

Idaho Nurses Association Bylaws

Article I Name, Purposes and Functions

Section 1. Name

The name of this association shall be the Idaho Nurses Association, hereinafter referred to as INA.

The Idaho Nurses Association is the leading voice and advocate for the nursing profession in the State of Idaho.

Section 2. Purposes

The purposes of INA shall be to:

- a. advance the nursing profession by promoting professional development of nurses, foster high standards of nursing practice, promote the safety and well-being of nurses in the workplace, and advocate on health care issues affecting nurses and the public
- b. these purposes shall be unrestricted by consideration of age, color, creed, lifestyle, nationality, race, religion, gender, disability, health status, or sexual orientation.

Section 3. Functions

The functions of INA shall be to:

- a. promote through appropriate means the standards of nursing practice, nursing education, and nursing services established by the American Nurses' Association (ANA).
- b. ensure adherence to the Code of Ethics for Nurses established by ANA.
- c. propose and influence legislation, governmental programs, and state and national health policy.
- d. promote and protect the economic and general welfare of nurses.
- e. promote and support the continuing professional development of nurses.
- f. represent nurses and serve as their spokesperson with professional and community groups and the public.
- g. provide for representation in the ANA House of Delegates.
- h. foster a relationships with the Idaho Student Nurses' Association.
- i. stimulate and promote nursing research, disseminate research findings, and advocate the use of evidence-based nursing practice.
- j. provide services to constituent district nurses' associations. (Districts)
- k. maintain communication with members.
- l. assume an active role as an advocate for health care consumers.
- m. conduct an affirmative action program.

Section 4. Official Publication

The RN Idaho shall be the official publication of the INA.

Article II Constituent Nurses' Associations (Districts)

Section 1. Definition

Constituent nurses' associations of Idaho shall be called District Nurses' Associations, hereinafter referred to as Districts.

Section 2. Boundaries

Boundaries of Districts shall be defined by the INA Board of Directors. The boundaries may be changed or new Districts created in accordance with the procedures adopted by the INA Board of Directors.

Section 3. Obligations

Districts shall be required to:

- a. assure that their members meet the qualifications and definitions of a member as stated in Article III of these

- bylaws.
- b. adopt and maintain bylaws or rules of organization and policies and shall send copies of the same and subsequent revisions to the secretary of INA immediately upon adoption.
 - c. submit reports to INA Board of Directors upon request.

Section 4. Disqualifications

A District which fails to comply with the requirements stated in these bylaws or for other cause deemed sufficient may be disqualified as a constituent association of INA by a 2/3 percent vote of the Board, provided due notice has been given. Such a District and its members must be notified at least three months before the vote is taken and the District shall have the opportunity for a hearing with the INA Board within said 3 month period.

Section 5. Reinstatement

A District which has been disqualified may be reinstated by a 2/3 vote of the Board.

Section 6, Recognition

Districts shall be recognized in accordance with policies and procedures adopted by the INA.

Article III Membership

Section 1. Composition

Members of the Idaho Nurses' Association shall be those persons accepted as members in accordance with qualifications and other requirements described in the Idaho Nurses' Association Bylaws. **Membership shall be unrestricted by consideration of age, color, creed, lifestyle, nationality, race, religion, gender, disability, health status, or sexual orientation.**

Section 2. Members

A member is one:

- a. who has been granted a license to practice as a registered nurse in at least one state, territory or possession 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, and
- b. whose dues are current, and
- c. whose membership is not under revocation for violation of the Code of Ethics for Nurses or INA or ANA bylaws.

Section 3. Dues

- a. Dues shall be established by the INA House of Delegates.
- b. Dues established by INA House of Delegates shall include the present rate of dues paid by the Idaho Nurses' Association to the American Nurses' Association.
- c. Dues rates may be changed at any meeting of the INA House of Delegates, or by unanimous consent of the Board of Directors.
- e. Membership shall be forfeited if dues are not paid as required by current ANA policy.

Section 4. Transfer

An individual member who has paid full dues may transfer from one District to another within the state. Application for transfer shall be made to the secretary of the District of which the nurse is currently a member.

Section 5. Honorary Membership in INA may be conferred by a majority vote at any meeting of the House of Delegates on persons who have rendered distinguished service or valuable assistance to the nursing profession, the name or names having been recommended by the Board of Directors.

Section 6. Membership Rights

The member shall have the right to:

- a. receive the RN Idaho, an ANA membership card, as well as all the other benefits extended by the ANA.
- b. be a candidate for INA and ANA elective or appointive positions in accordance with qualifications set forth in the INA Bylaws, ANA Bylaws and applicable policies.

- c. participate in the election of INA delegates, ANA delegates and alternates in accordance with INA and ANA Bylaws.
- d. participate in the election of INA officers
- e. attend the INA and ANA House of Delegates, conventions, and other unrestricted activities.
- f. submit proposals for consideration by INA Board of Directors.
- g. attend the congress of the International Council of Nurses.
- h. exercise his/her freedoms of speech and assembly, as protected by the constitution and federal and state statutes; and to form, join and assist any labor organization which is not in direct competition with INA, other ANA constituent members, and ANA. The exercise of these rights, in and of themselves, does not constitute grounds for disciplinary action of the constituent.
- i. be accorded other rights as provided for under common parliamentary or statutory law.

Section 7. Membership Obligations

The member shall have the obligation to:

- a. uphold the bylaws of the Idaho Nurses' Association and the bylaws of ANA.
- b. abide by the Code of Ethics for Nurses as adopted by the ANA House of Delegates.
- c. pay dues as required by the Idaho Nurses' Association.
- d. fulfill the requirements of an office or committee if elected or appointed and accepted.
- e. refrain from engaging in activities that threaten the existence and viability of INA or ANA.
- f. refrain from participating in or giving assistance to one or more directly competing labor organizations that advocate or engage in activities which would eliminate or interfere with any constituent's collective bargaining activities.

Section 8. Disciplinary Action and Appeal Procedure

- a. Cause for disciplinary action by Idaho Nurses' Association against a member shall be limited to:
 - (1) violation of these bylaws and ANA Bylaws
 - (2) violations of the Code of Ethics for Nurses as established by ANA
 - (3) other actions which are detrimental to the purposes, goals, and functions of ANA constituent members or ANA.
- b. Disciplinary proceedings shall be conducted in accordance with policies and procedures established by the Board of Directors which shall have final disciplinary authority over members.
- c. Depending on the severity of the disciplinary violation, a member may be:
 - (1) reprimanded
 - (2) censured
 - (3) suspended from membership, or
 - (4) permanently expelled from membership.
- d. Any disciplinary action taken by any other ANA constituent member against one of its individual members, or against an individual member of this organization shall be given full recognition and enforcement provided such action was taken in accordance with the disciplining constituent member's bylaws and disciplinary procedures.

Section 9. Appeal of Disciplinary Action

Appeal of disciplinary action shall be conducted at the State level in accordance with policies and procedures established by the Board of Directors which shall have final disciplinary authority over members.

Article IV

Organizational and Labor or Workforce Advocacy Affiliates

Section 1. An Organizational or Labor or Workforce Advocacy Affiliate of INA:

- a. is an organization that meets criteria established by the INA House of Delegates.
- b. has a governing body that may include RN's, which is not meant to preclude the participation of associate nurse organizations.
- c. has been granted organizational affiliate status by the INA Board of Directors.
- d. has paid an organizational or labor or workforce advocacy affiliate fee to INA.

Section 2. Responsibilities

Each organizational or labor or workforce advocacy affiliate shall maintain a mission and purpose harmonious with the purposes and functions of INA.

Section 3. Rights

Rights of the organizational or labor or workforce advocacy affiliate shall be determined by the INA Board of Directors on an individual basis, but shall not include voting rights.

Article V House of Delegates

Section 1. The House of Delegates shall be the governing body of INA and shall be composed of the Board of Directors, INA Past Presidents, and delegates from the Districts and organizational or labor or workforce advocacy affiliates.

Section 2.

- a. Apportionment
 - (1) The number of delegates to which any District shall be entitled at any regular or special meeting of the House of Delegates shall be based on a number of members in good standing three months prior to the convention or special meeting.
 - (2) Each District in good standing shall be entitled to one (1) delegate for each five members.
 - (3) Each Organizational Affiliate will be entitled to two delegates, one of which is voting if they are a Registered Nurse. The voting Delegate can not vote on the bylaws, dues, or election of officers.
- b. Each District shall conduct delegate/alternate delegate elections.
- c. Each delegate or alternate shall serve until the next regular meeting of the House of Delegates.
- d. If delegates from a District are not in attendance, alternates from the District may fill the vacancies.

Section 3. Quorum

A quorum for the transaction of business of the House of Delegates shall consist of a simple majority of the INA Board of Directors, one of whom shall be the president or the president-elect, and 50% of the aggregate delegates from a simple majority of the Districts.

Section 4. Meetings

- a. The House of Delegates shall meet at least every two years at the time of the INA convention.
- b. Special meetings may be called by any member of the INA Board or upon written request of a majority of the Districts.
- c. The Board of Directors shall determine time and place of meetings. At the discretion of the INA Board of directors, a special meeting may be convened by means other than face to face meeting, including the internet.
- d. Notice of INA meetings of the House of Delegates shall be mailed to each District at least one month prior to the meeting.
- e. Notice of special meeting shall be mailed at least ten (10) days prior to the special meeting.
- f. Notices of all meetings of this association shall be sent to the president and secretary of each District and to all members and associates of this association, prior to the meeting in question. Notices of meetings of the House of Delegates shall be mailed at least one (1) month before the first day of the meeting.
- g. All notices may be sent via mail or electronic means.
- h. Voting by eligible Delegates and members on all matters may be conducted by mail and electronic means, provided, however, that a single medium shall be employed for each vote, to the extent permitted by the applicable Idaho Laws.

Article VI Board of Directors

Section 1. Definition

The Board of Directors is the corporate body composed of officers and directors.

Section 2. Composition

The Board of Directors shall consist of INA elected officers and directors.

- a. There shall be four officers: president, president elect/past president, secretary and treasurer.
- b. Directors shall be the presidents of the Districts.
- c. The current president of the Idaho Student Nurses Association shall be an ex-officio member of the board.
- d. The immediate past president of INA shall be an ex-officio member of the board.
- e. Any appointed INF Board or Committee member who is not a member of the INA Board of Directors shall serve as a non-voting ex-officio member.

Section 3. Authority

The Board of Directors shall have the authority delegated to it by the House of Delegates, including the duty and power of acting for the membership in the intervals between meetings of the House of Delegates, and other duties and powers as defined in these bylaws.

Section 4. Accountability

The Board of Directors shall report and be accountable to the House of Delegates.

Section 5. 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 procedures approved by the INA House of Delegates.
- c. establish policies and procedures for the transaction of business, coordination of association activities and management of office services.
- d. establish financial policies and procedures, adopt the budget, prepare an annual financial statement and provide for an annual review of the books.
- 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. appoint, define the authority and responsibilities of, and annually review the performance of the executive director as the chief executive officer.
- l. confer constituent membership on Districts meeting qualifications established in these bylaws.
- m. establish policies and procedures for disciplinary action against members and Districts.
- n. determine fees for conventions, specified activities, services.
- o. control the use of the official INA insignia and the procurement and sale of replicas thereof.
- p. provide for representation at meetings of voluntary organizations and of public or governmental agencies.
- q. maintain relationships and collaboration with the Idaho Student Nurses' Association.
- r. assume other duties as may be provided for elsewhere in these bylaws and by the INA House of Delegates.
- s. constitute the membership of the Idaho Nurses' Foundation.

Section 6. Term of Office

- a. Officers except for the president-elect shall be elected for a two-year term. The secretary and treasurer shall be elected and take office in even-numbered years. The president elect shall be elected in odd-numbered years and assume the office of president in the succeeding even-numbered year.
- b. The immediate past president shall serve a one-year term.

Section 7. Qualifications

To be eligible to serve on the Board of Director, a person shall hold current INA membership in good standing.

Section 8. Vacancies

In the event of a vacancy:

- a. in the office of president, the president elect/past president shall become president for the remainder of the term. The president elect or past president who fills a vacancy in the office of the president or assumes the duties of the president in the president's absence or at the president's discretion shall serve as an ANA delegate only if elected separately as an ANA delegate.
- b. in the office of president elect, a new president elect shall be elected to fill the remainder of the term.
- c. in the office of another officer, the Board of Directors shall fill the vacancy by appointment until the next meeting of the House of Delegates, when such vacancy shall be filled by election for the unexpired term.

Section 9. Duties of Officers

- a. The president of INA shall serve as the official representative of the association and as its spokesperson on matters of association policy and positions; as the chairperson of the House of Delegates, the Board of Directors, and the Executive Committee of the board; and as an ex-officio member of all committees except the Nominating Committee and as a separately elected INA delegate to the House of Delegates of the American Nurses' Association.
- b. The president elect/past president shall assume duties of the president in the president's absence or at the discretion of the president. The president elect serves as chair of the Council on Practice.
- c. The past president shall serve in an advisory capacity to the INA Board of Directors and as chair of the Council on Practice.
- d. The secretary shall be responsible for ensuring that records are maintained of meetings of the House of Delegates, the Board of Directors, and the Executive Committee of the Board of Directors, and shall notify Districts of meetings of the House of Delegates.
- e. The treasurer shall be responsible for monitoring the fiscal affairs of the association and shall provide reports and interpretations of INA financial condition to the House of Delegates, and Board of Directors, and the membership.

Section 10. Executive Committee

There shall be an executive committee of the Board of Directors composed of the officers, which shall have all powers 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.

Section 11. Executive Director

- a. The Board of Directors shall delegate to the executive director the authority to manage the association according to policies established by the House of Delegates and the Board of Directors.
- b. The executive director shall be accountable to the Board of Directors.
- c. The executive director may employ, direct, promote, and terminate staff of the association.
- d. Upon request of the Board of Directors, the executive director may represent the association and serve as spokesperson on matters of established policy and positions, including serving as the association's registered lobbyist.

Section 12. Meetings

- a. Regular meetings of the Board of Directors shall be held preceding and following each House of Delegates, and at such other times and places as shall be determined by the Board, with at least two additional meetings a year. Special meetings may be called by the president and shall be called upon written request of a simple majority of Districts or a simple majority of the Board of Directors.
- b. Business requiring action of the Board of Directors may be conducted by telephone, mail or other media. Such action shall be subject to ratification at the next regular meeting of the Board of Directors.
- c. Two consecutive, unexcused absences from regular meetings of the Board of Directors shall be cause for declaring a vacancy in the Board position. Such vacancy shall be determined by a simple majority of the Board members.
- d. In the intervals between regular meetings of the Board of Directors, the president of this association may refer and submit to the members of the Board of Directors definite questions relating to the affairs of this association, which in the opinion of the president, require immediate action on the part of the Board of Directors. The result of such a referendum, which requires a simple majority vote of the Board of Directors, shall control the action of the association and its Board of Directors, Special Interest Groups committees, agents, and employees. A full report on referendums shall be made at the next regular meeting of the Board of Directors.

Section 13. Quorum

A simple majority of the Board of Directors, including the president or a president elect/past president, shall constitute a quorum at any meeting of the Board of Directors.

Article VII Nominations and Elections

Section 1. Nominations

- a. Members shall be requested to submit names of members who are qualified and willing to serve in elective offices of INA.
- b. INA members shall be eligible to serve in only one elected office at any one time. This provision does not apply to the position of ANA delegates.
- c. Elections may be held concurrently for INA elected offices and ANA delegates.

Section 2. Elections

- a. Elections shall be by secret ballot. A mail ballot and/or electronic ballot are permissible.
- b. All elections shall be conducted in a timely fashion as determined by INA Board of Directors.
- c. All INA members in good standing are eligible to vote.
- d. Members may vote for a member whose name does not appear on the ballot by writing in the name of that member if the member is qualified and has consented to serve if elected.

Section 3. Challenge of Election

Any challenge to the election shall be filed with the secretary of INA not more than thirty (30) days after tabulation of the votes.

Section 4. Removal of Elected Officials

Any individual elected by the members of INA may be removed from office whenever such action is deemed to be in the best interest of the association, or for other just cause. Removal shall follow Disciplinary Policies and Procedures established by the Board of Directors.

Article VIII Standing Committees

Section 1. Definition

There shall be standing committees as appointed by the Board of Directors.

Section 2. Appointment

Each standing committee shall be appointed by the INA Board of Directors. Chairpersons of standing committees shall be appointed by the Board of Directors. The chair of the Committee on Finance shall be the treasurer.

Section 3. Attendance

The absence of a member without good cause from two consecutive meetings of a committee shall constitute a vacancy which shall be filled as provided for in Article VIII, Section 5.

Section 4. Quorum

A quorum of any committee meeting shall consist of those committee members present.

Section 5. Term of Office. Standing committee members shall be appointed for a two-year term. No member of a standing committee may serve more than three consecutive terms. Exceptions may be requested from the Board of Directors.

Section 6. Functions

- a. The Committee on Bylaws shall:
 - (1) review the bylaws of the INA and the Districts and recommend corrections or amendments as appropriate.

- (2) draft the proposed text of all amendments to the INA bylaws and, upon approval by the Board of Directors, submit them to the House of Delegates in accordance with the provisions of Article XIII.
- b. The Committee on Finance shall:
 - (1) prepare an annual budget for the Board of Directors.
 - (2) monitor the investment and expenditures of association funds and the overall financial status of INA and report its findings and make recommendations to the Board of Directors.
- c. The Committee on Legislation shall:
 - (1) recommend a legislative program to the Board of Directors.
 - (2) examine trends and developments in legislative and governmental areas as they relate to state or national health policy.
 - (3) establish positions on legislative bills using the legislative and health planning platforms of the House of Delegates.
- d. The Committee on Nominations shall:
 - (1) seek the names of members qualified and willing to serve if elected.
 - (2) prepare a slate of qualified candidates for each office to be filled.
 - (3) attempt to assure geographic and occupational group representation on the ballot.
 - (4) implement the policies and procedures for nominations and elections as established by the Board of Directors or as provided for in these bylaws.
- e. The Membership Committee shall:
 - (1) develop membership goals for INA.
 - (2) develop guidelines for recruitment and retention of members.
 - (3) coordinate with the Districts on recruitment and retention efforts.
- f. The Professional Development Committee shall:
 - (1) operate the INA CNE Approver Unit, according to ANCC-COA Continuing Nursing Education accreditation criteria and standards and INA bylaws.
 - (2) contribute to the ongoing development of nursing practice and competencies as relates to continuing nursing education
- g. The Historian/Awards committee shall:
 - (1) be responsible for the ongoing duties of researching, cataloging, and storing the materials relevant to preserving the history of INA.
 - (2) evaluate and recommend to the INA Board of Directors the individuals to receive established awards.
 - (3) notify award recipients and make a public record of all such awards.

Article IX

Special Interest Groups

Section 1. Special Interest Groups

Special Interest Groups may be established upon evidence that a substantial number of members expressly identify a need to develop such an affiliation based on a specialty area of practice.

Section 2. Responsibilities

Responsibilities of each Special Interest Group shall be to:

- a. report to the Council on Practice and to be accountable to the Board of Directors.
- b. act in accordance with the general policies and Bylaws of this association.
- c. recommend a representative to the Council on Practice.

Section 3. Functions

Functions of each Special Interest Group shall be to:

- a. support and maintain standards, established by INA and ANA.
- b. conduct clinical and scientific sessions.
- c. stimulate research and studies in the Special Interest Groups' particular area of concern and to provide means for the recording and discussing of significant findings.
- d. provide for the dissemination of relevant information to its members.
- e. network on relevant practice issues.

Section 4. Special Interest Group Chairs

The Special Interest Group Chairs shall be:

- a. elected by the members of each Special Interest Group.
- b. elected in accordance with procedures which will insure continuity, which are acceptable to the specific Special Interest Group, and which are in accordance with these bylaws.

Section 5. Dissolution

A Special Interest Group may be dissolved if no members wish to form a new group or continue an existing group.

Article X Council on Practice

Section 1. Appointment

The Board of Directors shall appoint/approve as needed a Council on Practice.

Section 2. Composition

The Council on Practice shall be composed of the chairs (or their representatives) of the INA Special Interest Groups. The President Elect, or Past President in the year where there is no President Elect position, serves as chair of the Council on Practice.

Section 3. Functions

Functions of the Council on Practice shall include the following:

- a. to interpret the professional standards of practice, education, and nursing services within the state and to provide recommendations for action.
- b. to assist Districts and in meeting needs for continuing education and in consideration of concerns in their areas of nursing practice.
- c. to conduct, or cause to be conducted, clinical sessions at conventions, institutes, and workshops.
- d. to work with related professional and community entities on matters of nursing practice and on concerns in special areas of health care.
- f. to plan a program of work and a budget to carry out the responsibilities as defined and to submit these to the Board of Directors.

Article XI Commissions

Section 1. Definition

Commissions are groups of elected and/or appointed members responsible for advancing the profession of nursing through activities which deal with:

- a. the educational and delivery system for practice.
- b. the enlargement of the knowledge base for practice.
- c. the economics of practice and health care.
- d. the rights of nurses and recipients of nursing services.

Section 2. Composition

Each commission shall consist of five members who have expertise in the field related to the commission's function and who meet qualifications established by the commission. Selection of members will be under jurisdiction of the commission.

Section 3. Term of Office

Term of office shall be two years.

Section 4. Officers

The officers shall be elected by the respective commission for terms of two (2) years.

Section 5. Responsibilities

Each commission shall be responsible for obtaining recognition and acceptance of the extent of the association's

concern, action, and influence in its respective area of responsibility:

- a. Shall appoint committees, conduct hearings and devise other means of securing opinions of members and other consultation as needed.
- b. Shall establish working relationships with other committees, commissions, and other organizations.
- c. Shall establish procedures for the conduct of its business in accordance with these Bylaws.
- d. May organize councils or devise other arrangements to meet the demonstrated needs of members which are directly related to the purposes of the commission within the guidelines determined by the board.
- e. Shall prepare a budget based on its plans, for submission to the board.

Article XII Work Force Advocacy Council

Section 1. Affiliation

INA may be a member of the Center for American Nurses and conform to their bylaws

Section 2. Appointment

The Board of Directors shall appoint/approve a Workforce Advocacy Council as needed and deemed necessary.

Section 3. Composition

The Work Force Advocacy Council members shall be appointed by the Board. The President Elect, or Past President in the year where there is no President Elect position, serves as chair of the Work Force Advocacy Council.

Section 3. Functions

- a. To provide information and educational offerings to the nurses of Idaho regarding selected topics related to professional practice.
- b. The selected topics will include but are not limited to the following:
 1. Professional ethical issues
 2. Workplace issues
 3. Issues of employee rights and benefits
 4. Employee safety and health

Article XIII Relationship With the American Nurses' Association

Section 1. Membership

INA is a constituent member of the American Nurses' Association. INA shall continue to pay dues to the ANA pursuant to the ANA Bylaws and House of Delegates policy until such time as 2/3 of the entire INA membership votes to disaffiliate from the ANA. "INA membership," for these purposes, is defined as individual members of the INA who have ANA rights and privileges of membership as a result of their INA membership. The vote may occur by mail or electronic procedures to protect the integrity and validity of the vote.

Section 2. Representation

- a. ANA House of Delegates
 - (1) The Idaho Nurses' Association is entitled to representation at regular and special meetings of the ANA House of Delegates in accordance with ANA Bylaws and policy.
 - (2) Delegates and alternates according to ANA bylaws shall be elected by secret ballot to serve a two-year term or until a successor is elected. A mail ballot is permissible.
 - (3) Delegates nominated shall be representative of the various nursing practice areas.
 - (4) Vacancies shall be filled with alternates, in sequence of most votes received.
- b. Constituent Assembly
The Idaho Nurses' Association shall be entitled to representation at the ANA Constituent Assembly by the president and the executive director of the INA or their designees.
- c. INA shall remain affiliated with the American Nurses Association until such time as 2/3 of the entire INA

membership votes to disaffiliate from the ANA. "INA membership," for these purposes, is defined as individual INA members in good standing who have ANA rights and privileges of membership as a result of their INA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

Article XIV Amendments

Section 1. Amendments With Notice

- a. Amendments proposed by the Committee on Bylaws for action by the House of Delegates shall be submitted to the INA secretary and shall be appended to the official notification of the meeting of the House of Delegates.
- b. These bylaws may be amended with prior notice at regular or special meetings of the House of Delegates by a simple majority vote of the accredited delegates present.
- c. Voting by eligible Delegates and members on all matters may be conducted by mail and electronic means, provided, however, that a single medium shall be employed for each vote, to the extent permitted by the applicable Idaho Laws.
- d. Amendments to these bylaws become effective immediately after their passage.

Section 2. Amendments Without Notice

- a. These bylaws may be amended without prior notice at a regular or special meeting of the House of Delegates by a 75 percent vote of the accredited delegates present.
- b. Voting by eligible Delegates and members on all matters may be conducted by mail and electronic means, provided, however, that a single medium shall be employed for each vote, to the extent permitted by the applicable Idaho Laws.

Article XV Parliamentary Authority

Robert's Rules of Order Newly Revised governs this association in all parliamentary situations that are not provided for in the law or in the charter, bylaws, or adopted rules of INA (constituent member).

Article XVI Indemnification clause

The INA shall indemnify and hold harmless all persons who are now or shall hereafter serve as a Director, Officer or employee of the INA from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of their having heretofore or hereafter been a Director, Officer or employee of the INA, or by reason of any action alleged to have heretofore been taken or omitted by such Director, Officer or employee, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by such person in connection with any such claims or liability, or the threat or prospect thereof, based upon or arising out of such person's own negligence or willful misconduct of the duties of Director, Officer or employee. The determination of all questions as to the existence of negligence or willful misconduct, as to the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made and shall be final and conclusive if made by the Board of Directors acting at a meeting at which a quorum consisting of disinterested Directors is present by a majority vote of all such Directors. The right accruing to any person under the provisions of this section shall not exclude any other right to which such person may be lawfully entitled, nor shall anything herein contained restrict the right of the INA to indemnify or reimburse such person in any case even though not specifically provided for herein.