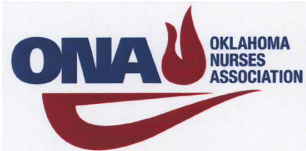


Oklahoma Nurses Association

2015 House of Delegates Meeting

Approved Minutes 21-Oct 2015

Agenda Item	Discussion	Action
Call to Order	House of Delegates met at the Sheraton Reed Conference Center and Hotel in Midwest City, OK.	The meeting was called to order by Joe Catalano, President at 1330 hrs.
Pledge of Allegiance	President Catalano led the delegation in the pledge of allegiance.	Pledge recited by HOD
Report of the Credentials Committee	Jennifer O'Connor, Chairperson of Task Force on Delegate Credentialing presented the report of the task force. As of Oct 21, 1330 hrs, the Number of regional delegates eligible: 67; Number of regional delegates credentialed: 44; Number of regions eligible: 7; Number of regions represented: 6; Number of eligible Board of Directors delegates: 15; Number of Board of Director's delegates present: 11; Number of eligible affiliates: 11; Number of affiliates represented: 3; Number of Past Presidents present: 5. Total number of credentialed delegates: 63	Hearing no objection, the President declared the report from the Task Force on Delegate Credentialing to be adopted as presented.
Establishment of Quorum	ONA Bylaws, Meetings, Section 2, Quorum, provides a quorum for business transaction by the HOD consisting of a majority of the total delegate population, representing a majority of the regional nurses associations & a majority of the BOD, one of whom shall be the President or Vice President. There are 6 regional nurses associations with 63 delegates. On the basis of the Task Force on Delegate Credentialing report, the President declares a quorum present.	The President declared a quorum present.
Adoption of House of Delegates Standing Rules	Vice-President Spanbauer presented the Standing Rules included in the delegates' packet.	ONA Vice-President, Pam Spanbauer moved that the standing rules be accepted as proposed. Standing Rules adopted.
Adoption of the Agenda	The proposed agenda, included in the delegate packet, was reviewed. Kim Williams moved that the agenda for the 2015 HOD be adopted & that the President be authorized to reorder the agenda as necessary.	ONA Secretary/Treasurer, Kim Williams moved that the agenda be accepted; Lynette Gunn seconded. Agenda adopted.
Introductions	President Joe Catalano introduced the Board of Directors: President-Elect: Joyce VanNostrand; Vice-President: Pam Spanbauer; Secretary/Treasurer: Kim Williams; Disaster Preparedness: Polly Shoemake	None required

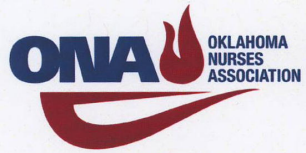


Oklahoma Nurses Association

2015 House of Delegates Meeting

Approved Minutes 21-Oct 2015

Agenda Item	Discussion	Action
Introductions Cont.	<p>(not present); Political Activities Director: Rhonda Lawes; Education Director: Karen Cotter; Practice Director: Lynn Sandoval; Emerging Nurse Director: Megan Hartsook (not present); Region 1 President & Representative: Teressa Hunter; Region 2 Representative: Shelly Wells; Region 3 Representative and past President: Lynette Gunn; Region 6 President & Representative: Viki Saidleman; and ONA Consultant to ONSA: Dean Prentice.</p> <p>Recognizing ONA Region Presidents & Past Presidents: Region 2 President: Lisa Gerow; Region 2 Past President: Rick Odiorne, not present); Region 3 President: Angela Martindale; Region 5 Past President: Carmen Nickel. Honoring Past Presidents: Cindy Lyons, Christine Weigel, Clare Delaney, Francene Weatherby, Robin Potter Kimball, and Pam Price Hoskins. Parliamentarian: Craig Henry. ONA Staff: Executive Director: Jane Nelson; Communications Director: Candice Black; Workplace Consultant: Margy Selby (not present); Primary Nurse Planner: Patti Muller-Smith (not present); ONA Contract Lobbyist: Vickie White Rankin (not present); Convention Assistant: Pamela Dodson.</p>	
Appointment of Committee to Approve the Minutes	President Catalano appointed three members to serve as a committee to approve the minutes of the 2015 meeting of the House of Delegates.	Committee to Approve the Minutes: Kim Williams, Marie Ahrens, Viki Saidleman.
Appointment of Timekeeper	President Catalano appointed Dean Prentice official timekeeper during the HOD meeting.	Dean Prentice designated as official timekeeper.
ANA Activities Update	ANA Director-at-large, Faith Jones provided HOD with an update on ANA activities. Professional issues panel to focus on palliative care, ethics and new scopes and standards. 2016 will be the year of quality and safety.	
Address of President, 2014-2016	President Joe Catalano message reflected on the difference nurses make in the lives of others through our points of care. President Catalano shared his personal story of not only being cared for during his own health challenges, but how he personally touched the life of a patient who later became a nurse because of his interaction and points of care with her.	President's report presented and in ONA 2015 Book of Reports.



Oklahoma Nurses Association

2015 House of Delegates Meeting

Approved Minutes 21-Oct 2015

Agenda Item	Discussion	Action
Treasurer's Report, FY2015 Financial Reported	Kim Williams presented the treasurer's report: ONA fiscal year 2015 (FY2015) ; Review of some of the activities for the year including: a) Legislative Day cancelation and subsequent reschedule with less attendance; b) Royalty income less than expected, however monies still due; c) Sale of ONA building with money to be invested to further secure ONA's financial future.	Financial statements provided in Book of Reports.
Executive Director's Report	Jane Nelson, ONA Executive Director's report: ONA Update- work continuing to take place from the ANA Assessment and recommendations from 2014 HOD. This includes ONA structural changes, bylaws changes, and a business plan that will allow ONA to build upon the strategic plan transforming operations in the area of financial services, technology infrastructure, and membership marketing.	Executive Director's report in ONA 2015 Book of Reports.
Adoption of General Consent of the 2015 Annual Reports	All reports in the Book of Reports: Annual reports from: President, Executive Director, Vice-President, Board of Directors Activity, FY2015 Year End Financial, Education and Practice Advisory Committee, Legislative Agenda, Legislative Report, Future of Nursing Campaign for Action, ONA Education Task Force, ONA Political Activities Committee (PAC-GAC), Region reports, OK Immunization Advisory Committee, OK League for Nursing, Nursing Scholarship Advisory Committee for Physician Manpower Training Commission OKMRC Nurses, and Organizational Affiliate reports	Reports adopted.
Region and Chapter Development Task Force Report	President-Elect Joyce VanNostrand presented a report from the Region and Chapter Development Task Force outlining the work that has been accomplished to date (PowerPoint Attached). From the 2014 HOD, the Membership Structure Engagement and Connectivity Task Force wanted a group to focus on region and chapter development, hence this task force was convened. Members include Jessica Cochran, Joe Catalano, Clare Delaney, Melinda Laird, Cindy Lyons, Cheryl Kent, Lisa McCool, Carmen Nickel, Rick Odiorne, Chris Weigel, and Joyce VanNostrand. Presentation consisted of slides outlining the new proposed ONA Board structure and regions. These recommendations were taken from HOD 2014. There is still work to be done, including specifically how the Membership Development Fund will operate.	Report presented, no action needed.

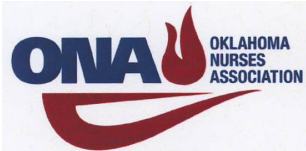


Oklahoma Nurses Association

2015 House of Delegates Meeting

Approved Minutes 21-Oct 2015

Agenda Item	Discussion	Action
<p>New Business</p> <p>1) Bylaws Amendments</p>	<p>President Joe Catalano informed the HOD that the first order of New Business was the consideration of the Bylaw Amendments developed as a result of the 2014 HOD Motion. The bylaw amendments came from the Board of Directors so there is no seconds required. 16 amendments were considered. Secretary/Treasurer read each of the amendments, which were also projected on the screen. Each amendment was considered individually while allowing the members of the HOD to ask questions and amend. For full text see Attachment A containing the ONA Bylaws as Amended by the HOD.</p> <p>Amendment 1 – Article I: Purposes and Functions, S2 Function; Deleting the line: The functions of the ONA shall be to:</p> <p>Amendment 2 – Article II: Membership, S1 Members; Amending the first line to read: a. A member is an individual meeting the following criteria: ; And adding a new #2 Has paid dues as required for membership.</p> <p>Amendment 3 – Article II: Membership, S1 Members c. Member Rights and Responsibilities, 1. ONA/ANA Members; Adding: e. Attend the Quadrennial Congress of International Council of Nurses;</p> <p>Amendment 4 - Article II: Membership, S1 Members c. Member Rights and Responsibilities, 1. ONA/ANA Members; Replace the word “delegates” with “representatives” in 1f</p> <p>Amendment 5 - Article II: Membership, S1 Members c. Member Rights and Responsibilities, 1. ONA In-state-only Members; Change the words in 2c to only allow ONA/ANA members to select ANA representatives since ONA/ANA membership is transitioning from a National House of Delegates to a membership assembly.</p> <p>Amendment 6- Article II: Membership, S1 Members, e. Transfer of membership; Deleting the line: 1. 1. An ONA member may transfer from one RNA to another RNA without paying additional dues.</p> <p>Amendment 7 – Article III; ONA RNA; Change RNA to Regions and consider one of two Options. These amendments were based on the Motion from the 2014 HOD directing the ONA BOD to propose amendments to the ONA bylaws encompassing the following. First consideration was given to how the Dues \$ would be handled. Option A split between Development Fund and the Regions and Option B that allotted all the Region dues to the Membership Development Fund.</p> <p>1. Option A passed with standing vote -39; Option B received 5 votes</p>	<p>Amendment 1 – Adopted</p> <p>Amendment 2 – Adopted</p> <p>Amendment 3 – Adopted</p> <p>Amendment 4 – Adopted</p> <p>Amendment 5 – Adopted</p> <p>Amendment 6 -- Adopted</p> <p>Amendment 7 - Adopted in its entirety with Option A</p>



Oklahoma Nurses Association

2015 House of Delegates Meeting

Approved Minutes 21-Oct 2015

Agenda Item	Discussion	Action
	<p>Amendment 8 – Article IV: Organizational Structure, S1 HOD, a. Composition and Apportionment; Change the number of delegates from 1 per 20 to 1 per 10</p> <p>Amendment 9 - Article IV: Organizational Structure, S2 BOD a. Composition; Changes the composition of the BOD from 25 to 16, Adds the ONA Consultant to the BOD, deletes the Disaster Preparedness Director and adds a Membership Development Fund Director</p> <p>Amendment 10 - Article IV: Organizational Structure, S2 BOD, b. Responsibilities; Amend item 7. to read: Develop guidelines for the creation and dissolution of Regions and Chapters, and Adds the following items: 8.Serve as the Reference Committee, and 9.May create or appoint special committees or task forces for short-term specific needs.</p> <p>Amendment 11 - Article IV: Organizational Structure, S2 BOD, c. Term of Office; Adds #3: Four consecutive unexcused absences from Board meetings are grounds for removal from office.</p> <p>Amendment 12 - Article IV: Organizational Structure, S2 BOD, d. Vacancies; clean up language and changes “ANA delegate” to “ANA Representative”.</p> <p>Amendment 13 - Article IV: Organizational Structure, S3 Duties of Officers; cleans up the bylaws language by aligning the officers duties as recommended by ANA.</p> <p>Amendment 14 – Article IV: Organizational Structure, S4 Committees; cleans up language related to ONA Committees and their duties. It also adds language for the Membership Development Fund Committee.</p> <ol style="list-style-type: none"> 1. Amendment by Deb Wipf, seconded by Chris Thoman – Delete #2 of Article IV Section 4 a - already stated in Article IV Section 8 2. Amendment by Heather Fenton seconded by Claudia McElvania Article IV Section 4, c. strike “2 Region Leaders and 3 Chapter Chairs. The ONA President will appoint the Region Leaders and Chapter Chairs.” replace with “6 Region Leaders.”. failed 29 – 18 3. Amendment by Lindsey West, seconded by Jessica Cockrum Article IV Section 4, c. to strike “two Region Leaders and three Chapter Chairs. The ONA President will appoint the Region Leaders and Chapter Chairs.” and replace with “a representative from each Region elected by the Region Members.” Amendment passed 	<p>Amendment 8 -- Adopted</p> <p>Amendment 9 -- Adopted</p> <p>Amendment 10 -- Adopted</p> <p>Amendment 11 -- Adopted</p> <p>Amendment 12 -- Adopted</p> <p>Amendment 13 -- Adopted</p> <p>Amendment 14 -- Adopted as Amended</p>



Oklahoma Nurses Association

2015 House of Delegates Meeting

Approved Minutes 21-Oct 2015

Agenda Item	Discussion	Action
<p>2) Other</p>	<p>Amendment 15 - Article IV: Organizational Structure, S5 Election of Officers and ANA/ONA Representatives, a. Nominations; Strike Section 2 in its entirety and renumber.</p> <p>Amendment 16 - Article IV: Organizational Structure, S6 Association Executive Officers; Replace “Executive Director” with “Chief Executive Officer” throughout the section.</p> <ul style="list-style-type: none"> • Comments made from Delegates from Region 2 and 3 in opposition to this change. • Representative from AWHONN spoke in support of this change <p>President Catalano asked if there was any new business to come before the House and reminded the delegates about Standing Rule #7, which states that any new business not known prior to October 1 be introduced as a main motion during the new business section of the agenda.</p>	<p>Amendment 15 -- Adopted</p> <p>Amendment 16 -- Adopted 35-13</p>
<p>New Business</p>	<p>No new business was presented for discussion.</p>	
<p>2015 Nominating Committee Report</p>	<p>Chairperson, Nomination Committee, Teri Round was not able to be present; Nancy Eckert, Chair of the 2016 Nominating Committee presented the report. The nominations and election were carried out in accordance with applicable provisions of the ONA By laws and Policies & Procedures. Balloting was conducted electronically.</p> <ul style="list-style-type: none"> • Number of ONA, ONA/ANA members: 1234 • Total number of ballots counted: 130 <p>On the basis of the report of the Nominating Committee, the ONA President declared the following members elected:</p> <ul style="list-style-type: none"> • Vice President: Elizabeth Diener • Political Activities Director: Martha Hernandez • Practice Director: ShyRhonda Roy • Emerging Nurse Director: Nathan Gomez <p>Nominating Committee: Jerod Waters, Polly Shoemake, and Teressa Hunter. Jerod Waters elected Chair of Nominations Committee based on highest number of votes received.</p>	<p>The House of Delegates congratulated the newly elected officers & thanked them for their willingness to serve the association.</p>



Oklahoma Nurses Association

2015 House of Delegates Meeting

Approved Minutes 21-Oct 2015

Agenda Item	Discussion	Action
Nightingale Tribute	President Joe Catalano began the tribute lighting a candle while honoring a list of those in our profession that we have lost. A poem was read and time was allotted for anyone to add anyone who was not listed.	No action required.
Seating of Delegates for 2016 HOD	The United Nations Model is used to determine seating. President, Joe Catalano officiated the selection of Region 4 to be seated first.	No action required.
Announcements	1) ONF movie night following a reception beginning at 5pm. Tickets still available. 2) Meet the Board reception at 8pm in hotel bar area just off the lobby; cash bar will be available.	No action required.
Adjournment	President, Joe Catalano adjourned the House of Delegates at 1538 hrs.	House of Delegates adjourned.
Recorder	Respectfully submitted, Secretary/Treasurer: Kim Williams, MHA, RN BSN	

Oklahoma Nurses Association Bylaws as Amended by the House of Delegates

ARTICLE I: Purposes and Functions

Section 1 Purpose

- a. The purposes of the **Oklahoma Nurses Association (ONA)** shall be to foster high standards of nursing practice, promote educational development of nurses, and support professional nurses to the end that all people may have better health care.
- b. These purposes shall be unrestricted by considerations of age, color, creed, disability, gender, health status, life-style, nationality, race, religion or sexual orientation.

Section 2 Functions

- a. Facilitate implementation of standards of practice;
- b. Ensure adherence to the **Code of Ethics for Nurses** established by the **American Nurses Association (ANA)**;
- c. Provide leadership in state and national nursing issues;
- d. Initiate and influence legislation, government programs, state health policy and national health policy;
- e. Communicate and disseminate ONA positions;
- f. Disseminate data pertinent to nursing;
- g. Offer workplace advocacy strategies, programs and services to nurses;
- h. Support and promote nursing research;
- i. Provide for the professional development of nurses;
- j. Pay dues to ANA in accordance with the ANA Bylaws and policies adopted by the ANA Membership Assembly;
- k. Provide for representation in the ANA Membership Assembly; and,
- l. Function in compliance with ANA Bylaws.

ARTICLE II: Membership

The members of ONA shall be composed of individuals and organizations that have member or organizational affiliate status. Membership is unrestricted by consideration of age, color, creed, disability, gender, health status, life-style, nationality, race, religion, or sexual orientation or any other consideration in accordance with the bylaws of ANA.

Section 1 Members

- a. **A member is an individual who** meets the following criteria:
 1. Has been granted a license as a registered nurse (RN) in Oklahoma or at least one state, territory, or District of Columbia of the United States of America and does not have a license under suspension or revocation in any state or is otherwise entitled by law to practice; and,
 2. Has paid dues as required for membership.
- b. **Classifications**
 1. **ONA/ANA Full Membership**

An individual nurse working full or part-time. The annual dues for an ONA member shall be established by the dues policy of the **ONA House of Delegates (HOD)**, and shall include dues paid to the American Nurses Association in accordance with policies adopted by the ANA Membership Assembly.
 2. **ONA/ANA Reduced Membership**

A nurse who qualifies for one of the following categories may elect to pay 50 percent of established dues.

 - a. Not employed;
 - b. Enrolled in an accredited nursing education program;
 - c. New graduate of a basic nursing education program, for the first year of membership if initiated within two (2) years of licensure to practice as a registered nurse; and,
 - d. Sixty-two (62) years of age or over and not earning more than the Social Security system allows.
 3. **ONA/ANA Special Membership**

A nurse who is 62 years of age or older and not employed may elect to pay 25 percent of the established dues.

Addendum A

4. **ONA/ANA Honorary Membership**

Membership may be bestowed by the **ONA Board of Directors (BOD)**, upon those registered nurses who have made outstanding contributions to the profession. The ONA BOD shall determine criteria and implementation.

5. **ONA (IN-STATE ONLY) Members**

Registered nurses who work or live in Oklahoma may join ONA at the state level only. The annual dues for an ONA only member shall be established by the ONA HOD, which includes an administrative assessment fee paid to the American Nurses Association established in the written agreement with ANA. This membership does not entitle the registered nurse to belong to or receive benefits from ANA at the national level.

c. **Member Rights and Responsibilities:**

1. **ONA/ANA Members**

- a. Participate in State and Regional meetings and/or attend other unrestricted State and Regional events and activities;
- b. Receive a membership card and official publications of ONA, ANA and other related entities;
- c. Be a candidate for office for ONA and ANA elective and appointive positions in accordance with ONA and ANA Bylaws and applicable policies;
- d. Attend the ONA House of Delegates and ANA Membership Assembly and other unrestricted meetings of ONA or ANA;
- e. Attend the Quadrennial Congress of International Council of Nurses;
- f. Serve as an ANA representatives or alternate, for a two-year term after being elected by the individual members of ONA by secret ballot in accordance with ONA nominating and election policies;
- g. Vote by secret ballot for elected offices of ONA;
- h. Serve in any ONA or ANA elected or appointed position in accordance with ONA and ANA Bylaws and applicable policies;
- i. Receive advice and guidance from ONA concerning workplace and nursing practice issues;
- j. Abide by the ANA Code of Ethics for Nurses;
- k. Uphold the ONA and ANA Bylaws;
- l. Receive other benefits offered by the ONA; and,
- m. Right to due process.

2. **ONA Members: In-State only members**

- a. Participate in State and Regional meetings and/or attend other unrestricted State and Regional events and activities;
- b. Receive official publications of ONA;
- c. Vote by secret ballot for ONA elected offices, EXCEPT for representatives and alternates to the ANA Membership Assembly in accordance with the bylaws and applicable policies of ONA and ANA;
- d. Serve in any ONA appointed position in accordance with ONA Bylaws and applicable policies if selected;
- e. Receive advice and guidance from ONA concerning workplace and nursing practice issues;
- f. Abide by the ANA Code of Ethics for Nurses;
- g. Uphold Bylaws of ONA;
- h. Receive other benefits offered by ONA; and,
- i. Right to due process.

d. **Disciplinary Action and Appeal**

1. Cause for disciplinary action by ONA against a member shall be limited to failure to fulfill the obligations cited in these bylaws and other such actions detrimental to purposes, goals and functions of ONA and ANA.
2. Disciplinary proceedings shall be conducted pursuant to common parliamentary and statutory law in accordance with policies established by ONA BOD.
3. All disciplined members have the right to appeal to the ONA HOD pursuant to common parliamentary and statutory law.
4. Disciplinary action taken by another constituent member of ANA against one of its individual members shall be given full recognition and enforcement provided that such action was taken in accordance with the disciplining constituent member's bylaws and disciplinary procedures.

e. **Transfer of Membership**

1. ANA Members who have paid their dues in full to one state nurses association may transfer to ONA without paying additional dues.
2. ONA is not required to refund individual membership dues to the ONA/ANA member transferring to another constituent member of ANA.

Addendum A

Section 2 Organizational Affiliates of ONA

a. An organizational affiliate of ONA is an organization that:

1. Is a nursing or health-related organization with a governing board composed of a majority of nurses that meets criteria established by ONA BOD;
2. Has been approved by ONA BOD; and,
3. Has paid an organizational affiliation fee to ONA, specified by the BOD

b. Rights

Each organizational affiliate shall be entitled to:

1. Representation in the HOD by a registered nurse with one vote;
2. Make informational reports or presentations to ONA HOD within its area of expertise;
3. Submit the names of representatives qualified for appointment to ad hoc groups, task forces, and other ONA organizational units; and,
4. Receive publications and communications published by the ONA office.

c. Responsibilities

Each organizational affiliate shall maintain a mission and purpose harmonious with the purpose and functions of ONA.

ARTICLE III: ONA Regions

The **ONA** shall have six (6) Regions, which are the constituent membership structure to engage members at the local level where they live, and or work by participating in ONA. The Regions are defined as the four geographical quadrants of the state, the Tulsa Area and the Oklahoma City Area as defined in policies. The portion of the dues allotted for Regions will be split between the Region and the Membership Development Fund as defined in the dues policy. Funds will be available to Regions and Chapters based on an application process distributed by the Membership Development Fund Committee.

The Region has the authority, delegated by the ONA HOD, to:

- a. Establish its own leadership structure, chapters and activities;
- b. Maintain representation on the ONA BOD;
- c. Participate in the ONA HOD;
- d. Recommend strategies, policies and activities that facilitate ONA's mission; and,
- e. Operate in accordance to the ONA Region Guidelines

Section 1 Responsibilities

- a. Provide the names and addresses of Region leadership including Chapter Chairs to ONA;
- b. Submit reports to ONA as requested;
- c. Present issues and concerns pertinent to its regional members to ONA;
- d. Develop Chapters according to the ONA Chapter Development Guidelines
- e. Present delegates for credentialing to the ONA HOD;
- f. Function in compliance with ONA Bylaws; and,
- g. Maintain fiduciary accountability in accordance with ONA Fiduciary Policies and Procedures-

ARTICLE IV: Organizational Structure

Section 1 House of Delegates (HOD)

The ONA HOD shall be the governing body of ONA and shall meet at the time of the annual ONA convention. The ONA House of Delegates provides stewardship for the profession through the creation of policy direction and positions that support the purposes of ONA.

a. Composition and Apportionment

The ONA HOD shall be composed of the ONA BOD, delegates from the Region and Organizational Affiliates and ONA Past Presidents.

1. At the annual meeting of the ONA HOD, each Region shall be entitled to one delegate-at-large plus one delegate for every 10 members.
2. At the annual meeting of the ONA HOD, each Organizational Affiliate shall be entitled to one delegate-at-large who is a Registered Nurse.
3. At any special meeting of the ONA HOD, each Region and organizational affiliate shall be entitled to the number of delegates authorized for the immediately preceding annual meeting of the ONA HOD
4. Each ONA past president is entitled to one seat as a delegate at any meeting of the ONA HOD.

Addendum A

c. Meetings

1. Members shall be notified of the annual meeting of the ONA HOD through a notice published by ONA including **The Oklahoma Nurse** and web site at least 45 days prior to the meeting.
2. Special meetings of the ONA HOD may be called by a two-thirds vote of the Board of Directors and shall be called by the President upon written request of a majority of the Regions.
3. Members of ONA shall be notified of a special meeting of the ONA HOD, by mail or other means determined by the ONA BOD, at least ten (**10**) days prior to the meeting.

d. Responsibilities

1. Establish rules of procedure for meeting of the ONA HOD;
2. Adopt and maintain bylaws;
3. Monitor the strategic plan;
4. Delegate authority to the ONA BOD to define accountability for the implementation of association policies and positions approved by the ONA HOD; and,
5. Determine policy directions and positions of ONA.

e. Quorum

A quorum for transaction of business by the ONA HOD shall consist of a majority of the total delegate population, representing a majority of the Regions, and a majority of the ONA BOD, one of whom shall be the president or vice-president.

Section 2 Board of Directors (BOD)

The ONA BOD is the corporate body and shall have the authority delegated to it by the ONA HOD, including the duty and power of acting for ONA membership between meetings of the ONA HOD. The ONA BOD is accountable to the ONA HOD for implementing ONA HOD decisions.

a. Composition

1. The ONA BOD shall be limited to no more than 16 members, consisting of the ONA elected officers and directors, a representative from each Region, and the ONA Consultant to the Oklahoma Student Nurses Association.
2. There shall be four (4) Executive Officers: 1) President, 2) Vice-President, 3) Secretary/Treasurer, and, 4) President-Elect.
3. There shall be five (5) directors: 1) Education Director, 2) Political Activities Director, 3) Practice Director, 4) Membership Development Fund Director, and, 5) Emerging Nurses Director.

b. Responsibilities

1. Exercise the corporate responsibility and fiduciary duties of the organization consistent with applicable provisions of law;
2. Provide for implementation of ONA policies and positions approved by the ONA HOD;
3. Establish policies and procedures for the transaction of business and ONA activities; operation and maintenance of an office; and appoint, define the responsibilities and determine other policies in relation to the Executive Director;
4. Establish financial policies and procedures that maintain the financial stability of ONA, adopt a budget, file appropriate federal and state tax documents, submit all books annually to a certified public accountant and present a financial statement to the ONA HOD;
5. Fulfill the duties specified in the ONA Bylaws and Policies;
6. Maintain appropriate relationships with the Oklahoma Nurses Foundation (ONF), the ONA Political Action Committee (ONA-PAC), and other organizations with missions congruent with ONA; and
7. Develop guidelines for the creation and dissolution chapters.
8. Serve as the Reference Committee
9. May create or appoint special committees or task forces for short-term specific needs.

c. Term of Office

1. Officers and directors will be elected to a **two-year** term of office. The term of office begins with the adjournment of the annual meeting of the ONA HOD. An officer shall not serve more than **six** (6) consecutive years or **three** terms. An officer who has served more than half a term shall be considered to have served a full term.
2. The President-Elect, Secretary/Treasurer and two directors shall be elected in **EVEN** numbered years. The Vice-President and three directors shall be elected in **ODD** numbered years.
3. Four consecutive unexcused absences from Board meetings are grounds for removal from office.

Addendum A

d. Vacancies

In the event of vacancies:

1. In the office of President, the Vice-President shall serve as President for the remainder of the term. To serve as an ANA Representative he/she must be elected as an ANA Representative.
2. In the office of another officer or of a director, the ONA BOD shall fill the vacancy by appointment for remainder of the term.

e. Executive Committee

The executive committee will be composed of the President, Vice-President, Secretary/Treasurer and President-Elect which shall have all powers delegated by the ONA BOD to transact business between board meetings.

f. Meetings

Meetings of the ONA BOD shall be held at least quarterly. Special meetings may be called by the President or shall be called upon written request from a majority of the Regions or six members of the ONA BOD.

g. Quorum

A majority of the ONA BOD including the President or Vice-President shall constitute a quorum at any meeting of the ONA BOD.

Section 3 Duties of Officers

a. President:

- 1) Serves as the Official representative of ONA;
- 2) Serves as the spokesperson on matters of ONA policy and its positions;
- 3) Chairs the ONA HOD, the ONA BOD and Executive Committee;
- 4) Is an Ex-officio member of all committees except the Nominating Committee;
- 5) Serves as a Representative to all regular and special meetings of the ANA Membership Assembly if elected by the ONA/ANA Members to serve as the ANA Membership Assembly Representative according to the ONA policies and procedures of the Nominating Committee; and,
- 6) May fulfill other duties as designated by the Board.

b. The President-elect:

- 1) Serves for a period of two-years prior to assuming the duties of the President;
- 2) Assists with standing committees; and,
- 3) Serves as a Representative to all regular and special meetings of the ANA Membership Assembly if elected by the ONA/ANA Members to serve as the ANA Membership Assembly Representative according to the ONA policies and procedures of the Nominating Committee.
- 4) May fulfill other duties as designated by the Board.

c. The Vice-President:

- 1) Serves as chair of the Convention and Awards Committees; and,
- 2) Assumes the duties of the President in the president's absence or at the discretion of the president.
- 3) May fulfill other duties as designated by the Board.

d. The Secretary/Treasurer:

- 1) Responsible for ensuring records are maintained of meetings of the ONA HOD, the ONA BOD and the Executive Committee;
- 2) Notifies Regions and individual members of meetings of ONA HOD;
- 3) Responsible for authorizing the fiscal affairs of ONA; and,
- 4) Provides reports and interpretation of ONA's financial condition to ONA HOD, the ONA BOD and membership.
- 5) May fulfill other duties as designated by the Board.

e. The Directors serve as liaisons to ONA's standing committees as appropriate for their areas of responsibility.

f. The Officers and Directors fulfill the responsibilities of ONA BOD as defined in ONA bylaws and policies.

Section 4 Committees

a. Standing Committees of ONA House of Delegates

The standing committees of the ONA HOD shall be as follows: Reference Committee and Nominating Committee. These standing committees are accountable to ONA HOD and provide reports to ONA BOD. Quorum for the Standing Committees of the ONA HOD will be a majority of the filled positions on the committee.

Addendum A

1. The Nominating Committee is composed of at least **five** (5) members to be elected by the membership. **Three** (3) members will be elected **every** year for a two-year term.

b. Standing Committees of ONA

The standing committees of the ONA to include: Awards, Convention, Education, Governmental Activities, and Professional Practice in the Workplace. These committees are accountable to the ONA BOD and provide reports to ONA HOD. Committee membership is open to all ONA members.

1. Quorum for Standing Committees of ONA will be a majority of those in attendance of the meeting.

c. Membership Development Fund Committee

The Membership Development Fund Committee which is composed of the Membership Development Director who will serve as Chair, the ONA Treasurer, a representative from each Region elected by the Region Members. Quorum for the Membership Development Fund Committee will be a majority of the filled positions on the committee.

d. Special Committees/Task Forces

The Quorum for the Special Committee/Task Force will be a majority of the members of the committee.

Section 5 Election of Officers and ANA/ONA Representatives

a. Nominations

1. Candidates will be selected from ONA/ANA members in good standing and will complete "Consent to Serve" form prior to election.
2. The nomination slate along with biographical information will be printed in ONA publications, including **The Oklahoma Nurse** and ONA website.

b. Elections

1. Elections shall be by secret ballot.
2. A plurality vote shall constitute an election. In case of a tie, the choice shall be by lot.
3. Any challenge to the election shall be filed with the Secretary/Treasurer no more than **30 days** after the adjournment of the annual meeting of the ONA HOD.

Section 6 Association Executive Officer

- a. The ONA BOD shall delegate to the Chief Executive Officer the authority in the management of ONA according to policies established by ONA HOD and ONA BOD.
- b. The Chief Executive Officer shall be accountable to the ONA BOD.
- c. The Chief Executive Officer shall employ, direct, promote, and terminate staff of the ONA.
- d. The Chief Executive Officer may represent ONA and serves as spokesperson on matters of established policy and positions.
- e. The Chief Executive Officer shall represent ONA at the ANA Membership Assembly.

ARTICLE V: Related Nursing Organizations

Section 1 American Nurses Association (ANA)

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

Section 2 ONF and ONA-PAC

- a. ONF, and ONA-PAC, were begun and are supported by ONA for fulfilling each organizations specific purposes and functions on behalf of the profession.
- b. ONA appoints members from the membership and ONA BOD to these organizations according to the bylaws of each individual organization. ONA BOD determines the financial and the organizational arrangements between ONA and these organizations
- c. A mutual agreement between ONA and the specific organization shall be required before the organization may disband or alter its relationship with ONA.

Section 3 Other Nursing Organizations

ONA, through its members and ONA BOD, encourages the establishment and maintenance of its mutually beneficial relationships with the **Oklahoma Nursing Students Association (ONSA)**, and other specialty nursing organizations and collaborative efforts with other healthcare entities.

Addendum A

ARTICLE VI: Amendments

These bylaws may be amended with prior notice at a meeting of the ONA HOD by a two-thirds vote of the credentialed delegates present and voting.

ARTICLE VII: Rules of Order

Robert's Rules of Order Newly Revised, current edition governs ONA in all parliamentary situations that are not provided for in the law or in the bylaws or adopted operation policies of ONA.