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**BYLAWS**  
**DISTRICT FIVE, FLORIDA NURSES ASSOCIATION, INC.**

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**BYLAWS of**

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**DISTRICT FIVE, FLORIDA NURSES ASSOCIATION, INC.**

**ARTICLE I**

**NAME**

The name of this Association shall be District Five, Florida Nurses Association, Inc. (FNA) which shall comprise such territory as the Board of Directors of the Florida Nurses Association, Inc. shall designate.

**ARTICLE II**

**PURPOSES AND FUNCTIONS**

Section 1 The purpose of District Five, Florida Nurses Association, Inc. shall be to foster high standards of nursing practice, promote the professional and educational advancement of nurses, and promote the welfare of nurses to the end that all people may have good nursing care. These purposes shall be unrestricted by considerations of nationality, race, creed, color, sex, lifestyle, age, religion or disability.

Section 2 The function of District Five, Florida Nurses Association, Inc. shall be:

- (a) To promote through appropriate means standards of practice, nursing education and nursing services as defined by the American Nurses Association (ANA) and/or the Florida Nurses Association, Inc.;
- (b) To participate and support the legislative initiatives of the Florida Nurses Association, Inc.
- (c) To support the Florida Nurses Association, Inc. efforts to promote and protect the economic and general welfare of nurses;
- (d) To represent nurses and serve as their spokesman with allied professional, community and governmental groups and with the public;
- (e) To promote adherence to the American Nurses Association Code for Nurses;
- (f) To provide for the continuing professional development of nurses;
- (g) To provide for representation at meetings of the voting body of the Florida Nurses Association, Inc.;

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- (h) To promote relationships with Florida Student Nurses Associations, FSNA
- (i) To provide for the organization and functioning of clinical, occupational and special interest groups of members as indicated;
- (j) To recruit students for nursing;
- (k) To assume an active role as consumer advocate;
- (l) To support systematic study, evaluation and research in nursing;
- (m) To preserve documents and other materials which contribute to the historical and cultural development of nursing.

### **ARTICLE III**

#### **MEMBERS**

Section 1            District Five, Florida Nurses Association, Inc. shall consist of members herein defined.

All members shall be nurses, each of whom:

- (a) Has been granted license to practice as a registered nurse in at least one state, territory, possession or the District of Columbia of the U.S.A. and does not have a license under revocation or suspension in any state, or
- (b) Has completed a nursing education program that qualifies the applicant to take the NCLEX examination for registered nurse licensure as a first time writer, and successfully completes the exam, or
- (c) A graduate from any foreign country who has been granted a license as a registered nurse in any state of the United States and who meets the requirements of the Florida Nurses Association, Inc. shall be eligible for membership in this Association.

Section 2            The members of this Association shall have all the privileges of membership in this Association and its components parts which shall include:

- (a) Voting for:

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1. Delegates to ANA and FNA conventions,
  2. District Officers,
  3. District Directors, and
  4. Executive Committees of other structural units to which they affiliate;
- (b) Serving as a delegate or in any other elected or appointed position.
- (c) Attending conventions, Board of Directors and Committee meetings, and other unrestricted functions of District 5, FNA and ANA,
- (d) Receiving regular ANA, FNA, and District communications,
- (e) Having representation through FNA in the ANA and International Council of Nurses (hereinafter referred to as ICN),
- (f) Attending the Congress of the ICN, and
- (g) Affiliating with ANA Councils.

Section 3 Members of constituent associations shall have membership obligations as follows:

1. Abiding by FNA and ANA Bylaws; and
2. Abiding by ANA Code for Nurses.

Section 4 Disciplinary Action and Rights of Members

- (a) Members shall be subject to reprimand, censure, suspension or expulsion by a two-thirds (2/3) vote of the Board of Directors, District 5, for violation of the Code for Nurses as established by the American Nurses Association or for the violation of the bylaws of the Florida Nurses Association, Inc. or of this Association.
- (b) No such action shall be taken against a member until the member has been served with a specific written charge(s). The member will be given sixty days to prepare any defense and afforded a full and fair hearing by the Board of Directors, District 5. The meeting will be the next meeting following the 60-day notice.
- (c) Suspension or expulsion from this Association shall be certified by this Association to the Florida Nurses Association, Inc. and the American Nurses Association.
- (d) Members reprimanded, censured, suspended or expelled under the provisions of this act may, within thirty (30) days after notification of such action, request the Board of Directors of the Florida Nurses Association, Inc. to review any questions or law or procedure involved therein.
- (e) Members suspended or expelled under the provisions of this Article shall be eligible for reinstatement upon application approved by a two-thirds (2/3) vote of the Board of Directors, District 5.

Section 5 Application for membership in this Association shall be made on the form provided by the Florida Nurses Association.

Section 6 Every member in good standing shall be a member of the Florida Nurses Association, Inc. and through that Association have representation in the ANA and in the International Council of Nurses.

Section 7 Any member who changes residence to another district in this state may request from the secretary of this Association, who shall notify the secretary of the Florida Nurses Association, Inc. of the transfer.

Section 8 Life membership in District 5 of FNA may be conferred by a unanimous vote at any ~~general membership meeting~~ **annual** meeting on a nurse who has rendered distinguished service or valuable assistance to the nursing profession, the name having been recommended by the Board of Directors. No more than one (1) life membership shall be conferred ~~annually at any annual meeting~~. Life membership carries full membership privileges. District Five will assume responsibility for paying Florida Nurses Association, Inc. dues for those persons on whom the honor is conferred and whose life membership is not paid by other means.

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## ARTICLE IV

### DUES

Section 1 (a) The annual dues for a member will be set by the FNA.

(b) Dues for membership are payable upon receipt of notice from the FNA, Inc.

(c) There shall ~~be~~ **one-year** complimentary membership to new graduates that are FSNA members.

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(d) ~~Nurses who qualify for special categories may elect to pay 50% of the annual dues as follows: Nurses who are not employed, Registered nurse students in full time study, and Nurses 62 years of age and older who are not earning more than social security.~~

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~~Section 2 The member who no longer qualifies for 50% payment shall pay the balance of the annual dues for FNA, Inc. and District five dues.~~

Section 3 Members who have been dropped for non-payment of dues may be reinstated upon payment of dues for the current year.

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Section 4 The fiscal year of this Association shall be the calendar year.

Section 5 The membership year shall be a period of twelve (12) consecutive months from the time of application for membership status.

## ARTICLE V

### OFFICERS AND DIRECTORS

Section 1 The officers of this organization shall be the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and six Directors who shall be elected hereafter provided.

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Section 2

- (a) The terms of officers and directors shall commence at the adjournment of the meetings at which they are elected and shall continue for two years or until their successors are elected. Election shall be held in the odd numbered years.
- (b) A member may serve as an officer or director for no more than eight (8) consecutive years, no more than two (2) terms (four (4) years in one office), and may not be reelected to the Board for a period of one (1) year.
- (c) An officer who has served more than half a term shall be deemed to have served a full term, 12 months or greater, will be deemed to have served a full term.

Section 3

Officers shall perform such duties as are specified in Bylaws and such duties as defined by the Board of Directors.

- (a) The President shall perform such duties as are specified in the Bylaws and the duties designated by the Board of Directors and shall:
  - 1. Preside at all meetings of the Board of Directors and the Association and conduct them in a formal order of business,
  - 2. Serve as a delegate-at-large to the annual convention of the Florida Nurses Association, Inc. and shall represent this Association at meetings of the Advisory Council of the Florida Nurses Association, Inc.,
  - 3. Serve as ex-officio member of all committees except the Nominating Committee,
  - 4. Appoint all standing committees with the approval of the Board of Directors,
  - 5. Appoint the Tellers for the annual District V elections.
  - 6. Present an annual report to the membership, and
  - 7. Appoint the resident agent as required by Florida Corporate Law. Said resident agent shall use district office as legal address for this Association.
- (b) In the absence of the president, the Vice Presidents in order of rank shall assume the duties of the President. They shall also assume other duties as assigned by the Board of Directors.
  - 1. In the event of a vacancy in the office of President, the First Vice- President shall serve as President until the adjournment of the next annual meeting then will serve as President the subsequent term.
  - 2. In the event of a vacancy in the office of First Vice-President, the Second Vice-President shall serve until the adjournment of the next annual meeting or until the successor is elected.

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3. In the event of a vacancy in the office of the ~~Second Vice-President~~, the board shall appoint from the board of directors a replacement until a successor is elected.

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shall remain vacant until the next annual meeting or a successor is elected.  
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(c) The Secretary of this Association shall:

1. Keep the minutes of the Association and the Board of directors,
2. Preserve all papers, letters and transactions of the Association,
3. Serve as delegate-at-large to the annual convention of the Florida Nurses Association, Inc., and

4. Be responsible for the mailing of the election ballots.

5. Keep an accurate list of the names and addresses of all members

6. Notify officers and committees of their lection and appointment and send notices of the date, time and place of all meetings.

7. Notify officers and committees of their lection and appointment and send notices of the date, time and place of all meetings.

8. Send to the Executive Director of the Florida Nurses Association, Inc. the names and addresses of all officers and committee chairman immediately after their election or appointment.

9. Send a copy of the Bylaws and all amendments adopted to the Florida Nurses Association, Inc., and

10. Conduct the general correspondence of the Association and the Board of Directors.

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(d) The Treasurer shall receive dues and all other funds of the Association, deposit such funds in a bank of banks designated by the Board of Directors, and pay such bills as shall be approved by the President.

1. The Treasurer shall be a delegate-at-large to the convention of the Florida Nurses Association, Inc.,
2. Keep an itemized account of all receipts and disbursements and shall give a Written report at each Board meeting
3. Receive dues for members from Florida Nurses Association, Inc. in accordance with Article III, Sections 9-13 or these Bylaws,
4. Submit all books of account for audit as specified by the Board of Directors, and
5. May be bonded at the direction of the Board of Directors.

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<#> (d) The Corresponding Secretary shall:¶  
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Keep an accurate list of the names and addresses of all members¶  
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¶  
<#>Send to the Executive Director of the Florida Nurses Association, Inc. the names and addresses of all officers and committee chairman immediately after their election or appointment.¶  
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<#>Send a copy of the Bylaws and all amendments adopted to the Florida Nurses Association, Inc., and¶  
<#>¶  
<#>Conduct the general correspondence of the Association and the Board of Directors.¶  
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- (e) All officers shall deliver to the Board of Directors all accounts, record books, papers or other property belonging to the Association within a period of two (2) weeks following their retirement from office.

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## ARTICLE VI

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### NOMINATIONS AND ELECTIONS

#### Section 1 Nominating Committee

The Nominating Committee shall consist of five (5) members, who shall be elected by secret ballot by plurality vote:

- (a) The member elected to the Committee who has the highest number of votes shall serve as Chair.
- (b) The term of office shall be two (2) years, or until their successors are elected.
- (c) If a member of the Nominating Committee is submitted as a suggested candidate for an office of the District and the member consents to be considered as a candidate, said member shall resign from the Nominating Committee prior to the meeting of the Nominating Committee. This does not apply to a present member of the Committee whose name is submitted as suggested candidate for the Nominating Committee for the next term.
- (d) Any vacancy occurring on the Nominating Committee shall be filled by the person who received the next highest vote at the annual meeting at which the Committee members were elected.

#### Section 2 Nomination Process

- (a) Suggestions for nominees for elected offices shall be solicited from members.
- (b) Individuals may nominate candidates or self-nominate.
- (c) Requests for nominees shall be published in *Heartbeat*.
- (d) The Committee shall propose a tentative ballot containing nominees for Officers, Directors, and members of the Nominating Committee.
- (e) Additional nominations may be made by any individual members to the Chair of the Nominating Committee prior to the presentation to the Board.
- (f) The Nominating Committee shall formulate the final ballot by the addition of the nominees submitted provided that all membership requirements are met.
- (g) No nominee shall appear on the ballot without having signed the consent-to-serve-if-elected statement.
- (h) The biographies of the nominees on the ballot shall be published with the ballot.

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- (a) Elections shall be held in the odd-numbered years.
- (b) Elections shall be held by mail, by secret ballot.
- (c) 1. A plurality of votes cast by those entitled to vote, and voting, shall constitute an election.

2. In the case of a tie, the choice shall be determined by lot **at the last general membership meeting of the odd numbered year** ~~annual meeting.~~

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(d) The completed ballot shall be in conformity with the District 5 Bylaws.

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(e) The ballot containing the slate shall be sent to each member by the Secretary no less than four (4) weeks prior to **the last general membership meeting in the odd numbered year** ~~annual meeting.~~

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(f) A second ballot shall be sent to a member upon request, provided that

- 1. A ballot has not been received, and
- 2. A statement to the effect is sent to the Secretary no later than two (2) weeks prior to the opening of the **at the last general membership meeting of the odd numbered year** ~~annual meeting.~~
- 3. The Secretary shall notify the Tellers of the name(s) of the member(s) to whom a second ballot has been sent; and
- 4. In the event a recipient of a second ballot should return two marked ballots, the second ballot shall be declared illegal.

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(g) Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates who have signed the consent-to-serve form.

(h) The marked ballot shall be received no later than midnight of the seventh (7) day prior to the **last general membership meeting in the odd numbered year** ~~annual meeting.~~

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(i) Each ballot shall be sealed in an envelope marked "ballot", which shall be enclosed in an outer envelope bearing the name and address of the voter in the upper left hand corner.

(j) The Tellers, appointed by the President, shall:

- 1. Verify membership and tabulate the votes, and
- 2. Compile a report of all votes received.

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(k) The President, First Vice-President, Second Vice President, Secretary and Treasurer, will be declared elected at the **last general membership meeting in the even years** ~~annual meetings~~. Election of officers ~~and Board of~~

~~Directors~~ shall be held in the odd numbered years beginning in the year 2001 ~~and begin office in the even number year starting 2002~~.

## ARTICLE VII

### MEETINGS

**Section 1** ~~A schedule of general membership meetings will be announced for the proceeding year at each end of year general membership meeting.~~

**Section 2** ~~The last meeting of each calendar year will occur in December annual meeting of the Association shall be held in December with date, time and place decided upon by the Board of Directors and announced before the close of the previous calendar year.~~

**Section 2 (3)** ~~The general membership meetings of the Association shall be held **minimally three times a year with the last one occurring in December whereas in even numbered years, the installation of officers and board of directors will occur.** bimonthly with the exception of the recessed months of July and August at the date, time and place decided upon by the Board of Directors. If such a day should be effected by a legal or religious holiday, the Board shall decide upon the date, time and place of meeting.~~

**Section 3** Special meetings of the Association may be called by the President, and shall be called by the President upon a majority vote of the Board of directors or upon written request of five percent (5%) of the members. Notice of special meetings shall be announced at least five (5) days in advance of the meeting.

### Section 4

(a) ~~The president or a Vice-President and **ten (10)** twenty five (25) members shall constitute a quorum at any regular meeting of this association.~~

(b) Two officers and five percent (5%) of the membership shall constitute a quorum at any special meeting

## ARTICLE VIII

### BOARD OF DIRECTORS

**Section 1** The officers of this Association and the elected directors shall constitute the Board of Directors.

**Section 2** Regular meetings of the Board of Directors shall be held at such time and place as decided by the Board of Directors.

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Section 3

- (a) Special meetings of the Board of Directors may be called by the President with at least three (3) days notice to each member prior to the meeting.
- (b) Special meetings shall be called, in like manner, by the President upon written request of four (4) members of the Board.

Section 4

A majority of the Board of Directors, including the President or a Vice-president, shall constitute a quorum at any meeting of the Board of Directors.

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Section 5

If any member of the Board of Directors is **not present for more than one third of** ~~absent from three (3) regular board or membership~~ meetings in the year, ~~unless excused by the Board of Directors,~~ the office shall automatically become vacant and shall be filled as determined by the Board of Directors.

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Section 6

No paid employee of District Five shall serve on the Board of Directors or on any policy making committee.

Section 7

The Board of Directors shall:

- (a) Transact the general business of the Association,
- (b) Report to the membership the business transacted between meetings,
- (c) Provide for such work of the officers and committees as may be deemed expedient; provide proper care of the materials, equipment, and funds of the Association for the payment of legitimate expense and for the annual auditing of all books of account,
- (d) Approve the appointment of all committees and authorize the appointment of special committees as the need arises,
- (e) Provide for the establishment and dissolution of councils, and
- (f) Have power to fill vacancies of the Board of Directors except those occurring in the office of the President, First Vice-president ~~and~~ Second Vice-president.

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Section 8

The Board of Directors shall not incur liability in excess of five hundred dollars (\$500.00) without the approval of the Association.

**ARTICLE IX**

**STANDING COMMITTEES**

Section 1

Standing Committees, except the Nominating Committee, shall be composed of members and appointed by the President with the approval of the Board of Directors and shall assume such duties as are assigned by the Board and specified in these Bylaws.

- (a) Standing committees shall report to the Board of Directors when requested and annual reports shall be published prior to the annual meeting.

- (b) Unexcused absence from two (2) consecutive meetings of a standing committee or special committee shall constitute a resignation and the vacancy shall be filled by the Board of Directors.

Section 2 The following standing committees, except the Nominating Committees, shall be appointed as soon as feasible after each annual meeting to serve until the next election or until their successors are appointed and shall consist of at least three (3) members:

- (a) Committee on Bylaws
- (b) Committee on Finance
- (c) Committee on Legislation
- (d) Committee on Membership
- (e) Committee on *Heartbeat*
- (f) Committee on Program
- (g) Committee on Public Relations and Marketing
- (h) Committee on Ways and Means
- (i) Committee On Mentor/Mentee initiatives.

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Section 3 The Committee on Bylaws shall suggest, receive and prepare proposed amendments to the Bylaws of this Association. Such proposed amendments shall be submitted for action to the membership in accordance with the provisions for amendments in these Bylaws.

Section 4 The Committee on Finance shall have a chairman, with the Treasurer of this association being a member of the committee, The Committee shall prepare an annual budget for the approval of the Board of Directors at least two (2) months prior to the annual meeting, advise as to the expenditure of funds, and report the same to the Board of Directors.

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Section 5 The Committee on Legislation shall consist of at least three (3) members and shall assume such duties as assigned it by the Board of Directors.

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Section 6 The Committee on Membership shall consist of three (3) or more members. This committee shall study and evaluate matters pertaining to membership promotion, and develop and implement plans for retaining and increasing membership. Such plans and action shall be subject to the approval of the Board of Directors.

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Section 7 The Committee on Program shall plan educational and social programs for meetings to further the objectives and program of the Association, including the annual awards subject to the prior approval of the Board of Directors.

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Section 8 The Committee on *Heartbeat* shall consist of at least three (3) members who are responsible for publishing *Heartbeat*. *Heartbeat* is the professional and educational communication of District Five, Florida Nurses Association, Inc. The *Heartbeat* will be reviewed and approved by the President of this Association prior to publication/distribution.

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Section 9 The Committee on Public Relations and Marketing shall plan and promote a public relations program subject to the approval of the Board of Directors; inform nurses of the activities of nursing organizations that they may support, participate and benefit from such relationships; and inform and promote better understanding of nursing by the

public so it may make discriminating use of nursing services and support all efforts for improved health care. The primary means of communication by this committee will be the FNA, District 5 website [www.fna5.org](http://www.fna5.org). Posting of FNA District 5 information on the website will be approved by the President of this Association.

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Section 10

The Committee on Ways and Means shall consist of at least three (3) members whose duties shall be fund raising activities. All fund raising activities shall be subject to the prior approval of the Board of Directors.

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Section 11

The Committee on Mentor/ Mentee Initiatives shall consist of at least three (3) members whose duties shall be development and fostering of mentorship relations between practicing RNs and student nurses (RN program).

**ARTICLE X**

**REPRESENTATION**

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Section 1

Election of delegates and alternates to convention and special meetings of Florida Nurses Association, Inc. shall take place at least (20) days prior to the meetings.

Section 2

A complete list of members eligible and willing to serve as delegates to the Florida Nurses Convention shall be prepared by the Secretary. The list shall constitute the ballot for delegates and all delegates shall be elected by ballot.

Section 3

The number of delegates to be elected shall be as determined by Florida Nurses Association, Inc.

Section 4

The names of President, the Secretary, and the Treasurer of the Association shall appear on the ballot as delegates-at-large.

Section 5

The offices of the First Vice-president ~~and~~ Second Vice-president shall appear on the ballot as alternates-at-large. However, this does not prohibit the names of members holding these offices from appearing on the delegate ballot.

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Section 6

The number of nominees for delegates corresponding to the number of entitled delegates receiving the highest number of votes shall be declared elected. The remaining nominees for delegates shall be declared alternates and alternates shall become delegates in the order of votes received.

Section 7

A list of names and addresses of the delegates and alternates elected shall be sent by the Secretary of District 5 to the Secretary of the Florida Nurses Association, Inc. at least fifteen (15) days prior to convention or special meeting.

**ARTICLE XI**

**COUNCILS**

Section 1

There shall be Councils through which members may participate to improve their

professional practice and development, and to increase the impact of specialized practice. Councils are reportable to the President and accountable to the Board of Directors.

Section 2

Responsibilities:

- (a) Provide a forum for discussion of relevant issues and concerns,
- (b) Plan a program of continuing education,
- (c) Serve as a source for consultation and expertise,
- (d) Develop standards, positions, and policies for recommendation to the Board of Directors,
- (e) Promote adherence to approved standards of nursing practice through certification and other appropriate means,
- (f) Maintain communication with other councils on matters of mutual concern,
- (g) Assure that its policies are in accordance with those of Florida Nurses Association, Inc. and District Five, Florida Nurses Association, Inc.

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Section 3

Composition:

Each Council shall consist of members of District Five, Florida Nurses Association, Inc. who express an interest in the subject matter of the Council.

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Section 4

Establishment:

- (a) A Council may be established by the Board of Directors upon evidence that a need exists, that at least twenty (20) members wish to form a council, and
- (b) The members of the Council shall select their own Chairman.

Section 5

A council may be dissolved by the Board when there is evidence the need no longer exists.

**ARTICLE XII**

**STUDENT ORGANIZATION**

Provision shall be made for participation of nursing student organizations in the activities of this Association and members of the student organization may attend meetings of the Association.

**ARTICLE XIII**

**OFFICIAL PUBLICATION**

The Heartbeat is the official Publication of District 5.

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**ARTICLE XIV**

**PARLIAMENTARY AUTHORITY**

The rules contained in **Robert's Rules of Order Newly Revised** 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**

**HONORARY RECOGNITION**

Honorary recognition may be conferred by a unanimous vote at any annual meeting on a person who has rendered distinguished service or valuable assistance to the nursing profession, the name having been recommended by the Board of Directors. No more than one honorary recognition shall be conferred at any annual meeting.

**ARTICLE XVI**

**AMENDMENTS**

Section 1 These Bylaws may be amended at any **general membership meeting** ~~annual or regular meeting~~ **upon notice via the Heartbeat and website www.fna5.org** by a two-thirds (2/3) vote of the members present and voting provided notice of the amendment has been given at the previous meeting.

~~Section 2 These Bylaws may be amended without previous notice at any annual meeting by a unanimous vote of the members present and voting.~~

Section ~~2~~ **23** A ballot shall be used for amendments relating to change in dues.

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¶ PARLIAMENTARY AUTHORITY¶  
¶  
The rules contained in **Robert's Rules of Order Newly Revised** shall govern meetings of this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.¶  
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**ARTICLE XVII**

**DISSOLUTION OF CORPORATION**

In the event of the dissolution of this non-profit corporation, the assets, after all debts are paid, shall be distributed in any one of the following ways:

- (a) In the event that all the members of the dissolved district join another district, the balance of funds shall go to the operating fund of that district.
- (b) In the event the members of the district dissolved join more than one district, the funds shall be divided proportionally among the districts involved.
- (c) In the event the members do not join any district the remaining funds will be given to Nurses Charitable Trust, District Five, FNA Inc.
- (d) Within sixty (60) days after the district has been dissolved a final report shall be sent to the Florida Nurses Association, Inc. by the President and/or the Treasurer of the dissolved district indicating what disposition has been made of the funds.

(e) This disposition of the funds shall be within the meaning of Section 501 (c)(30) of the Internal Revenue Code now in force or afterward amended.

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