



# Ohio Nurses Association

# 2007 *Bylaws*

## **Ohio Nurses Association**

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# Ohio Nurses Association

## 2007 Bylaws

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## ARTICLES OF INCORPORATION

### of Ohio Nurses Association

Witnesseth, That we, the undersigned, all of whom are citizens of the State of Ohio, desiring to form a corporation not for profit under the general corporation laws of said State, do hereby certify:

First: The name of said corporation shall be The Ohio State Association of Graduate Nurses.

Second: Said corporation shall be located and its principal business transacted in Cincinnati, in Hamilton County, Ohio.

Third: The purpose for which said corporation is formed is the advancement of the educational standard of nurses; the furtherance of the efficient care of the sick, maintenance of the honor and character of the members of the nursing profession; and the fostering and promotion of cordial relations between the Graduate Nurses of Ohio and those of other States and Countries.

In Witness Whereof, we have herewith set our hands this 15th day of February, A.D. 1904.

Mary Hamer Greenwood  
Elizabeth Mason Hartsock  
Olive T. Fisher  
Elizabeth Petering  
Mary M. Roberts

Amendment, June, 1919--changing location of state headquarters from Cincinnati, Hamilton County, Ohio to Columbus, Franklin County, Ohio.

Amendment, April, 1928--changing name of association from The Ohio State Association of Graduate Nurses to The Ohio State Nurses' Association.

Amendment, June, 1938--changing purpose clause.

Amendment, April, 1956--changing purpose clause to read as follows:

"The purpose for which this corporation is formed is:

To promote the professional and educational advancements of nurses to elevate the standards of nursing;

To continuously evaluate and maintain a code of ethics among nurses;

To promote the welfare of nurses;

To foster high standards of nursing services;

To promote effective nursing care for all people;

To disseminate information on nursing;

To foster and promote cordial relations between the registered professional nurses of Ohio and those of other states and countries; and

To succeed to all rights and property held by The Ohio State Nurses' Association as a corporation duly incorporated under and by virtue of the laws of the State of Ohio."

Amendment, October, 1967--changing name of association from The Ohio State Nurses' Association to Ohio Nurses Association.

All amendments were duly filed with the Secretary of State.

**OHIO NURSES ASSOCIATION  
BYLAWS**

**ARTICLE I**

**Name, Purposes, and Functions**

**Section 1--Name.** The name of this association shall be the Ohio Nurses Association, hereinafter referred to as ONA.

**Section 2--Purposes.** The purposes of this association shall be as stated in the Articles of Incorporation and, further, to (1) work for the improvement of health standards and the availability of health care services for all people; (2) foster high standards of nursing; and (3) stimulate and promote the professional development of nurses and advance the economic and general welfare of nurses. These purposes shall be unrestricted by considerations of nationality, race, religion, creed, lifestyle, color, gender, disability, sexual orientation, health status, or age.

**Section 3--Functions.** The functions of ONA shall include:

- a. To promote through appropriate means standards of nursing practice, nursing education, nursing services, and nursing research, as defined by the American Nurses Association, hereinafter referred to as ANA.
- b. To promote adherence to the Code of Ethics For Nurses established by ANA.
- c. To initiate and influence legislation, governmental programs, and state health policy.
- d. To promote and protect the economic and general welfare of nurses.
- e. To provide for the continuing professional development of nurses.
- f. To represent nurses and serve as their state spokesperson with allied health groups, community and governmental groups, and with the public.
- g. To promote the recruitment and retention of members.
- h. To provide for representation in the ANA House of Delegates.
- i. To promote relationships with the Ohio Nursing Students' Association.
- j. To recruit students for nursing.
- k. To provide service to individual nurses and to their employers regarding employment opportunities and available personnel.
- l. To comply with all provisions of ANA bylaws and policies.
- m. To promote and support ANA's associate organizational members (AOMs).

**ARTICLE II**

**District Associations  
and Duties of District Associations**

**Section 1--Definition of District Associations.**

- a. This state shall be divided into district associations, the boundaries of which shall be clearly defined by and shall be recognized in accordance with criteria adopted and published by the Board of Directors of ONA. All district members shall be members of ONA and meet membership requirements.
- b. ONA may enter into an agreement with another state

nurses association in order to provide representation to nurses working in the other state. Such action shall require a two-thirds vote of the Board of Directors. Upon entering into such an agreement, the Board of Directors shall define either the whole of the other state or parts of it with clearly defined boundaries as a district association of ONA. Nurses who are members of such district associations shall have rights of membership in ONA as defined in the agreement between ONA and the other constituent member association (CMA). A two-thirds vote of the Board shall be necessary to change the boundaries of any district association located in another state. Such district associations shall remain in existence as district associations of ONA only for the term of the agreement between ONA and the other CMA. If such a district association terminates before the close of a membership year, member dues or fees shall not be refunded for the remainder of the membership year.

**Section 2--Bylaws.** The bylaws of district associations shall be consistent with the bylaws of ANA and ONA, and shall include the requirements prescribed by ANA and ONA. The districts are requested to have their bylaws conform to the format of the most current ONA model district bylaws.

**Section 3--Rights of District Association.** It shall be the right of each district association of ONA to:

- a. Have representation in the ONA House of Delegates.
- b. Submit proposals for consideration by ONA.
- c. Submit the names of nominees for ONA elective and appointive positions.
- d. Have a full and fair hearing before a vote is taken on being disqualified as a district association.
- e. Other rights as provided by common parliamentary or statutory law.

**Section 4--Duties of District Association.** It shall be the duty of each district association of ONA:

- a. To require that all of its members have the qualifications specified in Article III of the ONA bylaws.
- b. To make provision for transfer of membership in accordance with Article III of the ONA bylaws.
- c. To send to the Chief Executive Officer (CEO) of ONA the names and addresses of members of the board of directors of the district association immediately after their election or appointment.
- d. To submit all proposed amendments to its bylaws to the ONA Bylaws Committee. Prior to the district association members' being notified of proposed bylaws amendments, the proposed amendments must be reviewed for conformity by the ONA Bylaws Committee. Within one month after final adoption, all changes in bylaws or new editions of articles of incorporation shall be submitted to ONA. The district association shall ensure that the most recent printing of its bylaws is on file with ONA.
- e. To report to the Board of Directors of ONA as required.
- f. To provide for representation in the ONA House of Delegates.
- g. To comply with all provisions of ANA and ONA bylaws.

**Section 5--Disqualification of District Associations.**

- a. A district association which fails to comply with the requirements of the ANA and ONA bylaws, or for other cause deemed sufficient, may be disqualified as a district of ONA by a two-thirds vote of the ONA Board of Directors. Due notice must be given the district association at least three months before the vote is taken. A hearing shall be granted before the vote is taken, if requested.
- b. A district association which has been disqualified may be reinstated by a two-thirds vote of the ONA Board of Directors.

### **ARTICLE III Members**

#### **Section 1--Qualifications for Membership.**

- a. The Ohio Nurses Association shall consist of the members of the district associations.
- b. Persons who meet the qualifications for members are eligible for membership in the district association where they live or in the district association where they work.
- c. Each district association shall require the same qualifications for membership as those stated herein.
- d. Membership shall be unrestricted by considerations of nationality, race, religion, creed, lifestyle, color, gender, disability, sexual orientation, health status, or age.

**Section 2--Definition of Members.** A member is one (a) who has been granted a license to practice as a registered nurse in at least one state, territory, or District of Columbia of the United States and who does not have a license under suspension or revocation in any state except when the suspension is stayed contingent upon compliance with a Board of Nursing's requirements; or is otherwise entitled by law to practice; and (b) whose application for membership has been accepted in accordance with ONA policy; and (c) whose dues are not delinquent; and (d) whose membership is not under revocation for violation of the Code of Ethics for Nurses or ANA or ONA bylaws.

**Section 3--Establishment of Membership.** Official notification to ONA of the names of members in the district associations, together with appropriate dues, shall establish them as members of ONA.

**Section 4--Membership Relationships.** Every member of ONA has representation in ANA through ONA's membership in ANA. Every member of ONA has representation in the International Council of Nurses through ANA's membership in ICN.

**Section 5--Rights of Members.** Every member shall have the right to:

- a. Receive a membership card, the Ohio Nurses Review and The American Nurse.
- b. Be a candidate for ONA and ANA elective and appointive positions, in accordance with the ONA and ANA bylaws and policies.
- c. Participate in the election of ONA's delegates and alternates to the ANA House of Delegates, in accordance with established policy and ONA and ANA bylaws.
- d. Attend meetings of ONA and ANA House of Delegates, ONA and ANA conventions, and other unrestricted ONA

and ANA activities.

- e. Submit proposals for consideration by ONA.
- f. Attend the Congress of the International Council of Nurses.
- g. Affiliate with ONA Special Interest Forums, in accordance with ONA bylaws and policies.
- h. Be accorded other rights as provided by common parliamentary or statutory law, including the freedom of speech and assembly; and to form, join, and assist any labor organization which is not in direct competition with ONA, other ANA constituent members, and ANA.
- i. Have the right to due process.

**Section 6--Obligations of Members.** Every member shall be obligated to:

- a. Uphold the bylaws of ANA and ONA.
- b. Abide by the ANA Code of Ethics for Nurses as adopted by the ANA House of Delegates.
- c. Fulfill the requirements of the office or committee post to which the member is elected or appointed.
- d. Pay dues as required by district association, ONA, and ANA assessment including any appropriate AOM dues.

#### **Section 7--Dual Unionism**

- a. It shall be the responsibility of each member who is eligible to be organized for purposes of collective bargaining to:
  - 1. Refrain from engaging in dual unionism which is defined as participating in or giving assistance to one or more labor organizations which are in direct competition with the ONA, other constituent CMAs, and ANA as they act for and represent the collective bargaining interests of members.
  - 2. Refrain from participating or giving assistance to one or more directly competing labor organizations that advocate or engage in activities which would eliminate or interfere with any constituent member association's collective bargaining activities.
- b. Members who violate a1. and/or a2. of this section shall be subject to expulsion from ONA in accordance with the discipline procedures contained in Article IV of these bylaws.
- c. Working collaboratively or collectively with other unions representing nurses for a common goal would not fall under the definition of dual unionism.

**Section 8--Disaffiliation.** The members of the ONA shall continue to have all rights of membership in the American Nurses Association as provided in the ANA Bylaws until such time as 2/3 of the entire ONA membership votes to disaffiliate from the ANA. "ONA membership" for these purposes, is defined as individual members of the ONA who have ANA rights and privileges of membership as a result of their ONA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

#### **Section 9--Procedure for Transfer of Membership.**

- a. A member who moves out of a district of ONA may apply to the secretary of ONA for transfer to another constituent association of ANA. ONA shall not refund the remainder of a paid membership year.
- b. A member of another constituent association of ANA who has paid dues and fees for the membership year and who moves into or works within the boundaries of

Ohio may transfer to ONA. Additional dues or fees shall not be required nor refunded for the remainder of the membership year.

**Section 10--Procedure for Transfer to or from a District of ONA.** A member may transfer from one district to another within ONA. Application for transfer shall be made to the secretary of the district of which the nurse is currently a member. The member must live or work within the boundaries of the district to which transfer is sought.

**Section 11--Honorary Recognition.** ONA honorary recognition may be conferred by a majority vote at any ONA House of Delegates on persons who have rendered distinguished service or valuable assistance to the nursing profession, the name or names having been recommended by the ONA Board of Directors. Honorary recognition shall not be conferred on more than two persons at any House of Delegates.

#### ARTICLE IV

##### Disciplinary Action and Rights of Members

###### Section 1--Disciplinary Action.

- a. Members of this Association shall be subject to disciplinary action including censure or expulsion for:
  1. Violations of these bylaws and ANA bylaws.
  2. Violations of the Code of Ethics for Nurses as established by ANA.
  3. Actions which are detrimental to the purposes of the association.
- b. Disciplinary proceedings shall be conducted in accordance with policies and procedures established by the Board of Directors and pursuant to common parliamentary procedure and state and federal law. ONA members shall be guaranteed due process rights. The Board of Directors shall have final disciplinary authority over members.
  1. The member must receive written notice with specific charges and a copy of the ONA Policies and Procedures for Disciplinary Action at least thirty days before the vote is taken.
  2. A hearing shall be granted before the vote is taken, if requested.
- c. Depending on the severity of the disciplinary violation, as determined by a two-thirds vote of the ONA Board of Directors, a member may be:
  1. Reprimanded
  2. Censured
  3. Fined
  4. Suspended from membership
  5. Permanently expelled from membership.
- d. A member who has been disciplined may be reinstated by a two-thirds vote of the ONA Board of Directors.
- e. Any disciplinary action taken by any other ANA constituent member OR AOM'S against one of its individual members, or against an individual member of ONA, shall be given full recognition and enforcement provided that such action was taken guaranteeing the due process rights of the ONA members during that disciplinary process and in accordance with the bylaws and disciplinary procedures of the appropriate district or ANA constituent member OR AOM.

###### Section 2--Disciplinary Action by a District Association.

- a. Any disciplinary action by a district association shall be in accordance with the published Policies and Procedures

for Disciplinary Action established and approved by the ONA Board of Directors.

- b. Expulsion from a district association shall result in expulsion from ONA upon certification thereof by the district association to ONA.

**Section 3--Appeal of Disciplinary Action.** Appeal of disciplinary action shall be conducted in accordance with published policies and procedures established by the Board of Directors which shall have final disciplinary authority over members.

#### ARTICLE V

##### Organizational Affiliates of ONA

###### Section 1. Qualifications

An organizational affiliate of ONA is an association that:

- a. Is a state nursing organization or local nursing organization chapter that meets criteria established by the ONA Board of Directors;
- b. Has been granted organizational affiliate status by the Board of Directors;
- c. Has paid an organizational affiliation fee to ONA.

###### Section 2. Responsibilities

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

###### Section 3. Rights

Each organizational affiliate shall be entitled to:

- a. One nurse participant who shall have voice, but no vote, in the ONA House of Delegates.
- b. One nurse participant who shall have voice, but no vote, in the ONA Board of Directors meetings.
- c. Make reports or presentations to the ONA House of Delegates within its area of expertise.
- d. Submit the names of nurse representatives qualified for appointment to ad hoc groups, task forces, committees, and councils.

#### ARTICLE VI

##### Assessments and Dues

**Section 1--Payment of Assessments and Dues.** The ANA and ONA assessments including AOMs shall be paid simultaneously with dues for ONA districts and local units in accordance with current policy. The forfeit of all membership rights shall occur if dues and ANA assessment are not paid as required by current policy.

###### Section 2--Definitions

- a. Membership Year. The membership year shall be a period of twelve consecutive months.
- b. Assessments.
  1. The ANA assessment including AOMs is the cost per ONA member for ONA's membership in ANA.
  2. The ONA assessment is the ONA dues plus ANA assessment and any other mandatory allocation(s) or voluntary contribution(s).
- c. Dues - Fee for ONA member services including special funds as designated by the ONA House of Delegates and the fees of its districts.

###### Section 3-- Assessment and Dues for Membership Year.\*

- a. The amount of ONA dues shall be based on 0.8% of the following: 5

1. For individuals who are members of an ONA collective bargaining unit (including fair share payers), the salary basis shall be \$62,000.00 in 2008.
  2. For individuals who are not members of an ONA collective bargaining unit the salary basis shall be \$48,000.00 in 2008.
- b. Each subsequent year, any increase in dues shall be calculated by determining the average percentage salary increase negotiated by ONA for its bargaining unit members as of October 1<sup>st</sup>. That percentage increase shall apply to the salary basis for both bargaining unit and non-bargaining unit members. The percentage increase shall never be less than zero nor more than five percent.
- c. Special dues rates for the following categories apply as follows:
1. Newly licensed registered nurses may elect to pay 50% of the rate otherwise owed for the first year following initial licensure with that amount increasing by 25% in each subsequent year until reaching 100% of the amount owed for all state and national dues that can be discounted.
  2. Members who are not employed or registered nurses who are full time students may elect to pay 50% of the amount of dues owed by non-collective bargaining unit members for all state and national dues that can be discounted.
  3. Members who are totally disabled or members who are 62 years of age or older who are not employed may elect to pay 25% of the dues owed by non-collective bargaining unit members.
- d. One dollar of each member's dues shall be placed in the ANA Delegate Fund. Monies in this fund shall be distributed equally among persons who serve as ANA delegates, in accordance with policies established by the Board of Directors.
- e. One dollar per month of each member's dues shall be transferred each month to the ONA Political Contributing Entity (PCE). Monies in this fund shall be distributed in accordance with Ohio's campaign finance/election laws as directed by the Council on Health Policy. Members who do not wish to participate shall so notify ONA in writing of that decision and upon receipt of that notification, no portion of their dues money will be transferred to the PCE.

\*The ANA or ONA Board of Directors shall fix the amount of service fees which shall be paid, in addition to amount of the assessment and dues stated above, by those persons who elect to pay assessments and dues on a partial-payment plan.

**Section 4--Change of Assessments and Dues Category.** No money shall be refunded nor additional money collected when a change in assessments and dues category is made within a membership year, provided the member was eligible for the assessments and dues category in which the member was placed when assessments and dues were paid.

**Section 5--Disaffiliation.** The ONA shall continue to pay dues to the ANA pursuant to the ANA Bylaws and House of Delegates policy until such time as 2/3 of the entire ONA membership votes to disaffiliate from the ANA. "ONA membership," for

membership," for these purposes is defined as individual members of the ONA who have ANA rights and privileges of membership as a result of their ONA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

## **ARTICLE VII Meetings**

### **Section 1--Biennial Conventions.**

- a. ONA shall hold biennial conventions in the odd-numbered years. The Board of Directors shall determine the times and places of conventions.
- b. Notice of each convention shall be sent to each district at least six months prior to the meeting.

### **Section 2--Special Meetings.**

- a. Special meetings of ONA may be called by the ONA Board of Directors and shall be called by the president upon the written request of ten districts.
- b. Notice of each special meeting shall be sent to each district and local units at least thirty days before the first day of the special meeting.

## **ARTICLE VIII House of Delegates**

### **Section 1--Voting Bodies.**

- a. The voting body at conventions and special meetings of ONA shall be a House of Delegates which shall consist of the members of the ONA Board of Directors and the accredited delegates from each district. No member of the voting body shall be entitled to more than one vote.
- b. All members may vote on amendments pertaining to dues for the membership year and for ANA delegates and alternates.

### **Section 2--Functions.** The House of Delegates shall:

- a. Establish the Vision/Mission and broad goals of the Association.
- b. Take positions, determine policy, and set direction on substantive issues requiring the authority and backing of the official voting body of ONA.
- c. Adopt and maintain bylaws.
- d. Elect members of the Board of Directors, the Nominating Committee, and the Commission on Economic and General Welfare.

### **Section 3--Election of ONA Delegates.**

- a. Each district of ONA shall be entitled to one delegate for every twenty-five members. A district which has fewer than fifty members shall be entitled to two delegates.
- b. Delegates shall be elected by secret ballot by the respective districts.
- c. Delegates and alternates are elected for two years or until replaced.

### **Section 4--Basis for Computing Number of Delegates.**

- a. ONA shall notify each district of the number of delegates to which it is entitled at any ONA convention or special meeting. Notification of the number of delegates for convention will occur by January 31<sup>st</sup> of convention year.
- b. The basis for computing the number of delegates which any district shall be entitled to seat at a convention shall be the number of its members who were members of ONA on December 31 of the preceding year, as evidenced by appropriate

dues paid to ONA. The size of the delegation shall remain the same for any special meeting held during the ensuing biennium.

#### **Section 5--Seating of Delegates.**

- a. The secretary of each district association shall submit the names of all delegates and alternates elected by the respective districts to the ONA headquarters office according to written policies of the ONA Board of Directors. Only persons whose names appear on the list of delegates and alternates shall be seated in the House of Delegates.
- b. If all the elected delegates from a district association are not in attendance at a convention or special meeting, elected alternates whose names appear on the official list of delegates and alternates shall fill the vacancies according to written policies of the ONA Board of Directors.

### **ARTICLE IX Officers and Duties of Officers**

**Section 1--Definition of Officers.** The officers of ONA shall be the president, first vice president, second vice president, secretary, and treasurer.

**Section 2--Length of Service.** No officer shall serve more than two consecutive terms in the same office nor more than eight consecutive years on the Board of Directors. Service for a portion of the term greater than half shall be considered a term.

**Section 3--Duties of Officers.** Officers shall perform the duties usually performed by such officers in addition to those prescribed by these bylaws or by the Board of Directors.

#### **Section 4--Duties of President.**

- a. The president shall chair the Board of Directors, the Leadership Forum, and the Executive Committee; and preside over meetings of ONA.
- b. The president shall be an ex officio member of all committees except the Nominating Committee and shall serve as ONA's representative at meetings of the Constituent Assembly of ANA and as a delegate-at-large to the House of Delegates of ANA if elected.
- c. The president may delegate assignments to the officers and directors.

#### **Section 5--Duties of Vice Presidents.**

- a. The vice presidents shall assume duties as assigned to them by the Board of Directors.
- b. In the absence of the president, the vice presidents in order of rank shall assume the duties of the president.
- c. If a vacancy occurs in the office of president, the first vice president shall serve as president until the adjournment of the next House of Delegates or until a successor is elected.
- d. If a vacancy occurs in the office of first vice president, the second vice president shall serve as first vice president until the adjournment of the next convention or until a successor is elected.
- e. A Vice President who assumes the duties of the President or who fills a vacancy in the office of the President shall not serve as an ANA delegate or alternate unless separately elected as an ANA delegate or alternate.

**Section 6--Duties of Secretary.** The secretary shall be responsible for ensuring that records are maintained of meetings of the House of Delegates, the Board of Directors, the Executive Committee of the Board of Directors, and the Leadership Forum and shall notify districts of meetings of the House of Delegates.

**Section 7--Duties of Treasurer.** The treasurer shall be responsible for monitoring the fiscal affairs of the association and shall provide reports and interpretation of ONA's financial condition to the House of Delegates, the Board of Directors, and the membership.

### **ARTICLE X Board of Directors**

**Section 1--Definition of Board of Directors.** There shall be a Board of Directors of the Ohio Nurses Association which shall consist of fifteen members: the officers of the association and ten directors. At least five of the members shall meet the criteria for appointment to the Commission on Economic and General Welfare.

**Section 2--Qualifications.** To be eligible to serve on the Board of Directors, a person shall:

- a. Hold current membership in ONA.
- b. Not serve concurrently as an officer or director of another organization if such participation might result in a conflict of interest with ONA.
- c. Support all programs of the association.

**Section 3--Authority.** The Board of Directors shall have the authority delegated to it by the House of Delegates, including the duty and power of acting for the membership in the intervals between meetings of the House of Delegates, and other duties and powers as defined in these bylaws.

**Section 4--Accountability.** The Board of Directors shall report and be accountable to the House of Delegates.

**Section 5--Length of Service.** No member of the Board of Directors shall be eligible to serve more than eight consecutive years as a director or an officer.

**Section 6--Open Meetings.** Meetings of the Board of Directors shall be open to members, except when the Board of Directors determines that open discussion would infringe on the rights of individuals or have an adverse affect on the association's goals.

**Section 7--Regular Meetings.** The Board of Directors shall meet at times and places as shall be determined by the Board.

**Section 8--Special Meetings.** Special meetings of the Board of Directors may be called by the president and shall be called by the president upon the written request of at least five members of the Board of Directors.

**Section 9--Attendance.** Attendance at all regular meetings within a biennium shall be required of all Board members. The length of a regular meeting shall be from the call to order to adjournment. A Board member must be present at 75 percent of each regular meeting to constitute attendance. Absence from two regular meetings of

the biennium may be cause for declaring a vacancy in the Board position. Such action shall be determined by a majority vote of the Board.

**Section 10--Referendum.** Between regular meetings of the Board of Directors the president may refer to the Board of Directors questions relating to the affairs of the association which, in the opinion of the president, require immediate action on the part of the Board of Directors. The result of such a referendum which requires a majority vote of the Board of Directors, shall control the actions of the association, and its directors, officers, committees, agents, units and employees.

## **ARTICLE XI Duties of Board of Directors**

**Section 1--Duties.** The Board of Directors shall:

- a. Transact the business of the association in the interim between meetings of the House of Delegates.
- b. Exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of law.
- c. Complete the strategic planning process using the broad goals approved by the House of Delegates.
- d. Evaluate the strategic plan and programs of the association.
- e. Provide for implementation of association policies and positions approved by the ONA House of Delegates.
- f. Establish policies and procedures for the transaction of business, coordination of association activities and operation and maintenance of a state headquarters.
- g. Establish financial policies and procedures, adopt the budget, submit all books annually to a certified public accountant for audit, and present financial statement to the membership annually and at each meeting of the House of Delegates.
- h. Establish policies and procedures for approving publications and other printed materials prior to their distribution.
- i. Establish standing and special committees of the board as deemed necessary for the performance of its duties, and define the purpose and authority of such committees.
- j. Appoint committees, councils, commissions (except for the Commission on Economic & General Welfare and the Nominating Committee) and task forces to facilitate the activities of the association.
- k. Have power to fill vacancies on the Nominating Committee, Commission on Economic and General Welfare and on the Board of Directors, except those occurring in the office of president or first vice president.
- l. Determine the date and place of each convention, special meetings of ONA, including the House of Delegates, and meetings of the Leadership Forum and the Board of Directors.
- m. Ratify votes of the Board of Directors secured by referendum.
- n. Serve as a liaison to districts and members.
- o. Provide for the establishment and dissolution of units and coordinate the activities of such bodies.
- p. Select candidate(s) for the Ohio Board of Nursing and submit the names to the Governor of Ohio.

- q. Define qualifications for appointive office unless otherwise specified in these bylaws.
- r. Appoint, define the authority and responsibilities of, and annually review the performance of the CEO.
- s. Confer constituent membership on associations meeting qualifications established in these bylaws.
- t. Establish policies and procedures for disciplinary action against members and districts.
- u. Establish fees for conventions, specified activities, and services.
- v. Control the use of the official ONA logo and the procurement and sale of replicas thereof.
- w. Provide for constituent member liaison or representation at meetings of voluntary organizations and of public or governmental agencies.
- x. Establish relationships and collaboration with the Ohio Nursing Students' Association.
- y. Assume other duties as may be provided for elsewhere in these bylaws and by the ONA House of Delegates.

**Section 2--Executive Committee.** There shall be an Executive Committee of the Board of Directors composed of the president, the two vice presidents, the secretary, and the treasurer of the association. This committee shall have all the powers of the Board of Directors to transact business of an emergency nature between Board meetings. All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors.

**Section 3—Chief Executive Officer (CEO).**

- a. The Board of Directors shall delegate to the CEO, the authority to manage the association according to policies established by the House of Delegates and the Board of Directors.
- b. The CEO shall be accountable to the Board of Directors.
- c. The CEO shall employ, direct, promote, and terminate staff of the association.
- d. The CEO may represent the association and speak on matters of established policy and positions.

## **ARTICLE XII Nominations**

**Section 1--Participation in the Nominating Procedure.**

- a. The Nominating Committee shall ask districts, structural units, and members to submit names of members who are qualified and willing to serve as officers, directors, director members and local unit members of the Commission on Economic and General Welfare, members of the Nominating Committee, or ANA delegates and alternates, if elected.
- b. All names shall be submitted to the Nominating Committee for consideration in developing the ticket.

**Section 2--Preparation of the Ticket.**

- a. In preparing the ticket the committee shall: 8
  1. Give particular consideration to the Nominating Committee Guidelines adopted by the Board of Directors.
  2. Carefully consider the names submitted but not be

limited to selections from such names.

3. Observe all provisions of ONA bylaws which relate to the nominating procedure.
- b. The committee shall prepare a ticket consisting of at least one and not more than two nominees for each position to be filled. The ticket shall include representatives of the three major areas of nursing; namely, nursing practice, nursing education, and nursing administration, from various geographical areas of ONA. The ticket and elections shall be structured to assure that the Board of Directors includes at least five directors who meet the criteria for service on the Commission on Economic and General Welfare.

### **Section 3--Eligibility of Nominees.**

- a. No nominee shall appear on the ticket without a statement of qualifications and consent to serve if elected.
- b. No person shall be nominated from the floor without a statement of qualifications and consent to serve if elected.
- c. With the exception of nominees for ANA delegate, no nominee shall appear on the ballot if election could result in the nominee's serving concurrently as an officer or director of another organization if such participation might result in a conflict of interest with ONA.
- d. The nominee shall be supportive of the mission, vision and goals as well as the Association's programs.
- e. With the exception of serving as ANA delegate or ANA alternate, members shall be eligible to serve in only one elective office in ONA at any one time.

**Section 4--Presentation of the Ticket.** The ticket prepared by the Nominating Committee shall be presented to the Board of Directors and then be mailed to the districts and published in the Ohio Nurses Review at least one month prior to the meeting of the House of Delegates.

## **ARTICLE XIII Elections**

**Section 1--**Elections shall be held at each meeting of the House of Delegates. The terms of office of all those elected at any House of Delegates shall commence at the adjournment of such House of Delegates.

**Section 2--**The officers of ONA and seven members of the Nominating Committee shall be elected biennially to serve for two years or until their successors are elected. Five directors shall be elected biennially to serve for four years or until their successors are elected. Two local unit members of the Commission on Economic and General Welfare shall be elected biennially. The E&GW Commission nominee with the highest number of votes shall serve for four years; the nominee with the second highest number of votes shall serve for two years. The number of delegates to the ANA House of Delegates or special meetings to which ONA is entitled shall be elected at each convention, and alternates for such representatives also shall be elected to serve for two years or until their successors are elected.

**Section 3--**Elections shall be by secret ballot or by voting machine.

**Section 4--**Additional nominations may be made from the floor and voting shall not be limited to the nominees.

**Section 5--**The president shall appoint tellers who shall act as inspectors of the election.

**Section 6--**Polls shall be open for such periods of time as shall be specified by the Board of Directors and noted in the program for the convention.

**Section 7--**Before the opening of the polls, a complete list of the ONA delegates shall be furnished to the chief teller.

### **Section 8--**

- a. Each member of ONA who votes for members of the Board of Directors, the Nominating Committee, and the Commission on Economic and General Welfare shall be identified as an ONA delegate by the presentation of delegate credentials to the teller.
- b. Each ONA member who votes for ANA delegates or bylaws amendments concerning dues shall be identified as a member or delegate by the presentation of a current membership card.
- c. All ONA members who are represented by an ANA AOM may vote for delegates to the applicable AOM according to the appropriate national bylaws or constitution..

**Section 9--**Elections shall be held at the biennial meeting of the ONA House of Delegates in odd-numbered years and shall be by secret ballot.

**Section 10--**A second ballot shall not be issued to any person for any reason.

### **Section 11--**

- a. A plurality vote of those present, entitled to vote, and voting, shall constitute an election.
- b. In case of a tie, the choice shall be decided by lot.
- c. In the case of any emergency that results in an unclear outcome of an election, voting may be done by a mailed secret ballot.

**Section 12--**All ballots, delegate credentials, and other records pertaining to the election shall be preserved for one year after the election.

## **ARTICLE XIV Committees**

**Section 1--Composition of Committees.** Committees shall assume such duties as are specified in these bylaws and such other duties as may be assigned by the Board of Directors. Committees shall be composed of at least three members of ONA.

**Section 2--Subcommittees.** If a committee has subcommittees, the chair of the committee and the chairs of the respective subcommittees may  
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constitute a committee for action between meetings of the committee. All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the committee.

**Section 3--Absence.** Absence without good cause from two meetings of a committee shall constitute a resignation.

**Section 4-- Committees.**

- a. The committees of the House of Delegates shall be:
  1. Bylaws
  2. Nominating
  3. Reference
- b. The Committees of the Board of Directors shall be:
  1. Executive
  2. Finance
  3. Qualifications

**Section 5--Appointments.**

Except for the Nominating Committee, which is elected, members of committees shall be appointed at or after each convention to serve for two years or until their successors are appointed.

**Section 6--The Bylaws Committee.** This committee shall:

- a. Review proposed amendments to the bylaws of this association. Upon approval of such amendments by the Board of Directors, the amendments shall be submitted for action to the next House of Delegates.
- b. Review the bylaws of any nurses' association on a district level wishing to become a district of the Ohio Nurses Association. The committee will report to the Board of Directors whose decision on the recommendations will be final.
- c. Advise districts concerning proposed amendments to their bylaws to assure conformity to ONA bylaws.

**Section 7 -- The Nominating Committee.** This committee shall consist of seven ONA members who shall be elected as provided in Article XIII, Elections. The member receiving the highest number of votes in the election shall be the chair. Not more than one member of this committee is to be a member of any one district. This committee is to perform the duties described in Article XII, Nominations.

**Section 8 – The Reference Committee.** This committee shall be appointed by the Board. This committee shall:

- a. Receive, review and report on proposals submitted for the consideration of the House of Delegates.
- b. Provide for hearings on proposals at meetings of the House of Delegates.
- c. Recommend action on proposals to be considered by the House of Delegates.
- d. Develop procedures for presentation of proposals to the House of Delegates for adoption.

**Section 9 – The Executive Committee.** This committee is composed of the officers of the Board of Directors and shall have all powers of the Board of Directors to transact business between Board meetings in accordance with rules established by the Board. Such transactions shall be reported at the next regular meeting of the board of Directors.

**Section 10--The Committee on Finance**

This committee will be composed of seven members including the Treasurer as chair, the President, four members of the Board of Directors, and one non-Board member with experience in financial management. This committee shall:

- a. Prepare the annual budget.
- b. Advise as to expenditures of funds and report the same to the Board of Directors.

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**Section 11 – The Qualifications Committee.** This committee shall be composed of four members of the Board of Directors. This committee shall:

- a. Nominate members for appointment to internal groups such as committees, councils, commissions and task forces to the Board of Directors.
- b. Nominate members to represent ONA to outside organizations.

**ARTICLE XV  
COUNCILS**

**Section 1--Definition.** An advisory panel that may have delegated authority; councils promote an organizational mission that is ongoing and will have limited autonomy.

**Section 2--Terms of Office.** Appointments to the councils shall be made at or after each convention. The term of each appointment shall be two years.

Members of the Health Policy Council are appointed by the Board of Directors in November of even-numbered years to coincide with the biennial terms of the legislature.

**Continuing Education Approver Council**

**Section 1 -- Composition.** This council shall be composed of members who meet the most current accreditation and approval criteria and rules for peer reviewers.

**Section 2 – Functions.** This council shall:

- a. Study and evaluate matters relating to continuing education and recommend appropriate action.
- b. Approve individual continuing education activities and providers of continuing education.
- c. Identify the need for state legislation in the field of continuing education and recommend appropriate action.
- d. Perform or initiate other duties related to continuing education with the approval of the Board of Directors.

**Council on Practice**

**Section 1--Composition.** The Board of Directors shall appoint a Council on Practice which shall be composed of 15 members, each of whom is a member of ONA. The Council shall be composed of members from a mixture of current clinical nursing practice areas. The Board of Directors shall designate the chair.

**Section 2--Functions.** The functions of the Council on Practice shall include the following:

- a. To interpret professional standards of practice within the state and devise means for putting these into effect.
- b. To provide for consideration of concerns relating to nursing practice within the state.
- c. To assist districts and groups of members in districts in consideration of nursing practice concerns.
- d. To receive and take appropriate action upon complaints and problems of nursing practice from the profession and the public and otherwise to bring about adherence to ethical, professional, and legal standards of nursing practice.
- e. To work with related groups as appropriate on matters of nursing practice and concerns in special areas of health and medical care.
- f. Assist nurses in implementing the ANA Code of Ethics for Nurses.
- g. Assist members to understand, accept and respect societal differences in all policy statements and actions.
- h. Assure consideration of ethical and human rights issues

in all policy statements and sections.

- i. To plan a program of work to carry out these functions of the council and submit it to the Board of Directors for approval.

### **Council on Health Policy**

#### **Section 1-- Composition.**

- a. This Council shall consist of at least nine members of ONA, two of whom are also members of the Board of Directors. The members shall be selected from the various geographic areas of the state. Consideration will be given to political party representation.
- b. The Council on Health Policy shall be accountable to the Board of Directors for overall policies and procedures and has autonomy over specific endorsement decisions and disbursement of PCE monies raised for endorsement purposes.

#### **Section 2. Functions.** This Council shall:

- a. Evaluate proposed federal, state and local legislation for its implication for nurses, nursing and health and make recommendations to the Board of Directors.
- b. Develop and institute a state legislative program with the approval of the Board of Directors.
- c. Advise the Board of Directors, structural units and districts on legislative and political issues.
- d. Develop a grassroots political participation program.
- e. Promote appointment of qualified nurses to key leadership positions in government, industry, state, health related foundations and consumer organizations.
- f. Oversee fund raising efforts for support of candidates for the state legislature.
- g. Implement the endorsement process in election years.
- h. Appoint the CEO as the treasurer biennially; who shall function in accordance with legal requirements for political contributing entities.

## **ARTICLE XVI**

### **Commission on Economic and General Welfare**

#### **Section 1--Composition.**

- a. The Commission shall consist of eight members of ONA who are represented for collective bargaining by ONA. Five Commission members shall be members of the Board of Directors of the Ohio Nurses Association and members of any ONA local unit.
- b. Loss of ONA collective bargaining employment status or employment in any management position by a Commission member shall constitute a resignation from the Commission and or Board of Directors E&GW seat.
- c. Vacancies on the Commission on Economic and General Welfare shall be filled by the Board of Directors.
- d. A vacancy formerly filled by a Board member shall be filled from a list of eligible ONA collective bargaining unit members of the Board as verified by the Commission on Economic and General Welfare.
- e. A vacancy formerly filled by a local unit member shall be filled from a list of eligible local unit members after consultation with the forum of Local Unit Nurses.

#### **Section 2--Officers.** The Commission shall elect from among

its members a chair and a vice chair, who shall serve for two years or until their successors are elected.

#### **Section 3--Functions.** The Commission shall:

- a. Oversee the Economic and General Welfare (E&GW) program of ONA within the guidelines established by the ONA Board of Directors under the framework established by the House of Delegates;
- b. Carry out the responsibilities of ONA for the economic and general welfare of its members and bargaining units;
- c. Develop economic and employment standards and policies and devise methods of implementation and evaluation;
- d. Establish procedures for economic and general welfare complaints;
- e. Evaluate and revise the E&GW program and policies periodically;
- f. Provide information and counseling regarding employment conditions;
- g. Require local bargaining units to have rules on elections, internal governance, removal of elected representatives and such other requirements as may be established by the commission or by applicable labor law; and
- h. Have the right to remove elected representatives of local bargaining units and manage the local unit if the elected representatives are violating the ONA Bylaws, local unit charter rules, and/or labor law.
- i. Verify which ONA members shall be eligible to serve on the commission.

**Section 4--Local Units** shall exist for the purpose of improving the professional, economic and general welfare of persons represented by the Ohio Nurses Association in collective bargaining units under the provisions of state or federal law. The local units established and existing pursuant to this Article shall conform to the following minimum requirements and such other requirements as from time to time are established by the Commission on Economic and General Welfare.

- a. Each local unit shall establish its own bylaws which shall be consistent with the provisions of this Article and with the overall ONA philosophies.
- b. Each local unit shall provide for the election from its membership such officers as may be deemed necessary.
- c. Under the guidance of the E&GW Commission, each local unit shall select a collective bargaining committee from its membership whose functions shall include the gathering of contract proposals, work with ONA to negotiate the collective bargaining agreements on behalf of the ONA and the local unit with the employer of the unit members, and the administration of such collective bargaining agreements after ratification of such agreements by the local unit membership.
- d. Each local unit shall file appropriate financial reports to ONA and other governmental agencies as required.
- e. Local Unit dues shall be determined by members of the local units and shall be incorporated into the ONA dues structure.

#### **Section 5--Trusteeship**

- a. The Commission on Economic and General Welfare shall have the right to place any local unit into

trusteeship for violation of local unit bylaws, ONA bylaws, or the provisions of this Article or for such other reasons that are permitted by law.

- b. The purposes for which a trusteeship may be established by the Commission are:
  1. A trusteeship may be imposed on a local unit by the Commission only for the purposes of:
    - a. correcting corruption;
    - b. correcting financial malpractice;
    - c. assuring their performance of collective bargaining agreements, or other duties of a collective bargaining representative;
    - d. restoring democratic procedures;
    - e. otherwise carrying out the legitimate objectives of the local unit.
  2. Trusteeships will ordinarily be imposed on local units only after full and fair hearings by the Commission on Economic and General Welfare. However, in emergency circumstances, a trusteeship may be imposed by the Commission on a local unit prior to a full and fair hearing. In that event, the Commission shall within a three month period hold a full and fair hearing on the issues of trusteeship.
- c. Trustees serve at the will of the Commission.

**Section 6 – Local Unit Forum** shall provide a medium for open discussion, information sharing and resources.

- a. Membership is limited to members who are represented by ONA’s Economic and General Welfare Program.
- b. Officers. The forum shall elect a chair and a secretary who shall serve for two years or until their successors are elected. The officers shall conduct business of the forum including selecting nominees for elections. The forum may identify additional officers as necessary and elect members to fill those positions.

#### **ARTICLE XVII SPECIAL INTEREST FORUMS**

**Section 1--Definition.** A special interest forum shall be a unit of ONA established by the ONA Board of Directors. The forum shall serve as a medium for open discussion, information sharing, and resources.

**Section 2--Criteria.** To establish a special interest forum there must be a demonstrated special need that cannot be met by an existing organizational unit. The forum is commissioned and decommissioned by the Board of Directors. The special interest forum shall develop a statement of purpose and functions which shall be submitted to the Board of Directors for approval and shall govern all activities of the forum. The forum shall submit an annual report.

**Section 3--Officers.** Each forum shall elect a chair and a secretary who shall serve for two years or until their successors are elected. The officers shall conduct the business of the forum including selecting nominees for elections. The forum may identify additional officers as necessary and elect members to fill those positions.

#### **ARTICLE XVIII TASK FORCES**

**Section 1 – Definition.** A task force is a temporary group assigned, by the Board of Directors, to achieve a specific outcome over a specified period of time using a specific process.

**Section 2 – Purpose.** To facilitate rapid action in response to organizational objectives.

**Section 3 – Composition.** The members and chair of a task force shall be appointed by the Board of Directors and shall be members who possess the expertise and interest to accomplish the assigned task.

#### **ARTICLE XIX LEADERSHIP FORUM**

**Section 1--Purpose.** There shall be a Leadership Forum to facilitate communication among ONA, districts and local units.

**Section 2--Composition.** The Board of Directors of ONA, the presidents and one other representative of the district associations and local unit chairs shall constitute the Leadership Forum.

**Section 3--Participation of the Ohio Nursing Students' Association.** Two officers of the Ohio Nursing Students' Association shall be eligible to attend meetings of the Leadership Forum.

**Section 4--Meetings.** Meetings of the Leadership Forum may be held at such times and places as shall be determined by the Board of Directors. Meetings shall be called upon the request of twenty-five per cent of the districts of ONA.

#### **ARTICLE XX Representation at Meetings of the American Nurses Association**

**Section 1--House of Delegates and Special Meetings.**

- a. ONA is entitled to representation at the House of Delegates and special meetings of ANA as provided in the bylaws and policies of ANA.
- b. The delegation shall be composed of three delegates-at-large, one of whom is the president of ONA if elected as a delegate, and the remaining number of allotted delegates. The remaining two delegates-at-large shall be the two members receiving the highest number of votes from delegates in two of the three categories of which the president is not a member.
- c. The allotted number of delegates, shall be allocated among four areas: nursing unspecified, nursing administration, nursing practice, and nursing education in direct proportion to their representation in the current membership. Representation in the ANA House of Delegates shall also be proportionately representative of the total number of members who hold non-supervisory, non-managerial positions within the meaning of relevant labor law.
- d. ANA delegates and alternates except for the President and CEO if eligible and elected, will be limited to four consecutive terms.
- e. ANA delegates and alternates shall be elected 12 in accordance with Article XIII of the ONA Bylaws.

**Section 2--ANA Constituent Assembly.** The president or a designee and the CEO or designee shall serve as members of the ANA Constituent Assembly.

**ARTICLE XXI**  
**ANA ASSOCIATE ORGANIZATION MEMBER**  
**(ANA- ANA AOMS)**

**Section 1** – ONA is entitled to representation at all ANA AOM national meetings of the ANA AOM of which ONA maintains membership/affiliation in as provided in the ANA AOM’s constitution/bylaws.

**Section 2** – The delegation shall be composed of eligible members.

**Section 3** – The allotted number of delegates shall be elected in accordance with the appropriate national bylaws or constitution.

**ARTICLE XXII**  
**Quorum**

**Section 1--House of Delegates or Special Meetings.** Five members of the Board of Directors, one of whom shall be the president or a vice president, and representatives from a majority of the districts, shall constitute a quorum for the transaction of business at any House of Delegates or special meeting of ONA.

**Section 2--Board of Directors.** A majority of the Board of Directors, one of whom shall be the president or a vice president, and two of whom shall be members of the Commission on Economic and General Welfare, shall constitute a quorum at any meeting of the Board of Directors.

**Section 3**—Committees, Councils and Commission. A majority of the members of committees, councils, and commission, with the exception of the Economic and General Welfare Commission shall constitute a quorum.

**Section 4--**A majority of the members of the Economic and General Welfare Commission shall constitute a quorum, provided at least 3 Board of Directors members and 2 local unit members are present.

**ARTICLE XXIII**  
**Parliamentary Authority**

The rules contained in Robert’s Rules of Order Newly Revised shall govern meetings of ONA in all cases to which they are applicable and in which they are not inconsistent with ONA bylaws.

**ARTICLE XXIV**  
**Official Publication**

The Ohio Nurses Review shall be the official publication of ONA.

**ARTICLE XXV**  
**Amendments**

**Section 1--With Notice.** Except for Article V, Section 3.a., the ONA bylaws may be amended at any convention by a two thirds vote of the delegates present and voting. Article V, Section 3.a. may be amended at any convention by a two-thirds vote of the members present and voting by secret ballot. All proposed amendments shall be in the possession of the CEO of ONA at least two months before the date of the House of Delegates and shall be appended to the call for the meeting.

**Section 2--Without Notice.** Except for Article V, Section 3.a., the ONA bylaws may be amended without previous notice at any convention by 99 percent of the delegates present and voting.

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## **Ohio Nurses Association**

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*Equal Opportunity and Affirmative Action Organization*