American Nurses Association

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BYLAWS
of the American Nurses Association
as Amended June 27, 2026

CERTIFICATE OF INCORPORATION. AMERICAN NURSES ASSOCIATION 2

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CERTIFICATE OF INCORPORATION
AMERICAN NURSES ASSOCIATION

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

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

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

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

STATE OF PENNSYLVANIA, PHILADELPHIA COUNTY SS:

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

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

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

ARTICLE I
Name, Purposes, and Functions

SECTION 1. Name

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

SECTION 2. Purposes

a. The purposes of ANA shall be to—

1) Work for the improvement of health standards and the availability of healthcare services for all people, and

2) Foster high standards of care for nursing, and

3) Advocate for workplace standards that foster safe patient care and support the profession, and

4) Stimulate and promote the professional development of nurses and advance their welfare.

b. These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

c. The purposes of ANA do not include dealing with employers concerning grievances, labor disputes, wages, rates or pay, or other terms or conditions of employment.

SECTION 3. Functions

The functions of ANA shall be to—

a. Establish standards of nursing practice, nursing education, and nursing services.

b. Establish a code of ethical conduct for nurses[1].

c. Ensure a system of credentialing in nursing.

d. Initiate, influence, and advocate for legislation, governmental programs, national health policy, and international health policy.

e. Support systematic study, evaluation, and research in nursing.

f. Serve as the central agency for the collection, analysis, and dissemination of information relevant to nursing.

g. Promote and protect the welfare of nurses, including supporting their wellness and self-care.

h. Provide leadership in national nursing and, through appropriate channels, in international nursing.

i. Provide for the professional development of nurses.

j. Support access to professional opportunities and belonging for all nurses.

k. Provide to constituent and state nurses associations (C/SNAs) and the Individual Member Division (IMD) and Organizational Affiliates (OAs) member support.

[1] Code of Ethics for Nurses with Interpretive Statements

l. Maintain communication with members C/SNAs, the IMD, and Organizational Affiliates.

m. Assume an active role as consumer advocate.

n. Represent and speak for the nursing profession with allied health groups, national and international organizations, governmental bodies, and the public.

o. Protect, promote, and advocate for the advancement of human rights related to health care and nursing.

ARTICLE II
Membership and Affiliations

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

SECTION 1. Constituent and State Nurses Associations (C/SNAs)

a. *Definition*

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

b. *Qualifications*

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

1) Is composed of individual members and may include organizational members/affiliates.

2) Is a nonprofit under 501(c) as defined by Internal Revenue Service.

3) Has articles of incorporation or a constitution and bylaws that govern its individual members and regulate its affairs that are harmonious with the ANA bylaws.

4) Has stated and demonstrated purposes and functions harmonious with those of ANA.

5) Provides that each of its individual members who is a registered nurse (RN) and/or licensed practical or vocational nurse (LPN/LVN)[1] C/SNA & ANA Member has been granted a license to practice 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. A "RN C/SNA & ANA" Member is a RN member of the C/SNA who is also a member of ANA. A "LPN/LVN C/SNA & ANA Member" is an LPN/LVN member of the C/SNA who is also a member of ANA.

6) May, in accordance with its policies and procedures, include in its membership the RN and/or LPN/LVN in recovery who has surrendered a license to practice or has retired and/or no longer chooses to practice, but whose license was in good standing with their licensing board at the time the nurse made the decision not to maintain an active license.

7) Provides that each of its organizational members or affiliates—

a. Has a mission and purpose harmonious with the C/SNA.

[1] PROVISIO: At the annual meeting of the 2025 Membership Assembly, the Membership Assembly will vote on the addition of licensed practical or vocational nurses (LPN/LVN) as members of ANA. If the Membership Assembly approves the addition of LPNs/LVNs as ANA members, then the changes related LPNs/LVNs members shall go into effect no later than July 1, 2027 to allow time for 1) CSNAs to make necessary modifications to their bylaws and 2) review, and, if necessary, amend ANA's dues policy in connection with this change.

b. Has a governing body composed of a majority of RNs, and, if applicable, LPNs/LVNs. This shall not preclude the participation of organizations of associate nurses. The rights and privileges of the organizational members or affiliates shall be determined by and limited to the participation in the C/SNA.

8) With the exception of a federal nurses association and a U.S. overseas nurses association, serves a geographic area such as a state or territory of the United States, any combination thereof, foreign country, or region of the world, where there is no other recognized C/SNA.

9) Maintains a membership that meets the qualifications in these bylaws, unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

10) Is not delinquent in paying dues to ANA.

11) Has membership open to all RNs, and, if applicable, to all LPNs/LVNs.

c. *Responsibilities*

1) The bylaws of each C/SNA shall—

a. Comply with federal laws and the laws of their own state or territory.

b. Provide for the obligation of the C/SNA to pay dues to ANA in accordance with policies adopted by the Membership Assembly.

c. Provide for the RN C/SNA &ANA Members, and, if applicable, LPN/LVN Members to elect representatives and alternates to the Membership Assembly according to provisions of these bylaws.

d. In compliance with applicable laws, protect each individual member's right to participate in the C/SNA and/or ANA.

e. Specify the obligations of individual members.

f. Provide for disciplinary action and an appeal procedure for individual members pursuant to common parliamentary and statutory law.

g. Provide for the recognition of disciplinary action taken by any C/SNA against its individual member.

h. Provide for official recognition of constituent associations of the C/SNA.

i. Provide that additional dues shall not be required from nor refunded to individual members transferring from another C/SNA if the individual member has made full payment of dues.

2) Each C/SNA shall—

a. Apprise individual RN C/SNA & ANA Members, or LPN/LVN C/SNA & ANA Members, if applicable, of the C/SNA of their right to—

i. Receive the ANA member periodical.

ii. Be a candidate for ANA elective and appointive positions in accordance with these bylaws and applicable policies.

iii. Participate in the election of C/SNA representatives to the ANA Membership Assembly in accordance with these bylaws.

iv. Attend the meetings of the ANA Membership Assembly and other unrestricted ANA activities.

b. Require that all individual RN members, and, to the extent permissible, LPNs/LVNs of the C/SNA, abide by the Code of Ethics for Nurses, and that RN C/SNA & ANA Members, and, if applicable, LPNs/LVNs also abide by applicable ANA bylaws.

c. Submit current bylaws and proposed amendments for review by ANA Committee on Bylaws.

d. Comply with contractual agreements, if any, and statements of understanding between the C/SNA and ANA.

e. Require a two-thirds (2/3) vote of the entire RN C/SNA & ANA Members, and, if applicable, LPN/LVN ANA & C/SNA Members for disaffiliation from ANA.

d. *Rights*

Provided that C/SNA complies with Article II, Sections 1.a., b., and c., each C/SNA shall be entitled to—

1) Distribute the ANA member periodical to its individual RN C/SNA & ANA Members, and, if applicable, LPN/LVN C/SNA & ANA Members.

2) Hold voting seats in the Membership Assembly.

3) Submit professional policy proposals and bylaws amendments for consideration by ANA.

4) Establish individual in-state only membership options, contingent upon agreement between the C/SNA and ANA for residents of that state. This in-state only member shall not be entitled to representation at the Membership Assembly or other benefits of ANA member status.

SECTION 2. Organizational Affiliates

a. *Definition*

An organizational affiliate of ANA—

1) Is an organization that represents the interests of RNs and/or LPNs/LVNs that meets criteria established by the ANA Membership Assembly.

2) Does not take action counter to the interests of ANA or any of the C/SNAs or the IMD.

3) Has been granted organizational affiliate status by the ANA Board of Directors.

b. *Qualifications*

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

c. *Responsibilities*

Each organizational affiliate shall—

1) Maintain a mission and purpose harmonious with the purposes and functions of ANA.

2) Pay an affiliation fee to ANA.

d. *Rights*

Each organizational affiliate shall be entitled to—

1) One representative in the ANA Membership Assembly who is a RN and/or LPN/LVN participant and who is a member of a C/SNA or the IMD and who shall be eligible to vote on all matters voted on by the ANA Membership Assembly except the setting of membership dues and the amendment of bylaws.

2) Representation at the annual meeting of the ANA Membership Assembly by the chief staff

officer of the organizational affiliate, who shall have a courtesy seat with voice but no vote.

3) Make reports or presentations to the Membership Assembly within its area of expertise, including the presentation of action reports.

4) Submit professional policy proposals for consideration by ANA.

5) Submit the names of qualified RNs and/or LPNs/LVNs members as nominees for appointment to serve on committees, task forces, ad hoc groups, and as ANA representatives to external groups.

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

SECTION 3. Individual Members

a. *Definition*

1) An individual member shall be an RN or LPN/LVN who—

a. elects to join ANA directly. This membership option is contingent upon the agreement between the C/SNA and ANA; or

b. resides or works where there is no C/SNA and elects to join ANA directly; or

c. is a full member of a C/SNA and therefore holds concurrent membership in ANA.

2) The ANA members, who elect to join ANA directly pursuant to subsections 1.a and 1.b above, shall constitute the IMD.

b. *Qualifications*

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

To be qualified as an individual member—

1) Must have been granted a license to practice as a RN or LPN/LVN in at least one state or territory of the United States and not have a license under suspension or revocation in any state or otherwise be entitled by law to practice.

2) May, in accord with the IMD policies and procedures, be a RN or LPN/LVN in recovery who has surrendered a license to practice or a RN or LPN/LVN 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.

c. *Responsibilities*

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

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

d. *Rights*

Each individual member shall be entitled to—

1) Representation at the Membership Assembly through the IMD, which shall elect officers and representatives to the Membership Assembly and alternates by secret ballot elections.

2) All other benefits of member status.

3) Submission through the IMD of professional policy proposals and bylaws amendments for consideration by ANA.

ARTICLE III
Membership Assembly

SECTION 1. Authority

The Membership Assembly is the governing and official voting body of ANA. It shall identify and discuss issues of concern to members and provide direction to the ANA Board of Directors. The Membership Assembly provides stewardship for the profession through the creation of policy and positions that support the purposes of ANA. The Membership Assembly shall not have the authority to create standing or ad hoc committees, boards, councils, work groups, or professional issues panels.

SECTION 2. Responsibilities

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

a. Determine policy and positions for ANA.

b. Advise the ANA Board of Directors on environmental trend data related to professional nursing issues.

c. Engage in environmental scanning to advise the ANA Board of Directors.

d. Recommend to the ANA Board of Directors the need for professional issues panels and provide feedback to convened professional issues panels.

e. Participate in the review of all ANA position statements during the public comment period.

f. Elect eligible members to the ANA Board of Directors.

g. Elect eligible members to the Nominations and Elections Committee pursuant to Article VII, Section 2.e.

h. Adopt and maintain bylaws.

i. Establish the dues and dues policy.

j. Consult with the ANA Board of Directors on issues affecting the C/SNAs and the IMD.

k. Recommend policies, positions, and programmatic budgetary priorities to the ANA Board of Directors.

l. Promote the implementation of ANA policies and positions by C/SNAs and the IMD.

m. Establish rules of procedure for meetings of the Membership Assembly.

SECTION 3. Composition

a. The Membership Assembly shall be comprised of—

1) A total of 200 representatives, including two representatives elected from each C/SNA and the IMD, and an additional number of representatives elected from each C/SNA and the IMD in accordance with the apportionment policy applicable to representation at the Membership Assembly.

2) One representative from each of ANA's organizational affiliates, and the ANA Board of Directors.

b. The representatives from each C/SNA and the IMD shall be duly elected by secret ballot by the

members of the constituent or state organization or the IMD.

c. Membership Assembly representatives must be members of ANA who met and maintained the requirements to be a member of the C/SNA or the IMD and current with their membership dues obligations ("Good Standing").

d. The Membership Assembly shall also include the following, who shall have courtesy seats with voice but no vote:

1) Past presidents of ANA.

2) Presidents/chairpersons or designees of the American Nurses Credentialing Center (ANCC), American Academy of Nursing (AAN), and American Nurses Foundation (ANF).

3) Chief staff officer of the C/SNA, the IMD, and ANA's Organizational Affiliates.

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

5) Additional members at the discretion of the ANA President.

SECTION 4. Apportionment

a. Voting in the Membership Assembly shall be by weighted vote and there shall be a total of 400 votes allotted to the C/SNAs and the IMD. Each C/SNA and the IMD shall be entitled to two votes and the remainder of the votes shall be allocated proportionately, based on ANA's apportionment policy. If a new C/SNA is recognized by the ANA Board of Directors between the time that the C/SNAs are provided their allotment of votes and the time that the next Membership Assembly meeting takes place, a base level of two votes shall be allocated to that C/SNA as long as the total number of votes of the C/SNAs and the IMD does not exceed 400.

b. Organizational affiliates shall be entitled to one vote on all matters considered by the ANA Membership Assembly except the setting of dues and the amendment of bylaws.

c. Each member of the ANA Board of Directors shall have one vote.

d. In accordance with ANA policies, the C/SNAs and the IMD shall be notified in writing of any proposal to change the apportionment policy at least 60 days prior to the meeting of the Membership Assembly.

SECTION 5. Terms of Office and Term Limits

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

SECTION 6. Vacancies on the Membership Assembly

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

SECTION 7. Removal from Membership Assembly

a. According to its policies, a C/SNA, IMD, or Organizational Affiliate may remove its Membership Assembly representatives from office, or.

b. ANA may remove a Membership Assembly representative if they are no longer in Good Standing of ANA or in violation of the Code of Conduct for the Membership Assembly, in which case the individual shall not be recognized by ANA, shall have no voice or vote in the business of the ANA Membership Assembly.

SECTION 8. Meetings

a. The Membership Assembly shall hold one meeting per year for which ANA shall pay expenses consistent with ANA's expense policy. Additional meetings shall be called by the ANA President with at least a 90-day notice for in-person meetings.

b. A quorum for transaction of business by the Membership Assembly shall consist of 50% of the total C/SNA and IMD representatives and three members of the Board of Directors, one of whom is the ANA President or Vice President.

c. The time and place of the meeting shall be determined by the Board of Directors.

d. A special meeting of the Membership Assembly may be called by a two-thirds (2/3) vote of the Board of Directors or upon the written request of a majority of the combined C/SNAs and the IMD, and shall be called by the President.

e. At the discretion of the Board of Directors, a special meeting may be convened by means other than a face-to-face meeting, including electronic means.

ARTICLE IV
Board of Directors

SECTION 1. Authority

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

SECTION 2. Composition

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

a. There shall be four officers: President, Vice President, Secretary, and Treasurer.

b. Unless otherwise stipulated in policy, the President shall preside over the Board of Directors and shall be an ex officio member without vote of all board and Membership Assembly Committees, with the exception of the Nominations and Election Committee, of which the President shall not be a member.

c. There shall be five directors elected at-large, one of whom shall be designated for a staff nurse;[2] one of whom shall be designated for a recent graduate of an RN or LPN/LVN licensure program[3]; and, one seat will prioritize an LPN/LVN. In the event there are no LPN/LVN candidate(s), then an RN will be elected to that seat.

d. The ANA Board of Directors shall provide a liaison seat without vote to a representative of the organizational affiliates, who shall be an RN or LPN/LVN C/SNA & ANA Member or IMD member.

SECTION 3. Responsibilities

The ANA Board of Directors shall—

a. Exercise the corporate responsibility and fiduciary duties of ANA consistent with applicable provisions of law.

b. Review and approve the Code of Ethics for Nurses, the scope and standards of nursing practice, and the scope and standards of practice for various ANA-recognized nursing specialties.

c. Establish and provide for implementation of ANA policies and positions approved by the Membership Assembly.

d. Establish policies and procedures for the transaction of business, coordination of ANA activities, and operation and maintenance of a national headquarters.

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

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

e. Establish financial policies and procedures, adopt the budget, submit all books annually to a certified public accountant for audit, and present an annual financial statement to the ANA membership and the Membership Assembly.

f. Establish policies and procedures for approving publications and other printed materials prior to their distribution.

g. Establish policies and procedures for the collection, analysis, and dissemination of information.

h. Establish policies and procedures for nominations and elections.

i. Except as otherwise specified in these bylaws, create and dissolve standing, special and ad hoc committees, councils, boards, and other entities of the Board as deemed necessary to conduct ANA's business and define the purpose and authority of such entities.

j. Establish ANA affiliations with state and multi-state nurses associations and other organizations that affiliate with ANA.

k. Dissolve ANA affiliations with state and multi-state nurses associations and other organizations that affiliate with ANA, in accordance with Board policy. Such policy shall provide for (i) notice to the affiliate; (ii) a hearing before an impartial hearing panel; (iii) a required vote of two-thirds (2/3) of the Board to confirm disaffiliation following receipt of the hearing panel's recommendations; and (iv) the right of the affiliate to appeal to an impartial appeals body, which shall have final authority to uphold or reverse the disaffiliation decision. In case of appeal, the Board may suspend the affiliate until the appeal is decided.

l. Make appointments and fill vacancies as delegated to the Board in these bylaws.

m. Define qualifications for appointive office unless otherwise specified in these bylaws.

n. Appoint, define the authority and responsibilities of, and annually review the performance of the Chief Executive Officer.

o. Confer membership on those meeting qualifications established in these bylaws.

p. Consult with the Membership Assembly on issues affecting C/SNAs and the IMD.

q. Collaborate with the Membership Assembly in determining services to be offered by ANA to the C/SNAs and the IMD and enter into the appropriate contractual agreements with the C/SNAs and the IMD.

r. Comply with contractual agreements and statements of understanding between ANA and C/SNAs and the IMD.

s. Develop guidelines for the creation and dissolution of multi-state nurses associations and United States of America nurses overseas associations.

t. Grant organizational affiliate status in accordance with these bylaws.

u. Establish fees for organizational affiliates.

v. Establish fees for conventions, specified activities, and services.

w. Control the use of the official ANA insignia and the procurement and sale of replicas thereof.

x. Ensure the maintenance of a national archive for the collection and preservation of documents and other materials that have contributed and continue to contribute to the historical and cultural development of nursing.

y. Provide for ANA liaison or representation at meetings of organizations and of public or governmental agencies.

z. Maintain relationships and collaboration with the National Student Nurses Association.

aa. Constitute the membership of the ANF and function in that capacity as specified in the bylaws of the ANF, including appointing the Board of Trustees of the ANF.

bb. Maintain official membership in the International Council of Nurses.

cc. Appoint members to the Board of Trustees of the American Nurses Association Political Action Committee (ANA-PAC) as specified in the bylaws of ANA-PAC.

dd. Appoint the President and Board of Directors of the ANCC, a separately incorporated subsidiary of ANA, as specified in the bylaws of ANCC.

ee. Receive annual reports from the AAN.

ff. Provide for dissemination of the Code of Ethics for Nurses.

gg. Establish the mechanism to advocate for and protect the human rights and ethical concerns of the nursing profession.

hh. Subject to the ratification of the Membership Assembly by the most expedient means, negotiate and execute mergers or consolidations with organizations or other appropriate groups on such terms and conditions as the ANA Board of Directors considers appropriate.

ii. For the purpose of retaining and/or increasing membership and on a pilot basis, the ANA Board of Directors may establish membership categories, dues rates, and payment options that may differ from Membership Assembly policies and bylaws. Such pilot programs, with the written agreement of involved C/SNAs, shall not exceed the longer of two years from the date the pilot is launched or until the conclusion of the next scheduled Membership Assembly meeting after the completion of the pilot.

kk. Submit professional policy proposals and bylaws amendments for consideration by ANA.

ll. Assume other duties as may be provided for elsewhere in these bylaws and by the Membership Assembly.

SECTION 4. Terms of Office and Term Limits

a. Members of the ANA Board of Directors shall be elected biennially to serve for two years or until their successors are elected.

b. No officer or director shall serve more than two consecutive terms in the same office, or more than eight consecutive years on the ANA Board of Directors. An officer or director who has served one-half (1/2) term, i.e. one calendar year, or more shall be considered to have served a full term.

SECTION 5. Qualifications

a. To be eligible to serve on the ANA Board of Directors, a person shall—

1) Be an RN C/SNA& ANA, LPN/LVN C/SNA & ANA, or IMD member,

2) Not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with ANA, and

3) At the time of their election and for the duration of their term of service, satisfy the qualifications

established by the Nominations and Elections Committee for service on the ANA Board of Directors for the role.

b. To be eligible to be elected to serve on the ANA Board of Directors in the seat designated for astaff nurse, a registered nurse shall meet the definition of a staff nurse as defined under Article IV, Section 2(c) of these Bylaws.

c. To be eligible to be elected to serve on the ANA Board of Directors in the seat designated for arecent graduate, a registered nurse shall meet the definition of a recent graduate as defined under Article IV, Section 2(c) of these Bylaws.

SECTION 6. Executive Committee

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

SECTION 7. Committees, Boards, Councils, Work Groups, Professional Issues Panels

a. Except as otherwise specified in these bylaws, the ANA Board of Directors may establish and dissolve standing and ad hoc committees, boards, councils, task forces, work groups, and ad hoc professional issues panels as deemed necessary to conduct ANA's business; designate and change their charges; and determine their size, member qualifications, and terms.

b. The ANA Board of Directors shall appoint a Committee on Appointments, which shall be charged to recommend the appointment of members to committees, boards, councils, task forces, and work groups necessary to conduct ANA's business as identified by the ANA Board of Directors, except appointments otherwise specified in these bylaws.

c. The ANA Board of Directors shall establish and appoint members to the Finance and Audit Committee(s).

d. The Chief Executive Officer (CEO) shall be responsible for appointing members to serve on professional issues panels and other groups as delegated by the ANA Board of Directors.

SECTION 8. Meetings

a. The ANA Board of Directors shall meet at least twice annually at such time and place as determined by the ANA Board of Directors. Additional meetings may be called by the ANA President or four members of the ANA Board of Directors.

b. Business conducted by the ANA Board of Directors by means other than a face-to- face or conference call meeting shall be in compliance with District of Columbia nonprofit laws.

c. A majority of the ANA Board of Directors, including the ANA President or Vice President, shall constitute a quorum at any meeting of the ANA Board of Directors.

ARTICLE V
Standing Committees

SECTION 1. Definition

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

SECTION 2. Composition

a. The Committee on Bylaws and the Professional Policy Committee shall be composed of seven C/SNA or IMD members appointed by the ANA Board of Directors. The President shall be an ex officio member without vote of the Committee on Bylaws and the Professional Policy Committee.

b. The Nominations and Elections Committee shall be composed of seven C/SNA or IMD members elected by the Membership Assembly.

SECTION 3. Terms of Office and Term Limits

a. Members of the Committee on Bylaws and the Professional Policy Committee shall serve staggered two-year terms or until their successors are appointed. Members shall not serve more than two consecutive terms.

b. Members of the Nominations and Elections Committee shall serve staggered three-year terms or until their successors are elected.

c. The term of office shall begin on January 1.

SECTION 4. Accountability

Standing committees shall be accountable to the Membership Assembly.

SECTION 5. Responsibilities

a. The Committee on Bylaws shall—

1) Interpret these bylaws.

2) Receive, review, revise, and prepare proposed amendments to these bylaws or articles of incorporation, report them to the ANA Board of Directors, and submit them to the Membership Assembly.

3) Review the articles of incorporation and bylaws of an association that applies to ANA for membership status in order to determine conformity with qualifications of C/SNAs and the IMD in these bylaws, and report its findings to the ANA Board of Directors.

4) Review proposed amendments to the bylaws of C/SNAs and the IMD to determine conformity with these bylaws, provide feedback to the C/SNAs and the IMD, and report its findings to the ANA Board of Directors.

5) Receive amended bylaws from the C/SNAs and the IMD that are harmonious with the ANA

bylaws within two (2) years of amendment to or revision of the ANA bylaws. After review, a report of the Committee's findings will be submitted to the Board of Directors.

b. The Professional Policy Committee—

1) Shall receive, review, and report on professional policy proposals submitted for the consideration of the Membership Assembly.

2) Shall provide for hearings or forums on professional policy proposals at meetings of the Membership Assembly.

3) Shall develop procedures for presentation of professional policy proposals to the Membership Assembly for consideration.

4) May recommend action on professional policy proposals to be considered by the Membership Assembly.

c. The Nominations and Elections Committee shall—

1) Seek input from the ANA Board of Directors and the CEO on the needed professional and personal competencies for each election cycle for members of the ANA Board of Directors and the Nominations and Elections Committee.

2) Determine professional and personal competencies deemed minimally necessary for ANA Board of Directors officers and Directors-at-Large and members of the Nominations and Elections Committee.

3) Disseminate a call for nominations that includes needed professional and personal competencies for the current election cycle and provides a reasonable period of time for the submission of nominations.

4) Prepare a slate of, optimally, at least two candidates for each elective office and publish such slate at least 90 days prior to the election date.

5) Present the slate of candidates to the Membership Assembly.

6) Implement the policies and procedures for nominations and elections as established by the ANA Board of Directors and as specified in these bylaws.

7) Assume other responsibilities for nominations as provided for in these bylaws.

ARTICLE VI
Leadership Council

SECTION 1. Authority

The Leadership Council is a representative body that provides informed guidance, advice, and/or recommend proposals on professional issues and organizational matters via collaboration with the ANA Board of Directors. The Leadership Council reports to the ANA Membership Assembly.

SECTION 2. Composition

a. The Leadership Council shall be composed of two representatives from each C/SNA and the IMD, who shall be the president and chief staff officer or their designees. Each C/SNA president or the president's designee shall be a C/SNA-ANA member.

b. The Leadership Council shall elect a Leadership Council Executive Committee composed of a chairperson, a vice chairperson, and three members-at-large from its members.

SECTION 3. Responsibilities

The Leadership Council shall—

1) Discuss, develop, and vote on recommended proposals to the Board of Directors on issues affecting the C/SNAs and the IMD.

2) Develop recommendations on future focused policies, positions, and programmatic budgetary priorities to the Board of Directors and report to the ANA Membership Assembly regarding professional issues and/or organizational matters.

3) Promote the implementation of ANA policies and positions by C/SNAs and the IMD.

SECTION 4. Voting

Each C/SNA and the IMD shall be allowed two votes to be cast by its president/chair and chief staff officer or their designee.

SECTION 5. Meetings

Meetings of the Leadership Council shall be held annually. Special meetings may be called by the Leadership Council Executive Committee and shall be called upon the written request of at least twenty of the combined C/SNAs and the IMD. If a special meeting is called by the Leadership Council Executive Committee, then such meeting request shall be given in writing at least sixty (60) days prior to the meeting date and, at the discretion of ANA, the meeting may be held either face-to-face or virtually.

ARTICLE VII
Nomination, Election, and Removal of Elected Officials

SECTION 1. Nominations

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

b. Individual members of C/SNAs and the IMD shall be considered eligible for only one elective office in ANA at any one time.

c. An individual member of a C/SNA or the IMD who meets the established qualifications for an elective office may declare as a candidate by submitting their application to the Nominations and Elections Committee or his/her designee.

d. The slate of candidates shall be published on the ANA website at least 90 days prior to the meeting of the Membership Assembly. The C/SNAs and the IMD shall be notified of the slate of candidates in writing in accordance with approved policy.

e. All joint (ANA, C/SNA) or individual (IMD) ANA members in good standing are eligible to be nominated for service on the ANA Board of Directors E-Members are not eligible to be nominated for ANA elective office.

f. Members of the Nominations and Elections Committee are not eligible to be nominated for service on the ANA Board of Directors.

g. Individuals shall not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest.

SECTION 2. Elections

a. Elections shall be held at the annual meeting of the Membership Assembly by secret ballot and shall be by electronic or non-electronic means.

b. A majority vote of those present and voting shall constitute an election for officers of the ANA Board of Directors. In the event that a majority vote for an officer position is not accomplished in the first ballot, a runoff election shall be held between the two candidates with the highest number of votes in the initial election.

c. The runoff election will be conducted following the certification of the initial election results.

d. In each case where a candidate withdraws from a national election after the ballots have been prepared, the candidates remaining shall constitute the slate.

e. A plurality vote of those present and voting shall constitute an election for directors of the ANA Board of Directors, and the Nominations and Elections Committee. In case of a tie, the choice shall be by lot.

f. The term of office for all elective offices shall begin on January 1.

SECTION 3. Challenges

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

SECTION 4. Removal of Elected Officials

a. A member of the Nominations and Elections Committee may be removed by the Membership Assembly whenever such action is deemed to be in the best interest of ANA, for other just cause, or the member is no longer in good standing with ANA. Removal of such official requires a majority vote of the Membership Assembly.

b. Any elected member of the ANA Board of Directors may be removed from office by a written petition signed by 2% of the members of ANA on the last annual count and approval of the petition by two-thirds (2/3) of the ANA voting members (voting may occur by electronic or non-electronic ballot), where a quorum is reached.

SECTION 5. Vacancies

a. Vacancies on the Board of Directors

1) The following shall result in a position on the ANA Board of Directors being declared vacant—

i. Absence from two (2) consecutive and/or 25% of regular in-person, telephonic or other electronic meetings of the ANA Board of Directors without justification or excuse.

ii. Participation in less than 90% of the on-line votes without justification or excuse.

2) Such vacancy shall be determined by two-thirds (2/3) of the members present at the meeting of the ANA Board of Directors, provided a quorum is present.

3) A vacancy in any position on the ANA Board of Directors shall be filled in accordance with the following procedures:

i. In the office of the ANA President, the ANA Vice President shall automatically become President for the remainder of the term.

ii. In the office of Vice President, Secretary, Treasurer, or Director not holding a seat designated for a staff nurse or a recent graduate, the ANA Board of Directors shall fill the vacancy by appointment and the individual appointed shall serve for the unexpired portion of the term.

4) In the event that a person holding a seat designated for a staff nurse no longer meets the definition of a staff nurse, the Board position held by that member shall be declared vacant, unless the occupant has less than one year remaining in his/her term of office. In the event of a declared vacancy, the position shall be filled by appointment of an eligible staff nurse until the next meeting of the Membership Assembly, when such vacancy shall be filled by election.

b. Vacancies on Standing Committees

1) Absence from two consecutive committee meetings without justification or excuse shall because for declaring a vacancy in the position. Such vacancy shall be determined by two-thirds (2/3) of the committee members present and voting at a meeting, provided a quorum is present.

2) A vacancy on the Committee on Bylaws and the Professional Policy Committee shall be filled by the ANA Board of Directors.

3) A vacancy on the Nominations and Elections Committee shall be filled by the candidate receiving the highest number of votes in the immediate past election. Should no candidates be available, the vacancy shall be filled by appointment by the ANA Board of Directors after consultation with the Nominations and Elections Committee.

ARTICLE VIII
Dues

SECTION 1. Amount of Dues

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

SECTION 2. Notification of Change

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

SECTION 3. Vote

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

SECTION 4. Payment

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

ARTICLE IX
National Office

SECTION 1. National Office

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

SECTION 2. Chief Executive Officer

a. The ANA Board of Directors shall delegate to the CEO the authority to manage ANA according to policies established by the Membership Assembly.

b. The CEO shall be accountable to the ANA Board of Directors.

c. The CEO shall employ, direct, promote, and terminate staff of ANA.

d. The CEO may represent ANA and serve as spokesperson on matters of established policy and positions.

ARTICLE X
ANA Member Periodical

There shall be an official member periodical of ANA, which shall be provided to each individual RN C/SNA & ANA and LPN/LVN C/SNA & ANA member of the C/SNAs and the IMD.

ARTICLE XI
Subsidiaries of ANA

SECTION 1. Subsidiaries

ANA shall have such subsidiaries as the Board of Directors may determine from time to time. Subsidiaries may be established to carry out purposes that benefit from placement in a separate entity, such as credentialing; or that may have other advantages, such as qualification for 501(c)(3) tax-exempt status or for-profit status; or for such other purposes as determined by the Board.

SECTION 2. Control, Coordination, and Oversight

Each subsidiary shall strive to advance the strategic plan of ANA and shall ensure that its mission and operations are aligned with, and advance, ANA's mission and strategic plan. Unless otherwise expressly approved by the Board, each subsidiary shall be wholly controlled by ANA either through appointment or designation of all of the members of its board or through ANA's power as sole member or shareholder of the subsidiary. To ensure efficient operations, each subsidiary shall utilize shared administrative services as designated by ANA, unless otherwise approved by the Board. Each subsidiary shall maintain its own separate finances, books, and records and shall provide regular program, operations, and financial reports to ANA.

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ARTICLE XII
Amendments

SECTION 1. Amendments with Notice

a. These bylaws may be amended with prior notice at the annual meeting of the Membership Assembly in odd-numbered calendar years by two-thirds (2/3) vote of the Membership Assembly representatives present and voting.

b. These bylaws may be amended with prior notice at a special meeting of the Membership Assembly by two-thirds (2/3) vote of the Membership Assembly representatives present and voting.

c. Subject to the limitations set forth in the preceding sections 1.a and 1.b, the Committee on Bylaws shall receive proposed amendments at least 135 days prior to an annual meeting of the Membership Assembly. The Committee shall define a schedule that provides adequate time to review, publish, and receive field comments on submitted proposed amendments.

d. Amendments proposed by the Committee on Bylaws for action by the Membership Assembly shall be submitted to the ANA secretary, who shall disseminate the proposals to the Membership Assembly at least 60 days prior to the meeting.

SECTION 2. Amendments without Notice

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

ARTICLE XIII
Parliamentary Authority

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