

Bylaws of the Virginia Nurses Association

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

The purposes of VNA shall be to:

- A. Foster high standards of nursing;
- B. Actively foster a climate of diversity and ensure inclusivity in the field of nursing and the communities we serve;
- C. Advocate for workplace standards that foster safe patient care and support the profession; and
- D. Promote the professional development of nurses and advance their welfare.

These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status lifestyle, nationality, race, religion, or sexual orientation. Notwithstanding any other provision of these bylaws, VNA shall not carry out 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. Collaborate with Virginia specialty nursing organization to the benefit of the profession and those individuals and communities served;
- 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 healthcare and nursing; and
- 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

VNA has multiple geographically-defined chapters, to which all VNA members-only are assigned. The VNA Board of Directors is responsible for the creation, realignment, and dissolution of chapters via a simple majority vote of all board members.

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. 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. Have and maintain a Chapter Executive Committee responsible for the business of the Chapter.
- D. Submit to VNA:
 - 1. An Annual Report that shall include its Executive Committee and a description of the Chapter's activities and finances
 - 2. Other reports and information as requested from time to time by the VNA Board of Directors

Section 3. Chapter Representation

The presidents of the Chapters shall annually elect a fellow chapter president to serve a one-year term as Director-at-Large, Chapter Representative on the VNA Board of Directors. Such election shall take place prior to the end of each calendar year, pursuant to procedures established from time to time by the VNA Board of Directors. The Director-at Large term begins each January 1.

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 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.

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 VNA Board of Directors
- D. VNA shall continue to pay dues to ANA until such time as two-thirds of the entire VNA membership votes to disaffiliate from 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
- D. Fulfill the requirements of an office, commission or sub-group 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 member periodicals.
- C. Hold office in VNA and ANA in accordance with ANA bylaws and applicable policies
- D. Participate in the selection of ANA representatives in accordance with ANA bylaws and applicable policies
- E. Attend meetings, VNA Membership Assembly, conferences, and other unrestricted VNA and ANA activities
- F. Attend the Congress of the International Council of Nurses
- G. Affiliate with VNA commissions and sub-structural units 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
- J. A fair hearing pursuant to common parliamentary and statutory law before any disciplinary action is taken

VNA members 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
 - 2. Other actions detrimental to the purpose, goals, and functions of VNA and/or ANA
- B. Disciplinary action and appeal procedures shall be pursuant to common parliamentary and statutory law, and 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(s) 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 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 5% of the voting members vote or consent to said action.

Article IV Nominations and Elections

Section 1. Committee on Nominations



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The Committee on Nominations shall:

- A. Consist of five 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 facilitate 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 and diversity on the committee.

Section 2. Nominations

- A. Candidates for office shall meet established qualifications and shall consent to serve if elected.
- B. VNA members may simultaneously serve on the VNA Board of Directors and another non-VNA board role, including as an elected chapter leader, barring other conflicts.
- 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 issue of *Virginia Nurses Today*.
- 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
- C. Elections shall be held annually prior to the Membership Assembly.
 - 1. Voting shall be by secret ballot according to VNA policies and procedures. Members may vote by electronic or U.S. mail ballot,
 - 2. 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.
 - 3. All ballots and other records of the election shall be preserved until the next election.

- D. In odd numbered years, the following shall be elected for terms beginning the following January 1:
1. Vice President
 2. Treasurer
 3. Commissioner on Government Relations
 4. Commissioner on Resources and Policy
 5. Two members of the Committee on Nominations
 6. Director-at-Large, Recent Graduate
- E. In even-numbered years the following shall be elected for terms beginning the following January 1:
1. President
 2. Secretary
 3. Commissioner on Nursing Education
 4. Commissioner on Workforce Issues
 5. Commissioner on Nursing Practice
 6. Director-at-Large, APRN
 7. One Director-at-Large, Frontline Nurse
 8. Three 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

The officers shall be President, Vice President, Secretary, and Treasurer

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



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- A. The term of office of each officer, and Committee on Nominations member shall be two years.
- B. No officer shall serve more than two 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 consecutive years as a member of the Board of Directors.
- D. Each term of office shall begin January 1 following the election 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. The Board of Directors shall fill vacancies in other offices until the next Membership 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 made available 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 an ex officio member of all committees except the Committee on Nominations
 - 3. Upon approval of the Board of Directors, appoint the chair of all standing and special committees
 - 4. Deliver an annual address to the VNA Membership Assembly
 - 5. Have the privilege of inviting the presidents of the Virginia League of Nursing, VNSA and other nonmembers to attend meetings of the Board of Directors
 - 6. Conduct the annual performance appraisal of the Chief Executive Officer
 - 7. Serve as a representative to the ANA Membership Assembly
 - 8. Serve as a voting representative to the ANA Leadership Council
 - 9. Ensure availability of appropriate materials to incoming president

- B. 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
 5. Serve as a representative to the ANA Membership Assembly
 6. Provide summaries, information, executive briefings to the president on activities and issues
 7. Contribute individual experience and expertise to further the work of the BOD
 8. Ensure availability of appropriate materials to incoming vice president
- C. The Treasurer shall be responsible for monitoring the financial affairs of VNA. Further, the Treasurer shall:
1. Serve as a member of the board, the executive committee and chair 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 VNA Membership Assembly
 7. Represent VNA at meetings and activities as requested
 8. Serve as a representative to the ANA Membership Assembly
 9. Contribute individual experience and expertise to further the work of the BOD
 10. Perform other duties as may be assigned by the president
 11. Ensure availability of appropriate materials to incoming Treasurer
- D. 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. Represent VNA at meetings and activities as requested
 5. Serve as a representative to the ANA Membership Assembly

6. Contribute individual experience and expertise to further the work of the BOD
7. Perform other duties as may be assigned by the President
8. Ensure availability of appropriate materials to incoming Secretary

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

- A. The Board of Directors shall consist of VNA elected officers, Commissioners, the and four Directors-at-Large. As provided in VNA's articles of incorporation, the number of directors shall be not less than 10 and not more than 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.
- B. Each Commissioner shall be responsible for coordinating the activities of the commission and serving as an ex-officio member of all sub-structural units of the commission, per Article IX.
- C. The Director-at-Large, APRN shall be a practicing APRN who represents that constituency in all Board of Directors business and transactions. Further, the Director-at-Large, APRN shall:
 1. Be a practicing APRN;
 2. Serve as a voting member of the Board of Directors;
 3. Establish a line of communication between the constituents and the Board of Directors to:
 - a. Identify APRNs needs and expectations of the association, and
 - b. Educate APRNs of VNA's goals, actions and activities.
 4. Represent VNA at meetings and activities as directed;
 5. Ensure availability of appropriate materials to incoming director-at-large;
 6. Submit annual report of activities, and
 7. Perform other duties as may be assigned by the President.



- D. The Director-at-Large, Direct Care Nurse shall be a frontline nurse who represents that constituency in all Board of Directors business and transactions. Further, the Director-at-Large, Direct Care Nurse shall:
1. Serve as a voting member of the board of directors;
 2. Establish a line of communication between the members and the Board of Directors to:
 - a. Identify the direct care nurse's needs and expectations of the association, and
 - b. Educate the direct care nurse of VNA's goals, actions and activities;
 - E. Represent VNA at meetings and activities as directed;
 - F. Ensure availability of appropriate materials to incoming Director-at-Large, Direct Care Nurse;
 - G. Submit an annual report of activities; and
 - H. Perform other duties as may be assigned by the President.
- I. The Director-at-Large, Recent Graduate shall be a nurse who graduated within the three 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. Establish a line of communication between the constituents and the Board of Directors to:
 - a. Identify the recent nurse graduates' needs and expectations of the association; and
 - b. Educate recent nurse graduates of VNA's goals, actions and activities
 3. Represent VNA at meetings and activities as directed
 4. Ensure the availability of appropriate materials to incoming Director-at-Large, Recent Graduate
 5. Submit an annual report of activities
 6. Perform other duties as may be assigned by the President
- J. Director-at-Large, Chapter Representative shall be a current Chapter President who represents that constituency in all Board of Directors business and transactions for a 1-year term. The Director-at-Large, Chapter Representative is elected by their Chapter President peers and shall:
1. Serve as a voting member of the Board of Directors;
 2. Establish a line of communication between the members and the Board of Directors to:
 - a. Identify the Chapters' needs and expectations of the association, and
 - b. Educate Chapter leaders of VNA's goals, actions and activities;
 4. Represent VNA at meetings and activities as directed;
 5. Ensure availability of appropriate materials to incoming Director-at-Large, Chapter Representative;

6. Submit an annual report of activities; and
7. Perform other duties as may be assigned by the VNA Board President.

Section 3. Meetings

- A. Regular meetings of the Board of Directors shall be held at least five times per year.
 1. Additional meetings may be held at such other times and places as determined by the Board of Directors.
- B. Absence from three 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 10 days' notice to each member of the Board of Directors either personally or by first-class mail, telephone, or e-mail and shall be called by the President in like manner upon written request of not less than four chapters or five 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. A vote to establish consent may be accomplished by one or more emails.

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 Committee of the Board of Directors

- A. Finance Committee:
 1. Consist of at least three or more members, representing diversity in nursing practice and educational and geographic areas.

Article VII Executive Committee

Section 1. Composition

The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer.

Section 2. Responsibilities

The Executive Committee shall:



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- A. 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; and
- B. 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. Employ, direct, evaluate, promote and terminate office staff;
- E. Serve as an advisor to the Bylaws and Finance Committees;
- F. Serve as editor-in-chief of the official VNA publication;
- G. Upon direction of the Board of Directors, represent and serve as spokesperson for VNA on matters of policy and position; and
- H. Serve as a representative to the ANA Leadership Council.

Article IX Commissions

Section 1. Definition

- A. Each commission is a structural unit established by VNA based upon specific areas of responsibility. The substructures of a commission may be the committees and workgroups listed in these bylaws and special committees established by the Board of Directors.

Section 2. Composition

- A. The chairperson of each sub-structural unit shall be a member of the commission.
- B. Each Commissioner shall appoint a minimum of five members of their commissions, ensuring diversity in practice setting and nursing roles.

- C. The chairperson of each sub-structural unit shall be a member of the commission who is appointed by the Commissioner for a period of time not to exceed two years.

Section 3. Responsibilities

A. The commissioner shall:

1. Coordinate the activities of their commission and serve as an ex officio member of all 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 chairs 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 other commissions and sub-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 to develop programs and workshops or otherwise meet the demonstrated needs of members and fulfill the functions of the commission;
6. Report and be accountable to the Board of Directors and act in accordance with VNA's general policies and bylaws; and
7. Evaluate program outcomes and impacts. The goal of such 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 sub-structural unit shall be held at the call of the group's chairperson
- C. Upon the absence of a member from two consecutive meetings of a commission or sub-structural unit, the commissioner may declare a vacancy in the position

Section 5. Quorum

A simple majority of the members of a commission or sub-structural unit 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. Provide input for the development of the Public Policy Platform by the VNA-spearheaded Virginia Legislative Nursing Alliance in collaboration with leaders of



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- appropriate Virginia nursing and healthcare organizations, for review by 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; and
 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; and
 2. Provide strategic oversight of VNA's Continuing Education Approval and Provider units.
- B. The Continuing Education Approval Unit is a sub-structural unit of the Nursing Education Commission and shall:
1. 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;
 2. Assume the leadership role in promotion and implementation of the ANCC educational design criteria for continuing nursing education;
 3. Review and approve individual continuing education activities and providers in adherence with ANCC criteria; and
 4. 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 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 review the association bylaws at a minimum of every two years and propose updates as needed.

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 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. Dues are paid to ANA in accordance with policies adopted by the ANA Membership Assembly.

Section 2. Representation

- A. ANA Membership Assembly
 1. VNA is entitled to have representatives, including alternates, at regular and special meetings of the ANA Membership Assembly in accordance with ANA bylaws and policy.
 - a. The VNA President, Vice President, Treasurer, and Secretary shall be designated representatives. The ballot will reflect that they will serve ex officio in this capacity.
 - b. In the event representatives 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 Indemnification

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.

Article XIV Duration and Dissolution

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.



Article XV Amendments

Section 1. Adoption

These bylaws may be amended by:

- A. An affirmative 2/3 vote of the members pursuant to the procedures set forth in Article III [Membership] or
- B. 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.