



Constitution
of the
National Federation of
NURSES

Adopted
December 31, 2008

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CONSTITUTION OF THE NATIONAL FEDERATION OF NURSES (NFN)

ARTICLE I NAME

The name of this organization shall be the “NATIONAL FEDERATION OF NURSES” hereinafter referred to as the NFN (NFN).

ARTICLE II PURPOSES

The NFN is a national federation of nursing labor organizations (NLOs) that represent registered nurses for collective bargaining. The purposes of the NFN are to strengthen and assist member NLOs, and to establish and implement an effective national labor agenda that supports and advances the economic and general welfare, workplace conditions and practice of registered nurses through collective bargaining and shared decision-making.

ARTICLE III CORE COVENANTS

The NFN is a national nurses’ labor federation, led by Registered Nurses, that:

- 1. Believes registered nurses are best represented for collective bargaining by a union of registered nurses;**
- 2. Takes direction from its membership, the NLOs;**
- 3. Is driven by broad based principles of democracy, inclusiveness, social justice and equality;**
- 4. Ensures transparency and open continuous communication between the NFN and the NLOs;**
- 5. Respects the sovereignty of each NLO;**
- 6. Requires mutual accountability between and among the NFN and its member NLOs;**
- 7. Is representative of the interests of the NLOs and their memberships;**
- 8. Reflects the philosophy and will of the NLOs;**

9. Provides mutual support between and among the NLOs;
10. Supports organizing as the primary means of growth;
11. Encourages no-raid agreements with other unions;
12. Does not engage in any activity that threatens the existence, growth, and viability of the NFN and the NLOs; and
13. Respects the jurisdictional boundaries of the NLOs.

ARTICLE IV FUNCTIONS

The functions of the NFN shall include the following:

1. Give full recognition to the autonomy of the NLOs. All powers, other than those delegated to the NFN, shall remain with the NLOs whose fundamental autonomy and freedom shall be maintained by the NFN as a first principle;
2. Provide the national voice for registered nurses represented for collective bargaining and speak for and represent the NLOs on the national level. Where an NLO is specifically involved in a situation, the NLO will be consulted before a statement is made;
3. Coordinate with NLOs to develop and implement an NFN national labor agenda;
4. Provide support, education and assistance to the NLOs at the state and national level;
5. Support the NLOs in their relationships with national labor organizations and NFN affiliates;
6. Provide the NLOs a forum to seek assistance for research, legislative, public relations, educational and other collective bargaining support;
7. Collect, analyze and maintain a central clearinghouse of labor and economic information to assist NFN and NLOs;
8. Develop and implement internal policies and directives to facilitate the work of the NFN;

9. **Develop national organizing criteria that must be met by any NLO that wants to receive NFN support for organizing activities; and**
10. **Establish NFN dues in accordance with Article XII to be paid by the NLOs to support the work of the NFN.**

ARTICLE V MEMBERSHIP

Section 1: Nursing Labor Organizations

Members of the NFN shall be the NLOs. To be a member of the NFN, the NLO must have an active collective bargaining program and a mission and purposes that conform to the core covenants of the NFN.

Section 2: Applications for Membership

The NFN, by a three-quarters (75%) majority of the National Executive Board (NEB), may accept additional nursing organizations for provisional membership as an NLO or as an Organizational Affiliate. Permanent membership is subject to approval by the National Federation Assembly (NFA). Applications shall be supported by evidence that such organization meets the purposes, core covenants and functions established in this Constitution.

Section 3: Withdrawal

An NLO may withdraw from the NFN after written notice to the NFN Secretary and additional payment to the NFN of an amount equal to three (3) months' dues.

Section 4: Organizational Affiliates

A. An organizational affiliate is:

1. **A state nurses association which is not an NLO, but has a shared services agreement with another NLO member, or**
2. **A labor organization which is not an NLO, and which represents registered nurses for collective bargaining.**

B. Each organizational affiliate shall have:

1. **Articles of Incorporation or Constitution and Bylaws that govern**
2. **Stated purposes and functions harmonious with those of the NFN.**
3. **A governing body, a majority of whom are registered nurses.**
4. **Paid a fee as established by the NEB.**
5. **Privileges as granted by the NEB.**

**ARTICLE VI
NLO RIGHTS AND RESPONSIBILITIES**

Section 1: Rights

Each NLO in good standing shall have the right to:

- A. Receive a charter in the NFN**
- B. Hold the collective bargaining rights for its members;**
- C. Receive services and support from the NFN;**
- D. Hold voting seats at the National Federation Assembly (NFA);**
- E. Hold voting seats on the National Executive Board (NEB);**
- F. Hold seats on the NFN Advisory Board (NAB);**
- G. Submit proposals for action by the NFA;**
- H. Submit names for elected and appointed positions in the NFN; and**
- I. Examine the financial records, open meeting minutes and all contractually binding agreements of the NFN, at the NLO's expense.**

Section 2: Responsibilities

Each NLO shall have the responsibility to:

- A. Pay dues to the NFN as provided for in this Constitution and NFN policies adopted by the NFA; and**
- B. Comply with the provisions of this Constitution and policies adopted by the NEB.**

ARTICLE VII JURISDICTION

Section 1: Geographic Jurisdiction

Each State Nurses Association that is an NLO shall retain geographic jurisdiction over all registered nurses employed within its state's geographic boundaries and within states where they have established shared-services agreements.

Section 2: Individual Facility NLOs

Independent facility/employer-based NLOs not affiliated with a state NLO will have jurisdiction solely over bargaining unit employees in those independent facilities unless otherwise agreed to by the state NLO with jurisdiction.

Section 3: Other Unions

Other unions representing RNs that obtain NLO status for their RN division shall maintain their existing jurisdiction over RNs under their collecting bargaining agreements. New organizing for RNs will be subject to negotiation with the NEB.

Section 4: Jurisdiction Disputes

Any jurisdiction dispute between or among NLOs shall be resolved by the NEB.

ARTICLE VIII THE NATIONAL EXECUTIVE BOARD (NEB)

Section 1: Definition

The NEB is the NFN governing body. It is composed of Officers elected by the NFA and Directors elected by the NLOs in accordance with this Constitution.

Section 2: Authority

The NEB is the elected body responsible for the management and fiduciary affairs of this Federation. The NEB is authorized, by provisions of applicable law, to do all that is appropriate and necessary for the development and perpetuation of the NFN.

Section 3: Accountability

The NEB shall report and be accountable to the NLOs.

Section 4: Composition

- A. The NEB shall consist of Officers and Directors elected in accordance with this Constitution.**
- B. There shall be four Officers: president, vice president, secretary and treasurer elected by the NFA, and**
- C. There shall be two Directors from each NLO, elected by the NLO.**

Section 5: Responsibilities

- A. The general management, fiduciary responsibility, direction and control of the affairs, funds, and property of the NFN shall be vested in the NEB.**
- B. The National Executive Board shall:**
 - 1. Confer provisional membership on those NLOs who meet the qualifications established in this Constitution;**
 - 2. Provide for implementation of NFN policies and positions;**
 - 3. Establish policies and procedures for the transaction of business, coordination of the NFN activities, and operation and maintenance of a national headquarters;**
 - 4. Establish financial policies and procedures, adopt the budget, arrange for an annual audit by certified public accountant(s), and present an annual audited financial statement to the NLOs;**
 - 5. Establish policies and procedures for approving publications and other printed materials prior to their distribution;**
 - 6. Establish policies and procedures for the collection, analysis, and dissemination of information;**
 - 7. Establish policies and procedures for nominations and elections in accordance with applicable laws;**

8. Establish standing and special committees of the NEB as deemed necessary for the performance of its duties, and define the purpose and authority of such committees;
9. Make appointments and fill vacancies as delegated to the NEB in this Constitution;
10. Define qualifications for appointive office unless otherwise specified in this Constitution;
11. Appoint the NFN chief executive Officer (CEO) who shall be a Registered Nurse;
12. Delegate to the CEO the authority to manage the NFN in accordance with policies and procedures established by the NEB;
13. Establish salary and benefits for the CEO and complete the annual performance review of the CEO, who shall be accountable to the NEB; and
14. Establish salary and benefits for the NFN President and other Officers as needed.

Section 6: Terms of Office

- A. Officers and Directors shall serve four years terms or until their successors are elected. The term of office shall begin at the adjournment of the NFA meeting at which the Officers were elected and the Directors confirmed.
- B. No Officer or Director shall serve more than two consecutive terms in the same office on the NEB. An Officer or Director who has served one half term or more shall be considered to have served a full term.-
- C. Proviso for Initial terms of office:
 1. The first NEB will consist of twelve initial Directors and four initial Officers. The initial Directors shall be the President of the NLO and Chair of the Economic and General Welfare (E&GW) governing body of each of the six initial state NLOs (MT, NJ, NY, OH, OR, WA). The President of the NLO and Chair of the Economic and General Welfare

(E&GW) governing body must be represented for collective bargaining by their NLOs, and not be statutory supervisors, or designee(s) will serve in their place. The initial Officers shall be elected by the initial Directors.

2. The first NFN President and Secretary shall serve for 5 years and the Vice-President and Treasurer for 3 years.
3. At the end of 3 years, an election will be held at the NFA for the Vice-President and Treasurer and one Director from each NLO shall be elected by the NLO for a 4-year term; at the end of the first 5 years an election will be held at the NFA for the President and Secretary and the second Director from each NLO shall be elected by the NLO for a 4-year term. Thereafter, elections are held every 2 years for staggered 4-year terms.
4. These initial appointed terms of office shall not count toward term limits.

Section 7: Qualifications

- A. To be eligible to serve as an NEB Officer or Director, a person shall:
 1. Be a registered nurse;
 2. Hold current membership in a member NLO;
 3. Be represented by the NLO for collective bargaining at the time of his/her first election and remain collective bargaining eligible throughout his/her term of office.
 4. Not be a statutory supervisor under applicable labor laws.

Section 8: Duties of Officers

- A. The President shall:
 1. Chair the NEB and the National Executive Committee (NEC)
 2. Preside at all meetings of the NFN;

3. **Serve as an ex officio member of all committees except the Nominating Committee;**
 4. **Serve as the official representative of NFN; and**
 5. **Serve as spokesperson on all matters of established policy and positions.**
- B. The Vice President shall:**
- Assume duties of the president in the president's absence or at the direction of the president.**
- C. The Secretary shall:**
- Be responsible for all minutes, records, correspondence and notifications.**
- D. The Treasurer shall:**
1. **Serve as chair of the Finance Committee;**
 2. **Be responsible for monitoring and reporting the fiscal affairs of the NFN; and**
 3. **Provide reports and interpretations of the financial condition of the NFN to the NLOs, NFA, NEC, NEB and NAB.**

Section 9: Vacancies

- A. A vacancy shall be determined by a majority of the NEB in accordance with NFN policy.**
- B. In the event of a vacancy:**
 1. **In the office of president, the vice president shall become president for the remainder of the president's term.**
 2. **In the office of another Officer, the NEB may fill the vacancy by appointment until the next meeting of the NFA when such vacancy shall be filled by election.**
 3. **In the office of a Director, the NLO may fill the vacancy by appointment until the next election cycle.**

Section 10: National Executive Committee (NEC)

The NEC of the NEB is composed of the NEB's Officers. The NEC shall have all powers of the NEB to transact business between meetings of the NEB only when communication with/or involvement of the NEB is not practicable or in the event that time constraints do not permit delaying a decision. To the extent practicable, such action shall be subject to ratification at the next regular or special meeting of the NEB.

Section 11: Chief Executive Officer (CEO)

A. The Chief Executive Officer shall:

- 1. Be accountable to the NEB;**
- 2. Employ, direct, promote, and terminate staff of the NFN;**
- 3. Have authority to manage and transact the business operations of the NFN;**
- 4. Represent the NFN and serve as spokesperson on matters of established policy and positions; and**
- 5. Fulfill other responsibilities delegated by the NEB and as defined in the CEO job description and NFN policies.**

Section 12: Meetings

- A. Meetings of the NEB shall be held at least twice annually at a time and place determined by the NEB. Special meetings may be called by the president or shall be called upon written request of at least six members of the NEB.**
- B. Business requiring action of the NEB or NEC may also be conducted by conference call or other media. Any such action shall be recorded in official minutes.**
- C. Absence of a board member from two or more consecutive meetings of the NEB shall be cause for declaring a vacancy in the board position. Such vacancy shall be determined by a majority of the NEB.**
- D. Meetings of the NEB shall be open to representatives and members of NLOs, as defined by policy established by the NEB.**

Section 13: Quorum

A majority of the NEB, including two Officers, one of whom shall be the president or vice president, shall constitute a quorum at any meeting of the Executive Board.

Section 14: Voting

- A. In matters requiring voting, each member of the Executive Board shall have one vote, excluding the President, who shall vote to make or break a tie.**
- B. Members of the NAB may participate in meetings of the NEB with voice, but no vote.**

Section 15: Committees

- A. Standing Committees. There shall be two Standing Committees of the NEB:-**
 - 1. Nominating Committee**
 - 2. Finance Committee**
- B. Additional committees and organizational structure will be developed as needed and determined by the NEC subject to approval of the NEB.**
- C. Committee appointments will be made by the NEB. Candidates for membership of the committees will be solicited through official written requests to the NLOs.**

ARTICLE IX NFN ADVISORY BOARD (NAB)

Section 1: Definition and Duties

The NFN Advisory Board (NAB) is a representative body of the NLOs which deliberates on matters relevant to the purposes, functions and issues of the NFN, and consults with and advises the NEB.

Section 2: Composition

- A. The NFN Advisory Board shall consist of up to four representatives from each NLO as follows:**
 - 1. Chief Executive Officer of the NLO;**

2. NLO President, however if the president is a statutory supervisor under applicable labor laws, the NLO shall designate an elected leader who is eligible for collective bargaining representation by the NLO;
 3. E&GW Program Director;
 4. E&GW Structural Unit Chairperson.
- B. The members of the NAB shall not be Officers or Directors of the NEB. If any of an NLO's four representatives to the NAB is serving on the NEB, the NLO may appoint an alternate to the NAB.

Section 3: Meetings

- A. The NAB shall meet with the NEB prior to each meeting of the NEB.
- B. Meetings of the NAB shall be conducted in person or using current technology.
- C. Members of the NAB will select a chair and co-chair of the NAB.
- D. The NAB shall operate by consensus, unless a vote is necessary.

Section 4: Responsibilities

The NAB shall consult with and advise the NEB in the performance of its responsibilities and may recommend policies, positions, operational, programmatic and budgetary priorities.

ARTICLE X ELECTIONS

Section 1: Nominations

- A. Directors: Each NLO shall nominate and elect by secret ballot vote two Directors to the NEB from among members in good standing of that NLO.

- B. Officers: Any delegate to the NFA shall be entitled to nominate any member in good standing of his/her own or another NLO to be a candidate for any NFN Officer position.**
- C. Candidates for office shall meet established qualifications and must consent to serve if elected.**
- D. Individual members of NLOs shall be considered eligible for only one elective office in NFN at any one time.**
- E. An individual member of an NLO who meets the established qualifications for an elective Officer position may self-declare as a candidate by writing to the secretary of NFN.**
- F. The nominees for Officer positions shall be published at least 60 days prior to the biennial meeting of the NFA. The NLOs shall be notified of the list of candidates in writing in accordance with approved policy by the NEB prior to the meeting at which elections for the NEB Officers shall occur.**

Section 2: Elections

- A. NFN Officers shall be elected every two years at the biennial meeting of the NFA. Elections shall be by secret ballot.**
- B. There shall be staggered terms of office: the president and secretary shall be elected to four-year terms by the NFA delegates at a biennial meeting of the NFA, and the vice president and treasurer and shall be elected to four-year terms at the next biennial meeting of the NFA.**
- C. Each NLO shall be entitled to elect two Directors to the NEB from its NLO. One half of the NEB Directors will be elected to four-year terms in conjunction with the election of the President and Secretary, and the other half will be elected to four-year terms two years later in conjunction with the election of the vice president and treasurer.**
- D. The NFA delegates shall be notified of the dates and hours of voting in the notice of the biennial meeting.**
- E. The NFN Delegate Credentials Committee, appointed by the NEB, shall accredit NFA delegates and verify eligibility of all voters.**

- F. Candidates for Officer shall be elected by a plurality vote of NFA delegates present and voting. In case of a tie, the choice shall be by lot.
- G. The term of office of Officers and Directors elected shall begin at the adjournment of the biennial meeting of the NFA at which the Officers and Directors were elected and directors confirmed.

Section 3: Challenge

Any challenge to the election shall be filed with the secretary of NFN not more than 30 days after adjournment of the biennial meeting of the NFA and shall be processed pursuant to NEB election policy.

ARTICLE XI NATIONAL FEDERATION ASSEMBLY (NFA)

Section 1: Meetings

A meeting of the NFA shall be held within three years of formation of the NFN and thereafter, once every two years at such place and time as designated by the NEB. Special meetings of the NFA may be called by the NEB or by a majority of the NLOs.

Section 2: Purposes

The purposes of the NFA shall be to elect NFN Officers; consider resolutions consistent with the Purposes and Functions of the NFN; and receive, discuss, debate and perfect amendments to the NFN Constitution for referral to the NLOs for ratification by the NLOs. Perfected Amendments to the Constitution will be referred by the NFA to the NLOs for ratification by the NLOs by a two-thirds (2/3) majority vote of the NFA.

Section 3: Delegates

- A. NFA delegates shall be elected by secret ballot in accordance with applicable law and the Constitution/Bylaws and/or policies of each NLO. Each NLO shall be entitled to elect delegates to the NFA according to the following apportionment based on dues paid to the NFN

for members represented for collective bargaining by the NLO and the dues policy adopted by the NEB. Representation shall be allocated proportionately:

Less than 5,000 members	= 2 delegates
5,000 to 9,999 members	= 4 delegates
10,000 to 14,999 members	= 6 delegates
15,000 to 19,999 members	= 8 delegates
20,000 to 24,999 members	= 10 delegates
25,000 to 29,999 members	= 12 delegates
30,000 to 34,999 members	= 14 delegates
35,000 to 39,999 members	= 16 delegates
40,000 to 44,999 members	= 18 delegates
45,000 members or greater	= 20 delegates

- B. Each NLO shall certify its number of active collective bargaining members to the NEB no later than December 1 of each year. The NEB will verify the numbers in accordance with NFN dues policy, and that verified calculation shall determine the delegates allotted for the following calendar year.

Section 4: Voting

A. Delegates

Each delegate elected to the NFA shall be afforded one (1) vote on all matters before the NFA.

B. Officers and Directors

The Officers and Directors of the NEB shall have full status as voting delegates at all meetings of the NFA by virtue of holding such offices and shall each have one (1) vote.

Section 5: Observers

Pursuant to NEB policy, staff and members of an NLO who are not voting delegates may attend meetings of the NFA as observers.

Section 6: Staff Advisors

Two staff advisors may be seated with their NLO delegation at meetings of the NFA and have a voice, but no vote.

Section 7: Resolutions

Resolutions to the NFA may be submitted to the Secretary of the NFN by any NLO of the NFN.

A. Resolutions must be received at the NFN Office at least ninety (90) days before the opening date of the NFA meeting. Resolutions shall be circulated by the NFN to all NLOs at least sixty (60) days prior to the commencement of the NFA meeting.

B. Emergency resolutions

Emergency resolutions may be submitted to the Secretary of the NFN and accepted according to policy established by the NEB.

Section 8: Nonpayment of Dues

Any NLO which is 30 days or more in arrears to the NFN for membership dues and who has not made payment in full in accordance with NEB policy shall not be entitled to recognition or representation at the NFA.

Section 9: Lack of Charter

Any NLO which has not applied for and obtained a charter at least three (3) months prior to the NFA meeting, shall not be allowed representation at the NFA meeting.

Section 10: Quorum

A quorum of the NFA is constituted by a majority of the NLOs and a majority of the delegates.

ARTICLE XII DUES AND FUNDS

Section 1: Revenue Sources

The revenue of the NFN may be derived from sources including, but not limited to: dues, initiation fees, charter fees, assessments, and any other source that the National Executive Board may determine.

Section 2: Dues Rates and Adjustments

The initial dues to be paid to the NFN by each NLO will be established by the NEB, and such initial determination of the amount of dues shall remain in effect only until the next regular meeting of the NFA. Thereafter, any changes or adjustments will be determined by a 2/3 vote of the NFA

Section 3: Dues Policy

Dues of NLOs are due and payable according to NFN Dues Policy as established by the NEB.

Section 4: Budget

Prior to each fiscal year, the Treasurer shall prepare and submit to the NEB a recommended budget for the ensuing fiscal year, to be approved by the NEB.

ARTICLE XIII DISPUTES AND DISCIPLINE

Section 1: Disputes

Disputes between NLOs or between NLOs and NFN shall be addressed as referenced in this Constitution and in accordance with the policies of the NFN.

Section 2: Removal and Discipline of NLOs or Organizational Affiliates

- A. Non-compliance with the Constitution or action by a NLO or Organizational Affiliate to the detriment of the Core Covenants or Functions of the NFN shall be grounds for discipline, including fines, suspension or expulsion from the NFN, after a hearing with at least seven (7) days' prior notice. A two-thirds (2/3) weighted vote of the members of the NEB present and voting is required to effect such discipline.**
- B. An appeal from any order of removal or discipline of an NLO or Organizational Affiliate by the NEB may be appealed to the NFA. The order of the NEB shall remain in force pending the appeal. A two-thirds (2/3) vote of the NFA delegates**

present and voting shall be required to sustain the removal or discipline.

Section 3: Removal and Discipline of Officers and Directors

- A. Officers and Directors may be removed or otherwise disciplined for cause appearing sufficient to the NEB having been served with specific written charges and after a hearing with at least seven days prior notice. In such case, a two-thirds (2/3) majority vote of the members of the NEB present and voting shall concur in order to effect such removal or discipline.**
- B. An appeal from any order of removal or discipline by the NEB may be appealed to the NFA. The order of the NEB shall remain in force pending the appeal. A two-thirds (2/3) vote of the NFA delegates present and voting shall be required to sustain the removal or discipline.**
- C. Any Officer may be removed by the NFA after notice and hearing, whenever such action is deemed to be in the best interest of the NFN, or for other just cause. Removal of an Officer requires a two-thirds (2/3) majority vote of the NFA delegates present and voting.**
- D. Any Director may be removed by the NFA after notice and hearing, or by the NLO which elected that Director, whenever such action is deemed to be in the best interest of the NFN, or for other just cause. Removal of a Director by the NFA requires a two-thirds (2/3) vote of the NFA. If a Director is removed, that Director's NLO may replace the Director by appointment until the NLO's next NFA election cycle at which time the NLO shall elect a new Director to complete the vacated term.**

ARTICLE XIV AMENDMENTS

Section 1: Amendments With Notice

- A. Proposed amendments to the Constitution may be perfected and approved for referral to the NLOs by the**

NFA either at any biennial meeting of the NFA or by mail ballot, by an affirmative vote of two-thirds (2/3) of the accredited NFA delegates voting, providing previous notice has been given.

- B. Proposed amendments shall be in the possession of the Secretary of the NFN at least ninety (90) days prior to the date for voting.
- C. Notice of proposed amendments to be voted upon at the NFA shall be submitted by the NFN Secretary to the NLOs at least sixty (60) days prior to the date scheduled for the vote.
- D. For a mail vote, proposed amendments and the ballot will be mailed out at least thirty (30) days prior to the designated postmark due date for vote by the NFA.

Section 2: Amendments Without Notice

Proposed amendments to the Constitution may be approved for referral to the NLOs at any meeting of the NFA without previous notice by an affirmative vote of ninety-nine percent (99%) of the accredited NFA members present and voting.

Section 3: Ratification by NLOs

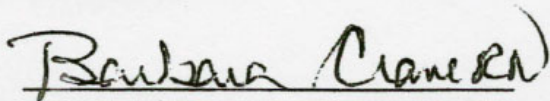
All amendments to the NFN Constitution referred by the NFA are subject to additional ratification by two-thirds (2/3) of the NLOs, in accordance with applicable law and the Bylaws or Constitution and/or policies of each NLO.

ARTICLE XV PARLIAMENTARY AUTHORITY

The latest edition of *Robert's Rules of Order Newly Revised* shall govern all meetings of the NFN unless they are in conflict with this Constitution, applicable law and/or special rules adopted by the National Federation Assembly.

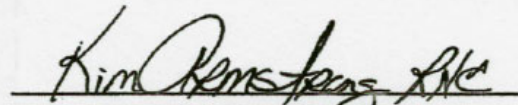
This Constitution of the National Federation of Nurses is hereby adopted on this thirty-first (31st) day of the month of December in the year Two Thousand and Eight (2008) and shall be in full force and effect from this day forward.

Signed by:



**Barbara Crane, RN, President
National Federation of Nurses**

Date: 12/31/08



**Kim Armstrong, RN, Secretary
National Federation of Nurses**

Date: 1/5/09