

ANA-New York Bylaws

Approved: October 30, 2021

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-NY shall be to foster high standards of nursing, promote the professional and educational advancement of Registered Professional Nurses, and promote the welfare of nurses to the end that all people may have optimal health care.

Section 3. Functions

The functions of ANA-NY 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. stimulate and promote research in nursing, disseminate research findings, and encourage the use of new knowledge as a basis for nursing.
- i. provide services to members.
- j. maintain communication with members through official publications.
- k. assume an active role as consumer advocate.

- l. facilitate the education of other professionals and the general public in the role and function of nurses and nursing.
- m. perform actions that will assist and support the purposes of ANA-NY.

ARTICLE II. Membership

Section 1. Composition

Members of ANA-NY shall be those persons who:

- a. have applied for membership.
- b. meet the qualifications described in these Bylaws.
- c. are current in their dues.

Membership shall be unrestricted by consideration of age, race, ethnicity, gender, national origin, sexual orientation, gender identity, religion, disability or health status, lifestyle, military or veteran status, or any other factor that is not relevant to carrying out the purposes and functions of ANA-NY.

Section 2. Qualifications

- a. Any 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, does not have a license under suspension or revocation in any state, and 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, provided, however, that a nurse who has surrendered his or her license while under investigation by a state or territorial licensing authority or to resolve charges brought by a state or territorial licensing authority shall not be qualified for membership unless his or her license has been restored.

Section 3. Dues

- a. Dues may be changed at any meeting of the Governing Assembly of ANA-NY.
- b. Dues shall include the current rate of dues paid by ANA-NY to the ANA, in accordance with the policies adopted by the ANA Membership Assembly.

Section 4. Transfer of Membership

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

Section 5. Membership Rights

The member shall have the right to:

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

Section 6. Membership Obligations

The member shall have the obligation to:

- a. uphold the bylaws of the ANA-NY and the bylaws of ANA.
- b. abide by *The Code of Ethics for Nurses* as adopted by the ANA.
- c. pay dues as required by ANA-NY and ANA.
- 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-NY, disturb its well-being, or hamper it in its work.

Section 7. Disciplinary Action and Appeal

- a. Cause for Disciplinary Action:
Cause for disciplinary action by ANA-NY 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-NY and ANA.
- b. Disciplinary Proceedings shall be conducted by the Executive Committee in accordance with the policy and procedures established by the Board of Directors and outlined in the Policy Manual. After receiving a complaint concerning a member, the Executive Committee will determine by majority vote whether the complaint requires action.
- c. Disciplinary Action:
Depending on the severity of the violation, a member may be reprimanded, censured, suspended from membership, or permanently expelled from membership. The disciplinary action imposed shall be upon the vote of the majority of the members of the Executive Committee.
- d. Appeal of Disciplinary Action:
A member may appeal any disciplinary action in accordance with the policy and procedures in the Policy Manual. The disciplined member will submit a written appeal request to the Executive Director. The disciplinary action reversal requires a two-thirds vote of the Directors-at-Large.
- e. Recognition of Disciplinary Action by another C/SNA Member:
Any disciplinary action taken by another C/SNA member against one of its individual members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplining C/SNA member's bylaws and disciplinary procedures.

f. Limitation

The terms of this Section do not apply to Organizational Affiliates.

ARTICLE III. Organizational Affiliates

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

- a. 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.
- b. has been granted organizational affiliate status by the ANA-NY Board of Directors.
- c. has paid an organizational affiliation fee to ANA-NY.
- d. has bylaws consistent with ANA-NY Bylaws.

Section 2. Responsibilities

Each organizational affiliate shall maintain a mission and purpose harmonious with the purposes and functions of ANA-NY.

Section 3. Right to Representation at Governing Assembly

- a. Each organizational affiliate may designate one representative to attend ANA-NY's Governing Assembly.
- b. If that representative is not a member of ANA-NY that representative will have voice, but no vote.
- c. If the organizational affiliate representative is a member of ANA-NY, that representative may exercise full membership rights as established by these Bylaws.

ARTICLE IV. Governing Assembly

Section 1. Governing Body

The Governing Assembly shall be the governing body of ANA-NY and shall be composed of the Board of Directors and individual members of ANA-NY 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 of Directors, one of whom shall be the president or vice-president, and twenty-five (25) members of ANA-NY present at the meeting.

Section 3. Meetings

- a. The Governing Assembly shall meet at least annually.
- b. All individual members of ANA-NY shall have the right to attend the ANA-NY Governing Assembly.
- c. The Board of Directors shall determine the time and place of meetings of the Governing Assembly.
- d. Notice of annual meetings of the Governing Assembly shall be sent to all members and each organizational affiliate at least 45 and no more than 75 days prior to the meeting.
- e. Special meetings of the Governing Assembly may be called by two-thirds of the Board of Directors of ANA-NY. Notice of special meetings shall be sent to all members as of the record date at least 20 and no more than 30 days prior to the meeting.
- f. Meetings may be held in person or by electronic means.

ARTICLE V. Board of Directors

Section 1. Definition

The Board of Directors is elected by the membership of ANA-NY and authorized to conduct business on behalf of the membership that will assist and support the purposes and functions of ANA-NY between meetings of the Governing Assembly.

Section 2. Composition and Officers

There shall be nine members of the Board of Directors, exclusive of vacancies. Of the nine members, there shall be four officers who constitute the Executive Committee: President, Vice-president, Secretary and Treasurer. The remaining five members are Directors-at-Large.

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 to and be accountable to the membership.

Section 5. Responsibilities

The Board of Directors shall:

- a. exercise the corporate and fiduciary duties of the association consistent with applicable provisions of law and these Bylaws.
- b. provide for implementation of association policies and positions approved by the ANA-NY 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, and submit all books annually to a certified public accountant for review, and present an annual financial statement and financial review or audit results 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 in accordance with these Bylaws.
- h. establish committees of the board as deemed necessary for the performance of its duties, and define the purpose and authority of such committees in accordance with these Bylaws.
- i. define qualifications for appointed positions, make appointments and fill vacancies unless otherwise specified in these Bylaws.
- j. appoint, define the authority and responsibilities of, and annually review the performance of the Executive Director as the chief executive officer.
- k. accept organizational affiliation of associations meeting qualifications established in these Bylaws and deemed appropriate by the Board of Directors.
- l. establish fees for all meetings, specified activities, and services.
- m. control the use of the official ANA-NY logo and insignia and the procurement and sale of replicas thereof.
- n. provide for organizational affiliate liaisons or representation at meetings of voluntary organizations and of public or governmental agencies.
- o. establish relationships with other constituent/state nurses associations of the ANA, including participation in a Multistate Division, if deemed appropriate.
- p. assume other duties as may be provided for elsewhere in these bylaws and by the ANA-NY Governing Assembly.

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-at-Large shall serve more than two consecutive terms in the same office nor more than eight consecutive years on the Board of Directors, provided that an Officer or Director-at-Large serving more than eight consecutive years may complete the then current term. In the event an individual has been appointed to fill a vacancy, such Officer or Director-at-Large who has served 12 months or more shall be considered to have served a full term.
- c. Newly elected Officers and Directors-at-Large shall take office at the close of the annual Governing Assembly meeting.

Section 7. Qualification

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

- a. maintain current membership in ANA-NY throughout term of office.
- b. not be an employee of ANA-NY.
- c. adhere to the ANA-NY conflict of interest policy.

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.
- 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-NY shall serve as the official representative of the association and as its spokesperson on

matters of association policy and positions; as the chair of the Governing Assembly, the Board of Directors, and the Executive Committee; as an *ex officio* member of all committees except the Nominating Committee; and as a representative to the Membership Assembly, as well as the voting representative of ANA-NY to the Leadership Council of the ANA.

- 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 the ANA-NY financial condition to the Governing Assembly, the Board of Directors, and the membership. The Treasurer shall serve as a member and chair of the Finance Committee.
- e. Officers and Directors-at-Large 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.

Section 11. Executive Director

- a. The Board of Directors may hire and shall delegate to the Executive Director the authority to manage the association per 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 on behalf of the association.
- d. The Executive Director may represent the association and serve as spokesperson on matters of established policy and positions.
- e. The Executive Director, or designee, is one of ANA-NY's two representatives to the ANA Leadership Council.

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 shall be sent to the electronic addresses provided by the Board members.
- c. Meetings may be held in person or by electronic means.
- d. Any actions requiring a vote by the Board of Directors outside of a meeting of the Board shall be by unanimous written consent. A Board member's written consent may be provided electronically.
- e. Absence from two consecutive regular meetings of the Board of Directors may be cause for declaring a vacancy in the board position.

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.

Section 14. Removal of Directors-at-Large and Officers

A Director-at-Large or Officer may be removed upon the vote of a majority of the Board of Directors of the Association, exclusive of the vote of such Director-at-Large or Officer and of any vacancies among the Directors-at-Large and Officers, for the reasons stated in § 29-406.08 of the Code of the District of Columbia. Notwithstanding any other provision of these bylaws, a Notice of Meeting shall be delivered to each Director-at-Large or Officer at least seven business days in advance of the meeting at which such removal is to be considered. The Notice of Meeting shall state that the removal of the particular Director-at-Large or Officer is to be considered at such meeting. During such meeting, and prior to any vote on the removal of the particular Director-at-Large or Officer, that individual shall have an opportunity to address the meeting. A motion, duly seconded, shall be required before a vote shall take place, and the vote of each Director-at-Large and Officer shall be recorded. The Director-at-Large or Officer subject to the removal motion shall not vote.

ARTICLE VI. Committees of ANA-NY

Section 1. Standing Committees

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

Section 2. Standing Committee Leadership

Chairs of Standing Committees shall be appointed by the Board of Directors except the chairs of the Finance Committee and the Nominations and Elections Committee. The Treasurer shall serve as the chair of the Finance Committee. The chair of the Nominations and Elections Committee shall be the person receiving the highest number of votes for election to that Committee.

Section 3. Attendance

The absence of a member without good cause from two meetings within a twelve-month period of a Standing Committee shall constitute a vacancy. The Board of Directors shall fill the vacancy by appointment for the remainder of the unexpired term.

Section 4. Quorum

A majority of the members of the 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.

Section 6. Functions

- a. The Audit Committee shall:
 1. be composed of a minimum of five (5) members, at least two (2) of whom shall not be a member of the Board of Directors. Neither the President nor the Treasurer may serve on this committee.
 2. review fiscal operations to ensure that they are consistent with the purposes and functions of ANA-NY.
 3. ensure that proper internal fiscal controls are in place.
 4. review the accuracy of financial accounting.
 5. recommend an accountant for the financial review.

- b. The Bylaws Committee shall:

1. be composed of a minimum of five (5) members and a maximum of seven (7) members appointed by the ANA-NY Board of Directors.
 2. review the bylaws of ANA-NY and recommend corrections or amendments to the Board of Directors.
 3. collaborate with ANA's Committee on Bylaws to ensure congruency with ANA's Bylaws.
 4. draft the proposed text of all amendments to the ANA-NY Bylaws and, upon review by the Board of Directors, and review by the ANA Committee on Bylaws for harmony with the ANA Bylaws, then submit and explain them to the Governing Assembly in accordance with the Amendment provisions of these Bylaws.
- c. The Finance Committee shall:
1. be composed of a minimum of four (4) members and a maximum of six (6) members appointed by the ANA-NY Board of Directors and chaired by the Treasurer of ANA-NY.
 2. prepare an annual budget for the Board of Directors.
 3. monitor the investment and expenditure of association funds and the overall financial status of ANA-NY and report its findings and make recommendations to the Board of Directors.
- d. The Legislation Committee shall:
1. be composed of ten (10) members appointed by the ANA-NY Board of Directors.
 2. develop a legislative program to be ratified by the Board of Directors.
 3. implement the legislative program adopted at the Governing Assembly.
 4. monitor trends and developments in legislative and governmental areas as they relate to state or national health policy.
- e. The Nominations and Elections Committee shall:
1. be composed of five (5) members elected in accordance with the Nominations provisions in these Bylaws.
 2. solicit the names of members qualified and willing to serve if elected.
 3. prepare a slate of qualified candidates for each office to be filled.
 4. assure geographic and occupational group representation on the ballot.
 5. implement the policies and procedures for nominations and elections as established by the Board of Directors or as provided for in these bylaws.
 6. ensure implementation of the Nominations and Elections provisions of these Bylaws.

Section 7. Other Committees

The Board of Directors shall appoint and charge such other committees as needed to assist and support the purpose and functions of ANA-NY. The terms of members and duration of such committees shall be determined by the Board of Directors.

ARTICLE VII. Nominations and Elections

Section 1. Nominations

- a. Only members of ANA-NY may be nominated for office. No member of the Nominations and Elections Committee may run for elected office while they are serving on this committee.
- b. Candidates for elective office on the ANA-NY Board of Directors and the Nominations and Elections Committee shall meet established qualifications and shall consent to serve if elected.
- c. Individual members shall be considered eligible for only one elective office in ANA-NY at any one time. This provision does not apply to the position of ANA Membership Assembly representatives and alternates.
- d. An individual member who meets the established qualifications for an elective office may declare as a candidate by submitting their nominations through the annual call for nominations.
- e. The slate of candidates shall be published on the ANA-NY website at least 90 days prior to the meeting of the Governing Assembly. The members shall be notified of the slate of candidates in writing in accordance with approved policy.
- f. All ANA-NY members in good standing are eligible to be nominated for service on the ANA-NY Board of Directors.
- g. Individuals shall not concurrently serve as an officer of another organization if such participation might result in a fiduciary conflict of interest.

Section 2. Elections

- a. Elections shall be conducted in the third quarter of the calendar year by secret ballot through an independent third-party vendor.
- b. In each case where a candidate withdraws from an election after the ballots have been prepared, the candidates remaining shall constitute the slate.
- c. A plurality vote shall constitute an election for directors of the ANA-NY Board of Directors, Membership Assembly Representatives, and the Nominations and Elections Committee. In case of a tie, the choice shall be

by lot.

- d. The term of office for all elective offices shall begin following the swearing in at the Governing Assembly.

ARTICLE VIII. Relationship with the American Nurses Association

Section 1. Membership

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

- a. ANA-NY shall pay dues to ANA in accordance with the policies adopted by the ANA Membership Assembly.
- b. ANA-NY shall remain affiliated with the ANA until such time as two-thirds of the entire membership might vote to disaffiliate from ANA. This would occur in accordance with Board policy.
- c. The purposes of ANA-NY shall be unrestricted in accordance with the Bylaws of the American Nurses Association.

Section 2. Representation

- a. ANA Membership Assembly
 1. ANA-NY is entitled to representation at regular and special meetings of the ANA Membership Assembly in accordance with ANA Bylaws and policy.
 2. The President of ANA-NY shall serve as a representative to ANA's Membership Assembly.
 3. 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.
 4. Except for the president, the vice-president as alternate to the president, ANA representative(s) and alternate representative(s) shall be elected and shall serve based on those who received the highest number of votes.
- b. ANA Leadership Council
 1. ANA-NY is entitled to two (2) representatives who shall be the president and executive director or their designees.
 2. ANA-NY shall be allowed one (1) vote to be cast by its president or the president's designee.

ARTICLE IX. Insurance

Section 1.

The Board of Directors shall purchase and maintain Directors and Officers Liability Insurance.

Section 2.

The Board of Directors shall purchase and maintain liability insurance in amounts no less than required by § 29-406.90 of the Code of the District of Columbia but in no event less than \$200,000 per individual claim and \$500,000 per total claims arising out of the same occurrence.

ARTICLE X. Amendments

Amendments proposed by the Bylaws Committee for action by the Governing Assembly shall be submitted to the ANA-NY Secretary for review by the Board of Directors. The amendment shall be appended to the official notification of the meeting of the Governing Assembly, together with the recommendation of the Board of Directors. These bylaws may be amended at properly called annual or special meetings of the Governing Assembly by a two-thirds vote of the members present and voting.

ARTICLE XI. Parliamentary Authority

Robert's Rules of Order Newly Revised current edition governs this association in all parliamentary situations that are not provided for in the laws relevant to the Certificate of Incorporation, Application for Authority, these Bylaws, or adopted rules of ANA-NY.