

Rhode Island State Nurses Association

Bylaws

Amended October 1996
Amended October 1997
Amended November 2000
Amended October 2002
Amended October 2003
Amended October 2004
Amended October 2005
Amended October 2006
Amended October 2008
Amended October 2009
Amended November 2010
Amended June 2013

Rhode Island State Nurses Association By Laws Table of Contents

Article I Name, Purpose and Functions.....	1
Article II Membership and Dues	2
Article III Organizational Affiliate Member	4
Article IV Board of Directors	5
Article V ANA Membership Assembly	10
Article VI Leadership Development Committee.....	11
Article VII Meetings	12
Article VIII Relationship with The American Nurses Association.....	13
Article IX Standing Committees.....	14
Article X Professional Issues Panels.....	15
Article XI Councils	16
Article XII Quorum.....	17
Article XIII Fiscal Year	17
Article XIV Amendments	17
Article XV Parliamentary Authority	15

Article I Name, Purposes and Functions

Section 1. Name

The name by which this association shall be known is the Rhode Island State Nurses Association, hereinafter referred to as RISNA.

Section 2. Purposes

- a. The purposes of RISNA shall be to –
 1. Work for the improvement of health standards and the availability of health care services for all people,
 2. Foster high standards of care for nursing,
 3. Advocate for workplace standards that foster safe patient care and support the profession, and
 4. Stimulate and promote the professional development of nurses and advance their welfare.
- b. These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 3. Functions

The functions of RISNA shall be to:

- a. Promote standards of nursing practice, nursing education and nursing service as established by American Nurses Association (ANA) and to implement them through appropriate channels.
- b. Ensure adherence to the Code of Ethics for Nurses established by ANA.
- c. Encourage and promote research in nursing, disseminate research findings and the utilization of new knowledge as a basis for nursing.
- d. Promote and provide for the continuing professional development of nurses.
- e. Promote and protect the general welfare of nurses through workplace advocacy.
- f. Protect and promote the advancement of human rights related to health care and nursing.
- g. Demonstrate an active role as consumer advocate in health care.
- h. Represent the nursing profession, in regard to state and national legislation, government programs and health policy.
- i. Represent the nursing profession with allied health groups, state governmental bodies, the public, and community groups.
- j. Provide consultation regarding nursing practice issues.
- k. Promote relationships with the Student Nurses Association of Rhode Island.
- l. Provide for representation in the ANA Membership Assembly.
- m. Ensure a state archive for the collection and preservation of documents and other materials which have and continue to contribute to the historical and cultural development of nursing in Rhode Island.
- n. Maintain the official records of the organization and its membership.
- o. Maintain communication with members through official publications.
- p. Propose and influence legislation and health programs and policy.
- q. Conduct an Affirmative Action program.

Article II Membership and Dues

Section 1. Composition

RISNA shall consist of members who belong to RISNA/ANA. All members must meet the qualifications and other requirements as described by the Association bylaws. Membership is open to all registered nurses, and shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion or sexual orientation.

Section 2. RISNA/ANA members will:

- a. Hold an active license to practice as a registered nurse in at least one state or territory of the United States and does not have a license under suspension or revocation in any state, or is otherwise entitled by law to practice.
- b. Pay dues as required by RISNA
- c. May be a nurse in recovery who has surrendered a license to practice or a nurse who has retired and/or no longer chooses to practice, but whose license was in good standing with his/her licensing board at the time the nurse made the decision not to maintain an active license.
- d. Participate fully in RISNA, its groups and ANA.
- e. Receive a membership card.
- f. Receive *the ANA news periodical or other* regular association communication.
- g. Be a candidate for RISNA/ANA elective and appointed positions in accordance with the RISNA/ ANA bylaws.
- h. Have the right to attend Membership Assembly meetings or unrestricted ANA meetings.
- i. Be a candidate for one of the two elected representatives for the ANA Membership Assembly.
- j. Participate in RISNA elections in accordance with ANA bylaws
- k. Attend annual and special RISNA meetings, conventions, and other unrestricted activities.
- l. Be eligible to attend the Quadrennial Congress of the International Council of Nurses.
- l. Hold membership in ANA councils in accordance with ANA bylaws. Submit proposals for consideration by RISNA and/or its groups.
- m.
- n. Call special meetings of this association by a majority of the membership, by presenting a request in writing to the President.
Uphold the bylaws of RISNA and ANA. Abide by the Code of Ethics for Nurses as adopted by the ANA.
- o. Fulfill the requirements of an office or committee if elected or appointed or resign promptly from that office or committee if unable/unwilling to do so.
- p. Be eligible to access specific designated areas of the RISNA and ANA website and to ANA benefit programs, as specified by the ANA Board of Directors.

Section 3. Disciplinary Action

- a. Cause for disciplinary action against a RISNA member shall be limited to failure to meet and maintain the qualifications and fulfill all the responsibilities of membership as specified in these bylaws, including timely payment of dues.
- b. Disciplinary proceedings, including the right of the member to appeal, shall be conducted in accordance with policies and procedures established by the Board of Directors, which shall have final disciplinary authority over members pursuant to common parliamentary and statutory law.
- c. Disciplinary action taken by another C/SNA against its individual member will be recognized and enforced.

Section 4. Dues

- a. RISNA is a constituent member of ANA and the annual dues for a State Nurses Association (SNA)/ANA member shall be set forth in dues policy and shall include the present rate of dues paid by RISNA to ANA. If either RISNA or ANA raise their portion of the annual dues this will become the annual dues rate for a member
- b. Membership rights shall be forfeited upon failure to pay dues
- c. All RISNA dues changes shall be recommended by the Board of Directors and be subject to approval by the RISNA membership.
- d. Nurses who are not employed may elect to pay fifty percent (50%) of the annual dues.
 - 1.
- e. No monies shall either be refunded or additional monies collected when a change in dues category is made within a membership year.

Section 5. Transfer of Membership

- a. A member who moves out of this state may apply to the RISNA office of this association for transfer to another SNA of the ANA, without further payment or refund.
- b. A member of another SNA of the ANA who moves to this state may transfer to this association without further payment of dues for the remainder of the membership year if the individual member has made full payment of dues.
- c. RISNA is not required to refund dues already paid by a member who transfers to another ANA SNA.

Section 6. Membership Year

The membership year for members shall be the calendar year or a period of twelve consecutive months from time of application for or renewal of membership status. No change in the membership year shall be implemented until approved by the RISNA Board of Directors.

Proviso: The RISNA only membership category will be eliminated as of September 30, 2014. All RISNA only membership applications or renewals prior to October 1, 2014 will end one year after membership begins.

Article III Organizational Affiliate Member

Section 1. Definition

An organizational affiliate/member of RISNA -

- a. Is an organization that represents the interests of registered nurses that meets criteria established by the RISNA Board of Directors.
- b. Has a governing body composed of a majority of registered nurses.
- c. Has been granted organizational affiliate/membership status by the RISNA Board of Directors.
- d. Has paid an organizational affiliation fee to RISNA determined by the Board of Directors.

Section 2. Responsibilities

- a. Each organizational affiliate/member shall maintain a mission and purpose harmonious with the purposes and functions of RISNA.
- b. Does not take action that competes with or is counter to the interests of the ANA or RISNA

Section 3. Rights

Make reports or presentations to the RISNA Board within its area of expertise, including the presentation of action reports.

Article IV Board of Directors

Section 1. Authority

The RISNA Board of Directors shall actively promote the objectives of RISNA operating in accordance with and administering and implementing the programs and policies established by these bylaws and by the ANA bylaws. Members of the RISNA Board of Directors are elected by the RISNA membership and accountable to members of RISNA.

Section 2. Composition

The RISNA Board of Directors shall consist of RISNA elected officers and directors, each of whom shall be a member of RISNA/ANA for at least one year prior to nomination.

- a. There shall be four officers: president, president-elect, secretary, and treasurer.
 1. President
 - a. The president of RISNA will serve as the official representative of the association and its spokesperson on matters of association policy and positions.
 - b. The president will serve as the chairperson of the Board of Directors.
 - c. The president shall be responsible for appointing members to serve on professional issues panels and other groups
 - d. The president will be an ex-officio member of all committees except the Nomination and Leadership Development Committee.
 - e. The president will represent RISNA at ANA meetings as appropriate.
 - f. The president will serve as ex-officio on the Board of Directors for one year after completion of the presidential term.
 2. President-elect

- a. The president-elect shall assume the duties of the president in the president's absence or at the discretion of the president.
- b. The president-elect shall coordinate programs for the organization.
- 3. Secretary
 - a. The secretary shall be responsible for ensuring that records are maintained of meetings of the Board of Directors and/or the Executive Committee and ensures review of by-laws annually.
- 4. Treasurer
 - a. The treasurer shall be responsible for monitoring the fiscal affairs of the association and shall provide reports and interpretation of RISNA's financial condition to the Executive Committee, the Board of Directors, and the membership.
 - b. The treasurer shall establish financial policies and procedures for the nature and scope of review of the books, make recommendations of policies and procedures for budget to be approved by the Board, develop the budget, submit all books for review of accounts by a certified accountant if the Executive Director or Office Manager should vacate these positions, and provide for reporting to the membership.
- b. There shall be three director positions elected at-large, one of whom shall be designated for a staff nurse.¹
- c. The RISNA Board of Directors shall provide a student nurse liaison seat without vote for a one-year term. Student nominees will be recommended by the President of the Student Nurse Association of Rhode Island (SNARI) to the RISNA Board of Directors for appointment and nominees must be the President of SNARI, a member of SNARI Executive Board or a SNARI member.

Proviso: The revised composition of the RISNA Board of Directors (the seven-member Board) shall become effective for the 2014 nomination and election cycle. A staggered election cycle shall be developed to maintain continuity

Section 3. Responsibilities

The RISNA Board of Directors shall:

- a. Exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of the law.
- b. Transact the business of the association in the interim between the annual meetings.
- c. Establish policies and procedures for the transaction of business, coordination of RISNA activities, and the growth and development of the association.
- d. Provide for the care of materials, equipment and funds of the association;
- e. Establish financial policies and procedures, adopt the budget, submit all books for review of accounts by a certified accountant if the Executive Director or Office Manager should vacate these positions, and provide for reporting to the membership.
- f. Establish policies and procedures for approving publications and other printed materials prior

¹ A staff nurse is defined as one who is non-supervisory, non-management, and includes one or more of the following: (a) is employed by a health care institution or agency; and (b) whose primary role is a provider of direct patient care.

- to their distribution.
- g. Establish policies and procedures for the collection, analysis, and dissemination of information.
 - h. Establish policies and procedures for nominations and elections
 - i. Except as otherwise specified in these bylaws, create and dissolve standing, special, and ad hoc committees/panels, councils boards, and other entities of the Board as deemed necessary to conduct RISNA's business and define the purpose and authority of such entities
 - j. Establish and dissolve RISNA affiliations with multi-state division nurses' associations and other organizations that affiliate with RISNA.
 - k. Make appointments and fill vacancies as delegated to the Board in these bylaws.
 - l. Define qualifications for appointive office unless otherwise specified in these bylaws.
 - m. Appoint the Executive Director; define the authority and responsibilities, and fix the compensation for the role; review the performance of the Executive Director annually.
 - n. Along with Executive Director, will define responsibility, set compensation, and annually review performance of any employees or contractors of RISNA.
 - o. Contract with individuals or companies to provide necessary services to promote RISNA objectives.
 - p. Confer membership on those meeting qualifications established in these bylaws
 - q. Consult with membership on issues affecting RISNA.
 - r. Comply with contractual agreements and statements of understanding between RISNA and ANA.
 - s. Establish policies and procedures for disciplinary action against members
 - t. Establish fees for organizational affiliates.
 - u. Establish policies and procedures for approving fees for annual meetings, programs, specified activities, and services.
 - v. Grant organizational affiliate status in accordance with these bylaws.
 - w. Control use of the official RISNA insignia and the procurement and sale of replicas thereof.
 - x. Ensure the maintenance of an archive for the collection and preservation of documents and other materials that have contributed and continue to contribute to the historical and cultural development of nursing in Rhode Island.
 - y. Provide for RISNA representation at meetings of organizations and of public and governmental agencies as deemed appropriate when considering Board priorities and with input from the Executive Director.
 - z. Establish the mechanism to advocate for and protect the human rights and ethical concerns of nurses and the nursing profession in Rhode Island.
 - aa. Subject to the ratification of the membership by the most expedient means, negotiate and execute mergers or consolidations with organizations representing registered nurses or other appropriate groups on such terms and conditions as the RISNA Board of Directors considers appropriate.
 - bb. Determine officers and other persons to be bonded, fix the amount of bond for each, and approve same.
 - cc. Approve the plans for the annual meeting.

- dd. Ratify votes of the Board of Directors secured by referendum.
- ee. Assume other duties as may be provided for elsewhere in these bylaws.

- ff. Serve as a committee chairperson when appointed by the Board.

Section 4 Nominations

There shall be a standing Leadership Development Committee consisting of 4 appointed RISNA members charged to request names of candidates for the RISNA Board of Directors pursuant to Article VII.

- a. All RISNA members in good standing for at least one year prior to nomination are eligible to be nominated for service on the RISNA Board of Directors
- b. RISNA members shall be considered eligible for only one elective office in RISNA at any one time.
- c. Individuals shall not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest. A RISNA member may not serve on the RISNA board if that member serves on the ANA Board.
- d. Candidates for elective office on the RISNA Board of Directors shall meet established qualifications and competencies and shall consent to serve if elected.
- e. Employees or contractors of RISNA/ANA shall not serve on RISNA Board.
- f. To be eligible to be elected to serve on the RISNA Board of Directors in the seat designated for a staff nurse, a registered nurse shall meet the definition of a staff nurse as defined in the footnote of Article IV, Section 2.

Section 5 Elections

- a. All RISNA members are eligible to vote.
- b. Election of each officer and Director-at Large by members of RISNA shall be by secret ballot via mail or electronic voting conducted by RISNA.
- c. A majority vote of those voting members of RISNA shall elect the officers and directors.
- d. In the event that a majority vote is not accomplished in the first ballot, a runoff election shall be held with all candidates for an officer position except for the candidate receiving the lowest number of votes.
- e. A tie shall be determined by lot.
- f. In each case where a candidate withdraws from an election after the ballots have been prepared, the candidates remaining shall constitute the slate.

Section 6. Term of Office and Term Limits

- a. Members of the RISNA Board of Directors shall be elected biennially to serve for two years or until their successors are elected.
- b. No officer or director shall serve more than two consecutive terms in the same office, or more than eight consecutive years on the RISNA Board of Directors. An officer or director who has served one-half term or more shall be considered to have served a full term.

Section 7. Vacancies

- a. Absence from regular meetings of the RISNA Board of Directors without justification or excuse shall result in the position on the RISNA Board of Directors being declared vacant.
- b. Such vacancy shall be determined by a majority of the RISNA Board of Directors.
- c. A vacancy in any position on the RISNA Board of Directors shall be filled in accordance with the following procedures;
 1. In the office of the RISNA President, the RISNA President-elect shall automatically become President for the remainder of the term.
 2. In the office of the President-elect, Secretary, Treasurer, or Director not holding a seat designated for a staff nurse, the RISNA Board of Directors shall fill the vacancy by appointment and the individual appointed shall serve for the unexpired portion of the term.
 3. In the event that a person holding a seat designated for a staff nurse no longer meets the definition of a staff nurse, the Board position held by that member shall be declared vacant, unless the occupant has less than one year remaining in his/her term of office. In the event of a declared vacancy, the position shall be filled by appointment of an eligible staff nurse until the vacancy shall be filled by election.

Section 8. Removal from Office

Any elected member of the RISNA Board of Directors may be removed from office (1) by a vote of two-thirds of the current members of the RISNA Board of Directors, or (2) by a written petition signed by 2% of the members of RISNA on the last annual count and approved of the petition by two-thirds of the members of RISNA voting where a quorum is reached, or (3) if no longer a member in good standing of RISNA.

Section 9. Committees, Boards, Councils, Work Groups, Professional Issues Panels

- a. Except as otherwise specified in these bylaws, the RISNA Board of Directors may establish and dissolve standing and ad hoc committees, boards, councils, work groups, and ad hoc professional issues panels as deemed necessary to conduct RISNA's business; designate and change their charges, and determine their size, member qualifications, and terms.
- b. The RISNA President and the Directors-at-Large shall constitute a Committee on Appointments, which shall be charged to appoint members to committees, boards, councils, and work groups necessary to conduct RISNA's business as identified by the RISNA Board of Directors, except appointments otherwise specified in these bylaws.
- c. The President shall be responsible for appointing members to serve on professional issues panels and other groups.

Section 10. Meetings of the Board of Directors

The RISNA Board of Directors shall meet at least twice annually at such time and place as determined by the RISNA Board of Directors. The calendar of RISNA Board Meetings will be posted on the RISNA website. Special meetings of this association may be called by the president and shall be called upon written request of the majority of the membership or the Board of Directors.

- a. Business requiring action by the RISNA Board of Directors may be conducted by mail or other media at the direction of the President. Such action shall be subject to ratification at the next regular meeting of the RISNA Board of Directors.
- b. A majority of the RISNA Board of Directors, including the RISNA President or President-elect, shall constitute a quorum at any meeting of the RISNA Board of Directors.
- c. d. The chairpersons of standing committees and professional issues panels shall attend regular meetings of the Board of Directors and submit reports of their activities to the Board.

Section 11. Executive Director

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

Article V ANA Membership Assembly

Section 1. Authority

The Membership Assembly is the governing and official voting body of ANA. It shall identify and discuss issues of concern to members and provide direction to the ANA Board of Directors. The Membership Assembly shall not have the authority to create standing or ad hoc committees, boards, councils, work groups or professional issues panels.

Section 2. Composition

- a. Two representatives are elected from RISNA by secret ballot by RISNA members.
- b. Each Membership Assembly representative must be a member of RISNA/ANA for at least one year prior to nomination and a member of ANA in good standing.
- c. Any elected representative of the Membership Assembly may be removed from office according to the policies of RISNA/ANA or if no longer a member in good standing.

Section 3. Term of Office

- a. Membership Assembly representatives shall serve for a two-year term or until a successor

is elected

- b. Representatives or alternates are limited to two consecutive terms.
- c. One representative and one alternate will be elected every year.

Section 4. Vacancies

Vacancies in The Membership Assembly will be filled by the Board until the next election.

Article VI Leadership Development Committee

Section 1. Nominations and Elections

- a. The Leadership Development Committee shall issue a general call for nominations to the membership. Whenever possible, at least two nominees for each elective position to be filled shall be placed on the ballot.
- b. The Leadership Development Committee will hold at least two leadership development meetings throughout the year to identify and mentor future RISNA leadership.
- c. A copy of the ballot shall be submitted to the Board of Directors of RISNA at least 60 days prior to the annual meeting; and sent to the members at least 30 days prior to the annual meeting.
- d. A member who meets established qualifications may declare as a candidate by writing to the secretary of RISNA at least 60 days prior to the annual meeting. Such name shall appear on the ballot.
- e. No name shall be placed on the ballot without the written consent of the nominee to serve if elected.
- f. The president shall be elected for a two year term.
 - Proviso:** After the 2013 election, the president –elect will automatically fill the term of the president.
- g. The president-elect shall be elected in the odd years for a two year term as president-elect and then becomes president for a two year term.
- h. The treasurer and secretary shall be elected in the even years for two-year terms.
- i. One director-at large will be elected in the odd years and two directors-at large in the even years, each to serve for a two-year term..
- j. Two Membership Assembly representatives and their alternate shall be elected by the individual members of RISNA/ANA by secret mail ballot/electronic for a two-year term. One representative and one alternate will be elected every year until a successor is elected.
 - Proviso:** In the 2013 election, one representative and one alternate will be elected. The president or president elect will be the 2nd representative at Membership Assembly in 2014.
- k. At least one week prior to the annual meeting, the president shall provide a method of tallying the votes. The results of the election shall be reported at the Annual Meeting.

- l. All ballots, credentials of the voting body, and other records of the election shall be preserved for one year after the election.
- m. Any challenge to the election, in conjunction with the annual meeting of this association, shall be filed with the secretary within 30 days after the adjournment of that annual meeting. The Board of Directors shall respond to the election challenge within 30 days after it is filed.

Section 2. Removal of Elected Officials

Any official elected by RISNA Membership may be removed by the RISNA Board whenever such action is deemed to be in the best interest of RISNA, or for other just cause. Removal of an elected official requires a majority vote of the RISNA Board.

Article VII Meetings

Section 1. Meetings

This association shall hold all meetings, including the annual meeting, at such time and place as shall be determined by the Board of Directors.

Section 2. Order of Business

The order of business at each meeting of this association shall be in accordance with a program adopted at the beginning of the meeting and shall include as appropriate:

- a. Call to order
- b. Review of minutes
- c. Address of President
- d. Reports of:
 1. Treasurer
 2. Standing Committees
 3. Professional Issues Panels
 4. Councils
- e. Other business
- f. Announcement of Election Results
- g. Adjournment

Section 3. The Voting Body

- a. The voting body at all meetings of this association shall consist of all members in good standing.
- b. No member shall be permitted to cast more than one vote in any election or on any matter coming before a meeting of the association.

Section 4. Special Meetings

Special meetings of this association may be called by the president and shall be called upon written request of the majority of the membership or the Board of Directors.

Section 5. Notice of Meetings

Notices of the annual meeting shall be mailed at least thirty (30) days before the first day of the meeting, and notices of special meetings shall be mailed at least ten (10) days before the first day of the meeting.

Article VIII Relationship with the American Nurses Association

Section 1. Membership

RISNA as a constituent member of the American Nurses Association shall pay dues to ANA in accordance with the policies adopted by the ANA.

Section 2. Representation

RISNA is entitled to representation by two representatives at regular and special meetings of the ANA Membership Assembly in accordance with ANA Bylaws and policy.

Section 3. Responsibilities

RISNA shall remain affiliated with the ANA until such time as 2/3 of the entire SNA membership votes to disaffiliate from the ANA. SNA membership for these purposes is defined as individual members of the SNA who have ANA rights and privileges of membership as a result of their SNA membership. The vote may occur by mail or electronic ballot with appropriate notice and procedures to protect the integrity and validity of the vote.

Article IX Standing Committees

Section 1. Definition

There shall be standing committees of RISNA as follows: Committee on Bylaws, Government Affairs, and Leadership Development.

Section 2. Composition

- a. The chairperson of a standing committee, unless otherwise specified in these bylaws, shall be appointed by the Board of Directors after each annual meeting to serve until a successor has been appointed. Each chairperson shall select the members of the committee. Unless specified by these by-laws, the chairperson or designee shall attend Board of Directors' meetings, maintain committee records, provide minutes of the meetings to the Board of Directors, and prepare a written annual report.
- b. The Committee on Bylaws may consist of two members, one of which is the secretary of the Board of Directors.
- c. The Government Affairs Committee shall consist of at least five members
- d. The membership of the Government Affairs committee shall be representative of the various fields of practice of this association..
- e. e The absence of a member without good cause from three meetings of a committee shall constitute a resignation, the chairperson shall notify member in writing of decision. The

vacancy shall be filled by the chairperson of that committee.

Section 3. Terms of Office and Term Limits.

- a. The Bylaws Committee and the Leadership Development Committee members shall serve two-year terms or until their successors are appointed. Members shall not serve more than two-consecutive terms.
- b. Members of the Government Affairs Committee shall serve for two-year terms and may serve no more than eight years on the committee.

Section 4. Accountability

Standing Committees shall be accountable to the RISNA Board of Directors.

Section 5. The Committee on Bylaws shall:

- a. Interpret these bylaws.
- b. Receive and prepare proposed amendments to these bylaws, report them to the RISNA Board of Directors for approval. Such proposed amendments shall be submitted to the voting body at the annual meeting of the association in accordance with the provision for amendments in these bylaws.
- c. Submit current bylaws and proposed amendments for review by ANA.
- d. Ensure standing rules or policies of all structural units of RISNA conform with the bylaws of this association and of the ANA.

Section 6. The Committee on Government Affairs shall:

- a. a. Monitor trends and developments in legislative and governmental areas as they relate to state or national health policy.
- b. Study proposed federal, state and local legislation for its impact on nurses, nursing, and on the quality of health care of individuals, communities and populations.
- c. Advise the Board of Directors on relevant legislative issues that should be considered. d. Assume such other duties as shall be assigned to it by the Board of Directors.

Section 6. The Leadership Development Committee shall:

- a. Consist of four appointed members representing the various practice settings and geographic areas. They shall serve a two-year term with two members appointed in the odd years and two members appointed in the even years.
- b. Perform the functions described in Article VII. Leadership Development Committee.
- c. Select a chairperson from among its appointed members.

Article X Professional Issues Panels

Section 1. Definition

Professional Issues Panels are groups of members that will address specific, and in some cases, urgent issues important to nurses. The RISNA Board will create and dissolve these panels. The RISNA President will appoint members whose specific area of expertise is needed at a given time.

Section 2. Responsibilities

The chairperson shall attend Board of Directors' meetings, maintain records, provide minutes of the meetings to the Board of Directors, and prepare a written annual report to RISNA membership.

Section 3. Functions

As directed by RISNA Board of Directors.

Article XI Councils

Section 1. Definition

A Council is an organizational unit through which members of RISNA improve their professional practice and development within a specific clinical or functional area. Councils are established by the Board of Directors. They are accountable to the Board of Directors.

Section 2. Composition

Each council shall consist of members of RISNA practicing in the respective clinical or functional area of the council.

Section 3. Officers

Each council shall have a minimum of a chairperson and a secretary elected by its membership every two years. The chairperson and secretary shall be a member of RISNA/ANA for at least one year prior to his/her election. The chairperson shall attend Board of Directors' meetings, maintain records, provide minutes of the meetings to the Board of Directors, and prepare a written annual report to RISNA membership.

Section 4. Responsibilities

Each council shall:

- a. Provide a forum for discussion of relevant issues and concerns.
- b. Serve as a source for consultation and expertise.
- c. Develop positions and policies relating to their areas for recommendation to the Board of Directors.
- d. Promote adherence to approved standards of practice.
- e. Maintain communication with other councils, cabinets and committees on matters of mutual concern.
- f. Establish procedures and policies for the conduct of its business in accordance with these bylaws.

Section 5. Dissolution

- a. By a majority vote, the Board of Directors may agree to dissolve a council:
 1. If the Board of Directors and the respective council mutually agree that there is no reason for the council's continuance, or
 2. If the Board of Directors finds that the council has failed to carry out its responsibilities

- or conform to the policies and positions of RISNA.
- b. The Council and its members must be notified at least three months before a vote is taken and shall have the opportunity for a hearing with the Board of Directors within said three month period.

Article XII Quorum

Section 1. Board of Directors

A majority of the Board of Directors, one of whom shall be the president or president-elect, shall constitute a quorum at any meeting of the Board.

Section 2. Standing Committees and Councils

A majority of the members of any standing committee or councils shall constitute a quorum.

Section 3. RISNA

A quorum for the transaction of business at any meeting of this association shall consist of four members of the Board of Directors, one of whom shall be the president or president-elect, and five percent of the total membership of RISNA.

Article XIII Fiscal Year

Section 1. Fiscal Year

The fiscal year of this association shall be October 1st to September 30th.

Article XIV Amendments

Section 1. Amendments With Notice

These by-laws may be amended with prior notice at any annual meeting or special meeting of the membership by a majority vote of the members present and voting. All suggestions for proposed amendments shall be referred to the Committee on By-laws for study. The amendments proposed by the Committee on By-laws or membership action shall be in the possession of the secretary at least two months before the date of the annual meeting or special meeting and shall be appended to the call to meeting.

Section 2. Amendments Without Notice

These bylaws may be amended without prior notice at an annual meeting or special meeting of the association by ninety-nine percent (99 %) vote of the members present.

Article XV Parliamentary Authority

Robert's Rules of Order Newly Revised governs this association in all parliamentary situations that are not provided for in the law or in the charter, bylaws, or adopted rules of RISNA.