

ANA-New York Bylaws

Revised: September 27, 2014

PROPOSED REVISIONS FOR 2015 ANNUAL MEETING

The revisions can be found in RED:

ARTICLE I Name, Purposes and Functions

Section 1. Name

The name of this association shall be the American Nurses Association-New York, Inc., hereinafter referred to as “ANA-New York” or “ANA-NY”.

Section 2. Purposes

The purposes of ANA-New York shall be to:

- a. foster high standards of nursing, promote the professional and educational advancement of nurses, and promote the welfare of nurses to the end that all people may have better health care.
- b. these purposes shall be unrestricted in accordance with the Bylaws of the American Nurses Association (ANA).

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Section 3. Functions

The functions of ANA-New York shall be to:

- a. promote the standards of nursing practice, nursing education, and nursing services established by the American Nurses Association (ANA).
- b. adhere to *The Code of Ethics for Nurses* established by ANA.
- c. propose and influence local, state, and national health policy and legislation.
- d. promote and protect the welfare of nurses.
- e. promote and provide for 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 Membership Assembly.
- h. promote relationships with the *Nursing Students Association of New York State (NSANYS)*.
- i. stimulate and promote research in nursing, disseminate research findings, and encourage the use of new knowledge as a basis for nursing.
- j. provide services to members.
- k. maintain communication with members through official publications.
- l. assume an active role as consumer advocate.
- m. facilitate the education of other professionals and the general public on the role and function of nurses and nursing.

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ARTICLE II Membership

Section 1. Composition

Members of ANA- New York shall be those persons accepted as members in accordance with qualifications and other requirements described in these Bylaws. Membership shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 2. Qualifications

- a. An individual is qualified for membership if he or she has 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.

- b. A registered nurse 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, is qualified for membership.

Section 3. Dues

- a. The Board of Directors shall establish the initial dues rates, which thereafter may be changed by the Governing Assembly of ANA-New York. Dues shall include the present rate of dues paid by ANA-New York to the American Nurses Association, in accordance with the policies adopted by the ANA Membership Assembly.
- b. Dues rates may be changed at any meeting of the ANA-New York Governing Assembly in accord with Article IV, Section 4.
- c. Dues categories shall be determined by the ANA-New York Board of Directors.

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Section 4. Transfer

- a. A member who has paid full dues may apply to the Secretary of ANA-New York for transfer to another constituent/state nurses association (CSNA) member of ANA.
- b. An individual member of another constituent member who has paid full dues may transfer to ANA-New York without further payment or refund of dues for the remainder of the membership year. The request for transfer shall be signed by the secretary of the constituent member issuing the transfer.
- c. An individual member who has paid full dues to ANA may transfer to ANA-NY from another constituent/state nurses association (C/SNA) member of ANA, without further payment of dues for the remainder of the membership year. Application for transfer shall be made to the secretary of ANA-NY.

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Section 5. Membership Rights

The member shall have the right to:

- a. receive a ANA-New York membership card, *The American Nurse*, and *American Nurse Today*.

- b. be a candidate for ANA-New York and ANA elective or appointive positions in accordance with qualifications set forth in the ANA-New York or ANA Bylaws.
 - c. participate in the election of ANA-New York’s representatives to the ANA’s Membership Assembly.
 - d. nominate and elect members of the ANA-New York Board of Directors
 - e. attend the ANA-New York Governing Assembly and ANA Membership Assembly, in accordance with established guidelines, and other unrestricted activities.
 - f. submit proposals for consideration by ANA-New York.
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- g. attend the Congress of the International Council of Nurses.
 - h. be accorded due process and other rights as provided for under common parliamentary or statutory law.

Section 6. Membership Obligations

The member shall have the obligation to:

- a. uphold the bylaws of the ANA-New York and the bylaws of ANA.
- b. abide by *The Code for Nurses* as adopted by the ANA.
- c. pay dues as required by ANA-New York.
- d. fulfill the requirements of an office or committee if elected or appointed, including the obligation to maintain privileged and/or confidential information in an appropriate manner.
- e. communicate association statements or business in an accurate manner;
- f. avoid statements or actions that tend to injure the reputation of ANA-New York, disturb its well being, or hamper it in its work

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Section 7. Disciplinary Action and Appeal

- a. Cause for Disciplinary Action

Cause for disciplinary action by ANA-New York against a member shall be limited to failure to fulfill the obligations as cited in these bylaws; and other actions detrimental to the purposes, goals and functions of ANA-New

York and ANA.

b. Disciplinary Proceedings

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. Disciplinary Action

Depending on the severity of the violation, a member may be reprimanded, censured, suspended from membership, or permanently expelled from membership..

d. Appeal of Disciplinary Action

A member may appeal any disciplinary action in accordance with procedures adopted by the ANA-New York Board of Directors, which shall have final disciplinary authority over members.

e. Recognition of Disciplinary Action by Another Constituent Member

Any disciplinary action taken by another constituent member against one of its individual members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplining constituent member's bylaws and disciplinary procedures.

ARTICLE III Organizational Affiliates

Section 1. An organizational affiliate/member of ANA-New York is an association that:

- a. is a nursing organization that meets criteria established by these Bylaws.
- b. has a governing body composed of a majority of registered nurses, which is not meant to preclude the participation of nursing organizations with associate members, who are not registered nurses.

- c. has been granted organizational affiliate/membership status by the ANA-New York Board of Directors.
- d. has paid an organizational affiliation fee to ANA-New York.
- e. has Bylaws consistent with ANA-NY bylaws.

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Section 2. Responsibilities

Each organizational affiliate/member shall maintain a mission and purpose harmonious with the purposes and functions of ANA-New York.

Section 3. Rights

A representative of each organizational affiliate, who is also a member of ANA-New York, may attend the ANA-New York Governing Assembly meetings pursuant to applicable policy.

ARTICLE IV. Governing Assembly

Section 1. The Governing Assembly shall be the governing body of ANA-New York and shall be composed of the Board of Directors and individual members of ANA-New York who attend the Governing Assembly meeting. .

Section 2. Quorum

A quorum for the transaction of business of the Governing Assembly shall consist of five members of the board, one of whom shall be the president or vice-president, and twenty-five (25) members of ANA-NY present at the meeting.

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Section 3. Meetings

- a. The Governing Assembly shall meet, at least, annually.
- b. Special meetings may be called by two-thirds of the Board of Directors of ANA-New York.
- c. The Board of Directors shall determine the time and place of meetings.
- d. Notice of annual meetings of the Governing Assembly shall be sent to all members and each organizational affiliate.

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- at least 60 days prior to the meeting.
- e. Meetings may be held in person or by appropriate electronic means.
- f. All individual members of ANA-NY have the right to attend the ANA-New York Governing Assembly pursuant to applicable policy.

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ARTICLE V Board of Directors

Section 1. Definition

The Board of Directors is the corporate body composed of officers and directors elected by the membership of ANA-NY.

Section 2. Composition

The Board of Directors shall consist of nine elected officers and directors. There shall be four officers: President, Vice-president, Secretary, and Treasurer.

Section 3. Authority

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

Section 4. Accountability

The Board of Directors shall report and be accountable to the Governing Assembly.

Section 5. Responsibilities

The Board of Directors shall:

- a. exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of

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- law.
- b. provide for implementation of association policies and positions approved by the ANA-New York Governing Assembly.
- c. establish policies and procedures for the transaction of business, coordination of association activities and operation and maintenance of a state headquarters.

- d. 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 membership and the Governing Assembly.
- 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 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 organizational affiliate membership on associations meeting qualifications established in these bylaws and consistent with board policy.
- m. establish policies and procedures for disciplinary action against members and organizational affiliates.
- n. establish fees for all meetings, specified activities, and services.
- o. control the use of the official ANA-New York logo and insignia and the procurement and sale of replicas thereof.
- p. provide for organizational affiliate liaisons or representation at meetings of voluntary organizations and of public or governmental agencies.
- q. establish relationships and collaboration with the New York State Student Nurses Association.
- r. establish relationships with other constituent/state nurses associations of the ANA, including participation in a Multistate Division, if deemed appropriate.
- s. assume other duties as may be provided for elsewhere in these bylaws and by the ANA-New York Governing Assembly.

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Section 6. Terms of Office

- a. Officers and Directors-at-Large shall be elected for two-year staggered terms. The President, Treasurer, and two Directors-at-Large shall be elected in even-numbered years. The Vice-President, Secretary, and three Directors-at-Large shall be elected in odd-numbered years.

- b. No officer or director shall serve more than two consecutive terms in the same office nor more than eight consecutive years on the Board of Directors. An officer or director who has served 12 months or more shall be considered to have served a full term.
- c. Newly elected board members shall take office at the close of the annual meeting.

Section 7. Qualification

To be eligible to serve on the Board of Directors, a person shall:

- a. hold current membership.
- b. not be an employee of ANA-New York,
- c. not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with ANA-New York.

Section 8. Vacancies

In the event of a vacancy:

- a. in the office of president, the vice-president shall become president for the remainder of the unexpired term.

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- b. in the office of another officer or of a director-at-large, the Board of Directors shall fill the vacancy by appointment for the remainder of the unexpired term.

Section 9. Duties of Officers

a. The president of ANA-New York 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 Governing Assembly, 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 representative to the Membership Assembly of the American Nurses Association.

b. The vice-president shall assume the duties of the president in the president's absence or at the discretion of the president and serve as an alternate to the president at the ANA Membership Assembly.

c. The secretary shall be responsible for ensuring that records are maintained of meetings of the Governing Assembly, the Board of Directors, and the Executive Committee of the Board of Directors, and shall notify members of meetings of the Governing Assembly.

d. The treasurer shall be responsible for monitoring the fiscal affairs of the association and shall provide reports and interpretation of ANA-New York financial condition to the Governing Assembly, the Board of Directors, and the membership.

e. Officers and directors shall fulfill the responsibilities of the Board of Directors as defined in these bylaws.

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 recorded, then be reported at the next regular meeting of the Board of Directors.

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Section 11. Executive Director

- a. The Board of Directors may hire and shall delegate to the executive director the authority to manage the association according to policies established by the Governing Assembly and the Board of Directors.
- b. The executive director shall be accountable to the Board of Directors.
- c. The executive director shall employ, direct, promote, and terminate staff of the association.
- d. The executive director may represent the association and serve as spokesperson on matters of established policy and positions.

Section 12. Meetings

- a. Meetings of the Board of Directors shall be held at least twice annually at a time and place determined by the Board of Directors. Special meetings may be called by the president and shall be called upon written request of a majority of the member of the Board of Directors.
- b. Notice of meetings will be sent electronically
- c. Meetings may be held in person or by electronic means.
- d. Actions requiring a vote via an electronically held meeting, must be done so unanimously,
- e. Business requiring action by the Board of Directors may be conducted by mail or electronic media. Such action shall be subject to ratification at the next regular meeting of the Board of Directors.
- f. Absence from two consecutive 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 majority of the board.

Section 13. Quorum

A majority of the Board of Directors, including the president or vice-president, shall constitute a quorum at any meeting of the Board of Directors.

ARTICLE VI Standing Committees of ANA-NY

Section 1. Definition

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There shall be standing committees on Bylaws, Finance, Legislation, and Nominations and Elections.

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Section 2. Appointment

The Bylaws and Finance Committees shall be composed of five (5) members; the Legislation Committee shall be composed of ten (10) members appointed by the ANA-New York Board of Directors except the Committee on Nominations and Elections which shall be elected in accord with Article VII, Section 1.

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Chairpersons of standing committees shall be appointed by the Board of Directors except the chairperson of the Committee on Nominations and Elections. The chairperson of the Committee on Nominations and Elections shall be the person receiving the highest number of votes for election to that Committee. The chairperson of the Committee on Finance shall be the treasurer.

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Section 3. Attendance

The absence of a member without good cause from two meetings of a committee shall constitute a vacancy which shall be filled as provided for in Article VI, Section 2.

Section 4. Quorum

A majority of any committee shall constitute a quorum at any committee meeting.

Section 5. Term of Office

Members of standing committees shall serve a two year term or until their successors are appointed. No member of a standing committee may serve more than three consecutive terms on any one standing committee.

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Section 6. Functions

- a. The Committee on Bylaws shall:
- 1) review the bylaws of ANA-New York, and recommend corrections or amendments as appropriate.
 - 2) collaborate with ANA's Committee on Bylaws to ensure congruency with ANA's Bylaws.

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3) draft the proposed text of all amendments to the ANA-New York bylaws and, upon approval by the Board of Directors, submit them to the Governing Assembly in accordance with the provisions of Article IX.

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- b. The Committee on Finance shall:
 - 1) prepare an annual budget for the Board of Directors.
 - 2) monitor the investment and expenditure of association funds and the overall financial status of ANA-New York 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) implement the legislative program adopted by the Board of Directors.
 - 3) monitor trends and developments in legislative and governmental areas as they relate to state or national health policy.
- d. The Committee on Nominations and Elections shall:
 - 1) request 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) 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.
 - 5) ensure implementation of Article VII – Nominations and Elections

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ARTICLE VII Nominations and Elections

Section 1. Nominations

- a. Nominations shall be solicited by the Nominations and Elections Committee
- b. ANA-New York 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 Membership Assembly representatives and alternates.
- c. A good faith effort will be made to place at least two nominees for each elective position to be filled on the ballot.
- d. A copy of the ballot shall be submitted to the executive director to be forwarded to the president and board of

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directors of ANA-New York for publication to the membership at least 21 days in advance of the election.

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Section 2. Elections

- Elections shall be by secret ballot. An electronic or mail ballot is permissible.
- All elections shall be conducted in the third quarter of the year.
- All ANA-New York members current in their dues payment, at the time that the Board of Directors certifies the membership list to the election company, are eligible to vote.
- 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.

ARTICLE VIII. Relationship With the American Nurses Association

Section 1. Membership

ANA-New York is a constituent member of the American Nurses Association.

- ANA-New York shall pay dues to ANA in accordance with the policies adopted by the ANA Membership Assembly.
- ANA-New York shall remain affiliated with the American Nurses Association until such time as 2/3 of the entire membership might vote to disaffiliate from ANA. This would occur in accordance with Board policy.

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Section 2. Representation

Membership Assembly:

- a. ANA-New York is entitled to representation at regular and special meetings of the ANA Membership Assembly in accordance with ANA Bylaws and policy.
- b. The President of ANA-New York shall serve as a representative to ANA's Membership Assembly.
- c. Other representatives and alternates to the Membership Assembly shall be elected by secret ballot to serve a two-year term or until a successor is elected. A mail ballot or appropriate electronic ballot is permissible.
- d. Except for the president, the vice-president as alternate to the president, ANA representative(s) and alternate representatives (s) shall be elected and shall serve based on those who received the highest number of votes.

ARTICLE IX. Amendments

Amendments proposed by the Committee on Bylaws for action by the Governing Assembly shall be submitted to the ANA-New York secretary and shall be appended to the official notification of the meeting of the Governing Assembly. These bylaws may be amended at properly called annual or special meeting of the Governing Assembly by a two-thirds vote of the credentialed members present and voting.

ARTICLE X Parliamentary Authority

Robert's Rules of Order Newly Revised governs this association in all parliamentary situations that are not provided for in the law of in the charter, bylaws, or adopted rules of ANA-New York.