BYLAWS

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ARTICLE I. NAME, MISSION, GOALS AND OBJECTIVES

Section 1. Name

The name of this association shall be the **Utah Nurses Association**, hereinafter referred to as the UNA. The UNA is a Constituent/State Nurses Association (C/SNA) member of the American Nurses Association, hereinafter referred as the ANA.

Section 2. Mission

UNA's mission is to advocate, educate, and be a voice for Utah nurses to promote and facilitate all aspects of professional practice and population health.

Section 3. Vision

To cultivate a resilient community where all Utah nurses are represented, empowered in safety, and united in strength to lead the future of helping.

Section 4. Goals

The goals of the UNA shall be:

A. The professional development of nurses and high standards of nursing practice.
B. To advocate for the improvement and availability of health care and services for all individuals, families and communities in Utah.

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

Section 5. Objectives

To accomplish the mission, vision, and goals of the UNA, the association will be guided by the following objectives:

A. Promote established standards of nursing practice and education.
B. Support the established *ANA* Code of Ethics for Nurses.
C. Provide for the professional development of nurses.
D. Support the system for credentialing in nursing.
E. Support systematic study, evaluation, and research in nursing.
F. Initiate and influence legislation, governmental programs, local health policy, and state health policy.
G. Support the collection, analysis and dissemination of information relevant to nursing in Utah.
H. Promote leadership in local, state, regional and national nursing issues.
I. Promote the principles of equity, fairness, safety, and justice in the workplace.
J. Facilitate communication with members.
K. Promote collaboration with all Utah nursing professional organizations and the Utah Student Nurses Association.

ARTICLE II. MEMBERSHIP

Section 1. Definition of Membership

A. A member is one: who has been granted a license to practice as a registered nurse or a licensed practical nurse in at least one state, territory, or District of Columbia 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. A nurse in recovery who has surrendered a license to practice or a nurse who has retired and/or no longer chooses to practice, but whose license was in good standing at the time the nurse made the decision not to maintain an active license also qualifies for membership.

B. Membership is unrestricted by consideration of age, color, creed, disability, gender identity, health status, socioeconomic status, nationality, race, religion, or sexual orientation or any other consideration in accordance with the bylaws of ANA. Membership is open to all registered nurses and licensed practical nurses.

Section 2. Categories of Membership

A. **UNA/ANA Premier Membership**
An individual nurse who pays dues per the UNA dues policy established by the UNA Membership Assembly and is entitled to ANA Premier Membership enhanced benefits.

B. **UNA/ANA Standard Membership**
An individual nurse who pays dues per the UNA dues policy established by the UNA Membership Assembly and is entitled to ANA Standard Membership benefits.

C. ANA Direct Individual Member –(DIM-ANA)
An individual registered nurse may elect to join the ANA directly upon payment of dues established for individual members of which a portion shall be remitted to the ANA and the UNA. The DIM-ANA shall be entitled to run for a representative seat at the ANA Membership Assembly through the ANA Individual Member Division (IMD), which shall elect officers and the ANA delegates by secret mail ballot elections. The DIM-ANA shall be entitled to receive all other benefits of full membership of the ANA.

D. **Organizational Affiliate Member** (see Article VII of these Bylaws)

Section 3. Qualifications

Qualifications for members include the following:

A. An application has been accepted for membership.
B. Dues are not delinquent.
C. A nurse that has been granted license to practice as a registered nurse or a licensed practical nurse in at least one state, territory, or District of Columbia 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.
D. Meets the membership bylaw requirements under ANA.

Section 4. Responsibilities

Members have the responsibility to:

A. Uphold the bylaws of the UNA and the bylaws of ANA.
B. Abide by the ANA Code of Ethics for Nurses.
C. Pay dues as required.
D. Fulfill the requirements of an office or committee if elected or appointed.
E. Uphold the mission, vision, goals and function of ANA and UNA as implemented through established policies.

Section 5. Rights

Members have the right to:

A. Receive notification of membership in the UNA/ANA.
B. Receive UNA/ANA news periodicals and publications.
C. Vote at the UNA/ANA level.
D. Hold elected or appointed positions at the UNA/ANA level.
E. Be represented or hold voting seats in the UNA and/or ANA Membership Assembly(ies) in accordance with applicable membership category per Section 2 of this article.
F. Attend the meetings of the UNA and ANA's Membership Assembly, and other unrestricted UNA and/or ANA activities.
G. Attend the Quadrennial Congress of the International Council of Nurses.
H. Submit the names of nominees for the UNA and ANA elective and appointive positions in accordance with provisions of these bylaws and applicable policies.
I. Voice opinion on UNA proposals and position statements.
J. Continued constituent membership in the ANA as provided in the ANA bylaws until such time as two-thirds (2/3) of the entire UNA membership votes to disaffiliate from the ANA. This vote may occur by electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

Section 6. Disciplinary

Members have the right to:

A. Receive a fair hearing before the UNA Executive Committee prior to any disciplinary action being taken
B. An appeal process as outlined in the policy and procedures.
C. Disciplinary action by another C/SNA member towards a UNA member recognized and enforced by the UNA Executive Committee.

ARTICLE III. DUES

Section 1. Amount of Dues

The UNA Membership Assembly shall establish the UNA dues and the ANA Membership Assembly shall establish the ANA dues.

A. The annual dues for a UNA/ANA member shall include the present rate of dues paid by the UNA to the ANA, with the remaining portion going to the UNA.
B. In the event that the rate of dues payable to the ANA by the UNA is increased in the future, any such change shall be automatically added to the annual dues.

Section 2. Dues Payment

The UNA and ANA dues shall be paid in accordance with policies adopted by the

A. ANA Membership Assembly. The ANA shall continue to pay dues to the UNA pursuant to the ANA bylaws and the Membership Assembly policy until such time as two-thirds (2/3) of the entire UNA membership votes to disaffiliate from the ANA.
B. Additional dues shall not be required from, nor refunded to, individual members or C/SNA if transferring from another ANA C/SNA if the individual has made full payment of annual dues.

ARTICLE IV. MEMBERSHIP ASSEMBLY

Section 1. Definition

The UNA Membership Assembly is the governing and official voting body of the UNA. The ANA Membership Assembly is the governing and official voting body of the ANA.

Section 2. Composition

The UNA Membership Assembly shall be composed of voting representatives from the general UNA membership who are present. The UNA Membership Assembly shall also include:

A. The members of the UNA Board of Directors
B. One (1) registered nurse or APRN participant from each UNA Organizational Affiliate who shall have voice and vote on issues, but no vote on dues, dues structures, officers, or amending the bylaws.

Section 3. Authority

The UNA Membership Assembly shall:

A. Determine the UNA policies and positions.
B. Adopt, amend and revise bylaws.
C. Determine authority and define accountability for implementation of approved policies and positions of the UNA Membership Assembly.
D. Define the UNA's accountability for implementation of approved policies and positions of the ANA Membership Assembly.

Section 4. Representatives

A. Qualifications: All representatives shall be current members of the UNA in good standing.
B. The members of the UNA Board of Directors who are attending the UNA Membership Assembly shall have the right to vote on all matters before the UNA Membership Assembly.

Section 5. Meetings

A. The UNA Membership Assembly shall meet at least once per calendar year.
B. The time, place and method of the meeting shall be determined by the Board of Directors and may be conducted in person or through virtual means (i.e. conference call, video conference, face to face, or other technology).
C. All members of the UNA shall be notified electronically of a meeting of the UNA Membership Assembly prior to the meeting.
D. A special meeting of the UNA Membership Assembly may be called by a two-thirds (2/3) vote of the Board of Directors, or the President.

Section 6. Quorum

A quorum for transaction of business by the UNA Membership Assembly shall consist of a majority of the members of the Board of Directors, one of whom shall be the president or vice presidents, and the UNA members present.

ARTICLE V. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Definition

The Board of Directors is the corporate body composed of officers and directors elected by; the

a) UNA membership and the Committee Chairpersons appointed by the Executive Committee or b) elected by their respective committee members. The Board serves as the agent for the Membership Assembly.

Section 2. Composition

The Board of Directors shall consist of the following voting members:

A. Five (5) officers: President, First Vice-President, Second Vice-President, Secretary and Treasurer.
B. The President-Elect and Immediate-Past President shall sit as members of the Executive Committee of the Board of Directors and will have no vote unless they hold a concurrent office on the Board of Directors which would grant them voting privileges associated with that office.
C. The Executive Committee of the Board of Directors shall consist of the elected officers of the UNA as named above in subsections A & B, with the President serving as Chair of the Executive Committee.
D. The Board of Directors shall consist of the Executive Committee and the Directors which will include:
    1) The chairperson of the standing committees which are elected by the committees or appointed by the Executive Committee.
    2) At-Large Directors who are elected by the general membership or appointed by the executive committee and
    3) One representative of each organizational affiliate of the UNA, this person to be selected by their organization.
E. Each member of the Board of Directors will have voice and vote on all issues except as noted in Section B above; and organizational affiliate representatives will vote on issues, but have no vote on dues, dues structures, election of officers, or bylaws amendments.

Section 3. Authority

A. The Board of Directors shall have authority delegated by the UNA Membership Assembly including the duty and power of acting for the membership in the intervals between meetings of the UNA Membership Assembly and other duties and powers as defined in these bylaws.
B. The Executive Committee of the Board of Directors shall have the power of the Board of Directors to transact business between Board meetings in accordance with rules established by the Board, requiring two thirds (2/3) of the executive committee. Such Transactions shall be reported at the next regular meeting of the Board of Directors.

Section 4. Nominations and Election for Office

A. Nominations: Candidates for office shall meet the following qualifications and shall consent to serve if elected.
    1) Candidates will be current UNA members in good standing before being placed on the ballot.
    2) Candidates may declare their intent by writing to the Nominating Committee.
    3) The slate of candidates shall be communicated in writing or electronically to the UNA members not less than sixty (60) days prior to the election.
    4) A formal campaign period from the first publication of the nominated slate of candidates until the closure date of election ballot receipt shall be allowed. Candidates may be introduced at the Membership Assembly and have an

opportunity for questions and answers.

5) Nominations from the floor of the Membership Assembly and write-in candidates who consent to serve will be accepted according to standard rules of procedure as indicated by the presiding chair of the Membership Assembly.

A. Elections
   1) Elections shall be held by a secret ballot
   2) Ballots will be sent, or made available electronically, to all individual members of the UNA within the last quarter of the calendar year. Completed ballots must be received by UNA within two weeks following the date the ballot was made available which will be the closing of the election period.
   3) Ballots shall be counted by an outside, non-nurse party and be certified as correct.
   4) A plurality vote shall constitute an election. In case of a tie, the choice shall be by a runoff election.

B. Assumption of Duties
   1) Individuals on the ballot will be notified of the election results prior to publication.
   2) Elected individuals will assume the duties of their position the first day of January following the election.
   3) A formal orientation will be provided.

C. Challenge
   1) Any challenge to the election process shall be filed in writing with the UNA Executive Committee (see Section 14 Executive Committee of this Article) no more than thirty (30) days after the closing of the election period.
   2) The Executive Committee shall review the complaint immediately and declare the results on hold.
   3) Two (2) appointed members of the Executive Committee and three (3) members of the Board of Directors will investigate the challenge and submit findings in writing to the Executive Committee.
   4) The Executive Committee will notify the membership of the challenge and resolution. In the event the challenge is valid, the election(s) will be declared void.
   5) Legal counsel shall determine the next course of action.

D. Disciplinary Proceedings:
   1) Elected individuals may be removed from office by the UNA membership for cause (i.e. misconduct or neglect of duty in office).
   2) The UNA membership may address disciplinary proceedings during the meetings according to the adopted parliamentary authority, Roberts Rules of Order, Newly Revised, latest edition.

Section 5. Accountability

The Board of Directors shall report and be accountable to the UNA Membership Assembly.

Section 6. Responsibilities

The Board of Directors shall:

A. Exercise the corporate responsibility and fiduciary duties of the Association consistent with applicable provisions of law.
B. Provide for implementation of Association policies and positions approved by the UNA Membership Assembly.
C. Establish policies and procedures for the transaction of business, coordination of Association activities, and operation and maintenance of a state headquarters.
D. Establish financial policies and procedures, adopt the budget, submit all books to a certified public accountant for audit as deemed necessary, and present an annual financial statement to the membership of the UNA Membership Assembly.

E. Establish policies and procedures for approving publications and other printed materials prior to their distribution.
F. Establish policies and procedures for the collection, analysis, and dissemination of information.
G. Establish policies and procedures for nominations and elections.
H. Establish standing and special committees of the Board as deemed necessary for the performance of its duties and define the purpose and authority of such committees.
I. Make appointments and fill vacancies as delegated to the Board in these bylaws.
J. Define qualifications for appointive office unless otherwise specified in these bylaws.
K. Grant Organizational Affiliate status in accordance with these bylaws.
L. Establish fees for Organizational Affiliates.
M. Establish fees for conventions, conferences, specified activities, and services.
N. Control the use of the official UNA insignia and the procurement and sale of replicas thereof.
O. Ensure the maintenance of a state archive for the collection and preservation of documents and other materials that have contributed to, and continue to contribute to, the historical and cultural development of nursing in Utah.
P. Provide for the UNA liaison or representation at meetings of voluntary organizations and of public or governmental agencies.
Q. Establish relationships and collaboration with the Utah Student Nurses Association.
R. Work in collaboration with the Utah Nurses Foundation and function in the capacity as specified in the bylaws of the Utah Nurses Foundation.
S. Establish the mechanism to advocate for and to protect the human rights and ethical concerns of the nursing profession in Utah.
T. Establish and dissolve committees in accordance with these bylaws.
U. Contract with individuals as needed for the efficient management and facilitation of the mission of the organization.
V. Assume all other duties provided for elsewhere in these bylaws and by the UNA Membership Assembly.

Section 7. Term of Office

A. Officers, except hereafter specified, shall be elected in alternate years, to serve for two (2) years or until a successor is elected.
B. The President-Elect will be elected to serve for a one (1) year term commencing January 1 in the even numbered year, prior to assuming the two (2) year term as President. Upon completing the term as President, the individual may fulfill a two (2) year term as Immediate-Past President as an ex-officio member of the Board.
C. The Second Vice-President and Secretary will be elected to serve a two (2) year term commencing January 1 in the even numbered year.
D. The First Vice-President and Treasurer will be elected to serve a two (2) year term commencing January 1 in the odd numbered year.
E. Directors-at-Large will be elected to serve a two (2) year term.
F. No officer or director shall serve more than two (2) consecutive terms in the same office. An officer or director who has served one-half (1/2) term or more shall be considered to have served a full term.

Section 8. Qualifications

To be eligible to serve as an elected officer on the UNA Board of Directors, a person shall:
A. Hold current membership in UNA and not concurrently hold a position of an officer of another organization whose mission, activities, or position represents an actual, potential, or perceived conflict of interest with UNA and/or ANA.

B. In addition to the above qualifications, the President-Elect candidate must have held a leadership position, for at least one (1) year, in UNA or other statewide nursing organization within the last five (5) years.

Section 9. Vacancies

In the event of vacancy:

A. In the office of the President, the President-Elect shall become the President. If the President-Elect is unable to fulfill the commitment then the First Vice-President shall become the President for the remainder of the term, working with the Immediate-Past President, if available.
B. In the office of First Vice-President, the Second Vice-President shall become the First Vice-President for the remainder of the term.
C. In the office of another elected officer, the Board of Directors shall fill the vacancy by appointment until the next election (even if this election was not the scheduled one for this office). At that time, such vacancy shall be filled by election. The term of office for this election would be for the period between the election of the officer until the next regularly scheduled election for that office.

Section 10. Duties of Officers

A. The President of UNA shall serve as the official representative of the Association and as its spokesperson on matters of Association policy and positions; as the Chair of the UNA Membership Assembly, the Board of Directors, and the Executive Committee of the Board of Directors; and as an ex-officio member of all committees except the Nominating Committee.
    1) As designated by the Board of Directors, the President may appoint Standing Committees of the Board of Directors and may fulfill other duties.
    2) The President shall serve as an elected representative to the ANA Membership Assembly.
B. The President-Elect and the Vice-Presidents, in order of rank, shall assume duties of the President in the President's absence or at the direction of the President.
C. The Secretary shall be responsible for ensuring that records are maintained of meetings of the UNA Membership Assembly, the Board of Directors, and the Executive Committee.
D. The Treasurer shall be Chair of the Finance Committee, and in addition shall:
    1) Be responsible for monitoring the fiscal affairs of the Association.
    2) Provide reports and interpretations of UNA's financial condition to the Membership Assembly, the Board of Directors, and the membership.
E. The Directors-at-Large shall support the ongoing work and projects of the Board of Directors including, but not limited to, engaging in the work of standing committees. When possible these directors shall represent either geographical areas of the state or areas of practice not heavily represented on the board.
F. Officers and directors shall fulfill the responsibilities of the Board of Directors as defined in these bylaws

Section 11. ANA Representatives

Members of the UNA/ANA shall elect two ANA representatives and alternates by secret ballot for a two (2) year term. The candidate for President/President-elect will be a candidate for both the office of President/President-elect respectively as well as a seat as one of the two Utah representatives to the ANA Membership Assembly. If there is no president-elect, the executive committee will appoint the alternates for ANA membership assembly representative seat. The current President and President-elect or Vice President are the ANA Membership Assembly

representatives, by virtue of their positions. All terms as Membership Representative will go with the office and not the individual. See **Section 7. Term of Office**

Section 12. Meetings

A. Meetings of the Board of Directors shall be held at least quarterly. Special meetings may be called by the President if requested.
B. Business requiring action by the Board of Directors may be conducted virtually. If the Executive Committee conducts such business, this action shall be subject to ratification at the next regular meeting of the Board of Directors.
C. Absence from thirty (30) percent of regular meetings of the Board of Directors, Executive Committee, Directors at Large, and committee chairs may be cause for declaring a vacancy in the Board position or by Executive Committee. Such vacancy shall be determined by a majority vote of the Board.

Section 13. Quorum

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

Section 14. Executive Committee of the Board of Directors

There shall be an Executive Committee of the Board of Directors, composed of the officers, which shall have the power of the Board of Directors, to transact business between Board meetings in accordance with rules established by the Board. Such transactions shall be reported at the next regular meeting of the Board of Directors. All decisions made by the Executive Committee must pass by a two thirds (2/3) majority vote in favor. In the event of a tie, the motion does not pass, and a motion to suspend a vote to allow for additional deliberation must pass with two thirds (2/3) vote.

Section 15. Executive Director

In the event that the UNA hires an Executive Director (ED), the Board of Directors shall delegate to the Executive Director (ED) the authority to manage the association according to policies established by the UNA Membership Assembly and the Board of Directors.

A. The ED shall be accountable to the UNA Board of Directors.
B. The ED shall employ, direct, promote, and terminate staff of the UNA.
C. The ED may represent the UNA and serve as a spokesperson.
D. In the absence of an ED, the Executive Committee shall manage the association according to policies established by the UNA membership Assembly and the Board of Directors.
E. The ED may be a chair of an ad hoc committee as appointed Article VI Section 1.

Section 16. ANA Leadership Council

A. The UNA President and Executive Director or their designee(s) are the representatives to the ANA Leadership Council and must be current UNA/ANA members.

ARTICLE VI. STANDING COMMITTEES

Section 1. Definition

There may be Standing Committees of the UNA which could include, but are not limited to, the following: Nominating and Bylaws. Ad hoc committees may be established by the Board of Directors or the Executive Committee.

Section 2. The Nominating Committee

A. The Nominating Committee shall, when possible:
   1) Be composed of at least three (3) individual members with as much geographic diversity as possible.
   2) Be elected for a two (2) year term.
   3) Elect a chair, or appointed by the Executive Committee, from those members serving on the committee.
B. The chair shall represent the committee on the Board of Directors with vote. The function of the Nominating Committee is to solicit individuals to run for office. At least ninety (90) days prior to the expiration of a term of office, the Nominating Committee shall send to the membership of UNA, the positions which are open for election for the year. This information, together with the names of the Nominating Committee shall be published in the official UNA publication.

Section 3. The Bylaws Committee

A. The Bylaws Committee shall consist of at least three, when possible, and no more than seven (7) members of the UNA who have been appointed by the Executive Committee.
B. Chair will be elected by the committee or appointed by the Executive Committee. The Bylaws Committee is responsible for maintaining and updating the UNA bylaws as necessary to ensure that they are in accordance with changes in ANA bylaws and other situational and environmental concerns.
C. The Bylaws Committee periodically reviews and suggests revisions to the UNA bylaws to assure that the purpose and function of the Association is clearly defined, and that common practice reflects guidelines included in UNA and ANA bylaws. This committee also drafts and edits UNA resolutions for approval by the Board of Directors or Membership Assembly, whichever is appropriate.

Section 5. Other Standing Committees

Composition and terms of office shall be established by the Board of Directors as per the Policies and Procedures Manual.

Section 6. Accountability

Standing Committees shall be accountable to the UNA Board of Directors and submit timely reports to the Board of Directors.

Section 7. Vacancies

A. Unexcused absence of Standing Committee Chairs from two (2) consecutive Committee meetings may be cause for declaring a vacancy in the position. Such vacancy may be determined by a majority of the Board of Directors or the Executive Committee.
B. A vacancy on the Nominating Committee may be appointed by the Executive Committee.

Section 8. Responsibilities

The responsibilities of the Standing Committees shall be established by the Board of Directors in conjunction with the Standing Committee chairs as per the Policies and Procedures Manual.

ARTICLE VII. ORGANIZATIONAL AFFILIATES

Section 1. Definition

An Organizational Affiliate of UNA is an association that:

A. Is a local or state chapter of a national healthcare organization whose membership is comprised of a majority of nurses.
B. Includes the Utah Student Nurses Association without fees.
C. Has been granted Organizational Affiliate status by the UNA Board of Directors.
D. Has paid annual dues as established by the UNA Board of Directors. The Board of Directors may waive the fee with a two-thirds (2/3) vote in the affirmative.

Section 2. Benefits

Each Organizational Affiliate shall be entitled to:

A. Public identification as an Affiliate of UNA.
B. One (1) registered nurse or APRN participant who will have voice and vote on all matters in the Membership Assembly except for dues, dues structures, amendment of bylaws and the election of officers and directors.
C. Make reports or presentations to the UNA Board of Directors and/or Membership Assembly within its area of expertise.
D. Submit names of nurse representatives qualified for appointment to serve on committees, ad hoc groups and task forces.
E. Present legislative issues to UNA Government Relations Committee for consideration.
F. Have space in the Utah Nurse or other UNA publications as established by the Board of Directors and Policies and Procedures.

Section 3. Responsibilities

Each Organizational Affiliate shall:

A. Promote the mission and purpose of UNA.
B. Pay dues as required.
C. Have one (1) nurse participant to represent them in the Membership Assembly and on the Board of Directors.
D. Can attend board meetings, with voice but no vote, when invited by the Executive Committee

ARTICLE VIII. THE UTAH NURSE

The Utah Nurse shall be the official publication of this Association. The electronic edition will be posted on the UNA website and the link to that site will be provided via email to all currently licensed Utah nurses.

ARTICLE IX. AMENDMENTS

Section 1. Amendment(s)

A. These bylaws may be amended without prior notice at any annual or special meeting of the UNA Membership Assembly.

ARTICLE X. PARLIAMENTARY AUTHORITY

Roberts Rules of Order Newly Revised, latest 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 the UNA.

ARTICLE XI – INDEMNIFICATION

Section 1. Indemnification

A. To the fullest extent permitted by applicable law, the Utah Nurses Association (UNA) shall indemnify and hold harmless any person who is or was serving as a director, officer, committee member, employee, volunteer, or authorized agent of UNA against claims, liabilities, judgments, penalties, fines, settlements, and reasonable expenses, including attorney fees, incurred as a result of actions taken in good faith and within the scope of the individual's authorized duties on behalf of UNA.

B. Indemnification shall not be available for acts or omissions involving fraud, intentional misconduct, a knowing violation of law, receipt of an improper personal benefit, or other conduct for which indemnification is prohibited by applicable law.

ARTICLE XII – CONFLICT OF INTEREST

Section 1. Duty to Disclose

Any officer, director, or committee member of the Utah Nurses Association (UNA) who has an actual, potential, or perceived conflict of interest regarding a matter under consideration by UNA shall disclose the conflict promptly and fully to the appropriate governing body or committee.

Section 2. Recusal

An individual with a conflict of interest shall not participate in deliberation or voting on the matter giving rise to the conflict, except to provide information when requested. The individual may be required to leave the meeting during discussion and voting on the matter.

Section 3. Organizational Interests

Members of the Board of Directors and its committees shall act in the best interests of UNA when carrying out their UNA responsibilities. Individuals serving as representatives of another organization, affiliate, employer, or constituency shall disclose interests that may conflict with their duties to UNA.

Section 4. Documentation

The disclosure of a conflict of interest and any resulting recusal or action shall be documented in the minutes of the applicable meeting.

Section 5. Conflict of Interest Policy

The Board of Directors shall maintain a Conflict-of-Interest Policy establishing procedures for disclosure, review, management, and documentation of conflicts of interest. Officers, directors, committee members, and other individuals designated by the Board shall comply with the policy and complete disclosures as required.

ARTICLES OF INCORPORATION

Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877)526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: http://www.commerce.utah.gov

Registration Number: 553566-0140
Business Name: UTAH NURSES ASSOCIATION
Registered Date: NOVEMBER 17, 1914

March 15, 2022

CERTIFIED COPY OF ARTICLES OF INCORPORATION

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF INCORPORATION OF

UTAH NURSES ASSOCIATION

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.

L. Veillette

Leigh Veillette
Director
Division of Corporations and Commercial Code

10906

10906

ARTICLES OF INCORPORATION

OF

THE UTAH STATE NURSES ASSOCIATION.

STATE OF UTAH, :
SS.
COUNTY OF SALT LAKE. :

I, Laura Willes, secretary of the meeting hereinafter referred to, do solemnly swear that a meeting of the members of the unincorporated association known by the name of "The Utah State Nurses Association," residing in the State of Utah, held in the rooms of the Young Women's Christian Association of Salt Lake City, Utah, on the 19th day of October, 1914, at 8 o'clock P.M. of said day, which meeting was called by a notice addressed to the members and incorporators of said association, duly published in The Salt Lake Tribune, a daily newspaper published in said Salt Lake City, State of Utah, having a general circulation within said state, stating the time and place and object of said meeting, which notice was published daily in said newspaper for more than fifteen consecutive days before said meeting was held, and also by a like notice duly posted for the same period of time upon the front door of the rooms occupied by the aforesaid Young Women's Christian Association of Salt Lake City, Utah, on the sixth floor of the Continental National Bank Building, at No. 27 on East Second South Street in said Salt Lake City, it was decided by a majority vote of the members present at said meeting to incorporate

prescribed by law, to be known as "The Utah State Nurses Association," to exist for the period of one hundred years from the date of incorporation, and for the purposes of promoting interest in the profession of nursing, of maintaining and improving the efficiency and the educational and graduating qualifications of its members, of elevating the standard of the profession and dignifying its aims and objects, of cooperating in the furtherance of all things tending to assist, encourage and benefit its members, of establishing reciprocal rolations between its members and the graduate nurses of other states and countries, and of securing the onactment of beneficial laws regulating and governing the profession of nursing. The principal office of the association shall be at Salt Lake City, Utah, at a place therein to be fixed by the board of directors, and it shall have a board of directors consisting of seven members, of whom four shall form a quorum, all to be elected annually at the regular annual meeting of the members which shall be held on the first Monday of March in each year at the office of the association in said Salt Lake City, Utah, at 7:30 o'clock P.M. of said day. The directors shall be elected by ballot, each member of the association having one vote, and they shall qualify by each giving bond to the association, to be filed with the Secretary thereof, in the sum of twenty five dollars, conditioned to faithfully perform their duties as such directors. Until the next annual meeting of the members of the association and until their successors are elected and qualified the following named

Agnes M. Hoggan shall be a Director and President,
Anna Hall shall be a Director and Vice-President,
Mary A. Powell shall be a Director and Secretary,
Alma Karlsson shall be a Director and Treasurer,
Charlotte Dancy shall be a Director,
Ellen Lees shall be a Director, and
Loila Howe shall be a Director.

The board of directors shall have the power, and it shall be their duty to adopt a code of by-laws for the association at any regular or special meeting of the board, which by-laws may be altered or amended at the pleasure of the board. New members may be admitted to the association by a majority vote of the board of directors at any regular or special meeting of the board, and any member may be removed or expelled from the association by a two-thirds vote of the members present at any annual or special meeting of the members.

Laura G. Willes
SECRETARY.

Subscribed and sworn to before me
on this 12th day of November, 1914.

(SEAL)

J. R. Haas
NOTARY PUBLIC SALT LAKE COUNTY, UTAH.

My commission expires October 14, 1918.

Endorsed No. 7456. THE UTAH STATE NURSES ASSOCIATION. File in the Clerk's Office, Salt Lake County, Utah, Nov 17 1914 L. P.
By

Gbass G. Form 107.

State of Utah,
County of Salt Lake, } ss.

I, L. P. Palmer, County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the

THE UTAH STATE NURSES ASSOCIATION,

has duly filed in my office the Agreement of Incorporation, duly acknowledged, together with the oath of the incorporators and oath of office of each officer, as required by the Revised Statutes of Utah, 1907.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, this 17th day of November, 1914.

L. P. PALMER, County Clerk.

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State of Utah,
County of Salt Lake, } ss.

I, L. P. PALMER, County Clerk in and for the County of Salt Lake, in the State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the Articles of incorporation and oath of Incorporators, duly acknowledged, of

THE UTAH STATE NURSES ASSOCIATION,

as appears of record in my office.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, this 17th day of November, 1914.

L. P. PALMER, Clerk

By [signature] Deputy Clerk

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