

***Rhode Island State Nurses Association***  
**Bylaws**

Revised & Approved by Board of Directors  
February 2025

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## **Article 1: Name, Purposes and Functions**

### **Section 1. Name**

The name by which this association shall be known is the *Rhode Island State Nurses Association*.

### **Section 2. Vision and Mission**

- 1) The vision of Rhode Island State Nurses Association is a *Healthy world through the power of nursing*.
- 2) The mission of Rhode Island State Nurses Association *is to lead the profession to shape the future of nursing and healthcare in Rhode Island*.

### **Section 3. Purpose**

- 1) The purposes of *RISNA* shall be to:
- 2) Support nursing excellence in all professional practice areas.
- 3) Advocate for healthy work environments that foster safe patient care
- 4) Promote the professional development of nurses
- 5) This purpose shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

### **Section 4. Functions**

The functions of *RISNA* shall be to:

- 1) Promote all standards of nursing practice, nursing *professional development*, and nursing service as established by American Nurses *Credentialing Center (ANCC)*.
- 2) Promote evidence-based practice in nursing to achieve exceptional patient outcomes.
- 3) Encourage and promote research in nursing, disseminate research findings and the utilization of new knowledge in nursing practice, education and service.
- 4) Provide and promote the continuing professional development of nurses.
- 5) Promote and protect the general welfare of nurses through workplace advocacy.
- 6) Promote the advancement of human rights.
- 7) Represent the nursing profession, regarding state and national legislation, government programs, and health policy.
- 8) Represent the nursing profession and collaborate with allied health groups, state governmental bodies, the public, and community groups.
- 9) Provide consultation regarding nursing practice issues.
- 10) Represent *RISNA* in the ANA Membership Assembly and Leadership Council.
- 11) Maintain the official records of the organization and its membership.
- 12) Provide communication with members through official publications.
- 13) Propose and influence legislation and health programs and policies that affect the health of the citizens of Rhode Island.

## Section 5. Articles of Incorporation

Rhode Island State Nurses Association is incorporated by the State of Rhode Island as the Rhode Island State Nurses Association and is known as RISNA.

## **Article II: Membership and Dues**

### Section 1. Membership Composition

RISNA shall consist of members who belong to RISNA. All members must meet the qualifications and other requirements as described in the RISNA bylaws. Membership is open to all registered nurses, and shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, sexual orientation, or gender identity.

### Section 2. *RISNA* Membership Qualifications, Rights, and Responsibilities:

#### 1) Qualifications:

- a. Hold an active license to practice as a registered nurse. in at least one state or territory 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.
- b. Pay dues as required by RISNA
- c. A nurse in recovery who has surrendered a license to practice but whose license was in good standing with their licensing board at the time the license was surrendered, or a nurse who has retired and whose license was in good standing at the time of retirement.

#### 2) Rights:

- a. Participate fully in RISNA, its designated groups, and ANA.
- b. Receive a membership ID number that can be accessed on the ANA website.
- c. Receive ANA publications and notices or other state association communications via electronic or other means.
- d. Be a candidate for elected and appointed positions in accordance with the RISNA and ANA Bylaws.
- e. Participate in RISNA and ANA elections.
- f. Request a special meeting of the association subject to a majority vote of the membership, by presenting a request in writing to the President/Board.
- g. Attend the Quadrennial Congress of the International Council of Nurses (ICN) as permitted by ANA

#### 3) *Responsibilities:*

- a. Uphold the bylaws of RISNA and ANA and abide by the Code of Ethics for Nurses as adopted by the ANA.
- b. Fulfill the requirements of an office or committee if elected or appointed, or resign *within 30 days* from that office or committee if unable/unwilling to do so.

### Section 3. Member Accountability/ Disciplinary Action

- 1) Cause for disciplinary action against a RISNA member shall be limited to failure to meet and maintain the qualifications and fulfill the responsibilities of membership as specified in these bylaws, including timely payment of dues.
- 2) Disciplinary proceedings, including the right of the member to due process and to appeal, shall be conducted in accordance with policies and procedures established by the Board of Directors, which shall have final disciplinary authority over members pursuant to common parliamentary and statutory law.
- 3) Disciplinary action taken by any Constituent State Nurses Association (C/SNA) against an individual member shall be recognized and enforced by RISNA, provided the action was taken in accordance with that association's bylaws and disciplinary procedures.

### Section 4. Dues

- 1) RISNA is a constituent member of ANA, and the annual dues shall be set forth in dues policy and shall include the present rate of dues paid by RISNA to ANA. If either RISNA or ANA raise their portion of the annual dues, this will become the annual dues rate for a member.
- 2) Membership rights shall be forfeited upon failure to pay dues and the member shall be informed within 30 days by ANA (national) of their expiration.
- 3) All RISNA exclusive dues changes shall be recommended by the Board of Directors and be subject to approval by the RISNA membership.
- 4) No monies dues shall either be refunded or collected when a change in dues category is made within a membership year.
- 5) No additional dues shall be required from, nor refunded to, any member transferring from another C/SNA if the member has paid full dues for that membership year
- 6) RISNA is responsible for payment of dues to ANA in accordance with the ANA Membership Assembly Dues Policy

### Section 5. Membership Year

- 1) The membership year for members shall be the calendar year or a period of twelve consecutive months from time of application for or renewal of membership status. No change in the membership year shall be implemented until approved by the *RISNA* Board of Directors.

## **Article III: Organizational Affiliate Member (OAM)**

### Section 1. Definition

An organizational affiliate/member of RISNA:

- 1) Is a nursing organization that represents the interests of registered nurses that meets criteria established by the RISNA Board of Directors in collaboration with OAM.
- 2) Has been granted organizational affiliate/membership status by the RISNA Board of Directors.
- 3) Has paid an organizational affiliation fee or dues to *RISNA* as determined by the Board of Directors.

### Section 2. Responsibilities

- 1) Each organizational affiliate/member shall maintain a purpose and function harmonious with the purposes and functions of *RISNA*.
- 2) Organizational affiliate members do not take action that competes with or is counter to the interests of *RISNA*.
- 3) Each organizational affiliate shall have a governing body composed of registered nurses.

### Section 3. Rights

- 1) OAMs make *quarterly* reports or presentations to the *RISNA* Board within its area of expertise, including the presentation of action reports.

## **Article IV: Board of Directors**

### Section 1. Authority

- 1) The *RISNA* Board of Directors shall actively promote the mission and implement the strategic plan of *RISNA* operations in accordance with and administering and implementing the programs and policies established by these bylaws.
- 2) Members of the *RISNA* Board of Directors are elected by the *RISNA* membership and are accountable to the members of *RISNA*.

### Section 2. Composition

- 1) The *RISNA* Board of Directors shall consist of *RISNA* elected officers, directors, and designated committee chairpersons, each of whom shall be a member of *RISNA* for at least one year prior to nomination and hold the qualifications for the office for which they seek.
- 2) The Executive Committee is comprised of: President, Vice President, Secretary, and Treasurer.
  - a. President:
    - i. The President of *RISNA* will serve as the official representative of the association and its spokesperson on matters of association policy and positions in collaboration with the Executive Director.
    - ii. The President will serve as the chairperson for the Board of Directors.
    - iii. The President shall recommend qualified members to the Board of Directors to serve on established committees.
    - iv. The President will be an ex-officio member of all committees except the Nominating and Search Committees.
    - v. The President, or designee as approved by the Board of Directors will represent *RISNA* at ANA national meetings as appropriate.

- vi. The President will serve as ex-officio on the Board of Directors without voting rights for one year after completion of the presidential term.
- vii. The President, or designee, will represent RISNA on the ANA Leadership Council and will cast RISNA's designated vote on issues at ANA Membership Assembly.
- b. Vice President:
  - i. The Vice President shall assume the duties of the President in the President's absence or at the discretion of the president.
  - ii. The Vice president shall coordinate programs for the organization by serving as Chairperson of the Program Committee.
  - iii. If the Vice President cannot fulfill the duties of the President, an emergency election will be held by the Executive Committee of the Board of Directors.
- c. Secretary:
  - i. The Secretary shall be responsible for ensuring that minutes are maintained of meetings of the Board of Directors and the Executive Committee. The minutes are maintained in a safe and protected manner which assures access and retrieval/review by members. There is no time limit on the retention of these records.
  - ii. The Secretary serves as the Chairperson of the Bylaws Committee for annual review and ensures organizational adherence to same,
  - iii. The Secretary maintains a record of all Confidentiality and Conflict of Interest forms completed.
- d. Treasurer
  - i. The Treasurer shall be responsible for monitoring the fiscal affairs of the association in collaboration with the Executive Director and shall provide reports and interpretation of RISNA's financial standing to the Board of Directors.
  - ii. The Treasurer shall implement financial policies and procedures for the nature and scope of review of the financial records.
  - iii. The Treasurer may create a finance committee, with the approval of the board, to assist in any aspect of financial management of the association.
  - iv. The Treasurer will maintain and submit all financial records for review of accounts *and* report to the Board annually.
- e. Directors at-large
  - i. There shall be five director positions elected at-large,
  - ii. One director at-large seat shall be designated for a *clinical nurse who provides direct patient care with a minimum of 5 years' experience.*

### Section 3. Board of Director Responsibilities

The RISNA Board of Directors shall:

- 1) Exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of the law.
  - a. Transact the business of the association in the interim between the annual meetings.
  - b. Establish policies and procedures for the transaction of business, coordination of RISNA activities, and the growth and development of the association.

- c. Provide for the care of materials, equipment and funds of the association.
  - d. Establish financial policies and procedures. Adopts, reviews, and monitors the budget.
  - e. Comply with contractual agreements and statements of understanding.
  - f. Complete confidentiality and Conflict of Agreement forms upon appointment and review annually.
- 2) Establish policies and procedures for nominations and elections.
  - i. Make appointments and fill vacancies as delegated to the Board in these bylaws.
  - ii. Define qualifications for appointed office unless otherwise specified in these bylaws.
- 3) *Review the role of the Executive Director*; define the authority and responsibilities, fix the compensation for the role.
  - a. *When needed, establish an Executive Director search committee.*
  - b. Review the performance of the Executive Director annually for determination of contract renewal or re-appointment to the position.
  - c. In collaboration with the Executive Director, will define responsibility, set compensation, and annually review performance of any employees or contractors of *RISNA*.
- 4) Engage with *RISNA* and OAMs
  - a. Confer membership on those meeting qualifications established in these bylaws.
  - b. Consult with membership on issues affecting *RISNA*.
  - c. Provide for *RISNA* representation at meetings of organizations and of public and governmental agencies as deemed appropriate when considering Board priorities and with input from the Executive Director.
  - d. Establish the mechanism to advocate for and protect the human rights and ethical concerns of nurses and the nursing profession in Rhode Island.
- 5) Lead *RISNA* committees and task forces
  - a. Serve as a committee chairperson when appointed by the Board.
  - b. Except as otherwise specified in these bylaws, create and dissolve standing, special, and ad hoc committees/panels, councils, boards, and other entities of the Board as deemed necessary to conduct *RISNA*'s business and define the purpose and authority of such entities.
  - c. Approve the plans and provide support for the annual meeting.
- 6) Assume other duties as may be provided for elsewhere in these bylaws.



#### Section 4. Nominations

- 1) An Ad Hoc Nomination Committee is charged to present a slate of candidates for positions to the RISNA Board of Directors.
- 2) All RISNA members in good standing for at least one year prior to the specified election are eligible to be nominated for service on the RISNA Board of Directors.
- 3) All RISNA members shall be considered eligible for only one elective office in RISNA at any one time.
- 4) Candidates for elective office on the RISNA Board of Directors shall meet established qualifications and competencies and shall consent to serve if elected.
- 5) Employees or contractors of RISNA or ANA shall not serve on RISNA Board.

#### Section 5 Elections

- 1) All RISNA members in good standing are eligible to vote.
- 2) Election of each officer and Director-at Large by members of RISNA shall be by secret ballot via mail or electronic voting.
- 3) A majority vote of those voting members of RISNA shall elect the officers and directors.
- 4) In the event that a majority vote is not accomplished in the first ballot, a runoff election shall be held with all candidates for an officer position.
- 5) In each case where a candidate withdraws from an election after the ballots have been prepared, the candidates remaining shall constitute the slate.

#### Section 6. Term of Office and Term Limits

- 1) Members of the RISNA Board of Directors shall be elected biennially to serve for two years or until their successors are elected.
- 2) No officer or director shall serve more than two consecutive terms in the same office, or more than eight consecutive years on the RISNA Board of Directors. An officer or director who has served one-half term or more shall be considered to have served a full term.
- 3) Board of Director's terms of office shall be alternated for continuity and support for incoming board members. The positions up for election will be determined prior to each election period. Records of these terms are maintained by the Secretary and Executive Director.
- 4) Officers and directors shall be elected as follows by the membership to serve for two years or until their successors are elected: (President, Treasurer, and two directors in odd numbered years; Vice President, Secretary, and three directors in even numbered years).

#### Section 7. Vacancies

- 1) Absence from regular meetings of the RISNA Board of Directors without justification or excuse shall result in the position on the RISNA Board of Directors being declared vacant. Such vacancy shall be determined by a majority of the Board of Directors.
- 2) A vacancy in any position on the RISNA Board of Directors shall be filled in accordance with the following procedures:
  - a. In the absence of the RISNA President, the RISNA Vice President shall automatically become President for the remainder of the term.

- b. In the absence of the Vice President, Secretary, Treasurer, or Director not holding a seat designated for a clinical staff nurse, the RISNA Board of Directors shall fill the vacancy by appointment and the individual appointed shall serve for the unexpired portion of the term.
- c. In the event that a person holding a seat designated for a staff nurse no longer meets the definition of a staff nurse, the Board position held by that member shall be declared vacant, unless the occupant has less than one year remaining in their term of office. In the event of a declared vacancy, the position shall be filled by appointment of an eligible staff nurse until the vacancy shall be filled by election.

#### Section 8. Removal from Office

- 1) Any elected member of the RISNA Board of Directors may be removed from office
  - a. by a vote of two-thirds of the current members of the Board of Directors,
  - b. if no longer a member in good standing of RISNA.
  - c. criteria for removal will be detailed in a policy so titled.

#### Section 10. Meetings of the Board of Directors

- 1) The RISNA Board of Directors shall preferably meet at least twice annually in person at such time and place as determined by the RISNA Board of Directors.
- 2) The calendar of RISNA Board Meetings will be posted on the RISNA website.
- 3) Special meetings of this association may be called by the President and shall be called upon written request of the majority of the membership or the Board of Directors.
- 4) Business requiring action by the RISNA Board of Directors may be conducted by secure electronic mail or other media through a password protected portal of the RISNA website at the direction of the President. Such action shall be subject to ratification at the next regular meeting of the RISNA Board of Directors.
- 5) A majority of the RISNA Board of Directors, including the RISNA President or Vice President, shall constitute a quorum at any meeting of the RISNA Board of Directors.
- 6) The chairpersons of standing committees may attend regular meetings of the Board of Directors and/or submit reports of their activities to the Board.

#### Section 11. Executive Director

- 1) The Board of Directors shall delegate to the Executive Director the authority to manage the association according to policies and procedures established by the Board of Directors.
- 2) The Executive Director reports to and is accountable to the Board of Directors.
- 3) The Executive Director shall hire, direct, promote and terminate staff of the association in collaboration with the Board of Directors.
- 4) The Executive Director may represent the association and serve as spokesperson on matters of established policy and positions
- 5) The Executive Director or their designee shall represent RISNA on the ANA Leadership Council, consistent with ANA Bylaws.

## **Article V: Meetings**

### **Section 1. Meetings**

- 1) This association shall hold all meetings, including the annual meeting, at such time and place as shall be determined by the Board of Directors.

### **Section 2. Order of Business**

- 1) Business at each meeting of this association shall be in accordance with an agenda adopted at the beginning of the meeting.
- 2) Meeting agenda is sent to directors with a call for additional items prior to meetings.

### **Section 3. The Voting Body**

- 1) The voting body at all meetings of this association shall consist of all members in good standing.
- 2) No member shall be permitted to cast more than one vote in any election or on any matter coming before a meeting of the association.

### **Section 4. Special Meetings**

- 1) Special meetings of this association may be called by the President or shall be called upon written request of the majority of the membership or the Board of Directors.

### **Section 5. Notice of Meetings**

- 1) Notices of the annual meeting shall be mailed or disseminated electronically at least thirty (30) days before the first day of the meeting.
- 2) Notices of special meetings shall be mailed at least ten (10) days before the first day of the meeting.

## **Article VI: Relationship with the American Nurses Association**

### **Section 1: Responsibilities**

- 1) Constituent/State Nurses Association (C/SNA) membership for these purposes is defined as individual members of the C/SNA who have ANA rights and privileges of membership as a result of their C/SNA membership.
- 2) RISNA shall remain affiliated with the ANA until such time as 2/3 of the entire RISNA membership votes to disaffiliate from the ANA.
- 3) The vote may occur by mail or electronic ballot with appropriate notice and procedures to protect the integrity and validity of the vote.
- 4) The former members of RISNA may transfer their membership to the Individual Membership Division (IMD) of ANA.

### **Section 2: ANA Membership Assembly**

- 1) Authority

- a. RISNA is a constituent member of the American Nurses Association (ANA). The Membership Assembly is the governing and official voting body of ANA which identifies and discusses issues of concern to members and provides direction to the ANA Board of Directors.
  - b. RISNA is entitled to representation at regular and special meetings of the ANA Membership Assembly.
  - c. The Membership Assembly shall not have the authority to create standing or ad hoc committees, boards, councils, work groups or professional issues panels at the state level.
- 2) Representation
- a. The President and Vice President shall serve as representatives to the ANA Membership Assembly.
  - b. If one or both elected officers are unable to attend, the Board of Directors may appoint a RISNA/ANA member to attend as a designee
  - c. In addition to elected representatives, RISNA shall elect one or more alternates to the ANA Membership Assembly to serve if representatives are unable to fulfill their duties.

## **Article VII: Standing Committees**

### Section 1. Definition

- 1) RISNA shall have standing committees as determined necessary by the Board of Directors.
- 2) The composition of such committees and their responsibilities will be defined by RISNA policy.

## **Article VIII: Quorum**

### Section 1. Board of Directors

A majority of the Board of Directors, one of whom shall be the President or Vice President, shall constitute a quorum at any meeting of the Board.

### Section 2. Standing Committees and Councils

A majority of the members of any standing committee or councils shall constitute a quorum.

### Section 3. Full Membership Assembly

A quorum for the transaction of business at any meeting of this full association shall consist of five members of the Board of Directors, one of whom shall be the President or Vice President. When meetings are held for all members, votes require majority response to agree or deny the motion.

## **Article IX: Dissolution of the Association**

### Section 1. Voting to Dissolve

Upon the recommendation of the Board of Directors and presented to the association by means of electronic and written notification, with a 2/3 vote of approval the association may be dissolved.

### Section 2. Financial Reconciliation

Upon reconciliation with the Treasurer assuring all debts are paid, and revenues accounted for, remaining funds will be directed to one or more foundations, organizations or associations that serve to promote and protect the profession of nursing through any means the Board of Directors supports.

## ***Article X: Fiscal Year***

### Section 1. Fiscal Year

The fiscal year of this association shall be defined as the calendar year (January 1 through December 31<sup>st</sup>).

## **Article XI: Amendments**

### Section 1. Amendments with Notice

- 1) These by-laws may be amended with prior notice at any annual meeting or special meeting of the membership by a two-thirds (2/3) vote of the members present and voting.
- 2) All suggestions for proposed amendments shall be referred to the Committee on Bylaws for study.
- 3) The amendments proposed by the Committee on Bylaws or membership action shall be in the possession of the secretary at least two months before the date of the annual meeting or special meeting and shall be appended to the call to meeting.

### Section 2. Amendments Without Notice

- 1) These bylaws may be amended without prior notice at an annual meeting or special meeting of the association by majority vote of the members present.

## **Article XII: Parliamentary Authority**

*Robert's Rules of Order* most current edition governs this association in all parliamentary situations that are not provided for in the law or in the charter, bylaws, or adopted rules of ANA-RI.

**Amended and Approved Dates of Bylaws**

October 1996	October 2004	November 2010	
October 1997	October 2005	June 2013	
November 2000	October 2006	February 2018	
October 2002	October 2008	August 2020	
October 2003	October 2009	September 2025	