

NORTH CAROLINA NURSES ASSOCIATION BYLAWS

Last Revision: April 5, 2019

ARTICLE I. NAME, PURPOSES, AND FUNCTIONS

Section 1. Name

The name of this association shall be the **North Carolina Nurses Association (NCNA)**.

Section 2. Purposes

- a. The purposes of the North Carolina Nurses Association shall be to:
 1. Work for the improvement of health standards and the availability of health care services for all people in North Carolina, and
 2. Foster high standards of nursing, and
 3. Promote the personal and professional development of nurses and support their economic welfare.
- b. These purposes shall be unrestricted by consideration as defined by the American Nurses Association (“ANA”) Bylaws which are age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 3. Functions

The functions of NCNA shall be to:

- a. Promote through appropriate means standards of nursing practice, nursing education, and nursing services as defined by the ANA.
- b. Promote adherence to the Code of Ethics established by ANA.
- c. Act and speak for the nursing profession in North Carolina in regard to legislation, governmental programs, and health policy.
- d. Support the nurse in personal and professional growth and development in the practice setting to promote positive work-related experiences.
- e. Promote and protect the economic and general welfare of nurses in North Carolina.
- f. Provide for the continuing professional development of nurses.
- g. Represent nurses and serve as their state spokesperson with allied professional, community, and governmental groups and with the public.
- h. Assume an active role as consumer advocate.
- i. Provide for representation in the ANA Membership Assembly and the Leadership Council.
- j. Promote relationships and collaboration with the North Carolina Association of Nursing Students.
- k. Ensure the collection and preservation of documents and other materials which have contributed and continue to contribute to the historical and cultural development of nursing.

ARTICLE II. NCNA RELATIONSHIP TO ANA

Section 1. Membership Responsibilities

The NCNA is a Constituent/State Nurses Association (C/SNA) member of the American Nurses Association.

- a. NCNA shall pay dues to ANA in accordance with policies adopted by the ANA Membership Assembly.
- b. NCNA is responsible to ANA for the payment of dues in accordance with the ANA Dues Policy until such time that 2/3 of the entire NCNA/ANA membership vote to disaffiliate from ANA. The NCNA/ANA membership for these purposes is defined as members of NCNA who are also members of ANA.

Section 2. Representation

a. **ANA Membership Assembly**

1. The NCNA is entitled to representation at regular and special meetings of the ANA Membership Assembly according to the ANA bylaws and policy. The NCNA Ballot will provide that, when elected, the NCNA President-Elect will serve as NCNA's official voting representatives to the ANA Membership Assembly during both the term of the President-Elect and the President.
2. Representatives and alternates who are members of NCNA/ANA shall be elected by secret ballot by NCNA/ANA members to serve for a term of two years or until a successor is elected. At least one alternate shall also be elected.

b. **ANA Leadership Council**

NCNA is entitled to two representatives who shall be the NCNA President, if a joint NCNA/ANA member, and the chief staff officer or their designees. NCNA shall be allowed one vote to be cast by the president or the president's designee.

ARTICLE III. MEMBERSHIP AND DUES

Section 1. Composition

The NCNA shall be composed of registered nurses who meet the qualifications stated in these bylaws. The membership of the NCNA is unrestricted by consideration as defined by the ANA bylaws.

Section 2. Qualifications

a. A member is one:

1. who has been granted a license to practice as a registered nurse in the State of North Carolina, or is licensed in another state, District of Columbia, or territories of the United States, or has been granted retired nurse status by the licensing body, and who does not have a license under suspension or revocation in any state. NCNA may include in its membership the impaired nurse, in recovery, who has surrendered a license to practice, or
2. who is otherwise entitled by law to practice, and
3. whose application for membership in NCNA has been accepted, and
4. whose dues are current, and
5. whose membership is not under revocation, and
6. who holds concurrent membership in a region.

Section 3. Categories of Membership

a. **NCNA/ANA Full Membership**

An individual nurse who is working full or part-time. The annual dues for an NCNA member shall be established by the NCNA Board of Directors and includes the ANA portion of the dues as established by the ANA Membership Assembly.

b. **NCNA/ANA Reduced Membership**

An individual nurse who qualifies for one of the following categories may elect to pay 50% of the established dues:

1. Under 62 years of age and not employed.
2. Enrolled full-time in an accredited nursing education program.
3. New graduate from pre-licensure nursing education program for first two years of membership.
4. Retired.

c. **NCNA/ANA Special Membership**

An individual nurse who qualifies for one of the following categories may elect to pay 25% of the established dues:

1. 62 years of age or over and not employed.
2. Totally disabled.

d. **NCANS/NSNA New Graduate**

A new graduate who has been a member of NCANS/NSNA during school can join NCNA/ANA for a rate equal to the annual dues paid to NCANS/NSNA and escalating in increments for the next three years.

e. **NCNA-Only Members**

An individual nurse who lives or works in North Carolina may join NCNA at the state level only. The annual dues for an NCNA-Only member shall be established by the NCNA Board of Directors and includes an administrative fee to ANA based on a contract between NCNA and ANA.

Section 4. Membership Rights

- a. NCNA/ANA members have the right to:
1. Receive an NCNA membership card and the official publications of the NCNA and ANA.
 2. Vote for elected officials of NCNA and ANA Membership Assembly representatives.
 3. Seek election as a representative to ANA in accordance with ANA bylaws and applicable policies.
 4. Seek election or appointments within NCNA and ANA in accordance with ANA and NCNA bylaws and applicable policies.
 5. Participate in structural units of NCNA and ANA.
 6. Attend conventions and other unrestricted activities of NCNA, ANA, and meetings of the International Council of Nurses.
 7. Transfer into the membership of another constituent/state nurses association (C/SNA) for the remainder of a paid membership year, provided that the C/SNA's s membership qualifications are met.
- b. NCNA-Only members have the right to:
1. Receive an NCNA membership card and the official publications of the NCNA.
 2. Vote for elected officials of NCNA.
 3. Seek election or appointments within NCNA.
 4. Participate in structural units of NCNA.
 5. Attend conventions and other NCNA activities at the member rate.
 6. Participate in the Member Only section of the NCNA website.

Section 5. Membership Obligations

- a. The NCNA/ANA member shall have the obligation to:
1. Uphold the bylaws of the NCNA and the bylaws of ANA.
 2. Abide by the Code of Ethics for Nurses as adopted by the ANA.
 3. Pay dues as required by the NCNA and ANA.
 4. Fulfill the requirements of an office or committee if elected or appointed.
- b. The NCNA-Only member shall have the obligation to:
1. Uphold the bylaws of NCNA.
 2. Abide by the Code of Ethics for Nurses as adopted by the ANA.
 3. Pay dues as required by NCNA.
 4. Fulfill the requirements of an NCNA office or committee if elected or appointed.

Section 6. Disciplinary Action

- a. Cause for disciplinary action against a member shall be limited to failure to fulfill the obligations as cited in Article III, Section 5, of these bylaws and other actions detrimental to the purposes, goals, and function of NCNA.
- b. Disciplinary proceedings shall be conducted in accordance with NCNA policies and procedures established by the Board of Directors which shall have final disciplinary authority over members. Policies and procedures shall guarantee due process pursuant to common parliamentary and statutory law.
- c. Depending on the severity of the disciplinary violation, a member may be:
1. reprimanded
 2. censured
 3. suspended from membership
 4. expelled from membership or
 5. removed from elected or appointed office or committee.

- d. A member may appeal any disciplinary action in accordance with procedures adopted by the NCNA Board of Directors.
- e. Any disciplinary action taken by another constituent member association against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplining C/SNA's bylaws and disciplinary procedure.
- f. All members of NCNA/ANA have a right to due process.

Section 7. Dues

- a. The rate of dues for categories of membership shall be established by the NCNA Board of Directors and may be adjusted by the Board of Directors according to Article III, Section 7b of these bylaws. The annual dues for an NCNA/ANA member shall be set forth in dues policy and shall include the present rate of dues paid by NCNA to the ANA. In the event that the rate of dues payable to the ANA by NCNA is increased in the future, any such change shall be automatically added to the annual dues owed by an NCNA/ANA member to NCNA.
- b. Dues will be reviewed annually by the Board of Directors of the association and may be adjusted to reflect an increase or decrease at a rate not to exceed twenty (20) percent of the NCNA member dues rate. If the Board of Directors wishes to increase or decrease dues by more than twenty (20) percent of the NCNA member dues rate they must 1) provide at least six (6) months' notice of the change to the membership before it is implemented and 2) the adjustment must receive approval of three-fourths of the current members of the Board of Directors. Members shall be notified in writing of any proposal to change the dues by more than twenty (20) percent of the NCNA member dues rate at least thirty (30) days prior to the meeting at which the proposal is to be voted upon.
- c. The dues for a member of NCNA shall be for a membership year of twelve (12) consecutive months and shall be paid in accordance with current policy.
- d. Additional dues shall not be required from nor refunded to C/SNA members transferring from another C/SNA, if the member has made full payment of dues.
- e. No money shall be refunded or additional monies collected when a change in dues category occurs within the membership year.
- f. Members in all categories shall retain full membership rights within their category.

ARTICLE IV. ORGANIZATIONAL AFFILIATES

Section 1. Qualifications

An organizational affiliate of NCNA is an association that:

- a. Is a nursing organization that meets criteria established by the NCNA Board of Directors, and
- b. Has been granted organizational affiliate status by the Board of Directors, and
- c. Has a governing body composed of a majority of registered nurses, which is not meant to preclude the participation of associate nurse organizations, and
- d. Has paid an organizational affiliation fee to NCNA in accordance with policies established by the NCNA Board of Directors.

Section 2. Organizational Affiliate Obligations

Each organizational affiliate shall maintain a mission and purpose harmonious with the purposes and functions of NCNA.

Section 3. Organizational Affiliate Rights

The organizational affiliate shall have the right to:

- a. Designate one registered nurse participant in the NCNA Membership Forum.
- b. Make informational reports in their area of expertise to the NCNA Membership Forum.

- c. Recommend positions to the NCNA Membership Forum.
- d. Submit for consideration by the NCNA Board of Directors names of registered nurses who are qualified for appointment to NCNA organizational units.
- e. Submit educational offerings for the NCNA annual convention.

ARTICLE V. REGIONS

Section 1. Definition

There shall be eight (8) Regions composed of individual NCNA members living or working within regional boundaries prescribed by the Board of Directors.

Section 2. Boundaries

Boundaries of regions shall be defined by the Board of Directors. Boundaries may be changed upon request of the region members and approved by a three-fourths vote of the current members of the Board of Directors.

Section 3. Purpose

The purpose of bringing individual members together in a region is to facilitate communications from and to the Board of Directors and other structural units as needed.

Section 4. Dissolution

A region which fails to comply with the requirements of these bylaws, or with NCNA policies and procedures related to regions, may be dissolved by a three-fourths vote of the current members of the Board of Directors.

Section 5. Reinstatement

A region which has been disqualified may be reinstated upon request by the region members and approved by three-fourths vote of the current members of the Board of Directors.

Section 6. Regional Engagement Coordinators

- a. One regional engagement coordinator shall be appointed by the Board of Directors to serve each of the regions established by the Board of Directors.
- b. Regional engagement coordinators act as a resource to individual members within their region.
- c. Regional engagement coordinators facilitate communication between and among the Board of Directors and structural units.
- d. Regional engagement coordinators serve as the key volunteer leaders for regional engagement, communications, outreach and programming.

ARTICLE VI. MEMBERSHIP FORUM

Section 1. Membership Representation

- a. The members shall be directly involved in the Association.
- b. The Membership Forum shall be the primary engagement vehicle that allows and encourages each member to have a direct voice to the association and its Board of Directors. The Membership Forum consists of all members of the association.
- c. Each Member shall be entitled to equal representation and participation at the Membership Forum.

- d. The members at any meeting of the Membership Forum, may adopt such rules of procedure for discussion, consensus building and the transaction of business at their meeting as they may deem suitable.

Section 2. Statewide Membership Forum Meetings

- a. The Association shall conduct an annual meeting of the membership in the form of a statewide Membership Forum at least once per calendar year at the time of the annual convention at such a time and place, utilizing any available member engagement technology including but not limited to virtual participation, and with such registrations fee as shall be determined by the Board of Directors, except where government regulations or condition incident upon war or natural disaster may render this impossible.
- b. The Membership Forum shall include updates and member feedback opportunities on the work of the association. The Forum may also include discussions on important issues relating to the profession and continuing education opportunities for members. Membership Forum discussions shall be considered by the Board of Directors when establishing association policies and positions.
- c. Notice of the meetings of the Membership Forum shall be distributed to all members of the association at least 30 days prior to the meeting. Such notice of the odd numbered year annual meeting shall be accompanied by a report of the Nominations Committee regarding nominations and elections. Notice of a special meeting shall be distributed at least 15 days before the first day of the meeting.
- d. The agenda for the annual or special statewide Membership Forum meeting shall be set by the Board of Directors with input from the membership and regions and shall be adopted by a majority of members present at the beginning of the meeting.
- e. Special meetings of the statewide Membership Forum may be called by the Board of Directors and shall be called by the president, upon the written request of a majority of the regions or upon receipt of a written petition signed by 10% of the members of NCNA on the last annual count and approval of the petition by two-thirds of the members of NCNA voting (voting may occur by electronic ballot).
- f. The statewide Membership Forum may reverse or modify an action of the Board of Directors at a special or annual meeting if the Board of Directors has received a written petition requesting a vote of the membership regarding such action, signed by at least 25% of the members of NCNA on the last annual count. The vote to reverse or modify such action of the board shall be approved by at least two-thirds of the members of NCNA voting (voting may occur by electronic ballot).

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Authority

The NCNA Board of Directors is the governing body of the association and shall actively promote the objectives of NCNA, operating in accordance with and administering and implementing the programs and policies established by these bylaws and by the NCNA Board of Directors. Except for three members that may be appointed by the Board, members of the NCNA Board of Directors are elected by the membership as provided in Article VIII and accountable to the members of NCNA.

Section 2. Composition

There shall be eight elected board members, which shall consist of the following:

- a. There shall be three officers: president, president elect, and secretary/treasurer.
- b. There shall be four directors at-large.
- c. There shall be one commission chair representing advanced practice nursing.

There may be up to 3 Directors At-Large appointed by the incoming board following the election in consultation with the Nominations Committee. The appointed positions may only be used to ensure the board, insofar as possible, is

representative of the diversity within the membership to include the necessary knowledge base to address emerging needs of the association.

Section 3. Eligibility

In order to be eligible to serve on the Board of Directors each person must remain a member in good standing with the association throughout the duration of the member's term of service.

Section 4. Responsibility

The Board of Directors shall:

- a. Exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of law.
- b. Establish and provide for implementation of association policies and positions with regular input from the membership.
- c. Establish policies and procedures for the transaction of business, coordination of association activities, and operation and maintenance of a state headquarters.
- d. Establish financial policies and procedures, adopt budget, submit all books annually to a certified public accountant for audit, and present annual financial statement to the NCNA membership and Membership Forum.
- e. Grant, suspend or revoke organizational affiliate status in accordance with these bylaws.
- f. Establish fees for organizational affiliates.
- g. Establish policies and procedures for approving publications and other printed materials prior to their distribution.
- h. Establish policies and procedures for the collection, analysis, and dissemination of information.
- i. Establish policies and procedures for nominations and elections.
- j. Except as otherwise specified in these bylaws, create and dissolve standing, special and ad hoc committees, commissions, councils, and other entities of the Board as deemed necessary to conduct NCNA's business and define the purpose and authority of such entities.
- k. Approve the initial appointment of committees and those commission members not elected as provided for in these bylaws and fill vacancies not otherwise provided for in these bylaws.
- l. Approve council viability criteria; establish and dissolve councils in accordance with these bylaws.
- m. Define regional boundaries.
- n. Confer membership on regions meeting qualifications established in these bylaws.
- o. Establish a policy for setting fees for conventions and conferences, specified activities, and services.
- p. Provide for NCNA liaison or representation at meetings of voluntary organizations and of public or governmental agencies.
- q. Establish relationships and collaboration with North Carolina Association of Nursing Students.
- r. Control the use of the official NCNA insignia and the procurement and sale of replicas thereof.
- s. Report to the membership and report at each meeting of the Membership Forum the business transacted by the Board of Directors during the preceding year.
- t. Hire, define the authority and responsibilities of, and annually review the performance of the chief executive officer.
- u. Establish such policies and procedures and perform other duties as may be provided for elsewhere in these bylaws.

Section 5. Terms of Office

- a. Officers, directors at-large and the APRN commission chair shall be elected in odd numbered years by the membership to serve for two years or until their successors are elected, except the president elect, who shall serve two years as president elect, then two years as president. Directors at-large, if appointed, shall serve a term of two years or until the next regular election, whichever occurs first.
- b. No officer, director at-large or commission chair shall serve more than two consecutive terms in the same office. An officer or director who has served more than half a term shall be considered to have served a full term.

Section 6. Vacancies

In the event of a vacancy:

- a. In the office of president, the president-elect shall become president for the remainder of the term. If the president-elect fills the unexpired term of a President during the first year of that term, the position of president-elect is vacated.

- If the president-elect fills the unexpired term of a President during the second year of that term, the president-elect shall be eligible to complete that term and continue on to serve the additional two-year planned term as President.
- b. In the office of president elect during the first year of that term, a special election shall be held in the next even numbered year to fill that office.
 - c. In the office of president elect during the second year of that term, the office shall remain vacant until the next election when a president and president elect will be elected.
 - d. In the office of another officer, director at-large or commission chair, the Board of Directors shall fill the vacancy by appointment until the next election.

Section 7. Duties of Officers

- a. The president shall serve as the official representative of the association and as its spokesperson on matters of association policy and positions, as the chairman of the Membership Forum, the Board of Directors, and the Executive Committee of the Board of Directors; as an ex officio member of all committees except the Nominating Committee; and as an official voting representative to the ANA Membership Assembly, if an NCNA/ANA member, and to the ANA Leadership Council.
- b. The president-elect shall assume such duties as designated by the president and the Board of Directors and, in the absence of the president, shall assume the duties of that office. The president-elect shall serve as an official voting representative to the ANA Membership Assembly if an NCNA/ANA member.
- c. The secretary/treasurer shall be accountable for oversight of recordkeeping and reporting of meetings of the Membership Forum, the Board of Directors, and the Executive Committee of the Board of Directors. The secretary/treasurer shall also be accountable for oversight of the fiscal affairs of NCNA and shall provide reports and interpretation of NCNA's financial condition to the Board of Directors, the Membership Forum, and the membership. The secretary/treasurer shall be chair of the Finance Committee.
- d. Members of the Board of Directors shall, upon expiration of their terms, surrender to the chief executive officer all properties in their possession belonging to their respective office.
- e. Officers and directors shall fulfill the responsibilities of the Board of Directors as defined in these bylaws.

Section 8. Chief Executive Officer

- a. The Board of Directors shall delegate to the chief executive officer, the authority to manage the association according to policies established by the Board of Directors.
- b. The chief executive officer shall be accountable to the Board of Directors.
- c. The chief executive officer shall employ, direct, promote, and terminate staff of the association.
- d. The chief executive officer may represent the association and serve as spokesperson on matters of established policy and positions and shall serve as the official NCNA Chief Staff Officer representative at the ANA Assembly as provided for in the ANA Bylaws and serve on other ANA committees and task forces and attend other ANA meetings as needed.
- e. The chief executive officer shall also represent the NCNA as the chief staff officer attendee at the ANA Leadership Council.

Section 9. Meetings

- a. Meetings of the Board of Directors shall be held at least quarterly. Special meetings of the Board of Directors may be called by the president or shall be called by the president upon written request of not less than five regions or five members of the Board of Directors.
- b. Absence from two consecutive regular meetings of Board of Directors may be cause for declaring a vacancy in the position. Such vacancy shall be determined by majority of Board of Directors.
- c. A majority of the Board, including the president or the president elect shall constitute a quorum at any meeting of the Board.

ARTICLE VIII. NOMINATION AND ELECTION OF NCNA OFFICERS AND DIRECTORS

Section 1. Nominations

- a. Candidates for office shall meet established qualifications and shall consent to serve if elected.

- b. A member of NCNA who meets the established qualifications for an elective office may declare as a candidate by notifying the Nominations Committee in writing.
- c. Individual members of NCNA shall be considered eligible for only one elective NCNA Board of Directors position at any one time.

Section 2. Elections

- a. Elections shall be held in odd numbered years and shall be by secret ballot according to NCNA policies and procedures. Members may vote by electronic ballot.
- b. A plurality vote shall constitute an election. In case of a tie, the choice shall be by lot.
- c. Terms of office shall begin at the close of the Annual Meeting in odd-numbered years, with the outgoing secretary/treasurer remaining in an advisory capacity until the end of the fiscal year.
- d. All ballots and other records of the election shall be preserved until the next election.

Section 3. Challenge

Any challenge to the election shall be filed with the secretary/treasurer of NCNA not more than 30 days after the election results are announced.

Section 4. Removal of Elected Officials

Any official elected by the membership or appointed board member may be removed from office whenever such action is deemed to be in the best interest of the association or for other just cause by (1) a vote of three-fourths of the current members of the NCNA Board of Directors, or (2) a written petition signed by 25% of the members of NCNA on the last annual count and approval of the petition by two-thirds of the members of NCNA (voting may occur by electronic ballot), or (3) if no longer a member in good standing of NCNA.

ARTICLE IX. COMMITTEES

Section 1. Executive Committee

There shall be an Executive Committee of the Board of Directors composed of the officers. This committee shall have all the powers of the Board of Directors to transact business between meetings in accordance with rules established by the Board of Directors. All transactions of this committee shall be reported at the next regular meeting of the Board of Directors.

Section 2. Finance Committee

There shall be a Finance Committee consisting of at least three persons including the secretary/treasurer. This committee shall prepare the annual budget, review it periodically, and recommend revisions and advise the Board of Directors as to the expenditure and investment of all funds of the association.

Section 3. Bylaws Committee

There shall be a Bylaws Committee composed of at least five members. Other than the chair who is elected by the membership in odd numbered years, the committee shall include members appointed by the Board of Directors based on recommendations from the Nominations Committee. Terms shall be for two years. Members may serve no more than two consecutive terms. This committee shall:

- a. Review and interpret the bylaws of NCNA and recommend corrections or amendments as appropriate.
- b. Draft the proposed text of all amendments to the NCNA bylaws, report its recommendations to the Board of Directors, and provide notice to the NCNA members in accordance with the provisions of Article XV.

Section 4. Nominations Committee

There shall be a Nominations Committee composed of up to six members. The committee shall include the immediate past president of the association, 3 members elected by the membership and 2 members appointed by the incoming

board following the election. The appointed positions shall be used to ensure the committee, insofar as possible, is representative of the diversity within the membership and includes the necessary knowledge base and network of contacts necessary to achieve the purposes of the committee. Members may serve no more than two consecutive terms. This committee shall:

- a. Request names of NCNA/ANA and NCNA-Only members as candidates for statewide elective offices.
- b. Prepare a slate of at least two nominees for each statewide elective office and publish such slate in the *Tar Heel Nurse* at least 60 days prior to the election. This slate shall be representative, insofar as possible, of the various geographical areas of the state and of the diversity within the membership.
- c. Prepare a separate slate for candidates for ANA positions elected by NCNA to assure that NCNA-Only members do not vote for the ANA candidates.
- d. Implement the policies and procedures for nominations and elections as established by the Board of Directors.
- e. Contribute to and expand the leadership development of members by identifying and mentoring emerging leaders, populating a database of interested volunteers, and providing candidates to populate volunteer work groups such as committees and task forces.
- f. Assume other responsibilities for nominations and leadership development as provided for in these bylaws and in policies and procedures as established and assigned by the Board of Directors.

ARTICLE X. COMMISSIONS

Section 1. Definition

A commission is an organized deliberative body to which these Bylaws and the NCNA Board of Directors assign specific responsibilities related to fulfilling the functions of NCNA. Commissions allow member experts in identified specialty areas to advise the Board of Directors on national and state trends and issues within their area of expertise.

Section 2. Accountability

Commissions shall be accountable to the Board of Directors and shall provide reports to and seek input and expertise from the Membership Forum.

Section 3. Designation

Commissions may be established by the NCNA Board of Directors as needs and trends emerge in nursing and within the association.

Section 4. Composition

- a. Each commission shall consist of members who have expertise and/or interest in the field related to the commission's functions and who meet criteria and qualifications approved by the Board of Directors.
- b. The APRN Commission chair shall be elected by the NCNA membership and serve on the NCNA Board of Directors. The remaining commission positions shall be appointed by the Board of Directors in accordance with NCNA's policies and procedures.

ARTICLE XI. COUNCILS

Section 1. Definition

A Council is an organizational unit through which members participate in the improvement or advancement of the profession in an area of nursing practice or interest. Councils are accountable to the Board of Directors and may collaborate with the Membership Forum, Commissions and other structural units as necessary.

Section 2. Designation

The Board of Directors may establish councils upon the recommendation of no less than five NCNA members.

Section 3. Composition

Each member of NCNA may affiliate with one or more councils upon meeting each council's eligibility requirements.

Section 4. Dissolution

By a two-thirds vote, the Board of Directors may dissolve a Council:

- a. If the Board of Directors and the respective council mutually agree that there is no reason for the council's continuance, or
- b. If the Board of Directors finds that the council has failed to carry out its responsibilities or conform to the policies and positions of NCNA.

ARTICLE XII. FISCAL YEAR

The fiscal year of the association shall be the calendar year.

ARTICLE XIII. OFFICIAL ORGAN

The *Tar Heel Nurse* shall be the official organ of this association.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern meetings of this association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XV. AMENDMENTS

Section 1. Amendments with Notice

These bylaws may be amended by a three-fourths vote of the current members of the Board of Directors or by a two-thirds vote of the NCNA membership present and voting at an Annual Meeting. All proposed amendments shall be referred to the Committee on Bylaws for study and recommendation. All proposed amendments approved by the Committee and reported to the Board of Directors shall be in possession of the secretary/treasurer of this association and communicated to the membership at least 60 days before the date of the meeting of the Board of Directors and shall be appended to the call for the meeting.

Section 2. Amendments without Notice

These bylaws may be amended without previous notice at any meeting of the statewide Membership Forum by ninety nine percent of those present and voting.

ARTICLE XVI. DISSOLUTION

Dissolution of the association shall require at least two-thirds of the entire NCNA membership vote in favor of dissolving the association in order to be effective. The vote for dissolution may occur by electronic ballot.

Adopted October 25, 1986
Amended October 27, 1989
Amended October 27, 1990
Amended October 26, 1991
Amended October 30, 1992
Amended October 20, 1995
Amended October 16, 1998
Amended October 29, 2000
Amended October 5, 2001
Amended October 16, 2002
Amended October 3, 2003
Amended October 22, 2004
Amended October 14, 2005
Amended October 13, 2006
Amended October 12, 2007
Amended October 3, 2008
Amended October 9, 2009
Amended October 8, 2010
Amended October 14, 2011
Amended October 5, 2012
Amended March 4, 2013 (Special Called Session of the House of Delegates)
Amended October 1, 2013
Amended July 28, 2017
Amended April 5, 2019