

BYLAWS
District 5
Heart of Wisconsin

ARTICLE I—NAME, MISSION AND RELATIONSHIPS

Section 1. The name of this association shall be Heart of Wisconsin, or the fifth (5th) District, Region Two of the Wisconsin Nurses Association (WNA). District 5, hereinafter called DNA, which shall comprise such territory as designated by the Board of Directors of the Wisconsin Nurses Association. Region Two is comprised of the district nurses associations including Midstate, Northern Lakes, and Heart of Wisconsin.

Section 2. The mission of the Heart of Wisconsin DNA, in accordance with the mission of WNA shall be:

Nurses caring for nurses and nursing by preserving, supporting, and advancing the profession of nursing.

Section 3. The purposes of the Heart of Wisconsin DNA shall be:

- A. To foster high standards of nursing; and
- B. To stimulate and promote professional development of nurses and advance their economic and general welfare.
- C. To work for the improvement of health standards and the availability of health care services for all people.

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

These bylaws are in addition to the WNA bylaws.

ARTICLE II—MEMBERSHIP AND DUES

Section 1. Regular Membership of District 5 shall consist of members, each of whom hold concurrent membership in WNA and this district.

Section 2. Membership rights-DNA members shall have membership privileges as follows

- A. Attend meetings and other unrestricted DNA activities.
- B. Participate in the election of DNA officers, and Directors,
- C. Serve in any DNA elected or appointed position.
- D. Receive regular DNA communications.

Section 3. Membership Obligations—DNA members shall have the following obligations:

- A. Abide by DNA, WNA and ANA bylaws.
- B. Abide by ANA Code for Nurses.
- C. Pay dues according to current policy.

Section 4. Disciplinary Proceedings

- A. Cause for disciplinary action against a member shall be limited to:
 - 1. Violation of DNA or WNA Bylaws
 - 2. Violation of ANA Code for Nurses;
 - 3. Other actions which are harmful to the purposes, goals and functions of ANA, WNA, and this DNA, or any other constituent DNA.
- B. Disciplinary proceedings against a member will be referred to the state nurses' association.
- C. Any disciplinary actions taken by any other constituent state nurses association against one of its members, or against a member of this organization, shall be given full recognition and enforcement provided that such action was taken in accordance with the state nurses association's bylaws and disciplinary procedures.

Section 5. Dues

- A. The amount of the annual WNA dues shall be paid in accordance with policy regarding membership categories and due amounts adopted by the WNA membership. DNA dues are a portion of the WNA dues.
- B. The DNA can vote to change district allocation/dues by changing the membership category according WNA policy through a 2/3 vote by the membership following a 14-day notice of the intent to change the category.
- C. A nurse who has completed full payment of dues in another district may transfer to the DNA without payment of additional dues for the remainder of the membership year.
- D. No monies shall be refunded on resignation or change of dues classification within a membership year.

ARTICLE III—MEETINGS OF THE MEMBERSHIP

Section 1. Definition of the governing body—DNA members in attendance at the annual and/or special meetings constitute the governing and official voting body of the DNA.

Section 2. Authority—The membership in attendance at annual or special meetings shall:

- A. Take positions, determine policy and set direction on substantive issues of a broad nature necessitating the authority and backing of the official voting body of DNA
- B. Adopt and maintain bylaws in conformity with ANA and WNA.

Section 3. Meetings

- A. An annual meeting of the membership shall be held
- B. Meetings of the membership shall be called by:
 - 1. The president or
 - 2. A majority vote of the Board of Directors, or
 - 3. Upon written request of ten (10) members of the DNA.

- C. Notice of meetings of the membership shall be given to members:
1. Fourteen (14) days prior to the annual meeting.
 2. Seven (7) days prior to special meetings.

Section 4. Voting—For purposes of authorization to vote on business of the DNA, members are defined as those individuals holding current membership in the DNA. Voting can take place outside of a face-to-face meeting.

Section 5. Quorum—A quorum of the membership meeting shall consist of the President and/or one board member and 5% of the total number of current members in the association. In the absence of a quorum the Board of Directors shall have the authority to conduct business at the annual meeting. Fifty (50) percent or more of the Board of Directors must be present to conduct business.

ARTICLE IV – OFFICERS

Section 1. Officers – The officers DNA shall be president, secretary, treasurer and past – president.

Section 2. Term of Office – Officers shall serve as follows:

- A. The president, secretary, and treasurer shall serve a two (2) year term.
- B. The past-president shall serve a one (1) year term immediately following term of presidency.
- C. The officers shall assume office at the adjournment of the annual meeting of the year elected.

Section 3. Vacancies:

- A. In the event of a vacancy in the office of president, the Board of Directors shall call a special election to fill the vacancy.
- B. All other vacancies shall be filled by appointment of the Board of Directors.
- C. Responsibilities of vacant positions will be shared by the Board of Directors until the vacancy is filled.

Section 4. Duties:

- A. Each officer shall assume duties usually performed by such officers and as defined by these bylaws or by the DNA Board of Directors,
- B. Each officer shall have full voting privileges on the Board of Directors for the business of the DNA.
 1. The president shall:
 - a. Chair meetings of the membership and meetings of the Board of Directors
 - b. Be an Ex-officio member without vote of all committees of the Board,
 - c. Serve as DNA representative to WNA.
 2. The secretary shall:
 - a. Assume all duties of the President in the President's absence,
 - b. Assume other duties as assigned by the President and/or the Board of Directors.

- c. Be accountable for keeping the minutes of all proceedings of membership meetings and meetings of the Board of Directors.
 - d. Notify WNA of actions of the DNA.
 - e. Conduct general correspondence of the DNA and the Board of Directors.
 - f. Be custodian of all DNA records with the exception of the treasurer's books,
 - g. Prepare the ballots for all elections,
 - h. Provide *Consent to Serve* forms for all candidates for election.
 - i. Retain all *Consent to Serve* forms and ballots for a period of two (2) years following an election.
 - j. Notify the Executive Administrator of WNA of the results of elections with names and addresses of all officers, directors, and committee chairpersons.
3. The treasurer shall:
- a. Report on the DNA's financial condition to the membership and the Board of Directors,
 - b. Be responsible for the preparation of the annual budget,
 - c. Fulfill such responsibilities as may be required by law,
 - d. Be the custodian of the treasurer's books,
 - e. Chair appropriate financial committees.

ARTICLE V – DIRECTORS

Section 1. Directors - There shall be two directors who will be elected at large from the membership.

Section 2. Term of Office

- A. Two directors shall be elected biennially to serve for a two year term.
- B. Directors shall begin their term at the close of the annual meeting in the year elected.
- C. A director may not serve in two elected positions concurrently.

Section 3. Vacancies

Vacancy in a director position shall be filled by appointment by the DNA Board of Directors to serve the remaining term.

Section 4. Duties:

- A. Each director shall be a representative of the membership for matters that come before the Board of Directors.
- B. Directors will assume duties as defined by these bylaws or by the DNA Board of Directors,
- C. Each director shall have full voting privileges on the Board of Directors for the business of the DNA.
- D. Directors may chair or serve on committees appropriate for the business of the DNA.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Definition – The Board of Directors (Board) shall consist of the three officers and of two directors.

Section 2. Meetings

- A. Meetings of the Board may be called by the President or may be called upon request of 2 members of the Board.
- B. A majority of the Board shall constitute a quorum at any Board meeting.

Section 3. Powers and Duties

- A. Powers – the Board shall:
 - 1. Exercise responsibility and duties of the DNA consistent with applicable provisions of the law,
- B. General Duties – The Board shall:
 - 1. Give direction and act in an advisory capacity to the President
 - 2. Provide for the implementation of action and directives of the DNA membership within statutory and fiscal responsibilities,
 - 3. Provide for the adoption of financial polices and of the budget,
 - 4. Provide surveillance of funds, an annual financial review, and report to the membership,
 - 5. Select a depository for funds and authorize disposition of such funds,
 - 6. Report to and be accountable to the membership regarding business transacted,
 - 7. Establish dates and locations for membership meetings.
 - 8. Review and approve the minutes for membership and Board meetings.

Section 4. Appointments – The Board shall;

- A. Make appointments and fill vacancies as provided for in these bylaws,
- B. Establish special committees and appoint members to ongoing committees

Section 6. Removal from Office

- A. The Board, by a 2/3 ballot, vote, may remove an officer or director under any of the following conditions:
 - 1. Inability to perform the duties of the office,
 - 2. Violation of the bylaws.
- B. Procedure for removal
 - 1. The Board may suspend an officer by 2/3 ballot vote.
 - 2. Following suspension;
 - a) The person shall be given written notice of the proposed removal, which shall specify reasons for the action.
 - b) If the removal is challenged, the person shall be afforded a fair hearing.
 - c) If the person does not reply to the notice within sixty (60) days, the DNA Board may, by 2/3 ballot vote, declare the office vacant.

ARTICLE VII –COMMITTEES

Section 1. Committees shall be appointed per the discretion of the Board of Directors to accomplish the work of the DNA.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

Section 1. Nominations

- A. Biennially, a slate of candidates for president, secretary, treasurer, and two directors shall be presented. .
- B. Ballots shall be constructed to provide for write-in candidates.
- C. Notice of ballot should be sent to members either by postal mail or electronically two weeks prior to elections.

Section 2. Elections

- A. Elections shall be held prior to the Annual Meeting, or as special election to replace a vacated office of president
- B. All voting shall be by secret ballot.
- C. A majority vote of those voting, decides the elected position. In the case of a tie, the elections shall be decided by lot.
- D. A consent to serve form should be signed by each candidate. These forms and the ballots shall be retained by the secretary for two years following the election.

ARTICLE IX – PARLIAMENTARY AUTHORITY

The current edition of ROBERT’S RULES OF ORDER NEWLY REVISED shall govern this association in all cases in which they are applicable and in which they are not inconsistent with the bylaws of this association.

ARTICLE X – REVIEW OF BYLAWS

These bylaws shall be reviewed and amendments proposed every 4 years or as needed. The Board of Directors will conduct this review.

These bylaws may be amended at the annual meeting, a special meeting, or through an combined electronic and/or mail vote in one of the following ways:

Section 1. By a 2/3 vote of those present and voting, provided previous written notice had been sent to all members at least fourteen (14) days prior to the face-to face meeting date at which changes shall be presented for vote.

Section 2. By a 99% vote of those present at a face-to-face meeting and voting if no previous notice has been given.

Section 3. By a 2/3 vote of those voting via an electronic or mailed ballot provided written notice of the vote had been sent to all members at least fourteen (14) days prior to the date ballots are due

Section 4. Members wishing to submit proposed amendments to the bylaws should send notice in writing to the President 60 days prior to a vote on the bylaws.