

# **CALIFORNIA NURSES ASSOCIATION**

**2020-2023  
PHILOSOPHY  
MISSION STATEMENT  
BYLAWS  
STANDING RULES**



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**TABLE OF CONTENTS**

Philosophy .....3  
Mission Statement .....3

**PART I: BYLAWS**

Article I Title and Relationships.....4  
Article II Purposes, Objectives and Affiliations.....4  
Article III Membership and Dues .....7  
Article IV Titled Officers .....11  
Article V Directors .....14  
Article VI Board of Directors .....16  
Article VII Association Committees .....21  
Article VIII Commissions.....25  
Article IX Regions .....27  
Article X Regional Organization .....29  
Article XI Convention .....29  
Article XII Ballot Preparation and Election Process .....31  
Article XIII Finance.....34  
Article XIV Dissolution of CNA.....35  
Article XV Amendments .....35  
Article XVI Parliamentary Authority .....35

**PART II: STANDING RULES .....36**

## PHILOSOPHY OF THE CALIFORNIA NURSES ASSOCIATION

We, the professional nurses and patient advocates who are members of the California Nurses Association, believe that we must assume responsible leadership in our community, and in our field, and that we must work together and with other organizations to the end that all people may have the best possible nursing care and health protection. We further believe that we have a responsibility to work actively through our professional organizations – regional, state, national, and international – to promote the professional and educational advancement and welfare of professional nurses and to foster high standards of nursing practice.

## MISSION STATEMENT

The Organizational mission of the California Nurses Association is:

To promote, advance, and ensure safe, therapeutic and effective health care for all.

To ensure that the registered nurse remains the direct care provider in all practice settings through collective bargaining, nursing practice enforcement, legislation, regulation, and nursing education.

To promote the involvement of every CNA member in leadership, representation, development and empowerment of nurses in professional, employment, political and community arenas.

To unify registered nurses by building a strong national union to protect and enhance the practice and working conditions of registered nurses.

Adopted by House of Delegates  
1995 CNA Convention, Oakland

Amended by Convention  
2017, San Francisco, CA

## PART I

### THE CALIFORNIA NURSES ASSOCIATION BYLAWS

#### ARTICLE I

##### Title and Relationships

The name of this association shall be the CALIFORNIA NURSES ASSOCIATION, hereinafter called CNA, which also does business by its other property registered names National Nurses Organizing Committee (NNOC) and National Nurses Union (NNU), or other names as approved by the Board of Directors. The CNA is an independent nurses' association dedicated to organizing and representing the interests of registered nurses, and protecting and advocating for patients and health care consumers on a state, national and international basis in conjunction with other nurses' and health care associations and unions, other health care professionals, health advocacy organizations, and other organizations engaged in compatible social and economic justice program activities.

#### ARTICLE II

##### Purposes, Objectives and Affiliations

###### Section 1. Purpose

The purpose of the CNA 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 better health care services. These purposes shall be unrestricted by considerations of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

###### Section 2. Objectives

The objectives of CNA shall include the following:

- A. To establish and promote the implementation of standards of nursing practice, nursing education, and nursing services, as defined by CNA.
- B. To encourage members to adhere to the ethical obligation of patient advocates.
- C. To promote and protect the economic and general welfare of nurses.
- D. To continually review and clarify the role of the nurse in the delivery of healthcare services.
- E. To interpret the aims of the various educational programs and career opportunities in nursing to nurses, prospective nurses, and the public.
- F. To identify the educational needs of practitioners and to work with appropriate groups to provide programs to ensure currency of practice.
- G. To recruit and involve nursing students in education and patient advocacy activities.

- H. To initiate legislation and proposals for governmental regulations and take stands supporting or opposing those which affect the health of the people of the state, nursing, or nurses.
- I. To speak for the nursing profession in relationships with professional, community, and governmental groups, and with the public.
- J. To provide for representation of registered nursing interests statewide, nationally and internationally and to present policies and positions on issues that may have statewide, nationwide or international implications.
- K. CNA recognizes the importance of a code for registered nurses that will foster high standards of nursing practice and promote quality patient care. The CNA Code for Registered Nurses reflects the principles inherent in the Florence Nightingale Pledge.
  - 1. The nurse participates in the profession's efforts to implement and further the nurse's role of patient and consumer advocate;
  - 2. The nurse provides services with respect for human dignity and the uniqueness of the patient unrestricted by considerations of social or economic status, nature of health problems, age, color, creed, disability, gender, lifestyle, nationality, race, religion, or sexual orientation;
  - 3. The nurse safeguards the patient's right to privacy by judiciously protecting information of a confidential nature;
  - 4. The nurse acts to safeguard the patient and the public when health care and safety are affected by the incompetent, unethical, illegal or inappropriate practice of any person;
  - 5. The nurse assumes responsibility and accountability for individual nursing judgments and actions;
  - 6. The nurse assumes responsibility and accountability for competent and appropriate performance of the RN Duty of Patient Advocacy, acting in the exclusive interests of the patient, as the patient's advocate, by initiating action to improve health care or to change decisions or activities which are against the interests or wishes of the patient, as circumstances may require, and by disclosing information and providing patient education as necessary for informed patient decisions about health care before care is provided to the patient;
  - 7. The nurse recognizes the importance of collective patient advocacy to the public health and the integrity of professional nursing standards of care, and participates in necessary and appropriate actions and exercises of collective patient advocacy to protect the public health and safe patient care standards against erosion, restructuring, degradation, deregulation, and abolition by the large health care corporations, hospital chains, HMOs, insurance companies, pharmaceutical corporations, and other powerful

economic institutions and interests which today seek to control the availability, access, and quality of health care services for purposes of profit and surplus revenue generation against the interest of patients and health care consumers;

8. The nurse maintains clinical competence in nursing care and services which the nurse undertakes to provide to assigned patients;
9. The nurse exercises informed judgement and uses individual competence and qualifications as criteria in asking consultation, accepting responsibilities and assigning nursing activities based on the nurse's judgment;
10. The nurse participates in activities that contribute to the ongoing development of the profession's body of knowledge;
11. The nurse participates in the profession's efforts to implement and improve standards of nursing;
12. The nurse participates in the profession's effort to protect the public from misinformation and misrepresentation and to maintain the integrity of nursing;
13. The nurse collaborates with health care professionals, allied health care workers, health advocacy organizations, health care consumers, and other organizations engaged in compatible social and economic justice program activities, in protecting and promoting the advancement of human rights related to accessibility and quality of health care.

### Section 3. Affiliations

- A. To undertake affiliations with other compatible organizations or affiliate such organizations with CNA as determined by the CNA Board of Directors to be necessary and appropriate to accomplish organizational goals and objectives and on such terms and conditions as the Board determines. The nature and scope of an affiliation relationship approved by the Board and entered into by CNA will vary depending on the particular organization(s) under consideration, the specific organizational objectives CNA seeks to achieve through the affiliation, and the terms and conditions the Board deems necessary to CNA interests and rights in the event an affiliations undertaking fails. The following conditions and criteria are provided to govern the exercise of the Board's discretion in determining whether to proceed with an affiliation: In order to qualify for an affiliation relationship with CNA, an organization must have a mission, purposes and objectives consistent with those of CNA as determined by the Board of Directors.
- B. Organizations eligible for an affiliation relationship are nurses, other healthcare professional and health care worker associations and unions, health advocacy organizations, labor union federations and coalitions, and other organizations engaged in compatible social and economic justice program activities.
- C. An affiliation relationship shall not be approved without specific identification of:

- (1) organizational goals and objectives intended to be achieved or advanced by the affiliation;
  - (2) the particular program activities, events, circumstances, and/or conditions anticipated as providing the opportunity and basis for achieving identified objectives; and
  - (3) the method and frequency of periodic evaluation to determine the extent to which the goals of the affiliation are or will be achieved, and if not, whether the affiliation relationship shall be extended.
- D. No affiliation relationship shall be established or undertaken without execution by all parties of a written affiliation agreement ratified by the Board. An affiliation agreement must include explanation of:
- (1) the rights, responsibilities and interests of the parties to the agreement, including delineation of mutually agreed principles which serve as a pre-condition for affiliation and a standard for satisfactory performance and maintenance of the affiliation relationship.
  - (2) the financial terms and transactions required by the terms of the agreement
  - (3) the parties' respective responsibilities for managing operations, fulfilling legal responsibilities, or satisfying legal liabilities;
  - (4) a procedure for voluntary termination of the agreement; and
  - (5) a dispute resolution procedure.

### ARTICLE III Membership and Dues

#### Section 1. Membership

- A. The CNA shall consist of individual members and may include affiliated organizations.
- B. All members shall be nurses who have been granted a license to practice as registered nurses, except as noted in C, D and E below, in at least one state, territory, possession of the United States, or District of Columbia, and who do not have a license under revocation or under suspension from practice for professional misconduct in any state.
- C. Any individual who has completed a nursing education program that qualifies the applicant to take the examination for registered nurse licensure as a first-time writer may be a member.

- D. Renewal of membership shall be contingent upon having been granted R.N. licensure.
- E. Any non-RN organized as part of a CNA Collective Bargaining unit.
- F. Membership shall be unrestricted by consideration of age, color, creed, disability, gender, lifestyle, nationality, race, religion, or sexual orientation.

Section 2. Member Rights and Obligations

- A. All members in good standing, regardless of dues classification, shall have all membership privileges, except as otherwise stated in these bylaws, or for special members as determined by the CNA Board of Directors.
  - 1. They may vote.
  - 2. They shall receive the official CNA periodical publications.
  - 3. They may attend the CNA Convention and other unrestricted activities.
  - 4. They may serve as delegates to the CNA Convention.
  - 5. They may serve in any CNA elected or appointive position if so qualified and selected.
- B. All members shall abide by the bylaws and standing rules of this Association.
- C.
  - 1. A member of CNA shall be dropped from the membership rolls if such member fails to pay dues in the amount and within such time period as established by CNA procedure. No membership rights shall be withheld so long as dues are paid within the month in which they are owed.
  - 2. Unless otherwise provided, a Regular member who fails to pay dues shall be required to pay a finance charge of 1% (one percent) of the amount owed each month in addition to all arrearages in order to be reinstated as a member in good standing. An exception to this would be a layoff, serious illness, or any other special circumstance, which could be appealed to the Board of Directors.
- D. In the event a member engages in conduct which undermines the economic and professional security of her/his colleagues in a CNA-represented facility by actions contrary to democratic decisions and collective actions of her/his fellow nurses, the members at the facility shall have the authority to take appropriate corrective action to remedy the misconduct and prevent future misconduct, providing that such corrective action is recommended through a fair process which affords notice and opportunity to be heard and any corrective action recommended as a result of a local facility procedures may be appealed to the CNA Board for final determination.
- E. Upon resignation there shall be no dues refunded.



Section 3. Dues

- A. The amount of Regular dues for CNA shall be in compliance with law, and established by its members in good standing.
- B. The amount of dues for CNA shall be 2.2 times the individual members' base hourly rate per month. Dues shall not exceed a cap of \$116.27 per month, as modified in accordance with the Standing Rules.
- C. CNA dues support the following activities by CNA, germane to its representational functions and obligations as the representative of Registered Nurses with respect to, *inter alia*, the determination, ongoing protection, and future improvement of their conditions of work and professional practice including, without limitation, the following activities:
  - 1. establishing standards of quality patient care, patient advocacy, nursing practice, nursing education, and nursing services;
  - 2. promoting and protecting the economic and general welfare of nurses;
  - 3. promoting and supporting the government relations program as a means to secure and protect nursing and patient rights;
  - 4. providing for the professional and job development of nurses;
  - 5. ensuring an effective collective bargaining program for nurses;
  - 6. assuming an active and meaningful role as a patient and consumer advocate;
  - 7. protecting and promoting the advancement of human rights related to health care and nursing;
  - 8. establishing and strengthening relationships and associations through program activities, informal and formal affiliations with allied nurses' and health care associations and unions, other health care professionals, health advocacy organizations, and other organizations engaged in compatible social and economic justice program activities.
- D. On an annual basis from each dues paying member, \$6.00 will be used as a pooled fund for the Convention and \$18.00 will be used for funding member mobilization and involvement activities at the regional and local levels germane to CNA's representational functions and obligations as an exclusive representative of registered nurses. The allocation of funds and qualification of regional and local member mobilization and involvement activities for funding shall be made according to criteria and policies established by the CNA Board.

- E. The membership period shall be initiated when the check is received by CNA, and the expiration date shall be the last day of the month.
- F. CNA dues shall be levied on a two-tier system:
  - 1. Regular membership shall be applicable to members represented by CNA collective bargaining. An amount equivalent to three and one-half (3-1/2) percent of CNA dues per regular member shall be set aside as a supportive fund for striking CNA members in CNA contract hospitals and/or reimbursement for expenses or loss of wages incurred by CNA members who serve on CNA negotiating teams; administration of the fund shall be by policies and procedures as established by the CNA Board, consistent with CNA policies and applicable laws.
  - 2. Associate membership dues, as determined by the Board shall be applicable to all other members in California.
- G. An amount equivalent to one and three tenths (1.3) percent of Regular dues shall be set aside from each member's dues and shall be deposited in the CNA Political Action Committee (CNA-PAC) Fund, unless individual members elect to have the funds go into the General Fund.
- H. Reduced CNA dues:
  - 1. A member who is a) sixty-two (62) years of age and over who is not employed; or, b) totally disabled is eligible for Retiree membership and may elect to pay Retiree dues in an amount determined by the CNA Board of Directors, not to exceed twenty-five (25) percent of regular dues.
  - 2. A Regular member who was paid on the basis of twelve (12) hours per week or fewer shall pay fifty (50) percent of full dues.
  - 3. Upon written request from the member, dues will be adjusted to reflect a change in membership status.
  - 4. Any member eligible for the reduced dues category may elect to pay the full regular or Associate CNA dues.
  - 5. National Associates shall not have membership rights in CNA, and shall receive CNA publications and be eligible to attend CNA meetings per the rules established by the CNA Board of Directors. National Associate dues shall be established by the CNA Board of Directors, and shall not exceed twenty-five (25) percent of Regular dues.
- I. Upon recommendation of the Board of Directors, the Convention may, by a two-thirds (2/3) vote, assess each member an amount not to exceed ten (10) percent of the annual

dues. A statement of the purposes and need for such a fund, together with a proposed budget for its expenditure, shall accompany the recommendation.

#### ARTICLE IV Titled Officers

##### Section 1. Titled Officers

- A. Titled officers. The titled officers of CNA shall be four (4) Members of the CNA Council of Presidents, each of whom shall hold the Titles and bear the responsibilities of CNA President and Member of the Council of Presidents, and a Secretary, and a Treasurer.
- B. Council of Presidents – Purposes. The Council of Presidents was created to meet the demands on elected staff nurse leadership of CNA presented in part by the significant growth in membership resulting from successful organizing, the expanded scope and complexity of CNA operations required to fulfill representational responsibilities, and the high public profile CNA now commands as a result of its leadership, commitment and direct actions in support of an activist patient and health care consumer protection agenda.
- C. Change in Leadership Model. The Presidents’ Council reflects an important change in leadership structure and cultural orientation, establishing a new model of collective leadership intended to increase the organization’s capability for rapid response and accountable decision making across the national scope of current CNA operations and obtaining the efficiencies and quality of critical analysis offered by disciplined group decision making based on competent investigation, meaningful assessment of available options, and timely execution of plans for action. Collective attention and determination of difficult policy and operational issues confronting CNA will greatly improve accountability to members and perceived integrity of CNA decision making processes. If successful as anticipated, this new model of collective leadership is expected to attract significant interest throughout the organization, resulting in conversion from individual, often isolated decision making practices to various methods of collective decision-making, with or without formal organizational changes.
- D. Council of Presidents – Formal Election. Consistent with the purpose of establishing collective leadership as a fundamental organizational value and method of operation, candidates for election to the Council of Presidents must run for office as a member of a four member slate running collectively for the office of Council of Presidents. The “candidate” for election will be a complete slate of four members. Ballots will reflect the identity of each of the four slate participants, but members will vote only on slates as a whole and not on the election of individual members of a candidate slate.

Section 2. Eligibility

- A. In order to be a candidate for a titled office in this Association, a candidate shall be a CNA member at the time of nomination and for two (2) years immediately preceding declaration of election. Or, a CNA member at the time of nomination, and in good standing for a continuous two (2) years as a member of CNA and/or a predecessor union that has affiliated with CNA.
- B. An employee of this Association is eligible to be a candidate contingent upon resignation from the staff position when candidacy is declared.
- C. Supervisors of CNA-represented nurses, or management personnel of employers of CNA represented nurses, who have an inherent conflict of interest with the interests and duties of patient advocacy of staff nurses represented by CNA, as determined under applicable labor laws and/or the application, custom and practices under CNA collective bargaining agreements, shall not be eligible to be a candidate for, or elected to, or serve as a titled officer.

Section 3. Term of Office

- A. Officers shall serve for a term of three (3) years beginning with the adjournment of the CNA Convention at which they are elected and ending with the election of their successors.
- B. Officers shall assume office at the final adjournment of the Convention during which their elections shall have been declared.
- C. An officer who has served more than one-half (1/2) a term is considered to have served a full term in that office.

Section 4. Vacancies

- A. Officers shall serve for a term of three (3) years beginning with the adjournment of the CNA Convention at which they are elected and ending with the election of their successors.
- B. Any vacancy in an elective office which is apparent at the time of the Convention shall be filled by election in the Convention. If a vacancy occurs during the three (3) year period between Conventions, it shall be filled as stated in B or C of this section.
- B. A vacancy in one or more of the offices of Member of the Council of Presidents, Secretary and Treasurer shall be filled by Board appointments for the remainder of the term with a two-thirds (2/3) vote. In making these appointments, the Board shall first consider current members of the Board.

Section 5. Duties of Titled Officers

A. Each officer shall:

1. Perform such duties as are specified in the CNA bylaws, standing rules, parliamentary authority, Rules of Procedure, and by the CNA Board;
2. Submit a report in writing for publication in the REPORT TO THE CONVENTION; and,
3. Within thirty (30) days of completion of the term of office, surrender to the new president or the designee Council of Presidents all properties in his/her possession pertaining to the respective office.

B. The Members of the Council of Presidents shall collectively be responsible for performing the duties and functions formerly assigned in these Bylaws to the Offices of President and Vice-President. They shall be collectively responsible for allocating among themselves responsibility for performing various duties, functions, and tasks formerly assigned separately to the CNA President and Vice-President, as well as other duties assigned by the Board on its own initiative or upon the recommendation of the Council of Presidents. Duties shall be allocated among the Members of the Council in a manner calculated to ensure competent performance in the exclusive interests of the members. The responsibilities of the Council of Presidents shall include the following:

1. Serve as Chair and preside at meetings of the CNA Board and the Executive Committee, and have the option of delegating the responsibility of presiding at the Convention;
2. Serve as an ex-officio member of all committees (except the Ballot Committee) and commissions;
3. Serve as chairperson of the California Nurses' Foundation; and
4. Whenever CNA is required by law, or other legal obligation, or if necessary for the orderly and efficient conduct of its operations, to designate an individually named officer to execute documents, authorize transactions or activities, serve as an official spokesperson, perform or participate in official functions as the "president" or "chief elected official" of CNA, or otherwise serve as an agent with executive authority for the organization, the Council of Presidents shall collectively determine and assign among themselves, specific individual responsibility for performing such duty or duties. The creation and existence of the Council of Presidents is not intended and shall not be construed as in conflict or violation of any law, regulation, contractual duty, binding custom or practice, or obligation of any kind whatsoever; rather, the operation and practices of the Council shall accommodate and be applied so as to properly satisfy any such requirements or obligations.

5. Each and every Member of the Council of Presidents shall have and exercise the authority, right, and responsibility to perform any of the functions or duties of the Council as described herein, or as otherwise assigned. The allocation and specific assignment of duties and functions among Members of the Council shall be the responsibility of the Council, subject to the advice, guidance and ultimate authority of the Board.
- C. Secretary. The Secretary shall be responsible for the following duties and shall perform such other tasks and functions as assigned by the Board and/or the Council of Presidents:
1. Assume the keeping of the minutes of all proceedings of the CNA Board, the Executive Committee, and the Convention;
  2. Cooperate with the Executive Director to fulfill such secretarial duties as designated by the CNA Board;
  3. Serve as chairperson of the Appointments Committee.
- D. Treasurer. The Treasurer shall be responsible for the following duties and shall perform such other tasks and functions as assigned by the Board and/or the Council of Presidents:
1. Present and interpret a statement of the conditions of the finances of CNA at the regular meetings of the CNA Board;
  2. Present a written report of the condition of the finances for publication at the time of the Convention;
  3. Serve as chair of the Finance Committee; and
  4. Cooperate with the Executive Director and financial consultants to fulfill such monetary responsibilities as designated by the CNA Board.

## ARTICLE V Directors

### Section 1. Number of Directors

The number of directors on the Board from each region will be based on the facility based sub groupings within the region. Each director shall be a member of the region they represent. Directors shall be elected by the membership of the region.

Section 2. Term of Office

- A. Directors shall serve a term of three (3) years or until their successors are elected.
- B. Directors shall assume office at the final adjournment of the Convention during which their election was declared.

Section 3. Eligibility

- A. Each director shall have been a member of CNA for at least one (1) year immediately preceding declaration of election and shall reside, or be employed, within the region they represent during their term of office. Or, a CNA member at the time of nomination, and in good standing for at least (1) year as a member of CNA and/or a predecessor union that has affiliated with CNA.
- B. An employee of this Association is eligible to be a candidate contingent upon resignation from the staff position when candidacy is declared.
- C. Supervisors of CNA-represented nurses, or management personnel of employers who employ CNA-represented nurses, who have an inherent conflict of interest with the interests and duties of patient advocacy of staff nurses represented by CNA, as determined under applicable labor laws and/or the application, custom and practices under CNA collective bargaining agreements, shall not be eligible to be a candidate for, or elected to, or serve as a director.

Section 4. Vacancies

A vacancy in a directorship will be filled by a two-thirds (2/3) vote of the Board of Directors of the region in which the vacancy exists, subject to confirmation, by a two-thirds (2/3) vote of the CNA Board of Directors.

Section 5. Duties of Directors

- A. Directors shall function as members of the CNA Board, representing the total CNA membership carrying out the duties as described in Article VI, Section 4, of these bylaws.
- B. Directors shall be responsible for reporting to the regions of which they are a member in a manner determined by the region and reporting to the CNA Board issues and concerns of the region membership.

ARTICLE VI  
BOARD OF DIRECTORS

Section 1. Composition

- A. There shall be a CNA Board consisting of the titled officers and the Directors.
- B. The executive director and appropriate staff shall serve in an advisory capacity without vote.

Section 2. Meetings

A. Frequency

- 1. The CNA Board shall hold at least four (4) regular meetings annually at the call of the Council of Presidents.
- 2. Special meetings of the CNA Board may be called by the president clinical sessions; Council of Presidents or by a majority of the CNA Board upon receipt of written request in the administrative office.
- 3. Board meetings, unless otherwise designated, are open to the membership.

B. Quorum

- 1. The CNA Board shall formulate and maintain Rules of Procedure to govern its operation and the operation of those under its supervision.
- 2. Business of CNA that in the opinion of the Council of Presidents requires immediate actions of the total CNA Board may be conducted by mail, including electronic mail, or telephone between regular Board meetings. Any such action must be subject to ratification at the next regular meeting.

Section 3. Powers and Duties

A. Powers

The CNA Board shall conduct the business of CNA, control its property, and exercise the corporate powers and fiduciary responsibilities of CNA in the interim between the Convention meetings of CNA, as designated by the Convention and in these bylaws and standing as required by law.

B. Duties



1. General Duties

The CNA Board shall;

- a. Establish and cause to be executed policies governing the affairs of CNA based on directives established by the Convention and in CNA bylaws;
- b. Provide for employment standards for CNA staff in keeping with the objectives, programs, and resources of CNA;
- c. Provide for and maintain a CNA administrative office as the center of CNA activities and establish other offices if deemed necessary to the progress and best interest of CNA;
- d. Provide for the integration of activities within the Association;
- e. Be responsible for assisting the regions in implementing the responsibilities set forth in Article IX, section 4.B.1 and 4.B.2;
- f. Be responsible for authorizing the formation of special committees or other groups interested in implementing the objectives of CNA;
- g. Provide for dissemination of information relevant to nursing or concerning CNA to all CNA members and others deemed appropriate;
- h. Select a depository for funds and securities and authorize investment of and disposition of such funds and securities;
- i. Authorize any monetary contributions by the association to individuals or organizations, provided that such contributions shall be reasonably related to the advancement of the nursing profession;
- j. Bond appropriate members and staff of CNA;
- k. Determine date and place of Convention meetings and clinical sessions;
- l. Review recommendations and determine registration fees for CNA clinical sessions and Convention adjunct functions;
- m. Determine all CNA policy positions and stands before official announcement is made;
- n. Administer CNA-Political Action Committee (CNA-PAC) Fund;
- o. The Board of Directors is authorized to establish a special category or categories of membership in the Association in order to reach out to nurses and student nurses who are not currently members of the

Association. The rights and responsibilities of special members will be determined by the CNA Board of Directors. The establishment of a new member category or categories shall be for purposes germane to CNA's representational functions and obligations as the representative of Registered Nurses with respect, inter alia, to the determination, ongoing protection and future improvement of their conditions of work and professional practice.

- p. Constitute the membership of the California Nurses Foundation and function in that capacity as specified in the bylaws of the California Nurses Foundation.
- q. Establish criteria for the formation of Local Units and the development of an appropriate structure for such units. A Local Unit consists of all CNA collective bargaining members at a contract facility.
- r. Designate instances where CNA may represent non registered nurses in bargaining units.

## 2. Appointments

The CNA Board shall:

- a. Appoint an executive director and provide a written contract, which establishes compensation and defines scope of responsibility and accountability
- b. Make appointments and fill any vacancy on the CNA Board, committees, or other component groups as directed by these bylaws.
- c. Recommend nominees to the Governors of the states in which members are represented and to the legislative and governmental bodies for appointment to public committees and boards; and,
- d. Appoint CNA representatives for meeting with allied health organizations and groups.

## 3. Reports and Accountability

The CNA Board shall:

- a. Report the audited financial statements at least annually to the membership; and,
- b. Report to and be accountable to the CNA membership at each Convention regarding business transacted by the CNA Board during the preceding three (3) years, including financial statement of the previous

three (3) years and proposed program priorities for the ensuing three (3) years. (See Article XIII – Finance).

4. Removal from Office

a. Conditions

The CNA Board, by a two-thirds (2/3) ballot vote with a quorum voting, may suspend a CNA elective officer, committee member, nurse representative, chief nurse representative, regional officer, commissioner, or any other elected or appointed representative of CNA under the following conditions:

- (1) Such a person has been absent from two (2) consecutive meetings within one (1) three (3) year period between Conventions without just cause; or if
- (2) Such a person is unable to perform the duties of the office; or if
- (3) Such a person is in violation of the bylaws or standing rules or direction of the Convention; or if
- (4) Such a person is fiscally malfeasant.

b. Replacement

The CNA Board may appoint a replacement to serve temporarily, except as provided in Article IV, Section 4.

c. Procedure for removal

Following suspension by the CNA Board as above provided:

- (1) The person shall be given sixty (60) days written notice of the proposed removal and this notice shall contain specific reasons for this action;
- (2) If the person does not reply to the notice of removal, the CNA Board may, sixty (60) days after such request is made, declare the office vacant by a two-thirds (2/3) vote, a quorum voting; and,
- (3) If the removal is challenged, the person shall be afforded a full and fair hearing.

Section 4. Executive Committee

A. Composition

1. The Executive Committee of the CNA Board shall be composed of six (6) titled officers of CNA and a number of directors elected to the Executive Committee by the CNA Board to equal 1/3 of the total Board.
2. The executive director or designee shall serve in an advisory capacity to the Executive Committee without vote.

B. Meetings

Meetings will be held monthly between regular Board meetings and at the call of the Council of Presidents. Business may also be conducted by telephone or mail, including electronic mail should immediate action be necessary.

C. Quorum

A majority of the Executive Committee shall constitute a quorum, provided one of those present is a Member of the Council of Presidents.

B. Powers and Duties

Between CNA Board meetings, the Executive Committee shall have the power to make interim decisions on Association business with the limitation that the Executive Committee cannot rescind or make substantive changes on any action of the CNA Board or Convention. In addition, the Executive Committee may have the following duties:

1. Give direction and act as a consultant group to the Council of Presidents and the administrative staff between CNA Board meetings, interpreting policy of the Convention and the CNA Board;
2. Give direction to administrative staff for decision-making on issues that require prompt action;
3. Serve in advisory capacity to the Council of Presidents on emergency situations that cannot wait for the next CNA Board meeting or a special Board meeting, especially if no policy has been established; and,
4. Review and approve the record of actions of the preceding Convention.

E. Accountability

The Executive Committee shall report to the CNA Board at each meeting and in addition, provide a written report to every CNA Board member on emergency decisions or actions as soon as possible after action is taken.

Section 5. Board Committees

A. The CNA Board shall maintain the Appointments Committee, and may establish special committees as deemed necessary.

1. Appointments Committee

a. Composition

- (1) The Committee shall be composed of no fewer than four (4) CNA Board members, one of whom shall be the secretary.
- (2) The Secretary shall serve as the chairperson of this committee.

b. Functions

- (1) To solicit information and consents-to-serve as needed from the membership.
- (2) To recommend appointments based on established criteria.
- (3) To recommend to the Board appointments to CNA committees and representatives to other organizations that are directly responsible to the Board.
- (4) To review and update the Appointments Committee manual.

B. Meetings

1. The first meeting of Board committees shall be called by the chairperson as needed or directed by the CNA Board.

C. Term of Office and Vacancies

1. All members of Board committees shall serve at the discretion of the Board not to exceed three (3) years or until their successors have been appointed.
2. Vacancies shall be filled by CNA Board appointment.

D. Accountability

The CNA Board shall maintain, give direction to, and receive reports of Board committees. These reports are subject to CNA Board approval.

ARTICLE VII  
Association Committees

Section 1. Association Committees

A. Association standing committees shall be:

1. Ballot
2. Bylaws
3. Finance

B. Association Special Committees

Special committees of CNA may be created by the Convention. Membership of these committees may be specified in the same action or may be appointed by the CNA Board from suggestions from the Appointments Committee.

Section 2. Membership of Association Committees

A. Selection of Members

1. The Council of Presidents shall request suggestions for potential CNA appointments
2. The Council of Presidents shall then direct the Appointments Committee to make recommendations to the CNA Board for chairperson of the Bylaws Committee and membership of all association committees except as otherwise provided in these bylaws or by the Convention.
3. The CNA Board shall then act upon such recommendations

B. Number of Members

All Association standing committee members shall be composed of at least five (5) members except as changed by the Convention.

C. Term of Office, Vacancies, and Removal

Association standing committee members shall serve not to exceed two (2) terms or until their successors are appointed. Vacancies shall be filled by the CNA Board. After absence without just cause, as determined by the CNA Board, from two (2) consecutive meetings or failure to carry out directions and instructions of the bylaws, standing rules, or Convention, the CNA Board may send written notice of suspension and appoint a temporary replacement.

D. Ex-Officio Members and Courtesy Seats

1. Each Member of the Council of Presidents shall be an ex-officio member of all Association committees except the Ballot Committee.

### Section 3. Conduct of Business in Association Committees

#### A. Meetings

1. Association standing committees shall meet at least once during each three (3) year period between conventions. Further business may be conducted by mail if necessary and prudent.
2. A Member of the Council of Presidents or their representative shall call the first meeting of each committee. Such call shall be made after consultation with the committee. All subsequent meetings shall be at the call of the respective chairperson, or by the Council of Presidents at the request of two (2) committee members.

#### B. Quorum

A majority of the members of a committee shall be present for the conduct of business, thus constituting a quorum.

#### C. Sub-Committees

Committees may appoint sub-committees without Board approval as long as additional financial obligations are not incurred. If funding will be necessary, CNA Board approval must be obtained. Such sub-committees must be chaired by a member of the appointing committee.

#### D. Accountability and Reports

Association committees shall be directly responsible to the Convention and to the CNA Board in the interim between Convention meetings for carrying out the directions of the Convention, abiding by the bylaws and standing rules, and for submitting written reports at each Board meeting.

### Section 4. Duties of Association Committees

#### A. The Bylaws Committee shall

1. Follow any directions to the committee from the Convention regarding amendments or revision of CNA bylaws.
2. Prepare amendments to the CNA bylaws.

The committee shall:

- a. Publish notification for CNA component groups to submit written suggestions for amendments to the CNA bylaws to be proposed at the coming CNA Convention. Such notice shall appear in the CNA's official periodical prior to the Convention;
  - b. Receive such written proposals from members and from other CNA groups;
  - c. Review all proposed amendments to the CNA bylaws and standing rules, checking for possible inconsistencies or conflicts of intent with bylaws;
  - d. Initiate appropriate amendments to CNA bylaws and standing rules as may seem prudent;
  - e. Submit such proposals which are for presentation to the Convention to the CNA Board, CNA legal counsel, and CNA parliamentarian for review to be returned to committee within thirty (30) days;
  - f. Communicate questionable proposals for review by CNA Board and respond in writing to authors of proposals;
  - g. Summarize all proposals received in the REPORT TO THE CONVENTION;
  - h. After consideration, prepare for publication and presentation at the CONVENTION;
  - i. Submit to the CNA Board for its review any proposed amendments not approved by the committee. If, in the judgment of the Board, the proposed amendment should be submitted to the Convention, the amendment shall be prepared for publication and presentation at the Convention.
3. Review of region bylaws:
- a. Review all proposed bylaws and standing rules of regions and amendments to regional bylaws; check such bylaws and standing rules and advise the region regarding conflict of intent with CNA bylaws; and,
  - b. Provide bylaws consultation upon request for regions and members.
  - c. Regions have the option of not having separate region bylaws and function solely under CNA bylaws.



B. Finance Committee

1. The Finance Committee shall be composed of up to eleven (11) members as follows:
  - a. One or more Member of the Council of Presidents.
  - b. The Treasurer, who shall be the chairperson; and
  - c. Six (6) CNA Board members appointed by the Board.
  - d. In the event of a vacancy, a replacement shall be appointed by the Board.
2. The Finance Committee shall have responsibility for:
  - a. Advising the CNA Board and other CNA groups regarding financial matters and feasibility of funding for expenditures, elicit projected budget needs from Department Heads and various CNA Committee Chairs;
  - b. Supervising the preparation of an annual operating budget which reflects the program priorities adopted by the Convention for the ensuing three (3) years; such operating budget is subject to approval of the CNA Board;
  - c. Supervising preparation of a resume of expenditures as related to program priorities for the concluding three (3) years; and,
  - d. Preparing for Board consideration a proposal of program priorities for the coming three (3) years based on anticipated funds; such finalized proposal to be presented to the Convention by the CNA Board.

C. Ballot Committee

See Article XIII – Ballot Preparation and Election Process of these bylaws.

Article VIII  
Commissions

Section 1. Association Commissions

The CNA Commissions shall be:

- A. Joint Nursing Practice

Section 2. Definition

Commissions are groups of elected members responsible for advancing the profession of nursing through activities related to their areas of concern.

### Section 3. Responsibilities

- A. Commissions shall be responsible to the Convention, and between sessions of the Convention, to the CNA Board for carrying out the directions of the Convention and abiding by the CNA bylaws.
- B. Commissions shall collaborate with other commissions to promote the professional, educational, economic advancement, and government relations/political action education of nurses.
- C. Commissions shall submit written reports at each of the CNA Board and Convention meetings
- D. Commissions shall review, adopt and facilitate implementation of professionally recognized Standards of Practice.
- E. Each commission shall be responsible for developing and implementing activities within its area of concern.
- F. Each commission shall submit to the CNA Finance Committee proposals for budgeting based on the projected activities of the commission.
- G. Commissioners shall be responsible for reporting to their regional board, and reporting to the commissions issues and concerns of the membership.
- H. Commissions shall take a stand on pertinent issues and present the commission's position to the CNA Board.

### Section 4. Membership of Commissions

#### A. Composition

- 1. Each commission shall be composed of one (1) member from each region who shall, where possible as defined by individual regions, reside or be employed within that region during their term of office, except as otherwise provided in these bylaws.
- 2. a. Each commissioner shall be a member of CNA who has been active in the area of the commission's concern, eligible to be employed in the field, when applicable, and who meets other qualifications as established in these bylaws.

- b. Each region will elect one commissioner for the JNPC. There will be three (3) at-large positions on the JNPC, Nurse Practitioner/Clinical Nurse Specialist, Nursing Educator and Public Health Nurse.

B. Election of Members, Term of Office, Vacancies, and Removal

- 1. Commissioners shall be elected as in Article XIII, Section 3, of these bylaws, for three (3) year terms.
- 2. a. Vacancies shall be filled by regional boards. Regional boards may also appoint interim replacements when the Commissioner is unable to attend a meeting.  
b. An individual filling a vacancy for more than half a term shall be considered to have served a full term.
- 3. Absence of a commissioner from two (2) consecutive meetings shall constitute a vacancy.
- 4. An employee of this Association is eligible to be a candidate contingent upon resignation from the staff position when candidacy is declared.

C. Officers

Officers shall be elected at the first meeting of the new three (3) year term between Convention meetings.

Section 5. Conduct of Business

- A. The first meeting of each new three (3) year term shall be called by the CNA Council of Presidents or designee.
- B. Meetings shall be held at least four (4) times each year, with a quorum present. Further business may be conducted by mail or phone, provided that such action is ratified at the next regular meeting.
- C. A quorum shall be a majority of commissioners with at least one officer present.

ARTICLE IX  
Regions

Section 1. Definition

A region of CNA is a geographical grouping of CNA members based on CNA-represented facilities.

The principal purpose of the Regions is to establish and maintain an effective means of member communication and accountability by and between members and elected CNA leadership and administration in order to obtain immediate and effective response of member mobilization and involvement activities at the international, national, state, regional and local levels germane to CNA's representational functions and obligations as an exclusive representative of registered nurses.

Associate and retired members shall be members of a Region per the procedures established by the Board of Director's policy.

## Section 2. Qualifications for Regions

### A. Boundaries

1. Boundaries of a region shall be established by CNA Board action upon request of the Council of Presidents. The Council shall receive and review any request to establish a new Region of existing CNA members, or to alter or modify the geographical boundaries of an existing Region, or to establish a new Region in order to accommodate a newly-recognized regional organization and shall forward recommendations for action to the Board.
2. Changes in established boundaries common to two (2) or more regions shall result from requests for such change from all regions involved and shall be made by two-thirds (2/3) vote of the CNA Board.

- B. The approval of a new region shall require a two-thirds (2/3) vote of the CNA Board.

### C. Bylaws

Region bylaws or other organizational documents establishing the governance and operations of the Region shall conform and not conflict with the CNA bylaws.

## Section 3. Responsibilities

The regions shall:

- A. Comply with and carry out those responsibilities listed in the CNA bylaws, and standing rules, and governing documents;
- B. Provide specific responsibility and accountability to the membership and CNA Board for program activities to assist and support member mobilization and involvement at all levels of the organization;
- C. Provide organizational structure to enable free-flowing communications between members and the CNA Board of Directors;
- D. Submit to the CNA Board names of qualified potential candidates for CNA appointive positions;

- E. Submit to the CNA Ballot Committee, upon request, before the CNA elections, names of qualified potential candidates for CNA elective positions;
- F. Submit to the CNA Board copies of all region board or other governing body, and committee, minutes, financial reports and communications and such reports as may be required by the CNA bylaws, and standing rules, governing documents, or requested by the CNA Board and;
- G. Submit a report to the CNA Convention.

ARTICLE X  
Regional Organization

Section 1. Regional Board of Directors/Governing Body

A. Composition

- 1. The region shall have a governing body which shall include the member(s) of the CNA Board of Directors elected by that region, and a member leader from each facility in the geographic grouping that represents the region, and such other designated members as provided in regional bylaws or governing documents, or otherwise required or established by law, contract, or custom and practice.

B. Function

Conduct the business of the regional association as directed by the regional membership and the regional bylaws, for the principal purpose of maintaining an effective means of member communication and accountability by and between members and elected CNA leadership and Administration in order to obtain immediate and effective response of member mobilization and involvement activities at the regional and local levels germane to CNA's representational functions and obligations as an exclusive representative of registered nurses.

ARTICLE XI  
Convention

Section 1. Convention

The governing body of CNA shall be a Convention consisting of accredited delegates elected by secret ballot from each region and all members of the CNA Board. Each such member present in the Convention shall have one (1) vote. The Convention shall have the authority to direct the membership, officers, CNA Board of Directors, regional organizations, and affiliates (as appropriate and authorized by an affiliation agreement) in order to fulfill the purposes and objectives of CNA.

- A. A regular Convention meeting shall be held every three (3) years. Special Convention meetings may be called by either:
  - 1. The CNA Board; or,
  - 2. The Council of Presidents within thirty (30) days after receipt of written signed requests of not less than five (5) percent of the CNA membership from a majority of regions.
- B. All meetings will be held at a time and place specified by the CNA Board. Notices shall be mailed to all members at least sixty (60) days before the first day of a regular Convention meeting, or at least thirty (30) days before the first day of a special Convention meeting. Publication in the official CNA periodical may constitute such notice.

## Section 2. Delegates

Representation in the Convention shall be based on the number of members in each region. Delegates shall be elected for three (3) year terms by secret ballot election of CNA members in good standing in that region; the number of delegates allocated to each region is to be determined by the number of members in the region appearing on the CNA membership records as of the end of the calendar year preceding the year in which a regular Convention meeting is held; or thirty (30) days before a special Convention is scheduled to be held.

- A. Each region is entitled to one (1) delegate for its first two hundred (200) members or fraction thereof: PLUS
- B. One (1) delegate for each additional two hundred (200) members or major fraction thereof.
- C. Alternate delegates for each region, the number not to exceed the proportionate allocation of elected delegates for each region, shall be elected by secret ballot election to serve in the absence of delegates, or as described in the Convention rules.
- D. The numbers of delegates allocated for each Region shall be published in the CNA's official periodical that has been mailed to the members at least thirty (30) days prior to the consent-to-serve deadlines as provided in the Uniform Election Rules.
- E. A member may not serve simultaneously in an elected, as well as regular staff position as a CNA employee.

## Section 3. Non-Delegates

All members of CNA who are registered for a Convention meeting may attend the meeting and speak to the Convention; registered nonmembers may, by permission of the assembly, be allowed to speak to the Convention. Non-delegates shall have no vote.

Section 4. Quorum

A. Convention meeting:

1. In order to convene the first meeting of the Convention, at least fifty (50) percent of the total CNA delegate allocation must be registered as delegates, representing a majority of CNA regions; and,
2. The quorum for the Convention shall then consist of seated delegates:
  - a. Who comprise the majority of the delegates registered at the Convention; and
  - b. Which shall include three (3) CNA officers, two (2) of whom shall be Members of the Council of Presidents.

B. Special meeting

1. In order to convene a special Convention meeting:
  - a. at least sixty (60) percent of the total CNA delegate allocation must be duly registered as qualified delegates; and
  - b. at least one elected delegate must be registered and qualified from at least two-thirds (2/3) of the CNA regions.
2. The quorum for a special Convention meeting shall then consist of credentialed seated delegates:
  - a. who comprise the majority of the delegates registered for the special Convention meeting; and,
  - b. who shall include three (3) CNA officers, two (2) of whom shall be Members of the Council of Presidents.

ARTICLE XII

Ballot Preparation and Election Process

Section 1. Ballot Committee

A. Composition

The Ballot Committee shall consist of five (5) members who are elected by the total membership; a plurality vote among the candidates elects the member to the committee.

B. Qualifications

A Ballot Committee member shall:

1. Have been a CNA member for at least one (1) year preceding declaration of election; and,
2. Not serve concurrently on the CNA Board.

C. Term of Office

1. The term of office shall be three (3) years;
2. Vacancies on the committee shall be filled by the CNA Board.

D. Meetings

1. The Ballot Committee shall meet one year preceding each regular Convention meeting to provide a recommendation to the CNA Board of Directors regarding the identification of facility-based subgroupings within each region to assure reasonable equity in the determination of proportionate representation on CNA's Board of Directors, and for preparation of the list of candidates for CNA elective positions. Additional meetings may be called as required.
2. The CNA Council of Presidents, or designee, shall:
  - a. Call the first meeting;
  - b. Give procedural instruction;
  - c. Conduct an election for chairperson and secretary; and,
  - d. Thereafter be available for consultation, but not be present during the committee deliberations.
3. Business may be transacted by mail, including electronic mail, or telephone when appropriate; any action or report shall require a majority vote of the committee.

Section 2. The Ballot Process

A. For CNA elected positions:

1. At least one (1) year preceding a regular Convention meeting, the executive director or designee, at the direction of the Council of Presidents, shall submit a list of offices and positions to be filled. This material shall be accompanied by a



request for names of candidates and the required documents as listed in Section 2.A.2.a of this Article.

2. Preparation of the ballot:

- a. Consents to serve by candidates seeking election as titled officers, directors, ballot committee members, commissioners, and Convention delegates shall be mailed to the CNA Administrative offices; and
- b. The Ballot Committee shall prepare a list of candidates who shall have timely filed a consent-to-serve, a biographical sketch including a list of organizational experience, present employment, and position;
- c. In the event there are not qualified candidates, or the name of only one (1) qualified candidate is submitted, the committee shall solicit additional candidates.

3. Notification of Eligibility

The completed list of eligible candidates for each office or position shall be sent to the CNA executive director in order that written notification of nominees may occur and so that the list of nominees for titled officer, directors, commissioners and Ballot Committee may be published in the Registered Nurse no later than twenty-four (24) weeks preceding the Convention meeting.

- B. For all ballots for elections conducted by CNA, names shall be placed on the ballot in random order.

Section 3. The Election Process

- A. The election of CNA officers, two (2) Joint Nursing Practice Commission members, and Ballot Committee members shall be conducted by secret mail ballot election of the total membership except as otherwise provided for in Article IV, Section 4, of these Bylaws. Members of the Board of Directors, Commissioners and Convention Delegates shall be elected by secret mail ballot election of the CNA members represented in each region.
- B. The CNA list of eligible candidates which has been submitted by the Ballot Committee shall be prepared in ballot form under the direction of the executive director.

CNA ballots and candidate information shall be mailed at least ten (10) weeks prior to the next regular meeting of the CNA Convention.

- C. CNA election ballots shall be returned to the CNA office of the Executive Director in care of and addressed to the independent election firm retained to conduct the election, or to a United States Post Office box designated by the election firm for receipt of ballots. The authorized representative of the independent election firm shall verify the

eligibility of each voter, open and count all the ballots. She/he shall then submit in a sealed envelope the results of the election to the secretary of CNA. Votes for write-in candidates will be counted, but such candidates may be eligible for office only if they have filed a Consent to Serve (and any related documentation) with the CNA administrative office before ballots are counted by the independent election firm.

D. Report of Election Results

1. The CNA election report shall be opened by a representative of the Council of Presidents and the candidates and the membership notified of the results. The regions shall be sent the election report for the directors and delegates.
  - a. The election report for titled officers, directors, Commissioners and Ballot Committee shall be read to the Convention during the first business meeting.
  - b. A plurality vote shall elect the officers, directors, Commissioners, delegates and members of the Ballot Committee as specified in Section 1.A of this Article; and
  - c. A tie vote for a titled office or member of the Ballot Committee shall be reconciled by a ballot vote of the Convention. A tie vote of a director or Commissioner shall be reconciled by a ballot vote of the delegates for the affected Region at the Convention

E. Vacancies

1. Vacancies for delegates other than the minimum two (2) shall be filled by the alternates with the next highest votes from that region.
2. In the event the above option is exhausted, the vacancy shall be filled by the elected alternate with the next highest votes, regardless of region.

F. Ballots, credentials, and election records shall be preserved for one (1) year after announcement of election results.

ARTICLE XIII  
Finance

(See also Article on Board duties and Finance Committee duties)

Section 1. Fiscal Year

- A. The fiscal year for CNA shall be July 1 through June 30 of the following year.
- B. An operating budget shall be prepared annually and shall be subject to the approval of the CNA Board.

Section 2. Audits

An audit by an independent certified public accountant of CNA assets, liabilities, revenue, and expense accounts shall be made at the end of each fiscal year, upon special request from the CNA Board or Convention, or in the case of change in personnel responsible for maintaining accounts.

ARTICLE XIV  
Dissolution of CNA

Section 1. CNA

- A. In the event of the dissolution of CNA, its assets, after payment of all indebtedness, obligations, and cost of dissolution, shall be distributed in accordance with the General Corporation Law of the State of California.
- B. The CNA may elect to conclude its affairs and voluntarily dissolve by a two-thirds (2/3) vote of at least fifty (50) percent of the members in good standing, or by a three-fourths (3/4) vote of the delegates attending a regular or special Convention meeting, providing at least sixty (60) days advance notice of the proposed action and Convention meeting date and location was provided to members, or if it is not possible to obtain a Convention meeting quorum, by an affirmative vote of at least eighty (80) percent of the current members of the CNA Board. In the event dissolution is approved, the powers of the CNA Board to manage the affairs of the Corporation shall exist to the extent and continue for such time as may be necessary to accomplish dissolution, as provided by applicable law.
- B. Voluntary dissolution of CNA shall be subject to the procedures of California law.

ARTICLE XV  
Amendments

Provided that notice of any proposed amendment or revision is mailed to the membership at least ninety (90) days preceding the first day of a regular Convention meeting or thirty (30) days preceding a special Convention meeting, these bylaws may be amended by a two-thirds (2/3) vote of the credentialed delegates in attendance at the Convention meeting.

ARTICLE XVI  
Parliamentary Authority

The rules contained in ROBERT'S RULES OF ORDER, NEWLY REVISED, latest edition, shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the bylaws or standing rules of this Association.



## PART II STANDING RULES

**PREFACE:** These items are supplemental to the bylaws and cannot be in conflict with the bylaws. Standing rules are of a semi-permanent nature containing policies or rules relating to the administration of the Association. Standing rules usually amplify or implement a general statement in the bylaws. They are in effect until rescinded. Standing rules are controlled by the Convention and may be adopted by a majority vote; may be amended or rescinded by a majority vote with notice or a two-thirds (2/3) vote without previous notice.

### MEMBERSHIP AND DUES

1. Membership dues may be paid on an annual, installment payment, electronic funds transfer (EFT), or payroll deduction basis. Members paying by methods other than payroll deduction shall pay the per month maximum for their membership category with exceptions for special circumstances by the CNA Board of Directors.
2. The maximum amount of Regular dues shall increase annually, effective July 1, based on the average wage increase in the preceding calendar year at Kaiser, UC and CHW facilities.
3. Associate member dues shall be fifty (50) percent of the Regular dues.

### CNA BOARD

#### Meetings

1. One (1) regular meeting of the CNA Board shall be held within three (3) months following each regular Convention meeting.
2. A CNA Board report stating Board action shall appear in the official publication of CNA following each CNA Board meeting.

#### Conduct of Business

1. The CNA periodical shall be published monthly with at least ten (10) issues per year.
2. Classified ads of jobs available shall be published in the Registered Nurse.
3. Name or names of persons who have rendered distinguished service or valuable assistance to the nursing profession may be recommended by the CNA Board for honorary recognition at any meeting of the Convention.

## BYLAWS REVIEW

The region shall allow sixty (60) days between the date the proposed bylaws or amendments are submitted and the scheduled date of presentation to region membership.

## CONVENTION MEETINGS AND DELEGATES

1. All necessary materials, including those pertaining to implementing and funding the strategic plan, shall be forwarded to the delegates no less than thirty (30) days prior to the Convention meeting for their review.
2. Nursing students, upon payment of appropriate registration fee, may attend CNA Convention meetings.
3. The chairperson of each delegation, at least one-half (1/2) hour before the opening of each session of a Convention meeting:
  - a. Shall ascertain that all elected delegates are present and properly credentialed
  - b. Shall, if there is a vacancy at this time, or any time while the Convention is in session, see that an alternate is properly credentialed and such alternate shall then have all the powers of a delegate and be seated with the delegation; and,
  - c. May, if the alternate list is exhausted and vacancies remain, appoint as alternates other members of that region who are in attendance and properly credentialed.

## NOMINATIONS AND ELECTIONS

### Ballot Committee

1. Insofar as possible, the Ballot Committee members shall be representative of diversified interest or occupational groups.
2. The Ballot Committee shall meet to consider the CNA ticket at least nine (9) months preceding each regular Convention meeting.

## FINANCIAL

1. Expenses incurred in carrying out the duties of CNA elective or appointed positions shall be reimbursed as determined by the CNA Board.
2. The president shall be reimbursed for percentage of time worked while performing the duties of the office as defined in these bylaws and approved by the CNA Board within the financial capabilities of the organization.

3. All requests involving expenditure of general funds shall be submitted to the Finance Committee for its recommendation prior to CNA Board action. (Finance Article and Board Article.)
4. Reports of the CNA audit shall be published in the CNA periodical within sixty (6) days after completion.