**TENNESSEE NURSES POLITICAL ACTION COMMITTEE (TN-PAC)**

**BYLAWS**

**Article I - Name and Functions**

**Section 1.** The name of this organization shall be the Tennessee Nurses Political Action Committee, hereinafter referred to as TN-PAC.

**Section 2.** TN-PAC shall be a voluntary, unincorporated, political action committee for registered nurses and others interested in health issues and is not affiliated with any political party. TN-PAC shall operate inconformity with the, mission and functions of the Tennessee Nurses Association. It is not a branch or subsidiary of any national or other political committee.

**Section 3.** The purpose of TN-PAC shall be:

1. To promote and protect the registered nurse and to advance the practice of nursing in order to assure a healthier Tennessee by raising funds from within the nursing community and friends of nursing; and
2. Candidates should be considered for support and contributions based on individual merit in the context of the office sought. Contributing to and publicly support candidates for state office who believe and have demonstrated their belief in the legislative objectives of the Tennessee Nurses Association. Membership in TNA or working in a healthcare profession does not entitle a candidate to support.
3. Publicly support or oppose legislation in accordance to the position taken by the TNA Government Affairs committee.

**Section 4.** The rules contained in Robert’s Rules of Order, Newly revised, govern this organization in all cases in which they are not inconsistent with these Bylaws.

**Article II – Contributions and funds**

**Section 1.** TN-PAC shall accept contributions from registered nurses and others at the discretion of the Board of Trustees and in accordance to State and Federal law.

**Section 2.** The Board of Trustees shall have general supervision and control over the affairs and funds of the TN-PAC and shall establish and carry out all policies and procedures. The members shall serve without compensation.

**Section 3.** No contributions will be accepted that are “made in the name of another.” All contributors and identifying information will be disclosed as required by State and Federal law.

**Section 4.** No cash contributions will be accepted.

**Section 5.** TN-PAC funds shall be kept in its own bank account separate from any other funds.

**Article III – Use of funds**

**Section 1.** TN-PAC funds may only be spent if approved by the Board of Trustees or the Chairperson in accordance with these bylaws.

**Section 2.** TN-PAC funds may be used for the following:

1. Educating registered nurses and others to become aware of government, political issues, records of office holders and candidates and be active in governmental affairs.
2. Raising funds for the TN-PAC
3. Making contributions to political candidates for state office, without regard to party affiliation, who have demonstrated their interest in the improvement of health care for Tennesseans and the advancement of the nursing profession.

**Section 3.** TN-PAC funds may not be used in violation of Federal, or State or other restrictions including:

1. Contributions may not be made to political parties, caucuses, or leadership PACs except for the purchase of approved event tickets;
2. No cash contributions may be made;
3. Contributions may not be made within ten (10) days prior to the election of which the candidate is on the ballot.

**Section 4.**

1. Approval of disbursements shall require a majority vote of the Board of Trustee members at a Trustee meeting or via other vote taking method in accordance with these bylaws.
2. The Chair of the Board of Trustees shall be able to approve TN-PAC activities between board meetings in accordance with the polices established by the board and disbursements of funds up to a total of $500 between each meeting. Such transactions shall be reported at the next regular meeting of the Board of Trustees or within 3 months, whichever comes first.
3. Disbursements in the amount of $500 or less for administrative purposes may be authorized by the TNA Executive Director between each meeting. Such transactions shall be reported at the next regular meeting of the Board of Trustees or within 3 months, whichever comes first.

**Article IV – Composition, Terms of Office, Duties and Responsibilities**

**Section 1.** The Board of Trustees shall be the governing body of TN-PAC. The President of TNA shall serve as ex-officio.

**Section 2.** The Board of Trustees shall consist of a minimum of seven (7) members and no more than nine (9) members appointed by the Tennessee Nurses Association Board of Directors according to the following and on a bipartisan basis:

1. At least one (2) members shall be members of the TNA Board of Directors, one of whom will be the Director – Government Affairs.
2. At least one (1) member shall be from the Government Affairs Committee.
3. At least one (1) member shall be from a west Tennessee district (Either District 1, 12, 6 or 10)
4. At least one (1) member shall be from a middle Tennessee district (Either District 3, 15, 9 or 8)
5. At least one (1) member shall be from an east Tennessee district (Either District 4, 2 or 5)
6. At least one (1) member at large

**Section 3.** All members of the Board of Trustees:

1. Must be registered voters.
2. Must be and stay current during their term TNA members and TN-PAC contributors.
3. Shall serve two-year terms; four to five members elected in even years and three to four members elected in odd years.
4. Shall be nominated by the TNA membership and shall be appointed by the TNA Board of Directors.

**Section 4.** The officers shall be a chairperson, vice-chairperson, secretary and treasurer. The chairperson and secretary shall be appointed in even years, and the vice-chairperson and treasurer shall be appointed in odd years at the September TNA board meeting each year.

**Section 5.** The duties of the officers shall be as follows:

1. Chairperson - The chairperson shall preside at all meetings of the Board of Trustees and shall perform all other duties of the chair. Shall give a report of the financials and activities to the TNA board once a year.
2. Vice-chairperson - In the absence of the chairperson, the vice-chairperson shall preside at all meetings of the Board of Trustees. The vice chair shall succeed to the office of chair should a vacancy occur and serve until a replacement is appointed by the Board.
3. Secretary - The secretary shall record the minutes and shall assume other duties as assigned by the chairperson.
4. Treasurer - The treasurer shall be the custodian of all funds, approve disbursement of all monies in accordance with these bylaws, TNA financial policies, and instructions of the Board of Trustees, and shall provide a financial report at each meeting. The financial report shall also be sent to the TNA Board. With approval of the TNA Board, TN-PAC donation deposits and legally required reports and filings may be handled by the TNA staff.

**Section 6.** Trustees are expected to support the TN-PAC by doing the following:

1. Attending the annual meeting and participate in other meetings held by the chairperson.
2. Reviewing financial reports.
3. Assisting in soliciting the necessary funds for the operation of the TN-PAC and meeting established goals as appropriate.
4. Meeting with local districts and assist in planning, development and implementation of the TN-PAC.
5. Assisting in the delivery of TN-PAC disbursements to candidates.
6. Being politically active and astute on current political events and issues.
7. Being able to analyze political issues and situations with the interest of TN-PAC in mind rather than pursuing one’s own political interests.

**Section 7.** Conflicts of interest either perceived or otherwise should be avoided and disclosed by Trustees. No Trustee should vote on a question in which they have a direct personal or pecuniary interest not common to other Trustees.

**Section 8.**  Trustees may be removed from the Board if they violate the bylaws or act counter to the mission of the TN-PAC and TNA. Trustees may be removed by a two-thirds (2/3) vote of the TNA Board of Directors.

**Section 9.** Upon expiration of Trustee’s term of office shall surrender all properties in their possession belonging to their respective office or committee to their successor.

**Article V – Meetings and Reports**

**Section 1.**

1. The board of Trustees shall meet at least once a year. This shall be known as the “Annual Meeting” and shall be held during and in conjunction with the TNA Annual Conference. The Annual Meeting shall be open to any contributor to the TN-PAC.
2. Other meetings shall be at such time and place as determined by the chairperson.
3. Meetings are required to be called by the chairperson at the request of one-third of the members.
4. All meeting shall be noticed to the Trustees at least ten (10) days prior to the meeting by either written or email notice.
5. Meetings may be held by telephone conference call. Trustees may be asked to vote on items by email. At the next meeting of the Board, the vote taken by email must be ratified by being reported and recorded in the minutes.
6. Absence from two consecutive meetings by any member of the Board is considered an effective resignation unless deemed otherwise by the chairperson.

**Section 2.** The Treasurer shall send a copy of each report to the Board of Trustees and the TNA Board that is filed with the Bureau of Ethics and Campaign Finance required by law within 10 days of the filing deadline.

**Article VI – Quorum**

A majority of the appointed members of the Board of Trustees constitutes a quorum. No business shall be conducted without a quorum present.

**Article VII - Amendments**

The Bylaws may be amended by two-thirds (2/3) vote of those present and voting at any meeting, or without previous notice by a 99% vote of those present and voting. Such amendments shall become effective upon the approval of the TNA Board of Directors.

**Article VIII- Dissolution**

**Section 1.**TN-PAC may be dissolved by two thirds vote of the Board of Trustees provided that written notice of such action has been given to all contributors at least thirty days prior to the date of such action.

**Section 2.** Disposition of funds in the event of dissolution of TN-PAC any remanding funds hall be donated to the Tennessee Nurses Foundation.