

**ANA-NY  
General Assembly Business Meeting  
September 15-16, 2017**

| <b>Agenda Item</b>                         | <b>Discussion</b>  | <b>Motion/Action/Resolution</b> |
|--|--|---------------------------------|
| <b>Opening and Welcome</b>                 | <p>President Elisa Mancuso providing opening remarks, discussing our members' roles in nursing, healthcare, and practice. She discussed the great collegiality we have among the ANA-NY Board, the Board and member states of the Northeast Multistate Division (NEMSD), and our ANA-NY members. She offered a welcome to all of our members who are superheroes in healthcare.</p> <p>President Mancuso led the membership in the Pledge of Allegiance. Executive Director Jeanine Santelli led the membership in the singing of our national anthem. Winnie Kennedy led the membership in an invocation, including a moment of silence for those affected by recent natural disasters.</p> |                                 |
| <b>Introductions</b>                       | <p>President Mancuso introduced the Officers and Directors of the ANA-NY Board, as well as members of the ANA-NY staff (Executive Director and Program Manager).</p>   |                                 |
| <b>Explanation of Continuing Education</b> | <p>President Mancuso introduced Executive Director Santelli, who reviewed continuing education for the Annual Meeting. Continuing education was provided through the NEMSD. Attendees are to sign in for each day at the registration table. There are then two sheets for evaluation: green for Friday and blue for Saturday. The evaluation sheet is to be turned in at the end of each day for a CE certificate.</p>  |                                 |

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| <b>I. Call to Order<br/>Friday, September 15,<br/>2017</b> |   | President Mancuso called the General Assembly Business Meeting to order at 9:25 am on Friday, September 15, 2017. |
| <b>II. Procedural Matters</b>                              | President Mancuso recognized Secretary Larry Slater to go over procedural matters, including the availability of printed materials and reports on the Members Only section of the ANA-NY website, as well as the use of the two microphones (one for Point of Order/Point of Information; the other for motions and discussion).  |   |
| <b>a. Declaration of Quorum</b>                            | Secretary Slater then read the requirements for establishment of a quorum at the Governing Assembly, which includes at least five members of the Board, one of whom shall be the President or Vice-President, and at least 25 members present at the meeting.<br><br><u>Board of Directors</u><br><b>Present:</b> Elisa Mancuso (President); Susan Read (Vice President); Donna Florkiewicz (Treasurer); Larry Slater (Secretary); Joanne Lapidus-Graham (Director); Linda O'Brien (Director); Mary Lee Pollard (Director); Victoria Record (Director)<br><b>Absent:</b> William Donovan (Director)<br><br><u>Membership</u><br>More than 25 members present. | President Mancuso declared a quorum present.  |
| <b>b. Acceptance of General Assembly Agenda</b>            | President Mancuso stated the agenda for the General Assembly was provided in member folders as well as on the Members Only section of the ANA-NY website  | Motion was made and seconded to accept the General Assembly agenda as written. Motion carried.                    |

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|  | prior to the meeting.  |   |
| <b>c. Acceptance of Standing Rules</b> | President Mancuso stated the standing rules for the General Assembly was provided in member folders as well as on the Members Only section of the ANA-NY website prior to the meeting.   | Motion was made and seconded to accept the Standing Rules of the General Assembly as written. Motion carried. |
| <b>III. Board Reports</b>              | President Mancuso recognized Vice President Susan Read.  |   |
| <b>a. President's Report</b>           | Vice President Read called on President Mancuso to provide her report. President Mancuso discussed ANA-NY's vision statement and stated that at 6 years old, ANA-NY is still in the toddler stage. While excited to take over the role of the President, she stated that she has learned to "be careful what you wish for." She has had a great learning curve as she comes to understand the differentiation of roles, bylaws, policies, and procedures. She mentioned many of the past year's highlights and discussed lessons learned along the way. Her year has been humbling and maybe at times disappointing as she was not able to accomplish everything she had hoped. However, as her grandson says, "you get what you get and don't get upset." She truly feels our nurses are superheroes and she will do all she can in the coming year to ensure that they, as well as ANA-NY, can spread their wings. |   |
|  | Vice President Read highlighted the success of the Future Nurse Leader Program. She then called on the membership for any questions for the President. The   |   |

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|                              | membership had no questions for the President.   |  |
| <b>b. Secretary's Report</b> | <p>President Mancuso called on Secretary Slater to give his report. Secretary Slater reported that current membership was at 4,841, up from 4,186 (15.6% increase) since the 2016 Governing Assembly, with ANA-NY now being the 7<sup>th</sup> largest state constituency within ANA. He next reviewed the sponsors for the 2017 Governing Assembly, including:</p> <ul style="list-style-type: none"> <li>• Gold Sponsors: Arthur L. Davis Publishing Agency, Inc.; NSO; Rochester Regional Health</li> <li>• Bronze Sponsor: Advantedge Education</li> <li>• Exhibitors: AXA Advisors; Capital Affinity Partners, Inc.; CEI; The Daily News; Excelsior College; Mercy College; NYONEL; Safe and Strong at Work; University of Buffalo School of Nursing; University of Rhode Island</li> </ul> |  |
|                              | President Mancuso asked for any questions related to the Secretary's report.   |  |
|                              | Karen Ballard thanked the Daily Nurses for the Nurses Week Supplement that has been published over the last four years and reaches millions. She challenged members to please provide articles for the next edition.   | Several members stated they would provide something.                 |
|                              | Marilyn Dollinger recognized the Future Nurse Leader program and recognized the impact it is already having on our next generation of members.   |  |
|                              | Mary Finnin asked to know where the Motion Forms were for the Bylaws discussion.   | The President stated the forms are available on the table behind the |

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|                                       |  | microphone for motions.  |
| <b>c. Treasurer’s Report</b>          | President Mancuso recognized Treasurer Donna Florkiewicz to provide her report. Treasurer Florkiewicz reminded members that the Treasurer’s Report is available in the Book of Reports. She reviewed the overall revenue and expenses to date for 2017, as well as checking, savings, and investment account totals. She stated that membership dues will not change for the coming year. She then reviewed the estimated cost savings for ANA-NY joining the NEMSD. |                          |
| <b>d. Finance Committee Report</b>    | Treasurer and Chair Florkiewicz stated that the Finance Committee report was also available in the Book of Reports. She reiterated that the purpose of the committee is to prepare the budget and monitor the financial status of ANA-NY. The committee met three times via conference call and once face to face (for preparation of the final 2017 budget).  |                          |
|                                       | President Mancuso asked for any questions related to the Treasurer’s report or Finance Committee Report. The membership had no questions for the Treasurer.  |                          |
| <b>e. Executive Director’s Report</b> | President Mancuso recognized Executive Director Santelli to give her report. Executive Director Santelli reminded members that her written report is available in the Book of Reports. She highlighted several things for the day. First was students selling raffle tickets, which members should put in the blue bags, to raise money for the Future Nurse Leader program. She announced that  |                          |

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|  | <p>next year’s annual meeting will take place from October 19-20, 2018 at the Albany Conference Center. The host hotel will be the Renaissance, with the Albany Hilton for overflow. She encouraged all members present to bring a new member next year. In addition, the next year should have our first ever poster session. She asked members to look out for an email for conference evaluation. ANA-NY will be hosting screenings on November 1 of “Defining Hope” around the state, more information to come. She recognized all Future Nurse Leaders in attendance. Finally, she stated that the daily parking rate for conference attendees was \$10 per day. For those needing validation, they should stop by the registration desk.</p> |  |
|  | <p>President Mancuso asked for any questions related to the Executive Director’s Report. The membership had no questions for the Executive Director.</p>   |  |
| <b>Change in Agenda</b>                  | <p>As there was still time left in the morning session, President Mancuso asked the membership if they would like to amend the agenda to move the Legislative Committee report to the morning session.</p>   | <p>It was motioned and seconded to amend the agenda to continue the morning session with the Legislation Committee’s report. Motion carried.</p> |
| <b>IV. Standing Committee Reports</b>    |  |  |
| <b>a. Legislation Committee’s Report</b> | <p>President Mancuso introduced Chair Marilyn Dollinger to give the report of the Legislation Committee. Chair Dollinger reviewed the Legislative agenda, stating that it has been reformatted based on feedback at the 2016 Governing Assembly. There were two documents</p>  |  |

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|   | <p>provided in the Book of Reports. The first is the Legislative Agenda, which is what is being brought forward to the membership for a vote. The second is a list of all legislative issues that were monitored over the course of the last year. The top three passed in 2017 and the Committee is now monitoring for regulation. The next legislative items are those in process. Chair Dollinger then recognized all members of the Legislation Committee for 2016-2017.</p>   |                          |
| <p style="text-align: center;">BS in 10</p> | <p>Chair Dollinger reviewed the progress of the BS in 10 legislation, which has been in the works for the last 15 years. It has still not been sent to the Governor. Senator John Flanagan will make the decision of when it will go to the Governor. Once the bill is delivered to the Governor, it could take up to ten days. The Committee is confident that once it does get there it will pass. The CANE lobbyist is asking for letters of support. An email blast was sent out so that all members can send a personal letter to the Governor's office or to the lobbyist who can then have a portfolio of letters to present.</p> |                          |
| <p style="text-align: center;">Lobbyist</p> | <p>Chair Dollinger stated that the Committee discussed if ANA-NY should consider hiring a lobbyist. The minimum fee is about \$25,000 per year. As ANA-NY does not have any New York State budget needs, the organization is not proposing any legislation, and we already have effective coalitions, the Committee does not feel that hiring a lobbyist is needed at this point.</p>  |                          |

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| Updates            | <p>Chair Dollinger stated that staffing and workplace violence were two major issues discussed at the ANA lobbyist meeting. There have been two white papers done on staffing and a third white paper on the way. There are 24 states signed up for Nurse Licensure Compact 2.0, which will be implemented in January 2018. It is unlikely at this point for New York, California, or Florida to join the compact. NYONEL and ANA-NY did a webinar on the compact last year and education of our members about what it is and means for nurses remains a priority. As an FYI, Chair Dollinger mentioned that dental therapists are wanting a nurse practitioner/physician assistant-type role. As licensure is controlled at the state level, this is something that individual states need to consider in terms of impact. Veterinary techs are looking to use the title “registered veterinary nurse.” While ANA members understood the move that they were trying to take, they were insistent that they cannot use the term nurse. were very kind but title nurses protected in all but a few states. The Community Paramedicine bill passed the Senate this year but not the Assembly.</p> |                                 |
| Member Engagement  | <p>Chair Dollinger stated that at the Legislation Forum on Thursday that it was decided to conduct possible surveys to sample our members’ opinions on bills. Another option could be quarterly open conference calls. She also asked members to give the Committee a heads up if they hear of anything that ANA-NY should keep on its radar.</p>   |                                 |



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|                    | President Mancuso asked if there were any questions for the Chair.  |   |
|                    | Cathy Sellers suggested that conducting focus groups may be a great method for getting information from members about legislative priorities. |   |
|                    | Kimberly Valez asked if the Committee has taken a stand on the mandatory CE requirement legislation, which is listed as “monitor.”            | Chair Dollinger stated that the Committee has not yet taken a stance because they do not yet know how ANA-NY’s members feel about it. They were were thinking about proposing some amendments (e.g., what is the right number; changing the 4-year infection control requirements to every 3 years; yearly continuing education tracking on opioids). Also, the Committee wants to keep a little quiet until the BS in 10 passes. |
|                    | Treasurer Florkiewicz asked that if ANA-NY hired a lobbyist would we need a PAC.  | Chair Dollinger stated that there are two separate issues. We cannot spend over \$5,000 without being registered with the State of New York. Forming a PAC would then require separate donations to fund.   |
|                    | Secretary Slater stated that as a 501(c)6, ANA-NY cannot go over the \$5,000, even if registered.   | Chair Dollinger stated that we can speak to legal representation. In the future, we can make happen what we need to.  |
|                    | Tanya Drake reiterated that for BS in 10, it is not signed yet and we still have a lot of work to do.   |   |

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|                    | Mary Finnin stated it is our coalitions that have been most effective in our legislative efforts. These have brought in more people on issues that are important to all of us. Forming a PAC is an entirely different thing. She reiterated that we should expand our coalitions.  | Chair Dollinger stated that what we are doing now is advocacy. If we have a PAC, then we get into politics. She then recognized Anne Harrington of NYONEL who was present.  |
|                    | Karen Ballard wanted to recognize Chair Dollinger for all of the hard work that she has done. She stated that Senator LaValle helped us to get our act together, while Barbara Zittel got everyone talking about the same thing. It has been a grassroots effort and is groundbreaking and she believes the governor will sign. The membership gave a standing ovation to Chair Dollinger. | Chair Dollinger stated that the ANA President, Pam Cipriano, has contacted Donna Shalala, who led “The Future of Nursing Report”. Donna Shalala stated, “I will give Andrew a call.”  |
|                    | Anne Harrington of NYONEL stated that AONE has also sent a letter of support for the BS in 10. She also recounted that AONE didn’t get a lobbyist until they really started having issues. She advised the ANA-NY Board to think about the need in the future. She also thanked ANA-NY for their continued support of NYONEL.  |   |
|                    | Anne Marie Treanor stated that she deals with staff issues in her position. She would like to see ANA-NY do a lot more education on the pros and cons of legislating staffing and ratios. She appreciates that nurses at the bedside want to practice safely but legislating staffing is not the panacea.  | Chair Dollinger stated that the issue with what is currently being proposed in New York State is exact ratios. This would put exact numbers into legislation, which would then be difficult to change. Best practices are what need to be done. |
|                    | President Mancuso called for a motion to approve the Legislative Agenda.   | It was motioned and seconded to approve the 2017-2018 Legislative Agenda.   |

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|   |  | Motion carried.  |
| <b>Recess<br/>Friday, September 15, 2017</b>    | President Mancuso called for a motion to recess.   | It was motioned and seconded to recess the General Assembly until the afternoon session. Motion carried. President Mancuso recessed the meeting at 10:45 am on Friday, September 15, 2017. |
| <b>Reconvene<br/>Friday, September 15, 2017</b> |  | President Mancuso reconvened the General Assembly at 2:45 pm on Friday, September 15, 2017.  |
|   | <p>President Mancuso recognized ANA-NY's organizational affiliates and she and Executive Director Santelli presented the with a certificate.</p> <ul style="list-style-type: none"> <li>• PNASC</li> <li>• CNYNA</li> <li>• GVNA</li> <li>• MVNA</li> <li>• PNASCNY</li> <li>• PNADPC</li> <li>• NANA</li> <li>• NACLI</li> </ul> <p>Representatives present from the organizational affiliates took a photo with President Mancuso.</p> |  |
|   | President Mancuso recognized Executive Director Deb Elliot (not present) from the Foundation of New York State Nurses and Director Stephanie Dague (not present) from Nurses House.  |  |

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| Motion                                | <p>President Mancuso recognized Executive Director Ann Harrington from NYONEL. Executive Director Harrington discussed the name change 3-4 years ago to add “Leaders” and become NYONEL, as they consider all nurses to be leaders in all practice settings and areas. They have membership categories at all levels of nursing as well as some business partners. There are currently 550 members and they are hoping to reach 1,000. Regular membership is \$150 per year and they have discounts for multiyear membership. The push for membership is due to the fact that income for the 501(c)6 organization relies heavily on dues and some from education offerings. They have a new strategic plan and developed new priorities. They are offering an ANCC Nurse Executive Certification review course. At their annual meeting in Tarrytown they will be celebrating their 25<sup>th</sup> Anniversary, with a gala the night before on March 17 during the 3-day event. Susan Hasmilller will be a keynote speaker. Three founders of the BS in 10 will also be present. NYONEL conducts monthly webinars, which cost only \$25 per site (does not matter the number of attendees at the site). They also offer scholarships through the Foundation.</p> |                          |
|                                       | <p>President Mancuso recognized Executive Secretary Suzanne Sullivan (not present) of the New York State Board for Nursing.</p>  |                          |
| <b>IV. Standing Committee Reports</b> |  |                          |

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| <b>b. Bylaws Committee's Report</b> | President Mancuso introduced Chair Tanya Drake to give the Bylaws Committee report. Chair Drake stated that the report as well as the proposed Bylaws amendments were provided in the Book of Reports and also available in attendee folders. She thanked the committee for their hard work. They met for four, 3-hour calls, with all members present and engaged. In addition, they exchanged hundreds of emails during the process. She reported that the proposed revisions were sent to ANA for review. However, they go their feedback to ANA-NY after the Bylaws amendments were sent to the membership. ANA had only a page and a half of comments. Chair Drake stated that as all Bylaws amendments are presented as a motion from the Bylaws Committee, no second is required. Approval requires a 2/3 vote. Chair Drake stated that each amendment would be voted on individually. |  |
| <b>I.2 Purposes</b>                 | Chair Drake reviewed the proposed changes, which included moving the proposed deletion to <b>VIII</b> . There was no discussion on the proposed amendment.  | Motion carried.  |
| <b>I.3 Functions</b>                | Chair Drake reviewed the proposed changes. There was no discussion on the proposed amendment.   | Motion carried.  |
| <b>II.1 Composition</b>             | Chair Drake reviewed the proposed changes. There was no discussion on the proposed amendment.   | Motion carried.  |
|                                     |   | Point of information by Ann Tahaney, asking if voting could just be done at the end. Past President Betty Mahoney stated that in the past we have voted on |

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|                                      |   | individual amendments, with the exception of the initial year. President Mahoney stated we will continue with the process unless there is a motion to do otherwise.  |
| <b>II.2.b Qualifications</b>         | Chair Drake reviewed the proposed changes, stating that these revisions were requested by legal counsel for clarity. There was no discussion on the proposed amendment. | Motion carried.  |
| <b>II.4.a Transfer of Membership</b> | Director Lapidus-Graham stated that this was a request from ANA after their review of the Bylaws. There was no further discussion.                                      | Director Lapidus-Graham motioned to amend <b>II.4.a Transfer of Membership</b> to add “without further payment or refund of dues for the remainder of the membership year.” Seconded by Director Pollard. Motion carried   |
| <b>II.5.h Membership Rights</b>      | Chair Drake reviewed the proposed changes.  | Director Pollard motioned to add back the stricken language from the proposed amendment to make the final wording “and other rights as provided for under common parliamentary or statutory law and exercise such other rights as set forth in these Bylaws.” Seconded by Kathleen Kelley. Director Pollard stated this was another recommended change from ANA. There was no further discussion on the amendment. Motion carried (one nay). |
|                                      | Edward Pajarillo stated that this would allow us to move more quickly through non-contentious amendments,   | It was motioned by Edward Pajarillo and seconded by Juanita Hunter that the  |

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|  | allow for more discussion on those that are, and facilitate voting at the end. Secretary Slater spoke against the motion, stating that if there were any contentious issues, it could cause the entire document to fail so it would be better to do it one by one to get those non-contentious issues approved. | membership ratify the entire Bylaws proposals and not individual proposed amendments. Motion failed (18 yay votes).   |
| <b>II.7 Disciplinary Action and Appeal</b> | Chair Drake reviewed the proposed changes. She stated that legal guidance suggested the wording be strengthened and also separate the body that first decides the disciplinary action with the one deciding the appeal. There was no further discussion on the proposed amendment.                              | Motion carried.   |
| <b>III.1 Organizational Affiliates</b>     | Chair Drake reviewed the proposed changes, which included removing some redundant language. There was no further discussion on the proposed amendment.  | Motion carried.   |
| <b>II.5.h Membership Rights</b>            | There was no further discussion on the proposed amendment.  | Point of Ordered called by Secretary Slater stating that the membership voted on the amendment to the proposed bylaws change offered by Director Pollard for <b>II.5.h</b> but the membership didn't vote on the final proposed amendment. Motion carried (one nay vote). |
| <b>IV.3.d Meetings</b>                     | Chair Drake reviewed the proposed changes, stating that the sections were reordered to make the process listed chronologically as well as address minimum and maximum time frames for notification of meetings. There was no further discussion on the proposed amendment.                                      | Motion carried.   |

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| <b>V.1 Definition</b>                 | Chair Drake reviewed the proposed changes, removing that the Board is a corporate body and adding that it is responsible to members. There was no further discussion on the proposed amendment.                             | Motion carried.                 |
| <b>V.2 Composition</b>                | Chair Drake reviewed the proposed changes. There was no further discussion on the proposed amendment.   | Motion carried.                 |
| <b>V.4 Accountability</b>             | Chair Drake reviewed the proposed changes, again reiterating that the Board is accountable to the membership. There was no further discussion on the proposed amendment.  | Motion carried.                 |
| <b>V.5.a Responsibilities</b>         | Chair Drake reviewed the proposed changes. There was no further discussion on the proposed amendment.   | Motion carried.                 |
| <b>V.5.d Responsibilities</b>         | Chair Drake reviewed the proposed changes. The new wording emphasizes that all steps must be taken. There was no further discussion on the proposed amendment.  | Motion carried.                 |
| <b>V.5.g / V.5.h Responsibilities</b> | Chair Drake reviewed the proposed changes. There was no further discussion on the proposed amendment.   | Motion carried.                 |
| <b>V.5.i / V.5.j Responsibilities</b> | Chair Drake reviewed the proposed changes, which included combining the current “i” and “j” into a new “i”. Further numbering will be adjusted. There was no further discussion on the proposed amendment.                  | Motion carried.                 |
| <b>V.5.l Responsibilities</b>         | Chair Drake reviewed the proposed changes, which will be the new “k”. There was no further discussion on the proposed amendment.  | Motion carried.                 |
| <b>V.5.m Responsibilities</b>         | Chair Drake reviewed the proposed change of deleting the original “m” as it is redundant to the Disciplinary Action under <b>II.7</b> . Further numbering will be adjusted. There was no further discussion on the proposed | Motion carried.                 |



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|                                  | amendment.  |   |
| <b>V.6.b Terms of Office</b>     | Chair Drake reviewed the proposed changes, which clarified the language for term limits and term completion. There was no further discussion on the proposed amendment. | Motion carried.   |
| <b>V.7 Qualifications</b>        | Chair Drake reviewed the proposed changes. There was no further discussion on the proposed amendment.   | Motion carried.   |
| <b>V.9.a Duties of Officers</b>  | Secretary Slater stated this was at the request of ANA to include representation to the newly formed Leadership Council at ANA.   | Secretary Slater motioned to amend <b>V.9.a Duties of Officers</b> to add “as well as the voting representative of ANA-NY to the Leadership Council.” Seconded by Director Pollard.                                       |
|                                  | Secretary Slater confirmed that we were not referring to the Treasurer but to the President.  | Point of Clarification by Mary Finnin asking about the role of the Treasurer in this.   |
|                                  | There was no further discussion on the proposed amendment.  | Motion carried.   |
| <b>V.9.d Duties of Officers</b>  | Chair Drake reviewed the proposed changes. There was no further discussion on the proposed amendment.   | Motion carried.   |
| <b>V.11.c Executive Director</b> | Chair Drake reviewed the proposed changes. There was no further discussion on the proposed amendment.   | Motion carried.   |
| <b>V.11.e Executive Director</b> | Director Read stated this was another recommended revision by ANA to add the new Leadership Council.  | Director Read motioned to add an item “e” under <b>V.11 Executive Director</b> to read “The Executive Director, or designee, is one of ANA-NY’s two representatives to the ANA Leadership Council.” Seconded by Treasurer |

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|                        |  | Florkiewicz.   |
|                        | President Mancuso clarified that was correct.  | Point of Clarification by Mary Finnin asking if this was the former constituent assembly.  |
|                        | There was no further discussion on the proposed amendment.   | Motion carried.  |
| <b>V.12.b Meetings</b> | Chair Drake reviewed the proposed changes, highlighting that this changes the fault for lack of receipt to the member providing the email address. |  |
|                        | Chair Drake reiterated that the Committee felt the decision of what email address to provide should rest on the shoulders of the individual.       | Mary Finnin asked if this could specific a personal email address. For one, messages often go to spam with work email addresses. Second, if disciplinary issues are being discussed on private employer emails, that private employer could have access to the content of those email addresses. |
|                        |  | Past President Mahoney stated that this particular article is for the Board and not general membership and it is up to Board members to provide accurate email addresses.  |
|                        |  | Ann Tahaney provided an example of how she had used her work email to report something. However, when she went back to review the emails, they had been deleted by the employer.   |

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|  |   | Diane Dwyer stated that at work the company has the right to go back and look at any emails, making our business not private (or adding risk for exposure). |
|  | There was no further discussion of the proposed amendment.  | Motion carried (with seven nays).   |
|  |   | Point of Order by Juanita Hunter asking the President to please repeat the full motion before calling for a vote.   |
| <b>V.12.d Meetings</b>                                 | Chair Drake reviewed the proposed changes.  |   |
|  |   | Secretary Slater reiterated that phone meetings still “meetings of the Board” and thus a unanimous vote is not required.                                    |
|  | There was no further discussion on the proposed amendment.  | Motion carried.   |
| <b>V.12.e Meetings</b>                                 | Chair Drake reviewed the proposed changes, which included deletion of “e” and renumbering appropriately. There was no further discussion on the proposed amendment. | Motion carried (one abstention).  |
| <b>V.12.f Meetings</b>                                 | Chair Drake reviewed the proposed changes, with the original “f” also being changed to a new “e”. There was no further discussion on the proposed amendment.        | Motion carried.   |
| <b>V.14 Removal of Directors-at-Large and Officers</b> | Chair Drake reviewed the proposed addition of section <b>V.14</b> . There was no further discussion on the proposed amendment.                                      | Motion carried (one abstention).  |
| <b>VI.1 Standing Committees of</b>                     | Chair Drake reviewed the proposed changes. There was no further discussion on the proposed amendment.   | Motion carried.   |

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| <b>ANA-NY</b>           |  |   |
| <b>VI.2 Appointment</b> | Chair Drake reviewed the change in title to Standing Committee Leadership and how chairs are selected. There was no further discussion on the proposed amendment.  | Motion carried.   |
| <b>VI.3 Attendance</b>  | Chair Drake reviewed the proposed changes. There was no further discussion on the proposed amendment.  | Motion carried.   |
| <b>VI.6 Functions</b>   | Chair Drake reviewed the proposed addition for the functions of the Audit Committee under a new “a”, as required by the New York State and Washington, DC not-for-profit requirements.   |   |
|                         | Mary Finnin stated that the law states that the treasurer can participate but not serve as the chair. Marilyn Dollinger spoke against the motion as other boards on which she has worked required total separation between those on the finance committee and those on the audit committee. Mary Finnin responded that the way corporations are run today that much of the work is done by staff, independent of the President and Treasurer, so there would be no conflict. Deb Elliot stated that Mary Finnin is correct based on the New York State Revitalization Act. | Mary Finnin motioned to remove the phrase “Neither President or Treasurer may serve on this committee.” Seconded by Winnie Kennedy.   |
|                         |  | Deb Elliot proposed a friendly amendment to have the language remain but add “as chair” so that it reads “Neither President or Treasurer may serve as chair on this committee.” Mary Finnin agreed to the |

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|                         |   | friendly amendment.  |
|                         | Chair Drake reiterated that the President is an ex-officio, non-voting member of all committees so participates on the Audit Committee without a vote. She also stated that the purpose of the audit committee is to oversee the actions of the finance committee. So she feels that someone involved in financial management of the organization should not be on the Audit Committee. Mary Finnin stated that all Board members have responsibility for oversight of finances. Past President Mahoney agreed with Chair Drake and with this process there is no apparent deceit and nothing challengeable. Debra Wolff stated that one of her boards had the same issue and they felt the Treasurer should not be on the Audit Committee. | Mel Callahan called the question, which was seconded. Motion carried (with two nays).  |
|                         | President Mancuso called the vote on Mary Finnin's proposed amendment.  | Motion failed (twenty-one ayes).   |
|                         |   | Yvonne Johnston called attention to the typographical error for a.5. Executive Director Santelli stated that had already been corrected. |
|                         | There was no further discussion on the initial proposed amendment for <b>VI.6</b> and the addition of the audit committee.  | Motion carried (with seven nays and one abstention).   |
| <b>VI.6.a Functions</b> | Chair Drake reviewed the proposed changes for the Bylaws Committee functions, also the change in numbering to "b".  | Motion carried (with one nay).   |

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|                              | Director Record stated this was a request from ANA for revision. There was no further discussion on the proposed amendment.  | Director Record motioned that the phrase “and reviewed by the ANA Committee on Bylaws for harmony with the ANA Bylaws, then” after “review by the Board of Directors”. Seconded by Director O’Brien. Motion carried. |
|                              | There was no further discussion on the proposed amendment as amended.  | Motion carried.  |
| <b>VI.6.b Functions</b>      | Chair Drake reviewed the proposed changes for the Finance Committee functions, also the change in numbering to “c”. There was no further discussion on the proposed amendment.                   | Motion carried.  |
| <b>VI.6.c Functions</b>      | Chair Drake reviewed the proposed changes for the Legislation Committee functions, also the change in numbering to “d”. There was no further discussion on the proposed amendment.               | Motion carried.  |
| <b>VI.6.d Functions</b>      | Chair Drake reviewed the proposed changes for the Nominations and Elections Committee functions, also the change in numbering to “e”. There was no further discussion on the proposed amendment. | Motion carried.  |
| <b>VI.7 Other Committees</b> | Chair Drake reviewed the proposed addition of <b>VI.7</b> related to other ANA-NY committees. There was no further discussion on the proposed amendment.   | Motion carried.  |
| <b>VII.1 Nominations</b>     | Chair Drake reviewed the proposed changes.   |  |
|                              | Mary Finnin felt that members of the Committee should be able to run for and serve as representatives to ANA’s Membership Assembly. Chair Drake stated that this                                 | Mary Finnin motioned to insert “except for ANA Membership Assembly Representative” after “No member of the   |

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|   | position is not included in the Bylaws amendment, which states that they cannot run for elected “office” officers are defined in the Bylaws and do not include representatives. Director O’Briend stated that she does not think that people on the Committee should be allowed on the ballot at all. Mary Finnin reiterated her disagreement. Secretary Slater also stated he felt they should not be on the ballot at all, otherwise they could stack the ballot for ANA representative with only members of the Committee. | Nominations and Elections Committee may run for elected office”. Seconded by Cecelia Mulvey.   |
|   |   | Past President Mahoney called the question. Motion was seconded. Motion carried (with one nay).  |
|   | President Mancuso called for the vote on the Mary Finnin motion.  | Motion failed (only 18 ayes with one abstention).  |
|   | There was no further discussion on the original proposed amendment in <b>VII.1</b> .  | Motion carried (one abstention).   |
| <b>Recess<br/>Friday, September 15, 2017</b>      | President Mancuso called for a motion to recess.  | It was motioned and seconded to recess the General Assembly until the next morning session. Motion carried. President Mancuso recessed the meeting at 4:55 pm on Friday, September 15, 2017. |
| <b>Reconvene<br/>Saturday, September 16, 2017</b> |   | President Mancuso reconvened the General Assembly at 10:10 am on Saturday, September 16, 2017.   |
| <b>IV. Standing Committee Reports</b>             |   |  |

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| <b>b. Bylaws Committee's Report</b>                             | President Mancuso introduced Chair Tanya Drake to complete the Bylaws Committee report.   |  |
| <b>VII.2 Elections</b>  | Chair Drake reviewed the proposed changes. Debra Wolff had a question about what would occur if there is a tie as that is not covered in the Bylaws. She also asked what would occur if a person was voted in but then could not serve. President Mancuso stated that according to the Bylaws that position would be determined vacant and then the Board would appoint someone to that position. In addition, item "e" states that the person must be "eligible and willing to serve". Marilyn Dollinger asked if item "h" would address the tie as it states the Nominations & Elections Committee will resolve any issues. |  |
|   | There was no further discussion on the motion by Director O'Brien.  | Director O'Brien motioned to add a new item "h" stating "If a tie occurs in election results, the winner will be determined by random drawing by the Nominations and Elections Committee." This would also make the current "h" become "i". Seconded by Debra Wolff. Motion carried. |
|   | There was no further discussion on the proposed amendment as amended.   | Motion carried.  |
| <b>VIII.1 Relationship with the American Nurses Association</b> | Chair Drake reviewed the proposed changes. There was no further discussion on the proposed amendment.   | Motion carried.  |



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| <b>VIII.2<br/>Representation</b>  | Chair Drake reviewed the proposed change, which was to delete the entire section. Director O’Brien requested that the membership vote down this proposed amendment, as ANA in their review of the proposed bylaws changes recommended that we retain the original language. There was no further discussion on the proposed amendment. | Motion failed (no ayes). <b>VIII.1.b</b> will be removed as a conforming amendment.   |
| <b>VIII.2<br/>Representation</b>  | Treasurer Florkiewicz stated this was an additional amendment suggested by ANA related to the newly formed Leadership Council at ANA. There was no further discussion on the motion.   | Treasurer Florkiewicz motioned to add a new item “b” as follows:<br>“ANA Leadership Council<br>1. ANA-NY is entitled to two (2) representatives who shall be the President and Executive Director or their designees.<br>2. ANA-NY shall be allowed one (1) vote to be cast by its President or the President’s designee.”<br>Seconded by Secretary Slater. Motion carried. |
| <b>IX. Insurance</b>              | Chair Drake reviewed the proposed addition, which was added on the advice of legal counsel. There was no further discussion on the proposed amendment.   | Motion carried.   |
| <b>IX. Amendments</b>             | Chair Drake reviewed the proposed changes, including the change in numbering to “X”. There was no further discussion on the proposed amendment.  | Motion carried.   |
| <b>X. Parliamentary Authority</b> | Chair Drake reviewed the proposed changes, including the change in numbering to “XI”.  |   |

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|                                   | President Mancuso stated that would need to be looked into and can be addressed next year, if needed.   | Point of Information by Karen Ballard asking if wording should be included to address a document about doing business in the State of New York.                |
|                                   | There was no further discussion on the proposed amendment.  | Motion carried.  |
|                                   |   | Point of Privilege by Past President Mahoney, who thanked the Bylaws Committee as well as the Board for the painstaking work that was done in these revisions. |
| <b>V. Other Committee Reports</b> | <p>President Mancuso stated that reports for other committees were available in the Book of Reports. She informed the membership of the new addition of the Audit Committee, chaired by Claire Murray, and also recognized the committee chairs as follows:</p> <ul style="list-style-type: none"> <li>• Annual Meeting: Pat Hurd</li> <li>• Future Nurse Leader: Ann Purchase</li> <li>• Membership: Juanita Hunter</li> <li>• Nursing Education: Toby Bressler</li> <li>• Social Media: Ann Tahaney</li> <li>• Strategic Planning: Joanne Lapidus-Graham</li> </ul> <p>President Mahoney asked if there were any questions for any of the committees.</p> |  |
|                                   |   | Point of Clarification by Past President Mahoney to have her name added to the Annual Meeting Committee.   |

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|                              |   | Point of Privilege by Director O'Brien to recognized Pat Hurd for the outstanding job she has done with the Annual Meeting Committee over the last four years.   |
|                              |   | Point of Privilege by Tanya Drake to state that although the Bylaws Committee does a lot of work, it is over the phone and really just at the beginning of the year so it is a great committee to work on. |
| <b>VI. Other Business</b>    |   |  |
| <b>a. Nightingale Pledge</b> | <p>President Mancuso recognized Secretary Slater, who read the Nightingale Pledge and let the membership in a moment of silence for the nurse colleagues who we lost over the last year. President Mancuso asked if there were any personal recognitions for those lost. They included:</p> <ul style="list-style-type: none"> <li>• Juanita Hunter – Marilyn Johnson from SUNY Buffalo. Juanita read the pledge at her funeral and the family was honored that she did. The pledge helps engage others in what nurses do.</li> <li>• Betty Mahoney – Louise Fitzpatrick from Teachers College and Villanova.</li> <li>• Maryann Sharpe-Cassese – Mary Lyman from Dutchess Community College and Vassar Brothers Medical Center.</li> <li>• Maria Agno – Lucia Cuomo</li> <li>• Ed Pajarillo – Edgardo Abuelos from New York</li> </ul> |  |

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|   | <p>Presbyterian.</p> <ul style="list-style-type: none"> <li>• Madeline Naegle – Dr. Mary Rosedale from NYU Meyers after a long battle with cancer.</li> <li>• Elisa Mancuso – Dr. Adele Mitchell from Suffolk County Community College.</li> </ul>   |  |
| <b>b. Board Recognition</b>                               | <p>President Mancuso recognized the outgoing Board members, including Vice President Susan Read, Secretary Larry Slater, Director Joanne Lapidus-Graham, Director Mary Lee Pollard, and Director William Donovan.</p>  |  |
| <b>VII. New Business</b>                                  | <p>President Mancuso asked the membership if there was any new business. The membership had none.</p>  |  |
| <b>a. Presidential Recognition</b>                        | <p>President Mancuso recognized Marilyn Dollinger with a plaque as thanks for all of her work on legislative issues and also serving as a mentor for her. She also recognized Secretary Slater with a plaque for his outstanding service and dedication to ANA-NY and serving as her support.</p>  |  |
| <b>VIII. Nominations &amp; Elections Committee Report</b> | <p>President Mancuso recognized Chair Winnie Kennedy to provide her report. Chair Kennedy recognized members of the committee. She stated that there were a lot of great candidates this year and the results were close, but participation in the election remains low, with only about 2% of the membership voting. She reported on the newly elected positions including:</p> <ul style="list-style-type: none"> <li>• Vice President: Joanne Lapidus-Graham</li> <li>• Secretary: Tanya Drake</li> <li>• Directors-at-Large: Keith Honrbrook; Ann</li> </ul> | <p>President Mancuso declared the results final.</p> |

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|                           | <p>Fronczek, Mary Lee Pollard</p> <ul style="list-style-type: none"> <li>• Membership Assembly Representatives: Larry Slater; Kimberly Velez; Donna Florkiewicz; Toby Bressler</li> <li>• Nominations &amp; Elections Committee: Coretta Killikelly (Chair); Jeff Schwertfeger; Christine Verni; Tara Millson</li> </ul>  |  |
| <b>IX. Oath of Office</b> | President Mancuso called all newly elected members to the front and led them in their oath of office.   |  |
| <b>X. Closing Remarks</b> | <p>President Mancuso provided closing remarks. She thanked Pat Hurd for a great annual meeting. She thanked Executive Director Santelli and Program Associate Jamilynne Myers. She thanked the membership for their attendance and participation, which helps us identify what we need to do to grow. For this year, President Mancuso would like to focus on how we can facilitate our organizational affiliates to become more engaged and collaborative. She thanked our speakers, which presented on not only how to provide the best care and still legally protect ourselves, but also on staying healthy and being role models for our patients and their families. She charged everyone present with getting other nurses to become ANA and ANA-NY members and to get more involved. She stated that we need to hear from seasoned as well as new nurses.</p> |  |
| <b>XI. Adjournment</b>    | President Mancuso called for a motion to adjourn the 2017 General Assembly Business Meeting.  | It was motioned and seconded to adjourn the meeting. Motion carried. President |

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|                    |                   | Mancuso adjourned the meeting at 11:10 am. |

Submitted by 2016-2017 Secretary, Larry Slater.  
Original minutes taken by Tara Kayser.