

SOUTH CAROLINA NURSES ASSOCIATION

BYLAWS

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ARTICLE I: TITLE, PURPOSES, FUNCTIONS

Section 1. Title

The name of this Association shall be the South Carolina Nurses Association, hereinafter referred to as SCNA.

Section 2. Purposes

The purposes of the SCNA shall be to--

- (a) foster high standards of nursing.
- (b) promote the professional and educational advancement of nurses.
- (c) promote the welfare of nurses.
- (d) promote better health care for all people.

The purposes shall be unrestricted by consideration of age, color, creed, disability gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 3. Functions

The functions of the SCNA shall be to--

- (a) promote, through appropriate means, standards of nursing practice, nursing education, and nursing services as defined by the American Nurses Association, ANA.
- (b) insure adherence to the code of ethical conduct for nurses established by ANA.
- (c) promote legislation and speak for the nursing profession in regard to legislation, governmental programs and health policy.
- (d) support maintenance of nurse resources to meet health care needs.
- (e) promote and protect the economic and professional security of nurses.
- (f) represent and speak for the professional nurse with allied health groups, state and local organizations, governmental bodies and the public.
- (g) represent and speak for the nursing profession with allied health groups, state and local organizations, governmental bodies and the public.
- (h) provide for the continuing professional development of nurses.
- (i) provide for representation in the ANA House of Delegates.
- (j) provide for representation in the Center for American Nurses (CAN) Membership Council.
- (k) promote relationships with the South Carolina Student Nurses Association.

Article II CHAPTERS

Section 1. Definition

Groups of nurses who are members of the South Carolina Nurses Association which have been or hereafter may be organized based on shared nursing practice interests or geographical boundaries who adhere to the SCNA Chapter Bylaws and have been approved by the majority vote of the board of directors (board) of this association shall be recognized as chapters

Section 2. Purpose

The purpose and function of each chapter shall be clearly defined and recorded by the board of this association. These purposes and functions may be changed by a two-thirds (2/3) vote of the board provided such change has been previously approved by each chapter concerned and are congruent with the purposes and functions of SCNA. Evidence is to be submitted to the Board that a substantial number of members are interested in forming a chapter. The chapter will be recommended by the Commission of Chapter Relations.

Section 3. Duties

It shall be the duty of each chapter of SCNA:

- (a) to require that all its members have the qualifications specified in Article III, Section 2 of bylaws,
- (b) to maintain a Chapter Executive Committee
 - (1) The Executive Committee shall be responsible for the business of the Chapter.
 - (2) Each Chapter shall have a five (5) member Executive Committee composed of a chairperson, vice-chairperson, secretary/treasurer and two (2) members-at-large. The chairperson and two (2) members-at-large shall be elected in the even-numbered years to serve a term of two (2) years or until their successors are elected. The vice-chairperson and the secretary/treasurer shall be elected in the odd-numbered years to serve a term of two (2) years or until their successors are elected. No member of the Executive Committee may serve in the same office for more than two (2) consecutive terms. Election results shall be reported to the Board of Directors within thirty (30) days. Vacancies shall be filled by the Executive Committee of the Chapter. Chapter elections shall be conducted annually.
- (c) to send to the secretary of SCNA annually, the names and addresses of the chapter executive committee immediately following their election or appointment,
- (d) adopt and maintain SCNA Chapter bylaws
- (e) to suggest names of candidates for SCNA ballot and to send the names of these members with addresses to the Nominating Committee
- (f) Report to the Commission of SCNA Chapters as required
- (g) An SCNA member may choose to affiliate with any number of chapters of SCNA.

Section 4. Dissolution

By a two-thirds (2/3) vote, the Board of Directors may agree to recommend dissolution of a Chapter to the Annual Membership Meeting.

- (a) If the Board of Directors and the respective Chapter mutually agree that there is no reason for the Chapter's continuance, or;

- (b) If the Board of Directors finds that the Chapter has failed to carry out its responsibilities or conform to its chapter bylaws or the policies and positions of SCNA.

Section 5.Reinstatement

A chapter which has been disqualified or is on inactive status may be reinstated by a majority vote of the board.

ARTICLE III: MEMBERSHIP

Section 1. Composition

- (a) SCNA shall be composed of members who meet the qualifications in these bylaws unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.
- (b) Every member of this Association is a member of the American Nurses Association and the Center for American Nurses through SCNA and has representation in the International Council of Nurses through the ANA.
- (c) The SCNA shall remain affiliated with the American Nurses Association until such time as 2/3 of the entire SCNA membership votes to disaffiliate from the ANA. SCNA membership, for these purposes, is defined as individual members of the SCNA who have ANA rights and privileges of membership as a result of their SCNA 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. Qualification

- (a) A member is one--
 - (1) who has been granted a license to practice as a registered nurse in at least one state, territory, or possession of the United States and does not have a license under suspension or revocation in any state, or is otherwise entitled by law to practice and whose renewal of membership shall be contingent upon the granting of licensure as a registered nurse;
 - (2) whose application for membership in SCNA has been accepted;
 - (3) whose dues are not delinquent;
 - (4) whose membership is not under revocation for violation of the Code of Ethics for Nurses or the bylaws of this Association.
 - (5) Honorary Membership shall be given to those registered nurses who have been members of the SCNA/ANA for 30 or more years and age 65 or at the discretion of the SCNA Board of Directors. There shall be no dues amount associated with honorary membership.

Section 3. Membership Rights and Obligations

Members as defined in these Bylaws shall be given all the rights and obligations of membership in the ANA through SCNA. In addition:

- (a) The member has a right to--
 - (1) receive the SCNA/ANA/CAN membership card and the official publications of SCNA and ANA;

- (2) be a candidate for SCNA/ANA/CAN delegate and other SCNA/ANA/CAN elective or appointive positions in accordance with state qualifications in these and ANA's and CAN's bylaws;
 - (3) participation in the election of SCNA's delegates and alternates to the ANA House of Delegates and the CAN Membership Council;
 - (4) attend the Annual Membership Meeting, convention, and other unrestricted activities of SCNA, ANA and CAN;
 - (5) submit proposals for consideration by the association to SCNA;
 - (6) a fair hearing before any disciplinary action is taken;
 - (7) attend the quadrennial congress of the International Council of Nurses;
 - (8) hold membership in SCNA Chapters in accordance with provisions of the bylaws
 - (9) other rights as provided under common parliamentary and statutory laws.
- (b) The member has the obligation to--
- (1) uphold the purpose, goals, and bylaws of SCNA;
 - (2) abide by the Code of Ethics for Nurses as adopted by the ANA House of Delegates;
 - (3) pay dues as required by the bylaws;
 - (4) fulfill the requirements of office if elected or appointed;
 - (5) abide by the ANA bylaws.
- (c) Honorary Members will receive all rights and privileges of membership. Honorary Members do not have the obligation to pay dues as required by the bylaws.

Section 4. Disciplinary Action

- (a) A member may be disciplined for cause by SCNA or by a Chapter. Charges shall be filed with the Association in whose jurisdiction the alleged violation occurred.
- (b) Cause for disciplinary action may include violation of--
 - (1) the purpose, goals, and bylaws of SCNA; or
 - (2) the Code of Ethics for Nurses as adopted by the ANA House of Delegates.
 - (3) Cause for disciplinary action may include violation of the ANA Bylaws.
- (c) Subject to these Bylaws and the South Carolina Nonprofit Corporation Act of 1994, as amended (the "Act"), a member may be expelled or suspended, and a membership in SCNA terminated if not less than fifteen (15) days prior written notice, sent by first class or certified mail, of the proposed expulsion, suspension, or termination of a member and the reason therefore shall be delivered to such member in accordance with the procedures set forth in Article III, Section 5 hereof. Such notice shall set forth the date, place, and time such member shall be given the opportunity to be heard orally by the hearing panel, which shall be not less than five (5) days before the effective date of the expulsion, suspension, or termination. Such notice shall also set forth the address to which and date by which such member may to be heard in writing by the hearing panel, which shall be not less than five (5) days before the effective date of the expulsion, suspension, or termination. Upon the affirmative vote of a majority of the hearing panel, SCNA acting fair and reasonable taking into consideration all of the relevant facts and circumstances, may expel or suspend a member, or terminate such membership. A member who has been expelled or suspended shall remain

- liable to SCNA for dues, assessments, or fees as a result of obligations incurred or commitments made before such expulsion or suspension.
- (d) No disciplinary action shall be taken unless the member is served with written specific charges, given a reasonable time to prepare a defense, and given a fair hearing.
 - (e) A member may be suspended, terminated, censured or expelled by a hearing panel, established by, but not composed of, the SCNA Board of Directors.
 - (f) The decision of the hearing panel may be appealed to the SCNA Board of Directors; the decision of the Board of Directors shall be final.
 - (g) SCNA Chapters, and other Constituent Member Associations (CMAs) shall be notified by SCNA when a member has been censured by SCNA.
 - (h) Expulsion of a member from SCNA shall result in expulsion from the Chapter.
 - (i) An expelled SCNA member shall be reinstated upon approval by a two-thirds (2/3) vote of the Board of Directors.
 - (j) A member expelled by SCNA who is subsequently reinstated by SCNA shall be automatically reinstated by the Chapter.
 - (k) Any disciplinary action by another Constituent Member Association against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplining CMA's Bylaws and disciplinary procedures.

Section 5. Notice.

- (a) An oral notice to members is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at the earliest of the following:
 - (1) When received;
 - (2) Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;
 - (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
 - (4) Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.
- (b) Written notice is correctly addressed to a member if addressed to the member's address shown in SCNA's current list of members. A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to members constitutes a written notice or report if addressed or delivered to the member's address shown in SCNA's current list of members, or in the case of members who are residents of the same household and who have the same address in SCNA's current list of members, if addressed or delivered to one of such members, at the address appearing on SCNA's current list of members.

ARTICLE IV: ORGANIZATIONAL AFFILIATES

Section 1. Qualifications

An organizational affiliate of SCNA is an association that-

- (a) Is a national or state nursing organization that meets established criteria.
- (b) Has a governing body composed of a majority of registered nurses.
- (c) Has been granted organizational affiliate status by the Board of Directors.
- (d) Has paid an organizational affiliation fee to SCNA.

Section 2. Responsibilities

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

Section 3. Rights

Each organizational affiliate shall be entitled to-

- (a) One registered nurse participant shall have a voice, but no vote, in the SCNA Annual Membership Meeting.
- (b) Make reports or presentations to the SCNA Annual Membership Meeting within its area of expertise.
- (c) Submit names of registered nurses representatives for appointment to ad hoc groups, and task forces.

ARTICLE V: DUES

Section 1. Amount of Dues

- (a) The amount of the annual SCNA and Chapter Award dues shall be established by two-thirds (2/3) vote of the members present and voting at an Annual Membership Meeting of the SCNA. SCNA will pay dues to ANA and CAN in accordance with the policies adopted by the ANA House of Delegates.
- (b) No monies shall be refunded nor additional monies collected when a change in dues category is made within a membership year.
- (c) The SCNA 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 SCNA membership votes to disaffiliate from the ANA pursuant to ARTICLE III.

Section 2. Notification

The SCNA members shall be notified in writing of any proposal to change the dues at least sixty (60) days prior to the SCNA Annual Membership Meeting at which the proposal is to be voted upon.

Section 3. South Carolina Nurse

Of the dues paid by members, a portion, as decided by the Board, will be for an annual subscription to the Association's official publication, The S. C. Nurse.

Section 4. Special Member Dues Categories

- (a) Members who qualify for the following may elect to pay fifty percent (50%) of the dues:
 - (1) Registered Nurses who are not employed;
 - (2) Registered Nurses who are students in full time study;

- (3) Registered Nurses sixty-two (62) years of age or older, who are not earning more than the social security system allows without loss of social security payments;
- (4) Graduates of the basic nursing programs for a first year of membership if initiated within six (6) months following graduation and those members who are continuing in a second year of membership following the condition of (b), for those who were members in good standing of the Student Nurses Association of South Carolina;

(b) Members sixty-two (62) years of age or older, who are not employed and those new RN's who were members in good standing of the Student Nurses Association of South Carolina before graduation from their undergraduate nursing program, for the first year of membership, if the membership is initiated within six (6) months of licensure may elect to pay twenty-five percent (25%) of the annual dues.

Section 5. Membership transfers

- (a) A member who moves out of this state may apply to the Secretary of this Association for transfer to another Constituent Member Association of the ANA. The SCNA is not required to refund to the individual member dues already paid.
- (b) A member who has made full payment of dues to another Constituent Member Association of the ANA may transfer to this Association without further payment of dues for the remainder of the membership year. The request for transfer shall be signed by the Secretary of the Constituent Member Association issuing the transfer.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Definition

The Board of Directors is the corporate body composed of officers, directors, and commission chairs, as elected by the members of SCNA.

Section 2. Composition

- (a) The Board of Directors shall consist of the Officers of the Association which are President, Vice-President, Secretary, Treasurer, three (3) directors two (2) of whom shall be direct care nurses, four (4) Chairpersons of the Commissions
- (b) President of South Carolina Nurses Foundation (SCNF) or the President's designee shall be eligible to attend meetings of the Board with voice but without vote
- (c) The President of the South Carolina Student Nurses Association or the President's designee shall be eligible to attend meetings of the Board with voice but without vote.
- (d) All Chapter executive committee chairs shall be ex-officio members of the Board of Directors with voice, but without vote.

Section 3. Responsibilities

- (a) Officers shall be elected by mail as hereinafter provided. Vacancies in office shall be filled as hereinafter provided.
- (b) No members of the Board shall--
 - (1) serve more than two (2) consecutive terms in the same office;
 - (2) serve more than eight (8) consecutive years on the Board;
 - (3) hold more than one (1) seat on the Board at a time;
 - (4) serve as a member of the Workforce Advocacy Commission
- (c) A Board Member who serves one-half (1/2) term or more shall be considered to have served a full term.
- (d) Officers shall have the authority and shall perform the duties usually performed by such officers, and also such duties as specified in the SCNA Book of Positions and Roles and as authorized by the Board of Directors of this Association.
- (e) The Secretary shall have responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of SCNA.

Section 4. Vacancies

Absence from two consecutive meetings may be the cause for declaring a vacancy as determined by a majority of the Board of Directors. A vacancy shall be filled by appointment by the Board of Directors.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1. Definition

The Executive Committee shall have the administrative power to transact all SCNA business between Board meetings and serves as the personnel committee for the Association; provided however, no committee may authorize distributions; approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all the SCNA's assets; elect, appoint, or remove Directors or fill vacancies on the board or on any committee; or adopt, repeal, or amend the Articles of Incorporation or these Bylaws.

Section 2. Composition

The Executive Committee shall be composed of the President, the Vice-President, the Secretary, the Treasurer, and the Chair of the Commission of SCNA Chapters. Only members of the Board of Directors shall serve as voting members of the Executive Committee.

ARTICLE VIII: EXECUTIVE DIRECTOR

Section 1. Definition

The Board of Directors shall delegate to the executive director, as the chief executive officer, the authority to manage the association according to policies established by the SCNA Annual Membership Meeting and the Board of Directors.

Section 2. Accountability

The executive director shall be accountable to the Board of Directors.

Section 3. Responsibilities

- (a) The executive director shall employ, direct, promote and terminate staff of the association.
- (b) The executive director may represent the association and serve as spokesperson on matters of established policy and positions.

ARTICLE IX: COMMISSIONS

Section 1. Definition

A commission is a specific body of organization and communication to which the Annual Membership Meeting assigns specific responsibilities related to fulfilling the functions of SCNA. Commissions are accountable to the Board of Directors and report to the Annual Membership Meeting.

Section 2. Composition and Designation

The following Commissions are established with membership consisting of the chairperson or designated representative of the structural units listed below each:

- (a) Commission on SCNA Chapters
 - (1) SCNA Chapters
- (b) Commission on Workforce Advocacy
 - (1) Professional Practice Advocacy Committee
 - (2) Peer Assistance Program
 - (3) Ethics Committee
 - (4) Continuing Education Approver Committee
 - (5) Continuing Education Provider Committee
 - (6) Continuing Education Offerings Committee
- (c) Commission on Public Policy / Legislation
- (d) Commission on Marketing and Communication
 - (1) SC Nurse Editorial Board
 - (2) Information Management Committee
 - (3) Media / Public Relations Committee
 - (4) Membership/Communication Committee

Section 3. Responsibilities

Each Commission shall perform the duties as specified in the SCNA Book of Positions and Roles and as designated by the Board of Directors of this association.

ARTICLE X: ELECTED COMMITTEES

Section 1. Definition

The Nominating Committee shall be the only elected committee of the South Carolina Nurses Association.

Section 2. Composition

The Nominating Committee shall be composed of not more than seven (7) members of the Association representative of the fields related to the Committee's functions.

- (a) All Committee members shall be elected by the membership in even-numbered years to serve a two (2) year term.
- (b) The elected member receiving the highest number of votes shall convene the first meeting of the committee, at which point the committee shall elect its own chair.
- (c) Committee members shall be eligible to serve no more than two (2) consecutive terms. A Committee member who has served one-half (1/2) term or more shall be considered to have served a full term.

Section 3. Responsibilities

- (a) The Nominating Committee is responsible for developing and implementing a program of activity to carry out the Committee's functions within the bylaws and policies determined by the Annual Membership Meeting, the Board of Directors and the SCNA Book of Positions and Roles.
- (b) The Nominating Committee shall determine the extent of the Association's concerns, actions and influence in its respective area of responsibility.
- (c) The Nominating Committee shall report and be accountable to the Board of Directors and Annual Membership Meeting.

ARTICLE XI: APPOINTED COMMITTEES

Section 1. Definition

There shall be an Ethics Committee, Finance Committee, Bylaws / Reference Committee, Professional Practice Advocacy Committee, South Carolina Nurse Editorial Board, Continuing Education Approver Committee and the Continuing Education Provider Committee, the Continuing Education Offerings Committee, the Information Management Committee, the Media / Public Relations Committee and the Membership/Communication Committee.

Section 2. Composition

- (a) Appointed Committees, with the exception of the Continuing Education Approver Committee and the Continuing Education Provider Committee, shall consist of no fewer than five (5) members appointed by the President with the approval of the Board of Directors, unless otherwise specified in the Bylaws, to serve for two (2) years or until their successors are appointed.
- (b) The Continuing Education Approver Committee and the Continuing Education Provider Committee shall consist of no fewer than five (5) members but no more than fifteen (15) members appointed by the President with approval of the Board of Directors unless otherwise specified in the bylaws, to serve for three (3) years on a staggered basis or until their successors are appointed.

- (c) Appointments to all appointed committees shall be made to represent the geographical regions of the state.

Section 3. Responsibilities:

- (a) The authority and responsibility of such Committees shall be the investigation and study of matters relating to the accomplishment of the purposes, functions, and/or administration of the Association of a continuous and recurring character and within the limitations of the defined responsibilities.
- (b) In addition, the Continuing Education Approver Committee and the Continuing Education Provider Committee shall be responsible for the continuing education approver unit activities and continuing education provider unit activities within SCNA.
- (c) The Committees shall:
 - (1) report their findings and recommendations to the Board of Directors and the Annual Membership Meeting;
 - (2) create subcommittees to accomplish specified tasks related to the Committee's duties;
 - (3) prepare an annual budget based on the planned income and expenditures and submit it to the Committee on Finance for incorporation into the annual budget;
 - (4) The Continuing Education Approver Committee and the Continuing Education Provider Committee will develop and implement those functions relative to approving and providing ANCC accredited continuing education activities within SCNA.

Section 4. Vacancies

Absence from two consecutive regular meetings of a committee may be cause for declaring a vacancy as determined by a majority of the Board of Directors. A vacancy in a Committee shall be filled by appointment by the Board of Directors from nominees submitted by members of the Committee and structural units of SCNA.

ARTICLE XII: SPECIAL COMMITTEES

Section 1. Definition

There shall be Special Committees as created by the Annual Membership Meeting, the Board of Directors, or other Association units so authorized.

Section 2. Composition

The qualifications and number of members of these Committees shall be determined by the Annual Membership Meeting, the Board of Directors or other Association units so authorized.

Section 3. Responsibilities

The authority and responsibility of such Committees are to investigate and study matters relating to specific objectives, functions, and/or business of the Association

that are of an immediate non-recurring character and shall be defined in the enabling action.

ARTICLE XIII: NOMINATIONS AND ELECTIONS

Section 1. Nominations

- (a) Candidates for office shall meet established qualifications and shall consent to serve if elected.
- (b) Individual members shall be considered eligible for only one elective office in SCNA at any one time.
- (c) An individual member who meets the established qualifications for an elective office may declare as a candidate by writing to the secretary of SCNA.
- (d) The slate of candidates shall be published, in accordance with Article III, Section 5 above, in the South Carolina Nurse at least 60 days before the annual meeting of the SCNA Annual Membership Meeting. SCNA members shall be notified in writing in accordance with approved policy.

Section 2. Elections

- (a) Elections shall be held annually following the approved schedule.
- (b) Elections shall be by secret ballot mailed to each SCNA member in accordance with Article XV, Section 4.
- (c) The schedule of elections and the calendar for each election shall be published in the South Carolina Nurse.
- (d) A plurality vote shall constitute an election. In case of a tie, the choice shall be by lot.
- (e) The term of office shall begin at the adjournment of the Annual Membership Meeting of SCNA.

Section 3. Challenge

Any challenge to the elections shall be filed with the Secretary within thirty (30) days after the announcement of the election.

Section 4. Action by Written Ballot.

Any action that may be taken at any annual, regular, or special meeting of the members, including but not limited to elections, may be taken without a meeting if SCNA delivers a written or electronic ballot to every member entitled to vote on the matter. Such written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written or electronic ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve the matter other than elections; and specify the

time by which a ballot or electronic response must be received by SCNA in order to be counted. A written or electronic ballot may not be revoked.

ARTICLE XIV: REPRESENTATION

Section 1. Member Representation at the SCNA Annual Membership Meeting

- (a) The SCNA members shall be directly involved processes of the Association
- (b) The voting body of SCNA at each Annual Membership Meeting or special meeting shall consist of members of the Association who attend the meeting.
- (c) Each Member, Officer and Board Member shall be entitled to one vote on all matters coming before the Annual Membership Meeting or special meeting.
- (d) The members at any Annual Membership Meeting may adopt such rules of procedure for the transaction of business at their meetings as they may deem suitable.

Section 2. SCNA Representation at the ANA House of Delegates and Constituent Assembly

- (a) The SCNA is entitled to representation at regular and special meetings of the ANA House of Delegates in accordance with ANA Bylaws and policy.
- (b) Individual members of SCNA shall elect the ANA Delegates and Alternates by secret ballot for a two-year term or until a successor is elected. A mail ballot is permissible. A plurality vote shall constitute election. In case of a tie, the choice shall be by lot.
- (c) All elected ANA Delegates may serve for no more than two consecutive terms.
- (d) The SCNA shall be entitled to representation at the ANA Constituent Assembly by the SCNA president and the executive director or their designees

Section 3. SCNA representation at the Center for American Nurses Membership Council

- (a) The SCNA is entitled to representation at regular and special meetings of the CAN membership council in accordance with the CAN bylaws and policy.
- (b) Individual members of SCNA shall elect the CAN delegates and alternates by secret ballot for a two-year term or until a successor is elected. A mail ballot is permissible. A plurality vote shall constitute election. In case of a tie, a choice shall be by lot.
- (c) All elected CAN delegates may serve for no more than two consecutive terms.

ARTICLE XV: MEETINGS

Section 1. Authority

This Association shall hold an annual meeting of the membership at such time and place as shall be determined by the Board of Directors, except where government regulations or condition incident upon war may render this impossible.

Section 2. Order of Business

The order of business of each meeting of the Annual Membership Meeting of this Association shall be in accordance with the program adopted at the beginning of the convention and shall include:

- Call to Order
- Address of the President
- Reports of Organizational Units
- Reports of the Tellers and Declaration of Election
- Adjournment

Section 3. Annual Meeting of Members.

- (a) This Association shall hold an annual meeting of the members once each calendar year at such time and place as shall be determined by the Board of Directors, except where government regulations or condition incident upon war may render this impossible.
- (b) At each annual meeting of members, the President and Treasurer shall report on the activities and financial condition of the Association.
- (c) For the purpose of determining members entitled to vote at any meeting of members, or in connection with any other proper purpose requiring a determination of members, the Board of Directors shall by resolution fix a record date for such determination. The record date set by the Board of Directors shall be not more than seventy (70) days, and not less than the last day for timely giving notice, before the meeting or action requiring determination of members is to occur. If the Board of Directors fails to set a record date, the members at the close of business on the business day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting and to vote thereat. The members of record appearing in the books of the Association at the close of business on the record date so fixed shall constitute the members in respect of the activity in question. After fixing a record date for notice of a meeting, the Association shall prepare an alphabetical list of names of all members who are entitled to notice of the meeting. The list shall show the address of each member entitled to vote at the meeting. Subject to the limitations of Sections 33-31-720, 33-31-1602(c) and 33-31-1605 of the Act, such list of members shall be available for inspection by any members for purposes of communication with other members concerning the meeting, beginning the day after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Association's principal office. The Association shall also make the list of members available at the meeting, and any member, a member's agent, or member's attorney shall be entitled to inspect the list at any time during the meeting or any adjournment.
- (d) Members and Directors may not vote by proxy.

Section 4. Annual Meeting of Board of Directors.

An annual meeting of the Board of Directors shall be called and held for the purpose of annual organization, appointment of committees, and transaction of any other business. If such meeting is held promptly after and at the place specified for the annual meeting of members, no notice of the annual meeting of the Board of Directors

need be given. Otherwise, such annual meeting of the Board of Directors shall be held at such time (at any time prior to and not more than sixty (60) days after the annual meeting of members) and place as may be specified in the notice of the meeting. The Board of Directors may by resolution provide for the holding of additional regular meetings without notice other than such resolution; provided, however, the resolution shall fix the dates, times, and places (which may be anywhere within or without the State of South Carolina) for these regular meetings. Except as otherwise provided by law, any business may be transacted at any annual or regular meeting of the Board of Directors.

Section 5. Special Meetings

- (a) Special meetings of the members of SCNA or the Annual Membership Meeting of this Association may be called for one or more lawful purposes by the President, a majority of the Board of Directors, or by the President upon written request of a majority of the chapters.
- (b) Special meetings of the Board of Directors may be called for any lawful purpose or purposes by the President or at least twenty percent (20%) of the Directors then in office. The person calling a special meeting shall give, or cause to be given, to each Director at his or her business address, notice of the date, time and place of the meeting by any means of communication acceptable under the Act not less than two (2) days prior thereto. Business transacted at a special meeting of Directors shall be limited to the purposes stated in the notice of the special meeting. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at the earliest of the following:
 - (1) When received;
 - (2) Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;
 - (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
 - (4) Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.

Written notice is correctly addressed to a Director if addressed to the Director's business address shown in the Association's current records. If notice is given by telegram, the notice shall be deemed delivered when the telegram is delivered to the telegraph company and the transmission fee therefore is paid. If notice is given by telecopier facsimile transmission, the notice shall be deemed delivered when the facsimile of the notice is transmitted to a telecopier facsimile receipt number designated by the receiving Director, if any, so long as such Director transmits to the sender an acknowledgment of receipt. The notice of a special meeting shall describe the purpose of such special meeting. Any time or place fixed for a special meeting must permit participation in the meeting by means of telecommunications as authorized below. Special meetings of this Association may be called by the Board of

Directors and shall be called by the President upon written request of a majority of the Chapters.

Section 6. Notification

Notices of the Annual Membership Meeting or special meetings of this Association shall be sent to the Chair of the Executive Committee of each Chapter and to all members of this Association prior to the meeting in question. Notices of the SCNA Annual Membership Meeting shall be mailed at least one (1) month before the first day of SCNA Annual Membership Meeting and notices of special meetings shall be mailed at least ten (10) days before the first day of the meeting. Oral or written notice of all meetings of members shall be given no fewer than ten (10) days, or if notice is mailed by other than first class or registered mailed, thirty (30) days, nor more than sixty (60) days before the meeting date by any method permitted under the Act, to all members of record entitled to vote at such meeting; provided however, the date upon which such notice shall be deemed effective shall be determined in accordance with Article III, Section 5 hereof. Such notice shall state the date, time, and place of the meeting and, if required by the Act or these Bylaws the purpose or purposes for which such meeting was called.

Section 7. South Carolina Student Nurses Association

Members of the South Carolina Student Nurses Association may attend meetings of this Association.

Section 8. Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Section 9. The Board of Directors shall take action pursuant to resolutions adopted by the affirmative vote of a majority of the Directors participating in a meeting at which a quorum is present, or the affirmative vote of a greater number of Directors where required by the Articles of Incorporation, these Bylaws, the Act, or otherwise by law.

ARTICLE XVI: QUORUM

Section 1. Establishment of Quorum

- (a) The number of voting members present at a duly noticed meeting of the members shall constitute a quorum for any regular or special meetings of the Association.
- (b) A majority of the Board of Directors, one (1) of whom shall be the President or Vice-President, shall constitute a quorum at any meeting of the Board.
- (c) A majority of the voting members of any Committee shall constitute a quorum at any meeting of the Committee.

ARTICLE XVII: PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority

The rules contained in Roberts Rules of Order Newly Revised shall govern meetings of this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XVIII: OFFICIAL PUBLICATION

Section 1. Official Publication

The official publications of this Association shall be The American Nurse and The South Carolina Nurse.

ARTICLE XIX: AMENDMENTS

Section 1. Amendment Process

- (a) These bylaws may be amended at any meeting of the Annual Membership Meeting of SCNA by a two-thirds (2/3) vote of the members present and voting.
- (b) All suggestions for proposed amendments shall be referred to the Bylaws Committee for study. The amendments proposed by the Bylaws Committee for Annual Membership Meeting action shall be in the possession of the Secretary at least two (2) months before the date of the Annual Meeting and shall be appended to the call to the meeting.
- (c) These bylaws may be amended without previous notice at any Annual Membership Meeting by ninety-nine percent (99%) of those present and voting.

ARTICLE XX: DISPOSITION OF ASSETS

Section 1. Disposition of Assets

No person shall possess any property right in or to the property or assets of the Corporation. Upon dissolution of the corporation and after all obligations are satisfied, all assets shall be distributed to an eleemosynary corporation or non-profit business so designated by the Board of Directors at the time of disposition.

Approved and Revised:	
SCNA House of Delegates	October, 2003
Approved and Revised:	
SCNA House of Delegates	November, 2004
Approved and Revised:	
SCNA House of Delegates	October, 2005
Approved and Revised:	
Annual Meeting	November, 2006
Approved and Revised:	
Annual Meeting	September 14, 2007

SCNA Organizational Chart
Approved 10/03 - Revised 4/05 - Revised 10/05

