# BY LAWS OF

**THE TEXAS SCHOOL NURSES ORGANIZATION, INCORPORATED**

**ARTICLE I – NAME**

The name of the organization shall be the Texas School Nurses Organization, Incorporated (hereafter known as TSNO.)

# ARTICLE II – GOALS

The goals of the organization shall be:

Section 1: To operate as an educational organization on TSNO Bylaws, revised, on a non-profit basis; and

Section 2: To enhance whole student wellness and learning by strengthening school nursing practice.

# ARTICLE III – AFFILIATION

The TSNO is a unified affiliate of the National Association of School Nurses, Incorporated (NASN.) TSNO Regional Affiliates (Regions) are comprised of TSNO/NASN members of geographic regions defined by Texas Education Agency (TEA.)

# ARTICLE IV – MEMBERSHIP AND DUES

Section 1: Eligibility. Active membership in the TSNO shall be open to any registered professional nurse who meets the requirements for school nursing in the state of Texas, and who is in compliance with such other qualifications or requirements as set forth in these bylaws.

Section 2: Instatement. Any person eligible for membership shall become a member upon payment of dues set for her/his class of membership, and who meets the requirements set forth in these bylaws for her/his class of membership.

Section 3: Classification. The following shall be the classes of membership: Active, Associate, Retired, and Student.

1. Active: Active membership shall be open to any registered, professional nurse who meets the requirements for school nursing in the member’s state, and who is in compliance with such other qualifications or requirements set forth in these bylaws. Active members shall be entitled to exercise full membership rights. TSNO presidents shall be classified as Active members for life upon completion of a term as president. To be eligible for active membership a person must:
   1. Be a registered professional nurse;
   2. Meet the criteria for Texas certification or licensure as a school nurse (if mandated certification or licensure exists);
   3. Be primarily assigned to the administration, education or the provision of school health services; and
2. Associate: licensed nurse who serves with the primary assignment, the administration, education, or the provision of school health services, or a licensed nurse employed by NASN, who is not eligible for active membership, may be an associate member. Associate members shall not vote or hold office in TSNO.
3. Retired: Any active or associate member shall, upon retirement, be eligible to become a retired member upon notification to NASN. Any retired member who desires to remain in the active membership classification shall be required to pay full active dues. Retired members shall not vote or hold office in TSNO.
4. Student: To be eligible for student membership a person must be enrolled in a professional nursing program to meet requirements to become a school nurse, or be a student not currently a nurse in a professional nursing program. Student members must submit proof of enrollment in a professional nursing program with the membership form. Persons who have completed the requirements to be a school nurse but are pursuing further education shall not be eligible for student membership. Student membership may not extend past five years. Student members shall not vote or hold office in TSNO.

Section 4: Rights. Active members shall be entitled to vote, hold elected or appointed office, make motions, debate, serve on committees, and participate in the Annual Business Meeting of the TSNO.

Section 5: Rights/Restrictions. Individuals who are categorized as Associate, Retired, and Student members shall have all the privileges of membership and serving on committees, except the privileges of making motions, voting and holding elected or appointed office.

Section 6: Dues. TSNO shall establish the annual dues.

# ARTICLE V – FISCAL AND MEMBERSHIP YEAR

Section 1: The fiscal year of the TSNO shall be from January 1 through December 31, (effective January 2008.)

Section 2: The membership year shall be a calendar year from the time the person pays dues to NASN/TSNO.

# ARTICLE VI – OFFICERS/EXECUTIVE COMMITTEE

Section 1: Composition. The elected officers of the TSNO shall be President, President- Elect, Secretary, Treasurer, Director to the National Association of School Nurses (NASN Director) and shall be members of the TSNO Executive Committee.

Section 2: Eligibility.

1. Only Active members of the TSNO shall be entitled to hold office.
2. Candidates for the office of President-elect shall have served on the TSNO Board of Directors.
3. Candidates for the office of Director to the National Association of School Nurses shall have served on the TSNO Executive Committee, and must have been a NASN member for the two previous years.

Section 3: Term of Office.

1. The President and President-elect shall serve for a term of only two years.
2. The President-elect shall be elected in even numbered years and shall automatically succeed the office of President at the expiration of the President’s term and shall act for the president in the absence of the president.
3. The Secretary shall be elected in odd numbered years and serve for a term of two years, or until a successor is elected.
4. The Treasurer be elected in even numbered years and serve for a term of two years, or until a successor is elected.
5. The Director to the National Association of School Nurses shall be elected in odd numbered years, shall serve a four-year term and shall serve one term only. The term of office shall coincide with NASN’s guidelines. The term of office for all officers shall commence upon installation.
6. No member of the Board of Directors may hold the same office for more than two consecutive terms.

Section 4: Vacancy.

1. A vacancy in the office of President shall be filled by the President-elect, who shall serve for the unexpired term of the President and the elected term of office as President.
2. A vacancy in the offices of Secretary, Treasurer, or NASN Director shall be filled to complete the unexpired term by appointment by the President with approval of the Board of Directors.
3. A vacancy in the office of President-elect shall be filled by a vote of the membership at the next scheduled election. In the interim, the vacancy shall be filled by appointment of the President with approval of the Board of Directors.

Section 5: Duties. The elected officers shall perform those duties prescribed by these bylaws, the parliamentary authority adopted by the TSNO, and those duties as specified in the operating guidelines.

Section 6: Any disciplinary procedures within the TSNO shall be conducted as prescribed by our parliamentary authority, Robert’s Rules of Order, Newly Revised.

# ARTICLE VII – MEETINGS

Section 1: Annual Meetings:

1. The TSNO shall hold an Annual Meeting each year at the time and place determined by the Board of Directors to conduct the business of the organization.
2. Quorum – Thirty-five percent (35%) of the number of Active members who have been issued badges as of midnight on the day prior to the annual meeting shall constitute a quorum.

Section 2: Electronic Meeting:

Board of Directors, Executive Committee, Standing and Special committees are authorized to meet by telephone conference or through other electronic communication media as long as a quorum is present and all the members simultaneously participate during the meeting.

Section 3: Electronic Voting:

Any vote of the TSNO may be conducted electronically provided all authorized members are included and the vote/decision is ratified at the next regularly scheduled meeting of that body.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1: Composition. The TSNO Board of Directors shall be composed of the Executive Committee and six Directors. Unless there are no other candidates for a position, the majority of the Board may not consist of:

1. Members of the same region.
2. Members of the top five largest regions.

Section 2: Eligibility. A Director must currently be an Active member of the TSNO and must have been an Active member for at least one year prior to serving on the Board of Directors.

Section 3: Authority. The Board of Directors shall conduct the affairs of the TSNO in accordance with these bylaws and directives adopted by the membership at the Annual Meeting.

Section 4: Duties. The Board of Directors shall:

1. Provide input and support to the goals and objectives of the strategic plan and operating guidelines.
2. Identify issues and priorities in school health and review resolutions and practice guidelines.
3. Evaluate the programs designed to implement the goals and objectives of the TSNO.

Section 5: Meetings. The Board of Directors shall:

* 1. The Board shall hold regular meetings which shall be at least quarterly. Special meetings of the Board may be called by the President, and shall be called by the President on the written request of at least three members of the Board. At least three days’ notice shall be given unless notice is waived by all members.
  2. The Executive Committee shall have the authority to transact all business of TSNO between Board meetings when time is of the essence. Other members of the Board shall be notified of any action by the Executive Committee within seventy-two (72) hours.

Section 6: Term of Office.

1. Elected officers shall serve terms of office as stated in Article VI of these bylaws.
2. Each Director shall serve for two years. Directors shall be elected in staggered terms, with three Directors elected in odd years, and three Directors elected in even years. Directors shall serve no more than two consecutive terms on the Board of Directors with the following exceptions:
   1. An individual who has been elected or appointed to serve an un-expired term shall be eligible to serve an additional term; and
   2. An individual may serve an additional term if no one else is eligible.

Section 7: Vacancy.

1. In the event of a vacancy in the office of Director, the position shall be filled by the ballot candidates for director on the rank order of votes received in the current or previous ballot. In the event they are unable to accept the position, the Board of Directors may fill the position for the unexpired portion of the term.
2. A member of the Board of Directors with two or more unexcused absences from the Board meetings or unprofessional conduct shall forfeit the position if requested to do so by a majority vote of the other members of the Board.

Section 8: Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Section 9: Removal. A member of the Board of Directors shall be removed if the region they present dissolves or if they fail to meet the requirements for Active membership.

# ARTICLE XIII –REGIONAL PRESIDENTS COMMITTEE

Section 1: Composition. TSNO Regions shall be comprised based on TEA regions. The Regional President of each region shall make up the Regional Presidents.

Section 2: Authority. Regions shall not have voting authority on the Board of Directors, but may be called upon for votes determined by the Board of Directors.

Section 3: Duties.

1. Provide local updates to the Board of Directors and oversee regions.
2. Assist with the execution of the strategic plan as directed by the Board of Directors.

Section 4: Meeting.

1. Shall meet at least once a year.
2. The time and place of such meetings shall be determined by the President.

Section 5: Vacancy. The vacancy of a Regional President must be filled by the region. In the event of an unfilled position, the region will not be provided a vote. If the region wishes to fill the vacancy with a member who is not the Regional President, it must be approved by the President.

Section 6: Quorum. A majority of the Regional Presidents Committee shall constitute a quorum.

Section 7: Region Requirements. Requirements below outline requirements to receive funds distributed to regions. Failure to meet the requirements will result in TSNO holding the designated funds for the region/s.

1. Maintain Bylaws including voting procedures and Board structure and provide a copy to TSNO.
2. File Form 990 or appropriate tax filings yearly and provide a copy to TSNO.
3. Provide a W-9 to TSNO yearly.
4. Provide a signed Affiliate Agreement and Database Agreement to TSNO yearly.

# IX

# ARTICLE X – COMMITTEES

Section 1: Standing and Special Committees.

1. Unless otherwise stated, the composition, power, term and duties of all standing and special committees shall be recommended by the President and approved by the Board of Directors.
2. The President, or the President’s designee, shall be an ex-officio member of all committees except the Nominating Committee.

Section 2: The Nominating Committee.

1. Membership: The Nominations Coordinator will serve as chair for two years with a minimum of four members. These members will be approved by the Board of Directors. The Nominations Coordinator will be appointed by the President with approval from the Board of Directors.
2. Duties:
   1. Seek qualified candidates for office and conduct elections outlined in the TSNO bylaws and operating guidelines.
   2. Manage all awards and recognitions established by the Board according to the operating guidelines with the exception of the Presidential awards.

Section 3: The Finance Committee.

1. Will consist of four members: the President-Elect, the Treasurer, and members appointed by the President from the TSNO Board.
2. Ad-hoc appointees may be requested to attend meetings by the Finance Committee Chair based on financial knowledge and expertise.

# ARTICLE XI – STANDING COMMITTEES

Section 1: Composition. The standing committees of the TSNO shall be: Advocacy, Member Services, Professional Development and School Health Issues. The President shall appoint the chair with the approval of the Board of Directors.

Section 2: Eligibility. The appointee must have been an Active member of the TSNO for at least two consecutive years immediately prior to appointment.

Section 3: Terms of Office. The Advocacy and Member Services chairpersons shall be appointed for a two year term beginning in January in the even numbered years effective January 1. The Professional Development and School Health Issues chairpersons shall be appointed for a two year term in the odd numbered years effective January 1. Each committee chair shall serve no more than two consecutive terms.

Section 4: Duties. Each chairperson shall perform the duties prescribed for the position in the operating guidelines of the TSNO.

# ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern TSNO in all cases to which they apply and in which they are not inconsistent with these bylaws and any special rules of order the TSNO may adopt.

# ARTICLE XIII – AMENDMENTS TO BYLAWS

Section 1: Proposed amendments but be approved by the Board of Directors, and provided to the members at least fifteen (15) days prior to the date of the Annual Meeting.

Section 2: Voting on any amendments to proposed bylaw amendments shall occur at the Annual Meeting by a four-fifths (80%) vote. After discussion and amendments to any proposed bylaw amendments have been made, voting on the final version will be completed electronically after the Business Meeting via a secure balloting process whereby all eligible voting members will have the opportunity to review the annual Business Meeting proceedings electronically and cast their confidential, secure vote. In order for the final vote to be valid, there must be electronic votes from at least 225 members. Adoption of amendments is by majority vote two-thirds vote. Notice of the final outcome of the proposed bylaw amendments voting shall be given to members via electronic message and posting on the TSNO website.

# BYLAWS APPROVED AMENDMENTS (TSNO INITIATED)

Initial TSNO Bylaws were approved July 15, 2003.

**November 13, 2004:** Two amendments were presented and approved at the November 13, 2004 TSNO Business meeting during the conference in Austin, Texas in accordance with the TSNO Bylaws.

1. ARTICLE XII, Section 1 was amended to include the position of Professional Liaison that had been inadvertently omitted from the original bylaws.
2. ARTICLE XII, Section 3 was amended to include that the Professional Liaison will serve a two year term and be appointed in the even numbered years.

**November 5, 2005**: One amendment was presented and approved at the November 5, 2005 TSNO Business meeting during the conference in Dallas, Texas in accordance with the TSNO Bylaws.

1. Article V was amended to be in compliance with a change in NASN Bylaws. The fiscal year remains the same. The membership year shall be the calendar year from the time the person pays dues to NASN/TSNO.

**November 11, 2006:** Nine amendments were presented and approved at the November 11, 2006 TSNO Business meeting during the conference in El Paso, Texas in accordance with the TSNO Bylaws.

1. Article III was amended to include the definition of TSNO Regional affiliates.
2. Article IV, Section 3, subsection C – a deletion was made to clean up the wordiness.
3. Article IV, Section 3, subsection D – “Be ineligible” was substituted for “Not be granted student membership.”
4. Article IV, Section 3, Subsection E – “persons” deleted to improve meaning.
5. Article V, Section 1: The fiscal year was amended to January 1 through December 31, effective January, 2008.
6. Article VI, Section 3, Subsection A – “or until Successors are elected and installed” was deleted.
7. Article VI, Section 3, Subsection B – “and shall act for the president in the absence of the president” was added.
8. Article VI, Section 3, Subsections C and D – “and installed” was deleted.
9. Article VI, Section 3, Subsection E – change that removed the two-year term option for NASN Director to coincide with NASN’s guidelines.

**November 8, 2008:** Twenty-six amendments were presented and approved at the November 8, 2008 TSNO Business meeting during the conference in Austin, Texas in accordance with the TSNO Bylaws.

1. Article IV, Section 5: Sections A. and B. combined to clarify responsibilities of each membership class and increase opportunity for members of other categories to serve on committees.
2. Article VI, Section 1: “designated as” changed to “members of” to clarify language.
3. Article VI, Section 2: “or as a TSNO Committee Chair” deleted to clarify language and remove redundancy under new definition of Executive Committee.
4. Article VII, Section 1: current language becomes part A. Part B (Quorum) added for clarification and more rational order.
5. Article VII, Section 2: moved to Article IX (Executive Committee) for clarification and more rational order.
6. Article VII, Section 3: moved to Section 1 for more rational order.
7. Article VII, Section 4: delete “hear each other and” to clarify language for current electronic technology.
8. Article VII, Section 5: “Email Voting” changed to “Electronic Voting”. Body of section changed to allow TSNO to conduct elections electronically in the future.
9. Article VIII, Section 1: “elected officers, appointed committee chair” changed to “Executive Committee” and “or representative.” Deleted to clarify language and apply consistency to Executive Committee designation.
10. Article VIII, Section 3: Names Regional President as official delegate to Board of Directors and provides alternate if no Regional President available.
11. Article VIII, Section 4: Remove Section B to remove redundant language.
12. Article VIII, Section 5: Redefines and clarifies responsibilities of the Board of Directors.
13. Article VIII, Section 7: “or representative” removed from B. and C. to clarify Regional President as official delegate to Board of Directors.
14. Article IX, Section 1: names four standing committee chairpersons (Advocacy, Member Services, Professional Development, and School Health Issues) and provides membership on the Executive Committee which is consistent with NASN bylaws. Permits other individuals to participate in Executive Committee meetings as consultants or temporary members in a non-voting capacity.
15. Article IX, Section 2: “may” replaced with “will” to clarify language.
16. Article IX, Section 4: “Meetings of the Executive Committee shall be held at least twice a year. Other meetings may be called by the President.” Replaced with “A. In the interval between annual meetings, the TSNO Executive Committee may meet to conduct the business of the organization. B. The time and place of such meetings shall be determined by the President.” To clarify language and provide flexibility related to the number of meetings.
17. Article IX, Section 6: New section “Vacancy. Unless otherwise noted, a vacancy in the Executive Committee shall be filled by appointment by the Executive Committee to complete an unexpired term.” added to provide process for filling Executive Committee vacancies. Section 6 Quorum becomes Section 7.
18. Article IX, Section 8: “Removal.” Moved from Article VII, Section 2.
19. Article X, Section 2: Replace “A. will consist of four members chosen by the Nominations Coordinator and approved by the Executive Committee.” With “A. Membership: The Nominations Coordinator will serve as chair with four members selected annually from the Regional Presidents and approved by the Executive Committee.” Replace “B. Will be responsible for seeking qualified candidates for office and determining the TSNO School Nurse of the Year as outlined in the operating guidelines.” with “B. Duties: 1. Seek qualified candidates for office and conduct elections outlined in the TSNO bylaws and operating guidelines. 2. Manage all awards and recognitions established by the Board according to the operating guidelines with the exception of the Presidential awards.” Delete C. and D. This provides

additional opportunities for involvement of Regional Presidents and structure for the committee that encourages geographical diversity. Allows expansion of awards and recognitions.

1. Article X, Section 3: Replace “Secretary” with “President-Elect” and replace “two members appointed by the President and approved by the Executive Committee.” with “two Regional Presidents appointed by the President from the TSNO Board and approved by the Executive Committee.” Add “B. Ad- hoc appointees may be requested to attend meeting by the Finance Committee Chair based on financial knowledge and expertise.” allowing the President-Elect to have a working knowledge of finances prior to taking office as President and giving Regional Presidents opportunity to learn more about finances.
2. Article X, Section 4: Omit section due to redundancy, covered in Section 1.
3. Article XI, Section 1: Delete word “mail.” Combine sections B. and C. providing opportunity to electronic voting in the future.
4. Article XII, Section 1: Change “Governmental Liaison, Marketing, Professional Development, Professional Liaison, Publications/Historian, and Website Liaison” to Advocacy, Member Services, Professional Development and School Health Issues” to align standing committees with TSNO Strategic Plan and goals and ensures that voting members of Executive Committee consists of a majority of individuals elected by the membership.
5. Article XII, Section 3: Replace “Governmental Liaison, Professional Liaison and Marketing” with “Advocacy and Member Services” and “Professional Development, Publications/Historian and Website Liaison” with “Professional Development and School Health Issues”. Add “effective January 1” to “years”. Add “Each committee chair shall serve no more than two consecutive terms.” All to align functions of the Board and increase leadership pool.
6. Article XIII – Annual Conference: Delete Article. Covered in Operating Guidelines.
7. Article XV, Section 1: replace “mailed” with “provided” to allow for electronic communication of proposed bylaw revisions to membership.

**November 15, 2015**: One amendment was presented and approved at the November 15, 2015 TSNO Business meeting during the conference in Dallas, Texas in accordance with the TSNO Bylaws.

1. Article VII, Section 1, Item B, was amended to insure a quorum can be met at TSNO Annual Meeting and to align with NASN Bylaws. The language- “Quorum- A majority of the Active members registered and present shall constitute a quorum” changed to current language “Quorum – Thirty-five percent (35%) of the number of Active members who have been issued badges as of midnight on the day prior to the annual meeting shall constitute a quorum”

**November 6, 2016**: Two amendments were presented and approved at the November 6, 2016 TSNO Business meeting during the conference in San Antonio, Texas in accordance with the TSNO Bylaws.

1. Article X, Section 2, Item A was amended to allow more members an opportunity to participate on the Nominations Committee. The language- “The Nominations Coordinator will serve as chair with four members selected annually from the Regional presidents and approved by the Executive Committee” was changed to current language “The Nominations Coordinator will serve as chair with a minimum of four members selected annually from the Regional Presidents, Regional President-Elects, and/or Past Regional Presidents. These members will be approved by the Executive Committee.”
2. Article IV, Section 3, Classification was amended to be in alignment with NASN’s recently adopted Bylaws change. The language- “The following shall be the classes of membership: Active, Associate, Retired, Student, Corporate/Business/Professional Organization, Member-at-Large, TSNO Lifetime, and NASN Honorary” was changed to current language “The following shall be the classes of membership: Active, Associate, Retired, Student, Member-at-Large, TSNO Lifetime, and NASN Honorary.”
3. TwoConforming amendments were automatically adopted to conform to Article IV, Section 3 amendment.
   1. Article IV, Section 3.E. was stricken from the Bylaws:
      1. ~~Corporate/Business/Professional Organization members shall be: Those organizations who desire to support the goals of the TSNO, and whose members are not eligible for Active or Associate membership in the TSNO. Granting of a Corporate/Business/Professional Organization membership shall in no way bind the TSNO to support philosophies, policies or products of said organization.~~
   2. Article IV, Section 5, Rights/Restrictions language “Individuals who are categorized as Associate, Retired, Corporate/Business/Professional Organization, Student, and Member-at-Large members shall have all the privileges of membership and serving on committees, except the privileges of making motions, voting and holding elected or appointed office” was changed to current language “Individuals who are categorized as Associate, Retired, Student, and Member-at- Large members shall have all the privileges of membership and serving on committees, except the privileges of making motions, voting and holding elected or appointed office.”

November 3, 2019: Two amendments were presented and approved at the November 3, 2019 TSNO Business meeting during the conference in San Antonio, Texas in accordance with the TSNO Bylaws.

1. Article IV, Section 3: Classification was amended to be in alignment with NASN’s recently adopted Bylaws change. The following shall be the four classes of membership: Active, Associate, Retired, and Student. The following were stricken from the ByLaws: ~~Member at Large, TSNO Lifetime, and NASN honorary.~~ 
   * + 1. Active Members was amended to be in alignment with NASN’s recently adopted Bylaws change with the addition of

c. Any TSNO President, at the conclusion of their term of office, will be granted a TSNO Lifetime Active membership and will be financially responsible for the NASN portion of membership. NASN presidents shall be classified as Active members for life upon completion of a term as president and shall be granted TSNO Lifetime Active membership.

2. Article IV, Section 3. E, F and G were stricken from the Bylaws to be in alignment with NASN’s recently adopted Bylaws change:

~~E. Member-at-Large members shall be: Those members who hold a special interest in or who are working with the TSNO, and who do not fit into any other TSNO membership classification.~~

~~F. TSNO Lifetime members shall be: Any TSNO President, at the conclusion of their term of office, will be granted a TSNO Lifetime Active membership.~~

~~G. Honorary members shall be: TSNO members who are NASN Past Presidents shall be honorary members of TSNO with full Active membership rights.~~

3. Article XI, Section 1: Elections was amended to be in alignment with NASN’s recently adopted Bylaws change with the addition of

D: There shall be no write in votes.

E. A majority shall elect, except that if there are three or more candidates, voters shall rank their preferences. Incomplete ballots shall not be counted. In case of a tie, the winner shall be chosen by lot.