

**Proposed changes to WNA Bylaws Final Draft October 9, 2023  
Submitted to the WNA Membership by WNA Bylaw Committee**

The WNA Bylaw Committee has reviewed the current WNA Bylaws that were adopted in 2021. There are proposed changes that reflect recommendations from the ANA Committee on Bylaws and additional items identified by the WNA Bylaws Committee. These proposed Bylaw changes will be presented and voted on at the January 19, 2024 WNA Annual Membership Meeting. The matrix below is laid out as follows: Column 1 displays the Articles and Sections of WNA's current bylaws that will be affected by the proposed changes; Column 2 contains the proposed language changes; and Column 3 provides the rationale for recommended changes.

Current WNA Bylaws	Proposed WNA Bylaws	Rationale
<b>ARTICLE I - NAME, RELATIONSHIPS AND PURPOSES</b>	<b>ARTICLE I - NAME, RELATIONSHIPS AND PURPOSES</b>	
<p><u>Section 1.</u> 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</p>	<p>Section 1. The name of this association shall be the Wisconsin Nurses Association, Incorporated, hereinafter called WNA. The WNA is a <del>Constituent Member Association (CMA)</del> <b>constituent and state nurses association (C/SNA)</b> 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</p>	Editorial
<b>ARTICLE II - MEMBERSHIP AND DUES</b>	<b>ARTICLE II - MEMBERSHIP AND DUES</b>	
<p>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.</p> <p><u>Section 1.</u> Regular Membership A. WNA shall consist of members who belong to WNA with full access to ANA.</p>	<p><u>Section 1.</u> Regular Membership A. WNA shall consist of members who belong to WNA with <del>full access</del> <b>dual membership in</b> ANA.</p>	Clarifies language
<p>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</p>	<p>B. Eligibility for membership is limited to an individual who: 1. Holds <del>or is eligible to hold</del> current licensure to practice as a registered nurse in at least one state</p>	Ensure that the WNA Bylaws are consistent with WNA's practices

States, its possessions, territories or District of Columbia, or is otherwise entitled by law to practice nursing;	of the United States, its possessions, territories or District of Columbia or is otherwise entitled by law to practice nursing;	while maintaining harmony with ANA.
	<b>2. Has retired and/or no longer chooses to practice as a registered nurse but whose license was in good standing with the licensing board at the time the nurse made the decision not to maintain an active license.</b>	Further enhance the overall quality and clarity of the WNA Bylaws.
2. And does not have a license under suspension or revocation in any state;	<del>2.3.</del> And does not have a license under suspension or revocation in any state;	Reordering of number
3. Or is an impaired nurse in treatment and/or recovery who has surrendered a license to practice because of the impairment.	<del>3.4.</del> Or is an impaired nurse in treatment and/or recovery who has surrendered a license to practice because of the impairment.	Reordering of numbers
<b>Article II, Disciplinary Proceedings</b>	<b>Article II, Disciplinary Proceedings</b>	
<u>Section 4. Disciplinary Proceedings</u> 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	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 <b>conducted pursuant to common parliamentary procedure and statutory law and</b> in accordance with policies and procedures established by the Board of Directors, which shall have the final disciplinary authority over members.  C. Any disciplinary action taken by any other Constituent/State Nurses Association (C/SNA) against one	Further enhances the overall quality and clarity of the WNA Bylaws regarding method.

<p>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.</p>	<p>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.</p>	
<p><b>ARTICLE II - Membership Dues</b></p>	<p><b>ARTICLE II - Membership Dues</b></p>	
<p><u>Section 5. Dues</u> - The amount of the annual WNA dues:</p> <p>C. A nurse who has completed full payment of dues in another CMA may transfer to WNA without payment of additional dues for the remainder of membership year.</p> <p>D. No monies shall be refunded on resignation, change of dues classification, or transfer to another CMA within a membership year.</p>	<p><u>Section 5. Dues</u> - The amount of the annual WNA dues:</p> <p>C. A nurse who has completed full payment of dues in another <b>CMA C/SNA</b> may transfer to WNA without payment of additional dues for the remainder of membership year.</p> <p>D. No monies shall be refunded on resignation, change of dues classification, or transfer to another <b>CMA C/SNA</b> within a membership year.</p>	<p>ANA Bylaws were changed to Constituent or State Nurses Association (C/SNA). This is editorial to reflect consistency in language.</p>
<p><b>ARTICLE V - OFFICERS</b></p>	<p><b>ARTICLE V - OFFICERS</b></p>	
<p><u>Section 4. Duties</u> - Each officer shall assume duties usually performed by such officers and as defined by these Bylaws or by the WNA Board.</p> <p>A. The president shall:</p> <ol style="list-style-type: none"> <li>1. Chair the Annual, Special, Board of Directors and Executive Committee Meetings,</li> <li>2. Be an ex-officio member without vote of all committees of the Board, and</li> <li>3. Serve as one of the WNA representatives to the ANA Membership Assembly</li> </ol>	<p><u>Section 4. Duties</u> - Each officer shall assume duties usually performed by such officers and as defined by these Bylaws or by the WNA Board.</p> <p>A. The president shall:</p> <ol style="list-style-type: none"> <li>1. Chair the Annual, Special, Board of Directors and Executive Committee Meetings,</li> <li>2. Be an ex-officio member without vote of all committees of the Board, and</li> <li>3. Serve as one of the WNA representatives to the ANA Membership Assembly</li> <li><b>4. The President or designee shall, as the voting representative for WNA, attend meetings of the ANA Leadership Council.</b></li> </ol>	<p>Need to include a reference to ANA's Leadership Council.</p>
<p>ARTICLE VI – Powers and Duties</p>	<p>ARTICLE VI – Powers and Duties</p>	
<p><u>Section 6. Powers and Duties</u></p> <p>A. Powers - The Board shall exercise the corporate responsibility and fiduciary duties of the WNA consistent with applicable provisions of the law.</p> <p>B. Duties - The WNA Board shall:</p>	<p><u>Section 6. Powers and Duties</u></p> <p>A. Powers - The Board shall exercise the corporate responsibility and fiduciary duties of the WNA consistent with applicable provisions of the law.</p> <p>B. Duties - The WNA Board shall:</p>	

<p>1. General duties</p> <ul style="list-style-type: none"> <li>a. Provide for implementation of action and directives of the WNA membership within statutory and fiscal responsibilities,</li> <li>b. Establish policies and rules of procedure for the transaction of business and coordination of association activities between annual business meetings,</li> <li>c. Define the scope of responsibility, assure the accountability, and establish compensation for the Chief Executive.</li> <li>d. Provide for operation and maintenance of state headquarters and establish other offices if deemed necessary,</li> <li>e. Adopt the annual budget, promulgate financial policies and procedures, and conduct surveillance of funds.</li> <li>f. Select a depository for funds and securities and authorize investment of and disposition of such funds and securities,</li> <li>g. Bond or secure coverage for appropriate members and staff of the WNA,</li> <li>h. Provide for dissemination of information concerning association business and nursing,</li> <li>i. Determine date and place of Annual and Special Meetings,</li> <li>j. Report to and be accountable to the membership regarding business transacted,</li> <li>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,</li> <li>l. Establish annual WNA dues per Article II, Section 5.A.1.,</li> <li>m. Approve Mutual Interest Groups,</li> <li>n. Approve, monitor and report on the Association's membership growth plan,</li> </ul>	<p>1. General duties</p> <ul style="list-style-type: none"> <li>a. Provide for implementation of action and directives of the WNA membership within statutory and fiscal responsibilities,</li> <li>b. Establish policies and rules of procedure for the transaction of business and coordination of association activities between annual business meetings,</li> <li>c. Define the scope of responsibility, assure the accountability, and establish compensation for the Chief Executive.</li> <li>d. Provide for operation and maintenance of state headquarters and establish other offices if deemed necessary,</li> <li>e. Adopt the annual budget, promulgate financial policies and procedures, and conduct surveillance of funds.</li> <li>f. Select a depository for funds and securities and authorize investment of and disposition of such funds and securities,</li> <li>g. Bond or secure coverage for appropriate members and staff of the WNA,</li> <li>h. Provide for dissemination of information concerning association business and nursing,</li> <li>i. Determine date and place of Annual and Special Meetings,</li> <li>j. Report to and be accountable to the membership regarding business transacted,</li> <li>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,</li> <li>l. Establish annual WNA dues per Article II, Section 5.A.1.,</li> <li>m. Approve Mutual Interest Groups,</li> <li>n. Approve, monitor, and report on the Association's membership growth plan,</li> </ul>	
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<p>o. 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>o. 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. <b>p. Approve organizational affiliates membership.</b></p>	<p>Adds the duties of Board to approve organizational affiliate membership.</p>
<p><b>ARTICLE VIII - CHIEF EXECUTIVE</b></p>	<p><b>ARTICLE VIII - CHIEF EXECUTIVE</b></p>	
<p><u>Section 3. Authority</u> 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.</p>	<p><u>Section 3. Authority</u> 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. <b>C. The Chief Executive or designee shall represent WNA at meetings of the ANA Leadership Council in a non-voting capacity.</b></p>	<p>WNA Bylaws currently make no reference to the ANA Leadership Council.</p>
<p><b>ARTICLE XI - STANDING COMMITTEES of the BOARD</b></p>	<p><b>ARTICLE XI - STANDING COMMITTEES of the BOARD</b></p>	
<p><u>Section 2. Composition</u> 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</p>	<p><u>Section 2. Composition</u> A. The standing committees of the board shall be: 1. Bylaws 2. <del>Continuing Education Approval Program Committee (CEAP)</del> 3. <del>Continuing Nursing Education Provider (CNEP)</del> 4. <del>Professional Policy</del> 2. Finance</p>	<p>CEAP and CNEP fall under WNA's Education Program.  The professional policy committee has not been involved in reviewing and selecting dialogue forum proposals that are part of WNA's Membership Assembly. The Board of Directors has taken on this role to support efficiency. .</p>
<p><u>Section 2.</u> B. Member Selection for Committees 1. The Board of Directors shall appoint members of the Bylaws, Finance and Professional Policy Committees.</p>	<p><u>Section 2.</u> B. Member Selection for Committees 1. The Board of Directors shall appoint members of the Bylaws <b>and</b> Finance <b>and</b> Professional <b>Policy</b> Committees.</p>	

<p>2. The Board of Directors will ratify members of CEAP and CNEP.</p> <p>C. Each committee shall consist of a least three members.</p>	<p><b>2. The Board of Directors will ratify members of CEAP and CNEP.</b></p> <p>C. Each committee shall consist of a least three members.</p>	
<p><u>Section 4. Meetings</u></p> <p>A. The WNA Vice-President convenes the meetings of the Coordinating Cabinet.</p> <p>B. Meetings can take place in-person or electronically</p> <p>C. Each committee shall meet at least once each year.</p> <p>D. A quorum for the Committees shall be 50% of the total number of members of that committee.</p>	<p><u>Section 4 - Meetings</u></p> <p><b>A. The WNA Vice-President convenes the meetings of the Coordinating Cabinet.</b></p> <p>A. B. Meetings can take place in-person or electronically.</p> <p>B. C. Each committee shall meet at least once each year.</p> <p>C. D. A quorum for the Committees shall be 50% of the total number of members of that committee.</p>	<p>Remove A. The WNA Coordinating Cabinet is not a standing committee of the Board.</p> <p>Reorder A-C.</p>
<p><b>ARTICLE XII - NOMINATIONS AND ELECTIONS</b></p>	<p><b>ARTICLE XII - NOMINATIONS AND ELECTIONS</b></p>	
<p><u>Section 6. Elections</u></p> <p>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.</p> <p>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.</p>	<p><u>Section 6. Elections</u></p> <p>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.</p> <p>B. All voting shall be by secret <del>mail</del> ballot, <b>which may be conducted by mail</b> or electronic means. A plurality vote elect. In the case of a tie, lot shall decide the election.</p>	<p>Editorial</p>
<p><b>ARTICLE XIV – RAPID RESPONSE UNIT</b></p>	<p><b>ARTICLE XIV – RAPID RESPONSE UNIT</b></p>	
<p><u>Section 1. Definition</u> - 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.</p> <p><u>Section 2. Membership</u> - 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.</p> <p><u>Section 3. Responsibilities</u> - The WNA Board of Directors, Coordinating Cabinet or the WNA Councils facilitate the rapid response activities.</p>	<p><del><u>Section 1. Definition</u> - 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.</del></p> <p><del><u>Section 2. Membership</u> - 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.</del></p> <p><del><u>Section 3. Responsibilities</u> - The WNA Board of Directors, Coordinating Cabinet or the WNA Councils facilitate the rapid response activities.</del></p>	<p>Recommend deletion.</p> <p>This is more of a functional role that can be used for member alerts, town halls, or join, the conversation. This is not part of the WNA structure and belongs in WNA's Policies and Procedures.</p>
<p>ARTICLE XV - PARLIAMENTARY AUTHORITY</p>	<p>ARTICLE <del>XV</del>- <b>XIV</b> PARLIAMENTARY AUTHORITY</p>	<p>Reordering of article numbers</p>

ARTICLE XVI- AMENDMENTS	ARTICLE <del>XVI</del> - <b>XV</b> AMENDMENTS	Reordering of article numbers
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