

**BYLAWS AND DISCIPLINARY PROCEDURES  
TEXAS NURSES ASSOCIATION, DISTRICT EIGHT  
Date Submitted to TNA: June 27, 2023**

**ARTICLE I  
TITLE, PURPOSE AND FUNCTIONS**

**Section 1. Name of Association and Boundaries**

- a. The name of this association shall be the Texas Nurses Association, District Eight (herein "District")
- b. District shall include the following counties: Atascosa, Bandera, Bexar, Comal, Dimmit, Edwards, Frio, Gillespie, Gonzales, Guadalupe, Jim Hogg, Karnes, Kendall, Kerr, Kimble, Kinney, La Salle, Mason, Maverick, Medina, Reel, Starr, Uvalde, Val Verde, Webb, Wilson, Zapata and Zavala. Boundaries of District may be changed by a two- thirds vote of the Board of Directors of the Texas Nurses Association ("TNA") provided such change has been approved by District and other TNA districts whose boundaries would be affected by the change.

**Section 2. Purposes**

The purpose of District shall be to function as a local constituent of the TNA and promote the purposes of TNA at the local level by working for the improvement of health standards and the availability of health care services for all people, fostering the high standards of nursing, stimulating and promoting the professional development of nurses, and advancing their economic and general welfare. This purpose shall be accomplished unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

**Section 3. Functions**

The functions of District shall be to:

- a. Promote at the community level and through appropriate means standards of nursing practice, nursing education and nursing services as established by the American Nurses Association (hereinafter referred to as "ANA");
- b. Ensure adherence to the Code of Ethics for Nurses established by ANA;
- c. Support the legislative, practice and education programs of TNA and ANA;
- d. Promote research in nursing, disseminate research findings, and encourage the use of knowledge as a basis for nursing;
- e. Serve as the local spokesperson for TNA and nursing;
- f. Promote and protect the economic and general welfare of nurses;
- g. Promote and provide for the continuing professional development of practitioners;
- h. Provide TNA local nursing input on issues.

**ARTICLE II  
RELATIONSHIP TO TEXAS NURSES ASSOCIATION**

**Section 1. Constituent of TNA**

The District is a constituent association of TNA. District will ensure that:

- a. Its members are members of TNA;
- b. It adopts bylaws congruent with TNA Bylaws;
- c. It fulfills the responsibilities of a TNA constituent association;
- d. It complies with the criteria of active district status established by TNA and as amended from time-to-time;
- e. It reports any violations of the TNA Bylaws in accordance with procedures established by TNA and as amended from time-to-time.

## **Section 2. Disqualification and Reinstatement**

If District fails to comply with the requirements and policies of TNA for constituent associations or for other cause deemed sufficient, in the TNA Board's sole discretion, District may be disqualified as a TNA constituent by a two-thirds vote of the TNA Board, provided due notice has been given. Disqualification shall be in accordance with policies established by the TNA Board which at a minimum shall require 60-day notice to District and an opportunity for a hearing before the TNA Board. If District is disqualified as a TNA constituent, it may be reinstated by a two-thirds vote of the TNA Board. Members of a disqualified district will be notified by TNA and provided the option to join an alternate district or be assigned to a district-at-large.

## **ARTICLE III MEMBERS, RIGHTS, OBLIGATIONS**

### **Section 1. Members**

Membership of District shall be those persons accepted as members in accordance with the qualifications and other requirements described in these and TNA's Bylaws. To be eligible for District membership, a person must meet the requirements for TNA membership and be a TNA member. Membership shall be unrestricted by consideration of age, color, creed, disability, genetic information, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

### **Section 2. Rights & Obligations**

Each member shall have the right to:

- a. Vote, hold office, attend meetings and have due process, as provided in these Bylaws;
- b. Receive a membership card and receive TNA/ANA official publications;
- c. Be a candidate for TNA/ANA elective and appointive positions in accordance with TNA/ANA bylaws;
- d. Participate in the election of TNA officers, Board members, Leadership Succession Committee and other elected officials;
- e. Participate in unrestricted TNA activities;
- f. Participate in the election of representatives to the ANA Membership Assembly, and attend the ANA Membership Assembly and other unrestricted ANA activities, in accordance with ANA bylaws;
- g. Attend the Congress of the International Council of Nurses;
- h. Transfer from one district to another within TNA; and
- i. Be accorded other rights as provided for under common parliamentary or statutory law.

## **ARTICLE IV DISCIPLINARY ACTION**

### **Section 1. Against Members**

District shall not take disciplinary action against a member. District shall notify TNA of any potential grounds for disciplinary action against a member in accordance with Subsection 3 of the Article.

### **Section 2. Against Officers**

Officers and directors shall be subject to removal from office for failure to fulfill obligations imposed by these Bylaws. Removal proceedings against an officer/director shall be conducted in accordance with the policies and procedures set out in Appendix A to these Bylaws. No officer/director may be removed until the officer/director has been served with written specific charges, given a reasonable time to prepare any defense and afforded a hearing as provided for in those procedures. An elected officer/director who is removed from

office has a right of appeal to the District membership in accordance with policies and procedures set out in Appendix A.

### **Section 3. Notification of TNA**

District shall notify TNA of the receipt of any formal complaint filed with the District against a member or an officer/director. District shall report violations of the TNA bylaws to TNA in accordance with policies established by the TNA Board.

## **ARTICLE V DUES**

### **Section 1. Amount**

The annual dues for a member of the District consist of the TNA and ANA per member assessment. Any changes in the rate of the TNA and ANA per member assessment shall be automatically incorporated into the annual dues for a District member.

### **Section 2. Miscellaneous**

Forfeiture of all membership rights shall occur if dues are not paid. No monies shall be refunded nor additional monies collected when a change in dues category is made within a membership year. A member of another TNA district or of an ANA state nurses association other than TNA who has completed full payment for a membership year may transfer membership to District without payment of additional dues for the remainder of the membership year.

## **ARTICLE VI MEMBERSHIP AUTHORITY; MEETINGS**

### **Section 1. Governing Authority**

The governing authority of District resides in membership, through election of board members.

### **Section 2. Annual and Regular Meetings**

- a. At a minimum, District shall hold an annual meeting of membership, but additional regular meetings of membership may also be held. The annual meeting and regular meetings shall be held in accordance with a schedule set by the Board and ratified by membership. Members are routinely provided electronic notice at least 30 days prior to meetings.
- b. At a minimum, the content of the annual meeting shall include a summary of district activities throughout the year and a financial accounting. Minutes shall be recorded and maintained for each annual membership meeting.

### **Section 3. Special Meetings**

Special meetings may be called by the president upon request of two members of the Board of Directors.

### **Section 4. Notice**

The Board shall give at least 14-day notice of the annual meeting and at least 7-day notice of other meetings.

The notice, generally provided by email, shall include any planned action items.

### **Section 5. Quorum**

Official action may be taken at any meeting for which proper notice has been given. Action should reflect decision-making of a majority of those members present unless otherwise specified in the bylaws.

### **Section 6. Form of Meeting**

All meetings may be held as traditional face-to-face meetings or as virtual meetings via teleconference or by electronic means only if members in attendance are afforded the opportunity for oral communication.

### **Section 7. Vote Without A Meeting**

The Board may conduct a vote of membership without a meeting by mail or electronic survey/ballot, or other method reasonably designed to maintain the integrity of the of the vote including facsimile transmission, electronic message, or any combination of methods.

## **ARTICLE VII BOARD AND OFFICERS**

### **Section 1. Board of Directors**

- a. The Board of Directors shall be District officers plus five directors elected by membership.
- b. The Board shall have power and authority over the affairs and business of District between meetings of District membership except that of modifying any action taken by District membership.
- c. The Board shall hold regular meetings as necessary. Special meetings of the Board may be called by the president and shall be called by the president on the request of at least two members of the Board. At least three-day notice shall be given unless notice is waived by all Board members. The Board may conduct meetings or vote by electronic means but shall meet in person at least semi-annually. Meetings shall be open to District members except for discussion of issues appropriate for executive session.
- d. The majority of the membership of the Board then in office shall constitute a quorum.
- e. Board members may be designated to serve as liaisons to standing and/or ad hoc committees.

### **Section 2. Officers**

- a. The officers of District shall be a president, president-elect, immediate past-president, secretary, and treasurer.
- b. The officers shall assume the duties prescribed by the District Bylaws and other such duties as may be required by District membership, the District Board of Directors, and the bylaws and policies of TNA and ANA.
- c. The president shall preside at meetings of membership, serve as chair of the District Board of Directors, serve as a nonvoting ex-officio member of all committees except the Nominating Committee, appoint special committees, countersign checks drawn by the treasurer as authorized by Board policy, and serve as representative of this District at any meetings of TNA requiring District representation.
- d. The immediate past-president or president-elect shall assume the duties of the president in case of that

officer's absence or inability to serve. A President-Elect is elected every other year and serves for a one-year term. At the expiration of the one-year term, the President-Elect automatically moves to the position of President and serves a two-year term. Upon expiration of two years as President, this officer serves an additional one-year term as Immediate Past President.

- e. The secretary shall ensure minutes of District and Board meetings are recorded and available to members.
- f. The treasurer shall sign checks as authorized by District Board of Director policy, keep an itemized account of receipts and disbursements, and present a complete written report of the finances of District at each regular meeting of the District and Board of Directors and to the president upon request. The treasurer shall ensure required federal/state filings are completed and serve as the primary point of contact for district contracts.

### **Section 3. Conflict of Interest**

Officers and directors shall avoid any conflict of interest that may prevent them from carrying out their fiduciary duty to act in the best interests of District. the individual member has the responsibility to (1) recognize when a conflict of interest may exist, and (2) take the appropriate action. This action(s) may consist of one or more of the following: identify the issue(s) where conflict of interest exists; remove oneself from decision-making or voting on that issue(s); and maintain the confidentiality of confidential information.

### **Section 4. Records**

Within one month of leaving office, directors and officers shall deliver to District or their successors-in-office all District records and other property in their possession.

### **Section 5. Financial Audit**

The Board shall appoint an Audit Committee or secure an accountant to conduct an annual review of its financial records. The committee or accountant shall report the results of the review directly to the Board. The report shall be available to members.

## **ARTICLE VIII DISTRICT AND BOARD POLICIES**

Any polices required to be adopted or ratified by District membership or the Board shall be in writing. Procedures for policy development or modification will be determined by the Board. Generally, policies will be incorporated into the bylaws or attached as an appendix to the bylaws.

## **ARTICLE IX NOMINATIONS AND ELECTIONS TERMS OF OFFICE AND VACANCIES**

### **Section 1. Annual, Secret, Ballots**

Elections shall be held annually in accordance with procedures adopted by the Board and ratified by a vote of membership. Elections shall be by confidential ballot and held annually in accordance with the provisions of the TNA Bylaws and policies of the TNA Board.

## **Section 2. Terms of Office**

Officers and directors shall serve two-year terms or until their successors are elected. Terms shall commence at the end of the fiscal year in the year in which they are elected except as otherwise adopted by the Board and ratified by membership. To maintain continuity, terms of office for more than one year shall be staggered. Terms of office of incumbent office holders may not be shortened.

## **Section 3. Vacancies**

- a. Except for the office of president, vacancies shall be filled by the Board. Appointees shall meet the qualifications for that office and shall serve the unexpired term of the member for whom they were appointed.
- b. Vacancies in the office of president shall be filled by the president-elect unless that office is also vacant. In the event of it not being feasible to fill a vacancy in the office of president in this manner, the Board shall fill that vacancy by appointment in the same manner as other offices except that the office shall be placed on the ballot at the next regular election unless the Board determines the shortness of time before the election makes that infeasible.
- c. The Board shall have the discretion not to fill a vacancy except for the position of the President.

## **Section 4. Nomination and Election Policies; Plurality Vote; Tie Votes**

- a. The Nominating Committee shall prepare a ballot for each office to be filled. Members shall be given an opportunity to nominate candidates.
- b. Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates. The Nominating Committee will contact candidates to obtain consent to serve.
- c. A majority of the votes cast by those entitled to vote shall constitute an election for all offices.
- d. Any challenge to the ballot or election shall be resolved by the Board in consultation with the TNA Nominating Committee Chair. A challenge to the ballot must be made within 15 days of mailing (electronic or postal) or 10 days of the meeting when presented. Any other challenge to the election must be made within 10 days of the announcement of the results.

## **ARTICLE X COMMITTEES**

The Board shall appoint a Nominating Committee and such other standing or ad hoc committees as it deems appropriate to accomplish the purposes and functions of the District. The Board shall set the terms of office for committee members.

## **ARTICLE XI FISCAL YEAR**

The fiscal year of District shall be July 1 – June 30.

**ARTICLE XII  
DISTRICT COMMUNICATIONS**

The Board shall adopt policies and a process for communicating with members. Any requirement that notice be given to all members whether individually or otherwise shall be satisfied by giving notice using US mail, email, other method or combination of methods reasonably likely to be received by members.

**ARTICLE XIII  
LIABILITY AND INDEMNIFICATION**

- a. The officers and directors of District are not liable to District or District's members for monetary damages for an act or omission in their capacity as an officer or director except to the extent found liable under applicable law for (1) a breach of their duty of loyalty, if any, to District or its members; (2) an act or omission not in good faith that constitutes a breach of duty to District or involves intentional misconduct or a knowing violation of law; (3) a transaction from which the officer or director received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of their duties; or (4) an act or omission for which the liability expressly provided by an applicable statute.
- b. District directors or officers and former directors or officers shall be indemnified by District (either through district resources or third party insurance) for expenses and costs (including attorney's fees) actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or otherwise, by reason of their being or having been a director or officer if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of District

**ARTICLE XIV  
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of ROBERT'S RULES OF ORDER, NEWLY REVISED shall govern District in all cases to which applicable and in which not inconsistent with District Articles of Incorporation, District Bylaws or any special orders adopted by District.

**ARTICLE XV  
AMENDMENTS**

**Section 1. Review By TNA Bylaws Committee**

Amendments to these bylaws shall be submitted to the TNA for review before being submitted to District membership for action to determine if it affects an area of required congruence and if so, whether maintains the congruency required by Article II, Section 1, of these Bylaws.

**Section 2. Submission; Publication**

Thirty-day notice of proposed amendments shall be given to District members by electronic or postal mail. The notice should include the rationale for the amendment.

**Section 3. Vote Required With and Without Notice**

These Bylaws may be amended at any regular or special District meeting at which a quorum is present by: a). two-thirds of the votes cast if prior notice of the proposed amendments is given at least 30 days before the meeting; or b) 99% of the votes cast if prior notice is not given.

**ARTICLE XVI  
INACTIVE STATUS**

In the event District fails to meet the criteria for active district status as established by TNA Board policy, the TNA Board can appoint temporary officers to call meetings of the membership to either reactivate or dissolve District.

**ARTICLE XVII  
DISSOLUTION**

**Section 1. Action to Dissolve District**

District will formally disband when members of District adopt a motion to rescind these Bylaws and dissolve District. The motion to rescind and dissolve requires the same notice and vote as an amendment to the Bylaws. The required notice should be given by electronic or postal mail.

**Section 2. Distribution of Funds**

District shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of District funds shall benefit or be distributed to individual members of District. On dissolution of the district, any funds remaining shall be distributed to a) the Texas Nurses Association, b) the Texas Nurses Foundation, or c) a qualified 501(c)(3) charitable, educational, or scientific organization selected by the Board or District membership prior to dissolution.



## **APPENDIX A DISTRICT DISCIPLINARY PROCEDURES**

### **A. PURPOSE AND INTENT**

The purpose of these procedures is to ensure that action to remove an officer or director is conducted in accordance with accepted requirements of due process including reasonable notice of charges, notice of hearing, the right to confront witnesses, an opportunity to refute all charges and an impartial hearing.

### **B. BYLAWS AUTHORITY**

1. Disciplinary proceedings are authorized and governed by Article IV of the District's Bylaws. All disciplinary proceedings shall be conducted in accordance with the requirements of that Article and Articles II.2.c and IV.1 of the TNA Bylaws.

2. Disciplinary action against a member is not authorized by District but rather any grounds for disciplinary action against a member shall be referred to TNA as required by Article II.

### **C. CAUSES FOR DISCIPLINARY ACTION**

Grounds for removal of an officer or director are (1) misconduct of office and/or (2) failure to fulfill obligations imposed by the District's Bylaws.

### **D. CONFLICT OF INTEREST**

Person having a conflict of interest or other bias that could interfere with impartial decision-making shall not be appointed to any decision-making body or participate in the making of any decision. Conflict of interest and bias include, but are not limited to, having filed the complaint being decided, having been involved in the incident resulting in the complaint, having a close personal relationship to any party to the complaint, or any other involvement that would prevent a person from making a fair and impartial decision.

### **E. CONFIDENTIALITY**

All persons participating in the disciplinary proceedings must hold information pertaining to the case in confidence. These matters should not be discussed outside the proceedings. Failure to maintain confidentiality may result in legal liability.

### **F. REMOVAL PROCEEDINGS AGAINST AN OFFICER OR DIRECTOR**

1. Filing of Complaint. A complaint may be filed only by a member and shall be in writing and signed. The complaint shall specify the alleged action of misconduct of office and the provision of the bylaws which are alleged to have been violated. The complaint shall describe behavior that is being complained of and shall identify the time and place if possible. Supporting documents may be submitted with the complaint. The complaint shall be filed with the president of the District unless the complaint involves the president. In that case the complaint shall be filed with the president-elect, or the next officer in charge, of the District who shall take any action required to be taken by the president under these procedures.

2. Notification of TNA. The president shall notify TNA of receipt of the complaint and the final disposition.

3. Appointment of Investigative Panel. The president shall appoint two members to meet and review the complaint.

4. Notification of the Complaint and Answer. If the investigative panel determines that there is a possible violation of a duty imposed by the District's Bylaws and/or misconduct of office, it shall notify the president of its

findings who in turn shall notify the officer or director by certified mail, return receipt requested, of the nature of the complaint and that the allegations if true constitute a possible violation of duties imposed by the Bylaws and/or misconduct of office. The officer or director shall have the right to submit any rebuttal statement or documents within 15 days of notification of the complaint.

5. Formal Charges. The investigative panel shall review any information submitted by the officer or director and if it determines there is merit to the complaint, it shall identify the provisions of the Bylaws that have allegedly been violated and/or misconduct of office that has occurred and notify the president of its findings. Unless the president, with the advice and consent of the executive committee, or other officers, decides that the filing of formal charges are not in the best interests of the association, the president shall prepare formal charges and send them to the officer or director by certified mail, return receipt requested. The formal charges shall state the facts that allegedly occurred and the specific provisions of the Bylaws that were allegedly violated. A copy of these procedures shall be sent with the formal charges.

6. Appointment of Hearing Panel. Within 10 days of sending the formal charges to the officer or director, the president with the advice and consent of the Executive Committee, or other officers, shall appoint a Hearing Panel consisting of 5 members. The president shall designate one of the members as chair. Members having a conflict of interest or otherwise biased shall not be appointed. The two members serving on the Investigative Panel shall not serve on the Hearing Panel but may function as investigators/witnesses for the panel.

7. Setting and Notice of Hearing. Within 7 days of the panel's appointment, the chair shall schedule a hearing for the complaint and notify the officer or director of its date by certified mail, return receipt requested. The hearing shall be not less than 20 days nor more than 45 days from the time the notice is mailed unless otherwise mutually agreed.

8. Conducting of Hearing. The chair shall preside at the hearing. Members of the panel may ask questions of witnesses. The officer or director shall have the right to have a representative, including an attorney. The officer or director shall have the right to present evidence and to question witnesses. The complainant shall have the right to be present at the hearing, to have a representative including an attorney, and to question witnesses. The association may have an attorney present who may question witnesses. All costs for the representation will be borne by the respective parties. Formal judicial rules of evidence shall not apply, and the chair will allow any testimony or evidence that reasonable persons would normally consider in deciding the issues in question. The chair may exclude evidence that is redundant or unduly prejudicial. Persons, other than members of the panel, witnesses and representatives of the parties shall not be permitted at the hearing. If legal representation is requested by either party, the other party will be notified and shall have the right to legal representation.

9. Issuance of Decision. Within 15 days of the hearing, the panel shall notify the officer or director, the complainant, and the president of its decision. The written decision shall include factual findings, a statement of the reasons for the panel's decision, and a statement of the precise discipline, if any, being imposed. Only members of the panel present during the entire hearing may participate in the decision. A minimum of three members of the panel must vote for the decision. Notification of the officer or director and complainant shall be by certified mail, return receipt requested.

10. Appeal. The accused officer or director aggrieved by a decision of the panel may appeal to the District membership by submitting a written request for an appeal to the president within 15 days of receipt of notification of the panel's decision. The request for appeal shall contain a statement of the facts and the reasons from which the appealing party based his/her appeal. Implementation of disciplinary action by the hearing board is stayed pending the outcome of the appeal. The appeal shall be heard at the next membership meeting that occurs at least 10 days from when the appeal was requested. The appeal may be scheduled at another meeting by agreement of the president and accused officer or director. The president shall preside at the appeal. Any member with a conflict of interest or otherwise unable to render an impartial decision shall not participate in the appeal. The appeal shall be held in a closed session of the membership. The officer or director shall have the right of representation including an attorney at the appeal. An attorney for

the District may also be present and participate. The members shall decide only if the decision of the Hearing Panel was justified by the evidence and shall not consider additional evidence unless such evidence was not known at the time of the hearing before the panel or other procedures are agreed to by a majority vote. Decision shall be by majority vote of those present and voting provided at least a majority of a quorum necessary to conduct official business agree to the decision. The appealing party shall be notified by certified mail, return receipt requested.

## **APPENDIX B DISTRICT AND BOARD POLICIES**

Article VIII of the District Bylaws requires that polices be adopted or ratified by District membership or the Board be attached as part of this Appendix B. The purpose of this requirement is to help facilitate retrieval of important polices governing District operations. These policies currently include:

1. Authority of President to Countersign checks (Article VII)
2. Elections Policy (Article IX)
3. Conflict of Interest Policy (Article IV)
4. Document Retention Policy (Article VII)
5. Whistleblower Policy (Article I, VI, Appendix A)

**Authority of President to Countersign Checks Policy**  
**of**  
**Texas Nurses Association, District 8**

1. The president countersigns checks for expenditures authorized by Board.
2. The intent of this policy is the dual nature of verification for district expenditures. Whether by check or other electronic methods, the Treasurer will inform the President of expenditures and keep an itemized account of receipts and disbursements.
3. Additionally, the Treasurer will present a complete written report of the finances of District at each regular meeting of the District and Board of Directors and to the president upon request.

**Election Policy**  
**of**  
**Texas Nurses Association, District 8**

1. Elections are held annually. On or about May 1st, a call for candidates for open positions will be sent electronically to District members.
2. Position vacancies are projected to allow for maximum continuity.
  - a. Even Years: President-Elect, Secretary, Board members (2)
  - b. Odd Years: Treasurer, Board members (3)
3. The President and Immediate Past President officer positions will not be elected. The President-Elect shall be elected every other year for a one (1) year term. At the expiration of the President Elect's one-year term, he or she shall automatically succeed to the position of President. Upon succession to the office of President, the successor shall serve a two-year term as President, and upon expiration of two years shall serve an additional one-year term as Immediate Past President, for a total of four years of Board service upon election as President-Elect.
4. Members may suggest candidates that the nominating committee can contact. Potential candidates will only be placed on the ballot if a consent to serve form is completed.
5. Candidates may self-identify as being interested in holding a position. These candidates must also complete a consent to serve.
6. The Nominating Committee populates the ballot using information from the consent to serve. The ballot tool will be an electronic survey. The ballot is anonymous.
7. Once the ballot is populated, an electronic blast to members will be sent notifying them that the ballot is open and the associated deadline for voting.
8. The Nominating Committee Chair will contact members that received the most votes with information about when their term begins and how to contact the incumbent.
9. The Nominating Committee Chair will contact members that were not elected with information about other opportunities for involvement in District 8.
10. Any challenge to the ballot or election shall be resolved by the Board in consultation with the Nominating Committee Chair. A challenge to the ballot must be made within 15 days of mailing (electronic or postal) or 10 days of the meeting when presented. Any other challenge to the election must be made within 10 days of the announcement of the results.

## **Texas Nurses Association District 8 Consent to Serve Biographical Data Sheet**

**Directions:** The directions to follow will assist you in preparing your Consent to Run Biographical Data Sheet on the page to follow. Please complete and return to [Name and Email of Nominating Committee Member]

**Name:** List name as you would like it to appear on the ballot.

**Email Address:** List your email address. This information will not be included on the ballot.

**Telephone Numbers:** List your telephone numbers (home, cell and/or work). This information will not be included on the ballot.

**Candidate for the Office of:** List position.

**Education Credentials:** List your educational credentials. ANCC provides guidance on how to display credentials at link to follow: <https://www.nursingworld.org/~49636a/globalassets/certification/certification-specialty-pages/ancc-credentialsbrochure.pdf>

**Present Work Position (if applicable):** List your current work position/title if applicable. Otherwise please indicate status (retired, student, etc.).

**ANA/TNA Organizational Experience (ANA, TNA State, TNA District):** List any experience you have had at the district, state, and/or national level. At a minimum please state: Member ANA/TNA/District 8

**Other Organizations: (Nursing, Other):** List membership/leadership positions/service involvement in other organizations. If none, this item will be deleted on the ballot.

**Briefly describe how your background prepares you for the desired position and what you view as priority issues for the position.** Limit discussion to approximately **150 words**.

**Please review the consent to run acknowledgement.** Typing your name in the space provided serves to validate that you are giving permission for your name to be placed on the Texas Nurses Association District 8 ballot for the office specified.

**Texas Nurses Association District 8  
Consent to Serve Biographical Data Sheet**

<b>Name</b>	
<b>E-mail address</b>	
<b>Telephone Number(s)</b>	
<b>Candidate for Office of Educational Credentials</b>	
<b>Present Work Position (if applicable)</b>	
<b>ANA/TNA Organizational Experience</b>	
<b>Other Organizations</b>	
<b>Civic Activities</b>	
<b>Briefly describe how your background prepares you for the desired position.</b>	

<p>I hereby give permission for my name and information above to be placed on the Texas Nurses Association District 8 ballot for the office specified.</p> <p><b>Typing your name serves to validate your consent to run:</b></p> <p><b>Date:</b></p>
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**Conflict of Interest Policy**  
**of**  
**Texas Nurses Association, District 8**

**Article I**  
**Purpose**

The purpose of the conflict of interest policy is to protect **Texas Nurses Association, District 8** (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II**  
**Definitions**

1. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III**  
**Procedures**

1. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy:

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Article IV Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article V Compensation**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is nonprofit and in order to maintain its federal nonprofit status it must engage primarily in activities which accomplish one or more of its nonprofit purposes.

## **Article VII Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its nonprofit status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management Organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Approved by TNA District 8 Board of Directors  
On April 12, 2021 (meeting with attorney Jeff Gately)

**Document Retention Policy**  
**of**  
**Texas Nurses Association, District 8**

Texas Nurses Association, District 8 (“TNA”) hereby adopts the following time periods for the retention of its books and records, but may retain such books and records for a longer time period if it is deemed advisable by TNA:

<b>Type of Document</b>	<b>Minimum Requirement</b>
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired) 3 years	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years

Approved/adopted by TNA District 8 Board of Directors  
On April 12, 2021 (meeting with attorney Jeff Gately)

# Whistleblower Policy of Texas Nurses Association, District 8

## **1. Purpose.**

Texas Nurses Association, District 8 (“TNA”) requires members, board members, committee members, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities, and all directors, committee members and employees to comply with all applicable laws and regulatory requirements.

## **2. Reporting Responsibility.**

TNA seeks to have an “Open Door Policy” and encourages members, board members, and employees to share their questions, concerns, suggestions or complaints regarding the organization and its operations with someone who can address them properly. In most cases, a board member or committee member should present his or her concerns to the Chair of the Board. The Executive Director is generally in the best position to address an employee’s area of concern. However, if a board member is not comfortable speaking with the Board Chair or is not comfortable with the Board Chair’s response, or if an employee is not comfortable speaking with the Executive Director or if the employee is not satisfied with the Executive Director’s response, the board member, committee member or employee is encouraged to speak with anyone on the Board whom the employee is comfortable in approaching, or to directly contact the organization’s outside legal counsel, whose contact information can be obtained from the Executive Director.

## **3. No Retaliation.**

No board member, committee member, or employee who in good faith reports a violation of a law or regulation requirement shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable persons to raise serious concerns within Organization prior to seeking resolution outside Organization.

## **4. Compliance Officer.**

Organization’s Executive Director (President), working with the Chair of the Board, will act as Organization’s Compliance Officer. The Compliance Officer is responsible for investigating and resolving all complaints and allegations concerning violations of the Principles and/or Code. The Board Chair or his or her designee will take on the Compliance Officer role if the complaint involves the Executive Director. If the complaint involves both the Executive Director and Board Chair, outside legal counsel will carry out the functions of the Compliance Officer.

## **5. Accounting and Auditing Matters.**

The Finance Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Finance Committee of any such complaint and work with the Committee until the matter is resolved.

## **6. Requirement of Good Faith.**

Anyone filing a complaint concerning a violation or suspected violation of the law or

regulation requirements must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

### **7. Confidentiality.**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **8. Handling of Reported Violations.**

The Compliance Officer, or the person responsible for carrying out the Compliance Officer's role with respect to a reported or suspected violation, will acknowledge receipt of the reported violation or suspected violation by writing a letter (or e-mail) to the complainant within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.\

Approved/adopted by TNA District 8 Board of Directors  
On April 12, 2021 (meeting with attorney Jeff Gately)