

AMENDMENT #4

Rationale for amendment: This amendment defines expectations for the board of directors, terms of office. Adds the role of nomination committee chair to the immediate past president role.

Proposed deletions are indicated with a ~~strike through~~ and additions are indicated in **red font**.

CURRENT LANGUAGE	PROPOSED LANGUAGE
<p>ARTICLE VI – OFFICERS</p> <p>Section 1. Officers</p> <p>The officers of this Association shall be a President, a President-Elect, a Secretary, a Treasurer, and four Directors.</p> <p>Section 2. Election</p> <p>Officers shall be elected either prior to the annual meeting during an established voting period or at the annual meeting as provided in these bylaws.</p> <p>Section 3. Vacancies</p> <p>A. In the event of a vacancy occurring in the office of President, the President-Elect shall assume the office of President and shall serve out the unexpired term and the regular term that President Elect would have served in the absence of a vacancy in the office of President.</p> <p>B. A special election shall be held to fill a vacancy created in the President-Elect position.</p> <p>C. Vacancies in the offices of Secretary, Treasurer, and Director shall be filled by the Board of Directors.</p> <p>Section 4. Limitation of Term</p> <p>A. No officer shall serve more than two successive terms in the same office. Service for a portion of the term greater than half shall be considered a term. No officer of this Association may hold concurrent offices or concurrently serve as an officer and regional representative to the Board of Directors. Holding office as, or upon election to, or succession to the office of representative of a regional subunit of the INA, by any INA officer, without immediate resignation there from, shall constitute a vacancy in such INA office.</p>	<p>ARTICLE VI – OFFICERS Board of Directors</p> <p>Section 1. Officers Board of Directors</p> <p>The officers of this Association shall be a President, a President-Elect, a Secretary, a Treasurer, and four five Directors. The Iowa Nurses Foundation President and Region Liaisons will serve as ex officio officers on the Board of Directors. The Board of Directors have the authority to conduct the business and affairs of the Association and shall be exempt from personal liability for claims based on acts or omissions in the performance of their duties except for a breach of duty of loyalty to the Association, for acts or omissions not in good faith or which involve intentional misconduct or known violations of the law, or for a transaction from which the person derives an improper personal benefit, in accordance with the provisions of Iowa Code Section 504.832.</p> <p>Section 2. Election</p> <p>Officers shall be elected either prior to the annual meeting during an established voting period or at prior to the annual meeting as provided in these bylaws.</p> <p>Section 3. Vacancies</p> <p>A. In the event of a vacancy occurring in the office of President, the President-Elect shall assume the office of President and shall serve out the unexpired term and the regular term that President- Elect would have served in the absence of a vacancy in the office of President.</p> <p>B. A special election shall be held to fill a vacancy created in the President-Elect position</p> <p>C. Vacancies in the offices of Secretary, Treasurer, and Director shall be filled by the Board of Directors.</p> <p>Section 4. Limitation of Term Terms</p>

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<p>Section 5. Duties of Officers</p> <p>Officers shall perform the duties usually performed by such officers and also such duties as are specified in these bylaws and designed by the Board of Directors of this Association.</p> <p>A. President: The President shall be chairperson of the Board of Directors and the Executive Committee. The President shall:</p> <ol style="list-style-type: none"> 1. serve as an ex-officio member of all committees, except the Committee on Nominations; 2. preside, attend and participate in all Board meetings, annual meeting, and retreat; 3. deliver an address to the annual meeting; 4. be the voting representative to the Leadership Council or successor of the American Nurses Association. In the event the INA President is not able to attend or is not a member of the ANA and is an in-state only member, the President must designate an INA/ANA member to attend the Leadership Council or successor; 5. be elected as an Iowa representative to the American Nurses Association Membership Assembly or successor; 6. represent the Association at meetings where the interests of the Association shall be served and be empowered to vote on behalf of the Association as needed; 7. fill vacancies on standing committees except for the Committee on Nominations and appoint special representatives as necessary between meetings of the Board of Directors. Such actions will be reported at the next meeting of the Board of Directors; and 8. prepare the President-Elect to transition to leadership; and 9. succeed automatically to the position of the immediate Past President upon succession of the President-Elect to the office of President <p>B. President-Elect: The President-Elect shall:</p> <ol style="list-style-type: none"> 1) collaborate with the President to learn the role of the President, to become familiar with the programs of the Association and its governance, and to facilitate leadership transition; 	<p>A. Elections for officers shall occur prior to the annual meeting during an established voting period. The President-Elect shall be elected at in the odd numbered years. The Treasurer and Secretary shall be elected in the even numbered years. The term of office of these officers shall commence at the adjournment of the annual meeting at which they are elected and shall continue for two years or until a successor is elected. The President-Elect is elected into a four-year term serving the first two years as President-Elect and the consecutive two years as President and shall continue in this role until their successor is elected.</p> <p>B. There shall be four At Large Directors to the INA Board of Directors. Two Directors shall be elected in even years and two shall be elected in the odd numbered years. The term of office shall commence at the adjournment of the annual meeting at which these board members are elected and shall continue for two years or until a successor is elected or appointed.</p> <p>C. The Newly Licensed Director shall be elected in odd years</p> <p>D. The Board of Director Region Liaisons shall serve for 2 years or until a successor is named.</p> <p>E. The president of the Iowa Nurses Foundation shall serve for 2 years following their election or until a successor is named.</p> <p>F. No member of the Board shall be eligible to serve more than 8 consecutive years</p> <p>G. No officer shall serve more than two successive terms in the same office. Service for a portion of the term greater than half shall be considered a term. No officer of this Association may hold concurrent offices or concurrently serve as an officer and regional representative to the Board of Directors. Holding office as, or upon election to, or succession to the office of representative of a regional subunit of the INA, by any INA officer, without immediate resignation there from, shall constitute a vacancy in such INA office.</p> <p>Section 5. Duties of Officers</p> <p>Officers shall perform the duties usually performed by such officers and also such duties as are specified in these bylaws and designed by the Board of Directors of this Association.</p> <p>A. President: The President shall be chairperson of the Board of Directors and the Executive Committee. The immediate past</p>

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<ol style="list-style-type: none"> 2) attend and participate in all Board meetings, annual meeting and retreat; 3) be elected as an Iowa representative to the American Nurses Association Membership Assembly or successor; 4) chair the Bylaws Committee of the Iowa Nurses Association; 5) assist and support the President as needed and plan for the Presidential year; 6) in absence of the President assume the duties of the President; and 7) automatically become President at the end of the term as President-Elect. <p>C. Secretary: The Secretary shall be responsible for ensuring:</p> <ol style="list-style-type: none"> 1) maintenance of the minutes of all meetings of the Association, Executive Committee and the Board of Directors; 2) preservation of all papers, letters, and transactions of the Association pursuant to the INA Record Retention Policy; 3) notification of all officers and committee members of their election or appointment; 4) notification by mail to the secretary of the American Nurses Association the names and addresses of all officers of this Association immediately after their election; 5) notification of the time and place of all meetings to the appropriate membership body; 6) conduction of the general correspondence of the Association and the Board of Directors; 7) maintenance of an accurate record of the names and addresses of all members of INA; and 8) notification to the headquarters office of the ANA, within 30 days after final adoption, complete and up-to-date copies of all amendments to the bylaws and the Articles of Incorporation of the INA. <p>D. Treasure: The Treasurer shall:</p> <ol style="list-style-type: none"> 1) convene and chair the Committee on Finance. 	<p>President will chair the Nominations Committee The President shall:</p> <ol style="list-style-type: none"> 1) serve as an ex-officio member of all committees, except the Committee on Nominations; 2) preside, attend and participate in all Board meetings, annual meeting, and retreat ; 3) deliver an address to the annual meeting; 4) be the voting representative to the Leadership Council or successor of the American Nurses Association. In the event the INA President is not able to attend or is not a member of the ANA and is an in-state only member, the President must designate a an INA/ANA member to attend the Leadership Council or successor; 5) be elected as an Iowa representative to the American Nurses Association Membership Assembly or successor; 6) represent the Association at meetings where the interests of the Association shall be served and be empowered to vote on behalf of the Association as needed; 7) fill vacancies on standing committees except for the Committee on Nominations and appoint special representatives as necessary between meetings of the Board of Directors. Such actions will be reported at the next meeting of the Board of Directors; and 8) prepare the President-Elect to transition to leadership; and 9) succeed automatically to the position of the immediate Past President upon succession of the President-Elect to the office of President <p>B. President-Elect: The President-Elect shall:</p> <ol style="list-style-type: none"> 1) collaborate with the President to learn the role of the President, to become familiar with the programs of the Association and its governance, and to facilitate leadership transition; 2) attend and participate in all Board meetings, annual meeting and retreat; 3) be elected as an Iowa representative to the American Nurses Association Membership Assembly or successor; 4) chair the Bylaws Committee of the Iowa Nurses Association; 5) assist and support the President as needed and plan for the Presidential year; 6) in absence of the President assume the duties of the President; and 7) automatically become President at the end of the term as President-Elect.

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<p>2) along with the Executive Director assures receipt and documentation of all funds of the Association, monitoring of the deposit of such funds in a bank designated by the Board of Directors, monitoring for expenditures of such funds, and review of the accounts payable.</p> <p>3) along with the President and Executive Director shall have signed the bank resolution for electronic review of the Association accounts.</p> <p>4) give a report to the Board of Directors regarding the financial standing of the Association whenever requested to do so and a written report is given to the Association at each Annual Meeting.</p> <p>5) assure a periodic external review of accounting functions is completed.</p> <p>6) assure that business liability insurance coverage is included in the budget and remains in effect for the Association.</p> <p>E. Director-Public Policy. The Director-Public Policy shall:</p> <p>1) convene and chair the Committee on Public Policy</p> <p>2) develop and lead INA local advocacy activities</p> <p>3) work with National staff & INA Lobbyist to assist in structuring and developing statewide efforts to ensure a consistent message is sent to state policymakers.</p> <p>4) recruit INA members for the Committee on Public Policy and the advocacy network.</p> <p>5) assist in the assessment of the INA advocacy needs.</p> <p>6) identify issues to be considered by the Committee.</p> <p>7) establish a public policy agenda.</p> <p>8) develop relationships with public officials.</p> <p>9) represent INA in local and state advocacy coalitions and networks as appropriate.</p> <p>F. Director-Resolutions. The director-resolutions shall:</p> <p>1) convene and chair the Committee on Resolutions</p>	<p>C. Secretary: The Secretary shall be responsible for ensuring:</p> <p>1) maintenance of the minutes of all meetings of the Association, Executive Committee and the Board of Directors;</p> <p>2) preservation of all papers, letters, and transactions of the Association pursuant to the INA Record Retention Policy;</p> <p>3) notification of all officers and committee members of their election or appointment;</p> <p>4) notification by mail to the secretary of the American Nurses Association the names and addresses of all officers of this Association immediately after their election;</p> <p>5) notification of the time and place of all meetings to the appropriate membership body;</p> <p>6) conduction of the general correspondence of the Association and the Board of Directors;</p> <p>7) maintenance of an accurate record of the names and addresses of all members of INA; and</p> <p>8) notification to the headquarters office of the ANA, within 30 days after final adoption, complete and up-to-date copies of all amendments to the bylaws and the Articles of Incorporation of the INA.</p> <p>D. Treasurer: The Treasurer shall:</p> <p>1) convene and chair the Committee on Finance.</p> <p>2) along with the Executive Director assures receipt and documentation of all funds of the Association, monitoring of the deposit of such funds in a bank designated by the Board of Directors, monitoring for expenditures of such funds, and review of the accounts payable.</p> <p>3) along with the President and Executive Director shall have signed the bank resolution for electronic review of the Association accounts.</p> <p>4) give a report to the Board of Directors regarding the financial standing of the Association whenever requested to do so and a written report is given to the Association at each Annual Meeting.</p> <p>5) assure a periodic external review of accounting functions is completed.</p> <p>6) assure that business liability insurance coverage is included in</p>

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<p>2) receive, review, edit and report on proposals submitted for the consideration of the business meetings of the membership.</p> <p>3) conduct hearings on proposals at the business meetings of the membership.</p> <p>4) recommend action on proposals to be considered by the business meeting of the membership.</p> <p>5) develop procedures for presentation of proposals to business meeting of the membership.</p> <p>6) summarize and reports to the business meeting of the membership action taken on the previous year's proposals.</p> <p>7) review, update and recommend withdrawal or reaffirmation of proposals which were adopted five years previously.</p> <p>8) prepare annual summary of activities.</p> <p>G. Director-Staff Nurse At-large. The director-staff nurse shall:</p> <p>1) convene and co-chair the Membership/Public Relations Committee.</p> <p>2) provide leadership for volunteer recruitment, recognition and inspire and motivate volunteer participation in all INA activities.</p> <p>3) represent INA at official functions.</p> <p>4) participate in major INA functions and events</p> <p>H. Director- Recently Licensed New Member Nurse. Qualifies for the Board position if upon election has been licensed for less than six years. The director-recently licensed new member shall:</p> <p>1) convene and co-chair the Membership/Public Relations Committee;</p> <p>2) provide leadership for volunteer recruitment, recognition and inspire and motivate volunteer participation all INA activities;</p> <p>3) represent INA at official functions; and</p> <p>4) participate in major INA functions and events</p> <p>I. All officers shall, within 30 days following expiration of their terms of office, surrender all property in their possession pertaining to their respective offices to the newly elected officer.</p>	<p>the budget and remains in effect for the Association.</p> <p>E. Director Public Policy. The Director Public Policy shall:</p> <p>1) convene and chair the Committee on Public Policy</p> <p>2) develop and lead INA local advocacy activities.</p> <p>3) work with National staff & INA Lobbyist to assist in structuring and developing statewide efforts to ensure a consistent message is sent to state policymakers.</p> <p>4) recruit INA members for the Committee on Public Policy and the advocacy network.</p> <p>5) assist in the assessment of the INA advocacy needs.</p> <p>6) identify issues to be considered by the Committee.</p> <p>7) establish a public policy agenda.</p> <p>8) develop relationships with public officials.</p> <p>9) represent INA in local and state advocacy coalitions and networks as appropriate.</p> <p>F. Director Resolutions. The director resolutions shall:</p> <p>1) convene and chair the Committee on Resolutions</p> <p>2) receive, review, edit and report on proposals submitted for the consideration of the business meetings of the membership.</p> <p>3) conduct hearings on proposals at the business meetings of the membership.</p> <p>4) recommend action on proposals to be considered by the business meeting of the membership.</p> <p>5) develop procedures for presentation of proposals to business meeting of the membership.</p> <p>6) summarize and reports to the business meeting of the membership action taken on the previous year's proposals.</p> <p>7) review, update and recommend withdrawal or reaffirmation of proposals which were adopted five years previously.</p> <p>8) prepare annual summary of activities.</p> <p>G. Director Staff Nurse At Large. The director staff nurses shall:</p> <p>1) convene and co-chair the Membership/Public Relations Committee.</p>

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	<p> 2) provide leadership for volunteer recruitment, recognition and inspire and motivate volunteer participation in all INA activities. 3) represent INA at official functions. 4) participate in major INA functions and events. </p> <p> H. Director Recently Licensed New Member Nurse. Qualifies for the Board position if upon election has been licensed for less than six years. The director recently licensed new members shall: </p> <p> 1) convene and co chair the Membership/Public Relations Committee; 2) provide leadership for volunteer recruitment, recognition and inspire and motivate volunteer participation all INA activities; 3) represent INA at official functions; and 4) participate in major INA functions and events. </p> <p>E. Exercise the corporate responsibility and fiduciary duties of the Association consistent with applicable provisions of law;</p> <p>F. Provide for implementation of action and directives taken at annual or special meetings of the membership within prescribed statutory responsibilities;</p> <p>G. Provide for the adoption of financial policies, adoption of the budget for the Association;</p> <p>H. Establish major administrative policies governing the affairs of the Association;</p> <p>I. Assumes responsibility in regard to constituent affiliates and regions as specified in these bylaws;</p> <p>J. Appoint an Executive Director, define the duties and fix the compensation for the position. The Executive Director shall serve as a representative to the ANA Leadership Council or successor. In case of inability to attend, an alternate may be appointed;</p> <p>K. Appoint standing committees and make other appointments as necessary;</p> <p>L. Have power to fill vacancies on the Committee on Nominations; in the offices of Secretary, Treasurer and Director; and in the Iowa Nurses Foundation Board of Directors;</p> <p>M. establish committees and other work groups, delineate their function, and dissolve as appropriate;</p> <p>N. Decide upon the registration fees, date, and place of the annual meeting;</p>

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	<p>O. Record votes of the Board of Directors secured by referendum;</p> <p>P. Submit name(s) to the Governor for consideration in selecting appointees(s) to the Iowa Board of Nursing;</p> <p>Q. Recommend name(s) for consideration for appointment(s) to other groups as appropriate;</p> <p>R. All officers shall, within 30 days following expiration of their terms of office, surrender all property in their possession pertaining to their respective offices to the newly elected officer.</p> <p style="text-align: center;">ARTICLE VII – BOARD OF DIRECTORS</p> <p>Section 1. ——— Composition and Voting Privileges</p> <p>The officers of this Association, the At Large Directors, from the regions, and the president of the Iowa Nurses’ Foundation shall constitute the membership of the Board of Directors. Only duly elected members or members appointed to fill vacancies may vote. Notwithstanding the preceding provision, if the Board representative of a regional subunit of INA is unable to attend a meeting of the Board of Directors, an elected officer of the regional subunit may attend in the representative’s absences with a voice only. The immediate past President shall serve a one year term as an ex officio member of the Board of Directors.</p> <p>Section 2. ——— Terms of Office</p> <p>H. ——— Elections for officers and representatives shall occur at the annual meeting or prior to the annual meeting during an established voting period. The President and President-Elect shall be elected at the annual meeting held in the odd numbered years. The Treasurer and Secretary shall be elected at the annual meeting held in the even numbered years. The term of office of these officers shall commence at the adjournment of the annual meeting at which they are elected and shall continue for two years or until a successor is elected. The President-Elect is elected into a four year term serving the first two years as President-Elect and the consecutive two years as President and shall continue in this role until their successor is elected.</p> <p>I. ——— There shall be four At Large Directors to the INA Board of Directors. Two Directors shall be elected at the annual meeting held in even years and two shall be elected in the odd numbered years. The term of office shall commence at the adjournment of the annual meeting at which these board members are elected and shall continue for two years or until a successor is elected or appointed. Of the four Directors, at least one must</p>

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	<p>be a staff nurse and one must have an interest in public policy matters.</p> <p>J. The Board of Director Representatives regions shall serve for 2 years or until a successor is named.</p> <p>K. The president of the Iowa Nurses Foundation shall serve for 2 years following their election or until a successor is named.</p> <p>L. No member of the Board shall be eligible to serve more than 8 consecutive years</p> <p>Section 3. Authority</p> <p>The officers and members of the Board of Directors of the Association have the authority to conduct the business and affairs of the Association and shall be exempt from personal liability for claims based on acts or omissions in the performance of their duties except for a breach of duty of loyalty to the Association, for acts or omissions not in good faith or which involve intentional misconduct or known violations of the law, or for a transaction from which the person derives an improper personal benefit, in accordance with the provisions of Iowa Code Section 504.832.</p> <p>Section 4. Duties of the Board of Directors The Board of Directors shall:</p> <p>A. transact the business of the Association;</p> <p>B. exercise the corporate responsibility and fiduciary duties of the Association consistent with applicable provisions of law;</p> <p>C. provide for implementation of action and directives taken at annual or special meetings of the membership within prescribed statutory responsibilities;</p> <p>D. provide for the adoption of financial policies, adoption of the budget for the Association which incorporates program plans of structural units, surveillance of INA funds, and annual auditing of the books by a certified public accountant and reporting to the membership;</p> <p>E. establish major administrative policies governing the affairs of the Association;</p> <p>F. provide for the maintenance of state headquarters and for making the office the center of all activities of the Association including such work of the Board of Directors and committees as may be deemed expedient; provide for the proper care of materials and equipment;</p> <p>G. assumes responsibility in regard to constituent affiliates and organizational subunits as specified in these bylaws;</p> <p>H. appoint an Executive Director, define the duties and fix the compensation for the position. The Executive Director shall give bond</p>

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	<p>subject to the approval of the Board of Directors. It shall be paid by the Association and kept at headquarters office. The Executive Director shall serve as a representative to the ANA Leadership Council or successor. In case of inability to attend, an alternate may be appointed;</p> <p>I. ——— appoint standing committees and make other appointments as necessary;</p> <p>J. ——— have power to fill vacancies on the Committee on Nominations; in the offices of Secretary, Treasurer and Director; and in the Iowa Nurses Foundation Board of Directors;</p> <p>K. ——— establish committees and other work groups, delineate their function, and dissolve as appropriate;</p> <p>L. ——— decide upon the registration fees, date, and place of the annual meeting;</p> <p>M. ——— record votes of the Board of Directors secured by referendum;</p> <p>N. ——— submit name(s) to the Governor for consideration in selecting appointees(s) to the Iowa Board of Nursing;</p> <p>O. ——— recommend name(s) for consideration for appointment(s) to other groups as appropriate;</p> <p>P. ——— render decisions as to the recipient of awards; and</p> <p>Q. ——— appoint members to the Board of Directors of the political action committee as specified in its bylaws.</p>