

May 11, 2018

Dear fellow DNA member,

Your DNA Board of Directors set about this year to review and revise several of our operational policies, procedures, and documents to better reflect exactly who we are, what we do, and why we do it.

Part of that effort was a comprehensive revision of the Bylaws. Although a great deal of work went into a revised draft in 2015, the Bylaws were actually last revised and approved by the membership in August 2013.

Because of several changes that have occurred since 2013, and changes that will take place this year, it was necessary to do a complete re-write of our Bylaws. Thus, a three-person committee was formed to create the attached draft Bylaws.

These Bylaws more accurately memorialize our internal governance and organizational procedures that remain unchanged. Moreover, these Bylaws reflect changes to the organization that the Board has approved, such as a provision to include LPNs in the organization for the first time in the history of DNA. Lastly, these Bylaws better reflect and adhere to current statutory and regulatory requirements placed upon a not-for-profit business entity such as DNA.

Thank you for your consideration and anticipated approval of these draft Bylaws. Should you have questions or comments about these, please forward to the [DNA office](#).

Sincerely,

Gary W. Alderson, DNA President-Elect

Chris Otto, DNA Secretary, and

Sarah J. Carmody, Executive Director

Delaware Nurses Association  
Proposed Bylaw Amendments 2018

Proposed Amendment: Article 1: Name, Purpose, and Functions		
Amendment:		
Current Language	Proposed Language	Rationale
<p>ARTICLE I. Name, Purposes and Functions</p> <p>SECTION 1. Name</p> <p>The name of this association shall be the "Delaware Nurses Association," hereinafter referred to as "DNA."</p> <p>SECTION 2. Purposes</p> <p>A. The purposes of DNA shall be to:</p> <ol style="list-style-type: none"> <li>1. Work for improvement of health standards and the availability of health care services for the people of Delaware.</li> <li>2. Promote high standards of care for nursing.</li> <li>3. Advocate for workplace standards that foster safe patient care and support the profession.</li> <li>4. Stimulate and promote the professional development of nurses in Delaware and advance their welfare.</li> </ol> <p>B. These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.</p> <p>A. Implement standards of nursing practice, nursing education and nursing service compatible with those of American Nurses Association (ANA).</p> <p>SECTION 3. Functions</p> <p>The functions of DNA shall be:</p> <ol style="list-style-type: none"> <li>A. Encourage adherence to the Code of Ethics for Nurses established by ANA.</li> <li>B. Initiate and influence legislation, governmental programs, and state and national health policies.</li> <li>C. Promote research in nursing and support innovative approaches to the delivery of health care.</li> </ol>	<p>Article 1. The Association</p> <p>§1. Legality</p> <p>(a) Incorporated under the laws of the state of Delaware as 'Delaware State Nurses Association'; this Association does business and is referred to herein as 'Delaware Nurses Association' (DNA).</p> <p>(b) DNA is a private, non-stock, non-equity, not-for-profit, tax-exempt corporation whose primary place of business is located at 4765 Ogletown-Stanton Road, Suite L10, Newark, Delaware 19713 and whose registered agent is identified by its Board of Directors (Board).</p> <p>(c) Incorporated herein by reference is the Certificate of Amendment to the first Certificate of Incorporation filed with the State of Delaware.</p> <p>(d) All of the business, functions, and actions done by and/or on behalf of the DNA must be done in compliance with Delaware and federal law, in particular, the Internal Revenue Code of the United States, 26 U.S.C.A. §501(c)(6), or its successor.</p> <p>(e) All of the business, functions, and actions done by and/or on behalf of DNA, including membership and affiliations, must be done without restriction or consideration of age, <del>physical ability</del> <u>disability</u>, ethnicity, gender, marital status, national origin, race, religion, sexual orientation, <del>or</del> gender identity, <u>military status, or any other protected classes.</u></p> <p>§2. Purpose</p> <p>(a) DNA's mission is to improve healthcare in Delaware by the advancement of nursing.</p> <p>(b) DNA's vision is to shape the future of healthcare and</p>	<p>Acknowledges the actual incorporated name of DNA</p> <p>Acknowledges the DNA corporate status, primary place of business, and registered agent</p> <p>Incorporates DNA corporate 'charter'</p> <p>Addresses DNA tax-exempt status</p> <p>Addresses DNA non-discrimination policy (removed as redundant from Article III)</p> <p>Incorporates DNA mission and vision statements, and lays out purposes and functions in a more concise manner</p>

<p>D. Promote and protect the economic welfare of nurses.</p> <p>E. Promote leadership in statewide nursing.</p> <p>F. Promote and provide for the professional development of nurses.</p> <p>G. Promote affirmative action through all facets of the Association.</p> <p>H. Maintain communication with members and affiliated associations through official publications.</p> <p>I. Act as consumer advocate in health-related issues.</p>	<p>promote innovations in nursing by:</p> <p>(1) Advocating for: (A) the improvement of health standards and the availability of healthcare for the people of Delaware; (B) safe, efficient, and excellent patient and client care; and (C) the economic and general welfare and safety of nurses; and <u>(D) the human rights related to healthcare;</u></p> <p>(2) Promoting: (A) excellence in nursing by fostering nursing innovation, (B) nursing research, (C) nursing education, (D) the professional development of Delaware nurses; (E) adherence to the ANA Code of Ethics for Nurses; and (C) leadership in Delaware nursing;</p> <p>(3) Advancing our mission by: (A) influencing the legislative and executive branches of government; (B) affiliating with compatible organizations; and (C) providing public education and speaking to advance nursing and the provision of health care; and</p> <p>(4) Maintaining meaningful and relevant communication with the membership and affiliated organizations through official publications.</p>	
--	--	--

Proposed Amendment: Article 5: Organizational Affiliate		
Amendment: moving organizational affiliate from Article 5 and incorporating Article 3, section 3a to new Article 2		
Current Language	Proposed Language	Rationale
<p>Affiliations</p> <p>SECTION 1. Delaware State Nurses Association</p> <p>A. DNA shall work in cooperation with the Delaware Student Nurses Association.</p> <p>B. Officers and members of the DSNA are eligible to participate in DNA activities.</p>	<p>Article 2. Affiliations</p> <p>§1. American Nurses Association</p> <p>(a) DNA is a Constituent/State Nurses Association (C/SNA) member of the American Nurses Association (ANA) as defined by the ANA Bylaws. As such, DNA is entitled to <i>inter alia</i>: (1) hold voting seats in the ANA Membership Assembly; (2) submit policy proposals and bylaws amendments for consideration by ANA; and (3) establish DNA-only (state only) membership contingent upon its agreement with ANA.</p> <p>(b) Through ANA, DNA is also affiliated with the International Council of Nurses (ICN), a federation of national nurse associations from over 130 countries.</p> <p>(c) Termination of DNA's constituent membership in ANA shall require a two-thirds majority vote of all DNA members who have membership privileges in ANA through their DNA membership.</p> <p>§2. American Nurses Credentialing Center's Commission on Accreditation</p> <p>(a) Through the American Nurses Credentialing Center's Commission on Accreditation (ANCC-COA), DNA is an accredited approver and provider of continuing nursing education.</p> <p>(b) Termination of accreditation for either the approver or provider units is by approval of the DNA Board of Directors (Board).</p> <p>§3. Other Affiliations</p> <p>(a) DNA shall affiliate with the Delaware Student Nurses Association (DSNA). Officers and members of the DSNA shall be eligible to participate in DNA activities as determined by the Board.</p> <p>(b)(1) Preferably, other organizations shall agree to affiliate with DNA. However, the Board may decide that it is advisable or desirable to affiliate with another organization under its rules, rather than advancing DNA affiliation as set forth at Article IV herein.</p> <p>(2) Such affiliation shall may be terminated by the Board or by majority vote at a membership meeting.</p>	<p>More concise statement of our relationship with ANA, and termination of that relationship, drawn from other parts of the Bylaws (Article III, Section 3A).</p> <p>Moves organizational affiliates here from Article IV</p>

Proposed Amendment: Article III Membership and Dues		
Amendment:		
Current Language	Proposed Language	Rationale
<p>ARTICLE III. Membership and Dues</p> <p>DNA shall be composed of individuals and organizations who meet the qualifications for membership or affiliate status. Membership is unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, race, nationality, religion, or sexual orientation.</p> <p>SECTION 1. Member Classification</p> <p>DNA shall be composed of registered professional nurses in one of the following membership classifications:</p> <p>A. Full Member</p> <p>B. Special Member</p> <p>C. Reduced Member</p> <p>D. Dual Member</p> <p>E. State-Only Member.</p> <p>SECTION 2. Qualifications</p> <p>All members must be granted a license to practice as a registered nurse in at least one other state, territory, possession or the District of Columbia of the United States, and who does not have a license under suspension or revocation in any state, territory, or District of Columbia of the United States.</p> <p>A. A Full member is one:</p> <ol style="list-style-type: none"> <li>1. Whose dues are not delinquent</li> <li>2. Whose membership is not under revocation</li> <li>3. Who holds a concurrent membership in the ANA</li> </ol> <p>B. A Special member is one:</p> <ol style="list-style-type: none"> <li>1. Who is not employed</li> </ol>	<p>Article 3. Membership</p> <p>§1. General</p> <p>(a) The members and affiliates of DNA must be reputable persons or organizations who have met the requirements of membership or affiliation set forth herein, as determined by the Board of Directors.</p> <p>(b) DNA Membership shall consist of the following categories: (1) Full, (2) Reduced, (3) Special (4) Associate, and (5) DNA-only.</p> <p>§2. Member Qualifications</p> <p>(a) Full, reduced, or special membership is open to persons who hold a valid and current license to practice as a Registered Nurse (RN) in at least one state, territory, or possession of the United States of America.</p> <p>(b) Associate membership is open to:</p> <ol style="list-style-type: none"> <li>(1) Persons who hold a valid and current license to practice as a Licensed Practical (LPN) in at least one state, territory, or possession of the United States of America;</li> <li>(2) Persons who hold a valid and current license in Delaware as a Graduate Nurse (GN), up until such time as s/he is licensed as an RN; and</li> <li>(3) Persons who once held a valid and current license to practice as an RN in at least one state, territory, or possession of the United States of America and no longer do; for reasons other than suspension or revocation.</li> </ol> <p>(c) DNA-only membership is open to persons who are eligible for full, reduced, or special membership but elect not to belong to ANA.</p> <p>§3. Member Rights and Responsibilities</p> <p>(a) Full, reduced, and special members whose dues are current shall (1) have all rights and privileges of ANA</p>	<p>(Redundant) non-discrimination policy statement moved to Article I</p> <p>Creates 'Associate' to include LPNs, GNs, and those who no longer hold a valid license (not by reason of discipline)</p> <p>More concise description of DNA-only (versus 'State-only')</p> <p>More concise description of member rights and responsibilities with elimination of multiple redundancies</p> <p>Move SECTION 3. Membership Privileges to appendix for easier update as ANA modifies privileges</p> <p>Additional description of membership category qualifications will be included in the DNA Finance Manual and outlined in all membership application materials.</p>

<p>2. Who is 62 years of age or older and unemployed</p> <p>C. A Reduced member is one:</p> <p>1. Who is 62 years of age or over and who is not earning more than the Social Security system allows without loss of Social Security payments OR</p> <p>2. Who is a new graduate eligible for full membership if membership is initiated within the first six months of graduation OR</p> <p>3. Who is an RN student engaged in full-time study</p> <p>D. Dual member is one:</p> <p>1. Who holds membership in ANA through another state and pays the stat portion of DNA dues</p> <p>E. A State-only member is one:</p> <p>1. Who is an RN who resides or works in the state of Delaware and who joins the DNA at the state level only, at any time and for periods of time that in-state only membership is sanctioned by written agreement with ANA</p> <p>2. In-state only membership entitles the member to receive benefits from DNA only</p> <p>SECTION 3. Membership Privileges</p> <p>A. ANA</p> <p>1. Vote for members of the Executive Committee and other structural units for which they affiliate in accordance with established procedures and policies.</p> <p>2. Serve as DNA Representative to the Membership Assembly in accordance with DNA Bylaws.</p> <p>3. Serve as a candidate for ANA elective and appointive positions in accordance with ANA Bylaws and applicable policies.</p> <p>4. Receive a membership card and the ANA news periodical.</p>	<p>membership, as set forth herein or established by ANA, and (2) have all rights and privileges of DNA membership as set forth herein or established by the Board.</p> <p>(b) (1) Associate members and DNA-only members have no rights and privileges of ANA membership through DNA.</p> <p>(2) With the exception of voting for, seeking, or holding elective DNA office; Associate members and DNA-only members whose dues are current shall have all rights and privileges of DNA membership as set forth herein or established by the Board.</p> <p>(c) For those eligible as set forth herein, ANA membership privileges are those noted in these Bylaws' appendix.</p> <p>(d) Except as otherwise noted herein or established by the Board, DNA membership privileges shall include:</p> <p>(1) Speak and vote on DNA business at membership meetings;</p> <p>(2) Vote on, seek, or hold a DNA elected or appointed position;</p> <p>(3) Attend Board meetings and address the Board;</p> <p>(4) Receive DNA membership indicia such as a membership card and a copy of the Bylaws, and publications and media such as set forth herein or established by the Board, such as the DNA Reporter;</p> <p>(5) Give direction to the Board by majority vote of the membership present and eligible to vote at a membership meeting convened as set forth herein;</p> <p>(6) Due process in any disciplinary proceeding as described herein and in the appendix; and</p> <p>(7) Receive all other member privileges as established by DNA.</p> <p>(e) DNA membership responsibilities include:</p> <p>(1) Uphold these Bylaws and the ANA Bylaws;</p> <p>(2) Abide by the ANA Code of Ethics for Nurses;</p> <p>(3) Perform all duties of office and/or membership to the utmost of the member's ability;</p>	
--	---	--

<p>5. Have representation, through ANA, in the ICN, and the right to attend ICN meetings.</p> <p>6. Abide by the bylaws of ANA, DNA, and the ANA Code of Ethics for Nurses.</p> <p>7. All other benefits of ANA membership status.</p> <p>8. The members of the DNA shall continue to have all rights of membership in the ANA as provided in the ANA bylaws until such time as 2/3 of the entire DNA votes to disaffiliate from the ANA. "DNA membership," for these purposes, is defined as individual members of the DNA who have ANA rights and privileges of membership as a result of their DNA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.</p> <p><b>B. DNA</b></p> <p>1. Participate in the election of ANA Membership Assembly Representatives.</p> <p>2. Vote for officers and elected representatives to the ANA Membership Assembly or any ANA unrestricted activities according to the ANA bylaws.</p> <p>3. Attend DNA conferences, meetings, and participate in general membership meetings.</p> <p>4. Serve as officers, elected or appointed representative of DNA.</p> <p>5. Receive regular DNA communication.</p> <p>6. Give directions and support to members of the Board on matters of concern to members including professional practice and health care issues.</p> <p>7. Actively seek opportunities for continued professional development, continuing education and the advance of the nursing profession.</p> <p>8. Receive a membership card and the DNA</p>	<p>(4) Maintain confidences associated with DNA and/or ANA membership and/or office;</p> <p>(5) Make no unauthorized representations on behalf of DNA and/or ANA;</p> <p>(6) Take no position publicly that is critical of the DNA and/or ANA; and</p> <p>(6) Maintain current dues.</p>	
---	--	--

<p>news periodical.</p> <p>C. Special, Reduced and Dual members have all the privileges and obligations as herein listed in Section 3, A and B.</p> <p>D. State-Only members</p> <ol style="list-style-type: none"> <li>1. Attend DNA conferences, meetings and participate in general membership meetings.</li> <li>2. Serve in DNA appointed positions and committees.</li> <li>3. Participate in state-only activities.</li> <li>4. Receive regular DNA communication.</li> <li>5. Give directions and support to members of the Board on matters of concern to members including professional practice and health care issues.</li> <li>6. Actively seek opportunities for continued professional development, continuing education and the advance of the nursing profession.</li> <li>7. Receive a membership card and the DNA news periodical.</li> <li>8. State-only members are entitled to all of the rights and privileges of membership except representation of DNA at the ANA Membership Assembly as provided for in the ANA Bylaws, participation in the election of DNA delegates/alternates to the ANA Membership Assembly Delegates as provided for in the ANA Bylaws or ANA member benefits.</li> </ol> <p>SECTION 4. Member Rights</p> <p>A member has the right to:</p> <ol style="list-style-type: none"> <li>1. Receive a membership card.</li> <li>2. Receive The American Nurse publication and the ANA Code of Ethics for Nurses.</li> <li>3. Receive the DNA bylaws, the DNA Reporter and other official DNA publications.</li> <li>4. Seek election or appointment to positions</li> </ol>		
--	--	--

<p>within DNA.</p> <ol style="list-style-type: none"> <li>5. Participate in the DNA general membership meeting.</li> <li>6. Vote for elected officials to the ANA Membership Assembly as provided for in the ANA Bylaws.</li> <li>7. Vote for the dues rate of DNA.</li> <li>8. Receive due process in the event of disciplinary action as hereinafter described.</li> <li>9. Transfer into the DNA membership from another constituent members association, hereinafter referred to as ANA C/SNA, for the remainder of a paid membership year providing the DNA membership qualifications are met.</li> <li>10. Seek election or appointment to positions within the ANA in accordance with ANA Bylaws and applicable policies.</li> <li>11. Attend the ANA Membership Assembly as provided for in the ANA Bylaws.</li> <li>12. Access the “members only” sections of the ANA and DNA websites.</li> <li>13. Accorded rights as provided under parliamentary authority.</li> </ol> <p>SECTION 5. Obligations</p> <p>A member has the obligation to:</p> <ol style="list-style-type: none"> <li>1. Uphold the bylaws of DNA and ANA.</li> <li>2. Abide by the ANA Code of Ethics for Nurses.</li> <li>3. Fulfill the requirements of an office when elected or appointed.</li> <li>4. Promote fulfillment of the functions of DNA.</li> <li>5. Pay dues as required by DNA.</li> </ol>		
--	--	--

Proposed Amendment: ARTICLE III. SECTION 7. Dues		
Amendment: Inclusion of new 'Associate' category and establishment of the dues		
Current Language	Proposed Language	Rationale
<p>ARTICLE III. SECTION 7. Dues</p> <p>A. Annual dues shall include that portion of the ANA Assessment Factor based on the Consumer Price Index for Urban Consumers (CPI-U) as determined by the ANA Membership Assembly.</p> <p>B. In the event that the rate of Dues payable to the ANA changes, the dues collected will proportionally change.</p> <p>C. Changes in DNA dues are established by members present or voting in absentia at any membership meeting. A two-thirds vote of those eligible to vote is necessary to fix the dues for DNA.</p> <p>D. Dues for ANA and DNA are paid to ANA.</p> <p>E. All membership rights shall be forfeited upon failure to pay dues.</p> <p>F. ANA and DNA annual dues shall be paid concurrently.</p> <p>SECTION 8. Change of Dues Category</p> <p>No monies shall be refunded, or additional monies collected when a change in dues category is made within a membership year.</p> <p>SECTION 9. Transfer</p> <p>A member who has completed full payment of dues in another constituent association may transfer to DNA without payment of additional dues for the remainder of the membership year. The transferring constituent is not required to refund individual member dues already paid for the current membership year.</p>	<p>§4. Dues</p> <p>(a) (1) Both DNA and ANA dues are billed and collected by ANA.</p> <p>(2) Dues are divided between DNA and ANA pursuant to agreement between DNA and ANA.</p> <p>(3) ANA receives a rebate from DNA for DNA-only and associate member dues pursuant to agreement between DNA and ANA.</p> <p>(b) (1) In the event that the ANA dues rate changes, the ANA portion of the dues collected will change proportionally.</p> <p>(2) The Board sets the DNA-only, Associate, and DNA portion of full, special, and reduced membership dues.</p> <p>(3) Refunding of dues and/or collection of additional dues upon a change in membership category in ANA or transfer from another C/SNA organization shall be at the discretion of the Board.</p>	<p>More concise description of dues, consolidation of three sections.</p> <p>Reflect the DNA Board of Directors' financial responsibility to ensure adequate funding in meeting DNA's mission and strategic plan.</p> <p>Reflects dues to ANA for the new 'Associate' member category</p> <p>ANA dues collection description moved to appendix.</p>

Proposed Amendment: ARTICLE III, SECTION 6. Disciplinary Action		
Amendment: Provides a more comprehensive description of disciplinary grounds		
Current Language	Proposed Language	Rationale
<p>ARTICLE III, SECTION 6. Disciplinary Action</p> <p>A. Members may be subject to reprimand, censure, suspension, or expulsion for violation of the following:</p> <ol style="list-style-type: none"> <li>1. ANA Code of Ethics for Nurses</li> <li>2. Bylaws for DNA and/or ANA</li> <li>3. Safety and/or well-being of members and/or consumers</li> </ol> <p>B. No disciplinary action will be taken against a member until such member has been served with written specific charges, given a reasonable time to prepare a defense, and offered an opportunity for a full and fair hearing.</p> <ol style="list-style-type: none"> <li>1. DNA shall provide for the conduct of disciplinary proceedings, including appeal at the state level, in accordance with policies and procedures established by the Board pursuant to common parliamentary and statutory law.</li> <li>2. The Board shall have final disciplinary authority over members.</li> <li>3. A two-thirds vote of the Board is required to initiate disciplinary action against a member.</li> <li>4. A two-thirds vote of the Board is required to reinstate a member.</li> <li>5. A member may appeal any disciplinary action in accordance with procedures adopted by the DNA Board.</li> </ol> <p>C. Disciplinary action taken by an ANA constituent member association against its member will be officially recognized in accordance with ANA policy.</p> <p>D. Disciplinary action taken by another constituent member against one of its individual members shall be given full recognition and enforcement provided that such action was taken in accordance with the disciplining constituent member's bylaws and</p>	<p>§5 Conduct</p> <p>(a) (1) Any member who has been convicted of a crime that is substantially related to the practice of nursing, as defined in Chapter 19 of Title 24 of the Delaware Code, shall be immediately and summarily expelled from membership by the Board.</p> <p>(2) Any member who has been arrested and charged with any of those crimes shall immediately and summarily be placed on suspension by the Board and shall remain on suspension until those charges have been adjudicated by a court of law.</p> <p>(3) Conviction of a crime other than those above may still be considered as grounds for disciplinary action.</p> <p>(b) (1) Any member whose qualifying licensure has been revoked shall be immediately and summarily expelled from membership by the Board.</p> <p>(2) Any member whose qualifying licensure has been suspended shall summarily be placed on suspension by the Board and shall remain on suspension until that licensure suspension is removed.</p> <p>(c) Any member who knowingly or deliberately provides false, incomplete, or inaccurate membership information or otherwise bears false witness to DNA or ANA may be subjected to disciplinary action.</p> <p>(d) In addition to those otherwise noted herein, grounds for removal from office and/or reprimand, and/or censure, and/or suspension and/or expulsion from membership shall include but not be limited to:</p> <ol style="list-style-type: none"> <li>(1) Breach of trust,</li> <li>(2) Improper conduct and/or conduct unbecoming of a member,</li> <li>(3) Malfeasance or nonfeasance of an officer,</li> <li>(4) Violation of the Bylaws or Rules of DNA or ANA,</li> <li>(5) Failure to adhere to the Code of Ethics for Nurses,</li> <li>(6) Defacing, damaging, or destroying DNA or ANA property,</li> <li>(7) Unauthorized use and/or removal of DNA or ANA property,</li> <li>(8) Unauthorized expenditures and/or misappropriation or conversion of DNA or ANA property or assets,</li> </ol>	<p>Comprehensive description of disciplinary grounds and process and includes the Delaware Nurse Practice Act.</p>

disciplinary procedures.	<p>(9) Unauthorized release of information regarding the business or affairs of DNA or ANA, or</p> <p>(10) Any action or activity that has discredited DNA or ANA and/or disrupted the activities of DNA or ANA.</p> <p>(e) Any member with material information regarding a possible disciplinary infraction and/or violation must immediately report that information to a Board member or the Executive Director. This shall include a duty for members to self-report their own violations. Failure to make such a report is itself grounds for disciplinary action.</p>	
--------------------------	--	--

Proposed Amendment: Article IV Organizational Affiliate		
Amendment:		
Current Language	Proposed Language	Rationale
<p>ARTICLE IV. Organizational Affiliate</p> <p>SECTION 1. Qualifications</p> <p>To qualify, an organization must:</p> <p>A. Have a governing body composed of a majority of RNs.</p> <p>B. Have a mission and/or purpose compatible with the DNA and meets the criteria approved by the DNA Board.</p> <p>C. Not take action counter to the interests of DNA, ANA, or any of the state nurses associations.</p> <p>D. Meet the qualifications set forth by the DNA Board.</p> <p>E. Pay an affiliate fee set by the DNA Board.</p> <p>SECTION 2. Responsibilities</p> <p>Each organizational affiliate shall:</p> <p>1. Maintain a mission and purpose harmonious with the purposes and functions of DNA.</p> <p>2. Pay an affiliation fee to DNA.</p>	<p>§1. Eligibility</p> <p>The Board may approve affiliation with entities:</p> <p>(1) whose governing body and/or membership consists of a significant number of nurses;</p> <p>(2) whose mission and purpose is compatible with DNA's mission, vision, and purposes;</p> <p>(3) who meet additional qualifications set by the Board; and</p> <p>(4) who agree to pay an affiliation fee set by the Board.</p> <p>§2. Rights &amp; Responsibilities</p> <p>(a) Except as otherwise noted herein or established by the Board, representatives of affiliate organizations may:</p> <p>(1) Attend DNA membership meetings and address the membership;</p> <p>(2) Hold a DNA appointed position; and</p> <p>(3) Attend Board meetings and address the Board.</p> <p>(b) Continued affiliation is contingent upon agreement that the affiliate organization and its membership shall:</p> <p>(1) Uphold these Bylaws and the ANA Bylaws;</p> <p>(2) Abide by the ANA Code of Ethics for Nurses;</p> <p>(3) Maintain confidences associated with DNA affiliation;</p> <p>(4) Make no unauthorized representations on behalf of DNA and/or ANA;</p> <p>(5) Take no position publicly that is critical of the DNA and/or ANA;</p> <p>(6) Keep its affiliation fees current; and</p> <p>(7) Maintain all other affiliation requirements</p>	<p>Comprehensive description of eligibility, rights and responsibilities, and termination of organizational affiliation.</p>

	<p>set forth herein or established by the Board.</p> <p>(c) (1) The Board may terminate affiliation for cause. Refund of the affiliation fee shall be at the discretion of the Board.</p> <p>(2) The Board shall summarily terminate affiliation for non-payment of fees.</p>	
--	---	--

Proposed Amendment: Article V		
Amendment:		
Current Language	Proposed Language	Rationale
<p>Membership Meetings</p> <p>SECTION 1. General Membership Meetings</p> <p>A. Meetings shall be held twice a year.</p> <p>B. Agendas may include:</p> <ol style="list-style-type: none"> <li>1. Election of officers</li> <li>2. Provision of the annual financial report</li> <li>3. Approval of the budget for the next fiscal year</li> <li>4. Reports from the Board and Standing Committees</li> <li>5. Amendment of Bylaws</li> <li>6. Direction for ANA activities</li> <li>7. Input on DNA legislative agenda</li> <li>8. Other new business</li> </ol> <p>C. Members shall be notified of the date and time at least four weeks prior to the scheduled meeting.</p> <p>D. Business must be conducted according to Robert's Rules of Order, Newly Revised, in all cases not provided for in these Bylaws or in the Standing Rules.</p> <p>SECTION 2. Special Membership Meetings</p> <p>Special membership meetings of DNA may be called by the President upon a majority vote of the elected Board or by written request of ten percent of the membership.</p> <p>SECTION 3. Quorum</p> <p>A. A quorum shall consist of 20 members and five members of the Board, one of which shall be a member of the Executive Committee.</p> <p>B. Business can be transacted without a quorum; however, it must be ratified at a subsequent Board meeting.</p>	<p>Membership Meetings</p> <p>§1. Convening</p> <p>(a) Meetings of the membership shall be convened at the discretion of the President, or upon the request of the Board, or upon the written request of seven or more voting members.</p> <p>(b) Such meetings such occur no less often than biannually, that is at least once during the first six months and once during the second six months of each year.</p> <p>§2. Notice</p> <p>(a) (1) Notice of the two biannual meetings shall be communicated to the membership and affiliates by all feasible means no less than 28 days prior to the date of the meeting.</p> <p>(2) Notice of all other such meetings shall be communicated to the membership and affiliates forthwith by all feasible means, but in no event less than 14 days prior to the date of the meeting.</p> <p>(3) Notice shall include the location of the meeting and a proposed agenda.</p> <p>(b) Members may submit (1) additions to the proposed agenda, or (2) an absentee ballot on officer elections or questions to be presented, no less than seven days prior to the date of the meeting.</p> <p>§3. Quorum</p> <p>No votes shall be taken, or business transacted at any membership meeting unless twelve (12) or more voting members, three or more Board member, and one or more elected officer is present.</p> <p>§4. Meeting Rules</p>	<p>Concise description of when and how meetings convened, notice provisions, presiding officer rules, meeting rules, confidentiality, and agendas and order of business.</p>

<p>SECTION 4. Voting</p> <p>A. The voting body at meetings shall consist of attending members in good standing.</p> <p>B. A member shall not be permitted to cast more than one vote in any matter</p>	<p>(a) The officer or member presiding;</p> <p>(1) Shall take the opinion of the membership on all proper questions and announce the results thereof, announce the results of all elections, and maintain order at all meetings;</p> <p>(2) Shall not make or second any motion or speak for or against a motion while in the chair. To do so, s/he shall relinquish the chair and remain out of the chair until after the question has been decided; and</p> <p>(3) May vote in officer elections but shall vote on any other matter except in the event of a tie.</p> <p>(b) (1) Meetings shall be conducted per Robert's Rules of Order.</p> <p>(c)(1) The discussions and actions taken at meetings shall be confidential amongst the membership and unauthorized disclosure outside the membership shall be grounds for disciplinary proceedings against the member.</p> <p>(2) guest may attend membership meeting upon invitation of the presiding officer and without objection from the membership.</p>	
--	--	--

Proposed Amendment: Article VI. Board of Directors Sections 6-9 and Article VIII. Nominations and Elections, Section 6		
Amendment: Replace with New Article 5. Officers		
Current Language	Proposed Language	Rationale
<p>ARTICLE VI. Board of Directors</p> <p>SECTION 6. Terms of Office</p> <p>A. President: Two (2) years</p> <p>B. Secretary and Treasurer: Two (2) years</p> <p>C. President-Elect: One (1) year prior to assuming the office of President</p> <p>D. Past President: One (1) year immediately after leaving the office of President</p> <p>E. No officer may serve more than two (2) consecutive terms in the same office.</p> <p>F. No officer may serve more than a total of eight (8) consecutive years; an interval of two (2) years must elapse before the individual is eligible to be nominated again for an office.</p> <p>SECTION 7. Qualification</p> <p>To be eligible to serve on the Board of Directors, a person shall:</p> <p>A. Hold current DNA membership for at least one (1) year.</p> <p>B. Not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with DNA.</p> <p>SECTION 8. Vacancies</p> <p>A. In the office of President, the President-Elect or Past-President shall become President.</p> <p>B. In the office of President-Elect, the President-Elect is appointed by the Board of Directors to fulfill only the un-expired term of President-Elect and then a full membership election must occur.</p> <p>C. In the office of Secretary, Treasurer, the nominees for those officers who received the next highest votes will be appointed if those individuals are still able and willing to serve. If there are no nominees available, the Board will appoint a DNA member to serve the un-expired term.</p> <p>D. In the office of Past-President, no appointment will be</p>	<p>§1. President, President-Elect, and Past President</p> <p>(a) (1) Members with no less than one year of full, reduced, or special membership shall be eligible for nomination as President-Elect.</p> <p>(2) Nominations for President-Elect shall be solicited during the latter half of every odd-numbered year. Nominees shall be elected by plurality of votes cast at the subsequent biannual membership meeting.</p> <p>(b) (1) The President-Elect shall serve a one-year term which corresponds with the second year of the President's two-year term.</p> <p>(2) Upon completion of the President's second year in office, the President-Elect shall assume the office of President for a two-year term and the out-going President shall assume the office of Past President for a one-year term.</p> <p>(c) In the event that no one is nominated for the office of President-Elect, the President and Past President shall remain in office for another year; otherwise those positions shall be non-successive.</p> <p>(d) (1) The President, or in her/his absence, the President-Elect, or in her/his absence, the Past President, shall preside at all membership, Board, and Executive committee meetings.</p> <p>(2) The President and the President-Elect, or in the absence of one of those, the Past President, shall be the DNA representatives to the annual ANA Membership Assembly.</p> <p>(3) The President and President-Elect shall be non-voting ex officio members of all committees.</p> <p>(4) Subject to approval of the Board, the President shall appoint all committees.</p> <p>(5) The President and President-Elect shall be knowledgeable in and actively participate in all association activities.</p>	<p>Consolidation of officer eligibility, duties, and elections into a single article</p> <p>Concise description of terms of office and elections</p> <p>Includes oath of office</p>

<p>made for the remainder of the term.</p> <p>SECTION 9. Duties of Officers</p> <p>A. Duties of the President:</p> <ol style="list-style-type: none"> <li>1. The President will facilitate all: <ol style="list-style-type: none"> <li>a. Board of Directors meetings</li> <li>b. Executive Committee meetings</li> <li>c. DNA membership meetings</li> </ol> </li> <li>2. The President will serve as a(n): <ol style="list-style-type: none"> <li>a. representative to the ANA Membership Assembly</li> <li>b. public relations ambassador for DNA issues of nurses</li> <li>d. general and specific problems affecting nurses</li> </ol> </li> <li>4. The President may: <ol style="list-style-type: none"> <li>a. Appoint chairpersons of standing committees or ad hoc committees with the approval of the Board.</li> <li>b. Appoint a grievance committee for the Board of Directors consisting of two non-Board members and non-supervisory persons to hear any grievance presented by a DNA staff member. This committee will also function as an ombudsman for complaints from DNA members or officers. The functions and responsibilities of this committee will be identified in policies of the Board of Directors.</li> </ol> </li> </ol> <p>B. Duties of President-Elect:</p> <ol style="list-style-type: none"> <li>1. Serve as a concurrently elected representative to the ANA Membership Assembly.</li> <li>2. Work in close collaboration with the President.</li> <li>3. Actively participate on committees.</li> <li>4. Assume other duties as assigned by the Board of Directors and/or the President.</li> </ol> <p>C. Duties of Past-President:</p> <ol style="list-style-type: none"> <li>1. Serve concurrently as an elected representative to the ANA Membership Assembly.</li> <li>2. Assume the duties of President in the absence of the President and President-Elect.</li> </ol> <p>A. Duties of Secretary:</p>	<p>§2. Secretary and Treasurer</p> <p>(a) (1) Members with no less than one year of full, reduced, or special membership shall be eligible for nomination as Secretary or Treasurer.</p> <p>(2) Nominations shall be solicited during the latter half of every even-numbered year. Nominees shall be elected by plurality of votes cast at the subsequent biannual membership meeting.</p> <p>(b) (1) The Secretary and Treasurer shall serve a two-year term which corresponds with the President's two-year term.</p> <p>(2) Those officers may stand for successive nomination and election at the completion of their first two-year term, but in no event shall either officer remain in office for more than two successive two-year terms.</p> <p>(c) The Secretary shall:</p> <ol style="list-style-type: none"> <li>(1) Record the minutes of all membership, Board, and Executive committee meetings,</li> <li>(2) Maintain the Bylaws,</li> <li>(3) Maintain the papers and records of the association in collaboration with the Executive Director,</li> <li>(4) Maintain the policies of the association in collaboration with the Board, and</li> <li>(5) Affix the seal of the association to documents whenever necessary.</li> <li>(6) The Secretary shall be an alternate DNA representative to the annual ANA Membership Assembly.</li> </ol> <p>(d) The Treasurer shall:</p> <ol style="list-style-type: none"> <li>(1) Maintain the financial records of the association in collaboration with the Executive Director,</li> <li>(2) Prepare the annual budget in collaboration with the Executive Director and the Board,</li> <li>(3) Chair all fund raising and ways and means committees and submit the financial records for examination and/or audit as directed by the Board.</li> <li>(4) The Treasurer shall be an alternate DNA representative to the annual ANA Membership Assembly.</li> </ol> <p>(e) In case of vacancy of the office of Secretary or</p>	
--	--	--

<p>1. Serve concurrently as an elected alternate representative to the ANA Membership Assembly.</p> <p>2. Prepare the minutes of all Board of Directors and general membership meetings.</p> <p>3. Maintain records of minutes and Bylaw revisions.</p> <p>4. Prepare and maintain the written policies of the Board of Directors.</p> <p>D. Duties of Treasurer:</p> <p>1. Serve concurrently as an elected alternate representative to the ANA Membership Assembly.</p> <p>2. Chair the ad-hoc Finance Committee.</p> <p>3. Report the financial standings to the Board of Directors and to the general membership annually.</p> <p>4. Submit all books of account for audit as specified by the Board of Directors.</p> <p>5. Actively seek ways to improve the financial health of the Association.</p> <p>ARTICLE VIII. Nominations and Elections</p> <p>SECTION 6. Elections</p> <p>A. Elections shall be by secret ballot.</p> <p>B. Plurality vote shall constitute an election.</p> <p>C. Members may vote for persons other than those whose names appear on the ballot by writing in the name(s) of qualified candidates. The written consent of a "write-in" candidate must be given to the Chairperson of the Committee on Nominations prior to the close of voting.</p> <p>D. Voting shall close five (5) working days prior to the annual fall general membership meeting.</p> <p>E. The Chairperson or his/her designee will report the results of the elections at the annual fall general membership meeting.</p> <p>F. Results of the election will be preserved by the Executive Director for two (2) years in the event of a vacancy occurring in any of the elected offices.</p> <p>G. The elected officials will assume their duties at the</p>	<p>Treasurer, the Board shall select an interim replacement until the next membership meeting, when nominations and election shall take place for the remainder of the term.</p> <p>§3. Oath of Office</p> <p>All of those elected officers shall, upon taking office, swear or affirm to perform the duties of office faithfully and to the best of their ability.</p> <p>§4. Longevity</p> <p>No member may serve as an officer and/or committee chair director for more than eight consecutive years. An interval of no less than two years must lapse for return to the Board as an officer and/or committee chair.</p> <p>§5. Conflict</p> <p>(a) No DNA officer or director shall be an officer or director of another organization if such participation would create a conflict with DNA.</p> <p>(b) No DNA officer or director shall be a member of another organization that takes positions that are contrary to those of DNA or ANA or that are discriminatory, reactionary, or inflammatory in nature.</p> <p>§6. Elections</p> <p>(a) Elections shall be by plurality of the secret ballots cast, including absentee ballots. Write-in candidates are acceptable so long as the written-in candidate agrees to accept the office, if elected.</p> <p>(b) The votes shall be cast, and the results announced immediately after the nominations are closed at the second biannual meeting of each year and the term of office begins upon adjournment of that meeting.</p>	
--	--	--

adjournment of the annual fall general membership meeting.		
--	--	--

Proposed Amendment: ARTICLE VI. Board of Directors, Sections 1-4, 12-14		
Amendment: ARTICLE VI. becomes ARTICLE VII. Board Directors		
Current Language	Proposed Language	Rationale
<p>ARTICLE VI. Board of Directors</p> <p>SECTION 1. Definition</p> <p>The Board, a corporate body composed of elected members, serves as the agent for members of DNA. All members of the Board shall have voting privileges. Full membership is required for Board members whose duties include serving as a DNA representative to the ANA Membership Assembly.</p> <p>SECTION 2. Composition</p> <p>A. Four officers:</p> <ol style="list-style-type: none"> <li>1. President</li> <li>2. President-Elect or immediate Past-President</li> <li>3. Secretary</li> <li>4. Treasurer</li> </ol> <p>B. Chairpersons of Standing Committees</p> <p>C. Members of the Nominating Committee</p> <p>SECTION 3. Authority</p> <p>The Board of Directors shall have the authority delegated to it by the membership, including the duty and power of acting for the membership in the intervals between meetings of the general membership, and other duties and powers as defined in these bylaws.</p> <p>SECTION 4. Accountability</p> <p>The Board of Directors shall report and be accountable to the general membership.</p> <p>SECTION 12. Board of Directors Meetings</p> <p>A. Meetings of the Board of Directors shall be held at least four times annually at a time and place determined by the Board of Directors.</p> <p>B. Special meetings may be called by the President and shall be called upon written request</p>	<p>Article 7: Board of Directors</p> <p>§1. Members</p> <p>The Board shall number no more than nine and shall be the President, President-Elect, Immediate Past-President for term defined herein, Secretary, Treasurer, and the chairs of the five Standing Committees.</p> <p>§1. Authority</p> <p>(a) Pursuant to the Articles of Incorporation and applicable Delaware law, the Board is the governing body of DNA with plenary power over the real property, chattels, assets, monies, and membership of DNA, except as otherwise set forth herein.</p> <p>(b) The Board may seek ratification of certain functions from the membership, such as the legislative agenda, and shall report regularly to the membership. However, the Board shall otherwise govern, manage and control any and all business conducted, or actions taken by DNA and acts of the Board shall be final and shall not require review or approval by the membership; except as otherwise provided for in the Articles of Incorporation, specifically as to terminal divestiture of the real property, chattels, assets, monies, at the dissolution of this corporation, or except as otherwise set forth herein.</p> <p>(c) All acts of the Board shall be consistent with and done in furtherance of DNA's mission, vision, and functions as those are set forth at Article I herein.</p> <p>§2. Conflict</p> <p>(a) No DNA officer or director shall be an officer or director of another organization if such participation would create a conflict with DNA.</p> <p>(b) No DNA officer or director shall be a member of another organization that takes positions that are contrary to those of DNA or ANA or are discriminatory, reactionary, or inflammatory in nature.</p> <p>§3. Board Meetings</p>	<p>Makes Board of Directors its own article</p> <p>Concise description of the Board members. Moves Board member qualifications to new Article 5. Officers.</p> <p>Includes communication to the membership, confidentiality, and timeline for changes to the agenda and absentee ballots.</p>

<p>of at least one third (1/3) of the members of the Board of Directors.</p> <p>C. Business requiring action by the Board of Directors may be conducted by mail or other media. Such action shall be subject to ratification at the next regular meeting of the Board of Directors.</p> <p>SECTION 13. Attendance</p> <p>A. Unexcused absence from two (2) consecutive regular meetings of the Board of Directors shall be cause for declaring a vacancy in the Board position. Such vacancy shall be determined by a majority of the Board of Directors.</p> <p>B. Any members of DNA may attend the regularly scheduled meeting of the Board of Directors; guests may attend with permission of the Executive Director and President.</p>	<p>(a)(1) The Board shall convene at the discretion of the President or upon the request of three Board members.</p> <p>(2) The Board may convene electronically, telephonically, or personally, except that it shall meet personally no less than often than once in each quarter of the year.</p> <p>(b)(1) Notice of the quarterly meetings shall be communicated to the membership and affiliates by all feasible means no less than 28 days prior to the meeting.</p> <p>(2) Notice of all other Board meetings shall be communicated to the membership and affiliates forthwith by all feasible means but no less than 14 days prior to the date of the meeting.</p> <p>(3) Notice shall include the location of the meeting and a proposed agenda.</p> <p>(4) Board members may submit additions to the proposed agenda or an absentee ballot on questions to be presented no less than 7 days prior to the meeting date.</p> <p>(c) No votes shall be taken, or business transacted at any Board meeting unless a quorum of four or more Board members and one elected officer are present.</p> <p>(d)(1) The discussions and actions taken at Board meetings shall be confidential amongst the membership and unauthorized disclosure outside the membership is grounds for disciplinary proceeding against the member.</p> <p>(2) Guest may attend Board meetings upon invitation of the presiding officer and without objection from the Board.</p> <p>(3)(1) Unexcused absence from two consecutive regular meetings of the Board shall be cause for declaring a vacancy in the Board position.</p> <p>(2) Such a vacancy is determined by a majority of the Board of Directors.</p>	
---	--	--

Proposed Amendment: ARTICLE VI. becomes ARTICLE VII. Board Directors		
Amendment:		
Current Language	Proposed Language	Rationale
<p>SECTION 6. Terms of Office</p> <p>A. President: two years</p> <p>B. Secretary and Treasurer: two years</p> <p>C. President-Elect: one year prior to assuming the office of President</p> <p>D. Past President: one year immediately after leaving the office of President</p> <p>E. No officer may serve more than two consecutive terms in the same office.</p> <p>F. No officer may serve more than a total of eight consecutive years; an interval of two years must lapse before the individual is eligible to be nominated again for an office.</p>	Delete in its entirety	Covered in previous article

Proposed Amendment: ARTICLE VI. becomes ARTICLE VII. Board Directors		
Amendment:		
Current Language	Proposed Language	Rationale
<p>SECTION 7. Qualification</p> <p>To be eligible to serve on the Board, a person shall:</p> <p>A. Hold current DNA membership for at least one year.</p> <p>B. Not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with DNA.</p>	<p>§2. Conflict</p> <p>(a) No DNA officer or director shall be an officer or director of another organization if such participation would create a conflict with DNA.</p> <p>(b) No DNA officer or director shall be a member of another organization that takes positions that are contrary to those of DNA or ANA or are discriminatory, reactionary, or inflammatory in nature.</p>	<p>Concise description conflict policy</p>

Proposed Amendment: ARTICLE VI. becomes ARTICLE VII. Board Directors		
Amendment:		
Current Language	Proposed Language	Rationale
SECTION 8. Vacancies SECTION 9. Duties of Officers	Delete in its entirety	Covered in previous article

Proposed Amendment: Renumber ARTICLE VII to Article IX. Committees		
Amendment:		
Current Language	Proposed Language	Rationale
<p><b>SECTION 1. Standing Committees</b></p> <p>There shall be Standing Committees of DNA which shall assume such duties as are specified in these Bylaws and such other duties as assigned by the Board.</p> <p>Standing Committees are composed of DNA members who have indicated a preference for working on a specific area of interest. Standing Committees are advised to include new members to encourage participation and stimulate ideas.</p> <p>A. Standing Committees:</p> <ol style="list-style-type: none"> <li>1. Professional Development</li> <li>2. Continuing Education</li> <li>3. Communications</li> <li>4. Nominating</li> </ol> <p>B. Chairpersons of Standing Committees shall call meetings of the committee.</p> <p>C. Standing Committees will vary in frequency of scheduled meetings; however; Standing Committees must meet at least once a year.</p> <p>D. A majority of the members of the Standing Committee shall constitute a quorum.</p> <p>E. Standing Committees will be governed by the Board of Directors.</p> <p>F. Standing Committees will:</p> <ol style="list-style-type: none"> <li>1. Develop and maintain policies and procedures pertinent to committee functions.</li> <li>2. Submit an annual report to the Board of Directors for the fall general membership meeting.</li> </ol> <p><b>SECTION 2. Appointments</b></p> <p>With the exception of the Nominating Committee, Committees are the Board-appointed groups of DNA members responsible for advancing the</p>	<p>§1. Generally</p> <p>(a) DNA shall address its various functions described herein through a system of standing and ad hoc committees to promote diversity and broad-based member involvement and ownership. Qualified members are encouraged to participate on committees.</p> <p>(b)(1) Committee chairs are selected by committee members.</p> <p>(2) Committee composition and committee activities are subject to review by the Board.</p> <p>(3) Committee chairs shall report committee activities at each Board meeting.</p> <p>(4) Committee expenditures are approved by the Board as part of the budget process.</p> <p>(5) Committees shall draft policies and procedures for approval by the Board and shall endeavor to follow those to promote longevity and consistency.</p> <p>(6) A majority of committee members shall constitute a quorum.</p> <p>(7) Committee meeting schedules will vary in frequency, but they must meet at least three times per year.</p> <p>(c) Except as otherwise set forth herein, the Board may create or dissolve committees on a standing basis to meet an on-going need standing need basis or on an <i>ad hoc</i> basis to address a limited and specific issue.</p> <p>(d) All committee members and chairs serve at the pleasure of the Board.</p>	<p>Increases oversight by the Board of Directors and member ownership of the committee.</p>

<p>practice of nursing.</p> <p>A. The Board of Directors will appoint a Chairperson for the respective committee to serve a two-year term.</p> <p>B. Selection shall take place in the fall on the following schedule:</p> <ol style="list-style-type: none"> <li>1. Even years-Committee on Communications</li> <li>2. Odd years-Committee on Continuing Education and Committee on Professional Development</li> </ol> <p>SECTION 3. Attendance and Voting Privileges</p> <p>A. Chairpersons of Standing Committees or their designee shall attend Board meetings and have voting privileges on the Board of Directors.</p> <p>B. All members of the Nominating committee shall attend Board meetings and have voting privileges on the Board of Directors.</p> <p>C. Committee members who fail to fulfill their responsibilities will be asked to resign by the Board and the vacancy will be filled by a member selected by the Chairperson or the President.</p> <p>SECTION 4. Terms of Office</p> <p>A. Members of Standing Committees shall serve a two-year term and may serve until their successors are appointed.</p> <p>B. No member of a Standing Committee may serve more than two (2) consecutive terms on any one Standing Committee.</p>		
--	--	--

Proposed Amendment: Renumber ARTICLE VII to Article IX. Committees		
Amendment:		
Current Language	Proposed Language	Rationale
<p>SECTION 5. Professional Development Committee</p> <p>A. Composition</p> <p>1. Chairperson</p> <p>2. Minimum of five (5) additional members who will have educational, administrative, research and/or clinical expertise.</p> <p>3. At least one (1) member will have a graduate degree in nursing or a related specialty. If the graduate degree is in a related discipline, then the baccalaureate degree must be in nursing.</p> <p>B. Responsibilities</p> <p>1. Promote ANA standards of practice and education.</p> <p>2. Promote the use of research findings to support Association activities, educational offerings, and information disseminated to consumers.</p> <p>3. Plan, implement and evaluate DNA educational activities.</p> <p>4. Function as the provider unit for Continuing Education (CE) activities to meet American Nurses Credentialing Centers Commission on Accreditation (ANCC)7 criteria.</p> <p>SECTION 6. Committee on Continuing Education</p> <p>A. Composition</p> <p>1. Chairperson</p> <p>2. Minimum of six (6) members that meet the qualifications as outlined in the committee policy manual.</p> <p>B. Responsibilities</p> <p>1. Function as the approval unit for continuing education activities to meet the American Nurses Credentialing Centers Commission on Accreditation (ANCC) criteria.</p>	<p>§2. Standing Committees</p> <p>(a)(1) Communication, (2) Continuing Education, (3) Professional Development (4) Advocacy, and (5) Nominating.</p> <p>(b) The chairs of these five standing committees shall also serve on the Board.</p> <p>§3. Communication Committee</p> <p>(1) A key function in our efforts to communicate our vision in a meaningful and relevant way to our membership and affiliates is the quarterly publication of the DNA Reporter.</p> <p>(2) The primary function of the Communication Committee is to publish articles that support the profession of nursing and the goals of DNA.</p> <p>§4 Continuing Education Committee</p> <p>(1) A key function in our efforts to promote nursing education and the professional development of Delaware nurses is to furnish providers of nursing continuing education with a peer review mechanism to assure the provision of quality continuing education for nurses.</p> <p>(2) The primary function of the Continuing Education Committee is to serve as the approval unit for continuing nursing education activities and Approved Providers to meet the ANCC-COA continuing education criteria.</p> <p>(3) Due to the specific requirements of the ANCC, the chair and members of this committee must meet specific qualifications as set forth in the committee’s policies and procedures appended hereto by reference.</p> <p>§5 Professional Development Committee</p> <p>(1) Another key function in our efforts to promote nursing education and the professional development of Delaware nurses is to provide continuing education programs.</p> <p>(2) The primary function of the Professional Development Committee is to serve as the provider unit to offer DNA continuing education programs and activities that meet</p>	<p>Renames Legislative Committee to Advocacy Committee reflecting the real activity of the committee and its members.</p> <p>Provides expanded role for Nominating Committee.</p> <p>Committee composition and responsibilities are outlined in respective policy and procedures manuals.</p>

<p>2. Formulate policies, establish criteria, and make recommendations for the continuing education approval system.</p> <p>3. Recommend fees for approval of offerings, programs, independent study, and providers.</p> <p>4. Evaluate the effectiveness of the approval system.</p> <p>SECTION 7. Committee on Communication</p> <p>A. Composition</p> <p>1. Chairperson</p> <p>2. Members of the editorial staff for the official DNA publication, the DNA Reporter, and other interested members.</p> <p>3. Minimum of three (3) members.</p> <p>B. Responsibilities</p> <p>1. Formulate overall reporting policies for the DNA Reporter.</p> <p>2. Promote an understanding of nursing to the public through the media.</p> <p>SECTION 8. Ad Hoc Committee</p> <p>Ad Hoc Committees consist of groups of appointed members responsible for addressing special issues. These Committees shall be formed and dissolved at the discretion of the Board of Directors.</p> <p>A. The Chairperson of each Ad-hoc Committee shall make regular reports to the Board.</p> <p>B. The Committees are accountable to the Board.</p> <p>C. A majority of the members of the Ad Hoc Committee shall constitute a quorum.</p>	<p>ANCC-COA continuing education criteria.</p> <p>(3) Due to the specific requirements of the ANCC, the chair and members of this committee must meet specific qualifications as set forth in the committee's policies and procedures appended hereto by reference.</p> <p>§6 Advocacy Committee</p> <p>(1) A key function in our effort to shape the future of healthcare is to improve the availability of healthcare for the people of Delaware and to promote the economic and general welfare and safety of nursing is through our advocacy activity.</p> <p>(2) Legislative advocacy shall generally be a function of the Board with assistance from interested members on the committee.</p> <p>§7 Committee on Nominations</p> <p>(1) Key internal functions include officer development, recruitment, and succession.</p> <p>(2) The primary function of this committee shall be to work closely with the Board and the Executive Director to identify and recruit new officers, board members, committee chairs, and committee members.</p> <p>(3) Increase DNA membership awareness of and participation in the elections process.</p> <p>(4) Maintain a positive and transparent atmosphere prior to, during, and after the election process for all applicants and candidates.</p>	
--	---	--

Proposed Amendment: Delete Articles IX, X, XI, XII, XIII, XIV, XV, and XVI		
Amendment: Delete		
Current Language	Proposed Language	Rationale
<p>ARTICLE X. Headquarters</p> <p>SECTION 1. State Headquarters</p> <p>A. DNA shall maintain a headquarters within the state of Delaware.</p> <p>B. DNA headquarters shall constitute a permanent repository for DNA records and shall carry out the procedures and policies of DNA.</p> <p>C. The Board of Directors shall exercise exclusive authority with respect to the storage of information and the withholding of communication and disposition of such files, records and reports.</p> <p>D. Funds shall be allocated in the budget for rental space and all office expenses.</p> <p>E. Headquarters' inventory shall be the property of DNA.</p> <p>SECTION 2. Executive Director</p> <p>A. The headquarters shall be under the direction of the Executive Director, who shall be selected by the Board of Directors and supervised by the President.</p> <p>B. The Executive Director shall employ, direct, promote, and terminate DNA staff.</p> <p>C. Salary for headquarter personnel will be established by the Board of Directors annually.</p> <p>D. The Executive Director may represent DNA and serve as spokesperson on matters of established policy and positions.</p> <p>ARTICLE XI. Official Seal</p> <p>A. The official seal authorized by the Certificate of Incorporation and issued by the State of Delaware shall be changed or renewed only upon order of the Board of Directors.</p> <p>B. The official seal shall be kept at headquarters in the custody of the Executive Director.</p>	Delete in its entirety	<p>Covered in previous articles.</p> <p>Fiscal year covered in finance policy and procedures manual.</p>

<p>C. The official seal shall be imprinted on official documents.</p> <p>ARTICLE XII. Official Communication</p> <p>A. The official publication of the DNA shall be called the DNA Reporter.</p> <p>B. The official DNA website is located at <a href="http://www.denurses.org">www.denurses.org</a>.</p> <p>C. The purpose of the DNA Reporter and the website are to:</p> <ol style="list-style-type: none"> <li>1. Promote the objectives of the DNA.</li> <li>2. Provide information regarding the work of DNA.</li> </ol> <p>Bylaws 2015 working draft 22</p> <p>D. A copy of each issue of the DNA Reporter shall be mailed to Delaware registered nurses.</p> <p>E. The DNA Reporter is the responsibility of the Communications Committee.</p> <p>F. The website is maintained and monitored by the Executive Director with consultation by the Board of Directors.</p> <p>ARTICLE XIII. Fiscal Year</p> <p>The fiscal year of the DNA shall be July 1 to June 30.</p> <p>ARTICLE XIV. Amendments</p> <p>These Bylaws may be amended at any general membership meeting by a two thirds (2/3) vote of the members of the voting body present and voting or by majority of returned secret ballot. The proposed amendments must have been provided to the members at least two weeks prior to the vote.</p> <p>ARTICLE XV. Parliamentary Authority</p> <p>Robert's Rules of Order, Newly Revised, shall govern the proceedings of DNA in all cases not provided for in these Bylaws or in the Standing Rules.</p> <p>ARTICLE XVI. Dissolution</p>		
---	--	--

In the event of dissolution of DNA, the Board of Directors of the Association shall have full power to grant, bargain, sell, lease, mortgage, or otherwise dispose of any real or personal estate of which it may possess.		
--	--	--