



BYLAWS
of the American Nurses Association
as Amended June 29, 2013

ARTICLE I	Name, Purposes, and Functions	3
ARTICLE II	Membership and Affiliations	4
ARTICLE III	Membership Assembly	9
ARTICLE IV	Board of Directors	12
ARTICLE V	Standing Committees	17
ARTICLE VI	Dues	19
ARTICLE VII	National Office	20
ARTICLE VIII	ANA News Periodical	21
ARTICLE IX	American Academy of Nursing	22
ARTICLE X	Amendments	23
ARTICLE XI	Parliamentary Authority	24

ADVANCE COPY CAVEAT – ANA Bylaws

This advance copy of the ANA Bylaws, as amended June 29, 2013 is being made available prior to the officially published bylaws. Please note that this format of the ANA Bylaws does not include an index. The officially published bylaws will include the index. Any format or layout changes made to this document will possibly impact page numbering in the officially published bylaws.



BYLAWS

as Amended June 29, 2013

**CERTIFICATE OF INCORPORATION
AMERICAN NURSES ASSOCIATION**

We, the undersigned, a majority of whom are residents of the District of Columbia, desiring to avail ourselves of the provisions of Section 599, *et sequitur*, of the Code of Laws of the District of Columbia, do hereby certify as follows:

1. The name or title by which this Society shall be known is AMERICAN NURSES ASSOCIATION.
2. The term for which it is organized shall be perpetual.
3. The purposes of this corporation are and shall be to promote the professional and educational advancement of nurses in every proper way; to elevate the standard of nursing education; to establish and maintain a code of ethics among nurses; to distribute relief among such nurses as may become ill, disabled, or destitute; to disseminate information on the subject of nursing by publications in official periodicals or otherwise; to bring into communication with each other various nurses and associations and federations of nurses throughout the United States of America; and to succeed to all rights and property held by the American Nurses Association as a corporation duly incorporated under and by virtue of the laws of the District of Columbia.
4. The number of its trustees for the first year of its existence shall be thirteen.

IN WITNESS WHEREOF, the undersigned Jane A. Delano, a resident of the District of Columbia, and Georgia M. Nevins, a resident of the District of Columbia, and Clara D. Noyes, a resident of the District of Columbia, and Annie W. Goodrich, a resident of the City of New York, and Sara E. Sly, a resident of Birmingham, Michigan, have hereto set our hands and seals this 28th day of April, 1917.

JANE A. DELANO (Seal)
GEORGIA M. NEVINS (Seal)
CLARA D. NOYES (Seal)
ANNIE W. GOODRICH (Seal)
SARAH E. SLY (Seal)

STATE OF PENNSYLVANIA,
PHILADELPHIA COUNTY SS:

Personally appeared before me, a Notary Public in and for the Commonwealth of Pennsylvania, Jane A. Delano, Georgia M. Nevins, Annie W. Goodrich, Clara D. Noyes, and Sara E. Sly, who are personally well known to me to be the individuals who signed the foregoing and annexed certificate of incorporation and acknowledged the same to be their act and deed.

Given under my hand and notarial seal this 28th day of April, 1917.

ROSE MARIE KELLY
(Notarial Seal)
Notary Public
Commission expires 19 Jan., 1919

ARTICLE I

Name, Purposes, and Functions

SECTION 1. Name

The name of the association shall be the American Nurses Association, hereinafter referred to as ANA.

SECTION 2. Purposes

- a. The purposes of ANA shall be to—
 - 1) Work for the improvement of health standards and the availability of healthcare services for all people, and
 - 2) Foster high standards of care for nursing, and
 - 3) Advocate for workplace standards that foster safe patient care and support the profession, and
 - 4) Stimulate and promote the professional development of nurses and advance their welfare.
- b. These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

SECTION 3. Functions

The functions of ANA shall be to—

- a. Establish standards of nursing practice, nursing education, and nursing services.
- b. Establish a code of ethical conduct for nurses¹.
- c. Ensure a system of credentialing in nursing.
- d. Initiate and influence legislation, governmental programs, national health policy, and international health policy.
- e. Support systematic study, evaluation, and research in nursing.
- f. Serve as the central agency for the collection, analysis, and dissemination of information relevant to nursing.
- g. Promote and protect the welfare of nurses.
- h. Provide leadership in national nursing and, through appropriate channels, in international nursing.
- i. Provide for the professional development of nurses.
- j. Conduct an affirmative action program.
- k. Support the right of Constituent/State Nurses Associations (C/SNAs) to engage in collective bargaining and workforce advocacy for nurses.
- l. Provide to C/SNAs and the Individual Member Division (IMD) options for business service operations, strategic advocacy activities, and member support to affiliated associations.
- m. Maintain communication with C/SNAs, the IMD, and affiliated associations through official publications.
- n. Assume an active role as consumer advocate.
- o. Represent and speak for the nursing profession with allied health groups, national and international organizations, governmental bodies, and the public.
- p. Protect and promote the advancement of human rights related to health care and nursing.

¹Code of Ethics for Nurses

ARTICLE II

Membership and Affiliations

ANA shall be composed of organizations and individuals who have member or affiliate status. Member status is granted to the organizations meeting the criteria for C/SNAs as well as their C/SNA/ANA members. Affiliate status is available for organizations meeting the criteria for organizational affiliates. Both member and affiliate status are available for individuals.

SECTION 1. Constituent and State Nurses Associations

a. Definition

State nurses associations, multi-state nurses associations, nurses associations of the District of Columbia, nurses associations of the territories of the United States of America, United States of America nurses overseas associations, and a federal nurses association composed of registered nurses whose employers are members of the Federal Nursing Services Council, limited to membership of the active component of the U.S. Army, Navy, Air Force, and the uniformed Public Health Service nurses are hereinafter referred to as C/SNAs.

b. Qualifications

To be qualified as a C/SNA, the association must be one that—

- 1) Is composed of individual members and may include organizational members/affiliates.
- 2) Has articles of incorporation or a constitution and bylaws that govern its individual members and regulate its affairs that are harmonious with the ANA bylaws.
- 3) Has stated and demonstrated purposes and functions harmonious with those of the ANA.
- 4) Provides that each of its individual members has been granted a license to practice as a registered nurse² in at least one state or territory 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.
- 5) May, in accord with its policies and procedures, include in its membership the nurse in recovery who has surrendered a license to practice or a nurse who has retired and/or no longer chooses to practice, but whose license was in good standing with his/her licensing board at the time the nurse made the decision not to maintain an active license.
- 6) Provides that each of its organizational members or affiliates—
 - a. Has a mission and purpose harmonious with the C/SNA.
 - b. Has a governing body composed of a majority of registered nurses. This shall not preclude the participation of organizations of associate nurses. The rights and privileges of the organizational members or affiliates shall be determined by and limited to the participation in the C/SNA.

² As adopted by the 1989 House of Delegates: This proviso is intended to provide for the evolving membership of the constituent members with regard to the second-level practitioner of the future. At such time as a state has enacted legislation or regulation for a future differentiated professional/association nurse licensing system, and prior to implementation, and the constituent member chooses to include in its membership an individual who would be granted a license to practice as a second-level practitioner, the Membership Assembly must determine membership rights, responsibilities, and privileges of the second-level practitioner at its earliest scheduled meeting, regardless of the bylaws cycle.

- 7) With the exception of a federal nurses association and a U.S. overseas nurses association, serves a geographic area such as a state or territory of the United States, any combination thereof, foreign country, or region of the world, where there is no other recognized C/SNA.
- 8) Maintains a membership that meets the qualifications in these bylaws, unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.
- 9) Is not delinquent in paying dues to ANA.
- 10) Has membership open to all registered nurses.

c. Responsibilities

- 1) The bylaws of each C/SNA shall—
 - a. Provide for the obligation of the C/SNA to pay dues to ANA in accordance with policies adopted by the Membership Assembly.
 - b. Provide for the C/SNA/ANA members (defined in item c2e below) to elect representatives and alternates to the Membership Assembly according to provisions of these bylaws.
 - c. Protect each individual member's right to fully participate in the C/SNA and/or ANA.
 - d. Specify the obligations of individual members.
 - e. Provide for disciplinary action and an appeal procedure for individual members pursuant to common parliamentary and statutory law.
 - f. Provide for the recognition of disciplinary action taken by any C/SNA against its individual member.
 - g. Provide for official recognition of constituent associations of the C/SNA.
 - h. Provide that additional dues shall not be required from nor refunded to individual members transferring from another C/SNA if the individual member has made full payment of dues.
- 2) Each C/SNA shall—
 - a. Apprise individual members of the C/SNA of their right to—
 - i. Receive a membership card and the ANA news periodical.
 - ii. Be a candidate for ANA elective and appointive positions in accordance with these bylaws and applicable policies.
 - iii. Participate in the election of C/SNA representatives to the Membership Assembly in accordance with these bylaws.
 - iv. Attend the meetings of the Membership Assembly and other unrestricted ANA activities.
 - v. Attend the Quadrennial Congress of the International Council of Nurses.
 - b. Require that individual members of the C/SNA abide by the Code of Ethics for Nurses and applicable ANA bylaws.
 - c. Submit current bylaws and proposed amendments for review by ANA.
 - d. Comply with contractual agreements and statements of understanding between the C/SNA and ANA.
 - e. Require a two-thirds (2/3) vote of the entire C/SNA/ANA membership for disaffiliation from ANA. "C/SNA/ANA membership," for these purposes, is defined as members of C/SNAs who are also members of ANA, hereinafter designated as "C/SNA/ANA members."

d. Rights

Each C/SNA shall be entitled to—

- 1) Display a certificate of membership in ANA.
- 2) Distribute the ANA news periodical to its individual members.
- 3) Hold voting seats in the Membership Assembly.
- 4) Submit reference proposals and bylaws amendments for consideration by ANA.
- 5) Submit the names of nominees for ANA elective and appointive positions in accordance with provisions of these bylaws and applicable policies.
- 6) A fair hearing before any disciplinary action is taken.
- 7) Establish individual in-state only membership options, contingent upon agreement between the C/SNA and ANA for residents of that state. This in-state only member shall not be entitled to representation at the Membership Assembly or other benefits of ANA member status.

SECTION 2. Organizational Affiliates

ANA has organizational affiliates that could be labor organizations, workforce advocacy organizations, or specialty nursing associations.

a. Definition

An organizational affiliate of ANA—

- 1) Is a national organization that represents the interests of registered nurses that meets criteria established by the Membership Assembly.
- 2) Does not take action counter to the interests of ANA or any of the C/SNAs or the IMD.
- 3) Has been granted organizational affiliate status by the ANA Board of Directors.

b. Qualifications

Each organizational affiliate shall meet the criteria established by the Membership Assembly.

c. Responsibilities

Each organizational affiliate shall—

- 1) Maintain a mission and purpose harmonious with the purposes and functions of ANA.
- 2) Pay an affiliation fee to ANA.

d. Rights

Each organizational affiliate shall be entitled to—

- 1) One representative at the Membership Assembly who is a registered nurse participant and who is a member of a C/SNA or the IMD and who shall be eligible to vote on all matters in the Membership Assembly except the setting of membership dues, amendment of bylaws, and the election of officers and directors.
- 2) The chief staff officer of the organizational affiliate shall have a courtesy seat with voice but no vote.
- 3) Make reports or presentations to the Membership Assembly within its area of expertise, including the presentation of action reports.
- 4) Submit reference proposals for consideration by ANA.
- 5) Submit the names of qualified registered nurse members as nominees for appointment to serve on committees, task forces, ad hoc groups, and as ANA representatives to external groups.

- 6) A liaison representing the body of organizational affiliates who shall be an RN C/SNA/ANA or IMD member and shall have voice but no vote at the open sessions of the ANA Board of Directors meetings.

SECTION 3. Individual Members

a. Definition

- 1) An individual member shall be a registered nurse—
 - a. Who elects to join ANA directly. This membership option is contingent upon the agreement between the C/SNA and ANA; or
 - b. Who resides or works where there is no C/SNA and elects to join ANA directly; or
 - c. Who is a full member of a C/SNA and therefore holds concurrent membership in ANA.
- 2) The ANA members, who elect to join ANA directly pursuant to subsection 1) a. and 1) b. above, shall constitute the Individual Member Division (IMD).

b. Qualifications

Membership in the individual member category shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

To be qualified as an individual member, a registered nurse—

- 1) Must have been granted a license to practice as a registered nurse in at least one state or territory 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.
- 2) May, in accord with the IMD policies and procedures, be a nurse in recovery who has surrendered a license to practice or a nurse who has retired and/or no longer chooses to practice, but whose license was in good standing with his/her licensing board at the time the nurse made the decision not to maintain an active license.
- 3) Must reside or work in a state in which ANA has an agreement for this membership category or is categorically excluded from holding elective office in C/SNA governance.

c. Responsibilities

Each individual member shall pay dues established by the Membership Assembly.

- 1) Registered nurses who become individual members pursuant to a voluntary agreement between ANA and the C/SNA for residents or nurses employed in that state shall pay the dues established by the Membership Assembly, which shall include a portion to be remitted to the C/SNA.

d. Rights

Each individual member shall be entitled to—

- 1) Representation at the Membership Assembly through the IMD, which shall elect officers and representatives to the Membership Assembly and alternates by secret ballot elections.
- 2) All other benefits of member status.
- 3) Submission through the IMD of reference proposals and bylaws amendments for consideration by ANA.

SECTION 4. Individual Affiliates

a. Definition

An individual affiliate is a registered nurse who elects to join ANA in accordance with the provisions of this section.

b. Qualifications

Membership in the individual affiliate category shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

To be qualified as an individual affiliate, a registered nurse—

- 1) Must have been granted a license to practice as a registered nurse in at least one state or territory 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.
- 2) May be a nurse in recovery who has surrendered a license to practice or a nurse who has retired and/or no longer chooses to practice, but whose license was in good standing with his/her licensing board at the time the nurse made the decision not to maintain an active license.
- 3) Must not be represented for purposes of collective bargaining by ANA, its members, and affiliates.

c. Responsibilities

Each individual affiliate shall pay dues established by the ANA Board of Directors.

d. Rights

Each individual affiliate shall be entitled to access specific designated areas of the ANA website and to ANA benefit programs, as specified by the ANA Board of Directors.

SECTION 5. Disciplinary Action

a. Cause for disciplinary action against a C/SNA or the IMD shall be limited to—

- 1) Failure to meet and maintain the qualifications and fulfill all the responsibilities of membership as specified in these bylaws, including timely payment of dues.
- 2) Failure to submit its bylaws or any amendments for ANA review.
- 3) Engaging in dual unionism.
- 4) Failure to comply with contractual agreements and statements of understanding between the member and ANA.
- 5) Default on any obligations, financial or otherwise, to ANA.

b. Disciplinary action shall be conducted in accordance with ANA policies and procedures.

ARTICLE III

Membership Assembly

SECTION 1. Authority

The Membership Assembly is the governing and official voting body of ANA. It shall identify and discuss issues of concern to members and provide direction to the ANA Board of Directors. The Membership Assembly shall not have the authority to create standing or ad hoc committees, boards, councils, work groups, or professional issues panels.

SECTION 2. Responsibilities

The Membership Assembly chaired by the ANA President shall have the following responsibilities:

- a. Determine policy and positions for ANA.
- b. Advise the ANA Board of Directors on environmental trend data related to professional nursing issues.
- c. Engage in environmental scanning to advise the ANA Board of Directors.
- d. Recommend to the ANA Board of Directors the need for professional issues panels and provide feedback to convened professional issues panels.
- e. Participate in the review of all ANA position statements during the public comment period.
- f. Elect eligible members to the ANA Board of Directors pursuant to Article IV, Section 5.
- g. Elect eligible members to the Nominations and Elections Committee pursuant to Article III, Section 9.b.2.
- h. Adopt and maintain bylaws.
- i. Establish the dues and dues policy.
- j. Consult with the ANA Board of Directors on issues affecting the C/SNAs and the IMD.
- k. Recommend policies, positions, and programmatic budgetary priorities to the ANA Board of Directors.
- l. Promote the implementation of ANA policies and positions by C/SNAs and the IMD.

SECTION 3. Composition

- a. The Membership Assembly shall be comprised of—
 - 1) Two representatives elected from each C/SNA and the IMD, and
 - 2) One representative from each of ANA's organizational affiliates, and
 - 3) The ANA Board of Directors.
- b. The two representatives from each C/SNA and the IMD shall be duly elected by secret ballot by the members of the constituent or state organization or IMD.
- c. Membership Assembly representatives must be members of ANA in good standing.
- d. The Membership Assembly shall also include the following, who shall have courtesy seats with voice but no vote:
 - 1) Past presidents of ANA.
 - 2) Presidents/chairpersons or designees of the American Nurses Credentialing Center (ANCC), American Academy of Nursing (AAN), and American Nurses Foundation (ANF).
 - 3) Chief staff officer of the C/SNA, the IMD, and ANA's Organizational Affiliates.

- 4) Members of the C/SNAs and the IMD as determined by policy.

SECTION 4. Voting

- a. Voting in the Membership Assembly shall be by weighted vote and there shall be a total of 400 votes allotted to the C/SNAs and the IMD. Each C/SNA and the IMD shall be entitled to two votes and the remainder of the votes shall be allocated proportionately, based on ANA's apportionment policy. If a new C/SNA is recognized by the ANA Board of Directors between the time that the C/SNAs are provided their allotment of votes and the time that the next Membership Assembly meeting takes place, a base level of two votes shall be allocated to that C/SNA as long as the total number of votes of the C/SNAs and the IMD does not exceed 400.
- b. Organizational affiliates shall be entitled to one vote on all matters in the Membership Assembly except the setting of dues, amendment of bylaws, and the election of officers and directors.
- c. Each member of the ANA Board of Directors shall have one vote.
- d. The C/SNAs and the IMD shall be notified in writing of any proposal to change the apportionment policy at least 60 days prior to the meeting of the Membership Assembly.

SECTION 5. Terms of Office and Term Limits

The term of office shall be determined by the C/SNA, IMD, or organizational affiliate.

SECTION 6. Vacancies

Vacancies shall be filled by the C/SNA, IMD, or organizational affiliate.

SECTION 7. Removal from Membership Assembly

Any elected representative of the Membership Assembly may be removed from office:

- a. According to the policies of the C/SNAs, IMD, or organizational affiliates.
- b. If no longer a member in good standing of ANA, the individual shall be removed by the C/SNA, IMD, or the organizational affiliate.

SECTION 8. Meetings

- a. The Membership Assembly shall hold one meeting per year for which ANA shall pay expenses consistent with ANA's expense policy. Additional meetings shall be called by the ANA President with at least a 90-day notice for in-person meetings.
- b. A quorum for transaction of business by the Membership Assembly shall consist of 50% of the total C/SNA and IMD representatives and three members of the ANA Board of Directors, one of whom is the ANA President or Vice President.

SECTION 9. Nominations and Elections for Office

a. Nominations

- 1) Candidates for elective office on the ANA Board of Directors and the Nominations and Elections Committee shall meet established qualifications and shall consent to serve if elected.

- 2) Individual members of C/SNAs and the IMD shall be considered eligible for only one elective office in ANA at any one time.
- 3) An individual member of a C/SNA or the IMD who meets the established qualifications for an elective office may declare as a candidate by writing to the chair of the Nominations and Elections Committee or his/her designee.
- 4) The slate of candidates shall be published in the ANA news periodical at least 90 days prior to the meeting of the Membership Assembly. The C/SNAs and the IMD shall be notified of the slate of candidates in writing in accordance with approved policy.

b. Elections

- 1) Elections shall be held at the annual meeting of the Membership Assembly and shall be by secret ballot.
- 2) A majority vote of those present and voting shall constitute an election for officers of the ANA Board of Directors; a plurality vote of those present and voting shall constitute an election for directors of the ANA Board of Directors, and the Nominations and Elections Committee. In case of a tie, the choice shall be by lot.
- 3) The term of office shall begin on January 1.

Proviso: The January start date of terms of office shall begin in 2016, following the elections held in November 2015.

c. Challenge

Any challenge to the election shall be filed with the chair of the Nominations and Elections Committee or his/her designee not more than 30 days after the adjournment of the annual meeting of the Membership Assembly.

d. Removal of Elected Officials

Any official elected by the Membership Assembly may be removed by the Membership Assembly whenever such action is deemed to be in the best interest of ANA, or for other just cause. Removal of an elected official requires a majority vote of the Membership Assembly.

Proviso: The following items within Article III shall become effective for the 2014 nomination and election cycle:

- Section 9.a.3 regarding the submission of a nomination to the chair of the Nominations and Elections Committee or his/her designee.
- Section 9.a.4 regarding the time required for notification of the election slate.
- Section 9.b.1 regarding the elections being held at the meeting of the Membership Assembly.
- Section 9.b.2 regarding the election of officers of the ANA Board of Directors by majority of those members of the Membership Assembly present and voting.
- Section 9.c regarding the process for filing a challenge to the election.

Proviso: The C/SNAs and the IMD shall appoint their first representative to the Membership Assembly until such time that the C/SNA and the IMD can hold elections for their representatives. The representatives shall be elected by the C/SNA and the IMD membership before December 31, 2013.

Proviso: The Membership Assembly shall be in effect through the 2015 annual meeting unless reauthorized by a two-thirds (2/3) vote of the Membership Assembly. In the event that the Membership Assembly is not **reauthorized**, it shall be replaced with a proportional House of Delegates comprised of 200 members.

ARTICLE IV

Board of Directors

SECTION 1. Authority

The ANA Board of Directors shall actively promote the objectives of ANA, operating in accordance with and administering and implementing the programs and policies established by these bylaws and by the ANA Board of Directors. Members of the ANA Board of Directors are elected by the Membership Assembly and accountable to the members of ANA.

Proviso: The election of the ANA Board of Directors by the Membership Assembly shall become effective for the 2014 nomination and election cycle.

SECTION 2. Composition

The ANA Board of Directors shall consist of ANA elected officers and directors, each of whom shall be an individual member of a C/SNA or the IMD.

- a. There shall be four officers: President, Vice President, Secretary, and Treasurer.
- b. There shall be five directors elected at-large, one of whom shall be designated for a staff nurse³; and one of whom shall be designated for a recent graduate of an RN licensure program⁴.
- c. The ANA Board of Directors shall provide a liaison seat without vote to an RN representative of the organizational affiliates, who shall be a C/SNA/ANA or IMD member.

Proviso: The revised composition of the ANA Board of Directors (the nine-member Board) shall be phased in beginning with the 2014 nomination and election cycle. The phasing in period may result in a ten member board for up to three years. A staggered election cycle shall be developed to maintain continuity and will establish terms aligned with the calendar year effective with the 2015 elections for terms commencing in 2016.

SECTION 3. Responsibilities

The ANA Board of Directors shall—

- a. Exercise the corporate responsibility and fiduciary duties of ANA consistent with applicable provisions of law.
- b. Review and approve the Code of Ethics for Nurses, the scope and standards of nursing practice, and the scope and standards of practice for various ANA-recognized nursing specialties.
- c. Establish and provide for implementation of ANA policies and positions approved by the Membership.
- d. Establish policies and procedures for the transaction of business, coordination of ANA activities, and operation and maintenance of a national headquarters.
- e. Establish financial policies and procedures, adopt the budget, submit all books annually to a certified public accountant for audit, and present an annual financial statement to the ANA membership and the Membership Assembly.

³ A staff nurse is defined as one who is nonsupervisory, nonmanagerial, and includes one or more of the following: (a) is employed by a health care institution or agency; (b) whose primary role is a provider of direct patient care; (c) who is collective bargaining eligible under applicable labor law.

⁴ A recent graduate is one who has graduated within five years prior to being elected to office.

- f.** Establish policies and procedures for approving publications and other printed materials prior to their distribution.
- g.** Establish policies and procedures for the collection, analysis, and dissemination of information.
- h.** Establish policies and procedures for nominations and elections.
- i.** Except as otherwise specified in these bylaws, create and dissolve standing, special and ad hoc committees, councils, boards, and other entities of the Board as deemed necessary to conduct ANA's business and define the purpose and authority of such entities.
- j.** Establish and dissolve ANA affiliations with state and multi-state nurses associations and other organizations that affiliate with ANA.
- k.** Make appointments and fill vacancies as delegated to the Board in these bylaws.
- l.** Define qualifications for appointive office unless otherwise specified in these bylaws.
- m.** Appoint, define the authority and responsibilities of, and annually review the performance of the chief executive officer.
- n.** Confer membership on those meeting qualifications established in these bylaws.
- o.** Consult with the Membership Assembly on issues affecting C/SNAs and the IMD.
- p.** Collaborate with the Membership Assembly in determining services to be offered by ANA to the C/SNAs and the IMD and enter into the appropriate contractual agreements with the C/SNAs and the IMD.
- q.** Comply with contractual agreements and statements of understanding between ANA and C/SNAs and the IMD.
- r.** Establish policies and procedures for disciplinary action against C/SNAs or the IMD.
- s.** Develop guidelines for the creation and dissolution of multi-state nurses associations and United States of America nurses overseas associations.
- t.** Grant organizational affiliate status in accordance with these bylaws.
- u.** Establish fees for organizational affiliates.
- v.** Establish fees for conventions, specified activities, and services.
- w.** Control the use of the official ANA insignia and the procurement and sale of replicas thereof.
- x.** Ensure the maintenance of a national archive for the collection and preservation of documents and other materials that have contributed and continue to contribute to the historical and cultural development of nursing.
- y.** Provide for ANA liaison or representation at meetings of organizations and of public or governmental agencies.
- z.** Maintain relationships and collaboration with the National Student Nurses Association.
- aa.** Constitute the membership of the ANF and function in that capacity as specified in the bylaws of the ANF.
- bb.** Maintain official membership in the International Council of Nurses.
- cc.** Appoint members to the Board of Trustees of the American Nurses Association Political Action Committee (ANA-PAC) as specified in the bylaws of ANA-PAC.
- dd.** Appoint the President and Board of Directors of the ANCC, a separately incorporated subsidiary of ANA, as specified in the bylaws of ANCC.
- ee.** Receive annual reports from the AAN.
- ff.** Provide for dissemination of the Code of Ethics for Nurses.
- gg.** Establish the mechanism to advocate for and protect the human rights and ethical concerns of the nursing profession.
- hh.** Subject to the ratification of the Membership Assembly by the most expedient means, negotiate and

execute mergers or consolidations with organizations representing registered nurses or other appropriate groups on such terms and conditions as the ANA Board of Directors considers appropriate.

- ii. Assume other duties as may be provided for elsewhere in these bylaws and by the Membership Assembly.
- jj. For the purpose of retaining and/or increasing membership and on a pilot basis, the ANA Board of Directors may establish membership categories, dues rates, and payment options that may differ from Membership Assembly policies and bylaws. Such pilot programs, with the written agreement of involved C/SNAs, shall not exceed the longer of two years or until the conclusion of the next scheduled Membership Assembly meeting after the completion of the pilot.
- kk. Submit reference proposals and bylaws amendments for consideration by ANA.

SECTION 4. Nominations

There shall be a standing Nominations and Elections Committee consisting of seven ANA members charged to request names of candidates for the ANA Board of Directors pursuant to Article V, Section 6.c.3.

- a. All ANA members in good standing are eligible to be nominated for service on the ANA Board of Directors.
- b. ANA members shall be considered eligible for only one elective office in ANA at any one time.
- c. Individuals shall not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest.
- d. Candidates for elective office on the ANA Board of Directors shall meet established qualifications and shall consent to serve if elected.

SECTION 5. Elections

- a. Election of each officer and Director-at-Large by members of the Membership Assembly as indicated in Article III, Section 9.b shall be by electronic or nonelectronic ballot conducted by the National Office.
- b. A majority vote of those members of the Membership Assembly present and voting shall elect the officers, and a plurality vote of those present and voting shall elect the directors.
- c. In the event that a majority vote is not accomplished in the first ballot, a runoff election shall be held with all candidates for an officer position except for the candidate receiving the lowest number of votes.
- d. A tie shall be determined by lot.
- e. In each case where a candidate withdraws from a national election after the ballots have been prepared, the candidates remaining shall constitute the slate.
- f. All members of the Membership Assembly may vote for the voting members of the ANA Board of Directors pursuant to Article III, Section 2.f.

SECTION 6. Terms of Office and Term Limits

- a. Members of the ANA Board of Directors shall be elected biennially to serve for two years or until their successors are elected.
- b. No officer or director shall serve more than two consecutive terms in the same office, or more than

eight consecutive years on the ANA Board of Directors. An officer or director who has served one-half (1/2) term or more shall be considered to have served a full term.

Proviso: The revised terms of office for directors (from four-year terms to two-year terms) shall become effective for the 2014 nomination and election cycle.

SECTION 7. Qualifications

- a. To be eligible to serve on the ANA Board of Directors, a person shall—
 - 1) Hold current individual membership in a C/SNA or the IMD.
 - 2) Not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with ANA.
- b. To be eligible to be elected to serve on the ANA Board of Directors in the seat designated for a staff nurse, a registered nurse shall meet the definition of a staff nurse as defined by action of the former ANA House of Delegates.
- c. To be eligible to be elected to serve on the ANA Board of Directors in the seat designated for a recent graduate, a registered nurse shall meet the definition of a recent graduate as defined by action of the former ANA House of Delegates.

SECTION 8. Vacancies

- a. The following shall result in a position on the ANA Board of Directors being declared vacant:
 - 1) Absence from regular meetings of the ANA Board of Directors without justification or excuse.
 - 2) Nonparticipation in less than 90% of the discussions and votes without justification or excuse.
- b. Such vacancy shall be determined by a majority of the ANA Board of Directors.
- c. A vacancy in any position on the ANA Board of Directors shall be filled in accordance with the following procedures:
 - 1) In the office of the ANA President, the ANA Vice President shall automatically become President for the remainder of the term.
 - 2) In the office of Vice President, Secretary, Treasurer, or Director not holding a seat designated for a staff nurse or a recent graduate, the ANA Board of Directors shall fill the vacancy by appointment and the individual appointed shall serve for the unexpired portion of the term.
- d. In the event that a person holding a seat designated for a staff nurse or a recent graduate no longer meets the definition of a staff nurse or a recent graduate, the Board position held by that member shall be declared vacant, unless the occupant has less than one year remaining in his/her term of office. In the event of a declared vacancy, the position shall be filled by appointment of an eligible staff nurse or recent graduate until the next meeting of the Membership Assembly, when such vacancy shall be filled by election.

SECTION 9. Executive Committee

There shall be an executive committee of the ANA Board of Directors composed of the officers, which shall have all powers of the ANA Board of Directors to transact business between Board meetings in accordance with rules established by the ANA Board of Directors. Such transactions shall be reported at the next regular meeting of the ANA Board of Directors.

SECTION 10. Removal from Office

Any elected member of the ANA Board of Directors may be removed from office (1) by a vote of two-thirds (2/3) of the current members of the ANA Board of Directors, or (2) by a written petition signed by 2% of the members of ANA on the last annual count and approval of the petition by two-thirds (2/3) of the members of ANA voting (voting may occur by electronic or nonelectronic ballot), where a quorum is reached, or (3) if no longer a member in good standing of ANA.

Proviso: For the duration of ANA's status as a labor organization, removal from office shall be accomplished by a vote of the membership, based upon a majority of those voting.

SECTION 11. Committees, Boards, Councils, Work Groups, Professional Issues Panels

- a. Except as otherwise specified in these bylaws, the ANA Board of Directors may establish and dissolve standing and ad hoc committees, boards, councils, work groups, and ad hoc professional issues panels as deemed necessary to conduct ANA's business; designate and change their charges; and determine their size, member qualifications, and terms.
- b. The ANA Vice President and the Directors-at-Large shall constitute a Committee on Appointments, which shall be charged to appoint members to committees, boards, councils, and work groups necessary to conduct ANA's business as identified by the ANA Board of Directors, except appointments otherwise specified in these bylaws.
- c. The CEO shall be responsible for appointing members to serve on professional issues panels and other groups as delegated by the ANA Board of Directors.

SECTION 12. Meetings

- a. The ANA Board of Directors shall meet at least twice annually at such time and place as determined by the ANA Board of Directors. Additional meetings may be called by the ANA President or four members of the ANA Board of Directors.
- b. Business requiring action by the ANA Board of Directors may be conducted by mail or other media. Such action shall be subject to ratification at the next regular meeting of the ANA Board of Directors.
- c. A majority of the ANA Board of Directors, including the ANA President or Vice President, shall constitute a quorum at any meeting of the ANA Board of Directors.

ARTICLE V

Standing Committees

SECTION 1. Definition

There shall be standing committees of the Membership Assembly as follows: Committee on Bylaws, Reference Committee, and Nominations and Elections Committee.

SECTION 2. Composition

- a. The Committee on Bylaws and the Reference Committee shall be composed of seven C/SNA or IMD members appointed by the ANA Board of Directors.
- b. The Nominations and Elections Committee shall be composed of seven C/SNA or IMD members elected by the Membership Assembly.

SECTION 3. Terms of Office and Term Limits

- a. Members of the Committee on Bylaws and the Reference Committee shall serve staggered two-year terms or until their successors are appointed. Members shall not serve more than two consecutive terms.
- b. Members of the Nominations and Elections Committee shall serve staggered two-year terms or until their successors are elected. A chairperson-elect shall serve one year and succeed to the office of chairperson for one year. Members shall not serve more than two consecutive terms.

Proviso: The Nominations and Elections Committee shall establish the procedure to determine the staggered terms.

SECTION 4. Accountability

Standing committees shall be accountable to the Membership Assembly.

SECTION 5. Vacancies

- a. Absence from two consecutive meetings shall be cause for declaring a vacancy in the position. Such vacancy shall be determined by a majority of the ANA Board of Directors.
- b. A vacancy on the standing committees, except the Nominations and Elections Committee, shall be filled by the ANA Board of Directors.
- c. A vacancy on the Nominations and Elections Committee shall be filled by the alternate receiving the highest number of votes.

SECTION 6. Responsibilities

- a. The Committee on Bylaws shall—
 - 1) Interpret these bylaws.
 - 2) Receive and prepare proposed amendments to these bylaws or articles of incorporation, report them to the ANA Board of Directors, and submit them to the Membership Assembly.
 - 3) Review the articles of incorporation and bylaws of an association that applies to ANA for

membership status in order to determine conformity with qualifications of C/SNAs and the IMD in these bylaws, and report its findings to the ANA Board of Directors.

- 4) Determine a regular schedule to review bylaws of C/SNAs and the IMD and review their bylaws upon changes in qualifications or responsibilities of C/SNAs and the IMD in these bylaws, to determine continuing conformity with these bylaws, and report its findings to the ANA Board of Directors.

b. The Reference Committee—

- 1) Shall receive, review, and report on proposals submitted for the consideration of the Membership Assembly.
- 2) Shall provide for hearings or forums on proposals at meetings of the Membership Assembly.
- 3) Shall develop procedures for presentation of proposals to the Membership Assembly for consideration.
- 4) May recommend action on proposals to be considered by the Membership Assembly.

c. The Nominations and Elections Committee shall—

- 1) Seek input from the ANA Board of Directors and the CEO on the needed professional and personal competencies for each election cycle for members of the ANA Board of Directors.
- 2) Determine professional and personal competencies deemed minimally necessary for ANA Board of Directors officers and Directors-at-Large.
- 3) Disseminate a call for nominations that includes needed professional and personal competencies for the current election cycle and provides a reasonable period of time for the submission of nominations.
- 4) Prepare a slate of at least two nominees for each elective office and publish such slate at least 90 days prior to the election date.
- 5) Present the slate of nominees to the Membership Assembly.
- 6) Implement the policies and procedures for nominations and elections as established by the ANA Board of Directors and as specified in these bylaws.
- 7) Assume other responsibilities for nominations as provided for in these bylaws.

ARTICLE VI

Dues

SECTION 1. Amount of Dues

The Membership Assembly shall establish individual and C/SNA dues.

SECTION 2. Notification of Change

The C/SNAs and the IMD shall be notified in writing of any proposal to change the dues at least 90 days prior to the meeting of the Membership Assembly at which the proposal is to be voted upon.

SECTION 3. Vote

A vote of two-thirds (2/3) of the Membership Assembly representatives present and voting shall be required to change the amount of dues.

SECTION 4. Payment

ANA dues shall be paid in accordance with policy adopted by the Membership Assembly.

ARTICLE VII

National Office

SECTION 1. National Office

ANA shall maintain a National Office that shall constitute a permanent repository for ANA records and shall carry out the procedures and policies of the ANA.

SECTION 2. Chief Executive Officer

- a.** The ANA Board of Directors shall delegate to the chief executive officer (CEO) the authority to manage ANA according to policies established by the Membership Assembly.
- b.** The CEO shall be accountable to the ANA Board of Directors.
- c.** The CEO shall employ, direct, promote, and terminate staff of ANA.
- d.** The CEO may represent ANA and serve as spokesperson on matters of established policy and positions.

ARTICLE VIII

ANA News Periodical

The American Nurse shall be the official news periodical of ANA unless replaced by another and shall be provided to each individual member of the C/SNAs and the IMD.

ARTICLE IX
American Academy of Nursing

The American Academy of Nursing is an independently organized body composed of individual members of C/SNAs who have made significant contributions to the advancement of the profession of nursing.

ARTICLE X

Amendments

SECTION 1. Amendments with Notice

- a.** These bylaws may be amended with prior notice at an annual meeting of the Membership Assembly by two-thirds (2/3) vote of the Assembly representatives present and voting.
- b.** These bylaws may be amended with prior notice at a special meeting of the Membership Assembly in accord with Article X, Section 1.a by a two-thirds (2/3) vote of the Assembly members present and voting.
- c.** The Committee on Bylaws shall receive proposed amendments at least 90 days prior to an annual meeting of the Membership Assembly.
- d.** Amendments proposed by the Committee on Bylaws for action by the Membership Assembly shall be submitted to the ANA secretary and shall be appended to the official notification of the meeting of the Membership Assembly, which shall be sent 60 days prior to the meeting.

SECTION 2. Amendments without Notice

These bylaws may be amended without prior notice at any annual or special meeting of the Membership Assembly in accord with Article X, Section 2 by a 99% vote of the Assembly representatives present and voting.

ARTICLE XI

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern ANA in cases to which they are applicable and to the extent to which they are not inconsistent with these bylaws, the Articles of Incorporation, or with any policies or rules of order ANA may adopt.