

# VNA BYLAWS

## Article I Name, Purpose, and Functions

### Section 1. Name

The name of this association shall be Virginia Nurses Association, hereinafter referred to as VNA.

### Section 2. Purpose

A. The purposes of VNA shall be to:

1. work for the enhancement of human rights and the improvement of health standards and availability of healthcare for all people;
2. foster high standards of nursing; and
3. 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. Notwithstanding any other provision of these bylaws, VNA shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(6) (the "Code"), or a corporation formed under the Virginia Nonstock Corporation Act (the "Act"), each of which govern VNA.

### Section 3. Functions

The functions of VNA shall be to:

- A. Promote established standards of nursing practice, nursing education and nursing services as defined by the American Nurses Association (ANA)
- B. Ensure adherence to the Code of Ethics for Nurses established by ANA
- C. Propose and influence state and national health policy through legislative action and monitoring of governmental programs and regulations
- D. Promote and protect the professional environment of nurses
- E. Provide for the continuing professional development of nurses
- F. Represent nurses with professional, community, and governmental groups
- G. Provide for representation in the ANA Membership Assembly
- H. Promote and protect the welfare of nurses
- I. Provide leadership in state and national nursing
- J. Provide professional collaboration with the Virginia Nursing Students' Association (VNSA)
- K. Promote and disseminate systematic study, evaluation and research in nursing;
- L. Provide services to its chapters
- M. Maintain communication with members through official publications
- N. Assume an active role as consumer advocate
- O. Protect and promote the advancement of human rights related to health care and nursing
- P. Promote evidence-based nursing practice in academic and clinical settings as a strategy to enhance patient outcomes/safety and nursing professionalism

## **Article II Chapters**

### Section 1. General

Groups of nurses who are members of VNA, which have been or hereafter may be organized based on shared nursing practice interests or geographical boundaries, may apply for "Chapter" status within VNA. At least an affirmative vote of a majority of the VNA Board of Directors shall be necessary to recognize as group as a Chapter.

### Section 2. Conditions of Chapter Status

To obtain and maintain Chapter status, a group must meet the minimum qualifications set forth below. The VNA Board of Directors may establish other conditions and qualifications of Chapter status from time to time. All Chapters shall:

- A. Consist of members who are first members of VNA;
- B. Generally be organized and operate in a manner consistent with VNA's purposes and functions, and not contrary to VNA's articles of incorporation, these bylaws, or VNA policies and procedures;
- C. Maintain reasonable membership standards (as determined by the VNA Board of Directors) to ensure that the Chapter membership is open to qualified VNA members who wish to join;
- D. Have and maintain a Chapter Executive Committee responsible for the business of the Chapter;
- E. Submit to VNA:
  - 1. An Annual Report that shall include a list of the members of the Chapter, its Executive Committee, and a description of the Chapter's activities and finances
  - 2. Other reports and information as may be requested from time to time by the VNA Board of Directors.

### Section 3. Chapter Representation

The members of the Chapter executive committees shall annually elect a representative to serve on the VNA Board of Directors. Such election shall take place in advance of the General Assembly, pursuant to procedures established from time to time by the VNA Board of Directors.

### Section 4. Suspension or Revocation of Status

Should a Chapter fail to meet the conditions and qualifications applicable to Chapters, the status of that Chapter may be suspended or revoked pursuant to procedures established by the VNA Board of Directors.

### Section 5. Reinstatement

- A. Chapter which has been disqualified may be reinstated by a two-thirds vote at a meeting of the Board of Directors.

## **Article III Membership**

### Section 1. Definition

Members of VNA shall be those persons accepted as members in accordance with qualifications and other requirements prescribed in these bylaws.

## Section 2. Qualifications

A member is one who:

- A. Has been granted a license to practice as a registered nurse in the Commonwealth of Virginia, or is licensed in another state, District of Columbia, or territory of the United States, or 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, and who does not have a license under suspension or revocation in any state. VNA may include in its membership the impaired nurse, in recovery, who has surrendered a license to practice, or
- B. Is otherwise entitled by law to practice, and
- C. Held a license, and
- D. All RNs who have applied for membership in the VNA and whose application has been accepted, and
- E. Whose dues are current, and
- F. Whose membership is not under revocation.

## Section 3. Dues

- A. The VNA Board of Directors shall establish the membership dues.
- B. No monies shall be refunded or collected when a change in dues category occurs within the membership period
- C. Honorary Life membership may be bestowed by the Board of Directors of VNA.
- D. VNA shall continue to pay dues to the ANA until such time as two-thirds of the entire VNA membership votes to disaffiliate from the ANA pursuant to Article III, Section 6.

## Section 4. Transfer

- A. A member may apply to the VNA headquarters for transfer to another ANA constituent member association. VNA is not required to return dues already paid by a member who transfers to another ANA constituent member.
- B. A member of another constituent member association who moves into Virginia may transfer to VNA without further payment of dues for the remainder of the membership period provided that the request is signed by the constituent member association issuing the transfer and verified through ANA.

## Section 5. Membership Duties

Each member shall:

- A. Uphold the bylaws of VNA and ANA;
- B. Abide by the Code of Ethics for Nurses as adopted by the ANA House of Delegates;
- C. Pay dues as required; and
- D. Fulfill the requirements of an office or committee if elected or appointed.

## Section 6. Membership Rights

Each member shall have the right to:

- A. Vote in elections and on such other matters as the Board of Directors may determine;
- B. Receive a membership card and VNA and ANA publications;
- C. hold office in VNA, ANA, and the Center, in accordance with ANA bylaws and applicable policies;

- D. Participate in the election of ANA representatives in accordance with ANA bylaws and applicable policies;
- E. Attend meetings, VNA Membership Assembly, conventions, and other unrestricted VNA and ANA activities;
- F. Attend the Congress of the International Council of Nurses;
- G. affiliate with VNA councils or committees in accordance with these bylaws;
- H. Submit proposals through the appropriate channels for consideration by VNA;
- I. be accorded other rights as provided under common parliamentary or statutory law; and
- J. A fair hearing pursuant to common parliamentary and statutory law before any disciplinary action is taken.

The members of the VNA shall continue to have all rights of membership in the American Nurses Association as provided in the ANA Bylaws until such time as two-thirds of the entire VNA membership votes to disaffiliate from the ANA.

#### Section 7. Disciplinary Action and Appeal

- A. Cause for disciplinary action by VNA against a member shall be limited to failure to fulfill
  1. the membership duties as stated in these bylaws, and
  2. other actions detrimental to the purpose, goals, and functions of VNA and ANA.,
- B. Disciplinary proceedings shall be conducted in accordance with policies and procedures established by the Board of Directors, which shall have final disciplinary authority over members
- C. Disciplinary action will be taken depending on the severity of the violation. A member may be reprimanded, censured, suspended from membership, or permanently expelled from membership.
- D. Appeal of the disciplinary action may be made by the member in accordance with procedures adopted by the Board of Directors.
- E. Any disciplinary action taken by another constituent nurses association against one of its members shall be given full recognition and enforcement by VNA, provided such action was taken in accordance with the disciplining constituent member association's bylaws and disciplinary procedures

#### Section 8. Membership Assembly

An annual meeting of the membership, referred to as the "Membership Assembly," shall be held at a time and place as may be designated by the Board of Directors.

#### Section 9. Special Meetings

Special meetings of the membership may be called by or at the request of the President or the majority of the entire Board of Directors. The person or persons authorized to call special meetings of the voting membership may fix any place as the place for holding the special meeting.

#### Section 10. Notice

Unless otherwise provided herein, notice of any membership meeting must be delivered to all voting members not less than 10 days and not more than sixty (60) days before the date set for such a meeting, and must include the time, date, place and purpose of such meeting. Notice of a meeting to vote on amendment of the articles of incorporation, bylaws, a merger, a dissolution, or certain asset sales shall be given not less than 25 nor more than 60 days before

the meeting date. Notice may be delivered by mail, overnight courier, fax, electronic mail, or other mode of written transmittal. Any members may waive notice of any meeting before, at or after such meeting.

Section 11. Quorum and Voting

5 percent (5%) of the voting members shall constitute a quorum for the transaction of business at any membership meeting. If less than a majority of the voting members are present at said meeting, a majority of the voting members present may adjourn the meeting from time to time without further notice.

The act of a majority of the voting members present at a membership meeting at which a quorum is present shall be the act of the voting membership. Where and in the manner authorized by the Board of Directors, any action that must or may be taken at a meeting of the voting members may be conducted by U.S. mail ballot, fax ballot, electronic mail ballot, or any other method of voting provided for by the Act. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. Proxy voting by voting members shall be permitted.

Section 12. Meetings by Web-conference or Teleconference

Where and in the manner authorized by the Board of Directors and to the extent permitted by the Act, any person participating in a meeting of the voting members may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 13. Action Without a Meeting

Any action that must or may be taken at a meeting of the voting members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof. Such a consent may be executed by the members separately, in one or more counterparts.

**Article IV  
Nominations and Elections**

Section 1. Committee on Nominations

The Committee on Nominations shall:

- A. Consist of five (5) members who shall be elected as provided for in these bylaws.
  - 1. The term of office for each member of the Committee on Nominations shall be two years or until a successor is elected.
  - 2. The immediate past president will serve as a facilitator of the Committee on Nominations. If the immediate past president resigns prior to the end of the term, a replacement will be appointed.
  - 3. Every effort should be made to assure geographic representation on the committee
  - 4. Should a vacancy occur in the Committee on Nominations, the vacancy for the unexpired portion of the term shall be filled at the next Membership Assembly.
- B. Prepare a slate of qualified candidates for each office to be filled including ANA representatives; and

- C. Assure geographic representation on the committee.

Section 2. Nominations

- A. Candidates for office shall meet established qualifications and shall consent to serve if elected.
- B. VNA members shall be eligible to serve in only one elected VNA office at any one time.
- C. An individual member who meets the established qualifications for an elective office must complete a Nomination form and submit it to the VNA Committee on Nominations.
- D. At least one nominee for each elective position shall be placed on the ballot.
- E. The slate of candidates shall be published in the summer call of the meeting issue of the *VNT*.
- F. The floor shall remain open for qualified nominations until the established deadline determined by the Board of Directors which shall be at least 30 days prior to the start of voting.

Section 3. Elections

- A. Each member in good standing of this association shall be entitled to a vote in elections.
- B. The election process shall be as follows:
  - 1. Elections shall be held annually prior to the Membership Assembly.
  - 2. Voting shall be by secret ballot according to VNA policies and procedures. Members may vote by electronic, U.S. mail or fax ballot,
  - 3. In the election of officers and members of the Committee on Nominations of those candidates receiving a majority vote the candidates receiving the greatest number of votes shall be declared elected. Ties shall be decided by lot.
  - 4. All ballots and other records of the election shall be preserved until the next election.
- C. In odd numbered years, the following shall be elected:
  - 1. President Elect,
  - 2. Vice President,
  - 3. Treasurer,
  - 4. Commissioner on Government Relations,
  - 5. Commissioner on Resources and Policy,
  - 6. Two (2) members of the Committee on Nominations, and
  - 7. Director-at-Large: Recent Graduate
- E. In even-numbered years the following shall be elected:
  - 1. Secretary,
  - 2. Commissioner on Nursing Education,
  - 3. Commissioner on Workforce Issues,
  - 4. Commissioner on Nursing Practice,
  - 5. One Director-at-Large, and
  - 6. Three (3) members of the Committee on Nominations.

- F. The election results shall be reported to membership in the manner prescribed by the Board of Directors.
- G. Removal of elected officials.
  - 1. Any official elected by the members, may be removed by the members for just cause.
  - 2. Removal of an elected official requires a two-thirds (2/3) vote of the members at a meeting at which a quorum is present.

## **Article V Officers**

### Section 1. Designation

- A. The officers shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer, five (5) Commissioners, and two Directors at Large.
- B. The Commissioners shall be elected to represent each of the following commissions: Government Relations, Workforce Issues, Nursing Education, Nursing Practice, and Resources and Policies.

### Section 2. Qualification

To be eligible to serve as an officer, a candidate must be a member and not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with VNA.

### Section 3. Term of Office

- A. Except for the President-Elect who shall serve for a one-year term, the term of office of each officer, Committee on Nominations member and ANA Membership representative shall be two years. Upon completion of the term of office, the President-Elect shall automatically assume the office of President.
- B. No officer shall serve more than two (2) consecutive terms in the same office. Service for a portion of a term greater than half shall be considered a full term.
- C. No member may serve more than eight (8) consecutive years as a member of the Board of Directors.
- D. Except for the President whose term of office shall begin at the close of the Membership Assembly held in the even-numbered years, each term of office shall begin at the close of the Membership Assembly at which such officer was elected.

### Section 4. Vacancies

- A. In the event of a vacancy in the office of President, the Vice President shall become President for the remainder of the term.
- B. In the event of a vacancy in the office of President-Elect, the office shall be left vacant until the next election at which time a President shall be elected.
- C. The Board of Directors shall fill vacancies in other offices until the next General Assembly when such offices shall be filled by election for the unexpired portion of the terms.

### Section 5. Responsibilities

The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by VNA. All VNA records and property shall be delivered to the new officers within one month of their assuming office.

A. The President shall:

1. Preside at meetings of the membership, Board of Directors, and Executive Committee;
2. Serve as representative to the ANA Membership Assembly;
3. Ensure passage of appropriate materials to incoming vice president.
4. Serve as an ex officio member of all committees except the Committee on Nominations;
5. Upon approval of the Board of Directors, appoint the chair of all standing, special, and convention committees;
6. Deliver an annual address to the VNA Membership Assembly;
7. Have the privilege of inviting the presidents of the Virginia League of Nursing and the VNSA and other nonmembers to attend meetings of the Board of Directors;
8. Conduct the annual performance appraisal of the Chief Executive Officer.

B. The President-Elect shall:

1. Serve as a voting member of ad hoc committees as appointed by the president.
2. Attend meetings and other activities and represents the president as requested.
3. Serve as chair or member of ad hoc committees as appointed by the president.
4. Utilize the year in office in preparation for assuming office of president.
5. Serve as a member of the board and executive committee, contributing individual experience and expertise to work with the BOD including the development of BOD members.

C. The Vice-President shall, in the absence of the President, preside at meetings of the membership, the Board of Directors, or the Executive Committee and perform other duties assigned by the President or the Board of Directors. Further, the Vice President shall:

1. Serve as a member of the board and executive committee.
2. Assume responsibilities of the president in his/her absence.
3. Represent the association with other associations or organizations as requested by the President.
4. Serve on committees and/or task forces at the discretion of the president, board of directors.
5. Serve as an elected VNA Representative at the ANA Membership Assembly.
6. Ensure passage of appropriate materials to incoming vice president.
7. Provide summaries, information, executive briefings to the president on activities and issues.
8. Contribute individual experience and expertise to further the work of the BOD.

D. The Treasurer shall be responsible for monitoring the financial affairs of VNA, serve as a member of the Finance Committee, and provide reports of the operational financial condition to the General Assembly and Board of Directors. Further, the Treasurer shall:

1. Serve as a member of the board, the executive committee and chairs the finance committee.
2. Ensure that the association maintains accurate financial records.



3. Review association expenditures and financial status on a regular basis to ensure overall fiscal integrity.
  4. Ensure that regular financial reports are submitted to the board and present an annual financial report to the membership.
  5. Chair finance committee meetings and serves as liaison between the board and finance committee.
  6. Provide annual report and interpretation of financial conditions to the board and membership at the Membership Assembly.
  7. Perform other duties as may be assigned by the president.
  8. Represent VNA at meetings and activities as requested.
  9. Serve as the elected VNA Alternate at the ANA Membership Assembly.
  10. Ensure passage of appropriate materials to incoming officer.
  11. Contribute individual experience and expertise to further the work of the BOD.
- E. The Secretary shall be responsible for ensuring that records are maintained of all meetings of the membership, Board of Directors, and Executive Committee. Further, the secretary shall:
1. Serve as member of the board and executive committee.
  2. Ensure that records are maintained for all meetings of the association, the board of directors, and the executive committee.
  3. Ensure that copies of the minutes of each meeting are provided to the president and others as appropriate.
  4. Perform other duties as may be assigned by the president.
  5. Represent VNA at meetings and activities as requested.
  6. Ensure passage of appropriate materials to incoming secretary.
  7. Contribute individual experience and expertise to further the work of the BOD.
- F. Each Commissioner shall be responsible for coordinating the activities of the commission and serving as ex- officio a member of all committees that are the sub-structural units of the commission, per Article IX.
- G. The Director-at-Large shall be a staff nurse who represents that constituency in all Board of Directors business and transactions. Further, the Director-at-Large shall:
1. Serve as a voting member of the board of directors.
  2. Establish a line of communication between the constituents and the board of directors to identify the staff nurse's needs and expectations of the association.
  3. Establish a line of ongoing communication between the constituents, members and board of directors to educate the staff nurse of VNA's goals, actions and activities.
  4. Represent VNA at meetings and activities as directed.
  5. Ensure passage of appropriate materials to incoming director-at-large.
  6. Submit annual report of activities.
  7. Perform other duties as may be assigned by the president.
- H. The Director-at-Large: Recent Graduate shall be a nurse who graduated within the three (3) years prior to election who represents that constituency in all Board of Directors business and transactions. Further, the Director-at-Large, Recent Graduate shall:
1. Serve as a voting member of the board.

2. Establishes a line of communication between the constituents and the board of directors to identify the new graduate nurse's needs and expectations of the association.
3. Establishes a line of ongoing communication between the constituents, members and board of directors to educate the staff nurse of VNA's goals, actions and activities.
4. Represents VNA at meetings and activities as directed.
5. Ensures the passage of appropriate materials to incoming director-at-large, recent graduate.
6. Submits annual report of activities.
7. Performs other duties as may be assigned by the president.

## **Article VI Board of Directors**

### Section 1 General

Pursuant to Virginia law, the Board of Directors shall be charged with the management and control of the affairs of VNA. In addition to the powers and authority expressly conferred herein and in the articles of incorporation, the Board of Directors, in carrying out its duties, may exercise all corporate powers of VNA and carry out all lawful acts as are not prohibited under applicable federal, state or local statute or regulation, or by the articles of incorporation. Except as otherwise provided herein, the Board of Directors may adopt such policies and procedures from time to time for the management of the operations of VNA as it may deem proper.

### Section 2. Composition

The Board of Directors shall consist of VNA elected officers, Commissioners, the Chapter Representative, and two Directors-at-Large. As provided in VNA's articles of incorporation, the number of directors shall be not less than ten (10) and not more than twenty-six (26). The board may fix the exact number of directors within this range from time to time; provided, however, that no decrease in the number of directors shall operate to shorten the term of an incumbent director.

### Section 3. Meetings

- A. Regular meetings of the Board of Directors shall be held at least five times per year. Additional meetings may be held at such other times and places as determined by the Board of Directors.
- B. Absence from three (3) regular meetings of the Board of Directors shall be cause for declaring a vacancy in the Board position by a vote of a majority of the members of the Board of Directors.
- C. Special meetings of the Board of Directors may be called by the President with ten (10) days' notice to each member of the Board of Directors either personally or by first-class mail, telephone, facsimile or E-mail and shall be called by the President in like manner upon written request of not less than four (4) chapters or five (5) members of the Board of Directors.

### Section 4. Meeting by Web-conference or Teleconference

To the extent permitted by the Act, the Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each

other during the meeting. Such participation shall constitute presence in person at such meeting.

Section 5. Action without a Meeting (Unanimous Written Consent)

Any action required or permitted to be taken at any meeting of the board may be taken without a meeting if written consent to such action is signed unanimously by the directors. Such consent may be accomplished by one or more electronic transmissions.

Section 6. Quorum and Voting

A majority of the members of the Board of Directors, one of whom shall be the President or Vice President, shall constitute a quorum of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these bylaws.

Section 7. Standing Committees of the Board of Directors

- A. Committee on Ethics and Human Rights, which shall:
1. consist of at least three or more members, representing a diversity in nursing practice and educational and geographical areas if possible;
  2. assess ethical and human rights concerns of nurses in Virginia
  3. assist with disseminating the ANA Code of Ethics for Nurses and other ANA policy statements from the ANA Center for Ethics and Human Rights to nurses, nursing students, other health professionals, and the general public;
  4. provide forums and educational programs where members can discuss ethical and human rights dimensions of health;
  5. serve as a resource for nurses exploring healthcare ethics and human rights concerns in institutions and communities; and
  6. disseminate models for ethical decision-making to individuals requesting them and provide counsel in their use.

**Article VII  
Executive Committee**

Section 1. Composition

The Executive Committee shall be composed of the President, President-Elect, Vice President, Secretary, Treasurer, and chairman of Chapter representative.

Section 2. Responsibilities

- A. The Executive Committee shall conduct necessary business between meetings of the Board of Directors and other business as prescribed in these bylaws and report all such action taken at the next meeting of the Board of Directors.
- B. The Executive Committee shall provide input to the President for the annual performance appraisal of the Chief Executive Officer

Section 3. Quorum

A majority of the members of the Executive Committee shall constitute a quorum.

**Article VIII**

## **Chief Executive Officer**

### Section 1. Definition

- A. There shall be a Chief Executive Officer selected by the Executive Committee and approved by the Board of Directors.
- B. There shall be an annual performance appraisal conducted by the President with input from the Executive Committee.

### Section 2. Responsibilities

The Chief Executive Officer shall:

- A. Manage the affairs of VNA according to policies established by the Board of Directors;
- B. Be accountable to the Board of Directors;
- C. Work under the direction of the Board of Directors;
- D. Upon approval of the Executive Committee, employ, direct, evaluate, promote and terminate office staff;
- E. Serve as an advisor to the Bylaws, Finance, and Membership Committees;
- F. Serve as editor-in-chief of the official VNA publication; and
- G. Upon direction of the Board of Directors, represent and serve as spokesperson for VNA on matters of policy and position.

## **Article IX**

### **Commissions**

#### Section 1. Definition

- A. The Commissions are Government Relations, Workforce Issues, Nursing Education, Nursing Practice, and Resources and Policies.
- B. Each commission is a structural unit established by VNA based upon specific areas of responsibility. The substructures of a commission may be the committees listed in these bylaws and special committees established by the Board of Directors; Practice Councils; and Educational Councils.

#### Section 2. Composition

The chairman of each sub-structural unit shall be a member of the commission.

- A. The chairman of each standing committee shall be recommended by the Commissioner and approved by the Board of Directors for appointment within thirty (30) days of the Membership Assembly. Unless otherwise ordered by the Board of Directors, the term of each standing committee chairman shall be concurrent with that of the Commissioner.
- B. Chairmen of the professional practice councils and educational councils shall be elected and serve as provided for in their general rules.

#### Section 3. Responsibilities

- A. The commissioner shall:
  - 1. coordinate the activities of their commission and serve as ex officio a member of all committees that are the sub-structural units of that commission;
  - 2. encourage inclusion of diverse viewpoints by appointing committee members assuring representation from various practice areas and geographic regions whenever possible; and
  - 3. provide for organizational continuity through maintenance and transfer of appropriate records between chairmen of sub-structural units.

- B. Each commission shall:
1. be responsible for obtaining recognition and acceptance of the extent of the VNA's concern, action and influence in its respective area of responsibility;
  2. conduct hearings and devise other means of securing opinions of members and other consultants as needed;
  3. establish working relationships with structural units, chapters and other organizations as necessary and appropriate;
  4. establish procedures for the conduct of its business in accordance with these bylaws;
  5. organize councils, committees and/or taskforces present programs and workshops or devise arrangements to meet the demonstrated needs of members and fulfill the functions of the commission.
  6. and report and be accountable to the Board of Directors and shall act in accordance with general policies and bylaws of the VNA.
  7. shall advocate and support the systematic application of nursing research procedures for assessing, implementing, and evaluating program outcomes and impacts. The goal of evaluation (research) is to monitor progress and effectiveness of the commission's policies and programs.

#### Section 4. Meetings

- A. Meetings of each commission shall be held at the call of the commissioner.
- B. Meetings of each committee shall be held at the call of the committee chairman.
- C. Upon the absence of a member from two consecutive meetings of a commission or committee, the commissioner may recommend to the Board of Directors to declare a vacancy in the position.

#### Section 5. Quorum

A majority of the members of a commission or committee shall constitute a quorum. All official actions of such groups must be ratified by either a quorum or the Board of Directors.

#### Section 6. Government Relations Commission

- A. The responsibilities of the Government Relations Commission are to:
  1. advocate and support the systematic study and dissemination of healthcare policy information and its effect on healthcare and nursing practice.
  2. develop a legislative platform for the approval of the Board of Directors;
  3. inform membership of legislative proposals and actions affecting healthcare and the nursing profession.
  4. facilitate the development of political expertise among members; and
  5. implement an action program to lobby for legislation which has a positive effect on health and nursing care for all Virginians.

#### Section 7. Workforce Issues Commission

- A. The responsibilities of the Workforce Issues Commission are to:
  1. provide a forum for the discussion of workforce issues, including human rights of nurses, issues related to diversity, and the work environment.
  2. assist nurses in developing skills to respond to current and emerging healthcare environments.

3. assist nurses in increasing their awareness and understanding of the dimensions of diversity, including ethnicity/culture, age, gender, physical abilities, religion, race and sexual/affectational orientation and their effect on client care and the work place; and
4. advocate and support the systematic study of and diversity issues within nursing and healthcare and their subsequent application to nursing practice.

Section 8. Nursing Education Commission

- A. The responsibilities of the Nursing Education Commission are to:
1. identify priorities and issues for education in Virginia that are within the scope of the VNA
  2. promote collaboration among educational groups within Virginia;
  3. promote collaboration between education and practice; and
  4. implement activities to maintain accreditation of VNA's Continuing Education Approval and Provider status.
- B. The sub-structural units are:
1. Continuing Education Provider Committee, which shall:
    - a. consist of at least six (6) members;
    - b. act as consultants for the provider unit on continuing education programs; and
    - c. adhere to American Nurses Credentialing Center (ANCC) criteria and meet all requirements to maintain accreditation.
  2. Continuing Education Approval Committee which shall:
    - a. consist of at least nine (9) members from the various geographic areas of the state to include members representing a cross section of nursing practice if possible;
    - b. assume the leadership role in promotion and implementation of the ANA standards of continuing education for nurses;
    - c. review and approve continuing education activities and providers in adherence with ANCC criteria; and
    - d. adhere to all ANCC criteria and meet all requirements to maintain ANCC accreditation.

Section 9. Nursing Practice

- A. The responsibilities of the Nursing Practice Commission are to:
1. provide a forum for discussion of current healthcare practice/trends and their impact on nursing care of individuals, groups, and communities;
  2. promote standards, positions, and policies for nursing care of individuals, groups and communities;
  3. advocate for optimal healthcare of vulnerable populations;
  4. promote ethical decision-making among nurses;
  5. advocate and support the systematic study and dissemination of research in nursing with its subsequent application to practice.
- B. The sub-structural units are:
1. Committee on Nursing Research which shall:

- a.. consist of at least three (3) members;
  - b. serve as a resource group for the research activities related to the VNA;
  - c. provide consultation and information relative to planned and ongoing research programs and activities that would be of interest to professional nurses; and,
  - d. identify by name, location, and area of interest, those professional nurses in Virginia who are actively engaged in research and would be willing to serve as consultants in their areas of expertise.
2. Practice Councils, which shall:
- a. provide a community of peers and a principal source of expertise in areas of interest and serve as a forum for discussion of relevant issues and concerns;
  - b. embrace standards, positions, and policies relevant for the specific area of expertise;
  - c. maintain communication with the Commissioner of Nursing Practice and other units within the association, as appropriate;
  - d. develop and evaluate a plan of operation for carrying out its responsibilities;
  - e. assure that its policies and positions are in accordance with those of VNA;
  - f. promote increased understanding of the healthcare needs of vulnerable populations within areas of expertise;
  - g. serve as a resource regarding ethics and human rights as they relate to the specific areas of expertise.
  - h. promote the contributions of nursing practice to the health and well being of the citizens of Virginia.,
  - i. be established by the Board of Directors upon petition from at least thirty (30) members; and
  - j. be dissolved by a two-thirds vote of the Board of Directors if there is no reason for its continued existence.

Section 10. Resources and Policies Commission

- A. The duty of the Commission on Resources and Policies is to be responsible for maintaining organizational operation and efficiency in providing the maximum service to members.
- B. The sub-structural units are:
  - 1. Bylaws/Reference Committee which shall:
    - a. consist of at least three (3) members;
    - b. review, edit and report on proposals presented to this committee by members, chapters, Commissions, or the Board of Directors, or propose amendments;
    - c. present all proposals with recommendations for action to the Board of Directors for consideration;
    - d. announce a deadline for acceptance of proposals which shall be the first Monday in August;

- e. submit prior notice of proposed amendments to these bylaws together with any recommendations to the editorial board of the official VNA publication for inclusion in the Call to the General Assembly meeting;
  - f. send to ANA Committee on Bylaws updated VNA Bylaws after proposed amendments are approved;
  - g. edit and effect all correlation changes as needed in bylaws and resolutions which in no way conflict with the intent of the original;
  - h. review chapter reports and make recommendations to the Board of Directors as appropriate
  - i. review the general rules for practice councils and educational councils and recommend amendments as appropriate; and
  - j. conduct forums on bylaws during the convening of the Membership Assembly.
2. The Finance Committee which shall:
- a. consist of at least three (3) members, one of whom shall be the Treasurer;
  - b. annually submit a budget to the Board of Directors;
  - c. review at frequent intervals the total assets of the VNA and make recommendations to the Board of Directors;
  - d. analyze the project budgets for proposed programs; and
  - e. submit annually to the Board of Directors a review of financial status prepared by an outside of agent prior to the Membership Assembly.
3. Membership Committee which shall:
- a. consist of at least three (3) members;
  - b. devise ways and means of assisting chapters in promoting increased membership and retention of current members;
  - c. periodically review recruitment material being distributed by the VNA and make recommendations for change as needed.
4. Committee on Nursing History which shall:
- a. consist of at least three (3) members;
  - b. provide for the preservation and restoration of historical records and memorabilia of the VNA;
  - c. conduct an on-going review of material relevant to nursing history in Virginia; and,
  - d. promote the historical heritage and contributions of nursing to healthcare in Virginia.

**Article X**  
**Relationship with the American Nurses Association**  
**& the Center for American Nurses**

Section 1. Membership



VNA is a constituent member of the American Nurses Association. The annual dues for a VNA/ANA member shall be set forth in dues policy and shall include the present rate of dues paid by VNA to the ANA. In the event that the rate of dues payable to the ANA by VNA is increased in the future, any such change shall be automatically added to the annual dues owed by the VNA/ANA member to VNA.

### Section 2. Representation

- A. ANA Membership Assembly
  - 1. VNA is entitled to two representatives at regular and special meetings of the ANA Membership Assembly in accordance with ANA bylaws and policy.
    - a. The President of VNA shall be a designated representative. The ballot will reflect that he/she will serve ex officio in this capacity.
    - b. The Vice President of VNA shall be a designated representative. The ballot will reflect that he/she will serve ex officio in this capacity.
    - c. The Treasurer of VNA shall be the designated alternate. The ballot will reflect that he/she will serve ex officio in this capacity.
    - d. In the event either representative or the alternate are unable to fulfill their duties at ANA Membership Assembly, the Board of Directors will vote to select their replacement from among the board.

### **Article XI Fiscal Year**

The fiscal year of the VNA shall be July 1 through June 30.

### **Article XII Parliamentary Authority**

Robert's Rules of Order Newly Revised shall govern the association in all parliamentary situations that are not provided for by law or the bylaws of the VNA.

### **Article XIII Amendments**

#### Section 1. Adoption

These bylaws may be amended:

- A. By an affirmative two-thirds (2/3) vote of the members pursuant to the procedures set forth in Article II; or
- B. By an affirmative vote of a majority of the full Board of Directors.

#### Section 2. Notice

To allow provision of notice prior to the Membership Assembly, Amendments proposed by any member should be submitted to the Bylaws/Resolutions Committee at least ninety (90) days previous to the Membership Assembly. The committee shall submit notice of proposed amendments for appropriate publication.