

# Official Call to Meeting

## 2017 Business Meeting of the New York State Nurses Association

### New York City

Wednesday, Oct. 11 – Thursday, Oct. 12, 2017

Anne Bové, RN, Secretary, New York State Nurses Association

RECOMMENDATION #1 – CREATE DELEGATE CONVENTION, EXPAND CONGRESS AND MERGE IT WITH VOTING BODY. REMOVE STAGGERED ELECTIONS FOR STATEWIDE OFFICES AND ALIGN THEM WITH DELEGATE ELECTIONS. SHORTEN CERTAIN OFFICER AND BOARD MEMBER TERMS AND EXTEND TERM LIMITS FOR THOSE AFFECTED.

#### ARTICLE II – MEMBERS, DUES, AND AFFILIATES

##### Section 1. Members and Dues

- B. Dues
- 3) Members who qualify for the following categories may pay reduced dues as established by the Convention voting body:

##### Section 2. Affiliates

- A. Individual Affiliates
- 7) who may participate in Convention Voting Body with voice but no vote, and

- B. Nursing Student Affiliates
- 7) who may participate in Convention Voting Body with voice but no vote, and

- C. Organizational Affiliates
- 4) Rights

Each organizational affiliate shall be entitled to:

- a) one representative in the NYSNA Voting Body Convention who must be a registered nurse who shall be eligible to vote on all matters coming before the Convention Voting Body except issues related to establishing dues and amendment of bylaws;
- b) make reports or presentations to the Convention Voting Body within its area of expertise, including presentation of proposed actions;

#### ARTICLE IV – BOARD OF DIRECTORS

##### Section 3. Functions

- o) Determine the date, place and registration fee for the annual Convention membership meeting;
- u) Recommend to the Convention voting body persons to receive honorary recognition in accordance with established policy;
- v) Provide for implementation of association policies and positions approved by the Convention Voting Body;
- w) Report to the Convention voting body at the annual meeting the current status of all resolutions passed by the Convention voting body at the prior annual meeting;
- y) Affiliate with or disaffiliate from any organization subject to approval by a majority of the members voting either at the Convention a meeting of the Voting Body and/or by ballot.

##### Section 4. Meetings

- a) Regular meetings shall be held immediately preceding and immediately following each annual membership meeting and at such other times as shall be determined by the Board of Directors.

#### ARTICLE V – OFFICERS AND DIRECTORS

##### Section 2. Election

- a) The president, first vice president, treasurer, five directors at large, and three regional directors shall be elected in the same three-year election cycle.
- b) The second vice president, secretary, five directors at large, and three regional directors shall be elected in the same three-year election cycle.

##### Section 3. Terms

- a) The officers and directors shall serve for three-year terms.<sup>1</sup>

#### ARTICLE VI – STANDING COMMITTEES

##### Section 2.

Standing committees shall be appointed by the Board of Directors, and shall serve for a three-year two-year term or until their successors are appointed.

#### ARTICLE VII – COUNCILS

##### Section 3. Composition

Councils are established by the Convention voting body. The Board of Directors shall appoint at least five members to each council and shall designate the chairperson.

##### Section 7. Functions

Each council shall:

- c) recommend standards, policies, and positions to the Board of Directors and the Convention voting body;

#### ARTICLE VIII – PRACTICE FOCUS GROUPS

##### Section 1.

- a) Practice focus groups are established by the Board of Directors or Convention to assist individual members to improve professional practice and development within a specific clinical or functional area.
- b) Practice focus groups may be established by the Board of Directors or Convention in any area of specialty nursing practice for which the Board determines that there is need and sufficient interest of members.

#### ARTICLE IX – CONGRESS OF BARGAINING UNIT LEADERS

<sup>1</sup> The term of office for officers and directors who were elected in 2016 shall end in 2018. These officers and directors shall be eligible to run for office in 2018 and serve one additional three-year term in the same office and a total of twelve years on the Board of Directors.

##### Section 1. Definition

The Congress of Bargaining Unit Leaders (The Congress) is an organizational unit comprised of at least one representative and not more than two representatives from each of the association's local bargaining units. Each local bargaining unit has one vote in the Congress, bringing its unique contributions and expertise to the body.

##### Section 2. Purposes

The purposes of the Congress of Bargaining Unit Leaders are to:

- a) Advance the mission of the association as it relates to collective bargaining through the focused work of its local bargaining units.
- b) Identify and discuss the concerns of the local bargaining units and make recommendations to the Board of Directors and Executive Director on how to address these concerns.
- c) Identify opportunities for providing mutual assistance to the local bargaining units to the Board of Directors and Executive Director.
- d) Participate in providing mutual assistance to the local bargaining units.
- e) Collaborate with the members of the local bargaining units, the Board of Directors and the Executive Director in strengthening the association's collective bargaining program.
- f) Collaborate with the Council on Nursing Practice, the Board of Directors, and the Executive Director in carrying out the Council's action plans.

##### Section 3. Accountability

The Congress of Bargaining Unit Leaders shall be in conformity with the bylaws and policies of the association.

#### ARTICLE XII – NOMINATIONS

##### Section 5.

Members shall be eligible to serve in only one elective position in NYSNA at any one time. Elective positions of NYSNA are: board of directors (officers and directors); nominating committee; election committee; executive committees of practice focus groups; executive committee of the Congress of Local Bargaining Unit Leaders, provided that all those members currently sitting in multiple positions would be allowed to complete their terms.

#### ARTICLE XIV – VOTING BODY

##### Section 1. Composition

The voting body at each annual membership meeting and special meeting shall be composed of the members and organizational affiliate representatives present. There shall be no proxy voting.

##### Section 2. Qualifications

Current membership in NYSNA or status as an organizational affiliate representative as defined in Article II of these bylaws is required of any individual participant in the voting body and will be verified at the time of registration.

##### Section 3. Authority

The Voting Body will: a) establish annual dues to be considered for voting by the entire membership; b) establish association policies and directions; c) approve recipients of Honorary Recognition; d) establish councils; e) adopt and maintain bylaws; f) delegate authority not otherwise delegated in these bylaws.

#### ARTICLE XV – MEMBERSHIP MEETINGS

##### Section 1.

This association shall hold an annual membership meeting at such time and place as shall be determined by the Board of Directors.

##### Section 2.

Every member is entitled to attend and vote in accordance with established policy.

##### Section 3.

The order of business at each annual membership meeting of this association shall be in accordance with an agenda adopted at the beginning of the meeting and shall include:

Address of President  
Address of Executive Director  
Reports of Officers  
Reports of Standing Committees  
Reports of the Councils  
Reports of Practice Focus Groups  
Miscellaneous Business  
Report of Elections

##### Section 4.

Special meetings of this association may be called by the Board of Directors and shall be called by the president upon the written request of a majority of the constituent district nurses associations or not less than 100 members.

##### Section 5.

Notices of all annual and special membership meetings of this association shall be sent to each constituent district nurses association and to all members of this association at least thirty days before the first day of the meeting.

#### ARTICLE XIV – CONVENTION

##### Section 1. Frequency, Time and Location of Convention

There shall be an annual Convention held at a time and place determined by the Board of Directors.

##### Section 2. Delegates

###### A. Delegate Composition

Delegates to the Convention shall consist of:

1. Members of the Board of Directors, including the Officers; and
2. Delegates elected in secret ballot elections.

###### B. Number of Delegates

1. Each Local Bargaining Unit (LBU) shall be entitled to a specific number of delegates, calculated as follows:
  - a. One (1) delegate for every 50 members in good standing or portion thereof ("members") up to the first 200 members provided that each LBU shall be entitled to at least one (1) delegate.
  - b. One (1) delegate for every 100

members or portion thereof over 200 members.

2. Retired members shall be entitled to a specific number of delegates, calculated as follows:

- a. One (1) delegate for every 50 retired members from each region or portion thereof up to the first 200 members.
- b. One (1) delegate for every 100 retired members from each region or portion thereof over 200 members.

3. Individual members not part of a Local Bargaining Unit (LBU) shall be entitled to a specific number of delegates, calculated as follows:

- a. One (1) delegate for every 50 members up to the first 200 members or portion thereof.
- b. One (1) delegate for every 100 members or portion thereof over 200 members.

C. Alternate Delegates

Alternate delegates may be elected in accordance with procedures developed by the Board of Directors. Alternate delegates who attend convention in the place of an elected delegate will have all the rights and responsibilities of elected delegates.

D. Nomination and Election Procedures  
Delegates shall be nominated and elected in accordance with procedures developed by the Board of Directors.

E. Delegate Credentialing Procedures  
The Board of Directors shall establish policies and procedures governing the credentialing of delegates and alternate delegates.

F. Term of Office for Delegates  
The term of office for delegates shall be three (3) years, commencing upon their election and continuing until the election of delegates at the next regularly-scheduled NYSNA election.

**Section 3. Authority of Convention**

The Convention is the highest governing body of the Association. The Convention will:

- A. Recommend annual dues to be submitted for ratification by the entire membership.
- B. Establish Association policies and directions.
- C. Establish Councils and Practice Focus Groups.
- D. Adopt bylaws.
- E. Delegate authority not otherwise delegated in these bylaws.

**Section 4. Voting**

A. Proxy voting shall not be permitted.

B. Subject to the approval of the Convention Credentials Committee, in the event a delegate who is the only member of a delegation attending the Convention must leave the Convention, or if the sole delegate in a LBU is unable to attend Convention, he or she may assign his or her vote to a delegate from another LBU.

**Section 5. Procedural Issues**

A. The Board of Directors may establish rules and procedures concerning the submission of resolutions, the seating of delegates and other issues that may arise prior to or at the Convention.

B. In order to allow for discussion and debate, Convention resolutions must be submitted in writing to the Secretary of the association at least thirty (30) days prior to

the Convention or as otherwise provided in policies and procedures established by the Board of Directors and approved by the Convention.

C. The association shall issue the call to the Convention at least thirty (30) days prior to the commencement of the Convention. Copies of any properly submitted proposed bylaws amendments will be appended to the call to the Convention.

D. Prior to the commencement of the Convention, the Board of Directors may appoint the necessary committees to conduct the Convention activities including the Credentials Committee and such other delegate committees that the Board deems appropriate.

E. Members who are not elected delegates may attend, but not vote at, the Convention.

**Section 6. Special Convention**

A. The association shall issue the call for a Special Convention within sixty (60) days of receiving a written request to do so from at least one-third (1/3) of Convention delegates or upon 75% of the votes of the Board of Directors present and voting thereon.

**ARTICLE XVI - QUORUM**

**Section 1.**

Five members of the Board of Directors, one of whom shall be the president or first vice president, and not less than 200 delegates members representative of designated geographic regions shall constitute a quorum for the transaction of business at any the annual Convention membership meeting of this association.

**Section 2.**

Seven members of the Board of Directors, one of whom shall be the president or first vice president, and not less than 250 members delegates representative of designated geographic regions shall constitute a quorum for the transaction of business at any special Convention meeting of this association.

**ARTICLE XX – AMENDMENTS**

**Section 1.**

These bylaws may be amended at any annual Convention membership meeting or special meeting by a two-thirds vote of the delegates voting body present and voting.

All proposed amendments shall be in the possession of the secretary of this association at least seventy-five days before the date of the annual Convention membership meeting or special meeting, as the case may be; and shall be appended to the call for such meeting.

**Section 2.**

These bylaws may be amended without previous notice at any meeting by 99% of the Convention voting body present and voting.

**RATIONALE:** This proposal creates a more unified, democratic structure of governance for NYSNA. It expands the representative nature of Congress, and invests it with the authority of Voting Body. Starting in the summer of 2018, delegates will be elected to represent their Local Bargaining Units (as well as retired and non-represented members) at the NYSNA Convention for a three-year term. The proposal protects principles of proportionate representation for the larger LBUs and also ensures that smaller facilities will have an important voice at Convention. This proposal will eliminate the current

practice of having staggered elections for statewide officers. Although sitting Board members elected in 2016 will have their term of office cut short by one year in order to run all delegate and statewide elections at the same time in 2018, this abbreviated term will not count towards existing term limits. Thus, if adopted, this means that there will be an election in 2018 for every Officer and Board of Directors seat. Those elected in 2016 whose terms were set to expire in 2019 will be allowed to run for one addition term in the same office in 2018. If they are re-elected in 2018, they will be allowed to serve one additional full term in the same position and one additional full term on the Board.

**RECOMMENDATION #2 – ELIMINATE ELECTION OF OFFICERS FOR PRACTICE FOCUS GROUPS**

**ARTICLE VIII – PRACTICE FOCUS GROUPS**

**Section 5-**

- a) Each practice focus group shall have an executive committee composed of a chairperson, vice chairperson, and three members at large. The chairperson and two members at large shall be elected at the annual meeting in the even year to serve for a term of two years; the vice chairperson and one member at large shall be elected at the annual meeting in the odd year to serve for a term of two years.
- b) Each executive committee shall be responsible for the business of the group.
- c) Executive committee members will serve as the group's representatives on the NYSNA Council on Nursing Practice.

**Section 6. Terms**

No member of the executive committee of a practice focus group shall serve more than two consecutive terms in the same office nor a total of more than eight consecutive years.

**Section 7. Vacancies**

- a) In the event of a vacancy occurring in the office of chairperson of a practice focus group, the vice chairperson shall serve as chairperson for the remainder of the chairperson's term.
- b) In the event of a vacancy occurring in the office of vice chairperson or members at large, the vacancy will be filled by appointment of the Board of Directors.
- c) Absence from two consecutive regular meetings of an executive committee or the Council on Nursing Practice shall be cause for declaring a vacancy in the position. Such vacancy shall be declared by majority vote of the Board of Directors.

**Section 8-**

Practice focus groups may be dissolved by a two-thirds vote of the Board of Directors;

- a) upon agreement by the Board of Directors and the respective group that there is no reason for its continuance; or
- b) upon determination by the Board of Directors of failure of the group to carry out its objective or to conform to the principles and requirements of this association.

**ARTICLE XII – NOMINATIONS**

**Section 5.**

Members shall be eligible to serve in only one elective position in NYSNA at any one time. Elective positions of NYSNA are: board of directors (officers and directors); nominating

committee; election committee; executive committees of practice focus groups; executive committee of the Congress of Local Bargaining Unit Leaders, provided that all those members currently sitting in multiple positions would be allowed to complete their terms.

**RATIONALE:** Officer elections takes up a substantial amount of time during Practice Focus Group meetings every year, and PFG officers do not have a real organizational role in between meetings. This change removes an outdated mandate from our bylaws and will free up time for NYSNA members to discuss substantive practice issues during Practice Focus Groups meetings.

**RECOMMENDATION #3 – ELIMINATE CONSTITUENT DISTRICT NURSE ASSOCIATIONS IN NYSNA'S NEW STRUCTURE**

**ARTICLE IV – BOARD OF DIRECTORS**

**Section 3. Functions**

- r) Assume responsibility with regard to constituent district nurses associations as specified in these bylaws;

**ARTICLE V - OFFICERS AND DIRECTORS**

**Section 5. Duties of the President**

- a) Chair the Board of Directors; and the Executive Committee and the Constituent District Nurses Association Assembly.

**ARTICLE VI – STANDING COMMITTEES**

**Section 4. Committee on Bylaws**

- a) The committee shall be composed of five members.
- b) The committee shall:
- 2) advise constituent district nurses associations concerning bylaws and proposed amendments related to constituent requirements;
- 3) review the bylaws of a nurses association wishing to become an a constituent association organizational affiliate of this association and report its findings to the Board of Directors.

**ARTICLE X - CONSTITUENT DISTRICT NURSES ASSOCIATION ASSEMBLY**

**Section 1. Purpose**

The Constituent District Nurses Association Assembly consults with and advises the Board of Directors on professional and organizational issues of interest to this association.

**Section 2. Composition**

Members of the Constituent District Nurses Association Assembly shall be:

- a) the president or an alternate and the executive director of this association;
- b) the president or an alternate of each constituent district nurses association;
- c) the executive director of each constituent district nurses association in which an executive director is appointed.

**Section 3. Meetings**

Meetings of the Constituent District Nurses Association Assembly shall be held at such times and places as shall be determined by the Board of Directors.

**Section 4. Functions**

The Constituent District Nurses Association Assembly shall:



## Proposed amendments to NYSNA's bylaws

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- a) ~~serve as consultant to the Board of Directors in defining and interpreting the district nurses association viewpoint on nursing, health care, and organizational issues;~~
- b) ~~consider issues referred by the Board of Directors or the voting body to district nurses associations and/or to the Constituent District Nurses Association Assembly, and advise the NYSNA president and Board of Directors on those issues;~~
- c) ~~identify issues of concern to district nurses associations;~~
- d) ~~identify mechanisms for strengthening:~~
  - 1) ~~the relationships between NYSNA and district nurses associations;~~
  - 2) ~~communications between NYSNA and district nurses associations;~~
  - 3) ~~collaborative efforts of NYSNA and district nurses associations.~~

### ARTICLE XII - NOMINATIONS

#### Section 3.

On or before February 1 of each year, the Nominating Committee shall distribute a Notice of Nominations to the members and the constituent district nurses associations notifying them of the offices to be filled and the

requirement that a candidate be willing to serve if elected. A Notice of Nominations shall also be carried in an official NYSNA publication.

### ARTICLE XV - MEMBERSHIP MEETINGS

#### Section 4.

Special meetings of this association may be called by the Board of Directors and shall be called by the president upon the written request of a majority of the constituent district nurses associations or not less than 100 members.

#### Section 5.

Notices of all annual and special membership meetings of this association shall be sent to each constituent district nurses association and to all members of this association at least thirty days before the first day of the meeting.

### ARTICLE XVII - CONSTITUENT DISTRICT NURSES ASSOCIATIONS

#### Section 1.

District nurses associations which have been or which hereafter may be organized, whose bylaws are in harmony with the bylaws of this association and have been approved by a majority vote of the Board of Directors of this association, shall be recognized as constituent associations of this association.

#### Section 2.

Boundaries of constituent district nurses associations shall be clearly defined and recorded by the Board of Directors of this association. Boundaries may be changed by a two-thirds vote of the Board of Directors provided either:

- a) ~~such change has been approved by each constituent district nurses association involved; or~~
- b) ~~a majority of the members of this association residing in the area to be changed have requested such change in writing.~~

#### Section 3.

It shall be the duty of each constituent district nurses association of this association to:

- a) ~~require that all of its members have the qualifications specified in Article II—Section I of these bylaws;~~
- b) ~~send to the secretary of this association the names and addresses of all officers and members of the Board of Directors of the constituent district nurses associations immediately following their election or appointment;~~
- c) ~~confer with the Committee on Bylaws of this association concerning any proposed amendments related to constituent requirements;~~
- d) ~~adopt and maintain bylaws in harmony with the bylaws of this association and send to this association up-to-date copies;~~

- e) ~~submit an annual report.~~

#### Section 4.

Any constituent district nurses association which fails to comply with the constituent requirements of these bylaws, or for other cause deemed sufficient, may be disqualified as a constituent association of The New York State Nurses Association by a two-thirds vote of the Board of Directors, provided due notice has been given the constituent district nurses association at least three months before the vote is taken.

#### Section 5.

A constituent district nurses association which has been disqualified may be reinstated by a two-thirds vote of the Board of Directors.

**RATIONALE:** Under federal labor law, the autonomous nature of the separately incorporated Constituent District Nurses Associations, which appear in our bylaws as subordinate bodies of NYSNA, exposes NYSNA to legal liability. On the advice of our General Counsel, we recommend eliminating this potential liability by amending our bylaws to provide an alternative way for the CDNAs to work with NYSNA, if they elect to do so, as organizational affiliates in accordance with Article II, Section 2 of the bylaws.

## Making NYSNA a stronger union

By Judy Sheridan-Gonzalez, RN  
NYSNA President

From Buffalo to Brooklyn, the influence of corporations and profiteers is spreading across our healthcare system. NYSNA members are on the frontlines, protecting our patients, our profession, and the public's access to care. Over the past five years we've made major changes to the way the union functions, improving our structure and activating thousands of nurses for the first time. **But we have to do more.**

As employers try to roll back hard-won job standards, as Congress' right wing moves to dismantle health insurance for millions, and while the Supreme Court threatens union stability, our biggest battles lie ahead of us. If nurses and health care workers are going to secure our own futures—and those of our communities—we'll need the power that only a strong union can provide. This requires moving even more members into action and developing thousands more leaders.

### Meeting the challenges

How can our organization become equipped to meet these challenges? In response to members' needs and the reality that confronts us, our Board of Directors is recommending three important

changes to the bylaws to ensure that NYSNA's structure can rise to confront the tasks ahead.

The first, and most important, is creating a broad, democratic and transparent decision-making structure at the top of our union. We are proposing that, starting in 2018, members elect representatives from our local bargaining units to represent us in NYSNA's highest governing body, our Convention. Every local bargaining unit will be guaranteed at least one delegate, with additional delegates elected, based on size.

To guarantee representation, delegates would be elected as follows: 1 delegate for every 50 LBU members up to 200, and 1 delegate for every 100 members over 200. So a facility with 120 members would elect three delegates; an LBU with 330 members, would elect six delegates, and so on.

This formula ensures universal representation, but allows smaller facilities to maintain an important voice in NYSNA. Active members not in an LBU would elect representatives based on this formula, as would retiree members within each region.

Recognizing that situations emerge that might create obstacles to attendance, alternate provisions are included to address this. The proposal also includes stipulations that would

allow for adequate preparation, discussion and oversight of resolutions, motions and issues.

To avoid the cumbersome, confusing and costly practice of staggered elections, NYSNA delegates would be elected for three-year terms at the same time that Board offices would be filled. Thus, there would be an election for all Board of Directors seats and statewide officers, along with Convention delegates, in 2018. This practice would enhance voter turnout as members would be voting for people they know on a day-to-day level, along with Board members they may only have read or heard about.

### Bylaw changes

This Bylaws proposal is similar to the way almost every union—including nurses unions—conducts business. Recommendations were formulated after years of studying other unions' structures, talking with nurses from many states, and consultation with suggestions by and support from LBU leaders throughout NYSNA, including officers from the Congress of Local Bargaining Unit Leaders. The Congress itself would be expanded and merged with the Voting Body under the proposal. Clearly, drawing hundreds more elected leaders into decision-making is an important step to strengthening NYSNA and building our collective power.

Two other important bylaw changes are being proposed. Responding to member concerns that PFGs need more time for discussion and less time for unnecessary bureaucracy, the Board recommends the elimination of officer elections in these groups. This would allow for the entire meeting to take on substantive practice issues.

The other measure proposed is a housekeeping one: to eliminate the Constituent District Nurse Associations (CDNAs) from our bylaws, as they are independent, autonomous organizations—and have been for a while. Their presence in our bylaws—a leftover from years past—exposes NYSNA to legal liability under federal labor law. This would allow the CDNAs—should they desire—to continue working with NYSNA as organizational affiliates.

We encourage you all to discuss these changes with your coworkers: at work, at LBU meetings and at inter-regionals as you prepare for this year's meeting at the Javits Center—the place where NYSNA members overwhelmingly voted in the historic changes that moved us into the 21st century and made our union a name in the labor movement, in health care and among nurses throughout the world.