VIRGINIA NURSES ASSOCIATION

Additional Changes
Proposed Bylaws Revisions

Article V: Officers

- **Section 1A: Designation**

  Change: Removed the Commissioners and Directors-at-Large from the list of "officers."

  Reason: "Officers" and "Executive Committee" are synonymous. The officers of the board should be limited to the president, president-elect, vice president, secretary, and treasurer.

- **Section 3D. Term of Office**

  Change: Term of office would begin January 1 rather than "at the close of the Membership Assembly."

  Reason: Membership Assembly is not held on a fixed date each year. The result is that some board terms could be longer than two years, and others could be less than two years. Also, adding time between the Membership Assembly and term start date allows for a more thoughtful orientation process.

Article VI: Board of Directors

- **Section 1A. Designation**

  Change #1: Identified the directors as the Commissioners and Directors at Large, including Director at Large: Chapter Representative.

  Reason: Aligns with earlier change to identify the officers as the president, president-elect, vice president, secretary, and treasurer (and not including the commissioners and directors-at-large).

- **Section 1D. Designation**

  Change: Replace Director-at-Large: "Staff" Nurse with Director-at-Large: "Direct Care" Nurse.

  Reason: Broader term includes nurses working in non-hospital setting.

- **Section 1F. Designation**

  Change: Added Director-at-Large: Chapter Representative

Reason: Indicated elsewhere in bylaws. Should also be included here. **Section 7. Standing Committees of the Board of Directors**

Change #1: Removed Committee on Ethics and Human Rights.

Reason: No reason for this committee (over other committees or sub-structural units) to be elevated to the level of the bylaws. Ethics is already identified in the description of the Nursing Practice Commission, and this has become a workgroup of the commission.

Change #2: Added Finance Committee

Reason: Was previously within the description of the Resources & Policy Commission, but as a responsibility of the Treasurer, it should be identified as a standing committee of the board.

Article VII: Executive Committee

- **Section 1. Composition**

Change: Removed Chapter Representative

Reason: This is a Director-at-Large position and, as such, should not be included on the Executive Committee.

Article XIII: Chief Executive Officer

- **Section 2: Responsibilities**

Change: Add "Serve as a voting representative to the ANA Leadership Council."

Reason: In accordance with ANA Bylaws.

Article IX: Commissions

- **Section 6 - 10**

Change #1: Update the responsibilities of each commission to the following:

Section 6. Government Relations Commission

A. The responsibilities of the Government Relations Commission are to:
   1. develop a public policy platform in collaboration with appropriate Virginia nursing and healthcare organizations, for the approval of the Board of Directors;
   2. educate and inform membership about legislative proposals and actions with the potential to impact healthcare and the nursing profession.
   3. facilitate the development of political expertise among members; and
   4. engage nurses and other stakeholder groups in legislative and regulatory advocacy efforts.

Section 7. Workforce Issues Commission

A. The responsibilities of the Workforce Issues Commission are to:
   1. provide a forum for the discussion of issues~~,~~ related to the work environment.
   2. develop initiatives to improve the culture and health of nursing practice settings
   3. create resources to assist nurses in developing skills to respond to current and emerging healthcare environments.

4. Develop initiatives and resources to ensure diversity and inclusion within nursing practice and education.

Section 8. Nursing Education Commission

A. The responsibilities of the Nursing Education Commission are to:
   1. identify priorities and issues within VNA's scope that are related to education and professional development
   2. provide strategic oversight of VNA's Continuing Education Approval and Provider units.

B. The sub-structural unit is a:
   1. Continuing Education Approval Committee which shall:
      a. consist of members who meet ANCC requirements with experience in nursing professional development and nursing education from across the state to serve in the role of Nurse Peer Reviewer;
      b. assume the leadership role in promotion and implementation of the ANCC educational design criteria for continuing nursing education;
      c. review and approve individual continuing education activities and providers in adherence with ANCC criteria; and
      d. adhere to all ANCC criteria and meet all requirements ANCC accreditation.

Section 9. Nursing Practice

A. The responsibilities of the Nursing Practice Commission are to:
   1. foster the development of evidence-based research by providing education and resources regarding the research process,
   2. serve as a resource for the research activities related to VNA;
   3. provide a forum for discussion of current healthcare practice/trends and their impact on nursing and the client/patient;
   4. promote standards, positions, and policies for nursing care;
   5. promote ethical decision-making among nurses and in the practice setting;

Section 10. Resources and Policies Commission

A. The responsibilities of the Commission on Resources and Policies are to:
   1. ensure that VNA has a well-crafted set of employment policies, developed and implemented by the CEO, that comply with applicable laws and regulations and minimize organizational risk and exposure.
   2. Review members' policy proposals submitted during the annual call for proposals and advance to the board as warranted, and/or present proposals to the Board of Directors.

B. The Bylaws Committee is a sub-structural unit of the Resources and Policies Commission.
   1. The Bylaws Committee shall:
      a. Review the association bylaws at a minimum of every two years and propose updates as needed.

Change #2: Removed the Committee on Nursing Research and the Practice Councils from the Nursing Practice Commission description/responsibilities.

Reason: Unnecessary for a committee on nursing research to be included in the bylaws. Doesn't allow for flexibility and puts the association at greater risk of being out of compliance with the bylaws at some point. The Nursing Practice Commission does

currently have a Research Workgroup. Same reasoning behind removal of Practice Councils. Some of our developing virtual groups will also focus on areas of practice.

Change #3: Removed “Membership Committee.”

Reason: Same as shared in previous point.

Change #4: Added “Review members’ policy proposals submitted during the annual call for proposals and advance to the board as warranted.

Reason: This is new to the bylaws, but it would seem to be important to include and seems appropriate to include as a responsibility of the Commissioner on Resources & Policy.

Add a new Article XIII: Indemnification

Addition: The Virginia Nurses Association shall, to the extent legally permissible and appropriate, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Reason: Manages the risks associated with a contract, by enabling one party (VNA’s officers, directors & employees) to be protected against the liability arising from the actions of another party. VNA (the Indemnitor) agrees to financially protect the other party or parties (the Indemnitees) against specified claims and expenses. This would be covered by our D&O policy, which also addresses frivolous lawsuits.

Add a new Article XV: Duration and Dissolution

Addition: “The duration of the association shall be perpetual, except that it may be dissolved by at least a two-thirds favorable vote of the entire VNA membership. Upon the dissolution of the association, and after paying or making provision for the payment of all of the liabilities of the association, all VNA assets will be distributed in accordance with the standards of the Internal Revenue Service Code and any applicable state laws.”

Reason: To protect the association against dissolution.