Convention shall be in accordance with the AFT Constitution and Bylaws.

- B. WSNA Delegates and Alternates to the AFT Convention shall
1. be WSNA members;
 2. be elected by members of bargaining units represented by WSNA, and the WSNA ballot will provide that, if elected, the WSNA Labor Executive Council 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.

SECTION 4. AFT RETIREE CHAPTER

- A. WSNA may establish an AFT Retiree Chapter in compliance with Article II, Section 4 of the AFT Constitution and Bylaws. The Retiree Chapter shall include WSNA members who have retired from employment positions in which they were represented by WSNA for collective bargaining.
- B. The purpose of the AFT Retiree Chapter shall be to provide a means to remain informed of AFT priorities and to participate in WSNA and AFT initiatives at the state and national levels.
- C. Members of the AFT Retiree Chapter must maintain membership in WSNA.
- D. The Structure of the AFT Retiree Chapter, including election of officers, shall be set by policy adopted by the Labor Executive Council.

ARTICLE XVI – FISCAL YEAR

The fiscal year of the WSNA shall be determined by WSNA Board of Directors policy.

ARTICLE XVII – 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.

ARTICLE XVIII – 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 XIX – 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 AFT, the Board of Directors shall, and is hereby authorized to amend these articles to conform and/or bring into harmony with these requirements.

ARTICLE XX – 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

Bylaws Amended by the WSNA Membership Assembly, May 18, 2023

Bylaws Amended by the WSNA Membership, June 2023

Bylaws Amended by the WSNA Membership, July 1, 2025

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

(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 10th 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 12th, 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, lifestyle, nationality, race, religion, sexual orientation, or gender identity.

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.