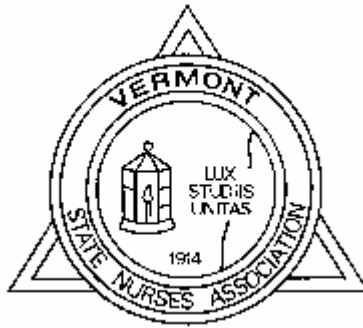


VERMONT STATE NURSES' ASSOCIATION

BYLAWS

AS REVISED
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**VERMONT STATE NURSES' ASSOCIATION
BYLAWS**

ARTICLE I
NAME, PURPOSES, and FUNCTIONS

- Section 1. Name
The name of this association shall be the Vermont State Nurses' Association, Incorporated, hereinafter referred to as VSNA.
- Section 2. Purposes
a. The purposes of VSNA shall be to -
1) work for the improvement of health standards and the availability of health care services for all people, and
2) foster high standards of nursing, and
3) stimulate and promote the professional development of nurses, and
4) advance the economic and general welfare of nurses, and
5) serve the Vermont nurses as the constituent association of the American Nurses' Association (ANA).
- b. These 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 VSNA shall be to -
a. promote standards of nursing practice, nursing education, and nursing services.
b. promote the ANA Code of Ethics for Nurses.
c. foster the use of a system of credentialing in nursing.
d. monitor, influence and initiate legislation, governmental programs, and health policies to serve the health needs of Vermonters.
e. foster research in nursing.
f. encourage the collection and preservation of documents and other materials contributing to the historical and cultural development of nursing in Vermont.
g. promote the economic and general welfare of nursing.
h. provide leadership in Vermont nursing.
i. foster the professional development of nursing.
j. foster affirmative action practices in nursing.
k. provide for representation in the governing and official voting body of ANA.
l. provide services to VSNA constituent units.

- m. maintain relationships with local units of the National Student Nurses' Association (NSNA).
- n. maintain communication with members through an official publication.
- o. represent and speak for the nursing profession with allied health groups, community organizations and groups, governmental bodies, and the public.
- p. promote continuing education in nursing.

ARTICLE II
MEMBERSHIP

Section 1. Composition
 VSNA shall be composed of ANA/VSNA members and In-state Only members meeting the qualifications specified in these Bylaws. Registered nurses who work or live in Vermont may join VSNA 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 the ANA. This membership does not entitle the registered nurse to belong to or receive benefits from the American Nurses' Association at the national level.

Section 2. Qualifications

- a. Eligibility –
 A member shall have been granted a license to practice as a registered nurse in at least one state, District of Columbia, territory or possession of the United States and that license shall not be under suspension or revocation in any state
 or,
 A member shall have completed a nursing education program qualifying the individual to take the State recognized examination for registered nurse licensure as a first time writer.
- b. Restrictions - Membership shall be unrestricted in accordance with ANA Bylaws.

Section 3. Renewal
 An individual's membership shall be renewed so long as:

- a. the payment of dues is current.
- b. membership is not under revocation for violations of the ANA Code of Ethics for Nurses, ANA Bylaws, or the VSNA Bylaws.
- c. the individual has been granted registered nurse licensure.

Section 4. Rights

- a. Each ANA/VSNA member shall be entitled to:
 1. receive a constituent member association (CMA) ANA membership card, The American Nurse, the ANA Code of Ethics for Nurses, and the official publication of VSNA.
 2. be a candidate for ANA and VSNA elective and appointive positions in accordance with the ANA and VSNA Bylaws.
 3. participate in the election of CMA delegates to the governing and official body of ANA in accordance with ANA and VSNA Bylaws.
 4. attend unrestricted ANA activities.
 5. attend the congress of the International Council of Nurses.

6. participate in the election of VSNA Board of Directors.
7. vote in all membership meetings of VSNA.
8. attend VSNA Meetings
9. The Vermont State Nurses' Association shall remain affiliated with the American Nurses Association until such time as 2/3 of the entire CMA Membership votes to disaffiliate from the ANA. "CMA membership," for these purposes, is defined as individual members of the CMA who have ANA rights and privileges of membership as a result of their CMA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

- b. Each VSNA In-state Only Member shall be entitled to:
 - 1) participate in the election of VSNA Board of Directors.
 - 2) vote in all membership meetings of VSNA.
 - 3) attend VSNA Meetings.

Section 5. Disciplinary Action

- a. VSNA individual members must abide by the ANA and VSNA bylaws and the Code of Ethics for Nurses.
- b. Cause for disciplinary action against a member shall be limited to -
 - 1) violation of the Bylaws of the VSNA and ANA.
 - 2) violation of the Code of Ethics for Nurses as established by ANA.
 - 3) other actions which are detrimental to the purposes, goals and functions of VSNA and ANA.
- c. Disciplinary action shall be conducted in accordance with VSNA policies and procedures. The board shall have final disciplinary authority over members.
- d. Depending on the severity of the disciplinary violation a member may be –
 - 1) reprimanded,
 - 2) censured,
 - 3) suspended from membership, or
 - 4) permanently expelled from membership.
- e. Disciplinary action taken by another CMA against one of its members shall be given full recognition and enforcement provided that such action was taken in accordance with the disciplining CMA's bylaws and disciplinary procedures.
- f. Appeal of disciplinary action shall be conducted in accordance with policies and procedures established by the Board of directors, which shall have final disciplinary authority over members.
- g. A member may apply for reinstatement according to established policy and procedure.

- Section 6. Student Affiliates.
- a. A student affiliate is one who is enrolled in a basic professional nursing program in Vermont or who is preparing for licensure within the state of VT.
 - b. Student affiliates may serve as committee members and vote on committee actions.
 - c. Student affiliates may not hold office, vote in elections, make motions or vote on business at the annual meeting.
 - d. Student affiliates are entitled to attend VSNA functions at fees set by the Board of Directors.
 - e. Student affiliate fees shall be determined by the Board of Directors

ARTICLE III
DUES

- Section 1. Amount of Dues
- a. The VSNA-In-Convention shall establish the dues for ANA/VSNA and In-state Only Members which include the current rate of dues paid by the VSNA to the ANA.
 - b. VSNA acknowledges its obligation to pay dues to ANA in accordance with policies adopted by the ANA House of Delegates. The VSNA shall remit a portion of this amount to the ANA which shall be equal to the amount ANA remits to the VSNA for ANA direct members. In accordance with the ANA dues policy established by the House of Delegates and per the written agreement between VSNA and ANA.
 - c. Members who qualify for one of the following categories may elect to pay reduced membership dues of 50% of a VSNA member's dues:
 - 1) not employed;
 - 2) full-time students;
 - 3) new graduates from basic nursing education programs, during their second year of membership only.
 - 4) sixty-two (62) years of age or older and not earning more than Social Security System allows.
 - d. Members who qualify for one of the following categories may elect to pay special membership dues of 25% of a VSNA member's dues:
 - 1) sixty-two (62) years of age or over and not employed;
 - 2) totally disabled.
 - 3) new graduates from basic nursing education programs, within twenty-four (24) months of graduation, first membership year only.
- Section 2. Notification of Change
Members shall be notified in writing of any proposal to change the amount of dues at least thirty (30) days prior to VSNA's convention at which the proposal is to be voted upon.
- Section 3. Vote
A vote of two-thirds (2/3) of the members present shall be required to change the amount of dues.
- Section 4. Payment
VSNA dues shall be paid in accordance with policy established by the Board of Directors.

The annual dues for a CMA/ANA member shall be set forth in dues policy and shall include the present rate of dues paid by the Vermont State Nurses' Association to the ANA. In the event that the rate of dues payable to the ANA by the Vermont State Nurses' Association is increased in the future, any such change shall be automatically added to the annual dues owed by a CMA/ANA member to the Vermont State Nurses' Association.

The Vermont State Nurses' Association shall continue to pay dues to the ANA pursuant to the ANA bylaws and House of Delegates policy until such time as 2/3 of the entire CMA membership votes to disaffiliate from the ANA. "CMA membership," for these purposes, is defined as individual members of the CMA who have ANA rights and privileges of membership as a result of their CMA 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 5. Resignation or Transfer
- a. VSNA shall not be obligated to refund dues when a member resigns or transfers to another CMA.
 - b. Liability for payment of dues to VSNA by a member transferring from another CMA shall be at the expiration of the members' paid-up dues.

ARTICLE IV VSNA-IN-CONVENTION

- Section I. Definition
The VSNA-In-Convention is the governing and official voting body of the VSNA.

- Section 2. Composition
- a. All VSNA members registered for and in attendance at the Convention shall form the voting body.
 - b. Ballots by mail disseminated and returned in accordance with VSNA policy shall be accepted for election of officers, directors, members of the Nominating Committee and ANA delegates.

- Section 3. Authority
The VSNA-In-convention shall:
- a. determine association policies and positions.
 - b. delegate authority and define accountability for the implementation of association policies approved by the VSNA-In-Convention.

- Section 4. Responsibilities
- a. Establish rules of procedure for meeting of the VSNA-In-Convention.
 - b. Receive the report of the tellers.
 - c. Adopt and maintain Bylaws.
 - d. Transact the general business of the association.

- Section 5. Meetings
- a. The VSNA shall meet annually in Convention.
 - b. The time and place of the meeting shall be determined by the VSNA Board of Directors.
 - c. VSNA members shall be notified in writing at least thirty (30) days prior to the meeting.

- d. A special meeting of the VSNA may be called by the VSNA Board of Directors and shall be called by the president upon the written request of a majority of the constituent units.

Section 6. Quorum

A quorum for transaction of business by the VSNA-In-Convention shall consist of four (4) members of the Board of Directors, one of whom shall be the President or a Vice-President, and thirty-five (35) members from a majority of constituent units.

Section 7. Nominations and Elections for Office

a. Nominations

- 1) Candidates for office shall be VSNA members and shall consent to serve if elected.
- 2) Members shall be considered eligible for only one (1) elective office in VSNA at one time.
- 3) A member of VSNA may declare as a candidate by writing to the Chair of the Nominating Committee at least sixty (60) days prior to the election.
- 4) VSNA members shall be notified in writing of the slate of candidates at least thirty (30) days prior to the date of the election.

b. Elections

- 1) Elections shall be by secret ballot in accordance with VSNA policy. Results shall be announced at the annual Convention.
- 2) Eligibility of all voters shall be verified in accordance with the procedure established by the Board.
- 3) A plurality vote shall constitute an election. In case of a tie, the choice shall be by lot.
- 4) The term of office shall begin at the adjournment of the annual Convention.

c. Challenge

Any challenge to the election shall be filed with the Secretary of the VSNA not more than thirty (30) days after adjournment of the annual Convention.

d. Removal of Elected Officials

- 1) Any official elected by the VSNA membership may be removed whenever such action is deemed to be in the best interest of the association, or for other just cause.
- 2) Removal of an elected official requires a majority vote of the VSNA-In-Convention.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Definition

The Board of Directors, hereinafter referred to as the Board, is the Corporate Body composed of:

- a. Officers elected by the VSNA membership.
- a. The director of each district (District Director) elected by the district.
- c. The Past President for the year succeeding the term of office.

Section 2. Composition

- a. There shall be five (5) officers, President, Past President (even numbered years), President-elect (odd numbered years), Vice-President, Secretary, and Treasurer.

- b. There shall be three (3) Directors, one from each district, who shall be voting members of the Board. District Directors may designate a Registered Nurse member to substitute for them at a VSNA Board Meeting. The RN Designee has voting privileges, duties and responsibilities of the District Director for the duration of the Board Meeting.

Section 3. Authority of the Board

The Board shall have the authority delegated to it by the VSNA-In-Convention, including the duty and power of acting for the membership between meetings of the VSNA-In-Convention, and other duties and powers as defined by these Bylaws.

Section 4. Accountability

The Board shall report and be accountable to the VSNA-In-Convention.

Section 5. Responsibilities

The Board shall -

- a. exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of law.
- b. provide for implementation of association policies and positions approved by the VSNA -In-Convention.
- c. establish policies and procedures for the transaction of business, coordination of association activities, and operation and maintenance of the state office.
- d. establish financial policies and procedures, adopt the budget, provide for review of books by a qualified accountant and present a financial statement to the membership.
- e. establish policies and procedures for approving publications and other printed materials prior to their distribution.
- f. establish policies and procedures for the collection, analysis, and dissemination of information.
- g. establish policies and procedures for nominations and elections.
- h. establish standing and special committees of the Board as deemed necessary for the performance of its duties, and define the purpose and authority of such committees.
- i. make appointments and fill vacancies as delegated to the Board in these Bylaws.
- j. define qualifications for appointive office unless otherwise specified in these Bylaws.
- k. appoint, define the authority and responsibilities of, and annually review the performance of the Executive Director.
- l. confer constituent membership on all units meeting qualifications established in these Bylaws.
- m. determine services to be offered to constituent units.
- n. establish policies and procedures for disciplinary action against constituent units and individual members, policies and procedures for appeal of such actions, and requests for reinstatements.
- o. establish fees for conventions, specified activities, and services.
- p. control the use of the official VSNA emblem and the procurement and sale of replicas thereof.
- q. encourage the collection and preservation of documents and other material contributing to the historical and cultural development of nursing in Vermont.

- r. provide for VSNA liaison or representation at meetings of voluntary organizations and of public or governmental agencies.
- s. establish relationships and collaboration with the Vermont units of the NSNA.
- t. establish policies for VSNA participation in unrestricted ANA activities.
- u. act on recommendations from VSNA committees or VSNA constituent units.
- v. establish an appeals process for VSNA members and programs.
- w. assume other duties as may be provided for elsewhere in these Bylaws and/or by VSNA-In-Convention.
- x. appoint members of the Board of Trustees of the VSNA Political Action Committee as specified in the Bylaws of the VSNA-PAC.
- y. constitute the membership of the Vermont State Nurses Foundation and function in that capacity as specified in the bylaws of the Vermont State Nurses' Foundation.

Section 6. Term of Office

- a. Officers shall be elected for a two (2) year term. The President-elect and the Secretary shall be elected in odd numbered years. The Vice-President and Treasurer shall be elected in the even numbered years.
- b. The President-elect is elected for one (1) year term of office, shall become President for two (2) years, and shall serve as an officer of the Board for one (1) year after completion of the term of President.
- c. No officer or District Director shall serve more than two (2) consecutive terms in the same office or more than eight (8) consecutive years on the Board. An Officer or District Director who has served twelve (12) months or more shall be considered to have served a full term.

Section 7. Qualifications

- To be eligible to serve on the Board, a person shall:
- a. hold current membership in the VSNA.
 - b. not currently serve as an Officer or Director of another organization if such participation might result in conflict of interest with VSNA.

Section 8. Vacancies

- Absence without cause from two (2) consecutive meetings shall be cause for declaring a vacancy in the position. Such vacancy shall be determined by a majority of the Board.
- b. In the event of a vacancy in:
 - 1) the office of President, the President-elect, when in office, shall become President for the remainder of the term.
 - 2) the office of President if there is no President-elect, the Vice-President shall be President for the remainder of the term.
 - 3) the office of another Officer or Director, the Board shall fill the vacancy by appointment until the next meeting of VSNA-In-Convention.

Section 9. Duties of Officers

- a. The President of VSNA shall serve as the official representative of the association and its spokesperson on matters of association policy and positions; as the chairperson of VSNA-In-Convention, the Board, and the

Executive Committee of the Board, as chief VSNA representative to the ANA governing and official voting body and other ANA meetings; as an ex-officio member of all committees except of Nominating Committee.

- b. The Vice-President shall assume the duties of the President in the President's absence or at the discretion of the President.
- c. The Secretary shall be responsible for ensuring that records are maintained of meetings of VSNA-In-Convention, the Board and the Executive Committee of the Board and provide for notification of VSNA members and constituent units of meetings of VSNA-In-Convention.
- d. The Treasurer shall be responsible for monitoring the fiscal affairs of the association and shall provide reports and interpretation of VSNA's financial conditions to VSNA-In-Convention, the Board, and the membership.
- e. Officers and Director shall fulfill the responsibilities of the Board as defined in these Bylaws.
- f. All Officers and Directors shall assume these duties as directed by the Board.

Section 10. Executive Committee
There shall be an Executive Committee of the Board composed of the President, President-elect, Vice-President, Secretary, and Treasurer to transact business of an emergency nature between Board meetings. All transactions of the committee shall be reported in full at the next regularly scheduled meeting of the Board.

Section 11. Executive Director

- a. The Board shall delegate to the Executive Director, as the chief executive officer, the authority to manage the association according to policies established by the VSNA-In-Convention and the Board.
- b. The Executive Director shall be accountable to the Board.
- c. The Executive Director shall employ, direct, promote, and terminate staff of the association.
- d. The Executive Director may represent the association and serve as spokesperson on matters of established policy and positions.

Section 12. Meetings

- a. Meetings of the Board shall be held at least five (5) times annually at the time and place determined by the Board. Special meetings may be called by the President and shall be called upon written request of at least two (2) constituent units or five (5) members of the Board with ten (10) days notice.
- b. Business requiring action by the Board may be conducted by mail or other media. Such action shall be subject to ratification at the next regular meeting of the Board.

Section 13. Quorum
A majority of the Board, including the President or Vice-President, shall constitute a quorum at any meeting of the Board.

ARTICLE VI STANDING COMMITTEES

Section 1. Definition
There shall be Standing Committees of the VSNA as follows:

Committee on Education, Committee on Nursing Practice and Workplace Advocacy, Committee on Legislation, Committee on Membership and Publicity, Nominating Committee, and Convention Committee.

There shall be ad hoc committees as follows: Committee on Bylaws.

- Section 2. Composition
- a. A Standing Committee, except for the Education Committee, Nominating Committee, and the Convention Committee, shall be composed of at least three (3) VSNA members appointed by the Board.
 - b. The Nominating Committee shall be composed of three (3) members elected annually by the membership. The nominee receiving the highest number of votes shall become chairperson.
 - c. The Education Committee shall be composed of at least five (5) members appointed by the Board.
 - d. The Board shall appoint the chairperson of all committees except by the Nominating Committee.
 - e. The Convention Committee shall be composed of six (6) members elected by the membership.
 - 1) Two members from each district shall be elected for two (2) year terms, one of whom from each district shall be elected in odd years and one of whom shall be elected in even years.
- Section 3. Term of Office
- a. Members of the standing Committees, except the Nominating Committee, shall serve a two-year (2) term and shall serve until their successors are appointed. Terms of committee members, except the Nominating Committee, shall be rotated to ensure continuity of committee work.
 - b. Members of the Nominating Committee shall be elected for a one-year (1) term and shall serve until their successors are elected. Members may serve no more than two (2) consecutive terms.
- Section 4. Accountability
- Standing committees shall be accountable to the VSNA-In-convention and shall submit reports and recommendations to the Board.
- Section 5. Vacancies
- a. Absence without cause from two (2) consecutive meetings shall be cause for declaring a vacancy in the position. Such vacancy shall be determined by a majority of the Board.
 - b. A vacancy on a Standing Committee, except the Nominating Committee, shall be filled by appointment by the Board.
 - c. Vacancies on the Nominating Committee shall be filled by the candidates in sequence receiving the 4th, 5th, and 6th highest number of votes for that Committee, as voted by VSNA election.
- Section 6. Responsibilities
- a. The Committee on Education shall:
 - 1) review and approve contact hour applications.
 - 2) evaluate trends, developments, and issues in the area of nursing education.
 - 3) establish a plan of operation for carrying out committee responsibilities.
 - 4) develop and recommend policies and positions to the Board.
 - 5) provide for the dissemination of information to members and others as approved by the Board.
 - 6) maintain communication with other VSNA units on matters of mutual concern.
 - 7) address concerns related to equal opportunity and human rights in nursing education, and make recommendations to the Board.

- 8) develop and recommend policies and procedures for VSNA's Continuing education approver program-
 - 9) Promote ANA Standards of Nursing Education and Code of Ethics_for Nurses.
 - 10) assume other responsibilities as assigned by the VSNA-In-Convention and by the Board of Directors.
- b. The Committee on Legislation shall:
- 1) evaluate trends, developments, and issues in the Committee's area of responsibility.
 - 2) establish a plan of operation for carrying out its responsibilities.
 - 3) develop and recommend policies and positions to the Board.
 - 4) provide for the dissemination of information to members and others as approved by the Board.
 - 5) maintain communication with other committees and units of VSNA on matters of mutual concern.
 - 6) address concerns related to equal opportunity and human rights, and make recommendations to the Board.
 - 7) assume other responsibilities as assigned by the VSNA-In-Convention and by the Board.
- c. The Committee on Nursing Practice and Workplace Advocacy shall:
- 1) evaluate trends, developments, and issues in the area of nursing practice and workplace advocacy.
 - 2) establish a plan of operation for carrying out its responsibilities.
 - 3) develop and recommend policies and positions to the Board.
 - 4) provide for the dissemination of information to members and other as approved by the Board.
 - 5) maintain communication with other committees and units of VSNA on matters of mutual concern.
 - 6) address concerns related to equal opportunity and human rights, and make recommendations to the Board.
 - 7) assume other responsibilities as assigned by the VSNA-In-Convention and by the Board.
- d. The Committee on Bylaws shall:
- 1) interpret these Bylaws.
 - 2) receive and prepare proposed amendments to these bylaws or articles of incorporation, report them to the Board, and submit them to the VSNA-In-Convention.
 - 3) review the articles of incorporation and Bylaws of a unit that applies to VSNA for constituent status in order to determine conformity with qualifications of constituent unit, and report its findings to the Board.
 - 4) advise constituent units concerning proposed amendments to the Constitutions and/or Bylaws, in order that these may be kept in harmony with the Bylaws of this association.
- e. Committee on Membership and Publicity shall:
- 1) establish a plan of operation for carrying out committee responsibilities, to include recruitment of new members.

- 2) develop and recommend policies and positions to the Board.
 - 3) provide for the dissemination of information to members and others as approved by the Board.
 - 4) maintain communication with other committees and units of VSNA on matters of mutual concern.
 - 5) assume other responsibilities as assigned by the VSNA-In-Convention and by the Board.
- f. The Nominating Committee shall:
- 1) request names of candidates for elective offices.
 - 2) prepare a slate of nominees and present the slate of nominees to the membership at least thirty (30) days prior to the VSNA-In-Convention.
 - 3) implement the policies and procedures for nominations and elections as established by the Board.
 - 4) assume other responsibilities for nominations as provided for in these Bylaws.
- g. The Convention Committee shall:
- 1) Develop or refine policies and procedures relating to the planning and coordinating of the convention for approval by the VSNA Board,
 - 2) Assess and suggest sites for the annual meeting for approval by the VSNA Board.
 - 3) Select the theme and keynote speaker(s).
 - 4) Coordinate the educational portion of the program.
 - 5) Perform other duties related to the planning and coordination of the annual convention as identified and delegated by the VSNA Board.

ARTICLE VII
SPECIAL INTEREST GROUPS

- Section 1. Definition
A special interest group is an organizational unit through which members of the VSNA participate in the improvement or advancement of the profession in specific clinical or function area.
- Section 2. Designation
The Board of Directors may establish special interest groups. There must be a minimum of five (5) VSNA members requesting formation of a group and a clear statement of purpose for the proposed group must be submitted with the request for formation.
- Section 3. Composition
Membership in the group is composed of VSNA members who are active in or interested in the area of focus of the special interest group.
- Section 4. Accountability.
Special interest groups shall be accountable to the VSNA-In-convention and shall submit reports and recommendations to the Board.
- Section 5. Responsibilities
Each special interest group shall:
- a. provide peer support and consultation for its members.

- b. serve as a source of expertise in area of interest and provide a forum for discussion of relevant issues and concerns.
- c. establish a plan of operation for carrying out its responsibilities.
- d. assure that its actions support the goals of VSNA.

Section 6. Executive Committee

- a. The Executive Committee of each special interest group shall be responsible for the business of the group.
- b. Each special interest group shall have a five-member Executive Committee composed of a Chairperson, recorder, and three (3) members-at-large. The Chairperson and one member-at-large shall be elected in the odd number year and the recorder and two members-at-large shall be elected in the even numbered year. Each member of the Executive committee shall be elected to serve a term of two years or until their successor has been elected.
- c. Committee elections shall be conducted annually by mail ballot.

Section 7. Dissolution

- a. By a two-thirds vote the Board of directors may agree to recommend dissolution of a special interest group to the VSNA-In-convention:
 - 1) if the Board of Directors and the respective special interest group mutually agree that there is not need for the group to continue.
 - 2) if the Board of Directors find that the specific interest group has failed to conform to the policies and positions of VSNA or has taken action which is not in support of the goals of VSNA.
- b. The special interest group and its members must be notified at least three (3) months before a vote is taken and shall have the opportunity for a hearing with the Board of Directors within said three-month period.

ARTICLE VIII
CONSTITUENT UNIT

Section 1. Composition

Constituent units of VSNA shall be the three (3) Districts as defined by the Board.

Section 2. Qualifications

A constituent unit of VSNA -

- a. has Bylaws that govern its members and regulate its affairs.
- b. has stated purposes and functions congruent with those of VSNA.
- c. provides that each of its members meet the eligibility criteria as provided elsewhere in these Bylaws.
- d. serves a segment of the Vermont registered nurse population.
- e. maintains a membership that meets the qualifications in these Bylaws, unrestricted by consideration of nationality, race, creed, lifestyle, color, sex, age, disability, health status, religion or sexual orientation.

Section 3. Responsibilities

The Bylaws of each constituent unit shall:

- 1) provide for representation on the VSNA Board of Directors.
- 2) protect members' right to participate in the unit and in VSNA.
- 3) specify the obligations of members.

- 4) provide for disciplinary action and an appeal procedure for members pursuant to common parliamentary and statutory law.
- b. Each constituent unit shall:
- 1) enter into a written agreement with VSNA for the collection and exchange of VSNA dues and service fees and for the verification of the current membership status.
 - 2) abide by the terms of such agreement.
 - 3) apprise its members of such agreement.
 - a) receive a CMA-ANA membership card, The American Nurse, and the official publication of VSNA.
 - b) be a candidate for ANA and VSNA elective and appointive positions in accordance with these Bylaws.
 - c) participate in the election of CMA delegates to the ANA governing and official voting body in accordance with these Bylaws.
 - d) attend unrestricted ANA activities.
 - e) attend the Congress of the International Council of Nurses.

Section 4. Rights

- Each constituent unit shall be entitled to -
- a. distribution of The American Nurse and the official publication of VSNA to its members.
 - b. submit proposals for consideration by VSNA.
 - c. submit the names of nominees for VSNA elective and appointment positions in accordance with provisions of these Bylaws.
 - d. a fair hearing before any disciplinary action is taken.
 - e. the right to contract with VSNA for services.
 - f. voting representation on VSNA Board.
 - g. other rights as provided under common parliamentary and statutory law.

Section 5. Disciplinary Action by VSNA

- a. Cause for disciplinary action against a constituent unit shall be limited to failure to -
 - 1) maintain the qualifications and fulfill the responsibilities of constituent units as specified in these bylaws.
 - 2) submit its Bylaws for VSNA review upon reasonable request.
- b. Disciplinary actions shall be conducted in accordance with VSNA polices and procedures.

ARTICLE IX
DELEGATES TO THE GOVERNING AND VOTING BODY OF ANA

- Section 1. Number of Delegates
VSNA shall be entitled to three (3) Delegates-at-large to any meeting of the House of Delegates. Additional Delegates shall be allocated based on policy adopted by the ANA House of Delegates.
- Section 2. Election
- a. Election to the office of VSNA President constitutes election as a Delegate-at-large.
 - b. Election to the office of President-elect constitutes election as a Delegate-at-large. When there is no President-elect, this position is filled by an Alternate.
 - c. Since the president-elect/president serves a total of three consecutive years, the president must be reelected as an ANA delegate prior to the end of her/his first year in office as president. The VSNA president may continue to serve as ANA delegate in her/his last year as president and as the immediate past president only if duly re-elected by the VSNA membership.
 - d. The VSNA vice president who fills the position of the president in case of vacancy or assumes the duties of the president in the president's absence or at the discretion of the president must be elected to the position of an ANA delegate.
 - e. VSNA members shall elect one (1) Delegate-at-large.
 - f. VSNA members shall elect any additional Delegates allocated to the VSNA.
 - g. Alternates equal to the total number of Delegates shall be elected.
 - h. Delegates and Alternates shall be elected by secret ballot.
- Section 3. Term of Office
Each Delegate and Alternate shall be elected for a two-year (2) term or until a successor is selected.
- Section 4. Vacancies
A vacancy shall be filled by an Alternate elected by secret ballot. In case a Delegate is unable to attend the ANA House of Delegates, the Alternate receiving the largest number of votes shall attend. Additional Delegate vacancies will be filled from the remaining Alternates, in order of votes received.
- Section 5. ANA Constituent Assembly
The VSNA president and Executive Director or their designees shall represent VSNA on the ANA Constituent Assembly.

ARTICLE X
OFFICIAL PUBLICATION

An Editorial Board will be responsible for the production and distribution of the official publication of VSNA in accordance with policies approved by the Board of Directors. The Board of Directors shall appoint an Editor(s) and the Editorial Board. The Editor(s) shall serve as chairperson(s) to the Editorial Board.

ARTICLE XI
PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern meeting of this association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII
AMENDMENTS

- Section 1. Amendments with notice
- a. The Committee on Bylaws shall receive proposed amendments at least 120 days prior to the VSNA-In-Convention.
 - b. Amendments proposed by the Committee on Bylaws for action by the VSNA-In-convention shall be submitted to the Board and shall be mailed to VSNA members at least thirty (30) days prior to the date of the VSNA Convention.
 - c. These Bylaws may be amended with prior notice at any annual or special meeting of the VSNA-In-Convention by a two-thirds (2/3) vote of members present and voting.
- Section 2. Amendments without notice.
- These Bylaws may be amended without prior notice at any annual or special meeting of VSNA-In-Convention by a 99% vote of all members present and voting.