



TABLE OF CONTENTS

Article I. Title, Purpose, Functions, Relationship to the ANA1	Article VIII. Meetings of the Association.....7
Article II. Membership and Affiliations.....2	Article IX. Representation at CNA Meetings7
Article III. Association Partners.....1	Article X. Fiscal Year.....7
Article IV. Officers and Duties of Officers2	Article XI. Parliamentary Authority7
Article V. Board of Directors and Duties.....4	Article XII. Amendments to Bylaws.....7
Article VI. Committees5	Article XIII. Indemnification.....7
Article VII. Elections6	

ARTICLE I: Title, Purpose, Functions, Relationship to the ANA.

SEC. 1. NAME.

The name of this association is Connecticut Nurses' Association (CNA). It shall be a Connecticut not-for-profit corporation to be qualified as an exempt organization under Sec. 501 (c) (6) of the Internal Revenue Code.

SEC. 2. PURPOSES AND FUNCTIONS.

The purposes and functions of CNA are to:

- A. Foster high standards of nursing practice in order to promote the health and general welfare of the public;
- B. Promote the professional and educational advancement of nurses as well as their economic and general welfare;
- C. Stimulate and promote research in nursing, disseminate research findings and encourage the use of new knowledge as a basis for nursing;
- D. Support proposed legislation as it relates to nursing and health care;
- E. Promote, collaborate and maintain relationships with other nursing organizations on issues of mutual interest.
- F. Promote and maintain relationships with allied professional, governmental and community groups;
- G. Promote relationships with Connecticut Student Nurses' Association;
- H. Provide services to members and Association Partners.
- I. Support the nurse in personal and professional growth and development in the work/ practice setting through professional advocacy.
- J. Provide for representation in the ANA Membership Assembly
- K. These purposes and functions shall be unrestricted in accordance with ANA Bylaws.

SEC. 3. RELATIONSHIP TO ANA.

- A. CNA is a constituent member of the American Nurses' Association (ANA) and has membership rights and

responsibilities in accordance with ANA bylaws and pays dues in accordance with policies adopted by the ANA. Membership Assembly

- B. CNA is entitled to representation at regular and special meetings of the ANA Membership Assembly in accordance with ANA bylaws and policy.
- C. Representatives, and alternates are elected by secret ballot to serve a two-year term or until a successor is elected. A mail, electronic or faxed ballot is permissible.
- D. CNA is entitled to representation at the ANA Constituent Assembly by the President of CNA and the Executive Director of CNA, or their designated alternates.
- E. CNA shall continue to pay dues to the ANA pursuant to the ANA bylaws and Membership Assembly policy until such time as 2/3 of the full members of CNA vote to disaffiliate from the ANA.
- F. "CNA membership," for these purposes, is defined as individual members of CNA who have ANA rights and privileges of membership as a result of their CNA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

SEC. 4. INUREMENT.

No portion of CNA's assets or earnings shall inure to the benefit of any private person or entity.

ARTICLE II: Membership and Affiliations

SEC. 1. COMPOSITION.

CNA shall be composed of 2 types of members, full member and state only member.

SEC. 2. QUALIFICATIONS.

- A. A full member is one:

1. Who has been granted a license to practice as a registered nurse in at least one state, territory, possession or District of Columbia of the United States and who does not have a license under suspension or revocation in any state; or is otherwise entitled by law to practice;
 2. Whose application for membership in CNA has been accepted in accordance with Association policy;
 3. Whose dues are not delinquent;
 4. Whose membership is not under revocation for violation of the Code of Ethics for Nurses or CNA bylaws and who is not under disciplinary action by any other constituent association;
 5. Membership shall be unrestricted in accordance with ANA Bylaws.
- B. A state only member is one:
1. Who has been granted a license to practice as a registered nurse in at least one state, territory, possession or District of Columbia of the United States and who does not have a license under suspension or revocation in any state; or
 2. Whose application for membership in CNA has been accepted in accordance with Association policy;
 3. Whose dues are not delinquent;
 4. Whose membership is not under revocation for violation of the Code of Nurses or CNA bylaws and who is not under disciplinary action by any other constituent association.
 5. Registered nurses who work or live in CT may join CNA at the state only level, at anytime 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.

SEC. 3. MEMBERSHIP PRIVILEGES AND OBLIGATIONS.

- A. Full members of CNA shall have such privileges and obligations as the membership or the Board shall establish, including the obligation to abide by the CNA and ANA Bylaws, and the ANA Code of Ethics for Nurses and the rights to:
1. participate in all activities of the Connecticut Nurses' Association, vote for all elective offices on the ballot per established policies on elections and vote at the Annual Business Meeting and Special Meetings.
 2. receive a membership card.
 3. receive The American Nurse and other publications provided by ANA.
 4. be a candidate for CNA and ANA elected and appointed positions in accordance with CNA and ANA bylaws.
 5. participate in the election of CNA Representatives and alternates to the ANA Membership Assembly in accordance with ANA bylaws.
 6. attend meetings of the ANA Membership Assembly, the convention and other unrestricted ANA activities attend the Congress of the International Council of Nurses.
- B. State only members shall be entitled to such privileges and obligations as the membership or the Board shall establish, including the obligation to abide by the CNA and ANA Bylaws, and the ANA Code of Ethics for Nurses. State only members shall be entitled to the same benefits as full members as set forth in section 3A 1 & 2

SEC. 4. DISCIPLINARY ACTION.

- A. Members shall be subject to reprimand, censure, suspension or expulsion by the CNA for violation of the ANA Code of Ethics for Nurses or of CNA bylaws and for any other actions which are detrimental to the purposes, goals and functions of CNA or ANA.

- B. Disciplinary action and an appeal procedure for individual members pursuant to common parliamentary and statutory law shall be conducted in accordance with CNA policies and procedures.
- C. Any member may appeal disciplinary action in accordance with CNA policies and procedures.
- D. CNA shall give full recognition and enforcement to disciplinary action taken by another ANA constituent member against one of its individual members provided that such action was taken in accordance with the disciplining constituent member's bylaws and disciplinary procedures.

SEC. 5. DUES.

- A. Dues for CNA shall be established by a two-thirds vote of the members at the annual business meeting. The forfeiture of all membership rights shall occur if dues are not paid as required by current policy.
- B. The annual dues for a CNA member in all dues categories shall include CNA dues plus the assessment paid by CNA to ANA. Any changes in the rate of assessment paid by CNA to ANA shall be automatically incorporated into the annual dues.
- C. Members shall be notified in writing of any proposal to change the CNA dues at least 30 days prior to the vote of the members at the annual business meeting upon such a proposal.
- D. Dues shall be paid in accordance with the policy adopted at the annual business meeting for all categories of membership.
1. State only members: CNA shall remit a portion of state only member's dues to the ANA which shall be equal to the amount ANA remits to CNA for ANA direct members, (who are not full members but reside in CT) in accordance with ANA dues policy established by the Membership Assembly and per the written agreement between CNA and ANA.
- E. Hardship and Student dues discounts may be implemented from year to year in the discretion of the Board.

SEC. 6. CHANGE OF DUES CATEGORY.

No monies are refundable nor are additional monies collected when a change of dues category is made within a membership year.

SEC. 7. TRANSFER.

Full members who have completed full annual payment of dues in one state nurses' association may transfer to CNA without further payment of dues for current membership. The CNA is not required to refund dues already paid by an individual member who is transferring to another ANA constituent member association.

SEC. 8. NOTICE TO MEMBERSHIP

Any and all notice and/or notification to the membership pursuant to these Bylaws may be made electronically, specifically including by email to the member's email address of record. Any member who wishes to receive notice by regular mail must notify the Administrative Assistant of the organization in writing by regular mail.

ARTICLE III: Association Partners

SEC. 1. ASSOCIATION PARTNERS

- A. An Association Partner of CNA is an association that:
1. has a governing body composed of a majority of registered nurses.
 2. is a state nursing organization that meets criteria established by the Board.
 3. has been approved for Association Partner status by the Board.
 4. has paid a membership fee to CNA.
 5. has a mission and purpose congruent with the mission and purposes of CNA.
- B. Each Association Partner shall be entitled to:

1. one registered nurse representative to the Annual Business Meeting with one voice and one vote.
2. submit an annual report to the Annual Business Meeting of CNA.
3. have one member on the CNA Board of Directors, if the association partner has a majority 100 % of their members being CNA members and with a total membership greater than fifty (50).

2. Notifies members of meetings of the membership.
3. Serves as alternate-at-large at all meetings of the ANA Membership Assembly.
- E. The Treasurer:
 1. Monitors the fiscal affairs of the Association;
 2. Provides reports and interpretations of CNA's financial condition to the annual business meeting, the Board of Directors, and the membership.
 3. Serves as alternate-at-large at all meetings of the ANA Membership Assembly-;
 4. Serves on the Finance Committee.

ARTICLE IV: Officers and Duties of Officers

SEC. 1. COMPOSITION.

- A. The officers of this Association are President, President-elect, Vice President, Secretary, and Treasurer.
- B. All officers must be full members of CNA.

SEC. 2. TERMS OF OFFICE.

- A. The term of office is two (2) years except the President-elect, whose term is one (1) year. (No officer may serve more than two (2) consecutive terms in the same office.)
- B. An officer who has served more than half a term is considered to have served a full term in that office.

SEC. 3. VACANCIES.

- A. In the event of a vacancy in the office of President, the President-elect assumes the duties of the President.
- B. In the event of a vacancy in the office of President-elect, the Vice President assumes the duties of the President-elect
- C. A vacancy in the office of Vice President, Secretary, or Treasurer is filled by appointment by the Board of Directors.

SEC. 4. DUTIES OF OFFICERS.

Officers perform the duties prescribed by the bylaws and/or as designated by the Board and by the parliamentary authority adopted by the Association.

- A. The President :
 1. Serves as official representative of the CNA and as its spokes-person on matters of Association policy and positions;
 2. Approves appointments to CNA standing and special committees as recommended by the Committee on Nominations and Appointments,
 3. Serves as representative of CNA at meetings of the Constituent Assembly of the ANA;
 4. Serves as Representative-at-large at all meetings of the ANA Membership Assembly
 5. Appoints one CNA Board of Directors member to the Connecticut Nurses' Foundation Board of Trustees.
 6. Serves as chairperson of the Board, the Executive Committee of the Board and presides at all business meetings of the association.
- B. The President-elect:
 1. Assumes such duties as are assigned by the President and/or the Board;
 2. Assumes the duties of the President in the absence of the President;
 3. Assumes the office of President and Representative-at-large to the ANA Membership Assembly on completion of the term of office as President-elect.
- C. The Vice-President:
 1. Assumes such duties as are assigned by the President and/or the Board;
 2. Assumes the duties of President-elect in the absence of the President-elect;
 3. Serves as alternate-at-large at all meetings of the ANA Membership Assembly;
- D. The Secretary:
 1. Ensures that records are maintained of meetings of the annual business meeting, the Board of Directors and the Executive Committee.

SEC. 5. All officers, upon expiration of their term of office, shall surrender all property in their possession pertaining to their respective offices to the President of the Association.

ARTICLE V: Board of Directors and Duties of Board of Directors

SEC. 1. DEFINITION.

The Board of Directors serves as the agent for the membership. Their powers shall be limited by the applicable provisions of the Connecticut Non-Stock Corporation Act so that the Association maintains its Federal income tax exemption under Section 501 (c) (6) of the Internal Revenue Code.

SEC. 2. ACCOUNTABILITY

The Board of Directors shall report and be accountable to the membership.

SEC. 3. COMPOSITION.

The Board of Directors shall consist of the officers of the Association, one representative from each standing committee, one representative from eligible Association Partners as specified in Article III, Section 1 (B.1), and a representative of the Connecticut Student Nurses' Association (CSNA) with voice but no vote.

SEC. 4. TERMS OF OFFICE.

- A. The term of office for officers and directors is two years.
- B. A Committee representative who has served more than half a term is considered to have served a full term in that office.
- C. The term of office for officers is as specified in ARTICLE IV, Sec. 2 (A).
- D. If any officer or committee representative to the Board is absent from three regular meetings in a twelve month period, the office may be deemed vacant at the pleasure of the Board. Such vacancy shall be filled as herein provided (Article IV, SEC. 3; Article V, SEC. 10). An office or Board seat so vacated may be appealed according to policies and procedures devised by the Board.

SEC. 5. MEETINGS.

- A. Regular meetings of the Board are held no less than four times a year and as designated by the Board.
- B. Special meetings of the Board:
 1. May be called by the President or by a majority of the members of the Board upon ten days notice to each Board member at the member's address of record, including electronic mail addresses.
 2. Must be called upon written request of five or more Board members
- C. A quorum consists of a majority of the Board, one of whom shall be the President, or the President-elect or Vice President.

SEC. 6. REFERENDA.

Referenda may be sent to Board members in the intervals between regular Board meetings as the President deems necessary, the results of which, if passed by a majority of the Board, shall control the actions of the Association and its Board, officers and agents, shall be ratified at the next regular meeting of the Board.

SEC. 7. EXECUTIVE COMMITTEE.

- A. The Executive Committee of the Board is composed of the officers and has all the powers of the Board to transact business of an emergency nature between Board meetings. Three officers constitute a quorum. A record shall be kept of all transactions of this committee and a full report made to the Board at the next regular meeting.
- B. The Executive Committee shall meet jointly at least annually with the Executive Committee of the Connecticut Nurses' Foundation (CNF).

SEC. 8. FUNCTIONS OF THE BOARD.

The Board performs such duties as set forth elsewhere in these bylaws as well as the following:

- A. Transacts the business of the Association between annual business meetings.
- B. Establishes major administrative policies governing the affairs of the Association, implement policies approved by the membership and provides measures for the Association's growth and development.
- C. Provides for the maintenance of state headquarters which shall be the center of all activities of the Association as may be deemed expedient; for the proper care of all assets of the Association and for the payment of its legitimate expenses; and for the annual auditing of all books of account by a certified public accountant.
- D. Approves a yearly budget that does not incur liabilities in excess of anticipated revenues.
- E. Appoints, fixes the compensation, defines the authority and responsibilities, and annually reviews the performance of the Executive Director as chief executive officer.
- F. Establishes policies and procedures for disciplinary action subject to approval of the membership.
- G. Establishes policies procedures for the conduct of elections subject to approval of the membership.
- H. Shall appoint the five CNF Trustees who are the CNA members-at-large.
- I. Ratifies all appointees to the CNF Board of Trustees.
- J. Takes other such actions and measures as the Board shall deem appropriate.

SEC. 9. TELEPHONE CONFERENCES.

A member of the Board may participate in any meeting of the Board of Directors by means of a telephone conference or similar communications equipment enabling all Board members participating in the meeting to hear one another. Such participation in a meeting shall constitute presence in person at such meeting.

SEC.10. VACANCIES.

- A. Vacancies of officers or representatives are filled by appointment by the Board or as herein provided.
- B. Vacancies of Committee representatives are filled according to procedures established by the Committee.

SEC. 11. EXECUTIVE DIRECTOR.

- A. The Board of Directors delegates to the Executive Director, as chief executive officer, the authority to manage the Association according to policies established by the Board and the membership..
- B. The Executive Director is accountable to the Board of Directors.
- C. The Executive Director employs, directs, evaluates, promotes and terminates staff of the Association.
- D. The Executive Director may represent the Association and serve as spokesperson on matters of established policy and positions.
- E. The Executive Director ensures the maintenance of an archive of all papers, letters, minutes and transactions of the Association.
- F. The Executive Director serves as alternate—at-large at all meetings of the ANA Membership Assembly, provided that the Executive Director is a member in good standing of the Association.

ARTICLE VI: Committees

SEC. 1. STANDING COMMITTEES.

- A. Definition: There shall be standing committees of CNA as follows: Governance, Finance Committee, Government Relations Committee, and Leadership Committee
- B. Duties: Standing Committees of the membership assume the duties specified in the bylaws as well as other duties as the Board may determine.
- C. Committees shall consist of no fewer than three (3) members appointed by the Board of Directors, unless otherwise specified by these Bylaws, to serve for two (2) years or until their successors are appointed/elected. A member may be reappointed or elected for a second consecutive term.
- D. Each standing committee is responsible for electing a chair from among their membership, who becomes a member of the CNA Board of Directors. Vacancies in the chair shall be filled within 30 days.
- E. Each standing committee shall present a report to the business meetings of the Board of Directors and an annual report to the membership at the annual business meeting.
- F. Each committee prepares, reviews and makes recommendations regarding policies corresponding to its area of responsibility for Board of Directors approval.

SEC. 2. OPERATING RULES.

Each Committee shall establish operating rules, subject to approval by the Board.

SEC. 3. QUORUMS.

Each committee establishes its own rules regarding a quorum, subject to the approval of the Board.

SEC. 4. MEMBERSHIP

In addition to those members stipulated by these Bylaws, any CNA member may volunteer to serve on any Committee, except the Leadership Committee. Members of the Connecticut Student Nurses' Association (CSNA) may also volunteer for any committee except the Finance and Leadership Committees.

SEC. 5. GOVERNANCE COMMITTEE

The standing Governance Committee shall oversee bylaws compliance, make recommendations for bylaws changes and oversee member and chapter eligibility issues. The Governance Committee shall consist of at least three (3) elected/appointed members. They shall appoint a chair of the committee from the current members.

SEC. 6. FINANCE COMMITTEE.

The standing Finance Committee consists of at least 3 appointed members and the Treasurer of the Association. The Chair and a CNA Board representative are selected by the Committee. The responsibility of this committee is to establish and maintain a sound fiscal program for the Association. To facilitate this, it:

- A. Prepares an annual budget.
- B. Advises as to expenditure of funds and report on the Association's finances to the Board at meetings of that body.
- C. Provides for the disbursement of special funds including the Elizabeth Kirk Fund.

SEC. 7. GOVERNMENT RELATIONS COMMITTEE

The standing Government Relations Committee consists of at least 3 appointed members. The Chair and a CNA Board representative are selected by the Committee. The committee is responsible for development of the annual legislative agenda and recommendation of organizational policy and positions regarding legislation and related public policy.

SEC. 8. LEADERSHIP COMMITTEE

The standing Leadership Committee shall develop members in organizational leadership roles and organizational positions across the span of their careers, mentor members to assume organizational board and officer and committee positions at all levels of the organization. The Leadership Committee shall consist of five (5) elected members. The committee shall select nominees and prepare the ballot from those who have submitted their qualifications and written consent to serve if elected. The ballot will be sent to the Board of Directors at least 45 days prior to a scheduled election.

- A. The ballot shall be published at least 30 days prior to the Annual Business Meeting.
- B. The Leadership Committee members shall not be eligible for any elected CNA office of the current ballot, but may be eligible for the position of ANA Representative.

SEC. 9. ADDITIONAL STANDING COMMITTEES, BOARD ADVISORY COUNCILS & TASK FORCES

Additional standing committees, board advisory councils, and task forces may be appointed by the Board of Directors if deemed appropriate. The purpose of these groups will be to carry out the work of the chapter.

- A. Board Advisory Councils shall inform the board of current and future issues, directions, and priorities of the chapter. Board Advisory Councils shall be appointed by the Board of Directors for a term through the next chapter election unless reappointed.
- B. Task Forces are formed to complete an assigned task within a specified time frame. Task Forces are formed by the Board, Standing Committees, and Board Advisory Councils. They are made up of members who bring expertise, interest, and commitment to complete an assigned task.

ARTICLE VII: Elections

SEC. 1 TIME OF ELECTIONS.

Elections are held annually with terms of office commencing at the adjournment of the annual business meeting of the association.

SEC. 2. YEARS OF ELECTION: OFFICERS.

- A. The Vice President and Secretary, are elected in the odd years.
- B. The President–elect and Treasurer, are elected in the even years.

SEC. 3. ELECTION OF LEADERSHIP SUCCESSION COMMITTEE.

The Leadership Committee consists of a minimum of five members. Two members are elected in the even numbered years and Three members are elected in the odd numbered years.

SEC. 4. ELECTION OF REPRESENTATIVES TO THE ANA MEMBERSHIP ASSEMBLY.

- A. All Representatives and alternates to the ANA Membership Assembly, except the President-elect, are elected in the odd years and serve for a two year term or until a successor is elected. The President-elect, who is elected in the even numbered years, is also elected as a Representatives- to the ANA Membership Assembly, and will assume that responsibility upon succession to the Presidency.
- B. The vice president, secretary and treasurer are elected as alternates to the ANA Membership Assembly.

SEC. 5. BALLOTING.

All elections are determined by secret ballot.

SEC. 6. ELIGIBILITY FOR VOTING.

- A. Every full member in good standing is entitled to vote for all elected positions, ANA Representatives, and members of the Committee on Nominations and Appointments.

- B. State only members in good standing are entitled to vote for all elected positions and members of Committee on Nominations and Appointments, but not ANA Representatives.

SEC. 7. ELECTION PROCEDURE.

- A. Elections are conducted by mailed or electronic ballot according to policy and procedures including a means for absentee ballots, established by the Board of Directors. Members have the option of returning the ballot electronically, by mail or by depositing the ballot in the ballot box at the annual business meeting. Results of the election are announced at the annual business meeting.
- B. A plurality of votes cast constitutes the election. In case of a tie, the choice is determined by lot at the annual business meeting of the association.
- C. All records of the election are preserved for one year after the election.

ARTICLE VIII: Meetings of the Association

SEC. 1. ANNUAL CONVENTION.

This Association holds a business meeting at an Annual Convention for the purpose of conducting its business.

SEC. 2. SPECIAL MEETINGS.

Special Meetings of this Association may be called by the Board and shall be called by the President upon the request of 51% of the current membership.

SEC. 3. MEETING NOTICE.

- A. Written notice of the annual business meeting of the Association is given to the membership at least thirty (30) days before the start of the annual business meeting. Notice may be given through the official publication of CNA, by regular mail or by electronic mail at the member’s email address of record.
- B. Written notice of all special meetings is sent to all members of this Association at their address of record at least ten (10) days before the start of the meeting.

ARTICLE IX: Representation at CNA Meetings

SEC. 1. CNA MEETINGS.

- A. The membership is the governing and official voting body of CNA at all meetings and is composed of the Board, qualified members and association partners in attendance.
- B. A quorum for the transaction of business at any annual business or special meeting of the Association is constituted by three (3) Board members, one of whom shall be the President, President–Elect, or Vice President, and at least 25 additional members.

ARTICLE X: Fiscal Year

The fiscal year of this Association is January 1 through December 31.

ARTICLE XI: Parliamentary Authority

In all matters of parliamentary procedure, the Board and other components of this organization are governed by Robert’s Rules of Order (revised) unless contrary to the Bylaws herein laid down.

ARTICLE XII: Amendments

SEC. 1. AMENDMENT TO BYLAWS

These bylaws may be altered or amended at any annual business or special meeting by a majority of those present. All proposed amendments must be referred to the Bylaw & Resolutions

Committee for study and are forwarded to the secretary at least thirty (30) days before the date of the convention or special meeting. They are appended to the call to the meeting.

SEC. 2. AMENDMENT WITHOUT NOTICE.

These bylaws may be amended without previous notice at any Annual Business Meeting or special meeting by 99% of those present and voting.

ARTICLE XIII: Indemnification

The corporation indemnifies every director or officer and his/her heirs, executors, and administrators against expenses reasonably incurred him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of the corporation, except in relation to matters as to which he/she is finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification is provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right to indemnification is not exclusive to other rights to which he/she may be entitled.