

<b>CONSTITUTION &amp; BYLAWS</b>	
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# CONSTITUTION & BYLAWS

## CONSTITUTION

### **ARTICLE I. Name**

The name of this organization is the American Nephrology Nurses Association.

### **ARTICLE II. Philosophy, Purpose and Objectives**

#### **Section A. Mission Statement**

ANNA's Mission: ANNA improves members' lives through education, advocacy, networking, and science.

#### **Section B. Purpose**

The American Nephrology Nurses Association, as a professional organization, has the obligation to set forth and update high standards of patient care, educate its practitioners, stimulate research, disseminate new ideas throughout the field, promote interdisciplinary communication and cooperation, and address issues encompassing the practice of nephrology nursing. ANNA fulfills its mission through the strategies that address clinical practice, education, research, representation, and operations.

#### **Section C. Objectives**

To foster the highest attainable level of patient care, The American Nephrology Nurses Association endeavors to:

1. Develop and continually update standards for the practice of nephrology nursing.
2. Assist practitioners within the nephrology field to utilize the standards of practice for the purpose of professional audit and peer review.
3. Provide the mechanisms and stimuli to promote individual professional growth
4. Enhance the competence of the membership through education programs at the local, regional, and national levels.
5. Promote members' awareness of issues affecting both the professional and sociological spheres of their practice.
6. Encourage the individual member to participate in the growth and development of the organization.
7. Promote research, development and demonstration of advances in nephrology nursing, and provide the opportunity to disseminate these new ideas.
8. Maintain a functional rapport and serve as a resource body to professional groups, government agencies and lay organizations.
9. Respond to the issues encompassing the practice of nephrology nursing.

## **BYLAWS**

### **ARTICLE III. Membership**

#### **Section A. Levels of Membership**

The Association shall consist of full members, senior members, associate members, lifetime members, honorary members, student members, corporate and sustaining members, and international members.

#### **Section B. Full Members**

Any registered nurse licensed in the United States and its territories, Canada, or Mexico interested in nephrology, transplantation and related therapies, and the care of patients with kidney disease is eligible for membership.

#### **Section C. Senior Members**

Full members for the 5-year period prior to attaining the age of 65 are eligible to become senior members. Full membership privileges apply.

#### **Section D. Associate Members**

All technicians, licensed practical/vocational nurses, dietitians, social workers, physicians and others interested in nephrology, transplantation and related therapies, and the care of patients with kidney disease are eligible for associate membership. Associates shall have all the privileges of members in the Association except those of voting, holding office, serving as chairpersons of standing committees or serving on committees limited to full members.

#### **Section E. Lifetime Members**

This category of membership is in recognition of special service to the Association or for unusual work in the field of interest of the Association by a registered nurse. It is awarded by a two-thirds vote of the Board of Directors. Members of this category will be honored at the annual business meeting. They hold all rights and privileges of full membership. The general membership may recommend candidates for consideration by the Board of Directors. Past presidents are awarded lifetime membership after their term as president expires.

#### **Section F. Honorary Members**

This category of membership may be awarded by a two-thirds vote of the Board of Directors in recognition of special service to the Association or for unusual work in the field of interest of the Association. Members of this category will be honored at the annual business meeting. They do not have the privilege of voting, holding office, serving as chairperson of standing committees, or serving on committees limited to full members.

#### **Section G. Student Members**

Any generic registered nursing student in the United States and its territories, Canada, or Mexico interested in nephrology, transplantation and related therapies, is eligible for membership. Student members shall have all the privileges of members in the Association except those of voting, holding office, serving as chairperson of standing committees or serving on committees limited to full members.

#### **Section H. Corporate and Sustaining Members**

Any corporation or foundation interested in the purposes of the Association may, upon invitation and presentation of a financial contribution, become a corporate or sustaining member. The level of membership is dependent upon the financial contribution. Corporate and sustaining members do not have the privilege of voting, holding office, serving as chairpersons of standing committees or serving on committees limited to full members.

### **Section I. International Members**

Any registered nurse living outside the United States and its territories, Canada or Mexico interested in nephrology, transplantation and related therapies, is eligible for International membership. International members shall have all the privileges of members of the Association except those of voting, holding office, serving as chairpersons of standing committees or serving on committees limited to full members.

### **Section J. Dues**

The Association is a non-profit organization. The annual dues assessment for members shall be determined by the Board of Directors and shall be due no later than thirty days after membership expires. Membership must be current for members to maintain the right to vote on the executive ballot. Dues are not assessed on lifetime or honorary members. Reduced dues are assessed for senior and student members.

### **Section K. Chapters**

The Association shall allow Chapters to form and function subject to policies and procedures established by the Board of Directors. Chapters are subordinate to the Association. Members residing outside the United States may request to join the Chapter of their choice.

### **Section L. Fiscal Year**

The fiscal year of the Association shall be as established by the Board of Directors.

## **ARTICLE IV. Officers**

### **Section A. Officers**

The national officers of the Association will be President, President-Elect, Secretary, Treasurer, Immediate Past President, and three Directors. Any full member in good standing is eligible to hold any office providing all qualifications for that office are met.

### **Section B. Election of Officers**

The Nominations Committee will submit a slate of candidates for each office annually, on a date established by the Board of Directors. The slate of candidates shall be submitted to the membership at least 30 days prior to the ballot distribution date established by the Board of Directors. Each member in good standing will receive a ballot.

Each ballot must be returned within fourteen (14) days of the ballot distribution date and counted according to policy. The plurality of those voting will decide the election. Ballots not received within fourteen (14) days of the ballot distribution shall not be counted. An independent agent designated by the Board of Directors will officially oversee the results of the election; certify the results; and notify the appropriate person or persons of the results, in accordance with established policy and procedure. In case of a tie, the winner will be determined by a majority vote of the Board of Directors.

The general membership will be notified of the election results at the annual national business meeting and by publication in the newsletter and on the Website.

### **Section C. Term of Office**

The term of President consists of a continuous period of three years - one year each as President-Elect, President, and Immediate Past President. The President-Elect will begin the term of office at the end of the annual business meeting following the election and will serve until succeeding the President at the close of the next annual business meeting. The President will serve beginning at the close of the annual national business meeting after serving as President-Elect and will serve until the close of the next annual business meeting. The President succeeds to the position of Immediate Past President at the close of the annual national business meeting and serves until the close of the next annual national business meeting. The President-Elect and President may not seek any other office of the Association while serving in their respective offices.

The terms of the Treasurer, Secretary, and Directors will be three years beginning at the close of the annual national business meeting. The Treasurer and Director 1 will be elected for a three-year term beginning in 2023 and continue a 3-year cycle. The Secretary and Director 2 will be elected for a three-year term beginning in 2024 and continue on a 3-year cycle. Director 3 will be elected for a three-year term beginning in 2025 and continue on a 3-year cycle.

These officers may not hold more than one office during their term and may not seek any other office during the first year of their respective terms.

Beginning with the election in 2023, individuals may serve no more than two, full terms on the National Board of Directors, plus completion of an unexpired term, if they are elected or chosen to fill an unexpired term.

### **Section D. Vacancies**

Any vacancy in the office of the President shall be filled by the President-Elect for the remainder of the term and followed by his or her own term. A vacancy in the office of the President-Elect shall be filled by a special election. Any other vacancy on the Board of Directors shall be filled by a two-thirds vote of the Board of Directors until the next election.

In the event that a vacancy occurs on the slate of candidates for President-Elect, the current holders of the offices of Immediate Past President, President, and President-Elect will extend their terms for up to one year or until such time that a qualified candidate or candidates can be identified for a special election. Responsibilities of the three roles will be shared by all three officers by mutual agreement.

### **Section E. Length of Terms**

Any part of a term equaling or exceeding one half the regular term shall be considered a term in deciding eligibility for reelection. For a 3-year term, a full term is any length of time equal or exceeding 1.5 years.

No member may serve more than eight (8) total years as a member of the National Board of Directors.

### **Section F. Removal of Elected Officers**

In the event that an elected officer does not fulfill the role responsibilities of the office or does not contribute to effective functioning of the board role, a member of the Board of Directors shall consult with the National President (or the Immediate Past President if the President is the one in question). The Board of Directors shall provide the officer in question with a written statement of examples in which the officer did not fulfill the role responsibilities and will assist the officer in developing a plan for improvement with timelines. If the officer is unable to complete the improvement plan, the officer will be asked to resign by the President (or by the Immediate Past President if the President is the one in question). If the officer does not choose to resign, an affirmative vote of two-thirds of the Board of Directors is required to remove the officer.

Any Director may be censured or expelled for conduct in violation of the Bylaws of the Association or for actions deemed injurious to the Association. Prior to any action, notice of the specific charges shall be served upon the specific individual by first class mail and certified mail, return receipt requested. The individual so charged shall have ten days to make written request for a hearing on such charges before the Board of Directors. This hearing shall be held within thirty days of the receipt of the hearing request.

Any Director expelled shall be permanently ineligible to serve as an Officer or Director of the Association.

### **Section G. Incorporation**

The American Nephrology Nurses Association is incorporated and its officers bonded.

### **Section H. Indemnification of Officers and Directors**

The Corporation will indemnify and defend its directors and officers (each a "Corporate Agent") to the fullest extent permitted under the New Jersey Business Corporation Act against all expenses and liabilities incurred in connection with any proceeding involving the Corporate Agent by reason of the fact that he or she is or was a director or officer of the Corporation. The corporation will only indemnify an agent who has acted in good faith and in the best interest of the Corporation, and with reasonable belief that their conduct was lawful.

The Corporation will maintain a Directors and Officers liability policy. Unless ordered by a court, the board or a committee of the board in conformance with New Jersey law must authorize any indemnification under this article. Requests for indemnification must be submitted in writing for the board's consideration.

## **ARTICLE V. Board of Directors**

### **Section A. Board of Directors**

The Board of Directors will be composed of the President, President-Elect, Treasurer, Secretary, Immediate Past-President, and three Directors. The Board will conduct the business of the Association with the advice of committee members and in accordance with policy and the directives of the membership.

### **Section B. Policy**

For establishment, all policy must be proposed through the Board of Directors. Major policy decisions other than working policy may be referred to the voting membership for ratification by a majority of the return vote. Policy is a definite course of action selected to guide and determine present and future major decisions within the framework of the bylaws.

### **Section C. Board of Directors Minutes and Actions**

The minutes of the Board of Directors and all committees shall be open to inspection by the membership. Any major policy action embodied in the minutes and sent to the membership for ratification may be overridden by a majority of the return vote of the membership. Officers and committee chairpersons shall be required to submit written reports to the Board of Directors upon request of the Board of Directors. Any meeting of the formal body of the organization will be open for observation (or participation at the discretion of the chairperson) by the general membership. Written minutes of the above meetings will be available to the members at large upon request.

### **Section D. Voting**

A quorum for any meeting shall consist of a minimum of six (6) board members. For any motion or question to be acted upon, a majority vote of the board members present is required.

## **ARTICLE VI. Meetings**

### **Section A. Annual National Business Meeting**

The annual national business meeting of the membership shall be held each year in conjunction with the national meeting.

### **Section B. Regular Meeting of the Board of Directors**

The President of the Association shall set the time and place of the Board of Directors' meetings.

### **Section C. Special Meetings of the Board of Directors**

Special meetings of the Board of Directors may be called by two-thirds of the members of the Board of Directors.

## **ARTICLE VII. Committees**

### **Section A. Committees**

The Board of Directors may establish committees as necessary to accomplish the objectives and business of the Association.

### **Section B. Committee Chairpersons**

The President-Elect, with the approval of the Board of Directors, appoints the chairpersons of the standing committees for their designated terms of office.

### **Section C. Subcommittees**

The chairperson of a committee may form subcommittees if necessary to insure the accomplishment of the responsibilities of the committee and appoint a designated chairperson with the approval of the Board of Directors. The subcommittee chairperson will select committee members subject to the approval of the standing committee chairperson. Exceptions are noted under individual committee responsibilities.

### **Section D. Other Appointive Offices and Positions**

Appointments to offices and positions other than those referenced in the Bylaws or as outlined in committee role descriptions shall be made as necessary by the President with the approval of the Board of Directors.

## **ARTICLE VIII. Headquarters**

A national headquarters will be established and services contracted for by the Board of Directors.

## **ARTICLE IX. Parliamentary Authority**

Roberts Rules of Order; Newly Revised, govern the conduct of the business by the Association in all cases in which they are applicable and not in conflict with the Constitution, Bylaws, policies, special rules, or standing rules of the Association.

## **ARTICLE X. Dissolution**

In the event of dissolution of ANNA, the net assets of the corporation shall be applied and all liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made for resolution of same.

Thereafter, the Board of Directors of ANNA shall decide upon a plan of dissolution in accordance with N.J.S.A. 15A:12-8. The assets shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, scholastic, or scientific purposes as shall at such time possess tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any succeeding law of the United States of America.

## **ARTICLE XI. Amendment of the Constitution/Bylaws**

### **Section A. Membership Vote**

The Constitution and Bylaws may be amended by a two-thirds affirmative vote of ballots returned by the membership. Any proposed amendment of the Bylaws must be approved by a majority vote of the Board of Directors prior to submission to the general membership. At least thirty (30) days written notice shall be given to the membership of the intention to amend the Bylaws. The voting process will follow the same rules for the election of officers (ARTICLE IV, Section B) except that amendments to the Bylaws may be proposed by the Board of Directors at any time.

### **Section B. Technical Changes**

Technical corrections to the Bylaws may be made by unanimous vote of the Board of Directors. Technical corrections include grammar, punctuation, and changes to provide consistency in language.