

**Wisconsin Nurses Association**

# **BYLAWS**

*As Amended January 18, 2019*



**2820 Walton Commons West  
Suite 136  
Madison, WI 53718**

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## Historical Sketch of WNA

- 1909** – The first meeting of the Wisconsin Association of Graduate Nurses' (WAGN) occurred at the Pfister Hotel in Milwaukee, Wisconsin. The first President was Stella Mathews.
- 1910** – WAGN is incorporated. Helen Kelly is elected President.
- 1919** – Name is changed to the Wisconsin State Nurses Association.
- 1923** – Corporation dissolved
- 1941** – Reincorporated
- 1955** – Articles of Incorporation restated.
- 1941** – Reincorporated
- 1955** – Articles of Incorporation restated.
- 1967** – Articles of Incorporation amended to change name to Wisconsin Nurses Association, Inc.
- 1977** - Articles Amended to define the purposes of WNA
- 2012** – Articles of Incorporation amended by redefining the purposes of WNA and to delete reference to District Nurses Association.

## Articles of Incorporation for the Wisconsin Nurses Association

1. The provisos of the original Articles of Incorporation of the Wisconsin Nurses Association are hereby amended in conformity with the Wisconsin Nonstock Corporation Law, Chapter 181, and Wisconsin Statutes, the same to supersede and take place of the heretofore existing Articles of Incorporation and amendments thereto.
2. The corporation elects to become subject to Chapter 181.
3. The name of the corporation shall be the Wisconsin Nurses Association Incorporated.
4. The period of existence shall be perpetual.
5. The purposes of WNA shall be to:
  - A. Foster high standards of nursing; and
  - B. Stimulate and promote the professional development of nurses and advance their welfare.
  - C. Work for the improvement of health standards and the availability of health care services for all people.
  - D. Advocate for workplace standards that foster safe patient care and support the profession.These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, nationality, race, religion, sexual orientation or gender expression.
6. The corporation is formed without capital stock and no dividends or pecuniary profits shall be declared to the members, thereof, and no part of the principal or income shall ever endure to the benefit of any member thereof.
7. The location of the principal office is 2820 Walton Commons West, Suite 136, Madison, WI 53718
8. The name of the registered agent is Gina Dennik-Champion.
9. The address of the registered agent is as above.
10. The number of directors may be fixed by bylaw but shall not be less than three.
11. The method of accepting and discharging members and restriction of voting rights shall be specified in the Bylaws.
12. These articles may be amended at any annual or special meeting of the corporation by a vote of at least two-thirds of all voting members, present and voting, provided that a statement of the nature of the proposed amendment is included in the notice of the meeting.

## BYLAWS

### ARTICLE I - NAME, RELATIONSHIPS AND PURPOSES

Section 1. The name of this association shall be the Wisconsin Nurses Association, Incorporated, hereinafter called WNA. The WNA is a Constituent Member Association (CMA) of the American Nurses' Association (CMA) hereinafter called ANA. WNA shall pay dues to ANA in accordance with policies adopted by the ANA Membership Assembly and in accordance with the contract negotiated between WNA and ANA. Through ANA, members of WNA shall have representation in the International Council of Nurses

Section 2. The purposes of WNA shall be to:

- A. Foster high standards of nursing; and
- B. Stimulate and promote the professional development of nurses and advance their welfare.
- C. Work for the improvement of health standards and the availability of health care services for all people.
- D. Advocate for workplace standards that foster safe patient care and support the profession.

### ARTICLE II - MEMBERSHIP AND DUES

The WNA shall maintain a membership that meets the qualifications in these Bylaws, unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, sexual orientation, or gender identity.

Section 1. Regular Membership

- A. WNA shall consist of members who belong to WNA with full access to ANA.
- B. Eligibility for membership is limited to an individual who:
  1. Holds or is eligible to hold current licensure to practice as a registered nurse in at least one state of the United States, its possessions, territories or District of Columbia, or is otherwise entitled by law to practice nursing;
  2. And does not have a license under suspension or revocation in any state;
  3. Or is an impaired nurse in treatment and/or recovery who has surrendered a license to practice because of the impairment.

Section 2. Membership Rights – A WNA member shall have membership privileges as follows:

- A. Receive a WNA/ANA membership card.
- B. Receive the official WNA and ANA publications.
- C. Participate in election of:
  1. WNA officers
  2. Board of Directors
  3. ANA Membership Assembly Representative and Alternates in accordance with ANA Bylaws.
  4. Council members
  5. Nominating Committee
- D. Be a candidate for WNA, or ANA elected or appointed positions in accordance with WNA or ANA Bylaws.

- E. Attend WNA annual and special meetings in person or joining electronically, and vote on official business of the Association.
- F. Serve as a representative to the ANA Membership Assembly meetings according to ANA and WNA Bylaws.
- G. Participate in and attend ANA member-related meetings, workgroups and other unrestricted activities of ANA.
- H. Attend the Congress of the International Council of Nurses.
- I. Participate in and attend membership related activities of WNA.
- J. Hold membership in one or more WNA Mutual Interest Groups (MIGs) if desired.
- K. Be entitled to a fair hearing/due process before any disciplinary action is taken.

Section 3. Membership Obligations - WNA members shall have the following obligations:

- A. Abide by WNA Bylaws and WNA Policy and Procedures.
- B. Abide by ANA Bylaws and ANA Code of Ethics for Nurses.
- C. Pay dues according to current policy.

Section 4. Disciplinary Proceedings

- A. Cause for disciplinary action against a member shall be limited to:
  - 1. Violation of WNA Bylaws and/or ANA Bylaws;
  - 2. Violation of the ANA Code of Ethics for Nurses;
  - 3. Other actions that is harmful to the purposes, goals and functions of ANA, WNA or other constituent member associations.
- B. Disciplinary proceedings against a member, including a member's right to appeal any discipline imposed, shall be conducted in accordance with policies and procedures established by the Board of Directors which shall have final disciplinary authority over members.
- C. Any disciplinary action taken by any other Constituent/State Nurses Association (C/SNA) against one of its members, or against a member of this Organization, shall be given full recognition and enforcement provided that such action was taken in accordance with Constituent/State Nurses Association's Bylaws and disciplinary procedures.

Section 5. Dues

- A. The amount of the annual WNA dues:
  - 1. That is allocated for WNA shall be established:
    - a. By a 2/3 vote of the members voting in person or joining electronically, at a general or special membership meeting, after at least 60 days notice of the intention to vote upon the dues;
    - b. Alternatively, the dues may be adjusted by the Board of Directors by an amount not to exceed the cost of living (Consumer Price Index) or four (4%) annually, whichever is less and provide notice to membership of adjustment within 60 days.
  - 2. That is assessed by ANA shall be determined by ANA.
  - 3. That may be modified as provided for in Article VI, Section 6.B.1.I.
- B. WNA dues shall be paid in accordance with policy regarding membership categories and dues amounts adopted by the WNA membership.
- C. A nurse who has completed full payment of dues in another CMA may transfer to WNA without payment of additional dues for remainder of membership year.
- D. No monies shall be refunded on resignation, change of dues classification, or transfer to another

CMA within a membership year.

- E. Continue to pay dues to ANA unless two-thirds (2/3) of the entire WNA membership votes in the affirmative to disaffiliate from ANA. A sixty (60) day notice is required prior to conducting the vote.

### **ARTICLE III – ORGANIZATIONAL AFFILIATES**

Section 1. An organizational affiliate of WNA is an association that:

- A. Is a nursing or health related organization that has a mission and purpose harmonious with WNA, has a governing body composed of a majority of registered nurses, and who meets criteria established by the WNA Board of Directors;
- B. Has been granted organizational affiliate status by the WNA Board of Directors; and
- C. Has paid an annual organizational affiliation fee to WNA.

Section 2. Rights

A. Each organizational affiliate shall be entitled to:

- 1. One representative vote on WNA Annual Membership Meeting action items providing:
  - a. Representative is a Registered Nurse
  - b. Votes on non-governance related items.
  - c. This does not prohibit voting on governance related items if the representative is a WNA member.
- 2. Submit Annual Report or make reports or presentations to the WNA Annual Membership Meeting within its area of expertise; and
- 3. Submit the names of representatives qualified for appointment to ad hoc groups, task forces, and committees

Section 3. Responsibilities

Each organizational affiliate shall maintain a mission and purpose harmonious with the purposes and functions of WNA.

Section 4. Disqualification

Any organizational affiliate which fails to maintain qualifications stated in Section 1. or who fails to support the WNA mission and policies may be disqualified by a two-thirds vote of the Board of Directors.

Due notice must be given to the affiliate and its members at least three months before the vote is taken.

The organizational affiliate shall have the opportunity for a hearing with the WNA Board within said three-month period.

Section 5. Reinstatement

Any organizational affiliate which has been disqualified may be reinstated by a two-thirds vote of the WNA Board.

### **ARTICLE IV- MEETINGS OF THE MEMBERSHIP**

Section 1. Definition of the governing body - The WNA members in attendance, in-person or joining

electronically at annual and special meetings constitute the governing and official voting body of the Association.

Section 2. Authority - The membership in attendance, in-person or joining electronically, at annual or special meetings shall:

- A. Take positions, determine policy and set direction on substantive issues of a broad nature necessitating the authority and backing of the official voting body of WNA.
- B. Adopt and maintain Bylaws in conformity with ANA.

Section 3. Meetings

- A. The membership shall meet in-person or electronically, once a year to participate in the scheduled business meeting of the association.
- B. Special business meetings of the membership shall be called by:
  1. The Board of Directors, or
  2. The President upon the written request (hard copy signed by the requestors) of 10% of the members.
- C. Notice of business meetings of the membership shall be given to members:
  1. Sixty days prior to the annual meeting.
  2. Thirty days prior to special meetings.

Section 4. Voting

- A. For purposes of authorization to vote at membership meetings, members are defined as those individuals holding current membership in the Association.

Section 5. Quorum - A quorum for annual and special business meetings of the membership shall be 5% of the total number of current members, and must include the President and/or Vice president, and a majority of the Board of Directors. In the absence of a quorum the Board of Directors shall have the authority to conduct the business of the Annual or Special Meetings.

## **ARTICLE V - OFFICERS**

Section 1. Officers - The officers of WNA shall be president, vice-president, secretary and treasurer.

Section 2. Term of Office

- A. The president, vice-president, secretary and treasurer shall be elected as specified in Article X and serve for 2-year terms and not to exceed 2 consecutive terms.
- B. The officers shall assume office on the January 1 following the year elected.
- C. An officer who has served for more than half a term shall be deemed to have served a full term in that office.

Section 3. Vacancies

- A. In the event of a vacancy in the office of President, the vice-president shall succeed to that office.
- B. All other vacancies shall be filled by Board appointment.

Section 4. Duties - Each officer shall assume duties usually performed by such officers and as defined by these Bylaws or by the WNA Board.

- A. The president shall:
  1. Chair the Annual, Special, Board of Directors and Executive Committee Meetings,
  2. Be an ex-officio member without vote of all committees of the Board, and
  3. Serve as one of the WNA representatives to the ANA Membership Assembly.
- B. The vice-president shall:
  1. Serve as chairperson to WNA's Coordinating Cabinet
  2. Assume all duties of the President in the president's absence, and
  3. Assume other duties as assigned by the President and/or Board of Directors.
- C. The secretary shall record the proceedings of the Board of Directors, Executive Committee, Annual and Special Meetings.
- D. The treasurer shall:
  1. Report on WNA's financial condition to the membership, and the Board of Directors,
  2. Prepare an annual budget with assistance of the President, chief executive, and Finance Committee
  3. Fulfill such responsibilities as required by law.

## **ARTICLE VI - BOARD OF DIRECTORS**

Section 1. Definition - The WNA Board of Directors, a corporate body, which serves as the agent of the WNA membership, shall consist of the four (4) officers and five (5) directors at least one of whom is a staff nurse and at least one of whom shall be an advanced practice registered nurse.

### Section 2. Term of Office

- A. Directors shall be elected, as specified in Article XI, for 2-year terms. Three (3) directors shall be elected in even-numbered years, and 2 directors shall be elected in the odd-numbered years.
- B. Directors shall begin their term of office on the January 1 following the year elected.
- C. All vacancies on the Board of Directors shall be filled by appointment by the WNA Board of Directors.

Section 3. Limitation - A member shall serve no more than 8 consecutive years on the WNA Board of Directors.

### Section 4. Meetings

- A. The WNA Board shall hold at least 2 regular meetings annually at the call of the President.
- B. Special meetings of the WNA Board may be called by the President or shall be called upon written request of 4 members of the WNA Board or 5% of the WNA membership.
- C. Meetings of the WNA Board may be held electronically.

Section 5. Quorum - A majority of the WNA Board, 1(one) of whom shall be President or vice-president, shall constitute a quorum at any Board meeting.

### Section 6. Powers and Duties

- A. Powers - The Board shall exercise the corporate responsibility and fiduciary duties of the WNA consistent with applicable provisions of the law.
- B. Duties
  1. The WNA Board shall:



- a. Provide for implementation of action and directives of the WNA membership within statutory and fiscal responsibilities,
- b. Establish policies and rules of procedure for the transaction of business and coordination of association activities between annual business meetings,
- c. Define the scope of responsibility, assure the accountability, and establish compensation for the Chief Executive.
- d. Provide for operation and maintenance of state headquarters and establish other offices if deemed necessary,
- e. Adopt the annual budget, approve financial policies and surveillance of funds.
- f. Select a depository for funds and securities and authorize investment of and disposition of such funds and securities,
- g. Bond or secure coverage for appropriate members and staff of the WNA,
- h. Provide for dissemination of information concerning association business and nursing,
- i. Determine date and place of Annual and Special Meetings,
- j. Report to and be accountable to the membership regarding business transacted,
- k. Grant exception to the provision of these Bylaws for plans which affect the membership year or the collection and payment of dues to WNA. The Board shall approve such plans prior to their implementation,
- l. Establish annual WNA dues per Article II, Section 5.A.1.,
- m. Approve Mutual Interest Groups.
- n. Assure retention of CPA audit services least every two years
- o. Approve, monitor and report on the Association's membership growth plan.
- p. Create and dissolve Task Forces and other workgroups of the Board as deemed necessary to conduct WNA's business and define their purpose and authority.

2. Appointments

- a. Appoint a chief executive.
- b. Make appointments and fill vacancies as provided for in these Bylaws,
- c. Establish standing and special committees,
- d. Recommend appointments and appoint representatives to voluntary organizations, public and governmental bodies.

3. Removal from Office

a. The WNA Board, by a 2/3-ballot vote, may remove an officer or director under any of the following:

- 1) Has 2 unexcused absences of the Board of Directors meetings within a biennium,
- 2) Inability to perform the duties of the office,
- 3) Violation of the Bylaws or an action that could result in loss of nursing license.

b. Procedure for Removal

- 1) The board member is given written notice of his/her removal, which shall specify reasons for this action.
- 2) If the removal is challenged, the person shall be afforded a fair hearing.
- 3) If the board member does not reply to the notice within 60 days, the WNA Board may, by a 2/3-ballot vote, declare the office vacant.

**ARTICLE VII - EXECUTIVE COMMITTEE**

Section 1. Composition - The Executive Committee of the Board shall be composed of the officers.

Section 2. Meetings - Meetings of the Executive Committee

- A. Meetings shall be held at the call of the President.
- B. Meetings of the Executive Committee may be held in-person or electronically.

Section 3. Quorum - A quorum for the Executive Committee of the Board shall be 60% of the total number of members.

Section 4. Powers and Duties

- A. Powers - The Executive Committee shall have all powers of the Board to transact business of an urgent nature between Board meetings.
- B. Duties
  - 1. May give direction and act in an advisory capacity to the President and the administrative staff.
  - 2. Shall review and approve the minutes of the Annual Meeting.

Section 5. Accountability - The Executive Committee shall report all transactions to the Board at the next regular meeting of the Board.

**ARTICLE VIII - CHIEF EXECUTIVE**

Section 1. Delegation

- A. The Board of Directors shall delegate to the Chief Executive the authority to manage the association according to policies established by the Board of Directors and the membership.

Section 2. Accountability

- A. The Chief Executive shall be accountable to the Board of Directors.

Section 3. Authority

- A. The Chief Executive may represent the association and serve as spokesperson on matters of established policy and positions.
- B. The Chief Executive or designee shall represent WNA at the ANA Membership Assembly Meeting in a non-voting capacity.

**ARTICLE IX – COORDINATING CABINET**

Section 1. Definition - The Coordinating Cabinet is an advisory body that facilitates the activities/work products related to the profession of nursing and WNA goals.

Section 2. Composition - Is comprised of the WNA Vice-President who serves as chairperson, the chairs of each council who were elected by the council members, related WNA entities and other members who shall be appointed by the Board of Directors.

Section 3. Meetings

- A. The WNA Vice-President convenes the meetings of the Coordinating Cabinet.
- B. Meetings can take place in-person or electronically

#### Section 4. Responsibilities

- A. The Coordinating Cabinet shall facilitate activities and work products that address the following:
  - 1. Professional practice issues identified by the membership including directives emerging from the WNA Annual Meeting.
  - 2. Policy issues related to nursing's scope of practice.
  - 3. Collaborate with other appropriate WNA members and staff in planning the educational program for the WNA Convention
  - 4. Other work assigned by Board of Directors.
- B. Establish work groups to support the assigned work identified by the Coordinating Cabinet.
- C. Adhere to allocations identified in the operating budget.

#### Section 5. Terms of Office and Vacancies -

- A. Terms for all Cabinet members shall be 1 year, except for the Vice-President.
- B. Absence from 2 consecutive meetings may constitute a vacancy within the Cabinet.
- C. Vacancies shall be filled by the appropriate Council, or other related WNA entity.

### **ARTICLE X – COUNCILS**

Section 1. Definition - Councils are established or approved by the membership through bylaw changes. Councils are groups of elected and appointed members responsible for advancing their designated areas of focus related to the profession of nursing.

#### Section 2. Composition

- A. Each Council shall consist of 6 to 10 members. Six of the council members are elected at large from the WNA membership with the remaining appointed by the Board of Directors.
- B. A consumer may be invited to participate on the Councils as a non-voting participant.

Section 3. Classification - The WNA Councils under this Article shall be:

- A. Nursing Practice and Quality, Education and Research Council
- B. Public Policy Council
- C. Workforce Advocacy Council

#### Section 4. Terms of Office and Vacancies

- A. Council members shall be elected as specified in Article XI for a 2-year term. One-half of the council members shall be elected each year.
- B. Absence from 2 consecutive meetings may constitute a vacancy. The Board of Directors shall fill vacancies.

#### Section 5. Meetings

- A. The first meeting following the annual meeting shall be called by the WNA President.
- B. There shall be at least 2 meetings each year.
- C. Meetings can take place in-person or electronically.
- D. A quorum for the Council shall be 50% of the total number of members.

Section 6. Responsibilities - Each Council shall:

- A. Elect a chairperson at the first meeting following the Annual Meeting. The chair or designee will serve as a member of the WNA Coordinating Cabinet.

- B. Develop, implement, and evaluate policies and activities and promote research within its area of concern in conjunction with the Coordinating Cabinet.
- C. Collaborate with the members of other Councils or WNA related entities as appropriate, in determining, planning and executing the work activities identified by the Coordinating Cabinet.
- D. Adhere to allocations identified in the operating budget.
- E. Report and be accountable to the membership and the Board.
- F. Collaborate with the WNA Chief executive, or designee, in carrying out Council activities.
- G. Under the leadership of the Coordinating Cabinet collaborate with the Continuing Nursing Education Provider (CNEP) to plan the educational program for the WNA Convention.

**ARTICLE XI - STANDING COMMITTEES of the BOARD**

Section 1. Definition – WNA’s Standing Committees perform the work on an on-going basis that is assigned by the Board of Directors or the membership.

Section 2. Composition

- A. The standing committees of the board shall be:
  - 1. Bylaws
  - 2. Continuing Education Approval Program Committee (CEAP)
  - 3. Continuing Nursing Education Provider (CNEP)
  - 4. Professional Policy
  - 5. Finance
- B. Member Selection for Committees
  - 1. The Board of Directors shall appoint members of the Bylaws, Finance and Professional Policy Committees.
  - 2. The Board of Directors will ratify members of CEAP and CNEP.
- C. Each committee shall consist of a least three members.

Section 3. Term of Office, Vacancy, Removal

- A. Terms for all committees shall be two years.
- B. Vacancies shall be filled by the WNA Board.
- C. Absence from 2 consecutive meetings may constitute a vacancy within the committee.

Section 4. Meetings

- A. The WNA Vice-President convenes the meetings of the Coordinating Cabinet.
- B. Meetings can take place in-person or electronically
- C. Each committee shall meet at least once each year.
- D. A quorum for the Committees shall be 50% of the total number of members of that committee.

Section 5. Responsibilities

- A. Elect a chairperson at the first meeting following the Annual Meeting.
- B. Review the functions of the committee as written in WNA's Policy and Procedures Manual.
- C. Adhere to allocations identified in the operating budget.
- D. Report and be accountable to the membership and the Board.
- E. Collaborate with the WNA Chief executive, or designee, in carrying out committee activities.

## **ARTICLE XII - NOMINATIONS AND ELECTIONS**

Section 1. The WNA Nominating Committee provides nominees for Officers, Board of Directors, Councils and Committees for whom the member can elect.

Section 2. The Nominating Committee is composed of six members all of whom have been elected by the members.

Section 3. Meetings can take place in-person or electronically.

Section 4. Nominations

- A. In even numbered years the Nominating Committee shall present a slate of candidates for Vice President, Secretary, three (3) Directors one of whom is a Staff Nurse, 3 members of each Council, and 3 Nominating Committee Members,
- B. In odd numbered years the Nominating Committee shall present a slate of candidates for President (and ANA Membership Assembly Representative as President), Treasurer, two (2) Directors one of whom is an Advanced Practice Registered Nurse, three (3) members of each Council, three (3) Nominating Committee Members; and WNA representatives and alternates to the ANA Membership Assembly the number of whom will be based on the ANA Membership Assembly Apportionment Policy. Membership Assembly representatives shall be elected for a two-year term or until a successor is elected.
- C. Ballots shall be constructed to provide for write-in candidates.
- D. The ballot shall indicate that the President is concurrently a candidate for ANA Membership Assembly, to serve a 2-year term concurrent with serving as WNA President.

Section 5. Vacancies

- A. Nominating Committee Vacancies shall be filled using the list of candidates who were listed on the ballot for a Nominating Committee position but not elected. The candidate with highest number of votes after the first three elected committee members will fill the position.
- B. The Nominating Committee may appoint a member to fill the vacant position if the Committee is unable to fill the position using the above procedure

Section 6. Elections

- A. Elections shall be held no more than 90 days and not less than 30 days prior to the annual meeting of the WNA membership, or as addressed in Article IV, Section 3 A.2.
- B. All voting shall be by secret mail ballot or electronic means. A plurality vote elects. In the case of a tie, lot shall decide the election.

## **ARTICLE XIII – MUTUAL INTEREST GROUPS (MIG)**

Section 1. Definition: A Mutual Interest Group (MIG) is comprised of members who have common interests and needs who meet together for educational advancement, networking, and dissemination of information in their area of nursing interest.

Section 2. Approval – Each MIG must apply for and be approved by the WNA Board of Directors and enter into a Memorandum of Understanding with WNA.

Section 3. Each MIG shall adopt Operating Guidelines.

Section 4. MIGs which fail to comply with WNA Bylaws, WNA Policy & Procedures, or have been inactive for greater than one year, may be dissolved by a 2/3 vote of the WNA Board of Directors. Three months written

notice shall be given to the MIG in question before the vote is taken.

Section 5. A MIG, which has been dissolved, may appeal to the WNA Board of Directors for reinstatement. A 2/3 vote of the Board is required for reinstatement of a Mutual Interest Group.

Section 6. Membership - WNA members may choose to belong to one or more MIGs.

Section 8. Annual Report – MIGs shall submit a written report to the WNA membership annually.

Section 9. Responsibilities – MIG's shall support the work of the Councils as requested by providing expertise on ad hoc committees, Task Forces and Council work.

#### **ARTICLE XIV – RAPID RESPONSE UNIT**

Section 1. Definition - The Rapid Response Unit provides a mechanism that brings members together to respond to proposals related to practice, education, policy, and/or research that are time sensitive.

Section 2. Membership - The WNA Board of Directors, Coordinating Cabinet or the WNA Councils are members of the rapid response unit. Any member can participate in a rapid response unit activity.

Section 3. Responsibilities - The WNA Board of Directors, Coordinating Cabinet or the WNA Councils facilitate the rapid response activities.

#### **ARTICLE XV - PARLIAMENTARY AUTHORITY**

The current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern this association in all cases in which they are applicable and in which they are not inconsistent with the Bylaws of this association.

#### **ARTICLE XVI- AMENDMENTS**

These Bylaws may be amended only during an Annual Meeting and may be amended in either of the following ways:

Section 1. By a 2/3 vote of those present (in-person or joining electronically) provided previous written notice has been sent to all members at least 60 days prior to the Annual Meeting.

Section 2. By a 99% vote of those present (in-person or joining electronically) voting if no previous notice has been given.

Section 3. Members wishing to submit proposed amendments to the Bylaws should send notice in writing to the chair of the bylaws committee 90 days prior to the Annual Meeting.

### **History of Amendments to WNA Bylaws**

1976 – Approval to move WNA Headquarters from Milwaukee to Madison Wisconsin.

1978 – Eliminated Collective Bargaining Program

1981 - Provided for an Economic & General Welfare structure for the purposes of Collective Bargaining

1993 – Eliminated Collective Bargaining Program

1995 – Approval of WNA Restructuring – “One member One Vote” replaces House of Delegates for the annual meeting, Board of Directors structure include officers, representative from each council, representative from each WNA Region, staff nurse and advanced practice nurse.

1999 – Clarification of: Membership Rights, authority of Chief Executive, role of Councils, Standing Committees and Special Interest Groups.

2005 – Clarified District dues amounts and role and responsibility of volunteer member Audit Committee.

2006 – Authorized membership in the Center for American Nurses.

2011 – Authorized a seat on the Board of Directors for a newly licensed RN

2012 – Dissolved WNA Districts and Regions which decreased the size of the Board of Directors 18 – 13 and adopted Mutual Interest Groups.

2013 – Approval of WNA Restructuring – “Race for Relevance” which decreases the size of the Board of Directors 13-9, created Coordinating Cabinet which supports the work of the three councils, and a structure for members to engage in time-sensitive and time-limited work.

2015 – Approved the restructure of the WNA Board resulting in four (4) Officers and five (5) Directors-at-large. Accomplished through the elimination of the President-elect and Past president positions.

2016 – Clarified the option to join meetings electronically.

2017 – Renamed the WNA Reference Committee to Professional Policy Committee and changed the number of ANA Membership Assembly representatives based on the ANA Apportionment Policy .