

**King County Nurses Association  
BYLAWS**

**ARTICLE I: Name and Jurisdiction, Purposes and Function**

**SECTION 1: Name and Jurisdiction**

The name of this association shall be KING COUNTY NURSES ASSOCIATION (KCNA) of the Washington State Nurses Association (WSNA), which shall comprise such territory as the Board of Directors of the WSNA shall designate.

**SECTION 2: Purposes**

The purposes of the KCNA shall be to act and speak for the nursing profession and to promote and enhance the accountability and control of nursing practice by the nursing profession through

- A. working for the improvement of health standards and the availability of health care services for all people, and
- B. fostering high standards of nursing, and
- C. promoting the professional development of nurse and advancing their economic and general welfare.

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

**SECTION 3: Functions**

The functions of the KCNA shall be to:

- A. promote standards of nursing practice, nursing education, and nursing service as defined by the American Nurses Association, hereinafter referred to as the ANA.
- B. promote adherence to the ANA Code of Ethics for Nurses.
- C. research and disseminate legislative information about health care issues to nurses and to the community.
- D. promote and protect the economic and general welfare of nurses.
- E. provide for the continuing professional development of nurses through educational events and special interest groups.
- F. represent nurses and promote relationships with allied professional, community, and local government groups and with the public.
- G. assume an active role as advocates in health, equity, and social justice.
- H. maintain the qualification requirements as a constituent of the WSNA.
- I. promote relationships with the local chapters of the Nursing Students of Washington State (NSWS).

**ARTICLE II: MEMBERSHIP**

**SECTION 1: Composition**

The KCNA shall be composed of WSNA members in good standing as defined in WSNA's bylaws who work and/or live within the boundaries of KCNA or WSNA

members who have selected KCNA as their constituent association and shall be unrestricted by consideration of age, color, creed, ability, gender identity, health status, lifestyle, nationality, race, religion, or sexual orientation.

## **SECTION 2: Membership Rights and Obligations**

Members who have joined KCNA as defined by these Bylaws shall have membership rights and obligations

- A. A member has the right to
  1. receive a copy of the KCNA Bylaws.
  2. receive the official KCNA publications.
  3. seek election or appointment to positions within the KCNA.
  4. participate in the KCNA district meetings as a voting member.
  5. participate in the WSNA General Assembly as a voting member.
  6. receive mail ballot(s) to vote for elected officials, bylaws, and dues rates of the KCNA.
  7. seek election or appointive office in the KCNA unless employed by WSNA.
- B. A member has the obligation to
  1. uphold the Bylaws of the KCNA, WSNA, and ANA.
  2. abide by the ANA Code of Ethics for Nurses.
  3. fulfill the requirements of an office when elected or appointed.
  4. pay dues as required by the WSNA.

## **ARTICLE III: DUES**

### **SECTION 1: Rate**

The rate of dues for members of the KCNA shall be approved by a majority vote of the members voting through a mail ballot.

### **SECTION 2: Authority**

- A. the dues of members of the KCNA shall be for the membership year of twelve (12) consecutive months.
- B. dues shall be paid for the KCNA at the same time that dues are paid for the WSNA.
- C. changes in dues rate shall be recommended by the KCNA Board of Directors.

### **SECTION 3: Failure to Pay Dues**

Failure to pay dues shall cause membership rights to be forfeited.

## **ARTICLE IV: DISTRICT MEETINGS**

### **SECTION 1: Schedule**

- A. Regular district meetings shall be scheduled by the Board of Directors. Notice of meetings shall be published in an official KCNA publication.
- B. Special district meetings of the KCNA may be called by the President upon a majority vote of the Board of Directors or upon the written request of two percent of the members of the KCNA.

C. At least two district meetings of the KCNA shall be held each year; one of which shall be the annual meeting.

**SECTION 2: Quorum**

Twenty-five members, including two officers, one of whom must be either the President or Vice President, shall constitute a quorum for the transaction of business at any district meeting.

**SECTION 3: Eligibility for Voting**

All KCNA members shall have the right to vote on matters of business at the district meetings.

**ARTICLE V: Board of Directors**

**SECTION 1: Definition**

The Board of Directors is a body of officers and directors elected by members of the KCNA.

**SECTION 2: Authority**

The Board of Directors shall fulfill the responsibilities delegated to them by the membership and duties authorized by the Bylaws.

**SECTION 3: Accountability**

The Board of Directors is accountable to the membership through the membership of the KCNA and its district meetings.

**SECTION 4: Responsibilities**

The responsibilities of the Board of Directors shall be to

- A. exercise the district responsibility and fiduciary duties to the KCNA consistent with applicable provisions of laws.
- B. coordinate the functions and activities of the KCNA.
- C. establish the KCNA priorities annually.
- D. establish policies and rules of procedures for the transaction of business of the KCNA between district meetings.
- E. adopt the financial policies and a budget for the KCNA.
- F. establish fees for services, and fees for specified district activities.
- G. appoint, define the authority and responsibilities, and annually review the performance of the Executive Director as the executive administrator of the KCNA.
- H. establish administrative policies for managing and governing the affairs of the KCNA.
- I. establish policies for operation and maintenance of the KCNA office.
- J. establish policies for the publication and distribution of materials by the KCNA.
- K. define the responsibilities and delegated authority of each standing committee that is established, but is not defined in these Bylaws.

- L. establish and appoint special committees and/or task forces of the Board when necessary and define the purposes and delegated authority of each committee/task force needed.
- M. make appointments which are delegated to the Board of Directors, fill vacancies in appointed positions, and remove appointed members from office when they do not fulfill the requirements of the office.
- N. establish the procedures for nominations and elections.
- O. determine time, place, and dates for the district meetings.
- P. establish policies to determine the KCNA's representation at state meetings other than the WSNA general assembly.
- Q. provide for a KCNA liaison or representative to attend meetings of voluntary agencies upon request or as deemed appropriate.
- R. identify potential conflicts of interest to the Board for review.

### **SECTION 5: Composition**

The Board of Directors shall consist of the KCNA officers and directors, all of whom shall hold membership in the KCNA and the WSNA.

### **SECTION 6: Officers and Directors**

- A. There shall be four officers: President, Vice President, Secretary, and Treasurer.
- B. There shall be ten directors, with at least two holding staff nurse positions.

### **SECTION 7: Elections**

Officers and directors shall be elected annually by mailed ballot to fill vacant positions. The term of office shall commence at the conclusion of the annual meeting.

### **SECTION 8: Terms of Office**

- A. officers shall be elected for a two-year term. An officer shall be eligible to serve only two consecutive terms or four consecutive years in the same office.
  - 1. the President and Treasurer shall be elected in odd-numbered years.
  - 2. the Vice President and Secretary shall be elected in the even-numbered years.
  - 3. the immediate past President shall serve for one year, if desired, on the Board of Directors.
- B. Directors shall be elected as follows:
  - 1. ten directors at large shall be elected for a two-year term. Five directors shall be elected each year.
  - 2. a director shall be eligible to serve no more than eight consecutive years.
- C. A person who has served more than one-half of a term shall be considered to have served a full term.
- D. a person shall not serve more than eight consecutive years on the Board of Directors.

### **SECTION 9: Qualifications for Office**

To be eligible for election as an officer or director, a person shall hold membership in the KCNA and the WSNA.

**SECTION 10: Vacancies**

- A. in the event of a vacancy in the office of President, the Vice President shall become President for the remainder of the term.
- B. a vacancy on the Board of Directors shall be filled by Board appointment for the unexpired term.

**SECTION 11: Duties of Officers**

- A. The President of the KCNA shall
  - 1. serve as the representative of the KCNA and as the official spokesperson on matters of policy.
  - 2. serve as chairholder of the Board of Directors.
  - 3. serve as ex-officio member of all standing committees and special committees, except the Nominating Committee.
  - 4. appoint committees and perform other duties as designated by the Board of Directors.
  - 5. serve as an official representative of the KCNA to the WSNA's Constituent Representative Council and other WSNA activities. The President may appoint an alternate member to attend the Council as the official representative when the President is unable to attend.
  - 6. serve as liaison for the Board of Directors with the Executive Director between meetings of the Board of Directors.
- B. The Vice President shall
  - 1. assume the duties of the President in the President's absence or at the discretion of the President.
  - 2. assume other duties as designated by the President or the Board of Directors.
- C. The Secretary shall
  - 1. ensure the keeping of records of the KCNA.
  - 2. record minutes of the district meetings, Board of Directors, and the Executive Committee.
  - 3. conduct the general correspondence of the association and the Board of Directors.
  - 4. send to the Secretary of the WSNA
    - a. the names and addresses of all officers and committee chairholders of the KCNA.
    - b. the Bylaws and all amendments adopted by this association.
- D. The Treasurer shall
  - 1. monitor the fiscal affairs of the KCNA.
  - 2. report the financial condition of the KCNA to the membership and the Board of Directors.
  - 3. ensure that an annual financial review is conducted.
  - 4. interpret the financial policies of the KCNA.
  - 5. serve as chairholder of the Finance Committee.

E. Officers and directors shall fulfill the responsibilities of the Board of Directors as defined in these bylaws.

## **SECTION 12. EXECUTIVE DIRECTOR**

- A. The Executive Director, employed by and accountable to the Board of Directors, is the executive administrator for the KCNA and is delegated the authority to
  - 1. execute policies determined by the Board of Directors.
  - 2. represent the KCNA as a spokesperson on matters of established policy and positions.
  - 2. manage the office.
  - 3. serve as an official representative of the KCNA.
- B. The Executive Director shall fulfill other responsibilities delegated by the Board of Directors and defined in the job description adopted by the Board of Directors for the executive administrator.
- C. The Executive Director holds a courtesy seat without vote on the Board of Directors, the Finance Committee, and the Executive Committee.

## **SECTION 13. EXECUTIVE COMMITTEE**

- A. Composition  
The President, Vice President, Secretary, and Treasurer shall serve as the Executive Committee.
- B. Authority and Responsibilities  
The Executive Committee shall have all powers of the Board of Directors to
  - 1. transact business which requires action between meetings of the Board of Directors.
  - 2. take action on matters delegated by the Board of Directors and report such action to the Board of Directors at the next regular meeting of the Board of Directors.
  - 3. submit to the Board of Directors rationale for action taken by the Executive Committee on matters which are not delegated by the Board of Directors.

## **SECTION 14. MEETINGS**

- A. Board of Directors
  - 1. Regular meetings of the Board of Directors shall be held at such time and place as determined by the Board of Directors.
  - 2. Special meetings of the Board of Directors may be called with at least two days notice to each Board member.
    - a. The President shall, upon written request of at least five directors, call a special meeting of the Board of Directors.
    - b. Business of the Board of Directors which, in the opinion of the President, requires immediate action may be conducted by mail or other media. Official minutes of the business transacted shall be kept. An affirmative vote of the majority of the members of the

Board of Directors shall be required and shall control the action of the KCNA until the next meeting of the Board of Directors where such action shall be ratified.

3. Attendance at all Board meetings is required. Three or more absences per term will result in Executive Committee review and consideration for replacement.

B. Executive Committee

The President may call Executive Committee meetings. The President shall call an Executive Committee meeting upon the request of two elected officers. The President shall determine the time and place for a called executive meeting.

**SECTION 15. QUORUM**

- A. A majority of the Board of Directors, including the President or Vice President, shall constitute a quorum at any meeting of the Board of Directors.
- B. A majority of the Executive Committee shall constitute a quorum for meetings of the Executive Committee.

**ARTICLE VI – STANDING COMMITTEES**

**SECTION 1. DEFINITION**

- A. There shall be four standing committees: Bylaws Committee, Nominating Committee, Finance Committee, and Program Committee.
- B. The Board of Directors may appoint special committees and shall define the authority, responsibility, and term of office for each appointed committee not defined in these Bylaws.

**SECTION 2. BYLAWS COMMITTEE**

A. Composition

The Bylaws Committee shall consist of at least three members appointed by the Board of Directors. The chairholder shall be named by the Board of Directors.

B. Responsibilities

The Bylaws Committee shall

- 1. interpret the Bylaws.
- 2. review proposed amendments to the Bylaws and recommend proposed action to the Board of Directors.
- 3. present to the membership proposed amendments to the Bylaws upon recommendation of the Board of Directors.

C. Term of office and vacancies

The Board of Directors shall determine the term of office for members of the Bylaws Committee and fill any vacancy which may occur.

### **SECTION 3. NOMINATING COMMITTEE**

#### **A. Composition**

There shall be five members of the Nominating Committee. Three shall be elected by mail ballot and two shall be appointed by the Board of Directors. The person receiving the highest number of votes shall serve as chairholder. Persons who are not elected to the committee shall serve as alternates in the order of votes received.

#### **B. Responsibilities**

The Nominating Committee shall

1. request names of candidates for elective office according to procedures adopted by the Board of Directors.
2. prepare a slate of qualified nominees for office which reflects a broad representation of the membership and submit the slate for publication at least forty-five (45) days prior to the election.

#### **C. Term of office and vacancies**

1. Members of the Nominating Committee shall serve for a one-year term. A person is eligible to serve only two consecutive terms or two consecutive years. Terms of office shall begin upon adjournment of the first meeting of the newly elected Board of Directors.
2. A vacancy occurring on the Nominating Committee in an elected position shall be filled by the person who received the next highest vote in the election for office. If a vacancy occurs in an appointed position, the Board of Directors shall fill the vacancy.

#### **D. Obligation**

A member of the Nominating committee shall resign from the Committee if the member is to be a nominee on the slate proposed by the Nominating Committee.

### **SECTION 4. FINANCE COMMITTEE**

#### **A. Composition**

The Finance Committee shall consist of at least three KCNA members, including the Treasurer of the KCNA, who shall serve as chairholder. At least one of the three Finance Committee members shall not be a member of the Board. Members of the committee shall be appointed by the Board of Directors.

#### **B. Responsibilities**

The Finance Committee shall

1. review the quarterly and annual budgets for submission to the Board of Directors for final approval.
2. recommend fiscal policies to the Board of Directors.
3. advise the Board of Directors of income, expenditures, and investments, and make recommendations.

#### **C. Term of office and vacancies**

Members of the Finance Committee will be appointed by the Board of Directors to serve a one-year term. A person is eligible to serve for three



consecutive terms. After a one-year term off the committee, they are eligible to serve again.

#### **SECTION 5. PROGRAM COMMITTEE**

##### **A. Program Committee**

###### **1. Composition**

The Program Committee shall consist of at least four KCNA members.

###### **2. Responsibilities**

The Program Committee shall

- a. assess current interests, trends, and needs of the association and develop and implement both the scope and focus for program events during the year.
- b. recommend the establishment of special committees and/or special interest groups.

#### **SECTION 6. QUORUM**

A majority of any standing or special committee shall constitute a quorum.

### **ARTICLE VII – ELECTIONS**

#### **SECTION 1. VOTING**

Voting for all elected officials and the dues rate of the KCNA shall be by mailed ballot.

#### **SECTION 2. ELECTION PROCEDURE**

- A. Elections for KCNA elected officials shall be held prior to the annual meeting. Voting for a change in dues rate shall be held when determined by the Board of Directors.
- B. A slate of candidates for office, prepared by the Nominating Committee, shall be published in an official KCNA publication and shall be mailed to each member.
- C. Members may be nominated for office or declare their own candidacy by submitting in writing their names and consents to serve. The names of such candidates shall be published in an official KCNA publication and appear on the election ballot. Write-in candidates on the ballot shall be allowed.
- D. Ballots shall be mailed to the KCNA members no later than 30 days after finalization of the slate of candidates or recommendation for change in dues rate. Ballots must be postmarked for return as specified on the election ballot.
- E. A plurality vote shall constitute an election. In case of a tie in the vote for an official, the choice shall be decided by lot. In case of a tie in the vote for dues, another election shall be held.
- F. Results of the election shall be announced at the Annual Meeting and in an official KCNA publication.

#### **SECTION 3. CHALLENGE**

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

#### **SECTION 4. RECORDS**

All ballots and their records of the election shall be preserved for one year after the election.

### **ARTICLE VIII – WASHINGTON STATE NURSES ASSOCIATION**

#### **SECTION 1. DEFINITION**

The Washington State Nurses Association is the state nursing organization whose membership is composed of individual registered nurses who meet the qualifications for membership.

#### **SECTION 2. RELATIONSHIP**

The KCNA relationship to the WSNA shall be to

- A. maintain constituent relationship in the WSNA by meeting the qualifications for a constituent.
- B. maintain liaison relationships with the WSNA staff.
- C. submit proposals for consideration by the WSNA.
- D. submit nominees for the WSNA elective and appointive positions.
- E. submit the KCNA Bylaws to the WSNA upon their request.
- F. uphold the purposes, functions, and bylaws of the WSNA and the ANA.
- G. speak for nurses holding membership in the KCNA.

### **ARTICLE IX – FISCAL YEAR**

The fiscal year of the KCNA shall be July 1 through June 30.

#### **ARTICLE X - Distribution of Assets in Case of Dissolution**

Any monies remaining in the treasury of the KCNA at the time of disbandment shall be contributed to the Washington State Nurses Foundation or if they are no longer in existence, to another 501(c)(3) nonprofit organization.

### **ARTICLE XI – OFFICIAL PUBLICATION**

*The Advocate* and the KCNA website shall be official publications of the KCNA.

### **ARTICLE XII – PARLIAMENTARY AUTHORITY**

The latest edition of Robert's Rules of Order Newly Revised shall govern meetings of the KCNA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and special rules adopted by the KCNA.

### **ARTICLE XIII – AMENDMENTS**

#### **SECTION 1. AMENDMENTS WITH NOTICE**

- A. These Bylaws may be amended at any district meeting, or by mail ballot, by an affirmative vote of two-thirds of the accredited KCNA members voting, provided previous notice has been given by publication in the official KCNA publication at least thirty (30) days prior to such meeting.
- B. Notice of amendments to the Bylaws shall be included with the call for the meeting where such amendments will be proposed for action.

## **SECTION 2. AMENDMENTS WITHOUT NOTICE**

These Bylaws may be amended at any district or annual meeting without previous notice by a ninety-nine (99) percent vote of those members of the voting body present and voting.

## **SECTION 3. CONFORMITY WITH WSNA**

If, at any time, amendment to these Bylaws is required to meet the qualifications for recognition as a constituent

of the WSNA, the Board of Directors shall direct the Bylaws Committee to amend the KCNA Bylaws to provide acceptable qualifications and present them to the KCNA Board of Directors for vote.

## **SECTION 4. APPROVAL OF BYLAWS**

These Bylaws shall take effect upon approval of the membership.

Revised 2/10/97, 5/3/2006 (Membership Vote), 9/30/2006 (Board of Directors), 5/16/07 (Membership Vote), 5/7/2015 (Membership Vote), 5/6/2020 (Membership Vote), 2/18/2021 (Board of Directors), 5/6/2021 (Membership Vote).