



Iowa Nurses Association Bylaws

REVISIONS ACCEPTED OCTOBER 19, 2018

IOWA NURSES ASSOCIATION BYLAWS
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF IOWA NURSES' ASSOCIATION

To the Secretary of State
of the State of Iowa:

Pursuant to the provisions of Section 39 of the Iowa Nonprofit Corporation Act, Chapter 504A, Code of Iowa, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation, which correctly set forth the corporation's Articles of Incorporation, as amended, and which have been duly adopted as required by law:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Iowa Nurses Association, hereinafter referred to as the "Corporation."

ARTICLE II

DURATION OF CORPORATION

The Corporation shall have perpetual duration.

ARTICLE III

PURPOSES OF CORPORATION

The Corporation is organized so as to qualify and operate as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and in this connection, the purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) To work for the improvement of health standards and the availability of health care services for all people;
- (b) To foster high standards of nursing;
- (c) To stimulate and promote the professional development of nurses, which shall include basic, continued, and continuing education, and to advance their economic and general welfare;
- (d) To serve as a constituent member of the American Nurses Association;
- (e) The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes, and shall have unlimited power to engage in and to do any lawful acts concerning any and all lawful purposes for which corporations may be organized under the provisions of the Iowa Nonprofit Corporation Act, Chapter 504A of the current Code of Iowa, and the Revised Iowa Nonprofit Corporation Act, set forth in Senate File 2274, 80th General Assembly, and which are not prohibited from being possessed or exercised by an organization exempt from federal income tax pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

The Corporation's purposes shall be unrestricted by considerations of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion or sexual orientation.

ARTICLE IV
MEMBERS OF THE CORPORATION

The Corporation shall have one or more classes of members, as provided in the Bylaws of the Corporation. The Corporation's members shall have such voting and other rights as are specified in these Articles of Incorporation and in the Corporation's Bylaws. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by an electronic transmission.

The members of the Corporation are authorized to designate delegates having some or all of the authority of members as set forth in the corporation's Bylaws. The Bylaws shall set forth the characteristics, qualifications, rights, limitations and obligations of delegates, including their selection and removal.

ARTICLE V
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed under the direction of its board of directors. The number of directors of the Corporation and their qualifications shall be as specified in the Corporation's Bylaws. All directors must be individuals.

The Corporation's Bylaws may provide that one or more persons may exercise some or all of the powers which would otherwise be exercised by the board of directors. To the extent so authorized, any such person or persons shall have the duties and responsibilities of the board of directors, and the directors shall be relieved to that extent from such duties and responsibilities.

ARTICLE VI
PRIVATE INUREMENT AND OTHER PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The Corporation shall not lend money to or guarantee the obligation of any of its directors or officers. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

ARTICLE VII
REFERENCES TO INTERNAL REVENUE LAWS

Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any future Internal Revenue law and to any existing or future Regulations of the Internal Revenue Code of 1986, or any future Internal Revenue law.

ARTICLE VIII
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute or convey, as the Board of Directors shall determine, all assets of the Corporation to an organization or organizations created or operated for nonprofit purposes similar to those of the Corporation as shall qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as the court shall determine.

ARTICLE IX
NON-LIABILITY

Except as otherwise provided by law, a director, officer, employee or member of the Corporation is not liable for the Corporation's debts or obligations and a director, officer, member or other volunteer is not personally liable in that capacity, for a claim based upon any action taken or failure to take any action in the discharge of the person's duties, except liability for: (1) the amount of any financial benefit to which the person was not entitled; (2) an intentional infliction of harm on the Corporation or its members; (3) a violation of Section 834 of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors, officers, employees, members or other volunteers for monetary damages to the Corporation, then the liability of such director, officer, employee, member or other volunteer of the Corporation shall be eliminated or limited to the full extent then permitted. The directors, officers, employees, members or other volunteers of the Corporation have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

ARTICLE X
INDEMNIFICATION

Except as otherwise provided by law, a director of this Corporation shall be indemnified by the Corporation for liability, as defined in Section 851, subsection 5, of the Revised Iowa Nonprofit Corporation Act, to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) receipt of a financial benefit to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or its members; (3) a violation of Section 834 of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. In order to be eligible for indemnification, a director must satisfy the requirements set forth in Section 852, subsection 1 of the Revised Iowa Nonprofit Corporation Act.

The Corporation may, by action of the board of directors, provide indemnification to such of the officers, employees and agents of the Corporation to such extent and to such effect as the board of directors shall determine to be appropriate and authorized by applicable law.

The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Corporation, agreement, vote of members or disinterested directors, or otherwise. Any repeal or amendment of this Article by the members of the Corporation shall not adversely affect any right or protection of a director or officer existing at the time of such repeal or amendment.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended by a two-thirds (2/3's) vote of the members having the right to vote present at a duly called meeting of the members of the Corporation at which a quorum is present and of which at least 60 days written notice has been given, the notice for which has been accompanied by the text of the proposed amendment or amendments.

**ARTICLE XII
REVISED IOWA NONPROFIT
ELECTION UNDER CORPORATION ACT**

Iowa The corporation hereby voluntarily elects to be subject to the provisions of the Revised Nonprofit Corporation Act, Senate File 2274, 80th General Assembly, to be set forth at Sections 504.101A, *et seq.*, of the Code of Iowa, immediately upon the filing of these Amended and Restated Articles of Incorporation with the Iowa Secretary of State.

Dated this 1 day of July, 2004.

IOWA NURSES ASSOCIATION

By: _____

K. Joenks

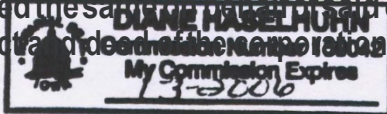


STATE OF IOWA)

SS:

COUNTY OF MARION)

On this 1 day of July, 2004, before me, the undersigned, a notary public in and for said County in said State, personally appeared Karol Joenks, who stated that she is the President of Iowa Nurses Association, and to me known to be the person named in and who executed the foregoing Amended and Restated Articles of Incorporation, and acknowledged that she executed the same on behalf of said corporation as her voluntary act and deed, and the voluntary act and deed of the corporation.



Karol Joenks

Notary Public in and for
State of Iowa

ARTICLE I - NAME, PURPOSES, AND FUNCTIONS

Section 1. Name

The name of the association shall be the Iowa Nurses Association, hereinafter referred to as INA.

Section 2. Purposes

A. The purposes of INA shall be to:

- 1.) work for the improvement of health standards and the availability of healthcare services for all people.
- 2.) foster high standards of nursing; and
- 3.) stimulate and promote the professional development of nurses, which shall include basic, continued, and continuing education, and advance their economic and general welfare.

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

C. The INA/ANA dual members 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 INA/ANA dual membership votes to disaffiliate from the ANA. 'INA/ANA dual membership,' for these purposes, is defined as individual members of the INA who have ANA rights and privileges of membership as a result of their INA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

D. 'INA only membership,' is defined as individual members of the INA who have INA rights and privileges of membership as a result of their INA membership. No INA in-state only member may vote for any ANA position. The INA only members shall continue to have all rights of membership in the American Nurses Association as provided in the ANA Bylaws, if any, until such time as 2/3 of the entire INA/ANA dual membership votes to disaffiliate from the ANA. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

Section 3. Functions

The functions of INA shall be to:

- A. serve as a constituent member of the American Nurses Association (ANA);
- B. promote through appropriate means standards of nursing practice, nursing education, and nursing services, as defined by ANA and INA;
- C. ensure adherence to the Code of Ethical Conduct for Nurses (or successor document) established by ANA.
- D. promote legislation and speak for nurses in regard to public policy;
- E. promote and protect the economic and general welfare of nurses;
- F. provide for the continuing professional development of nurses;
- G. represent nurses and serve as their state spokesman with other health professionals, community and governmental groups, and the public;
- H. provide for representation in the ANA Membership Assembly or successor;
- I. promote relationships and collaboration with the Iowa Association of Nursing Students (IANS);
- J. provide contact information on nursing education programs;
- K. stimulate and promote nursing research, disseminate findings and encourage the utilization of

- L. the results as a basis for nursing practice; assume an advocacy role to meet the health care needs of lowans and the services necessary to meet these needs; support advances in nursing practice that influence the delivery of health care; maintain communication with and provide services to constituent associations and members; protect and promote the advancement of human rights related to health care and nursing; and
- M. ensure the continued development of the INA archives for the collection and preservation of documents and other materials which have contributed and continue to contribute to the historical and cultural development of nursing in Iowa.

ARTICLE II - MEMBERSHIP AND DUES

Section 1. Composition

The INA shall consist of dues paying members, whether actively participating in any of the organizational subunits, and may include organizational affiliates.

Section 2. Qualifications

A. All members shall be:

- 1) nurses who have 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 do not have a license under suspension or revocation in any such state, or is otherwise entitled by law to practice.
- 2) one whose application for membership in INA has been accepted in accordance with association policy.
- 3) Notwithstanding the foregoing, a nurse whose license is currently inactive, but whose license was in good standing with their licensing board at the time of placing the license on inactive status (i.e., no disciplinary action pending or in place), is deemed to meet the criteria in subsection 2(A)(1) above.

- B. A member shall be one whose dues are not delinquent and whose membership is not under revocation for violation of the current ANA Code of Ethics for Nurses (or its successor document) or INA Bylaws.
- C. Membership shall be unrestricted by considerations of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexualorientation.
- D. Nurses working or living in Iowa may join at the state level only, at any time and for such periods of time that in-state only membership is sanctioned by a written agreement with ANA.

Section 3. Membership Privileges and Obligations

A. Privileges. INA only members in good standing shall have membership privileges as follows:

- 1) opportunity to designate the organizational subunit in which membership will be held;
- 2) receive INA membership card and regular INA publications;
- 3) Serve in any INA elected or appointed positions in accordance with the INA Bylaws, the ANA Bylaws and applicable policies;
- 4) vote for INA officers, directors, Committee on Nominations, and Iowa Nurses Foundation Board of Directors members;
- 5) attend conventions and other unrestricted activities of INA and ANA; and
- 6) attend Congress of International Council of Nurses.

- B. Privileges. INA/ANA dual membership individuals in good standing shall have membership privileges as follows:
- 1) opportunity to designate the organizational subunit in which membership will be held;
 - 2) receive INA/ANA membership card and regular INA/ANA publications;
 - 3) serve as INA Representatives to the ANA Membership Assembly or alternate or in any INA or ANA elected or appointed positions in accordance with the INA Bylaws, the ANA Bylaws and applicable policies;
 - 4) vote for representatives to ANA Membership Assembly or successor in accordance with the ANA Bylaws
 - 5) vote for INA officers, directors, Committee on Nominations, and Iowa Nurses Foundation Board of Directors members;
 - 6) attend the ANA Membership Assembly or successor, conventions and other unrestricted activities of INA/ANA; and
 - 7) attend Congress of International Council of Nurses.
- C. Obligations. All INA members and INA/ANA dual members in good standing shall have membership responsibilities as follows:
- 1) adherence to INA and ANA Bylaws, adherence to the Code of Ethics for Nurses (or successor document) as established by ANA, refrain from actions which are detrimental to the purpose, goals, and functions of INA.

Section 4. Disciplinary Action and Due Process Rights of Members

- A. Members shall be subject to reprimand, censure, suspension, or expulsion by the Association for violation of membership obligations. No such action shall be taken against a member until such a member shall have been served written specific charges, given a reasonable time to prepare any defense, and afforded a full and fair hearing as specified by the Code of Iowa¹ and INA policy. Members are entitled to due process. An aggrieved member may appeal to the INA Board of Directors within 30 days. The Board of Directors will appoint a three member hearing panel of the Board of Directors to hear the matter. If the member is still aggrieved by this decision, the member may appeal to the full Board of Directors within 10 days. The full Board shall hear the matter. The decision of the Board is final.
- B. INA shall give full recognition and enforcement of the disciplinary action taken by another ANA Constituent/State Nurses Association (C/SNA) against one of its individual members, provided that such action was taken in accordance with the disciplining Constituent/State Nurses Association's bylaws and disciplinary procedures.
- C. Members expelled by a constituent member of the ANA, who are subsequently reinstated by the Constituent/State Nurses Association shall be automatically reinstated by INA.

Section 5. Dues

- A. Dues of INA for INA/ANA dual membership and Iowa only membership shall be established by the members at an annual or special meeting. Membership rights shall be suspended upon failure to pay dues as required by current policy. Such rights will be re-instated upon payment of dues to bring the member current.

¹ See Iowa Code § 504.622

- B. The annual dues for 12 consecutive months shall be those dues as determined by 2/3 majority of members present (including by valid proxy) and voting at an annual or special meeting of INA provided 60 day notice has been provided. For the purpose of the October 2013 Annual Meeting only, the bylaws are amended to allow the members present (including by proxy) to vote on an INA dues increase for the calendar year 2014, which will remain in effect until changed by the INA members at a future annual meeting or a special meeting of the INA.
- C. Any changes in the dues paid by the Association to the ANA shall be automatically incorporated into the annual dues. INA shall pay dues to ANA in accordance with policies adopted by the ANA Membership Assembly or successor.
- D. Members who qualify for one of the following categories may elect to pay 50 per cent of the annual dues:
 - 1) registered nurses who are enrolled in full-time study;
 - 2) graduates of basic nursing programs for a first year of membership if initiated within Board defined period of time following licensure to practice as a registered nurse;
 - 3) not employed; or
 - 4) 62 years of age or over and not earning more than Social Security allows; or
 - 5) as approved by Board of Directors policy.
- E. No monies shall be refunded, nor additional monies collected when a change in dues category is made within a membership year.
- F. Notwithstanding any provision in this section to the contrary, the Board of Directors of the Association is given authority to grant exception to the provisions of this article for plans meeting with its approval affecting dues or methods of collection, so long as the plans do not conflict with ANA dues policy.
- G. The INA shall continue to pay dues to the ANA pursuant to the ANA Bylaws and ANA Membership Assembly or successor policy until such time as 2/3 of the dual INA/ANA membership votes to disaffiliate from the ANA. 'INA/ANA dual membership,' for these purposes, is defined as individual members of the INA who have ANA rights and privileges of membership as a result of their INA 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 6. Transfer

- A. A member who moves out of this state may apply to INA for transfer to another Constituent/State Nurses Association of the ANA. Dues shall not be refunded to an individual member transferring to another ANA constituent member if the individual member has already paid in full.
- B. A member who has completed full payment of dues in another Constituent/State Nurses Association of the ANA and who moves to this state may transfer to this Association without further payment of dues for the remainder of the membership year.
- C. A member who has completed full payment of dues may transfer from one organizational subunit to another within the state without further payment of dues for the remainder of the membership year. Application for transfer shall be made to INA.

ARTICLE III – ORGANIZATIONAL SUBUNITS OF IOWA NURSES ASSOCIATION

Section 1. Definition

- A. The INA shall have a structure that is conducive to facilitation of networking among its members. The regional structure is a type of organizational sub-units within INA. The regions are not separate and distinct legal entities from the INA, but are merely geographic groups of INA members who are free to adopt their own loose organizational protocols and policies, so long as not in conflict with that of INA. This may include election of officers and the use of committees, but does not include recognition as a separate legal entity, Articles of Incorporation or bylaws.

Section 2 Boundaries

- A. Boundaries of the regional subunits of the INA shall be clearly defined and recorded by the Board of Directors of this Association. Boundaries may be changed by 2/3 vote of the Board of Directors provided such change has been approved by INA members within the regional subunits. INA members in their respective regional subunits shall host the annual meeting on a rotating schedule as determined by the INA Board of Directors.

Section 3. Disqualification

- A. An organizational subunit which fails to comply with the requirements of these bylaws, or for other cause deemed sufficient, may be disqualified as an organizational subunit of the Iowa Nurses Association by a 2/3 vote of the Board of Directors, provided due notice has been given the organizational subunit at least 90 days before the vote is taken.

Section 4. Reinstatement

- A. An organizational sub-unit which has been disqualified may be reinstated by a 2/3 vote of the Board of Directors.

Section 5. Duties of Organizational Subunits

- A. Require the same qualifications for membership as those stated herein.
- B. Send to INA the names and addresses of all officers and committee members of the organizational subunit within 30 days following their election or appointment.
- C. Confer with the INA Committee on Bylaws of this Association before adopting any proposed policies or protocols to ensure compliance with INA bylaws.
- D. Send to the secretary of this Association a copy of all policies and protocols pertaining to the organizational subunit within 60 days of adoption.
- E. Submit to the INA Nominations Committee upon request the names and addresses of nominees for representatives to the ANA Membership Assembly or successor in conformity with these bylaws.
- F. Submit to the INA Nominations Committee upon request the names and addresses of nominees for consideration by the committee when preparing the ballot for INA.
- G. Report annually to this Association and as may be required by the Board of Directors.
- H. Elect the constituent association representative to the INA Board of Directors prior to the annual meeting to assume office at the end of the annual meeting.
- I. Establish work/local groups as necessary to meet the needs of the constituent association members.
- J. Host the annual meeting on a rotating schedule as determined by the INA Board of Directors.

ARTICLE IV - ORGANIZATIONAL AFFILIATES

Section 1. Qualifications

An organizational affiliate of INA is an association that:

- A. maintains a mission and purpose harmonious with the purposes and functions of INA.
- B. is statewide in scope.
- C. has been formally constituted to conduct organizational business for at least 2 years.
- D. has a membership composed of a simple majority of registered nurses and a governing body composed of a simple majority of registered nurses.
- E. agrees to pay the annual membership fee established by the INA Board of Directors.

Section 2. Rights

Each organizational affiliate shall be entitled to:

- A. One registered nurse participant who shall have a voice but no vote at the annual meeting. Representatives of organizational affiliates are not eligible to vote in INA elections or to hold office in INA unless a member of INA.
- B. Make reports and presentations to the INA annual meeting within its area of expertise.
- C. Submit the names of registered nurse representatives qualified for appointment by the INA Board of Directors to various groups.

Section 3. Responsibilities

Each organizational affiliate shall maintain a mission and a purpose harmonious with the purpose and function of INA.

ARTICLE V - MEETINGS

Section 1. Iowa Nurses Association

A. Meetings

- 1) This Association shall hold an annual meeting at such time and place with such registration fee as shall be determined by the Board of Directors.
- 2) The order of business of each annual meeting of this Association shall be in accordance with a program adopted at the beginning of the meeting.
- 3) Special meetings of this Association may be called by the Board of Directors and shall be called by the President upon written request of a majority of the organizational subunits or upon written request of 25 INA members.
- 4) Notice of all meetings of this Association shall be sent to all members of the Association prior to the meeting in question. Notice for the annual meeting shall be delivered at least 60 days before the first day of the meeting. Notice for special meetings shall be delivered to the membership at least 30 days prior to the date of the meeting and shall include the agenda and the proposed rules for conducting business.

B. Representation

- 1) The voting body at all meetings shall consist of the members attending (personally and by valid proxy) and in good standing.

- 2) The INA office shall be responsible for determining whether an individual member is in good standing at the time of registration for the meeting. No member shall be permitted to cast more than one vote in any election or on any matter coming before the annual or special meeting unless pursuant to a valid proxy.
- 3) Members of the Iowa Association of Nursing Students may attend meetings of the INA.

C. Quorum

The President or President-Elect plus four other members of the Executive Committee and 5 percent of the total membership (inclusive of valid proxies) with representation from each regional subunit of the INA shall constitute a quorum.

D. Functions

The members, personally and by valid proxy, attending annual or special meetings shall:

- 1) take positions, determine policy, and set directions on substantive issues of a broad nature necessitating the authority and backing of the official voting body of INA.
- 2) elect INA officers, directors, members of the Nominating Committee, members of the Iowa Nurses Foundation Board of Directors, and, if an INA/ANA dual member, elect representatives and alternates to the ANA Membership Assembly or successor. Notwithstanding the foregoing, INA may provide for the election of all foregoing positions prior to the annual meeting during an established voting period.
- 3) maintain bylaws and the Articles of Incorporation.

Section 2. American Nurses Association

A. Representation

In odd numbered years, members of INA and ANA shall elect INA Representatives and alternates to the ANA Membership Assembly or successor by secret ballot for a two year term or until a successor is elected. The INA President and INA President-Elect shall be elected as representatives to ANA. The election may be held at the annual meeting or prior to the annual meeting during an established voting period.

B. Terms of Office

Representatives to the ANA Membership Assembly or successor shall be elected for a two year term or until a successor is elected. After serving three consecutive terms as a representative, the member is not eligible for the following two years. The INA President and INA President-Elect are exempted from this provision.

C. Vacancies

Vacancies shall be filled by alternates in the order of the number of votes received.

D. Representation to ANA Leadership Council or successor

The INA President or designee and the INA Executive Director or designee shall represent INA to the ANA Leadership Council or successor. The INA President carries a vote. The Executive Director furthers the business of the Association.

ARTICLE VI - OFFICERS

Section 1. Officers

The officers of this Association shall be a President, a President-Elect, a Secretary, a Treasurer, and four Directors.

Section 2. Election

Officers shall be elected either prior to the annual meeting during an established voting period or at the annual meeting as provided in these bylaws.

Section 3. Vacancies

- A. In the event of a vacancy occurring in the office of President, the President-Elect shall assume the office of President and shall serve out the unexpired term and the regular term that President-Elect would have served in the absence of a vacancy in the office of President.
- B. A special election shall be held to fill a vacancy created in the President-Elect position
- C. Vacancies in the offices of Secretary, Treasurer, and Director shall be filled by the Board of Directors.

Section 4. Limitation of Term

No officer shall serve more than two successive terms in the same office. Service for a portion of the term greater than half shall be considered a term. No officer of this Association may hold concurrent offices or concurrently serve as an officer and regional representative to the Board of Directors. Holding office as, or upon election to, or succession to the office of representative of a regional subunit of the INA, by any INA officer, without immediate resignation there from, shall constitute a vacancy in such INA office.

Section 5. Duties of Officers

Officers shall perform the duties usually performed by such officers and also such duties as are specified in these bylaws and designed by the Board of Directors of this Association.

- A. President: The President shall be chairperson of the Board of Directors and the Executive Committee. The President shall:
 - 1) serve as an ex-officio member of all committees, except the Committee on Nominations;
 - 2) preside, attend and participate in all Board meetings, annual meeting, and retreat;
 - 3) deliver an address to the annual meeting;
 - 4) be the voting representative to the Leadership Council or successor of the American Nurses Association. In the event the INA President is not able to attend or is not a member of the ANA and is an in-state only member, the President must designate an INA/ANA member to attend the Leadership Council or successor;
 - 5) be elected as an Iowa representative to the American Nurses Association Membership Assembly or successor;
 - 6) represent the Association at meetings where the interests of the Association shall be served and be empowered to vote on behalf of the Association as needed;
 - 7) fill vacancies on standing committees except for the Committee on Nominations and appoint special representatives as necessary between meetings of the Board of Directors. Such actions will be reported at the next meeting of the Board of Directors; and
 - 8) prepare the President-Elect to transition to leadership; and
 - 9) succeed automatically to the position of the immediate Past President upon succession of the President-Elect to the office of President

B. President-Elect: The President-Elect shall:

- 1) collaborate with the President to learn the role of the President, to become familiar with the programs of the Association and its governance, and to facilitate leadership transition;
- 2) attend and participate in all Board meetings, annual meeting and retreat;
- 3) be elected as an Iowa representative to the American Nurses Association Membership Assembly or successor;
- 4) chair the Bylaws Committee of the Iowa Nurses Association;
- 5) assist and support the President as needed and plan for the Presidential year;
- 6) in absence of the President assume the duties of the President; and
- 7) automatically become President at the end of the term as President-Elect.

C. Secretary: The Secretary shall be responsible for ensuring:

- 1) maintenance of the minutes of all meetings of the Association, Executive Committee and the Board of Directors;
- 2) preservation of all papers, letters, and transactions of the Association pursuant to the INA Record Retention Policy;
- 3) notification of all officers and committee members of their election or appointment;
- 4) notification by mail to the secretary of the American Nurses Association the names and addresses of all officers of this Association immediately after their election;
- 5) notification of the time and place of all meetings to the appropriate membership body;
- 6) conduction of the general correspondence of the Association and the Board of Directors;
- 7) maintenance of an accurate record of the names and addresses of all members of INA; and
- 8) notification to the headquarters office of the ANA, within 30 days after final adoption, complete and up-to-date copies of all amendments to the bylaws and the Articles of Incorporation of the INA.

D. Treasurer: The Treasurer shall:

- 1) convene and chair the Committee on Finance.
- 2) along with the Executive Director assures receipt and documentation of all funds of the Association, monitoring of the deposit of such funds in a bank designated by the Board of Directors, monitoring for expenditures of such funds, and review of the accounts payable.
- 3) along with the President and Executive Director shall have signed the bank resolution for electronic review of the Association accounts.
- 4) give a report to the Board of Directors regarding the financial standing of the Association whenever requested to do so and a written report is given to the Association at each Annual Meeting.
- 5) assure a periodic external review of accounting functions is completed.
- 6) assure that business liability insurance coverage is included in the budget and remains in effect for the Association.

E. Director-Public Policy. The Director-Public Policy shall:

- 1) convene and chair the Committee on Public Policy
- 2) develop and lead INA local advocacy activities.
- 3) work with National staff & INA Lobbyist to assist in structuring and developing statewide efforts to ensure a consistent message is sent to state policymakers.

- 4) recruit INA members for the Committee on Public Policy and the advocacy network.
- 5) assist in the assessment of the INA advocacy needs.
- 6) identify issues to be considered by the Committee.
- 7) establish a public policy agenda.
- 8) develop relationships with public officials.
- 9) represent INA in local and state advocacy coalitions and networks as appropriate.

F. Director-Resolutions. The director-resolutions shall:

- 1) convene and chair the Committee on Resolutions
- 2) receive, review, edit and report on proposals submitted for the consideration of the business meetings of the membership.
- 3) conduct hearings on proposals at the business meetings of the membership.
- 4) recommend action on proposals to be considered by the business meeting of the membership.
- 5) develop procedures for presentation of proposals to business meeting of the membership.
- 6) summarize and reports to the business meeting of the membership action taken on the previous year's proposals.
- 7) review, update and recommend withdrawal or reaffirmation of proposals which were adopted five years previously.
- 8) prepare annual summary of activities.

G. Director-Staff Nurse At-Large. The director-staff nurse shall:

- 1) convene and co-chair the Membership/Public Relations Committee.
- 2) provide leadership for volunteer recruitment, recognition and inspire and motivate volunteer participation in all INA activities.
- 3) represent INA at official functions.
- 4) participate in major INA functions and events.

H. Director- Recently Licensed New Member Nurse. Qualifies for the Board position if upon election has been licensed for less than six years. The director-recently licensed new member shall:

- 1) convene and co-chair the Membership/Public Relations Committee;
- 2) provide leadership for volunteer recruitment, recognition and inspire and motivate volunteer participation all INA activities;
- 3) represent INA at official functions; and
- 4) participate in major INA functions and events.

I. All officers shall, within 30 days following expiration of their terms of office, surrender all property in their possession pertaining to their respective offices to the newly elected officer.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Composition and Voting Privileges

The officers of this Association, the At Large Directors, from the regions, and the president of the Iowa Nurses' Foundation shall constitute the membership of the Board of Directors. Only duly elected members or members appointed to fill vacancies may vote. Notwithstanding the preceding provision, if the Board representative of a regional subunit of INA is unable to attend a meeting of the Board of Directors, an

elected officer of the regional subunit may attend in the representative's absences with a voice only. The immediate past President shall serve a one-year term as an ex-officio member of the Board of Directors.

Section 2. Terms of Office

- A. Elections for officers and representatives shall occur at the annual meeting or prior to the annual meeting during an established voting period. The President and President-Elect shall be elected at the annual meeting held in the odd numbered years. The Treasurer and Secretary shall be elected at the annual meeting held in the even numbered years. The term of office of these officers shall commence at the adjournment of the annual meeting at which they are elected and shall continue for two years or until a successor is elected. The President-Elect is elected into a four-year term serving the first two years as President-Elect and the consecutive two years as President and shall continue in this role until their successor is elected.
- B. There shall be four At Large Directors to the INA Board of Directors. Two Directors shall be elected at the annual meeting held in even years and two shall be elected in the odd numbered years. The term of office shall commence at the adjournment of the annual meeting at which these board members are elected and shall continue for two years or until a successor is elected or appointed. Of the four Directors, at least one must be a staff nurse and one must have an interest in public policy matters.
- C. The Board of Director Representatives regions shall serve for 2 years or until a successor is named.
- D. The president of the Iowa Nurses Foundation shall serve for 2 years following their election or until a successor is named.
- E. No member of the Board shall be eligible to serve more than 8 consecutive years.

Section 3. Authority

The officers and members of the Board of Directors of the Association have the authority to conduct the business and affairs of the Association and shall be exempt from personal liability for claims based on acts or omissions in the performance of their duties except for a breach of duty of loyalty to the Association, for acts or omissions not in good faith or which involve intentional misconduct or known violations of the law, or for a transaction from which the person derives an improper personal benefit, in accordance with the provisions of Iowa Code Section 504.832.

Section 4. Duties of the Board of Directors

The Board of Directors shall:

- A. transact the business of the Association;
- B. exercise the corporate responsibility and fiduciary duties of the Association consistent with applicable provisions of law;
- C. provide for implementation of action and directives taken at annual or special meetings of the membership within prescribed statutory responsibilities;
- D. provide for the adoption of financial policies, adoption of the budget for the Association which incorporates program plans of structural units, surveillance of INA funds, and annual auditing of the books by a certified public accountant and reporting to the membership;
- E. establish major administrative policies governing the affairs of the Association;
- F. provide for the maintenance of state headquarters and for making the office the center of all activities of the Association including such work of the Board of Directors and committees as may be deemed expedient; provide for the proper care of materials and equipment;
- G. assumes responsibility in regard to constituent affiliates and organizational subunits as specified in these bylaws;

- H. appoint an Executive Director, define the duties and fix the compensation for the position. The Executive Director shall give bond subject to the approval of the Board of Directors. It shall be paid by the Association and kept at headquarters office. The Executive Director shall serve as a representative to the ANA Leadership Council or successor. In case of inability to attend, an alternate may be appointed;
- I. appoint standing committees and make other appointments as necessary;
- J. have power to fill vacancies on the Committee on Nominations; in the offices of Secretary, Treasurer and Director; and in the Iowa Nurses Foundation Board of Directors;
- K. establish committees and other work groups, delineate their function, and dissolve as appropriate;
- L. decide upon the registration fees, date, and place of the annual meeting;
- M. record votes of the Board of Directors secured by referendum;
- N. submit name(s) to the Governor for consideration in selecting appointees(s) to the Iowa Board of Nursing;
- O. recommend name(s) for consideration for appointment(s) to other groups as appropriate;
- P. render decisions as to the recipient of awards; and
- Q. appoint members to the Board of Directors of the political action committee as specified in its bylaws.

Section 5. Meetings

- A. There shall be a minimum of four regular meetings of the Board of Directors each year at the discretion of the Board of Directors. Notice of the time and place of the regular board meetings shall be provided to each member of the board at least fourteen days prior to each meeting.
 - 1. The agenda shall be prepared in advance by the President in consultation with INA staff and BOD members. Agendas for meetings shall be circulated to all members at least seven days in advance of the meeting.
 - 2. Unexcused absences from two consecutive meetings may constitute a resignation.
 - 3. Meetings may be cancelled at the discretion of the chairperson. Reasons for cancellation may include extreme weather conditions, lack of quorum, etc. Members will be notified of cancellation in the most expedient manner.
 - 4. Telephonic or other communication media may be utilized by the BOD as necessary; any action taken by such methods shall be valid as meeting in person.
 - 5. Guests may be invited to attend meetings of the Board of Directors to ensure communication.
- B. Special meetings of the Board of Directors may be called by the President on five days' notice to each member of the Board and shall be called by the President upon written request of 5 members of the Board of Directors. Special meetings shall be held at such times and places as may be specified in the notice.
- C. The protocol related to meetings of the BOD in Article VII, Section 5A. Also applies to the Executive Committee and Committees of the BOD.

Section 6. Referendum Votes

In the intervals between meetings of the Board of Directors, the President of the Association may refer and submit to the members of the Board of Directors definite motions 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. A majority vote of all members of the Board of Directors shall be required for passage of such motions.

Section 7. Quorum

A majority of the Board of Directors, one of whom shall be the President or President-Elect, shall constitute a quorum at any meeting of the Board.

Section 8. Executive Committee

There shall be an Executive Committee of the Board of Directors composed of the officers including the four directors of this Association. This committee shall have all the powers of the Board of Directors to transact business between Board meetings. All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors. A majority of the committee constitutes a quorum at any meeting of the Executive Committee. Telephonic or other real time communication mediums may be utilized by the Executive Committee as necessary; any action taken by such methods shall be as valid as meeting in person.

ARTICLE VIII - STANDING COMMITTEES

Section 1. Definition

There shall be standing committees of the Association and of the Board which shall assume such duties as are specified in these bylaws and such other duties as may be assigned.

- A. A Committee of the Association is an elected or an appointed committee which reports to the Board for information and is accountable to the members and reports at the annual meeting. These committees are: Bylaws, Nominations, and Resolutions.
- B. A Committee of the Board is an appointed committee which reports directly to and is accountable to the Board and reports at the annual meeting. These committees include: Finance, Membership and Public Relations, and Public Policy.
- C. Duties of all Standing Committees: Each committee shall:
 - 1) deliver to headquarters office all records and other property belonging to the Association within 30 days from the expiration of the term;
 - 2) present a written report for the annual meeting;
 - 3) prepare a budget request for submission to the Committee on Finance by August 1 for the upcoming fiscal year;
 - 4) maintain communication with the Board of Directors;

Section 2. Composition and Quorum

- A. A standing committee shall consist of no fewer than 5 members.
- B. Standing committee members, unless otherwise specified herein, shall be appointed by the Board to serve until their successors are appointed.
- C. Unexcused absences from two consecutive meetings shall constitute a resignation and the vacancy shall be filled by the Board.
- D. A majority of the committee members constitutes a quorum at any meeting of a committee.
- E. The chairperson of a committee shall call meetings of the committee. Telephonic or other real time communication mediums may be utilized by the committee as necessary and any action taken by such method shall be as valid as meeting in person.

Section 3. Committee on Bylaws-Committee of the Association

This Committee shall:

- A. review the bylaws and articles of incorporation of the organizations applying to be an organizational affiliate and report its findings to the Board whose decision shall be final;
- B. solicit and study suggestions for proposed amendments to the INA Articles of Incorporation and bylaws. The committee shall prepare amendments which shall be reported to the Board and which shall then be submitted by the Committee on Bylaws to the annual meeting for action;
- C. review standing rules or guidelines of all INA organizational subunits to ensure harmony with INA bylaws and
- D. serve to interpret the bylaws when questions of adherence to the bylaws arise as a result of development and execution of policies and procedures within the Association.

Section 4. Committee on Finance-Committee of the Board

- A. The Committee on Finance will be chaired by the treasurer of this Association.
- B. Functions: This committee shall:
 - 1) prepare and recommend an annual budget to the Board of Directors for adoption;
 - 2) advise and report to the Board of Directors on the receipt of revenues and expenditure of funds; and
 - 3) develop, coordinate, and make recommendations to the Board of Directors regarding non-dues income generating activities and the allocation of proceeds from such activities.

Section 5. Committee on Membership and Public Relations-Committee of the Board

This committee shall:

- A. be convened and co-chaired by the Staff Nurse At-Large and Recently Licensed Nurses;
- B. study and evaluate matters relating to membership and public relations in the Association;
- C. develop, implement, and evaluate a plan for retaining and increasing membership;
- D. develop, implement and evaluate plans for public relations;
- E. assist in the dissemination of information in regard to membership promotion and public relations; and
- F. develop plans for assisting membership within the regional subunits in preparing a continuing program of membership promotion and public relations.

Section 6. Committee on Nominations-Committee of the Association

- A. The person receiving the highest number of votes in the election concluded in the odd numbered years shall be the chair of the committee in the following odd numbered year, and the person receiving the highest number of votes in the election conducted in the even numbered years shall be the chair of the committee in the following even numbered year. If the highest vote recipient is unable to serve as chair in any year, the second highest vote recipient will serve as the chair instead.
- B. This committee shall consist of six persons serving a 2-year term, three of whom shall be elected annually. No member of the Board of Directors shall serve on the Committee on Nominations. Not more than two members of this committee are to be a member of any one regional subunit.

Section 7. Committee on Public Policy-Committee of the Board

Composition

- A. Shall be convened and chaired by the Director-Public Policy of the INA Board of Directors, who shall serve as a voting member, and shall provide liaison with the Board of Directors.
- B. Members should represent various areas of nursing practice and geographical areas of Iowa.

This committee shall:

- A. monitor, study, develop, and communicate recommendations for federal and state legislation and rulemaking with implications for nurses, the nursing profession, and health care advocacy;
- B. develop a public policy program for approval by the Board of Directors, oversee the implementation of the program, and evaluate the outcomes;
- C. advise the Board of Directors on public policy issues; and
- D. identify educational needs of the membership related to public policy issues.

Section 8. Committee on Resolutions-Committee of the Association

This committee shall:

- A. receive, review, edit and report on resolutions submitted for consideration at annual or special meetings;
- B. conduct hearings on resolutions at special or annual meetings;
- C. recommend action on resolutions to be considered at special or annual meetings;
- D. develop procedures for presentation of resolutions at annual or special meetings;
- E. summarize and report to the membership action taken on the previous year's resolutions; and
- F. review, update, and recommend withdrawal or reaffirmation of resolutions which were adopted five years previously.

ARTICLE IX –NOMINATIONS AND ELECTIONS

Section 1. Nominations

- A. On or before February 1, the Committee on Nominations shall send to the members and the regional subunits the names of officers then serving, indicating those whose terms of office will expire at the next annual meeting and those eligible for re-election, with a request for the names of members for consideration for placement on the ballot.
- B. In the odd numbered years the Committee on Nominations shall also request a list of names of members qualified and willing to serve as representatives or as alternates to the ANA Membership Assembly or successor.
- C. In preparing the ballot, the committee shall give consideration to names submitted by the regional subunits and to other qualified members. Any INA member may nominate herself/himself for office. The Committee on Nominations shall prepare a ballot for each office to be filled. This ballot shall include representatives of various areas of nursing practice and various geographic areas of the state.
- D. The ballot shall be reported to the Board of Directors and shall be appended to the notice of time and place of the meeting.
- E. No name shall be presented to or by the Committee on Nominations or from the floor unless the nominee has consented to serve if elected.
- F. Submission of the name of a member of the Committee on Nominations as a suggested candidate, with the consent of that member, will constitute a resignation from the Committee.

Section 2. Election of INA Officers, Members of the Nominating Committee, and Members of the Iowa Nurses Foundation Board of Directors

- A. Elections may be held in conjunction with the annual meeting or INA may provide for elections prior to the annual meeting during an established voting period.
- B. The Board shall determine dates and hours of voting.
- C. The President shall appoint the tellers.
- D. Any member personally or by valid proxy may cast one ballot per personal membership and one ballot per valid proxy in an election for officers, members of the Nominating Committee, and the Iowa Nurses Foundation Board of Directors.
- E. Elections shall be by secret ballot.
- F. Voting shall not be limited to the names appearing on the ballot. Members may vote for other eligible members of the Association who have consented to serve if elected.
- G. A plurality vote shall constitute an election. In case of a tie, the choice shall be determined by lot.
- H. Term of office shall begin at the adjournment of the annual meeting.
- I. All ballots and other records of the election shall be preserved for one year after the election.

Section 3. Election of INA Representatives to the ANA Membership Assembly

- A. In odd numbered years, dual members of the INA/ANA, shall elect ANA representatives (in addition to the President and President-Elect) and alternates by secret ballot for a two year term or until a successor is elected. The election may be held at the annual meeting or prior to the annual meeting during an established voting period.
- B. The Committee on Nominations shall present a slate of candidates for INA Representatives to the ANA Membership Assembly or successor. This ballot shall be appended to the call to the meeting and presented to the INA annual meeting for nominations from the floor. Separate elections are held for state office holders, INA Representatives and alternates to the ANA Membership Assembly or successor.
- C. Voting shall not be limited to the names appearing on the ballot. Members may vote for other eligible members of the Association who have consented to serve if elected by write-in vote and meet the qualifications for the position.
- D. In order to elect the President and President-elect as a representative to ANA, it is necessary to vote for President/President-elect representative to ANA as a combined position, which requires that such nominees be dual INA/ANA members.
- E. A plurality vote shall constitute an election. In case of a tie, the choice shall be determined by lot.
- F. The nominees for INA Representatives to the ANA Membership Assembly or successor corresponding to the number of INA Representatives to the ANA Membership Assembly or successor to which this Association is entitled who receive the highest number of votes shall be declared elected. The remaining nominees shall be declared alternates according to number of votes received.
- G. All ballots and other record of the election shall be preserved for one year after the election.
- H. When an elected representative is unable to attend the ANA Membership Assembly or successor, the alternates in rank order of the highest number of votes received shall serve. The alternate shall continue to serve as the representative in subsequent ANA Membership Assembly or successor. If the alternate is unable to serve in the subsequent Membership Assembly or successor; the next ranking alternate shall serve.

Section 4. Election Challenge

Any challenge to the validity of elections shall be made in writing to the INA Board of Directors within thirty days after the results of balloting for the election challenged are announced.

ARTICLE X - FISCAL YEAR

The fiscal year of this Association shall be January 1 to December 31.

ARTICLE XI - OFFICIAL PUBLICATION

The official publication of this Association shall be the Iowa Nurse Reporter.

ARTICLE XII - AMENDMENTS

Section 1. Amendments with Notice

These bylaws may be amended at any meeting of the INA membership by a 2/3 vote of the members present personally and by valid proxy and voting. All suggestions for proposed amendments shall be referred to the Committee on Bylaws. The amendments proposed by the Committee on Bylaws for action shall be in the possession of the Secretary of the Board at least sixty days before the date of the annual meeting or at least thirty days before a special meeting and shall be appended to the notice of time and place of the meeting.

Section 2. Amendments without Notice

These bylaws may be amended without previous notice at any meeting of the INA membership by ninety percent of those present and voting.

ARTICLE XIII - DISSOLUTION

In the event the Board of Directors deems it advisable to dissolve the Association, they shall adopt a resolution to this effect and shall also adopt a resolution recommending a Plan of Dissolution which shall provide for the discharge of all debts and liabilities and for the preservation of all historically significant records and documents, in accordance with the purpose of the Association. Any distribution of the assets of the corporation may be made to any other organization described in Section 501(c) of the U.S. Internal Revenue Code of 1986 as it may be amended or such other organization as is designed to carry out the purposes for which this corporation is formed and shall not in any case inure to the benefit of any representative or officer of this corporation, or any private individual. Acceptance of the resolution shall be by a two-thirds vote of the members eligible to vote in an annual or special meeting of the INA.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, Newly Revised, shall govern the meetings of this Association in all cases to which they are applicable, and in which they are not inconsistent with these bylaws.

October 1993. Approved by Iowa Nurses Association House of Delegates

October 1995. Approved by Iowa Nurses Association House of Delegates

October 1997. Approved by Iowa Nurses Association House of Delegates

October 2000. Approved by Iowa Nurses Association House of Delegates

October 2004. Approved by Iowa Nurses Association Membership voting at Annual Business Meeting

October 2005. Approved by Iowa Nurses Association Membership voting at Annual Business Meeting

October 2006. Approved by Iowa Nurses Association Membership voting at Annual Business Meeting

October 2007. Approved by Iowa Nurses Association Membership voting at Annual Business Meeting

October 2010. Approved by Iowa Nurses Association Membership voting at Annual Business Meeting

October 2011 Approved by the Iowa Nurses Association Membership voting at Annual Business Meeting

November 2012 Approved by the Iowa Nurses Association Membership voting at Annual Business Meeting

October 2013 Approved by the Iowa Nurses Association Membership voting at the Annual Business Meeting

October 2014 Approved by the Iowa Nurses Association Membership voting at the Annual Business Meeting

October 2015 Approved by the Iowa Nurses Association Membership voting at the Annual Business Meeting

October 2017 Approved by the Iowa Nurses Association Membership voting at the Annual Business Meeting

October 2018 Approved by the Iowa Nurses Association Membership voting at the Annual Business Meeting