

PROPOSED TNA BYLAWS AMENDMENTS FOR 2018 HOUSE OF DELEGATES

PROPOSED AMENDMENT 1: Amend TNA Bylaws to eliminate Board of Directors Vice President position and add President-Elect/Immediate Past President positions

CURRENT LANGUAGE	PROPOSED CHANGE	SOURCE/RATIONALE
<p align="center">ARTICLE VII OFFICERS AND DUTIES OF OFFICERS</p> <p align="center">Section 1. Number of Officers</p> <p>The officers of the association shall be a president, a vice president, a secretary, and a treasurer.</p> <p align="center">Section 4. Vice President</p> <p>The vice president shall assume the duties of the president in case of the president's absence or inability to serve, serve as a nonvoting ex-officio member of all committees except the Nominating Committee and serve as representative to the ANA Membership Assembly.</p>	<p align="center">ARTICLE VII OFFICERS AND DUTIES OF OFFICERS</p> <p align="center">Section 1. Number of Officers</p> <p>The officers of the association shall be a President, a <u>President-elect, an Immediate Past President</u>, a Secretary, and a Treasurer.</p> <p align="center">Section 4. Vice President</p> <p>— The vice president shall assume the duties of the president in case of the president's absence or inability to serve, serve as a nonvoting ex-officio member of all committees except the Nominating Committee and serve as representative to the ANA Membership Assembly</p> <p align="center">Section 4. President-Elect</p> <p><u>The President-Elect shall be a voting director and shall become familiar with the duties of the President and perform other such duties as directed by the President to prepare for succession. The President-Elect shall assume the duties of the President in case of the President's absence or inability to serve, serve as a nonvoting ex-officio member of all committees except the Nominating Committee and serve as representative to the ANA Membership Assembly.</u></p> <p align="center">Section 5. Immediate Past President</p> <p><u>The Immediate Past President shall assume the duties of the President in case of the President's absence or inability to serve, serve as a nonvoting ex-officio member of all committees except the Nominating Committee and serve as representative to the ANA Membership Assembly.</u></p>	<p>The new model would move away from a Vice President and President being elected statewide by the full membership, and instead institute a line of succession elected once every two years.</p> <p>The new model would look like this:</p> <p>1 year as President Elect, elected statewide every other year 2 years as President 1 year as Immediate Past President (See Art. IX, Section 3 below)</p> <p>Thus, candidates for President Elect would run for office with the expectation of serving four years.</p> <p>President-Elect and Immediate Past President will never serve concurrently on the Board of Directors. There will only be an Immediate Past President during a President's first year, and there will only be a President Elect during the President's second year.</p> <p>This model is designed to ensure appropriate training time and resources for the TNA President to thrive during their presidency. It will also provide a clear line of succession for staff and strategic objective planning.</p>

**ARTICLE IX
NOMINATIONS AND ELECTIONS, TERMS
OF OFFICE AND VACANCIES**

Section 1. Method of Election: Annual Elections

a. The president, vice-president and Nominating Committee chair shall be selected by the entire membership, and the secretary, treasurer, directors-at-large and Nominating Committee members other than the chair shall be elected by the House of Delegates with each delegate having one vote.

b. Elections shall be by confidential ballot and held annually in accordance with the provisions of the TNA Bylaws and policies of the TNA Board.

c. Elections shall be by mail or electronic ballot, or other method reasonably designed to maintain the confidentiality of the ballot including facsimile transmission, electronic message, or any combination of methods.

Proviso

The changes made by this subsection shall apply beginning with the 2016 elections provided that the term of any incumbent shall not be shortened.

Section 2. Terms of Office

Unless otherwise provided in the TNA Bylaws, the term of elected TNA offices shall be governed by this section. Appointed positions shall be governed by policies of the TNA Board.

a. Terms of office shall be two years except for that of directors which shall be three years.

b. Terms of office shall be staggered to maintain continuity. The Nominating Committee shall implement and maintain the staggering of terms.

c. Terms of office of incumbent office holders may not be shortened.

d. Members shall serve the term of their office or until their successors are elected.

e. Terms of office shall commence at the end of the fiscal year in the year in which they are elected except that of ANA representatives which shall commence upon election. The term of office for ANA representatives

**ARTICLE IX
NOMINATIONS AND ELECTIONS, TERMS
OF OFFICE AND VACANCIES**

Section 1. Method of Election: Annual Elections

The President-Elect and Nominating Committee chair shall be elected by the entire membership on a statewide ballot, and the Secretary, Treasurer, other board directors and Nominating Committee members other than the chair shall be elected by the House of Delegates with each delegate having one vote.

a. Elections shall be by confidential ballot and held annually in accordance with the provisions of the TNA Bylaws and policies of the TNA Board.

b. Elections shall be by mail or electronic ballot, or other method reasonably designed to maintain the confidentiality of the ballot including facsimile transmission, electronic message, or any combination of methods.

Proviso

~~The changes made by this subsection shall apply beginning with the 2016 elections provided that the term of any incumbent shall not be shortened.~~

Section 2. Terms of Office

Unless otherwise provided in the TNA Bylaws, the term of elected TNA offices shall be governed by this section. Appointed positions shall be governed by policies of the TNA Board.

a. Terms of office shall be two years for all offices except for the TNA Board of Directors.

b. Terms of office for the TNA Board of Directors shall be as follows:

i. All directors except officers – three years

ii. Secretary and Treasurer – two years

iii. President-Elect/President/Immediate Past President – see Article IX, section 3.

c. Terms of office shall be staggered to maintain continuity. The Nominating Committee shall

Because the Vice President role is being replaced with a President Elect and the President role would now be one of succession rather than one of election, this section would reflect that only the President Elect and Nominating Committee chair will be elected by statewide ballot.

All other offices will be elected at the House of Delegates.

This proviso would be removed for non-applicability

The terms of office for most offices will not change. Changes here reflect the new election schedule of President Elect being elected every two years.

shall apply to the TNA president, and vice-president, secretary, and treasurer only in their capacity as ANA representatives or alternate representatives.

f. No member may serve more than two consecutive terms in the same office, except for the office of ANA representative or alternate representative.

- implement and maintain the staggering of terms.
- d. Terms of office of incumbent office holders may not be shortened.
 - e. Members shall serve the term of their office or until their successors are elected.
 - f. Terms of office shall commence at the end of the fiscal year in the year in which they are elected except that of ANA representatives which shall commence upon election.
 - a. No member may serve more than two consecutive terms in the same office. Members serving as President-Elect and through Presidential succession may not serve more than one full four year term.

Section 3. Presidential Succession

The President and Immediate Past President officer positions will not be elected. The President-Elect shall be elected according to Article IX, section 1, every other year for a one (1) year term. At the expiration of the President-Elect's one year term, he or she shall automatically succeed to the position of President. Upon succession to the office of President, the successor shall serve a two year term as President, and upon expiration of two years shall serve an additional one year term as Immediate Past President, for a total of four years of Board service upon election as President-Elect.

Proviso

Transition to Presidential Succession. If the amendments providing for presidential succession pass in the 2018 House of Delegates, the new model transition will be as follows:

1. The President and Vice President elected in 2018 will serve their full 2 year terms.
2. The President elected in 2018 will be asked to serve a third year to serve as Immediate Past President.
3. A President-Elect will first be elected statewide in 2019 and will be sworn in at the 2019 House of Delegates, along with the

This new section explains the succession plan from President Elect to President to Immediate Past President.

This is a new proviso to provide an adequate transition into the new model from the current model.

<p style="text-align: center;">Section 3. Vacancies</p> <p>Unless otherwise provided in the TNA Bylaws, vacancies in any elected TNA office shall be governed by this section. Appointed positions shall be governed by policies of the TNA Board.</p> <p>a. Absence from two consecutive regular quarterly meetings or two regular quarterly meetings within a TNA fiscal year shall constitute an automatic resignation. Failure to be in attendance for 50% or more of a meeting shall constitute an absence.</p> <p>b. Except for the office of president and ANA representative, and Nominating Committee members, vacancies shall be filled by the Board and such appointees shall serve the unexpired term of the member for whom they were appointed. Vacancies in the office of president shall be filled by the vice-president unless that office is also vacant. Vacancies in the position of ANA representative shall be filled by an elected alternate in accordance with ANA/TNA policies. Vacancies on the Nominating Committee will remain vacant until the next regular election, except for the Nominating Committee chair position. If the chair becomes vacant during an unexpired term, the Nominating Committee shall select a chair from the committee's present membership to preside as chair for the remainder of the unexpired term until the next regular election by the membership per Article IX Section (1)a of these bylaws.</p> <p>c. The Board shall have the discretion not to fill a vacancy.</p> <p>d. Appointees to vacant offices shall meet the qualifications for that office.</p>	<p style="text-align: center;"><u>Secretary and Treasurer, who will be elected by the House of Delegates only.</u></p> <p style="text-align: center;">Section 4. Vacancies</p> <p>Unless otherwise provided in the TNA Bylaws, vacancies in any elected TNA office shall be governed by this section. Appointed positions shall be governed by policies of the TNA Board.</p> <p>a. Absence from two consecutive regular quarterly meetings or two regular quarterly meetings within a TNA fiscal year shall constitute an automatic resignation. Failure to be in attendance for 50% or more of a meeting shall constitute an absence.</p> <p>b. Except for the office of President and ANA representative, and Nominating Committee members, vacancies shall be filled by the Board and such appointees shall serve the unexpired term of the member for whom they were appointed.</p> <p>i. Vacancies in the office of President shall be filled by the President-Elect or Immediate Past President unless that office is also vacant.</p> <p>ii. Vacancies in the position of ANA representative shall be filled by an appointed alternate in accordance with ANA/TNA policies.</p> <p>iii. Vacancies on the Nominating Committee will remain vacant until the next regular election, except for the Nominating Committee chair position. If the chair becomes vacant during an unexpired term, the Nominating Committee shall select a chair from the committee's present membership to preside as chair for the remainder of the unexpired term until the next regular election by the membership per Article IX Section (1) of these bylaws.</p> <p>c. The Board shall have the discretion not to fill any vacancy, <u>except that of President</u>.</p> <p>d. Appointees to vacant offices shall meet the qualifications for that office.</p>	<p>Changes to this section reflect succession by vacancy under the new model, such that a vacancy in the Presidency shall be filled by either the President Elect or the Immediate Past President, depending on which office is filled at that time.</p> <p>This is a correction that needs to be made. A Texas non-profit corporation may not be without a governing body, and a governing body may not act without a sitting President. The Board should not have the discretion to refuse to fill a vacancy in the role of President.</p>
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PROPOSED TNA BYLAWS AMENDMENTS FOR 2018 HOUSE OF DELEGATES

PROPOSED AMENDMENT 2: Amend TNA Bylaws to designate one Board of Director seat as a Small District Director

CURRENT LANGUAGE	PROPOSED CHANGE	SOURCE/RATIONALE
<p align="center">ARTICLE VIII BOARD OF DIRECTORS AND DUTIES OF THE BOARD</p> <p align="center">Section 1. Composition of Board</p> <p>The Board of Directors shall be the four officers plus five directors-at-large. At least one of the directors-at-large shall not be a member of the five largest districts. For purposes of this section, a district-at-large shall not be counted as one of the five largest districts regardless of the number of members</p>	<p align="center">ARTICLE VIII BOARD OF DIRECTORS AND DUTIES OF THE BOARD</p> <p align="center">Section 1. Composition of Board</p> <p>In addition to the officers listed in Article VII, the Board of Directors shall include five directors elected from general membership, for a total of nine (9) directors at any given time (President-Elect and Immediate Past President will not serve concurrently). <u>At least one of the directors from general membership shall not be a member of the five largest districts, and such seat shall be designated as a Small District Director.</u> For purposes of this section, a district-at-large (as defined by Article II section 4) shall not be counted as one of the five largest districts regardless of the number of members.</p> <p align="center">ARTICLE IX NOMINATIONS AND ELECTIONS, TERMS OF OFFICE AND VACANCIES</p> <p align="center">Section 5. Nomination and Election Policies</p> <p><u>Small District Director. When a vacancy occurs on the TNA Board of Directors for a Small District Director, candidates for all board positions must choose to submit their nomination for either a general membership board director seat or for the Small District Director seat, but may not submit their nomination for both. The nominating committee may create policies to govern nominations to fill the Small District Director seat on the Board of Directors.</u></p>	<p>Issues have arisen in the past regarding the need for specific representation of small districts on the TNA Board of Directors. In recent years, elections resulted in a pendulum shift to favor small district candidates in multiple races for a Board position.</p> <p>Specifically, the elections allowed small district members to run not only for an At Large board position, but also for a small district representative position and allowed them compete twice whereas larger district members were not.</p> <p>Creating a specific Small District TNA Board Director position and allowing the Nominating Committee to create policies on filling that specific seat will create avenues for more fairness in the TNA Board of Directors elections.</p>

PROPOSED TNA BYLAWS AMENDMENTS FOR 2018 HOUSE OF DELEGATES

PROPOSED AMENDMENT 3: Amend TNA Bylaws regarding the nomination and election of Board members and other offices

CURRENT LANGUAGE	PROPOSED CHANGE	SOURCE/RATIONALE
<p align="center">ARTICLE IX NOMINATIONS AND ELECTIONS, TERMS OF OFFICE AND VACANCIES</p> <p>Section 4. Nomination and Election Policies; Majority Vote; Tie Votes</p> <p>a. Nominations and elections for TNA offices shall be conducted in accordance with policies developed by the TNA Board and approved by the TNA House. These polices shall, at a minimum, provide for:</p> <ul style="list-style-type: none"> a. submitting of names of potential candidates to the Nominating Committee by TNA members, districts and other structural units; b. nominating of at least two candidates for each office except offices in which two candidates who meet the eligibility criteria for the office cannot be located with reasonable effort; c. placing of candidates on ballot by random selection; d. publishing of a proposed ballot; e. publishing of the qualifications of the candidates; f. timetables for distributing, collecting and counting the official ballot; g. write-in candidates in other than runoff elections h. procedures for challenging the ballot or election to be resolved by the Nominating Committee in consultation with the TNA parliamentarian; and i. maintaining the confidentiality of the ballot. <p>b. Any procedures needed to implement provisions of these Bylaws relating to elections or election policies adopted under this section shall be developed by the Nominating Committee and approved by the Board. The method used for voting whether it be mail, electronic or other method shall be addressed in procedures developed by the Nominating Committee and approved by the Board.</p> <p>c. A majority of the votes cast by those entitled to</p>	<p align="center">ARTICLE IX NOMINATIONS AND ELECTIONS, TERMS OF OFFICE AND VACANCIES</p> <p>Section 5. Nomination and Election Policies</p> <p>Election Policies. Nominations and elections for TNA offices shall be conducted in accordance with policies developed by the TNA Board and approved by the TNA House. These polices shall, at a minimum, provide for:</p> <ul style="list-style-type: none"> a. submitting of names of potential candidates to the Nominating Committee by TNA members, districts and other structural units; b. nominating of at least two candidates for each office except offices in which two candidates who meet the eligibility criteria for the office cannot be located with reasonable effort; c. placing of candidates on ballot by random selection; d. publishing of a proposed ballot; e. publishing of the qualifications of the candidates; f. timetables for distributing, collecting and counting the official ballot; g. write-in candidates h. procedures for challenging the ballot or election to be resolved by the Nominating Committee in consultation with the TNA parliamentarian; and i. maintaining the confidentiality of the ballot. <p>Any procedures needed to implement provisions of these Bylaws relating to elections or election policies adopted under this section shall be developed by the Nominating Committee and approved by the Board. The method used for voting whether it be mail, electronic or other method shall be addressed in procedures developed by the Nominating Committee and approved by the Board.</p> <p>Vote Threshold. For any election by the membership,</p>	<p>This amendment will remove the requirement for run-offs in</p>

<p>vote shall constitute an election for all offices If no candidate receives a majority on the first ballot, a runoff election shall be held by limiting the second ballot to the two candidates receiving the most votes.</p> <p>d. A tie in a runoff election shall be decided by lot.</p>	<p><u>whether by statewide election or election at House of Delegates, the nominee with the highest number of votes will be declared the winner by plurality. A nominee shall not be required to obtain fifty percent (50%) of the vote in order to win the election.</u></p> <p>a. <u>In case of a tie the election shall be decided by lot.</u></p> <p><u>Small District Director.</u> <u>When a vacancy occurs on the TNA Board of Directors for a Small District Director, candidates for all board positions must choose to submit their nomination for either a general membership board director seat or for the Small District Director seat, but may not submit their nomination for both. The nominating committee may create policies to govern nominations to fill the Small District Director seat on the Board of Directors.</u></p>	<p>elections by the TNA membership. In the past, it has been exceedingly costly for the association to administer elections by hiring companies to run the process.</p> <p>The cost is exponentiated when staff time is needed to help administer run-offs.</p> <p>This amendment will allow the candidate with the most votes in an election to win, regardless of whether those votes are at or above 50% of the total votes cast.</p> <p>The Nominating Committee is also given the authority to develop policies to govern the election of a Small District Director to the TNA Board. (identical to Amendment 2)</p>
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PROPOSED TNA BYLAWS AMENDMENTS FOR 2018 HOUSE OF DELEGATES

PROPOSED AMENDMENT 4: Amend TNA Bylaws regarding representatives at ANA Membership Assembly

CURRENT LANGUAGE	PROPOSED CHANGE	RATIONALE
<p align="center">ARTICLE XII RELATIONSHIP WITH THE AMERICAN NURSES ASSOCIATION</p> <p>Section 1. Constituent Member of ANA The Texas Nurses Association is a constituent member of the American Nurses Association and shall pay dues to ANA in accordance with policies adopted by the ANA Membership Assembly.</p> <p>Section 2. Representation at ANA Membership Assembly TNA shall be represented at regular and special meetings of the ANA Membership Assembly in accordance with ANA Bylaws and policy.</p> <p>Section 3. Election of ANA Representatives a. TNA representatives to the ANA Membership Assembly shall be elected by secret ballot for two-year terms or until a successor is elected. The term of office of ANA representatives shall commence upon election including the TNA officers in their capacity as ANA representatives and alternates only. b. Candidates for TNA President and Vice-President shall be identified on the TNA ballot as being elected to serve as both president or vice-president and ANA representative and candidates for TNA Secretary and Treasure ballot as being elected to serve as both secretary or treasurer and alternate ANA representative. c.</p> <p>Section 4. Election of Representation to ANA Membership Assembly The TNA President and Vice-President shall be elected as TNA’s representatives to the ANA Membership Assembly.</p> <p>Section 5. Alternates to ANA Membership Assembly</p>	<p align="center">ARTICLE XIIXII RELATIONSHIP WITH THE AMERICAN NURSES ASSOCIATION</p> <p>Section 1. Constituent Member of ANA The Texas Nurses Association is a constituent member of the American Nurses Association and shall pay dues to ANA in accordance with policies adopted by the ANA Membership Assembly.</p> <p>Section 2. Representation at ANA Membership Assembly TNA shall be represented at regular and special meetings of the ANA Membership Assembly in accordance with ANA Bylaws and policy.</p> <p>Section 3. Election of ANA Representatives TNA representatives to the ANA Membership Assembly shall be elected by secret ballot for <u>four-year terms</u> or until a successor is elected. The term of office of ANA representatives shall commence upon election including the TNA officers in their capacity as ANA representatives and alternates only.</p> <p>In years in which there are candidates for TNA President-Elect, the President-Elect candidates shall be identified on the TNA ballot as being elected to serve as both President-Elect and ANA representative.</p> <p>Section 4. Representation to ANA Membership Assembly The TNA President and either the President-Elect or Immediate Past President, depending on the year, shall serve as TNA’s representatives to the ANA Membership Assembly.</p>	<p>The American Nurses Association recently updated their apportionment for constituent associations. As such, it is necessary to reflect a change in ANA representatives for TNA.</p> <p>If the TNA membership adopts the previous amendments regarding presidential succession, it will be necessary to update the term of service as ANA representative to the Membership Assembly.</p> <p>Texas has historically required the President and Vice President to serve as ANA Membership Assembly representatives. If the TNA membership adopts the previous amendments regarding presidential succession, it will be necessary to update this section to include either the President Elect & President, or President & Immediate Past President as each respective year’s</p>

<p>The secretary and treasurer shall be elected in their role as alternate ANA representative respectively as first and second alternate.</p>	<p style="text-align: center;"><u>Section 5. Additional Representatives to ANA Membership Assembly</u></p> <p><u>If TNA is allotted additional representatives to ANA Membership Assembly in accordance with ANA bylaws and policy, the TNA Board of Directors may appoint additional representatives in accordance with a policy to be developed by the TNA Board.</u></p>	<p>representatives.</p> <p>Since TNA's apportioned representatives may fluctuate from year to year, it is prudent to allow the TNA Board to develop a policy to allow it to accept submissions from TNA members for appointment as additional TNA representatives to the ANA Membership Assembly.</p>
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PROPOSED TNA BYLAWS AMENDMENTS FOR 2018 HOUSE OF DELEGATES

PROPOSED AMENDMENT 5: Amend TNA Bylaws regarding districts-at-large and active district status.

CURRENT LANGUAGE	PROPOSED CHANGE	RATIONALE
<p align="center">ARTICLE II CONSTITUENT ASSOCIATIONS</p> <p align="center">Section 4. District-at-Large</p> <p>Geographical areas within the State not falling within the boundaries of a district defined under Section 3 shall be assigned to a “District-at-Large.” The Board may establish up to five districts-at-large based on geographical or non-geographical criteria. A district-at-large shall operate as an Integrated District.</p> <p align="center">Section 7. Active Districts</p> <p>The TNA Board shall adopt criteria for determining districts in good standing for seating in TNA House of Delegates or determining active district status.</p> <p align="center">Section 8. Disqualification</p> <p>A district which fails to comply with the requirements stated in the TNA Bylaws or for other cause deemed sufficient, in the TNA Board's sole discretion, may be disqualified as a district by a two-thirds vote of the Board, provided due notice had been given. The Board shall establish policies governing disqualification which at a minimum shall require 60 days notice to the district and an opportunity for a hearing before the Board. If a district is not designated as an Integrated District, the Board by majority vote may, with the district’s consent, designate the district as an Integrated District in lieu of being disqualified.</p>	<p align="center">ARTICLE II CONSTITUENT ASSOCIATIONS</p> <p align="center">Section 4. District-at-Large</p> <p>Geographical areas within the State not falling within the boundaries of a district defined under <u>Article II</u>, Section 3 shall be assigned to a “District-at-Large.” The Board may establish up to five districts-at-large <u>as necessary</u> based on geographical or non-geographical criteria. A district-at-large shall operate as an Integrated District.</p> <p align="center">Section 7. Active Districts</p> <p>The TNA Board shall adopt criteria for determining districts in good standing for seating in TNA House of Delegates or determining active district status. <u>Districts who do not meet active district criteria will not be recognized as an active district of TNA as provided by policies developed by the TNA Board.</u></p> <p align="center">Section 8. Disqualification</p> <p>— A district which fails to comply with the requirements stated in the TNA Bylaws or for other cause deemed sufficient, in the TNA Board's sole discretion, may be disqualified as a district by a two thirds vote of the Board, provided due notice had been given. The Board shall establish policies governing disqualification which at a minimum shall require 60 days notice to the district and an opportunity for a hearing before the Board. If a district is not designated as an Integrated District, the Board by majority vote may, with the district’s consent, designate the district as an Integrated District in lieu of being disqualified.</p>	<p>This amendment will allow the TNA Board of Directors to establish additional districts-at-large as necessary, and will remove the maximum cap of 5. This will allow the board more flexibility in establishing constituencies by opening up additional districts at large.</p> <p>When sections 7 and 8 were initially created, the language worked for the needs of the association, but recently has been deemed too punitive to districts.</p> <p>Making this change will allow both districts and the TNA Board more flexibility in establishing active district status and will remove the punitive nature of disqualification requirements to provide more room for districts to succeed.</p>

PROPOSED TNA BYLAWS AMENDMENTS FOR 2018 HOUSE OF DELEGATES

PROPOSED AMENDMENT 6: Amend TNA Bylaws regarding standing committees and conference groups

CURRENT LANGUAGE	PROPOSED CHANGE	RATIONALE
<p align="center">ARTICLE X STANDING COMMITTEES</p> <p>Section 1. Number; Composition; Quorum</p> <p>a. The Association shall have the following standing committees, and such other standing and special committees as the Board of Directors may designate:</p> <p> i. Bylaws Committee</p> <p> ii. Nominating Committee</p> <p>b. The Bylaws Committee shall be appointed by the TNA Board.</p> <p>c. The Nominating Committee shall consist of a chair plus four (4) members.</p> <p>d. The chair and all members of the Nominating Committee shall meet the same qualifications as the director of the TNA Board.</p> <p align="center">Proviso</p> <p>The changes made by this subsection shall apply beginning with the 2016 elections provided that the term of any incumbent shall not be shortened.</p> <p>d. A majority of the membership of any committee shall constitute a quorum.</p> <p>Section 2. Responsibilities</p> <p>Standing committees shall assume such responsibilities as prescribed by the TNA Bylaws or assigned by the TNA Board. Standing committees shall report to the Board when requested to do so and shall submit written reports to the TNA House. Responsibilities of standing committees:</p> <p>a. The Bylaws Committee shall 1) interpret the TNA Bylaws, 2) receive and prepare proposed amendments to the TNA Bylaws, report them to the Board, and submit them to the TNA House, 3) make nonsubstantive editorial and technical corrections to the TNA Bylaws provided notice of such corrections is given to TNA members, and</p>	<p align="center">ARTICLE X STANDING COMMITTEES</p> <p>Section 1. Number; Composition; Quorum</p> <p>The Association shall have the following standing committees, and such other standing and special committees as the Board of Directors may designate:</p> <p>a. Bylaws Committee, which shall be appointed by the TNA Board</p> <p>b. Nominating Committee, which shall consist of a chair plus four (4) members, all of whom must meet the same qualifications as a director of the TNA Board.</p> <p>c. <u>Audit/Finance Committee, which shall be appointed by the TNA Board.</u></p> <p>A majority of the membership of any committee shall constitute a quorum.</p> <p align="center">Proviso</p> <p>— The changes made by this subsection shall apply beginning with the 2016 elections provided that the term of any incumbent shall not be shortened.</p> <p>— d. A majority of the membership of any committee shall constitute a quorum.</p> <p>Section 2. Responsibilities</p> <p>Standing committees shall assume such responsibilities as prescribed by the TNA Bylaws or assigned by the TNA Board. Standing committees shall report to the Board when requested to do so and shall submit written reports to the TNA House. Responsibilities of standing committees:</p> <p>The Bylaws Committee shall</p> <p> i. interpret the TNA Bylaws,</p> <p> ii. receive and prepare proposed amendments to the TNA Bylaws, report them to the Board, and submit them to the TNA House,</p>	<p>Most associations have a formal requirement to have an audit and finance committee in the bylaws.</p> <p>Board directors have a fiduciary responsibility to the association’s membership to ensure the proper use of member funds, and making this a formal requirement will ensure that there is always a committee guiding the TNA Board on these decisions.</p> <p>There is already a Finance Committee, so this is merely codifying their existence into the bylaws.</p>

4) review bylaws of districts to determine continuing conformity with the TNA Bylaws and report findings to the Board.

b. The Nominating Committee shall annually prepare the ballot of candidates for TNA offices to be filled by election and perform other duties as required by Article IX.

c. Nominating Committee members may not run for an elective office of TNA during their tenure on the committee as this constitutes a conflict of interest.

d. Nominating Committee members may self-nominate themselves for a 2nd term on the Nominating Committee, however, the must in good faith also seek other potential candidates for the position they currently hold.

iii. make nonsubstantive editorial and technical corrections to the TNA Bylaws provided notice of such corrections is given to TNA members, and

iv. review bylaws of districts to determine continuing conformity with the TNA Bylaws and report findings to the Board.

The Nominating Committee:

- i. Shall annually prepare the ballot of candidates for TNA offices to be filled by election and perform other duties as required by Article IX.
- ii. Nominating Committee members may not run for an elective office of TNA during their tenure on the committee as this constitutes a conflict of interest.
- iii. Nominating Committee members may self-nominate themselves for a 2nd term on the Nominating Committee, however, the must in good faith also seek other potential candidates for the position they currently hold.

The Audit/Finance Committee shall:

- i. Review the external audit report and internal controls.
- ii. Review the budget and financial statements, as well as all filings with government agencies.
- iii. Review conflict of interest policies and signed forms.
- iv. Review existing and newly drafted finance policies.
- v. Prepare and review the TNA Budget.
- vi. Provide oversight of the TNA Education Loan Fund, and
- vii. Perform other charges as assigned by the TNA Board of Directors.

These responsibilities are already charged to the committee through current TNA Board charges. This is merely a codification.

<p style="text-align: center;">ARTICLE XI CONFERENCE GROUPS AND COUNCILS</p> <p style="text-align: center;">Section 1. Definition</p> <p>A conference group (special interest group usually in the area of functional or clinical specialty), council or other structure may function within TNA in accordance with policies of the TNA Board.</p> <p style="text-align: center;">Section 2. Responsibilities</p> <p>The responsibilities of a conference group, council or other structure under Section 1 will be to provide a forum for issues and concerns of a particular area of nursing; serve as a resource for consultation, expertise and continuing education programs; recommend standards, positions and policies to TNA committees, councils and the TNA Board; maintain communication with membership; plan conference meetings and educational programs.</p>	<p style="text-align: center;">ARTICLE XI CONFERENCE GROUPS AND COUNCILS</p> <p style="text-align: center;">Section 1. Definition</p> <p>—A conference group (special interest group usually in the area of functional or clinical specialty), council or other structure may function within TNA in accordance with policies of the TNA Board.</p> <p style="text-align: center;">Section 2. Responsibilities</p> <p>—The responsibilities of a conference group, council or other structure under Section 1 will be to provide a forum for issues and concerns of a particular area of nursing; serve as a resource for consultation, expertise and continuing education programs; recommend standards, positions and policies to TNA committees, councils and the TNA Board; maintain communication with membership; plan conference meetings and educational programs.</p>	<p>This section of the bylaws is outdated and should be removed. TNA no longer uses Conference Groups and Councils, and even if we wanted to bring them back we could still do so without having this section in the bylaws.</p>
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