

Proposed changes to WNA Bylaws for consideration at the January 22, 2020 Annual Meeting

The WNA Board of Directors submitted proposed changes to the WNA Bylaw Committee related to CPA financial audits. The Bylaws Committee will be bringing the proposed changes to the membership for a vote at the January 22, 2021 WNA Virtual Annual Meeting. The proposed changes are below.

WNA Bylaw Committee Members:

Marie Garwood, Chair

Linda Gobis

Patrick McNally

Proposed Bylaw Changes

Current Bylaw	Proposed Changes	Rationale
<p>ARTICLE VI - BOARD OF DIRECTORS Section 6. Powers and Duties <u>A. Powers</u> - The Board shall exercise the corporate responsibility and fiduciary duties of the WNA consistent with applicable provisions of the law. <u>B. Duties</u> 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.</p>	<p>e. Adopt the annual budget, approve promulgate financial</p>	<p>The language in <u>Section 6. B.1.n.</u> calls for a CPA Financial Audit every-two years. This language is viewed as too specific to be included in organizational Bylaws. Procurement of CPA related audits should be included in the WNA Board of Directors Financial Policies and Procedures.</p> <p>The proposed changes to <u>Section 6 B.1.e.</u> provide greater clarity of the duties of the WNA Board of Directors related to their fiduciary responsibilities.</p>

<p>f. Select a depository for funds and securities and authorize investment of and disposition of such funds and securities,</p> <p>g. Bond or secure coverage for appropriate members and staff of the WNA,</p> <p>h. Provide for dissemination of information concerning association business and nursing,</p> <p>i. Determine date and place of Annual and Special Meetings,</p> <p>j. Report to and be accountable to the membership regarding business transacted,</p> <p>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,</p> <p>l. Establish annual WNA dues per Article II, Section 5.A.1.,</p> <p>m. Approve Mutual Interest Groups.</p> <p>n. Assure retention of CPA audit services at least every two years</p> <p>o. Approve, monitor and report on the Association’s membership growth plan.</p> <p>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.</p>	<p>policies and procedures and conduct surveillance of funds.</p> <p>n. Assure retention of CPA audit services at least every two years</p>	<p>Delete Section 6. B.1.n. Language to be included in WNA Financial Policies and Procedures.</p>
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Additional Information

The WNA Board of Directors approved revisions to the WNA Financial Policies and Procedures. The revisions include the utilization and timing of CPA financial audits.