



BYLAWS OF THE AMERICAN ACADEMY OF NURSING

Adopted November 16, 2022

ARTICLE I: NAME AND PURPOSES

Section 1. Name

The name of this corporation shall be American Academy of Nursing (hereinafter AAN or Academy).

Section 2. Purposes

The purpose of the Academy is to serve the public and nursing profession by advancing health policy and practice through the generation, synthesis, and dissemination of nursing knowledge. The Academy shall be operated for these and such purposes as set forth in its Articles of Incorporation, as they may be amended from time to time.

ARTICLE II: MEMBERSHIP

Section 1. Two Classes of Members

There are two classes of members of the Academy:

- a) A Sole Corporate Member; and
- b) Fellows.

Section 2. Sole Corporate Member

The Sole Corporate Member of the Academy is the American Nurses Association (ANA), a District of Columbia nonprofit corporation.

Section 3. Sole Corporate Member Reserved Powers

The Sole Corporate Member has expressly reserved certain powers, to be exerted by it in its sole discretion, as follows:

- a) The Sole Corporate Member retains the exclusive power to amend the Articles of Incorporation, after consultation with the Academy's Board of Directors;
- b) Consent of the Sole Corporate Member is required to repeal the bylaws, or to amend or alter the following provisions of the bylaws: Article II (Membership) in its entirety; Article III, Sections 3a) (Regular Fellows Qualifications) and 7a) (Fellows in Good Standing); Article VI (Board of Directors) in its entirety; Article IX (Amendments to Bylaws) in its entirety; and Article X (Conflict Resolution) in its entirety.
- c) The Sole Corporate Member retains the exclusive power to take any of the following actions, after consultation with the Academy's Board of Directors:
 - i) Adopt a plan of dissolution for the Academy;
 - ii) Approve any merger or consolidation of the Academy with another entity;
 - iii) Approve a sale or mortgage or other disposition of all or substantially all of the assets of the Academy; and
 - iv) Approve borrowing any sum greater than twenty-five percent of the long-term investments of the Academy.

ARTICLE III: FELLOWSHIP

Section 1. Fellows

- a) Academy Fellows are individuals who have been admitted into Fellowship based on their outstanding contributions to nursing and/or health care and their significant potential for continuing contributions to nursing, health care and the Academy.
- b) As recognized leaders of the nursing profession, Fellows shall maintain a commitment to ethical conduct as outlined in the Academy's Ethic's Policy and Code of Conduct.

Section 2. RESERVED

Section 3. Categories

Academy Fellows include Regular Fellows and Honorary Fellows.

- a) Regular Fellows are nurses who meet the criteria in Section 1 above and who either:
 - i) hold membership in an ANA Constituent/State Nurses Association (C/SNA) as a full C/SNA ANA member or direct ANA membership through the individual member division of ANA; or
 - ii) reside outside of the United States, hold citizenship in non-U.S. countries, and are members of a national nurses association (NNA) that is a member of the International Council of Nurses (ICN), if eligible.
- b) Special categories of Regular Fellows are:
 - i) Charter Fellows (Fellows who were appointed by ANA on January 31, 1973);
 - ii) Living Legends (Fellows appointed by the Board who serve as reminders of nursing's proud history and as role models for the profession and who are exempt from any further payment of annual dues);
 - iii) Emeritus Fellows (Fellows who are retired from full-time employment, and have submitted written notice to the Board of Directors that they elect Emeritus status and meet the criteria as outlined in the Board approved policy on Emeritus Status); and
 - iv) Lifetime Fellows (Fellows who paid lifetime dues to the Academy prior to 2006).
- c) Honorary Fellows are persons outside of the nursing profession who have been designated for Fellowship by the Board of Directors based on their outstanding contributions to nursing and/or health care and their significant potential for continuing contributions to nursing, health care, and the Academy. They can use FAAN credential following their names. They may be called upon at the request of the Board to advance the mission and vision of the Academy.

Section 4. Admission to Fellowship

The Fellow Selection Committee shall review and select candidates for admission as Regular Fellows. Admission occurs at the Academy induction ceremony in the year the Fellow is selected. This requirement may be waived by the Board in exceptional circumstances.

Section 5. Dues

Dues shall be determined by the Board of Directors.

Section 6. RESERVED

Section 7. Good Standing

- a) A Fellow in good standing is one who:
 - i) Meets the qualifications specified in Section 2 of this Article;
 - ii) Has been inducted into Fellowship;
 - iii) Has affirmed a commitment to abide by the Academy's Ethics Policy and Code of Conduct; and

- iv) Is current on all dues, if required to pay dues.
- b) The Board of Directors' authority shall be exercised pursuant to its policies with respect to good standing and membership status. Such policies must expressly authorize the Board of Directors to suspend or rescind good standing or Fellowship members status in the event the conditions in section a, above, are not met.

Section 8. Inactive Status

A Fellow who experiences hardship that prevents them from paying dues may request Inactive Status, which may be granted based on Board approved criteria.

Section 9. Rights and Responsibilities

- a) Regular Fellows in good standing have the following rights:
 - i) To be designated as Fellows of the American Academy of Nursing ("FAAN");
 - ii) To use FAAN following their names after attending their induction ceremony;
 - iii) To receive notice of and attend the annual business meeting and special meetings;
 - iv) To vote at annual business meetings and special business meetings;
 - v) To nominate and vote for candidates for elected office;
 - vi) To serve in elected office;
 - vii) To be appointed as Chair or to serve on certain Advisory Committees as described below in Article VI, Section 4; and
 - viii) To sponsor no more than 2 candidates for Fellowship per year.
- b) Regular Fellows are responsible for maintaining active participation in the Academy, advancing its mission, and contributing to the work of the Fellowship.

Section 10. Lapsed Membership and Reinstatement

The membership of a Fellow who has not paid dues and who has not been granted Inactive Status as described in Section 8 of this Article, shall be considered to have lapsed in accordance with the Board approved policy. A Fellow whose membership has lapsed may be considered for reinstatement as outlined by the Board approved policy.

Section 11. Termination of Membership

- a) The membership of a Fellow may be terminated by a majority vote of the Executive Committee provided the Fellow is given:
 - i) Prior written notice of the termination, and the reasons for it; and
 - ii) An opportunity to be heard by the Executive Committee, orally or in writing, before the effective date of the termination.

ARTICLE IV: MEMBERSHIP MEETINGS OF THE ACADEMY

Section 1. Annual Business Meeting

The annual business meeting of the membership shall be held on a date determined by the Board of Directors with at least 30 days' notice.

Section 2. Special Meetings

Special meetings of the membership may be called by the Board of Directors or at least one hundred Regular Fellows in good standing. Members shall be provided with at least 10 days' notice.

Section 3. Voting

- a) All Regular Fellows in good standing present at the annual business meeting or special meeting are Members entitled to vote. New Regular Fellows are Members entitled to vote at the business meeting held during the annual business meeting at which they are scheduled to be inducted.

- b) Voting rights of Members shall not be delegated to another nor exercised by proxy.
- c) Each Member entitled to vote shall have one (1) vote. Whenever any corporate action is to be taken by vote of the Members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a meeting of Members at which a quorum is present by the Members entitled to vote thereon.

Section 4. Quorum

For the purpose of conducting annual business meetings and special meetings, a quorum shall consist of at least one hundred Members entitled to vote in attendance at the meeting.

Section 5. Action By Ballot

Any action that may be taken at an annual, regular, or special meeting of the Members may be taken without a meeting if the Academy delivers a written ballot to every Member entitled to vote on the matter. A ballot shall set forth each proposed action; provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director; and provide an opportunity to vote for or against each other proposed action. Approval by ballot of action other than election of directors and members of Standing Advisory Committees shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Approval by ballot of the election of directors and members of Standing Advisory Committees shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.

ARTICLE V: CHIEF EXECUTIVE OFFICER

A Chief Executive Officer shall be employed by and be responsible to the Academy Board of Directors. The Chief Executive Officer shall manage the business and activities of the Academy including managing and directing all operations, programs, activities, and affairs of the Academy.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of Regular Fellows in good standing elected by Members entitled to vote in accordance with Section 4 below. The Board of Directors shall be composed of four Officers of the Academy and six Board members at large. The Officers of the Academy are the President, President-elect, Secretary, and Treasurer. The Academy Chief Executive Officer will serve as an ex-officio, non-voting member of the Board of Directors. To facilitate communications between the Academy and ANA, President and/or the CEO of the Academy will update the ANA Board of Directors on the Academy's goals and activities with a reciprocal action from the ANA President and/or CEO for the Academy's governing body, pursuant to an arrangement for reciprocal participation in the two organizations' Boards.

Section 2. Authority

All powers of the Academy are vested in and shall be exercised by the Board of Directors during intervals between meetings of the Academy unless otherwise prescribed in these bylaws, except for the powers reserved in the Articles of Incorporation to the Sole Corporate Member.

Section 3. Officers

- a) The President shall
 - i) Preside at all meetings of the Academy and the Board of Directors;
 - ii) Support the work of the Board and ensure its effectiveness;

- iii) Appoint members and Chairs to Advisory Committees except the Nominating Committee and Fellow Selection Committee;
 - iv) Delegate management and administrative functions to the Chief Executive Officer;
 - v) Serve as an ex-officio member of all Standing Advisory Committees except the Nominating Committee and Fellow Selection Committee;
 - vi) Serve as the Academy's official representative and spokesperson;
 - vii) Report annually to the ANA Board of Directors and biennially to the ANA Membership Assembly.
- b) The President-elect shall assume the duties of the President in the President's absence or at the discretion of the President.
 - c) The Secretary shall be responsible for ensuring that records of meetings of the Academy and the Board of Directors are maintained and that Members are notified of the annual business meeting and any special meetings.
 - d) The Treasurer shall make regular financial reports to the membership of the Academy and to the Board of Directors; serve as Chair of the Finance Committee and report its recommendations to the Board of Directors; oversee the proper custody and management of the Academy funds and securities with general concurrence of the Board of Directors.

Section 4. Elections

- a) Officers and at-large Board members shall be elected by the Members entitled to vote from among the Regular Fellows in good standing at the annual business meeting of the Academy. Officers and at-large Board members shall be elected by a plurality of the votes cast by the Members entitled to vote in the election at a meeting at which a quorum is present.
- b) The President-elect and Treasurer shall be elected in odd-numbered years. The Secretary shall be elected in even-numbered years. Three at-large members of the Board shall be elected each year.

Section 5. Terms of Office

- a) The terms for all Board positions shall be two years. Board members may not serve more than three consecutive terms on the Board of Directors or more than two consecutive terms in the same office. (For purposes of this section, serving as President-Elect and subsequently as President is considered serving a single term).
- b) The President-elect shall become President at the adjournment of the annual business meeting two years following the election of the President-elect, or at the termination of the President's term, whichever occurs first. Terms of office for all other Board positions shall commence at the adjournment of the annual business meeting and continue until a successor has been elected and assumes office.
- c) No Board member shall serve concurrently as a member of the Board of Directors and as a member of either the Nominating Committee or the Fellow Selection Committee.
- d) No individual who serves as an elected member of the ANA Board of Directors may concurrently serve as an elected member of the Academy Board of Directors.
- e) All Board members must adhere to the Board Charter.

Section 6. Vacancies

- a) If the office of President becomes vacant, the President-elect shall assume the Presidency and shall serve the remainder of that term as well as the term for which they were elected. (This shall not be considered a vacancy in the office of the President-elect for the purposes of subsection (b), below). The Board shall appoint an at-large Board member to serve as an at-large member of the Executive Committee during the remainder of the vacant President's term.

- i) In the event that the President-elect becomes unable to complete the remainder of the President's term, a new President and President-elect shall be elected at the next Academy election. The Secretary shall serve as an interim President until the conclusion of the next annual business meeting, at which time the new President and President-elect shall take office.
- b) If the office of President-elect becomes vacant due to resignation or inability to serve, the Secretary shall serve concurrently as an interim President-elect until the next annual business meeting and the Board shall appoint a current at-large Board member to serve as an at-large member of the Board Executive Committee.
 - i) If the subsequent Academy election takes place in an even-numbered year, a new President-elect shall be elected at that time, shall take office at the adjournment of the annual business meeting, and shall serve for one year before taking office as President.
 - ii) If the subsequent Academy election takes place in an odd-numbered year, a new President and President-elect shall be elected at that time and shall both take office at the adjournment of the annual business meeting.
- c) If the office of Secretary or Treasurer becomes vacant, the Board of Directors shall name an at-large member of the Board to serve in that office for the duration of the term.
- d) Any vacancy among at-large Board members shall be filled by Board of Directors' appointment.

Section 7. Meetings

- a) The Board shall meet at least three times annually and with such additional frequency as the business of the Board shall require.
- b) Special meetings of the Board of Directors may be called by the President or at the request of any five members of the Board of Directors. At least two days' notice shall be provided to each member but will strive to provide five days' notice.
- c) The Board of Directors and its committees may conduct meetings either in person or, by electronic communication. Meetings may be conducted by electronic communication provided that all participants may simultaneously hear each other and participate during the meeting.

Section 8. Board Quorum and Voting

A quorum at Board of Directors meetings shall consist of no fewer than six members, of whom at least two shall be members of the Executive Committee. Unless otherwise stated in these Bylaws or required by law, all actions shall be by majority vote of those present at a meeting at which a quorum is present.

Section 9. Proxies and Board Actions Without a Meeting

Voting rights of a member of the Board of Directors shall not be delegated to another nor exercised by proxy. The Board may take action without a meeting if all Board members consent to that action in writing and the written consents are included in the minutes or filed with the Academy records reflecting the actions taken. Notice of any proposed action shall be sent to all Board members. After the vote is tabulated, all Board members shall be notified of the results. Such action shall be subject to ratification at the next meeting of the Board of Directors and shall be included in Academy records.

Section 10. Removal from Office

Directors who fail to follow the Academy's Policy on Attendance and Diligence of Board of Directors may be removed from office following the process outlined in that policy. The Board may also remove any Director under any grounds provided for under District of Columbia law. In the event

that a Board member fails to attend more than two consecutive regular Board meetings, they may be removed from office by a two-thirds vote of the Board of Directors.

ARTICLE VII: COMMITTEES

Section 1. Composition and Authority

The Academy will be organized by the Board of Directors through committees, which may also be known as task forces and councils, to fulfill the mission of the Academy. The Board may designate committees and determine how committee members will be elected or appointed. There are two types of committees: Board Committees and Advisory Committees. Board Committees exercise the authority of the Board of Directors. Board Committees shall consist only of Directors and shall include at least two (2) individuals. The creation and appointment of Directors to Board Committees shall be approved by the affirmative vote of a majority of all Directors in office when the action is taken. Advisory Committees do not have or exercise the authority of the Board of Directors. Advisory Committees shall consist of at least two (2) individuals who do not need to be Directors. The creation of an Advisory Committee shall be approved by the affirmative vote of a majority of all Directors in office when the action is taken.

Section 2. Procedures

For both types of committees, the Board of Directors may specify a charter indicating the composition, term, and scope of duties as may be necessary or desirable for the efficient management of the property, affairs, and/or activities of the Academy. Notwithstanding the foregoing, the sections in Article V of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees and their members as well.

Section 3. Standing Board Committees

The Executive Committee. The Executive Committee shall consist of the President, President-elect, Secretary, and Treasurer of the Academy. The CEO shall serve as an ex-officio, non-voting member of the Executive Committee. The Executive Committee shall have and may exercise the full authority of the Board of Directors between meetings of the Board when prompt action is necessary to avoid loss or harm to the organization and action by the full Board is impracticable, except on matters reserved to the Sole Corporate Member under the Articles of Incorporation, nor shall the Executive Committee have the power to appoint or remove directors; appoint or remove members of committees; authorize distributions; or amend the Bylaws.

Section 4. Standing Advisory Committees

- a) The Standing Advisory Committees of the Academy are the Finance; Audit Equity, Diversity and Inclusivity (EDI); Development; Nominating; and the Fellow Selection Committees.
- b) Finance, Audit, EDI, Development Committees: The President shall appoint each member of the Finance, Audit, EDI, and Development committees. The President shall appoint the Chair of each committee from among the members of each respective committee. The terms of office shall commence immediately upon such appointment. Each committee shall have a charter indicating its purpose, terms of office, and scope of duties that shall be approved by the Board of Directors.
- c) Nominating Committee: The Nominating Committee shall consist of Regular Fellows in good standing elected by Members entitled to vote in accordance with Section 5 below. The Nominating Committee shall be composed of no fewer than six members and the Immediate Past-President. At least three members shall be elected in odd-numbered years and at least three members shall be elected in even-numbered years by the voting Members of the Academy. Members shall serve for a term of two years. No member of the Nominating Committee may stand for elective office during their term on the committee. The Nominating Committee shall recruit individuals qualified to become members of the

Board of Directors and identify Fellows qualified to serve on Advisory Committees. The Academy's Immediate Past-President serves as the Chair of the Nominating Committee for a two-year term.

- d) Fellow Selection Committee
 - i) The Fellow Selection Committee shall consist of Regular Fellows in good standing. The Fellow Selection Committee shall be composed of at least 14 Fellows and shall have an even number of members. Half of the members of the Fellow Selection Committee shall be elected by the Members entitled to vote, and half of the members of the Fellow Selection Committee shall be appointed by the Board of Directors. Each committee member shall serve for terms of 2 years. Each year, at least 2 committee members shall be elected by the Members entitled to vote and at least 2 committee members shall be appointed by the Board of Directors. Members may serve no more than two consecutive terms on the Fellow Selection Committee. Members are expected to participate fully in the review and selection process as defined below. A member who is unable to do so may be removed by the Board.
 - ii) The Fellow Selection Committee shall:
 - A. Review applications and select new Fellows in accordance with Article III, Section 3(a);
 - B. The Fellow Selection Committee shall meet either in person or electronically at least once each year to review applications and select Fellows.
- e) The Board of Directors shall
 - i) Approve the charter of the Fellow Selection Committee;
 - ii) Appoint the Chair or Co-Chair(s) of the Fellow Selection Committee from among the committee's members; and
 - iii) Accept the names of Fellows selected each year.
- f) Members of the Fellow Selection Committee may not sponsor candidates for Fellowship during their terms of office.

Section 5. Nominating and Fellow Selection Committee Elections

Elections for members of the Nominating and Fellow Selection committees may be held at the annual business meeting or any special meeting of the Academy. Terms of office shall commence at the adjournment of the annual business meeting and continue until a successor has been elected and assumes office. Committee positions that are elected shall be elected by a plurality of the votes cast by the Members or Directors entitled to vote in an election at a meeting at which a quorum is present.

Section 6. Vacancies in Standing Advisory Committees

- a) Finance, Audit, EDI, or Development: Any vacancy occurring in the Finance, Audit, EDI, or Development committees shall be filled by President appointment. The terms of office shall commence immediately upon such appointment.
- b) Nominating and Fellow Selection Committee Vacancies: Any vacancy occurring on the Nominating or Fellow Selection committees shall be filled by Board appointment. The term of office shall commence at the adjournment of the meeting of the Board of Directors at which the committee member is appointed.
- c) If an individual appointed or elected to fill a vacant position on a Standing Advisory Committee serves for more than half of a term, they shall be considered to have served a full term.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

Except as otherwise provided in these Bylaws, business at Academy meetings shall be conducted in accordance with the current edition of Robert's Rules of Order.

ARTICLE IX: AMENDMENTS TO BYLAWS

Section 1. In General

Except as provided in Section 2 below, these bylaws may be amended, altered, or repealed, and new bylaws may be adopted by two-thirds of eligible Fellows voting at any Annual or special meeting of the Academy at which a quorum is present. Notice of any proposed bylaws change will be sent to Fellows at least thirty days before such vote. Changes may be proposed by the Board of Directors on its own initiative, or upon petition by any ten Fellows to the Board of Directors. All such proposed changes shall be presented by the Board of Directors to the Academy either with or without recommendation.

Section 2. Exception

Consent of the Sole Corporate Member is required to repeal the bylaws or amend or alter the following provisions of the Bylaws: Article II (Membership) in its entirety; Article III, Sections 3a) (Regular Fellows Qualifications) and 7a) (Fellows in Good Standing); Article VI (Board of Directors) in its entirety; Article IX (Amendments to Bylaws) in its entirety; and Article X (Conflict Resolution) in its entirety.

ARTICLE X: CONFLICT RESOLUTION

In the event the Academy Board of Directors, officers, or employees desire to take a public position with potential for conflict with the Sole Corporate Member's mission, purposes or policies, the ANA Board or Executive Committee will meet with the Academy Board of Directors or Executive Committee to resolve the differences. If resolution cannot be reached, in announcing its position, the Academy will indicate that it is in conflict with ANA on the matter and does not speak for or act on behalf of ANA. In the rare instance when the Academy's desired position will seriously undermine ANA efforts on behalf of ANA members, the ANA Board may request that the Academy, as an affiliate of ANA, not take the disputed position.

ARTICLE XI: MISCELLANEOUS PROVISIONS

Section 1. Indemnification of Directors and Officers

The Academy shall indemnify any person who was or is a member of the Academy Board of Directors, an officer, a committee member, or who was or is serving at the request of the Academy as a director or officer of another corporation, partnership, joint venture, trust or other enterprise to the full extent and in the manner set forth under District of Columbia law.

Section 2. Electronic Records and Signatures

Any requirement in these Bylaws that a notice or other record be in writing will be satisfied if the information is inscribed on a tangible medium or stored in an electronic or other medium that is retrievable in perceivable form. An electronic record will be deemed to have been signed if the person making it intends to authenticate or adopt it and attaches to or logically associates with it an electronic symbol, sound, or process.