



## **Bylaws of the American Academy of Nursing**

Adopted January 21, 2014

### **ARTICLE I: NAME AND PURPOSES**

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#### Section 1. Name

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

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#### Section 2. Purposes

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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.

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### **ARTICLE II: MEMBERSHIP**

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#### Section 1. Two Classes of Members

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There are two classes of members of the Academy:

- a) A Sole Corporate Member, and
  - b) Fellows.
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#### Section 2. Sole Corporate Member

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

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#### Section 3. Sole Corporate Member Reserved Powers

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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;
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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 in its entirety; Article III, Section 2.a); Article VI in its entirety; Article VIII in its entirety; and Article IX 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:

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- 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.
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## **ARTICLE III: FELLOWSHIP**

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### Section 1. Fellows

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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.

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### Section 2. Categories

Academy Fellows include Regular Fellows, and Honorary Fellows.

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a) Regular Fellows are nurses who meet the criteria in Section 1 above and who either:

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i) hold membership in a constituent member association (CMA) as a full CMA/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). (Exceptions may be considered if there is no ICN-affiliated NNA in the country in which the Fellow resides).

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b) Special categories of Regular Fellows are Charter Fellows, Living Legends, Emeritus Fellows and Lifetime Fellows.

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i) Charter Fellows are Fellows who were appointed by ANA on January 31, 1973.

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ii) Living Legends serve as reminders of nursing's proud history and as role models for the profession. They are exempt from any further payment of annual dues.

iii) Emeritus Fellows are members who have attained the age of 70, are retired from full-time employment, and have submitted written notice to the Board of Directors that they elect Emeritus status.

iv) Lifetime Fellows are Fellows who paid lifetime dues to the Academy prior to 2006.

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c) Honorary Fellows are persons outside of the nursing profession who meet the criteria in Section 1 above and have been designated for Fellowship by the Board of Directors.

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### Section 3. Admission to Fellowship

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In order to be admitted, a candidate must be selected and inducted into Fellowship.

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a) Selection

The Fellow Selection Committee shall review and select candidates for admission as Regular Fellows. A candidate for Fellowship shall be selected by an affirmative vote of 51% of Fellow Selection Committee members present and voting on that candidate's nomination.

b) Admission

Admission as a Fellow of the Academy is contingent on attendance at the next induction ceremony following selection as a Fellow or at the succeeding induction ceremony. This requirement may be waived by the Board in exceptional circumstances.

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### Section 4. Dues

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Dues shall be determined by the Board of Directors.

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### Section 5. Good Standing

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a) A Fellow in good standing is one who (1) meets the qualifications specified in Section 2 of this Article, (2) has been inducted into Fellowship, (3) has affirmed a commitment to abide by the Academy's Ethics Policy and (4) is current on all dues.

b) The Board of Directors is authorized to suspend or rescind good standing or fellowship member status in the event the conditions in section a, above, are not met. The Board of Directors' authority shall be exercised pursuant to its policies with respect to good standing and membership status.

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## Section 6. Inactive Status

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A Fellow who experiences hardship that prevents him or her from paying dues may request Inactive Status, which may be granted based on Board- approved criteria. Inactive status is granted for one year but may be extended upon request following review and approval by the Board of Directors.

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## Section 7. Rights

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a) Regular Fellows in good standing have the following rights:

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- i) To be designated as Fellows of the American Academy of Nursing;
  - ii) To use FAAN following their names;
  - iii) To receive notice of and attend the annual business meeting and special business meetings;
  - iv) To be named in and have access to the directory of Fellows;
  - v) To have access to the official publications of the Academy; and
  - vi) To advise the Board and provide input on position statements and resolutions;
  - vii) To vote at annual business meetings and special business meetings;
  - viii) To nominate and vote for candidates for elected office;
  - ix) To serve in elected office;
  - x) To sponsor no more than 2 candidates for Fellowship per year.
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b) Honorary Fellows in good standing have the following rights:

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- i) To be designated as Fellows of the American Academy of Nursing;
  - ii) To use FAAN following their names;
  - iii) To receive notice of and attend the annual business meeting and special business meetings;
  - iv) To be named in and have access to the directory of Fellows;
  - v) To have access to the official publications of the Academy; and
  - vi) To advise the Board and provide input on position statements and resolutions.
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## Section 8. Fellowship Responsibilities

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Fellows are responsible for maintaining active participation in the Academy, advancing its Mission, and contributing to the work of the Fellowship.

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## Section 9. Lapsed Membership and Reinstatement

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The membership of a Fellow who has not paid dues owed by ninety (90) days past the published deadline, and who has not been granted Inactive Status as described in Section 6 of this Article, shall be considered to have lapsed. A Fellow whose membership has lapsed may submit to the Board of Directors a written request for reinstatement. The Board may, as a condition of reinstatement, require full or partial payment of any past dues owed.

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## **ARTICLE IV: MEETINGS**

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### Section 1. Annual Business Meeting

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

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### Section 2. Special Business Meetings

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Special business meetings of the membership may be called by the Board of Directors or at least one hundred Regular Fellows. Fellows shall be provided with at least 10 days' notice. Notice shall be provided via U.S. or electronic mail and shall include the date, time and place of the meeting and the purpose or purposes for which the meeting is called.

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### Section 3. Voting

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- a) All Regular Fellows present at the annual business meeting or special meeting are eligible to vote. New Regular Fellows are eligible to vote at the business meeting held during the Annual Meeting at which they are scheduled to be inducted.
  - b) Voting rights of a member shall not be delegated to another nor exercised by proxy.
  - c) Voting may be conducted between meetings by mail or electronic communication held in accordance with Section 29-405.01 of the D.C. Code.
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### Section 4. Quorum

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For the purpose of conducting annual business meetings and special meetings, a quorum shall consist of at least one hundred Regular Fellows in good standing at attendance at the meeting.

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## **ARTICLE V: BOARD OF DIRECTORS**

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### **Section 1. Composition**

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The Board of Directors shall consist of the Officers of the Academy and six Board members at large. The Officers of the Academy are the President, President-elect, Secretary, and Treasurer, who together shall constitute the Executive Committee of the Board. To facilitate communications between the Academy and ANA, a person designated by ANA shall serve as an ex-officio, non-voting member of the Board of the Academy, pursuant to an arrangement for reciprocal participation in the two organizations' Boards

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### **Section 2. Authority**

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- a) The Academy Board of Directors shall manage the property, business and affairs of the Academy. Except for the powers reserved in the Articles of Incorporation to the Sole Corporate Member, the Board of Directors shall formulate policy for the Academy, its committees and other organization units, grant and contract funded initiatives and publications; develop and actively pursue Academy strategic initiatives, and decide upon and oversee the disbursement of its funds.
  - b) The Board of Directors shall approve all statements issued in the name of the Academy and authorize release of all publications.
  - c) The Board of Directors is accountable to the Fellowship of the Academy.
  - d) In the event that a Board member fails to attend more than two consecutive regular Board meetings, he or she may be removed from office by a two-thirds vote of the Board of Directors.
  - e) The Executive Committee shall have the authority to act and make decisions on time-sensitive matters between Board of Directors meetings, except on matters reserved to the Sole Corporate Member under the Articles of Incorporation.
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### **Section 3. Officers**

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- a) The President shall
    - i) Serve as the Academy's official representative and spokesperson;
    - ii) Serve as an ex-officio member of all committees except the Nominating Committee;
    - iii) Report annually to the ANA Board of Directors and biennially to the ANA House of Delegates; and
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iv) establish the order of the agenda for annual business meetings, special meetings of the Fellowship, and meetings of the Board of Directors.

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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 Fellowship and the Board of Directors are maintained and that members are notified of the annual business meeting and any special business meetings.

d) The Treasurer, as Chair of the Academy Finance Committee, shall be responsible for monitoring the fiscal affairs of the Academy and reporting on the Academy's financial condition to the Fellowship and Board of Directors in accordance with established accounting best practices.

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#### Section 4. Elections

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a) Elections for Officers and at-large Board members shall be held at the annual business meeting of the Academy, by mail or by electronic ballot. A plurality of votes cast for any office shall constitute an election.

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.

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#### Section 5. Terms of Office

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a) The terms for all Board positions shall be two years. Fellows 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 Fellow 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

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## Section 6. Vacancies

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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 she or he was 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.

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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.

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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.

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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.

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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.

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## Section 7. Meetings

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a) A regular meeting of the Board of Directors shall be held in conjunction with each Annual Meeting of the Academy. Other regular meetings shall be scheduled as needed.

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.

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c) The Board of Directors and its committees may conduct meetings either in person or, as provided below, by electronic communication.

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i) Meetings may be conducted by electronic communication provided that all participants may simultaneously hear each other and participate during the meeting.

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## Section 8. Board Quorum

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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.

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## Section 9. Voting and Board Actions Without a Meeting

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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. 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.

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# ARTICLE VI: COMMITTEES

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## Section 1. Standing Committees.

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The Standing Committees of the Academy are the Nominating Committee, the Fellow Selection Committee, the Finance Committee the Audit Committee, the Development Committee, the Diversity & Inclusivity Committee, and the Ethics Committee.

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## Section 2. Nominating Committee

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The Nominating Committee shall be composed of no fewer than six elected-members and the immediate past president, who shall serve as a non-voting member. Members shall serve for terms of two years. At least three members shall be elected in odd-numbered years and at least three members shall be elected in even-numbered years. The committee shall elect a chair annually from among the committee's members. Members shall serve for a term of two years. No member of the Nominating Committee may stand for elective office during his or her term on the committee.

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## Section 3. Fellow Selection Committee

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a) The Fellow Selection Committee shall be composed of twelve elected and six appointed Fellows, each of whom shall serve for terms of three years. Four members shall be elected each year and two members shall be appointed each year. Fellows may serve no more than two consecutive terms on the Fellow Selection Committee.

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b) The Fellow Selection Committee shall:

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- i) Disseminate information to potential candidates and sponsors regarding procedure and qualifications;
  - ii) Review applications and select new Fellows in accordance with Article III, Section 3(a);
  - iii) Review application forms, selection criteria, and selection procedures and recommend changes to the Board of Directors;
  - iv) Report on the selection process to the Academy.
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c) The Fellow Selection Committee shall meet either in person or electronically at least once each year to review applications and select Fellows.

d) The Board of Directors shall appoint the Chairperson or Co-Chairpersons of the Fellow Selection Committee from among the committee's members.

e) Members of the Fellow Selection Committee may not sponsor candidates for Fellowship during their terms of office.

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#### Section 4. Finance Committee

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The Finance Committee shall be appointed annually by the Board of Directors. It shall be composed of not fewer than three Fellows, one of whom shall be the Treasurer of the Academy, who shall serve as Finance Committee Chair. Annually, the Finance Committee shall prepare a budget for the use of Academy resources for review and approval by the Board of Directors. The Finance Committee shall advise the Board of Directors on priorities to be observed in the use of Academy resources.

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#### Section 5. Development Committee

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The Development Committee shall develop recommendations to the Board of Directors for long-term strategies for meeting fundraising goals to support the work of the Academy. Committee members shall serve terms of two years. At least six committee members shall be appointed by the Board of Directors. The Board of Directors shall select the committee's chair from among the committee's members.

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#### Section 6. Diversity & Inclusivity Committee

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The Diversity & Inclusivity Committee shall recommend strategies and goals for increasing diversity and inclusivity within the Academy and its leadership bodies. Committee members shall serve terms of two years. At least six members shall be appointed by the Board of Directors. The Board of Directors shall select the committee's chair from among the committee's members. Members may not serve on the committee for more than two consecutive terms.

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## Section 7. Audit Committee

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The Audit Committee shall consider matters related to financial statements, the systems of internal controls, the audit process and the evaluation of the risk profile of the Academy, and make recommendations to the Board for action. Members shall serve terms of two years. At least four members shall be appointed by the Board of Directors. The Board of Directors shall select the committee's chair from among the committee's members. Members may not serve on the committee for more than two consecutive terms.

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## Section 8. Ethics Committee

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The Ethics Committee shall conduct fact finding in response to a reported ethical infraction by a Fellow, including reviewing evidence of the infraction and the response from the accused Fellow; and making a report to the President regarding the infraction for further action. Members shall serve terms of three years. Two members shall be elected and one shall be appointed by the Board of Directors. The Board of Directors shall select the committee's chair from among the committee's members. Members may not serve on the committee for more than two consecutive terms.

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## Section 9. Elections

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Voting for elected members of standing committees may be held at the annual business meeting or by mail and/or electronic ballot. Terms of office shall commence at the adjournment of the annual business meeting and continue until a successor has been elected and assumes office. A plurality vote of those voting for any office shall constitute an election.

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## Section 10. Vacancies

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Any vacancy occurring on a standing committee shall be filled by Board appointment. If a Fellow appointed to fill a vacant position on a standing committee serves for more than half of a term, he or she shall be considered to have served a full term.

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## Section 11. Additional organizational units

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In addition to the standing committees, the Board of Directors shall create additional organizational units, which may include but are not limited to committees, commissions, task forces and panels to carry out the work of the Academy. The appointments, terms of office, and duties of any such units shall be determined by the Board of Directors in accordance with Section 29-406.25 of the D.C. Code.

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## **ARTICLE VII: PARLIAMENTARY AUTHORITY**

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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 (Newly Revised).

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## **ARTICLE VIII: AMENDMENTS TO BYLAWS**

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### **Section 1. In General**

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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, or by mail or electronic vote. 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.

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### **Section 2. Exception**

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Consent of the Sole Corporate Member is required to repeal the bylaws or amend or alter the following provisions of the Bylaws: Article II in its entirety; Article III, Section 2.a) ; Article VI in its entirety; Article VIII in its entirety; and Article IX in its entirety.

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## **ARTICLE IX: CONFLICT RESOLUTION**

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In the event the Academy Board of Directors, officers or employees desire to take a public position with potential for conflict with ANA'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.

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## **ARTICLE X: MISCELLANEOUS PROVISIONS**

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### **Section 1. Indemnification of Directors and Officers**

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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.

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