

Florida Nurses Association Bylaws

ARTICLE I Name

The name of this Association shall be the Florida Nurses Association, hereinafter referred to as FNA.

ARTICLE II Purposes and Functions

Section 1. Purposes

- A. The purposes of the FNA shall be to:
 - 1. Foster high standards of nursing practice;
 - 2. Promote the professional and educational advancement of nurses; and
 - 3. Promote the welfare of nurses to the end that all people may have better nursing care.
- B. These purposes shall be in accordance with ANA Bylaws.

Section 2. Functions

The functions of the FNA shall be to:

- A. Advocate standards of nursing practice, nursing education and nursing services and promote these standards through such activities as position statements and legislative activities;
- B. Act and speak for the nursing profession before allied professional, community and governmental groups on issues of importance to the profession including legislation and governmental programs;
- C. Develop and maintain relationships with nursing organizations, allied health, nursing students and consumer groups;
- D. Promote adherence to the American Nurses Association (hereinafter referred to as ANA) Code of Ethics for Nurses;
- E. Promote and protect the economic and general welfare of nurses;
- F. Promote the continuing professional development of nurses;
- G. Provide for representation in the ANA House of Delegates;
- H. Preserve documents and other materials which contribute to the historical and cultural development of nursing;
- I. Assume an active role as consumer advocate;
- J. Initiate and influence legislation, governmental programs and national health policy;
- K. Support systematic study, evaluation and research in nursing; and
- L. Actively recruit students for nursing programs.

ARTICLE III Membership, Dues, Membership Year

Section 1. Composition

- A. *Membership in FNA shall consist of members of the state regions who meet the qualifications and responsibilities specified in these bylaws.
- B. Membership options:
 - 1. Full Membership includes ANA, FNA, and Region
 - 2. State Only Membership includes FNA and Region
 - 3. Organizational Affiliate includes nursing organizations that affiliate for associated benefits and have voice but no vote.
- C. Membership shall be unrestricted in accordance with ANA/FNA Bylaws.

Section 2. Qualifications

A member is one:

- A. Who has been granted a license to practice as a registered nurse in at least one state, territory, or the District of Columbia of the United States and who does not have a license under suspension or revocation in any state, or is otherwise entitled by law to practice, or
- B. Whose application for membership in FNA has been accepted in accordance with FNA policy; and,
- C. Whose dues are not delinquent; and,
- D. Whose membership is not under revocation for violation of the ANA Code of Ethics for Nurses or FNA/ANA Bylaws.

Section 3. Membership Privileges and Obligations

- A. Full Members shall have privileges as follows:
 1. Voting for:
 - a. Delegates to ANA meetings;
 - b. FNA Officers; and
 - c. FNA Directors
 2. Serving as an ANA delegate or in any other appointed position.
 3. Being nominated to an Officer or Director position after six months of membership in FNA.
 4. Attending and voting in the Membership Assembly, attending Board of Directors and Committee meetings, and other unrestricted functions of FNA/ANA;
 5. Receiving regular ANA and FNA communications;
- B. Full Members of FNA shall continue to have all the rights of membership in ANA as provided in the ANA bylaws, until such time as 2/3 of the entire FNA full membership votes to disaffiliate from the ANA. Full membership is defined as individual members of FNA who have ANA rights and privileges of membership as a result of their FNA membership. The vote may occur by mail, phone or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.
- C. Full members shall have membership obligations as follows:
 1. Abide by FNA and ANA Bylaws; and
 2. Abide by ANA Code of Ethics for Nurses.
- D. *State Only Members shall have privileges as follows:*
 1. Voting for:
 - a. FNA Officers;
 - b. FNA Directors; and
 - c. Executive Committees of other structural units to which they affiliate;
 2. Serving in any FNA appointed position;
 3. After six months of membership in FNA being nominated to an Officer or Director position excluding President and President Elect;
 4. Attending and voting in Membership Assembly, attending Board of Directors and Committee meetings, and other unrestricted functions of FNA;
 5. Receiving regular FNA communications.
- E. *State Only Members shall have membership obligations as follows:*
 1. Abide by the bylaws of FNA.
 2. Abide by the ANA Code of Ethics for Nurses.

Section 4. Disciplinary Action

- A. Cause for disciplinary action by FNA against a member shall be limited to:
 1. Failure to fulfill the obligations as cited in these bylaws; and
 2. Other actions detrimental to the purposes, goals and functions of FNA and ANA.

3. Activity supporting a union that is in direct competition with FNA.
- B. Disciplinary proceedings:
 1. Shall be conducted in accordance with policies and procedures established and adopted by the Board of Directors, which shall have final disciplinary authority over members; and
 2. A member shall have the right to due process as provided for under common parliamentary or statutory law,
- C. Disciplinary Action shall depend on the severity of the violation, and may include:
 1. Reprimand;
 2. Censure;
 3. Suspension from membership; or
 4. Permanent expulsion from membership.
- D. A member may appeal any disciplinary action in accordance with procedures adopted by the FNA Board of Directors.
- E. Recognition of Disciplinary Action by another State Nurses Association (hereinafter referred to as SNA): Any disciplinary action taken by another SNA against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the bylaws of the disciplining SNA and its disciplinary procedures.

Section 5. Dues

- A. Full Membership dues include ANA Assessment as set by ANA House of Delegates, assessments as set by affiliate organizations to which FNA or its structural units belong, and FNA dues as established by FNA members participating in the Annual Membership Meeting
- B. State only FNA Membership dues include FNA dues as set forth in FNA bylaws and policies.
- C. Nurses who qualify for one of the following categories may elect to pay fifty percent (50%) of the annual dues:
 1. Nurses who are not employed;
 2. Students who are registered nurses in full-time study;
 3. Graduates of basic nursing programs for the first year of membership, if initiated within six months following graduation; or
 4. Nurses sixty-five (65) years of age, or older.
- D. Dues to Affiliated Organizations: The annual dues shall be set forth in dues policy and shall include the present rate of dues paid by the FNA to the ANA and other organizations to which the structural units affiliate.
- E. The Board of Directors may initiate pilot dues recruitment strategies with a report to the following membership assembly for action.
- F. Members shall be notified in Call to Meeting of the FNA Membership Assembly of a proposal to change the FNA dues at least sixty (60) days prior to the membership meeting at which the proposal will be presented.
- G. A vote of two-thirds (2/3) of the voting members present and a previous notice of sixty days (60) shall be required to change the FNA dues.

Section 6. Assessment

- A. Each member of a FNA Collective Bargaining Unit shall be assessed an annual fee to support collective bargaining activities.
- B. The annual assessment shall be established by the Membership Assembly.
- C. Members shall be notified in **Call to Meeting** of the FNA Membership Assembly of a proposal to change the dues at least sixty (60) days prior to the meeting at which the proposal will be presented.

- D. A vote of two-thirds (2/3) of the members present and voting and previous notice of sixty days (60) shall be required to change the dues.

Section 7. *Transfer of Dues/Assessment and Membership*

- A. A full member who has completed full payment of dues and moved out of Florida may apply to the FNA Executive Director for transfer to another constituent association of the ANA.
- B. A member of another constituent association of the ANA who has completed full payment of dues and who moves to or works within the boundaries of Florida may transfer to FNA without further payment or refund of dues for the remainder of the membership year. The request for transfer shall be signed by the secretary of the SNA issuing the transfer.
- C. A member may transfer from one FNA region to another within the state without further payment of dues/assessment for the remainder of the membership year. Application for transfer shall be made to the FNA Executive Director.

Section 8. *Membership Year*

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

Section 9. *Life Membership*

- A. Life membership may be conferred on an individual who has rendered distinguished service or valuable assistance to the nursing profession by a two-thirds (2/3) vote at the Membership Assembly
- B. Life membership shall not be conferred on more than one individual per annum.
- C. Life membership shall carry full membership privileges and exemption from payment of dues.

Section 10. *Honorary Membership*

- A. Honorary membership may be conferred on any individual who has rendered distinguished service or valuable assistance to the organization by a two-thirds (2/3) vote of the attending members at any Membership Assembly; the name having been recommended by the Board of Directors.
- B. Honorary membership shall carry no responsibilities or privileges.

Section 11. *Organizational Affiliates*

- A. Definition: An organizational Affiliate of FNA is an association that has been granted organizational affiliate status by the FNA Board of Directors.
- B. Responsibilities: Each organizational affiliate shall meet the criteria established by the Board of Directors and shall:
 - 1. Maintain a mission and purpose harmonious with the purposes and functions of FNA
 - 2. Have bylaws that do not conflict with FNA bylaws
 - 3. Be comprised of registered nurses and have a governing body composed of registered nurses
 - 4. Pay an annual organization fee established by the FNA Board of Directors
- C. Rights: Each organizational affiliate shall be entitled to:
 - 1. Have one seated representative to the Membership Assembly who must also be a current FNA member and who shall be eligible to vote on all matters in the Membership Assembly except setting of membership dues, amendment of bylaws and election of officers and directors.

2. Make reports or presentations to the FNA Membership Assembly within its area of expertise, including the presentation of action reports.

ARTICLE IV. Officers and Directors

Section 1. Officers

- A. **The officers are President, President-elect, Vice-President, Secretary, and Treasurer.
- B. The officers are elected by members and are accountable to the Membership

Section 2. Directors

- A. There shall be eight Directors who shall be elected as Directors-at-Large.
- B. The directors are elected by members and are accountable to the membership.

Section 3. Qualifications

- A. All nominees for Officers and Directors shall be FNA members in good standing.
- B. Nominees must be dues paying members of the FNA or ANA/CMA for a period of at least 6 months prior to being nominated as an Officer or Director.
- C. An employee of FNA is eligible to be a candidate contingent upon resignation of the staff position if elected.

Section 4. Term of Office

- A. The term of office for Officers and Directors shall be two years or until their successors are elected.
- B. The term shall commence at the adjournment of the Membership Assembly at which they are elected.
- C. No Officer or Director shall serve more than two consecutive terms in the same office.
- D. No Officer or Director shall be eligible to serve more than four consecutive terms on the Board of Directors.
- E. An Officer or Director who has served more than one-half (1/2) term shall be deemed to have served a full term.

Section 5. Duties

- A. The Officers and Directors shall perform the duties prescribed by these bylaws, the adopted parliamentary authority, and as directed by the Board of Directors and the Membership Assembly.
- B. Officers and Directors, upon expiration of their terms of office, shall surrender to the FNA Executive Director all properties in their possession belonging to their respective offices.
- C. The President shall be:
 1. A full member of FNA
 2. Chair of the Board of Directors;
 3. Chair of the Executive Committee;
 4. Chair of the Advisory Committee;
 5. Ex officio member of all committees except the Nominating Committee;
 6. FNA's representative at meetings of the ANA Constituent Assembly;
 7. Responsible for appointing members to committees and designating the chairs, with the approval of the Board of Directors, except as hereinafter provided in these bylaws; and
 8. Concurrently elected as a delegate to the ANA House of Delegates.
- D. **The President-Elect shall:
 1. Be a full member of FNA
 2. Act as assistant to the President; and

3. In the absence of the President, assume the duties of the President.
- E. ****The Vice-President shall:**
 1. Be a full member of FNA
 2. In the absence of the President and President-Elect, assume the duties of the President;
 3. Be chairperson of the FNA Membership Committee.
- F. The Secretary shall record the minutes of meetings of the:
 1. FNA;
 2. Board of Directors;
 3. Executive Committee; and
 4. Advisory Committee.
- G. The Treasurer shall:
 1. Report to the Board of Directors the financial standing of FNA;
 2. Make a full report to FNA at each Membership Assembly;
 3. Serve as Chair of the Finance Committee; and
 4. Be bonded.
- H. The Directors shall:
 1. Be responsible for the implementation of the purposes and functions as created in these bylaws;
 2. Serve as members of the FNA Board of Directors;
 3. Serve as liaisons between the FNA Board of Directors and the Regions and bargaining units as designated by the Board;
 4. Recommend to the FNA Board of Directors the establishment of Ad Hoc Committees deemed necessary to implement the purposes and functions of FNA.

Section 6. Vacancies in Office

- A. Vacancy in the office of President.
 1. *A vacancy in the office of President shall be filled by the President-Elect.
 2. An officer or member who fills a vacancy in the office of a president or assumes the duties of an absent president may serve as an ANA delegate only if elected to the ANA delegate position.
- B. *If a vacancy occurs in the office of President-Elect, this position will remain vacant until the next election cycle or until the Board of Directors orders a special election by the full membership.
- C. In all other vacancies in elected positions on the Board, the Board of Directors shall appoint a qualified FNA member to serve for the remainder of that term

ARTICLE V. Executive Director

Section 1. Accountability

The Executive Director is accountable to and will be evaluated annually by the Board of Directors.

Section 2. Authority

The Executive Director has the authority to manage, plan, develop, administer and coordinate activities of the association in accordance with policies established by the Board of Directors.

ARTICLE VI. Nominations and Elections

Section 1. Nominating Committee

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

- A. The member elected to the Committee who has the highest number of votes shall serve as Chair;
- B. No Region shall be entitled to have more than one member serve on the Nominating Committee;
- C. The term of office shall be two years, or until their successors are elected.
- D. A member shall not serve more than two consecutive terms on the Nominating Committee;
- E. No member shall serve concurrently on the Nominating Committee and on the Board of Directors;
- F. If a member of the Nominating Committee is submitted as a suggested candidate for an office of FNA and the member consents to be considered as a candidate, said member shall immediately resign from the Nominating Committee. This does not apply to a present member of the Committee whose name is submitted as suggested candidate for the Nominating Committee for the next term or as an ANA Delegate.
- G. Any vacancy occurring on the Nominating Committee shall be filled by the person who received the next highest vote at the convention at which the Committee members were elected.

Section 2. Nomination Process

- A. Suggestions for nominees for elected offices shall be solicited from each Region and structural unit;
- B. Individuals may nominate candidates or self-nominate;
- C. Requests for nominees shall be published in *The Florida Nurse*.
- D. The Committee shall propose a tentative FNA ballot containing nominees for:
 - 1. ANA Delegates
 - 2. FNA Officers, Directors and Nominating Committee
 - 3. Workforce Advocacy (WFA)
- E. The Committee shall propose a tentative WFA ballot containing nominees for WFA Commissioners and CAN Delegates and will be voted on by those FNA members not represented by collective bargaining.
- F. Candidates for UAN National Labor Assembly delegate will be submitted to the FNA Nominating Committee for placement on the ballot and shall be voted on by members represented by FNA in collective bargaining.
- G. After presentation to the Board of Directors for information only, the tentative ballot shall be published in the Call to Meeting of the FNA Membership Assembly.
- H. Within the 30 day period following the publication of the tentative ballots in the FNA official publication, additional nominations may be made to the Chair of the Nominating Committee by any individual member, Region, or structural unit.
- I. The Nominating Committee shall formulate the final ballots by the addition of the nominees submitted, provided that all eligibility and membership requirements are met;
- J. A person shall not appear on the FNA ballot as a nominee for more than one office.
- K. The completed ballots shall be:
 - 1. In conformity with the FNA bylaws, and the policies as adopted by the FNA Board of Directors;
 - 2. Identified, for each person running, as to the region and city or county of membership;
 - 3. Presented for information only to the Board of Directors before being published in the Official Call to Meeting.
- L. No nominee shall appear on the ballots without having signed the consent-to-serve-if-elected statement.

- M. The biographies of the nominees, including region and city or county of membership, shall be published with the ballots in the Official Call to Membership Assembly.

Section 3. Election Process

- A. Elections shall be held in the odd-numbered years.
- B. Elections shall be held by secret ballot via electronic and/or phone ballot.
 - 1. A plurality of votes cast by those entitled to vote, and voting, shall constitute an election;
 - 2. In the case of a tie, the choice shall be determined by lot at the Membership Assembly.
- C. Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates who have signed the consent-to-serve form.
- D. The voting shall be completed no later than midnight of the twenty-eighth (28th) day prior to the first day of the convention.
- E. The Tellers shall:
 - 1. Verify membership and tabulate the votes;
 - 2. Compile a report of all votes received; and
 - 3. Send the results by certified mail, in duplicate, to the FNA Secretary at the convention site.
- F. The Secretary shall announce the election results at the Membership Assembly;
- G. The President, President-Elect, Vice-President, Secretary, Treasurer, Directors, FNA Nominating Committee and any other elected position on the ballot shall be declared as elected at the membership assembly.

Section 4. ANA Delegates

- A. All FNA members with full membership may vote for ANA delegates.
- B. The FNA President and President-Elect shall be concurrently elected as delegates.
- C. ANA delegates-at-large, delegates and alternate delegates shall be elected by secret ballot by plurality vote and be full members of FNA.
- D. Each delegate-at-large, delegate and alternate delegate shall be elected for a two-year term or until a successor is elected.
 - 1. Regions shall nominate candidates;
 - 2. Individuals may nominate candidates or self-nominate.

Section 5. Workforce Advocacy Nominations

The FNA Nominating Committee provides for the election of WFA Commissioners and CAN Delegates as described in Article XIV, Section 6 of these bylaws.

ARTICLE VII. Meetings

Section 1. Membership Assembly: The official meeting of the Florida Nurses Association will be held at least biennially. It will consist of reports from the Board of Directors, Regions, and committees; and adoption of bylaws and proposals. Additional activities may include educational programs, networking, and professional updates.

Section 2. Order of Business

The Order of Business of each membership assembly of FNA shall be in accordance with a program adopted at the beginning of the meeting.

Section 3. Call to Meeting of the FNA Membership Assembly

The Official Call to Meeting of the FNA Membership Assembly, shall be noticed via mail or electronic communication at least sixty (60) days before the first day of the Membership Assembly.

Section 4. Special Meetings

- A. Special meetings of FNA may be called by the FNA Board of Directors and shall be called by the President upon the written request of a majority of the Regions and/or collective bargaining units.
- B. Special meetings shall be noticed by mail, telephone, or electronic communication at least fifteen days before the first day of the meeting.

Section 5. Quorum

Five members of the Board of Directors, one of whom shall be the President or President-Elect, and representatives from a majority of the Regions shall constitute a quorum for the transaction of business at any Membership Assembly or special meeting of the FNA.

ARTICE VIII. Representation at State Meetings

Section 1. Membership

The voting body at all Membership Assemblies and special meetings of this Association shall consist of the Board of Directors and all FNA members in good standing who are in attendance.

ARTICLE IX. Board of Directors

Section 1. Composition

There shall be a Board of Directors composed of the Officers and the Directors.

Section 2. Meetings of the Board of Directors

- A. Meetings shall be held at such times and places as shall be determined by the Board of Directors.
- B. Special Meetings:
 - 1. May be called by the President on seven (7) days' notice to each member of the Board, either by mail, telephone, or electronic communication; and
 - 2. Shall be called by the President in like manner or on like notice upon the written request of:
 - a. Five (5) or more members of the Board of Directors, or
 - b. **A majority of the Regions.
 - 3. Shall be held at such times and places as may be specified in the notice thereof.
- C. Business that requires action by the Board of Directors between regular meetings may be conducted by mail, telephone or electronic communication. Such action shall be subject to ratification at the next regular meeting of the Board of Directors.
- D. Attendance
 - 1. Any member of the Board of Directors may have one (1) absence from the Board of Directors' meetings within a one-year period.
 - 2. A board member on official business as designated by the President of FNA or Board of Directors at the time of the Board Meeting shall not be considered absent.
 - 3. A partial absence shall consist of not more than two (2) hours, unless an unforeseen emergency occur en-route to the meeting.

4. At the second absence of any member of the Board of Directors, the Board of Directors shall vote on removal of said board member from position.
- E. FNA members, the Chair of the Labor and Employment Relations Commission, the Chair of the Workforce Advocacy Commission and the President of the FNSA or a designee, shall be eligible to attend meetings of the Board of Directors. They shall have voice, but no vote.

Section 3. Quorum

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

Section 4. Duties of the Board of Directors

The Board shall:

- A. Establish major administrative policies governing FNA and provide for the transaction of general business of the organization;
- B. Provide for the expenditure, investment and surveillance of FNA funds;
- C. Provide for the bonding of appropriate officers and staff;
- D. Provide for the adoption and administration of a budget, and for a periodic review statement by a Certified Public Accountant;
- E. Provide for the operation and maintenance of a state headquarters;
- F. Employ an Executive Director, define duties and fix compensation;
- G. Employ legal and other counsel as deemed necessary, define duties and fix compensation;
- H. Determine the registration fee, date and location of Membership Assembly;
- I. Determine the time and place of meetings of the Advisory Council;
- J. Recommend to the Governor nominations for appointments to the Florida State Board of Nursing and any other appropriate boards;
- K. Report to FNA members the business transacted by the Board of Directors;
- L. Act upon recommendations and/or plans of committees prior to implementation;
- M. Provide for the equitable allocation of ANA delegates;
- N. Establish regional boundaries
- O. Receive, for information only, reports from the Bylaws, Nominating and Reference Committees
- P. Fill vacancies in office as provided in these bylaws; and
- Q. Assume such other duties as may be provided elsewhere in these bylaws, and as directed by the FNA membership.

ARTICLE X. Executive Committee

Section 1. Composition

There shall be an Executive Committee composed of the Officers.

Section 2. Powers

The Executive Committee shall have all the powers of the Board of Directors to transact business between meetings of the Board. Such action shall be subject to ratification at the next regular meeting of the Board of Directors.

Section 3. Meetings

- A. The Executive Committee shall meet at the call of the President;
- B. Meetings may be conducted in person, by mail, telephone or electronic communication.

Section 4. Quorum

A majority of the members of the Executive Committee shall constitute a quorum at any meeting of the Committee.

ARTICLE XI. Committees

Section 1. General

- A. Committees shall assume such duties as assigned by the Board of Directors, and as specified in these Bylaws and report action as requested.
- B. Committees shall meet only with the approval of the President or Board of Directors.
- C. Committees shall meet on the call of the Chair, with no less than fifteen (15) days notice to committee members and FNA Headquarters.
- D. Absence of a member from two meetings of a committee shall constitute a resignation.
- E. A majority of the members of any standing or ad hoc committee shall constitute a quorum.
- F. Members of the FNSA shall be eligible to attend FNA committee meetings.

Section 2. Ad Hoc Committees

There shall be ad hoc committees appointed by the President, the Board of Directors, and/or the FNA representatives attending the Membership Assembly as deemed necessary to act upon issues pertinent to FNA.

Section 3. Membership Committee

The composition of the Membership Committee shall be the Vice-President as chair, the Treasurer and at least five (5) members appointed after each election by the President with approval of the Board of Directors.

Duties:

- A. Identify strategies for retention of members,
- B. Develop a marketing campaign to seek new members,
- C. Recommend membership options,
- D. Submit suggestions to FNA Board of Directors,
- E. Report to the FNA membership on the status of membership.

Section 4. Reference Committee

The Reference Committee shall consist of five (5) members appointed after each election by the President with the approval of the Board of Directors, to serve until their successors are appointed.

Duties:

- A. Seek reference proposals from Regions, LERC, WFA, and members,
- B. Review proposals for appropriate structure,
- C. Make appropriate suggestions to authors as needed,
- D. Present proposals at the Membership Assembly.

Section 5. Bylaws Committee

- A. Composition.

The Bylaws Committee shall consist of at least five (5) members appointed after each election by the President with the approval of the Board of Directors, to serve until their successors are appointed.

- B. Duties. FNA bylaws - The committee shall:
 - 1. Receive and review all proposed amendments to the FNA bylaws and edit for conformity;
 - 2. Submit proposed amendments to FNA bylaws as appropriate;
 - 3. Present the proposed amendments to the FNA Board of Directors for information only; and
 - 4. Submit the proposed amendments to the membership at the FNA Membership Assembly in accordance with the provisions for amendments to these bylaws.

Section 6. Finance Committee

- A. Composition.

The Finance Committee shall consist of at least five (5) members, including the FNA Treasurer who shall serve as Chair. Four members shall be appointed after each election by the President, with approval by the Board of Directors, to serve until their successors are appointed. One of the appointed members shall be a member of the Labor and Employment Relations Commission and one of the appointed members shall be a member of the Workforce Advocacy Commission.
- B. Duties. The committee shall:
 - 1. Supervise the preparation of an annual budget for the fiscal year defined as the calendar year January 1 to December 31;
 - 2. Present the budget for approval to the FNA Board of Directors;
 - 3. Advise the FNA Board of Directors and other FNA structural units regarding financial matters and feasibility of funding for expenditures;
 - 4. Advise and report on the expenditure of funds to the FNA Board of Directors; and
 - 5. Report to the Membership Assembly the financial status of FNA.

ARTICLE XII. Regions

Section 1. General

- A. FNA shall be composed of Regions.
- B. There shall be Regions which meet the following requirements:

Regions must be in conformity with the bylaws of FNA

ARTICLE XIII. Labor and Employment Relations Commission

Section 1. General

The Labor and Employment Relations Commission shall exist for the purpose of overseeing the conduct of FNA's labor/employment relations and collective bargaining program which shall include the formation of appropriate policies and procedures.

Section 2. Term of Office

Each member shall serve a term on the Commission which shall be concurrent with the term as President of the Local Bargaining Unit.

Section 3. Responsibilities

- The Labor and Employment Relations Commission shall:
- A. Oversee the conduct of the FNA's labor/employment relations and collective bargaining program, which shall include the formulation of appropriate policies and procedures;
 - B. Formulate programs of assistance and training for local bargaining units;

- C. Consider and adjudge requests for legal assistance involving employment issues and contract grievances from members of local bargaining units;
- D. Make preliminary annual budget projections and recommendations to the FNA Finance Committee prior to adoption of the budget by the FNA Board of Directors;
- E. Establish, when needed, subordinate Councils to conduct studies and make recommendations in specific substantive areas of labor and employment relations;
- F. Assist FNA staff in the development of local unit organizing activities; and
- G. Communicate with the Board of Directors concerning economic and welfare issues relative to the nursing profession.
- H. Receive and review the bylaws of any Collective Bargaining Unit making application for FNA to be its bargaining agent; and
- I. Receive and review the bylaws of each Collective Bargaining Unit on a periodic basis.

ARTICLE XIV. WorkForce Advocacy Program

Section 1. Name

The name shall be the Workforce Advocacy Program, hereinafter referred to as WFA.

Section 2. Purposes

The purposes of WFA shall be to:

- A. Serve as the sole exclusive Workforce advocacy program for the Florida Nurses Association hereafter referred to as FNA.
- B. Support nurses in personal and professional growth and development in the practice setting to promote positive work-related experiences.
- C. Collaborate with internal and external stakeholders to provide services and develop policies that positively impact the work environment.

Section 3. Functions

The functions of WFA Program shall be to address personal and healthcare environment issues of nurses by:

- A. Giving personal and professional voice to nurses.
- B. Promoting education and support of nurses on issues and trends.
- C. Providing services to and communication with WFA members.
- D. Identifying and responding to trends using a knowledge-based foundation.
- E. Promoting and providing leadership and mentoring.
- F. Conducting, evaluating and supporting research.

Section 4. Membership

- A. Members of the WFA Program shall be FNA members in good standing who are not members through collective bargaining.
- B. Membership Privileges and Obligations
 - 1. Members of WFA shall have privileges as follows:
 - a. Vote for delegates to CAN,
 - b. Vote for WFA Commissioners;
 - c. Serve as a delegate or in any other elected or appointed position of WFA/FNA;
 - d. Attend functions and meetings of WFA, FNA, and ANA; and
 - e. All other privileges of FNA membership.
 - 2. Members of WFA shall have obligations as follows:
 - Abide by FNA bylaws.

Section 5. WFA Commission

The WFA Commission shall provide leadership for the WFA Program.

A. Composition

1. The Commission shall be composed of five commissioners, who shall be elected by WFA members.
2. To be eligible to serve on the WFA Commission, a person shall:
 - a. Be a member in good standing in the FNA.
 - b. Shall not be a member of a collective bargaining unit.

B. Term of Office

1. WFA Commissioners shall be elected to serve for two year terms or until successors can be elected.
2. No commissioner shall serve more than three consecutive terms. A commissioner who has served one half term or more shall be considered to have served a full term.

C. Authority

The WFA Commission shall:

1. Oversee the conduct of the FNA WFA Program, which shall include the formulation of appropriate policies and procedures.
2. Set standards of conduct for the operation of the WFA Program.
3. Formulate programs of assistance and training for members.
4. Make budget projections and recommendations to the FNA Finance Committee prior to the adoption of the budget by the FNA Board of Directors.
5. Identify a commissioner of the Commission to serve on the FNA Finance Committee.
6. Establish committees and/or task forces to conduct studies and make recommendations and facilitate areas of Workforce advocacy.
7. Communicate with the FNA Board of Directors, Membership Assembly, and members concerning Workforce advocacy issues relative the nursing profession.
8. Designate two CAN delegates from the WFA Commission.

D. Meetings

1. The WFA Commission shall meet quarterly or as needed.
2. Commissioners will be notified 20 days prior to the meeting.

E. Quorum

A quorum for transaction of business by the WFA Commission shall consist a majority of the commissioners.

F. Vacancies

In the event of a vacancy the Commission shall fill the vacancy by appointment, of a person meeting the stated qualifications, until the next biennial meeting of the FNA House of Delegates when such vacancy shall be filled by election.

G. Chairperson

1. The WFA Commission shall designate a chair who does not currently sit on the FNA Board of Directors.
2. The WFA Commission Chair shall serve as the WFA representative to the FNA Board of Directors.

Section 6. Nominations and Elections

- A. The FNA Nominating Committee shall provide this function for the nomination of WFA Commissioners and CAN delegates.
- B. WFA members shall nominate candidates and individual WFA members may self-nominate.
- C. Individuals nominated for the position of commissioner and/or delegate must be members in good standing of WFA and FNA.

- D. Elections shall be held in conjunction with and following the same procedure as FNA elections.
- E. Only those FNA members who are members of WFA may vote for WFA Commissioners and/or CAN delegates.

ARTICLE XV. Advisory Council

Section 1. Composition

- A. The FNA Board of Directors and representatives from Regions, WFA and Collective Bargaining Units or their designees, shall constitute an Advisory Council to consider and promote the interests of FNA.
- B. Two officers of FNSA shall be eligible to attend meetings of the Advisory Council.

Section 2. Meetings

- A. A meeting of the Advisory Council shall be held during Membership Assembly
- B. The Advisory Council shall meet at such other times and places as may be determined:
 - 1. By the FNA President; or
 - 2. By the FNA Board of Directors; or
 - 3. At the request of fifty (50%) percent of the Regions.

ARTICLE XVI. Florida Nursing Students' Association

Section 1. General

It shall be the responsibility of FNA to set up communications with Florida Nursing Students' Association that will foster an organization of students of professional nursing which will assist in preparing them to meet their professional obligations as graduate nurses.

Section 2. Meetings

Meetings of the FNSA may be held in conjunction with Conventions of FNA.

ARTICLE XVII. Relationship of FNA to ANA

Section 1. Membership

- A. FNA is a constituent member of ANA and shall pay dues in accordance with policies adopted by ANA House of Delegates
- B. The FNA shall continue to pay dues to the ANA pursuant to the ANA bylaws and House of Delegates policy until such time as 2/3 of the entire CMA membership votes to disaffiliate from the ANA. "CMA membership," for these purposes, is defined as the individual members of the CMA who have ANA rights and privileges of the membership as a result of their CMA membership. The vote may occur by mail, phone or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

Section 2. ANA Constituent Assembly

FNA shall be entitled to representation at the ANA Constituent Assembly by the President of FNA and the Executive Director, or their designated alternates.

Section 3. ANA Delegates

- A. FNA shall be entitled to representation at the ANA House of Delegates as determined in the ANA bylaws.

- B. FNA shall elect three (3) delegates-at-large and additional delegates as allocated in accordance with policies adopted by the ANA House of Delegates.

ARTICLE XVIII. Official Publication

Section 1. *The Florida Nurse* shall be the official publication of FNA.

Section 2. *LERC Today* shall be the official publication of the Economic and General Welfare Program.

ARTICLE XIX. Parliamentary Authority

The rules contained in *Robert's Rules of Order Newly Revised* shall govern meetings of FNA in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XX. Amendments

Section 1. Previous Notice

- A. These bylaws may be amended at any FNA Membership Assembly by a two-third (2/3) vote of the members present and voting.
- B. All proposed amendments shall be in the possession of the FNA Executive Director at least sixty (60) days before the Membership Assembly, and shall be published at least 30 days prior to the FNA Membership Assembly.

Section 2. Without Previous Notice

These bylaws may be amended, without previous notice, at any Membership Assembly by a ninety-five percent (95%) vote of the members present and voting.

ARTICLE XXI. Dissolution

In the event that this organization should be dissolved for any reason, any remaining assets shall be liquidated and distributed in accordance with governmental regulations. No funds can inure to the benefit of any individual member.

Proviso Notes

* Changes from Districts to Regions are with the proviso that the changes take place according to the transition plan.

** All references to President-Elect are with the proviso that the changes take place at the next (2010-2011) nomination and election cycle.

*Approved by House of Delegates
September 25-26, 2009*