

LSNA BYLAWS

ARTICLE I

Name, Mission, Purpose and Functions

Section 1: Name

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

Section 2: Mission and Purpose

- a. The Mission of LSNA is to foster high standards for professional nursing practice for all Registered Nurses and advocate for quality healthcare for the citizens of Louisiana.
- b. The purposes of the LSNA shall be to:
 1. Work for the improvement of healthcare services for all people, and
 2. Foster high standards of nursing, and stimulate and promote the professional development of nurses.
- c. The purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 3: Functions

The functions of the Louisiana State Nurses Association shall include the following:

- a. To promote, through appropriate means, standards of nursing education and nursing services as defined by the American Nurses Association.
- b. To promote adherence to the code of ethical conduct for practitioners established by the American Nurses Association (hereinafter referred to as ANA).
- c. To promote legislation and speak for nurses in regard to legislative action.
- d. To provide for the continuing professional development of practitioners.
- e. To provide for organization and function of nursing practice interest groups as indicated.
- f. To provide services to District Nurses Associations (hereinafter referred to as DNAs) and members.
- g. To maintain communications with DNAs and members.
- h. To represent nurses and serve as their spokesman with allied professional, community and governmental groups and the public.
- i. To provide for representation in the ANA Membership Assembly.
- j. To promote relationship and collaboration with the Louisiana Association of Student Nurses.
- k. To facilitate the professional nurse in creating a safe and uncompromised work environment in which to deliver quality patient care.

Section 4: Rights and Responsibilities as Constituent of ANA / State Nurses Association

- a. The Louisiana State Nurses Association is a constituent, hereinafter referred to as a **C/SNA** of the ANA in accordance with policies adopted by the ANA Membership Assembly in order to gain rights of membership as a constituent State Nurses Association and for its members as defined in the ANA Bylaws.
- b. The LSNA shall remain affiliated with the American Nurses Association until such time as 2/3 of the entire LSNA membership votes to disaffiliate from ANA. LSNA membership for these purposes is defined as individual members of LSNA who have ANA rights and privileges of membership as a result of their LSNA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity of the vote.
- c. The LSNA is entitled to two representatives at the ANA Leadership Council who shall be the President and Executive Director or their designees. The President must be a concurrent member of both the ANA and LSNA. LSNA shall be allowed one vote to cast by the President or the President's designee.

ARTICLE II

Membership and Dues

Section 1: Composition

- a. Full Members of LSNA are those who shall hold concurrent membership in ANA, LSNA, and a DNA.
- b. State Only Members of LSNA are those who shall hold concurrent membership in LSNA and a DNA.
- c. State only membership is contingent upon an agreement between the C/SNA and ANA for nurses who either reside or work in Louisiana. LSNA State-Only members shall not be entitled to representation at the Membership Assembly or other benefits of ANA membership.

Section 2: Qualifications

- a. A member is one:
 1. who has been granted a license to practice as a registered nurse in at least one state or territory of the United States and does not have a license under suspension or revocation in any state, or is otherwise entitled by law to practice; this includes a nurse who holds a retired license which remains in good standing;
 2. whose application for membership in LSNA has been accepted in accordance with association policy, and
 3. whose dues are not delinquent, and
 4. whose membership is not under revocation for violation of the ANA Code for Nurses or of ANA or LSNA Bylaws.

- 67 b. LSNA maintains a membership unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle,
68 nationality, race, religion or sexual orientation.
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70 **Section 3: Membership Privileges, and Obligations**

- 71 a. Full Members of LSNA shall have membership privileges as follows:
72 1. Participate in the election of LSNA and ANA representatives and alternates by secret ballot.
73 2. Serve in any LSNA and ANA elected or appointed position if so qualified and selected
74 3. Attend conventions, ANA Membership Assembly or other unrestricted activities of LSNA or ANA.
75 4. Receive regular LSNA communications.
76 5. Attend the Quadrennial Congress of the International Council of Nurses.
77 6. Receive a ANA/LSNA membership card and official publications.
78 7. Hold membership in ANA councils in accordance with provisions of ANA Bylaws.
79 8. May attend any meeting of LSNA where official business is conducted except for Executive Session.
80 9. Shall have a right of due process.
81 b. Full Members of LSNA shall have the following obligations:
82 1. To abide by LSNA bylaws.
83 2. To abide by the ANA bylaws.
84 3. To abide by the ANA Code of Ethics for Nurses.
85 c. State Only Members of LSNA will have membership privileges as follows:
86 1. Participate in the election of LSNA officers by secret ballot.
87 2. Serve in any LSNA elected or appointed position except President, President-Elect, Secretary, Treasurer, Director of
88 Transition into Practice, Committee on Resolutions & Bylaws and Committee on Nominations; ANA representative and
89 Alternates to the Membership Assembly, if so qualified and selected and/or appointed.
90 3. Attend conventions or other unrestricted activities of LSNA.
91 4. Receive regular LSNA communications.
92 5. May attend any meeting of LSNA where official business is conducted except for Executive Session.
93 6. Shall have a right of due process.
94 d. State Only Members of LSNA shall have the following obligations:
95 1. To abide by the SNA bylaws.
96 2. To abide by the ANA Code of Ethics for Nurses.
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98 **Section 4: Disciplinary Action**

- 99 a. Members shall be subject to censure or expulsion by the Association for violation of the Code of Ethics for Nurses as
100 established by ANA or for violation of ANA or LSNA Bylaws. No such action shall be taken against a member until such
101 member shall have been served with written specific charges, given a reasonable time to prepare a defense and offered an
102 opportunity for a full and fair hearing pursuant to common parliamentary and statutory law.
103 b. Expulsion from a DNA shall result in expulsion from LSNA upon certification thereof by the DNA to LSNA.
104 c. Any disciplinary action taken by another state nurses association against one of its members shall be given full recognition and
105 enforcement, provided such action was taken in accordance with the disciplining C/SNA's bylaws and disciplinary procedures.
106 d. The members may, within 90 days after notification of such action, request the LSNA Board to review any question of law or
107 procedure involved therein.
108 e. Members expelled under provisions of this section by a DNA, and subsequently reinstated by the DNA, shall be automatically
109 reinstated by LSNA.
110 f. State Only Members are not members of ANA by their membership status, thus expulsion from ANA does not apply.
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112 **Section 5: Dues**

- 113 a. Full Members:
114 1. The annual dues for LSNA/ANA members shall be set forth in dues policy and shall include the present rate of dues paid
115 by the LSNA to the ANA in accordance with policies adopted by the ANA Membership Assembly. In the event that the
116 rate of dues payable to the ANA by the SNA is increased in the future, any such changes shall be automatically added to
117 the annual dues owed by a SNA/ANA member to the SNA.
118 2. The LSNA shall continue to pay dues to the ANA pursuant to the ANA Bylaws and LSNA Membership Assembly policy
119 until such time as 2/3 of the entire LSNA membership votes to disaffiliate from ANA. LSNA membership for these
120 purposes is defined as individual members of LSNA who have ANA rights and privileges of membership as a result of
121 their LSNA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to
122 protect the integrity of the vote
123 3. Members who qualify for one of the following categories may elect to pay 50 percent of the annual dues:
124 a) Registered Nurses who are not employed;
125 b) Registered Nurse students in full-time study;
126 c) Graduates of basic nursing programs for the first year of membership if initiated within six months following
127 graduation; or
128 d) Members who are totally disabled.
129 b. State Only Members
130 The annual dues for the State Only Members shall be set forth in LSNA dues policy.
131 c. Dues Escalator
132 The LSNA Membership Dues will be increased automatically, based on the Consumer Price Index for All Urban Consumers
133 (CPI-U) without requiring additional authorization of the LSNA Membership Assembly. This increase is not to exceed 2% per
134 year. This dues escalator will be calculated on an annual basis and be implemented every 3 years.

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Section 6: Transfer

- a. A member who has completed full payment of dues in one SNA/DNA may transfer to another SNA/DNA without payment of additional dues for the remainder for the membership year.
- b. No dues are refunded to individual members transferring from one constituent SNA/DNA to another.
- c. No monies shall be refunded, nor additional monies collected when a change in dues category is made within a membership year.

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ARTICLE III
Organizational Affiliates

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Section 1: Qualifications

An Organizational Affiliate of LSNA is an organization that:

- a. Is a nursing organization that meets criteria established by the LSNA Board of *Directors* to include a governing body composed of a majority of registered nurses and operates in a manner that is congruent with the LSNA Bylaws.
- b. Has been approved by the Board of Directors, and
- c. Has paid an organizational affiliation fee to LSNA, which is specified by the Board of Directors.

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Section 2: Rights

Each Organizational Affiliate shall have the right to:

- a. Have one member as a delegate, who shall be a member of LSNA, at the LSNA Membership Assembly.
- b. Make informational reports or presentations to the LSNA Board of Directors or LSNA Membership Assembly within the organizational affiliate's expertise.
- c. Submit to LSNA the names of representatives qualified for appointment to ad hoc groups, task forces and/or committees.
- d. Supply a list of members to LSNA to invite to workshops and meetings.
- e. Submit information to be disseminated to members via electronic or print media.
- f. Receive a reduced rate for exhibit space at the LSNA Membership Assembly and "Link to the Legislature".
- g. Collaborate with LSNA on legislative issues.
- h. Receive a free link to Affiliate's existing website.
- i. Receive a copy of LSNA member communications.
- j. The rights and privileges of the organizational members or affiliates shall be determined by and limited to the participation in LSNA activities and issues.
- k. Other LSNA rights and privileges as deemed appropriate by the LSNA Board.

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Section 3: Organizational Affiliate Obligations

Each Organizational Affiliate has the obligation to:

- a. Pay an annual affiliation fee.
- b. Be responsible for maintaining a mission and purpose harmonious with the purpose and functions of LSNA.
- c. Provide to LSNA current membership contact information and a current list of officers.
- d. Provide LSNA an Annual Summary Report.
- e. Not be a registered labor organization.

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ARTICLE IV
LSNA Membership Assembly

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Section 1: Definition

The LSNA Membership Assembly shall be the governing and official voting body of LSNA and shall be composed of the Board and delegates selected by secret ballot by official voting bodies of the DNA's.

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Section 2: Functions

The LSNA Membership Assembly shall:

- a. Take positions, determine policy and set direction on substantive issues of a broad nature necessitating the authority and backing of the official voting bodies of LSNA;
- b. Elect officers and Directors to the Board as provided in these Bylaws;
- c. Adopt and maintain bylaws. Approval shall be in accordance with ANA guidelines.

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Section 3: Composition

a. Apportionment

1. The number of delegates to which any DNA shall be entitled at any biennial convention shall be based on the number of members six months preceding a convention.
2. The number of delegates to which any DNA shall be entitled at any special meeting of the LSNA Membership Assembly shall be the number of delegates authorized for the LSNA Membership Assembly at the immediate preceding biennial convention.
3. Each DNA in good standing shall be entitled to one delegate for every ten members and to one delegate-at-large.

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- 201 b. Qualifications
 202 Delegates shall be members of LSNA and in good standing.
 203 c. Term of Office
 204 Each delegate and alternate shall be elected for one two-year term or until a successor is elected and assumes office.
 205 d. Vacancies
 206 Vacancies shall be filled with alternates selected by the DNA in accordance with LSNA policies & procedures, in the following
 207 sequence.
 208 1. Election by secret ballot; or
 209 2. Appointment by DNA Board, DNA executive committee or DNA officer.
 210 e. Notification of Delegates
 211 Each DNA shall send a list of all duly elected delegates to the LSNA office at least thirty (30) days prior to the opening day of
 212 convention, and at least two (2) days prior to the opening of a special session.
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214 **Section 4: Meetings**

- 215 a. The LSNA Membership Assembly shall meet at least biennially in the odd years at the time of the LSNA Convention.
 216 b. Special meetings of the LSNA Membership Assembly may be called by the Board and shall be called by the President upon
 217 written request of a majority of the DNAs.
 218 c. The time, place, and registration fee for the meetings shall be determined by the Board.
 219 d. Notice of a meeting of the LSNA Membership Assembly shall be mailed to each DNA at least two months prior to a biennial
 220 meeting of the LSNA Membership Assembly and at least six weeks prior to a special meeting.
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222 **Section 5: Quorum**

- 223 a. A quorum of the LSNA Membership Assembly shall be a majority of the registered delegates.
 224 b. The President or President-Elect and at least one other officer (Secretary or Treasurer) must be
 225 present for the LSNA Membership Assembly to be in session.
 226 c. At least three-Directors of the Board must be present for the LSNA Membership Assembly to be in session.
 227 d. A majority of the DNA's must be represented for the LSNA Membership Assembly to be in session.
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230 **ARTICLE V**
 231 **Board of Directors**

232 **Section 1: Definition**

234 The Board of Directors, a corporate body composed of elected or Board appointed members, serve as the agent for the LSNA
 235 Membership Assembly
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237 **Section 2: Composition**

- 238 There shall be a Board which shall consist of officers and members, each of whom shall hold membership in ANA/LSNA/DNA.
 239 a. There shall be four officers elected by the LSNA Membership Assembly; President, President-Elect, Secretary and Treasurer.
 240 b. There shall be five directors elected by the LSNA Membership Assembly:
 241 Director of Clinical Practice, Health Policy, and Advocacy
 242 Director of Membership, Recruitment, and Retention
 243 Director of Nursing Leadership and Professional Development
 244 Director of Organizational Advancement
 245 Director of Transition into Practice
 246 c. The Executive Committee shall be composed of the President, President-Elect, Secretary, Treasurer, and Director of Transition
 247 into Practice
 248 d. The Immediate Past-President shall serve as ex-officio with no voting privileges as a member on the Board of Directors.
 249 e. The President of the Louisiana Association of Student Nurses or designee shall serve as a non-voting member of the LSNA
 250 Board of Directors.
 251 f. The President of the Louisiana Nurses Foundation Board of Directors shall serve as a non-voting member of the LSNA Board
 252 of Directors
 253 g. The President (Chair) of the Louisiana Nurses Political Action Committee (LANPAC) shall serve as a non-voting member of the
 254 LSNA Board of Directors.
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256 **Section 3: Qualifications**

257 Each Board Member shall meet the following qualifications:

- 258 a. Be a member of ANA/LSNA in good standing,
 259 b. Shall disclose if any potential conflict of interest exists while serving on the Board of Directors.
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261 **Section 4: Functions**

262 The Board shall:

- 263 a. Exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of law;
 264 b. Provide for the adoption of financial policies, adoption of the budget for the association which incorporates program plans for
 265 structural units, surveillance of LSNA funds, the annual external review of all books and reporting to the membership and
 266 House of Delegates;
 267 c. Provide for implementation of association policies, positions, and directives of the LSNA Membership Assembly;

- 268 d. Develop and implement a strategic plan for the organization, incorporating directives from the LSNA Membership Assembly;
 269 e. Establish policies and procedures for the transaction of business, coordination of association activities, and the operation and
 270 maintenance of a state office;
 271 f. Appoint and define the responsibilities of the executive director and delegate authority necessary for the administration of
 272 LSNA policies, programs and activities;
 273 g. Establish structural units and DNAs upon demonstrated interest by members;
 274 h. Dissolve structural units and DNAs when evidence of said interest no longer exists;
 275 i. Establish such fees as may be required for specified activities and for membership affiliation with structural groups within LSNA
 276 in excess of those provided for in these bylaws;
 277 j. Define qualifications for appointed office unless otherwise specified in these bylaws;
 278 k. Establish special committees as necessary;
 279 l. Appoint a committee from the LSNA Board of Directors to biennially review the Mission, Vision, and Goals of the LSNA and
 280 submit proposed changes to the Board of Directors as needed;
 281 m. Every two years, appoint a Quality Review Board (consisting of 3 members) to provide annual audits of the Provider Unit's
 282 continuing education activities for the purpose of verifying compliance with ANCC-COA criteria;
 283 n. Make or confirm appointments, and fill vacancies as necessary;
 284 o. Constitute the membership of the Louisiana Nurses Foundation, Inc. (LNF), and function in that capacity as specified in the
 285 Bylaws of the Louisiana Nurses' Foundation;
 286 p. Appoint member(s) to the Board of Trustees of the Louisiana Nurses Political Action (LANPAC) as specified in the LANPAC
 287 bylaws;
 288 q. Assume such other duties as may be provided elsewhere in these bylaws and by the LSNA Membership Assembly;
 289 r. Control the use of the official insignia, and the procurement and sale of replicas thereof;
 290 s. Appoint an LSNA member as a consultant to Louisiana Association of Student Nurses;
 291 t. Conduct an annual performance review of the Executive Director by the Executive Committee of the Board of Directors.

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293 **Section 5: Term of Office**

- 294 a. Officers shall be elected biennially to serve for two years or until their successors are elected and assume office. Directors shall
 295 be elected biennially to serve for four years or until their successors are elected and assume office.
 296 b. At the end of a two-year term, the President-Elect will assume the position of President for a two year term.
 297 c. Three directors to serve on the board shall be elected by the LSNA Membership Assembly at one biennial convention and two
 298 directors to serve on the board shall be elected by the LSNA Membership Assembly at the alternate biennial convention, each
 299 to serve for four years or until successors are elected.
 300 d. No officer or board member shall serve more than two consecutive terms in the same office nor more than twelve consecutive
 301 years on the Board. An officer or board member who has served more than half a term shall be considered to have served a
 302 full term.

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304 **Section 6: Vacancies**

305 In the event of a vacancy occurring:

- 306 a. In the office of President, the President-Elect shall become President for the remainder of that term and then complete their
 307 elected term.
 308 b. All other vacancies on the Board shall be filled by Board appointment, except for President-Elect.

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310 **Section 7: Meetings**

- 311 a. Meetings shall be held at least quarterly at such time and place as shall be determined by the Board to conduct the business of
 312 the association. Special meetings may be called by the President and shall be called upon the written request of no fewer than
 313 half of the DNA's or four members of the Board.
 314 b. In addition, an annual meeting shall be held with the DNA Presidents or their designees to communicate the status of the
 315 association and DNAs.
 316 c. Business which requires immediate attention by the Board may be conducted by mail, telephone or electronic means. Such
 317 action shall be subject to ratification at the next regular meeting of the Board.
 318 d. Absence from more than two consecutive meetings shall constitute a resignation and the vacancy shall be filled as provided for
 319 in these bylaws, parliamentary authority, or by the Board.

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321 **Section 8: Quorum**

- 322 a. A quorum of the Board of Directors shall be a majority of its fixed membership.
 323 b. The President or President-Elect must be present for the Board of Directors to be in session.
 324 c. In the event of vacancies in office such that the remaining membership in the Board falls below a majority of the fixed
 325 membership, those remaining members constitute a quorum for the purpose of filling vacancies.

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327 **Section 9: Executive Committee**

328 There shall be an Executive Committee of the Board composed of the officers, who:

- 329 a. Shall have all powers of the Board to transact business of an emergency nature between Board meetings. Such transactions
 330 shall be reported at the next regular Board meeting.
 331 b. Review and investigate reported violations of ANA Code of Ethics and decide a course of action.
 332 c. Composition: President, President-Elect, Secretary, Treasurer, and Director of Transition into Practice.
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Section 10: Functions of Officers

Officers shall assume duties usually performed by such officers and as defined by these bylaws or by the Board.

- a. The President shall serve as:
 - 1. Chairperson of the LSNA Membership Assembly, the LSNA Board of Directors, and the Executive Committee.
 - 2. An ex-officio member of all committees, except the Nominating Committee.
 - 3. Chairperson of the Council of Presidents annual meeting.
 - 4. Represent LSNA at the ANA Leadership Council and serve as the LSNA voting member; or designee
- b. The President-Elect shall:
 - 1. Orient to the duties of President.
 - 2. Assume other duties as requested by the President.
 - 3. Assume duties of the LSNA President in the President's absence or at the discretion of the President.
 - 4. Serve as liaison to the Resolution and Bylaws Committee:
 - a) Establish committee, assure members are ANA/LSNA/State members
 - b) Oversee the functions of the Committee – biennial review of bylaws, preparation of amendments, presentation to LSNA Membership Assembly, review of DNA By-laws; preparation of resolutions for presentation to LSNA Membership Assembly
- c. The Secretary shall:
 - 1. Be accountable for record keeping and reporting of meetings of LSNA including LSNA Membership Assembly, Executive Committee and Board of Directors
 - 2. Shall complete and submit to the Board minutes within 30 days of meeting.
 - 3. Record the history of LSNA during tenure – significant events, Convention, officers, legislation, Hall of Fame biographies, in Memoria.
- d. The Treasurer shall:
 - 1. Be responsible for monitoring the fiscal activities of the association.
 - 2. Provide reports and interpretation of LSNA's financial position quarterly to the Board of Directors and annually to the LSNA Membership Assembly and membership.
 - 3. Establish the Finance Committee, serve as chair to the Finance Committee. Performs the following functions:
 - a) Draft and recommend to the Board of Directors policy and procedures related to the management of the financial matters of the Association.
 - b) Advise the Board of Directors on financial policies and procedures of LSNA.
 - c) Submit a proposed budget for the association to the Board, considering budgetary needs submitted by committees and councils as outlined in these bylaws and including the Officers and Executive Director.
 - d) Advise the Board and membership on the financial status of LSNA
- e. The Immediate Past President shall:
 - 1. Serve as ex-officio, nonvoting, member of both the Executive Committee and the LSNA Board of Directors
 - 2. Resource to head quarter's staff regarding standards and policies for the operation of the LSNA office

Section 11. Functions of Directors

- a. Director of Clinical Nursing Practice, Health Policy and Advocacy:
 - 1. Serve as a member of the Board of Directors.
 - 2. Oversee the functions of Clinical Nursing Practice, Health Policy, and Workplace Advocacy.
 - a) Assemble a community of peers to serve as a principle source of expertise related to clinical practice to identify relevant positions and policies on clinical practice to the board and to promote an understanding of the healthcare needs of diverse populations.
 - b) Collaborate with LSNA legislative lobbyist and legislators to Initiate legislative action, under the direction of the Board of Directors, as appropriate to promote nursing or improve healthcare to the citizens of Louisiana Recommend a position on legislation related to nursing and healthcare issues to the Board of Directors. Develop and disseminate lobbying strategies for LSNA. Keep membership informed about important legislation pertinent to nursing.
 - c) Advise the Board of Directors on issues relating to problems in the workplace; develop and revise policies and procedures for responding to problems in the workplace.
- b. Director of Membership, Recruitment, and Retention:
 - 1. Serve as a member of the Board of Directors.
 - 2. Oversee the functions of a Membership Committee - report on membership status, strategies for recruitment and retention, and the activities to promote membership.
- c. Director of Nursing Leadership and Professional Development:
 - 1. Serve as a member of the Board of Directors.
 - 2. Oversee the functions of Continuing Education, Programming, and Research/Informatics:
 - a) Liaison with the coordinator of the provider and approval units; participate in evaluation of the effectiveness of the LSNA continuing education approval system.
 - b) Participate in planning the focus of and program schedule for the convention and other programs of LSNA.

- 402 c) Advise the Board of Directors on issues relating to nursing research and informatics; develop and revise policies and
403 procedures for implementation of nursing research and informatics
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- 405 d. Director of Organizational Advancement:
406 1. Serve as a member of the Board of Directors.
407 2. Oversee the functions of Communication & Social Media Committee, Member Services, and LSNA Insider:
408 a) Recommend policies and procedures to promote the advancement of nursing and LSNA through various modes
409 including print, electronic and social media.
410 b) Submit a plan to the Board of Directors for improving the image of nursing and upon approval, assist in its
411 implementation.
412 c) Submit a plan to the Board of Directors for informing nurses and the citizens of Louisiana of the role of nursing in
413 providing healthcare and upon approval, assist in its implementation.
414 d) Assist with the content and information for the monthly Insider
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- 416 e. Director of Transition into Practice:
417 1. Serve as a member of the Executive Committee of the Board of Directors
418 2. Serve as a member of the Board of Directors.
419 3. Met the requirement of new to the profession of nursing with seven or fewer years of experience.
420 4. Promote transition from member of Louisiana Association of Student Nurses to LSNA member:
421 a) Serve as LSNA Consultant to the Louisiana Association of Student Nurses
422 b) Develop strategies to increase new graduate membership
423 c) Coordinate LSNA participation at LASN Convention
424 d) Maintain student nurse recruitment materials
425 e) Coordinate contact with new member graduates
426 f) Collaborate with the Membership Committee
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429 **Section 12: Removal of Officers and Directors of the Board of Directors**

430 Any officer or Director of the Board of Directors may be removed by a majority vote of the Board of Directors for failure to fulfill the
431 duties of their office, including failure to participate in two consecutive meetings or failure to submit Reports to the Board of Directors
432 for two consecutive meetings, following a written notification two weeks prior to the vote.
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436 **ARTICLE VI**
437 **Executive Director**

438 **Section 1. Definition**

439 The Executive Director serves as an agent for LSNA through the Board of Directors, to assist the association to fulfill its functions
440 and meet the needs of its members.
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442 **Section 2. Responsibilities**

- 443 a. The Board of Directors shall delegate to the executive director, as chief executive officer, the authority to manage the
444 association according to policies established by the LSNA Membership Assembly and the Board of Directors.
445 b. The executive director shall be accountable to the Board of Directors.
446 c. The executive director shall:
447 1. Provide liaison and staff support to councils and committees
448 2. Provide for effective management of the state office.
449 3. Employ, direct, evaluate, promote, and terminate staff of the association.
450 4. Employ registered nurses who are members of LSNA.
451 5. Represent the association and serve as spokesperson on matters of established policy and position.
452 6. Represent LSNA as one of the two representatives at the ANA Leadership Council
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456 **ARTICLE VII**
457 **Standing Committees**

458 **Section 1: Definition**

459 There shall be standing committees as follows:

- 460 a. Audit Committee
461 b. Finance Committee
462 c. Membership Committee
463 d. Nominating Committee
464 e. Resolution and Bylaws Committee
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Section 2: Accountability

Each Committee shall:

- a. Act in accordance with these Bylaws.
- b. Be accountable to the Board of Directors.
- c. Submit an annual written report to the Board of Directors to include: a summary of activities and accomplishments, an evaluation of activities, and recommendations/plans for the coming year.

Section 3: Vacancies

- a. Absence from two consecutive meetings without reason acceptable to the Board of Directors shall be cause for declaring a vacancy in the position.
- b. A vacancy shall be filled by appointment by the Board of Directors or as otherwise provided for in these Bylaws.

Section 4: Annual Budget

Each committee shall propose an annual budget for all activities of the committee and submit to the Treasurer.

Section 5: Policies and Procedures

Each committee shall establish and update guidelines, policies, and procedures related to committee responsibilities.

Section 6: Committees

a. **Audit Committee**

- 1. Composition
 - a) Membership shall consist of four members: one member appointed by the Board of Directors, one elected from North Louisiana, one elected from South Louisiana, and one elected from the membership-at-large. The southern border of the Alexandria district is the geographical dividing line. Each elected member shall represent a different DNA.
 - b) The elected member receiving the highest number of votes shall be the chairperson.
- 2. Term of Office
 - a) The chairperson shall serve for two years.
 - b) Committee members shall serve for two years, or until a successor is appointed.
- 3. Responsibilities
 - a) Conduct an annual audit of LSNA income and expenses, with the assistance of the certified public accountant, if needed.
 - b) Recommend to the Board of Directors that external accounting services be secured if material discrepancies are identified.
 - c) Report findings and make recommendations to the Board of Directors annually and to the LSNA Membership Assembly at convention.
 - d) Submit a report to the membership annually in the Pelican News.
- 4. Meetings and Quorum
 - a) Meetings shall be held at least quarterly.
 - b) A majority of committee members shall constitute a quorum.

b. **Finance Committee**

- 1. Composition
 - a) The Treasurer shall chair the committee.
 - b) Membership shall consist of 4 additional members appointed by the Board of Directors, giving consideration to diversity in geographic location, workplace position, and minority status
- 2. Term of Office
 - a) The chairperson shall serve for two years.
 - b) Committee members shall serve for two years, or until a successor is appointed.
- 3. Responsibilities
 - a) Draft and recommend to the Board of Directors policy and procedures related to the management of the financial matters of the Association.
 - b) Advise the Board of Directors on financial policies and procedures of LSNA.
 - c) Submit a proposed budget for the association to the Board, considering budgetary needs submitted by committees and councils as outlined in these bylaws and including the Officers and Executive Director.
 - d) Advise the Board and membership on the financial status of LSNA.
- 4. Meetings and Quorum
 - a) Meetings shall be held at least quarterly.
 - b) A majority of committee members shall constitute a quorum.

c. **Membership Committee**

- 1. Composition:
 - a) The chair shall be appointed by the Board of Directors and report to the Director of Membership, Recruitment, and Retention.
 - b) Membership shall consist of at least 4 additional members, appointed by the Board of Directors, giving consideration to diversity in geographic location, workplace position, and minority status.
- 2. Term of Office
 - a) The chairperson shall serve for four years.

- 534 b) Committee members shall serve for two years, or until a successor is appointed.
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 536 3. Responsibilities:
 537 a) Advise the Board of Directors on membership status of the association.
 538 b) Develop and promote strategies for membership recruitment and retention.
 539 c) Coordinate the promotion of membership activities.
 540 4. Meetings and Quorum
 541 a) Meetings shall be held at least quarterly.
 542 b) A majority of committee members shall constitute a quorum.
- 543 d. Nominating Committee
 544 1. Composition
 545 a) Membership shall consist of four members: one member appointed by the Board of Directors, one elected from North
 546 Louisiana, one elected from South Louisiana, and one elected from the membership-at-large. The southern border
 547 of the Alexandria District is the geographical dividing line. Each elected member shall represent a different DNA.
 548 b) The elected member receiving the highest number of votes shall be the chairperson.
 549 c) All appointed or elected members of the committee must be concurrent members of both ANA and LSNA/DNA.
 550 2. Term of Office
 551 a) Nominating committee members shall serve for two years until their successors are elected/appointed and assume
 552 office.
 553 b) Vacancies on the nominating committee shall be filled by appointment of the Board of Directors.
 554 c) Appointment to fill vacancies of elected nominating committee members shall be made from the membership from
 555 the geographic area represented by the seat(s) vacated.
 556 d) If the chair's seat is vacated and the vacancy is filled by appointment as herein provided, the committee shall elect a
 557 new chairman for the remainder of its term.
 558 3. Responsibilities
 559 a) Perform the duties described in a separate article of these bylaws on Nominations and Elections.
 560 4. Meetings and Quorum
 561 a) The meetings shall be held at least annually.
 562 b) A majority of committee members shall constitute a quorum.
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- 564 e. Resolution and Bylaws Committee
 565 1. Composition
 566 a) The chairperson is appointed by the Board of Directors and reports to the President-Elect and must be a concurrent
 567 member of both ANA and LSNA/DNA.
 568 b) Membership shall consist of at least 4 additional members appointed by the Board of Directors, giving consideration
 569 to diversity in geographic location, workplace position, and minority status.
 570 2. Term of Office
 571 a) The chairperson shall serve for four years.
 572 b) Committee members shall serve for two years, or until a successor is appointed.
 573 3. Responsibilities:
 574 a) Bylaws:
 575 1) Biennially review the LSNA Bylaws to assure conformity with ANA Bylaws and submit amendments to the LSNA
 576 Membership Assembly.
 577 2) Evaluate proposed amendments to the bylaws of this association.
 578 3) Submit proposed LSNA revisions to the ANA Committee on Bylaws (COB) no later than 60 days, preferably 90
 579 days, before the notice period to the biennial LSNA Membership Assembly
 580 4) Submit proposed amendments to the bylaws to the LSNA Membership Assembly in accordance with provisions
 581 for amendments to these bylaws.
 582 5) Submit revised or amended bylaws that have been adopted by the LSNA Membership Assembly no later than
 583 30 days after adoption date.
 584 6) Review proposed revisions to ANA Bylaws sent to C/SNA and the IMD for comment and provide recommended
 585 comments to the LSNA Board of Directors for submission back to the ANA Committee on Bylaws.
 586 7) Review the bylaws of any group seeking to become recognized as a DNA and make recommendations to the
 587 Board.
 588 8) Review the bylaws of DNAs for congruency with LSNA bylaws.
 589 9) Review Bylaws of potential Organizational Affiliates or any current Organizational Affiliate when their Bylaws are
 590 amended or revised to insure conformity with LSNA Bylaws
 591 b) Resolutions:
 592 1) Develop, review, and monitor the process for presentation of resolutions to the LSNA Membership Assembly.
 593 2) Receive and present proposed resolutions to the LSNA Membership Assembly.
 594 4. Meetings and Quorum:
 595 a) Meetings shall be held at least annually.
 596 b) The majority of committee members shall constitute a quorum.
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ARTICLE VIII
Constituent Association

604 **Section 1: Definition**

605 A Constituent Nurses' Association of LSNA shall be termed District Nurses Association.

- 606 a. A DNA which hereafter is organized may become a constituent of LSNA upon approval of its articles of incorporation and
607 bylaws and such other criteria as may be determined by the Board.
608 b. Boundaries of constituent nurses' associations shall be clearly defined and recorded by the Board of Directors of this
609 Association. Boundaries may be changed by a two-thirds vote of the Board of Directors, provided such change has been
610 approved by each constituent nurses' association involved.

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612 **Section 2: Areas of Conformity**

613 Each DNA shall:

- 614 a. Adopt and maintain bylaws which:
615 1. conform to the purposes as specified in Article I, Section 2;
616 2. conform to membership provisions as specified in Article II, Sections 3, 4, 5, & 6;
617 3. provide representation to House of Delegates as specified in Article IV, Section 3
618 b. Adopt and maintain such bylaws that do not conflict with the Bylaws of LSNA or published policies and procedures of the
619 Membership Assembly or the Board.
620 c. Provide reports to LSNA as required.

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622 **Section 3: Good Standing**

623 A DNA shall be in good standing upon compliance with Section 2 of this Article.

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625 **Section 4: Disqualification**

626 A DNA which fails to comply with requirements stated in these bylaws or for other cause deemed sufficient may be disqualified as a
627 constituent association of LSNA by a two-thirds vote of the Board, provided due notice has been given. Such DNA and its members
628 must be notified at least three months before the vote is taken and the DNA shall have the opportunity for a hearing with the Board
629 within said three months period.

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631 **Section 5: Reinstatement**

632 A DNA which has been disqualified may be reinstated by a two-thirds vote of the Board
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ARTICLE IX
Publications

638 The Pelican News shall be the official publication of this association and shall be provided to each member.
639 The LSNA Insider shall be the monthly newsletter sent to each LSNA member.
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ARTICLE X
Nominations and Elections

645 **Section 1: Nominations**

646 a. Nominating Committee Responsibilities:

- 647 1. Six months prior to convention request names of candidates for elective offices of LSNA and the LSNA representatives
648 and alternates to the ANA Membership Assembly from the DNAs.
649 2. Three months prior to convention, receive from DNA's the name of candidates for consideration in developing the ballot.
650 3. Two months prior to convention, the Nominating Committee shall meet and prepare a ballot consisting of at least two or
651 more nominees for each office to be filled.
652 4. Prepare a ballot, including the names submitted by the DNAs and other members.
653 5. Publish the slate of candidates at least 60 days in advance of elections.
654 6. The ballot shall be representative, insofar as possible, of diversity in geographic location, workplace position, and minority
655 status.

656 b. Nominees shall meet the following qualifications:

- 657 1. Must hold appropriate membership status as identified in Article II: Section 3. For the intended office.
658 2. Shall consent to serve if elected.
659 3. Must be in good standing with the Association.
660 4. Shall disclose if any potential conflict of interest exists while serving in the elected position.

661 c. Members shall serve in only one (1) elective office of LSNA at any one time, excluding serving as a the LSNA Representative
662 to the ANA Membership Assembly

663 d. The LSNA Membership Assembly may take additional nominations from the floor at the business meetings.

664 e. LSNA State Only Members cannot be nominated to serve as LSNA Board of Directors or as LSNA Representatives or
665 Alternates to the ANA Membership Assembly.

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Section 2: Elections

- a. Elections shall be held in conjunction with biennial meetings of the LSNA Membership Assembly.
- b. Delegate credentialing and voter eligibility shall be verified.
- c. Officers: The President-Elect, Secretary, and Treasurer shall be elected by the LSNA Membership Assembly biennially to serve for two years or until their successors are elected and assumes office
- d. Directors of the board shall be elected by the LSNA Membership Assembly at the biennial convention, to serve a four year-term. Terms are to be staggered so that three directors are elected at one convention and then two directors are elected at the next biennial convention.
- e. The Board shall determine dates and hours of voting.
- f. All Full LSNA/ANA Members may cast one secret ballot in the election of the LSNA representatives and alternates to the ANA Membership Assembly.
- g. Members may vote for other eligible members of the association who have consented to serve if elected, but not appearing on the ballot.
- h. A plurality vote shall constitute an election, in case of tie, the choice shall be determined by lot.
- i. Terms of office shall begin at the adjournment of the LSNA Membership Assembly.
- j. LSNA-representatives/alternates to the ANA Membership Assembly shall serve a two-year term or until a successor is elected.

Section 3: Policies

Nominations and election policies and procedures shall be determined by the Board and shall be consistent for all LSNA structural units.

**ARTICLE XI
Amendments**

Section 1: Amendments with Notice

These bylaws may be amended at any biennial convention by a majority of delegates present and voting provided proposed amendments were published 30 days in advance of the meeting.

Section 2: Amendments without Notice

These bylaws may be amended without previous notice at any biennial convention by 99 percent of delegates present and voting.

**ARTICLE XII
Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Revised October 26, 1999.
Amended April 6, 2001
Amended April 15, 2005
l:Bylaws/final bylaws with amendments April 15, 2005
Amended April 24, 2007
Amended May 1, 2009
Amended April 16, 2011
Amended 2013
Revised April 14, 2015
Amended April 25, 2017