

**BYLAWS AND DISCIPLINARY PROCEDURES
TEXAS NURSES ASSOCIATION, DISTRICT 9
Adopted September 13, 2022; As Amended July 2, 2024**

**ARTICLE I
TITLE, PURPOSE AND FUNCTIONS**

Section 1. Name of Association and Boundaries

a. The name of this association shall be the Texas Nurses Association, District 9 (herein "District")

b. District shall include the following counties: Brazoria, Chambers, Fort Bend, Galveston, Harris, Liberty, Montgomery, San Jacinto, Trinity, Walker, Waller. Boundaries of District may be changed by a two-thirds vote of the Board of Directors of the Texas Nurses Association ("TNA") provided such change has been approved by District and other TNA districts whose boundaries would be affected by the change.

c. Due to the size of District (TNA D9), subdistricts may be formed to enhance member engagement as well as service to members of the District.

Section 2. Purposes

The purpose of District and its Subdistricts shall be to function as a local constituent of the TNA and promote the purposes of TNA at the local level by working for the improvement of health standards and the availability of health care services for all people, fostering the high standards of nursing, stimulating and promoting the professional development of nurses, and advancing their economic and general welfare. This purpose shall be accomplished unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 3. Functions

The functions of District and its Subdistricts shall be to:

- a. Promote at the community level and through appropriate means standards of nursing practice, nursing education and nursing services as established by the American Nurses Association (hereinafter referred to as "ANA");
- b. Ensure adherence to the Code of Ethics for Nurses established by ANA;
- c. Support the legislative, practice and education programs of TNA and ANA;
- d. Promote research in nursing, disseminate research findings, and encourage the use of knowledge as a basis for nursing;
- e. Serve as the local spokesperson for TNA and nursing;
- f. Promote and protect the economic and general welfare of nurses;
- g. Promote and provide for the continuing professional development of practitioners;
- h. Provide TNA local nursing input on issues

Section 4. Subdistricts

Subdistricts may be identified based on membership concentrations. Subdistricts will promote the functions of the District. Representatives will be elected from each region to:

- a. Call meetings of members in the region
- b. Plan with the District for professional development programs for region's members
- c. Serve on the Board of Directors for a term of two years as consistent with BOD term of office.

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ARTICLE II
RELATIONSHIP TO TEXAS NURSES ASSOCIATION

Section 1. Constituent of TNA

District is a constituent association of TNA. District will ensure that:

- a. Its members are members of TNA;
- b. It adopts bylaws congruent with TNA Bylaws;
- c. It fulfills the responsibilities of a TNA constituent association;
- d. It complies with the criteria of active district status established by TNA and as amended from time-to-time;
- e. It reports any violations of the TNA Bylaws in accordance with procedures established by TNA and as amended from time-to-time.

Section 2. Disqualification and Reinstatement

If District fails to comply with the requirements and policies of TNA for constituent associations or for other cause deemed sufficient, in the TNA Board's sole discretion, District may be disqualified as a TNA constituent by a two-thirds vote of the TNA Board, provided due notice has been given. Disqualification shall be in accordance with policies established by the TNA Board, which at a minimum shall require 60 days notice to District and an opportunity for a hearing before the TNA Board. If District is disqualified as a TNA constituent, it may be reinstated by a two-thirds vote of the TNA Board. Members of a disqualified district will be notified by TNA and provided the option to join an alternate district or be assigned to a district-at-large.

ARTICLE III
MEMBERS, RIGHTS, OBLIGATIONS

Section 1. Members

Membership of District shall be those persons accepted as members in accordance with the qualifications and other requirements described in these and TNA's Bylaws. To be eligible for District membership, a person must meet the requirements for TNA membership and be a TNA member. Membership shall be unrestricted by consideration of age, color, creed, disability, genetic information, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 3. Rights & Obligations

Each member shall have the right to:

- a. Vote, hold office, attend meetings and have due process, as provided in these Bylaws;
- b. Receive a membership card and receive TNA/ANA official publications;
- c. Be a candidate for TNA/ANA elective and appointive positions in accordance with TNA/ANA bylaws;
- d. Participate in the election of TNA officers, Board members, Leadership Succession Committee and other elected officials;
- e. Participate in unrestricted TNA activities;
- f. Participate in the election of representatives to the ANA Membership Assembly, and attend the ANA Membership Assembly and other unrestricted ANA activities, in accordance with ANA bylaws;
- g. Attend the Congress of the International Council of Nurses;
- h. Transfer from one district to another within TNA; and

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- i. Be accorded other rights as provided for under common parliamentary or statutory law.

**ARTICLE IV
DISCIPLINARY ACTION**

Section 1. Against Members

District shall not take disciplinary action against a member. District shall notify TNA of any potential grounds for disciplinary action against a member in accordance with Subsection 3 of the Article.

Section 2. Against Officers

Officers and directors shall be subject to removal from office for failure to fulfill obligations imposed by these Bylaws. Removal proceedings against an officer/director shall be conducted in accordance with the policies and procedures set out in Appendix A to these Bylaws. No officer/director may be removed until the officer/director has been served with written specific charges, given a reasonable time to prepare any defense and afforded a hearing as provided for in those procedures. An elected officer/director who is removed from office has a right of appeal to the District membership in accordance with policies and procedures set out in Appendix A.

Section 3. Notification of TNA

District shall notify TNA of the receipt of any formal complaint filed with the District against a member or an officer/director. District shall report violations of the TNA bylaws to TNA in accordance with policies established by the TNA Board.

**ARTICLE V
DUES**

Section 1. Amount

The annual dues for a member of District shall be the District dues as set by the District Board of Directors and ratified by membership plus TNA and ANA per member assessment. Any changes in the rate of the TNA and ANA per member assessment shall be automatically incorporated into the annual dues for a District member. Any change in the District dues shall become effective at such time as provided for in TNA policies. The District Board of Directors may participate with TNA in any membership dues category rates and special membership promotion campaign rates.

Section 2. Miscellaneous

Forfeiture of all membership rights shall occur if dues are not paid. No monies shall be refunded nor additional monies collected when a change in dues category is made within a membership year. A member of another TNA district or of an ANA state nurses association other than TNA who has completed full payment for a membership year may transfer membership to District without payment of additional dues for the remainder of the membership year.

**ARTICLE VI
MEMBERSHIP AUTHORITY; MEETINGS**

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Section 1. Governing Authority

The governing authority of District resides in membership. Membership shall adopt District Bylaws and take positions, determine policy and set direction on substantive issues of a broad nature.

Section 2. Annual and Regular Meetings

a. At a minimum, District shall hold an annual meeting of membership, but additional regular meetings of membership may also be held. The annual meeting and regular meetings shall be held in accordance with a schedule set by the Board and ratified by membership.

b. At a minimum, the content of the annual meeting shall include a summary of district activities throughout the year and a financial accounting. Minutes shall be recorded and maintained for each annual membership meeting.

Section 3. Special Meetings

Special meetings may be called by the president upon request of two members of the Board of Directors or upon written request of ten members.

Section 4. Notice

The Board shall give at least 14 days notice of the annual meeting and at least 7 days notice of other meetings. The notice shall include any planned action items. Notice may be given by email, other method, or combination of methods reasonably likely to be received by members.

Section 5. Quorum

Official action may be taken at any meeting for which proper notice has been given and a quorum of the Board. *If proper notice is given for two consecutive meetings and a quorum is not established at either meeting, official action may be taken by a majority vote of the members present at the second meeting.*

Section 6. Form of Meeting

All meetings may be held as traditional face-to-face meetings or as virtual meetings via teleconference or by electronic means only if members in attendance are afforded the opportunity to interact with the Board of Directors.

Section 7. Vote Without A Meeting

The Board may conduct a vote of membership without a meeting by sending the question(s) to be decided to members using any method by which it can give notice of meeting. Return of a response vote by plurality of the membership shall constitute an official vote.

**ARTICLE VII
BOARD AND OFFICERS**

Section 1. Board of Directors

a. The Board of Directors ("Board") shall consist of at least five District officers plus seven elected directors and regional representatives. The elected directors may serve as representatives of specified Subdistricts..

b. The Board shall have power and authority over the affairs and business of District between meetings of District membership except that of modifying any action taken by District membership.

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c. The Board shall hold regular meetings as necessary. Special meetings of the Board may be called by the president and shall be called by the president on the request of at least two members of the Board. At least three days notice shall be given unless notice is waived by all Board members. The Board may conduct meetings or vote by electronic means but shall meet in person/virtually at least quarterly. Meetings shall be open to District members except for discussion of issues appropriate for executive session.

d. A majority of the membership of the Board then in office shall constitute a quorum.

Section 2. Officers

a. District shall have a minimum of five officers, which shall include a president, president-elect, president-past, secretary, and treasurer.

b. The officers shall assume the duties prescribed by these Bylaws, those duties normally associated with their respective office, and other duties as may be directed by members at the District's annual business meeting, the Board, and the bylaws and policies of TNA. The officers shall have the joint responsibility of seeing that the duties of each office are carried out.

c. The president shall preside at meetings of membership, serve as chair of the Board, serve as a nonvoting ex-officio member of all committees except the Nominating Committee, appoint special committees, and countersign checks drawn by the treasurer as authorized by D9 standard operating procedures.

Section 3. Conflict of Interest

Officers and directors shall avoid any conflict of interest that may prevent them from carrying out their fiduciary duty to act in the best interests of District.

Section 4. Records

Within one month of leaving office, directors and officers shall deliver to District or their successors-in-office all District records and other property in their possession.

Section 5. Financial Audit

The Board shall appoint an Audit Committee or secure an accountant to conduct an annual review of its financial records. The committee or accountant shall report the results of the review directly to the Board. The report shall be available to members.

ARTICLE IX
NOMINATIONS AND ELECTIONS;
TERMS OF OFFICE AND VACANCIES

Section 1. Voting

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

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Section 2. Terms of Office

Officers and directors shall serve two year terms or until their successors are elected, but in no case may an officer or director serve for more than six consecutive years on the Board. Terms shall commence at the end of the fiscal year in the year in which they are elected except as otherwise adopted by the Board and ratified by membership. To maintain continuity, terms of office for more than one year shall be staggered in accordance with Board SOP ratified by the Board. Terms of office of incumbent office holders may not be shortened.

Section 3. Vacancies

a. Except for the offices of president, vacancies shall be filled by the Board. Appointees shall meet the qualifications for that office and shall serve the unexpired term of the member for whom they were appointed.

b. Vacancies in the office of president shall be filled by the president-elect unless that office is also vacant. the Board shall fill that vacancy by appointment.

c. The Board shall have the discretion not to fill a vacancy.

d. Absence without communication may result in a resignation of position.

**Section 4. Nomination and Election Policies;
Plurality Vote; Tie Votes**

a. The Nominating Committee shall prepare a ballot for each office to be filled. Members shall be given an opportunity to nominate candidates.

b. Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates who have consented to serve if elected.

c. A plurality of the votes cast by those entitled to vote shall constitute an election for all offices A tie in any office shall be decided by lot.

d. Any challenge to the ballot or election shall be resolved by the Board in consultation with the District Nominating Committee Chair. A challenge to the ballot must be made within 15 days of mailing or 10 days of the meeting when presented. Any other challenge to the election must be made within 10 days of the announcement of the results.

**ARTICLE X
COMMITTEES**

A Nominating Committee shall be elected, including five members -- a chair and four members who represent the five subdistricts. The chair and members may attend meetings but will not have a vote in the BOD meetings. However, they will have a vote in general membership meetings. The Nominating Committee chair and members will serve 2-year terms.

The Board shall appoint standing and/or ad hoc committees as it deems appropriate to accomplish the purposes and functions of District 9. Except for the Nominating Committee, the Board shall set the terms of office for committee members.

ARTICLE XII

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FISCAL YEAR

The fiscal year of District shall be July 1 - June 30.

ARTICLE XIII
DISTRICT COMMUNICATIONS

The Board shall adopt a process for communicating with members. Any requirement that notice be given to all members whether individually or otherwise shall be satisfied by giving notice using email, other method or combination of methods reasonably likely to be received by members.

ARTICLE XIV
LIABILITY AND INDEMNIFICATION

a. The officers and directors of District are not liable to District or District's members for monetary damages for an act or omission in their capacity as an officer or director except to the extent found liable under applicable law for (1) a breach of their duty of loyalty, if any, to District or its members; (2) an act or omission not in good faith that constitutes a breach of duty to District or involves intentional misconduct or a knowing violation of law; (3) a transaction from which the officer or director received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of their duties; or (4) an act or omission for which the liability expressly provided by an applicable statute.

b. District directors or officers and former directors or officers shall be indemnified by District for expenses and costs (including attorney's fees) actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or otherwise, by reason of their being or having been a director or officer to the full extent permitted by law if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of District.

ARTICLE XV
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERT'S RULES OF ORDER, NEWLY REVISED shall govern District in all cases to which applicable and in which not inconsistent District Articles of Incorporation, District Bylaws or any special orders adopted by District.

ARTICLE XVI
AMENDMENTS

Section 1. Review By TNA Bylaws Committee

Amendments to these bylaws shall be submitted to the TNA for review before being submitted to District membership for action to determine if it affects an area of required congruence and if so, whether maintains the congruency required by Article II, Section 1, of these Bylaws.

Section 2. Submission; Publication

Thirty days notice of proposed amendments shall be given. The notice should include the rationale for the amendment.

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Section 3. Vote Required With and Without Notice

These Bylaws may be amended at any regular or special District meeting at which a quorum is present by: a). two-thirds of the votes cast if prior notice of the proposed amendments is given at least 30 days before the meeting; or b) 99% of the votes cast if prior notice is not given.

ARTICLE XVII
INACTIVE STATUS

In the event District fails to meet the criteria for active district status as established by TNA Board policy, the TNA Board can appoint temporary officers to call meetings of the membership to either reactivate or dissolve District.

ARTICLE XVIII
DISSOLUTION

Section 1. Action to Dissolve District

District will formally disband when members of District adopt a motion to rescind these Bylaws and dissolve District. The motion to rescind and dissolve requires the same notice and vote as an amendment to the Bylaws. The required notice should be sent by email to all members of record.

Section 2. Distribution of Funds

District shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of District funds shall benefit or be distributed to individual members of District. On dissolution of the district, any funds remaining shall be distributed to a) the Texas Nurses Association, b) the Texas Nurses Foundation, or c) a qualified 501(c)(3) charitable, educational, or scientific organization selected by the Board or District membership prior to dissolution.

APPENDIX A

DISTRICT DISCIPLINARY PROCEDURES

AREA OF REQUIRED CONGRUENCE. *Districts are required to adopt these disciplinary procedures without change. There is potential legal liability associated with disciplining of members and officers and these procedures have been drafted to minimize this potential. The procedures are also designed to provide a fair process for the officer or director. These procedures only cover disciplining of officers. Any potential grounds for disciplining of a member shall be referred to TNA.*

A. PURPOSE AND INTENT

The purpose of these procedures is to insure that action to remove an officer or director is conducted in accordance with accepted requirements of due process including reasonable notice of charges, notice of hearing, the right to confront witnesses, an opportunity to refute all charges and an impartial hearing.

B. BYLAWS AUTHORITY

1. Disciplinary proceedings are authorized and governed by Article IV of the District's Bylaws. All disciplinary proceedings shall be conducted in accordance with the requirements of that Article and Articles II.2.c and IV.1 of the TNA Bylaws.

2. Disciplinary action against a member is not authorized but rather any grounds for disciplinary action against a member shall be referred to TNA as required by Article II.

C. CAUSES FOR DISCIPLINARY ACTION

Grounds for removal of an officer or director are (1) misconduct of office and/or (2) failure to fulfill obligations imposed by the District's Bylaws.

D. CONFLICT OF INTEREST

Person having a conflict of interest or other bias that could interfere with impartial decision-making shall not be appointed to any decision-making body or participate in the making of any decision. Conflict of interest and bias include, but are not limited to, having filed the complaint being decided, having been involved in the incident resulting in the complaint, having a close personal relationship to any party to the complaint, or any other involvement that would prevent a person from making a fair and impartial decision.

E. CONFIDENTIALITY

All persons participating in the disciplinary proceedings must hold information pertaining to the case in confidence. These matters should not be discussed outside the proceedings. Failure to maintain confidentiality may result in legal liability.

F. REMOVAL PROCEEDINGS AGAINST AN OFFICER OR DIRECTOR

1. Filing of Complaint. A complaint may be filed only by a member and shall be in writing and signed. The complaint shall specify the alleged action of misconduct of office and the provision of the bylaws which are alleged to have been violated. The complaint shall describe behavior that is being complained of and shall identify the time and place if possible. Supporting documents may be submitted with the complaint. The complaint shall be filed with the president of the District unless the complaint involves the president. In that case the complaint shall be filed with the president-elect, or the next officer in charge, of the District who shall take any action required to be taken by the president under these procedures.

2. Notification of TNA. The president shall notify TNA of receipt of the complaint and the final disposition.

3. Appointment of Investigative Panel. The president shall appoint two members to meet and review the complaint.

4. Notification of the Complaint and Answer. If the investigative panel determines that there is a possible violation of a duty imposed by the District's Bylaws and/or misconduct of office, it shall notify the president of its findings who in turn shall notify the officer or director by certified mail, return receipt requested, of the nature of the complaint and that the allegations if true constitute a possible violation of duties imposed by the Bylaws and/or misconduct of office. The officer or director shall have the right to submit any rebuttal statement or documents within 15 days of notification of the complaint.

5. Formal Charges. The investigative panel shall review any information submitted by the officer or director and if it determines there is merit to the complaint, it shall identify the provisions of the Bylaws that have allegedly been violated and/or misconduct of office that has occurred and notify the president of its findings. Unless the president, with the advice and consent of the Executive committee, or other officers, decides that the filing of formal charges are not in the best interests of the association, the president shall prepare formal charges and send them to the officer or director by certified mail, return receipt requested. The formal charges shall state the facts that allegedly occurred and the specific provisions of the Bylaws that were allegedly violated. A copy of these procedures shall be sent with the formal charges.

6. Appointment of Hearing Panel. Within 10 days of sending the formal charges to the officer or director, the president with the advice and consent of the Executive Committee, or other officers, shall appoint a Hearing Panel consisting of 5 members. The president shall designate one of the members as chair. Members having a conflict of interest or otherwise biased shall not be appointed. The two members serving on the Investigative Panel shall not serve on the Hearing Panel but may function as investigators/witnesses for the panel.

7. Setting and Notice of Hearing. Within 7 days of the panel's appointment, the chair shall schedule a hearing for the complaint and notify the officer or director of its date by certified mail, return receipt requested. The hearing shall be not less than 20 days nor more than 45 days from the time the notice is mailed unless otherwise mutually agreed.

8. Conducting of Hearing. The chair shall preside at the hearing. Members of the panel may ask questions of witnesses. The officer or director shall have the right to have a representative, including an attorney. The officer or director shall have the right to present evidence and to question witnesses. The complainant shall have the right to be present at the hearing, to have a representative including an attorney, and to question witnesses. The association may have an attorney present who may question witnesses. All costs for the representation will be borne by the respective parties. Formal judicial rules of evidence shall not apply, and the chair will allow any testimony or evidence that reasonable persons would normally consider in deciding the issues in question. The chair may exclude evidence that is redundant or unduly prejudicial. Persons, other than members of the panel, witnesses and representatives of the parties shall not be permitted at the hearing. If legal representation is requested by either party, the other party will be notified and shall have the right to legal representation.

9. Issuance of Decision. Within 15 days of the hearing, the panel shall notify the officer or director, the complainant, and the president of its decision. The written decision shall include factual findings, a statement of the reasons for the panel's decision, and a statement of the precise discipline, if any, being imposed. Only members of the panel present during the entire hearing may participate in the decision. A minimum of three members of the panel must vote for the decision. Notification of the officer or director and complainant shall be by certified mail, return receipt requested.

10. Appeal. The accused officer or director aggrieved by a decision of the panel may appeal to the

District membership by submitting a written request for an appeal to the president within 15 days of receipt of notification of the panel's decision. The request for appeal shall contain a statement of the facts and the reasons from which the appealing party based his/her appeal. Implementation of disciplinary action by the hearing board is stayed pending the outcome of the appeal. The appeal shall be heard at the next membership meeting that occurs at least 10 days from when the appeal was requested. The appeal may be scheduled at another meeting by agreement of the president and accused officer or director. The president shall preside at the appeal. Any member with a conflict of interest or otherwise unable to render an impartial decision shall not participate in the appeal. The appeal shall be held in a closed session of the membership. The officer or director shall have the right of representation including an attorney at the appeal. An attorney for the District may also be present and participate. The members shall decide only if the decision of the Hearing Panel was justified by the evidence and shall not consider additional evidence unless such evidence was not known at the time of the hearing before the panel or other procedures are agreed to by a majority vote. Decision shall be by majority vote of those present and voting provided at least a majority of a quorum necessary to conduct official business agree to the decision. The appealing party shall be notified by certified mail, return receipt requested.