

AMENDMENT #5

Rationale for amendment: Changes the name of annual meeting to Membership Assembly to align with ANA verbiage. Establishes a definition for a quorum needed to conduct business of the organization. Removes the need for proxy votes at annual meetings.

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

CURRENT LANGUAGE	PROPOSED LANGUAGE
<p>ARTICLE V- MEETINGS</p> <p>Section 1. Iowa Nurses Association</p> <p>A. Meetings</p> <ol style="list-style-type: none"> 1) This Association shall hold an annual meeting at such time and place with such registration fee as shall be determined by the Board of Directors 2) The order of business of each annual meeting of this Association shall be in accordance with a program adopted at the beginning of the meeting. 3) Special meetings of this Association may be called by the Board of Directors and shall be called by the President upon written request of a majority of the organizational subunits or upon written request of 25 INA members 4) Notice of all meetings of this Association shall be sent to all members of the Association prior to the meeting in question. Notice for the annual meeting shall be delivered at least 60 days before the first day of the meeting. Notice for special meetings shall be delivered to the membership at least 30 days prior to the date of the meeting and shall include the agenda and the proposed rules for conducting business. <p>B. Representation</p> <ol style="list-style-type: none"> 1) The voting body at all meetings shall consist of the members attending (personally and by valid proxy) and in good standing. 11 2) The INA office shall be responsible for determining whether an individual member is in good standing at the time of registration for the meeting. No member shall be permitted to cast more than one vote in any election or on any matter coming before the annual or special meeting unless pursuant to a valid proxy. 3) Members of the Iowa Association of Nursing Students may attend meetings of the INA. 	<p>ARTICLE V-MEETINGS</p> <p>Section 1. _____ Iowa Nurses Association</p> <p>A. _____ Meetings</p> <ol style="list-style-type: none"> 1) This Association shall hold an annual meeting at such time and place with such registration fee as shall be determined by the Board of Directors. 2) The order of business of each annual meeting of this Association shall be in accordance with a program adopted at the beginning of the meeting. 3) Special meetings of this Association may be called by the Board of Directors and shall be called by the President upon written request of a majority of the organizational subunits or upon written request of 25 INA members. 4) Notice of all meetings of this Association shall be sent to all members of the Association prior to the meeting in question. Notice for the annual meeting shall be delivered at least 60 days before the first day of the meeting. Notice for special meetings shall be delivered to the membership at least 30 days prior to the date of the meeting and shall include the agenda and the proposed rules for conducting business. <p>B. _____ Representation</p> <ol style="list-style-type: none"> 1) The voting body at all meetings shall consist of the members attending (personally and by valid proxy) and in good standing. 2) The INA office shall be responsible for determining whether an individual member is in good standing at the time of registration for the meeting. No member shall be permitted to cast more than one vote in any election or on any matter coming before the annual or special meeting unless pursuant to a valid proxy. 3) Members of the Iowa Association of Nursing Students may attend meetings of the INA.

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<p>C. Quorum The President or President-Elect plus four other members of the Executive Committee and 5 percent of the total membership (inclusive of valid proxies) with representation from each regional subunit of the INA shall constitute a quorum.</p> <p>D. Functions The members, personally and by valid proxy, attending annual or special meetings shall:</p> <ol style="list-style-type: none"> 1))take positions, determine policy, and set directions on substantive issues of a broad nature necessitating the authority and backing of the official voting body of INA. 2) elect INA officers, directors, members of the Nominating Committee, members of the Iowa Nurses Foundation Board of Directors, and, if an INA/ANA dual member, elect representatives and alternates to the ANA Membership Assembly or successor. Notwithstanding the foregoing, INA may provide for the election of all foregoing positions prior to the annual meeting during an established voting period. 	<p>C. — Quorum</p> <p>The President or President-Elect plus four other members of the Executive Committee and 5 percent of the total membership (inclusive of valid proxies) with representation from each regional subunit of the INA shall constitute a quorum.</p> <p>D. — Functions</p> <p>The members, personally and by valid proxy, attending annual or special meetings shall:</p> <ol style="list-style-type: none"> 1) — take positions, determine policy, and set directions on substantive issues of a broad nature necessitating the authority and backing of the official voting body of INA. 2) — elect INA officers, directors, members of the Nominating Committee, members of the Iowa Nurses Foundation Board of Directors, and, if an INA/ANA dual member, elect representatives and alternates to the ANA Membership Assembly or successor. Notwithstanding the foregoing, INA may provide for the election of all foregoing positions prior to the annual meeting during an established voting period. 3) — maintain bylaws and the Articles of Incorporation. <p style="text-align: center;">ARTICLE V. INA MEMBERSHIP ASSEMBLY</p> <p><u>Section 1. Composition and Credentials</u></p> <ol style="list-style-type: none"> 1. The Membership Assembly shall be the governing and official voting body of Iowa Nurses Association and shall be composed of the Board and Iowa Nurses Association members who are duly accredited. 2. Eligibility – To be duly accredited and eligible to vote at the Membership Assembly, a member shall be required to have paid dues and hold membership in Iowa Nurses Association at least thirty (30) days prior to the Membership Assembly <p><u>Section 2. Voting</u></p> <p>Each member shall have one vote, which shall be cast by electronic methods.</p> <p><u>Section 3. Membership Assembly responsibilities/duties</u></p> <p>The Membership Assembly shall:</p>

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	<ol style="list-style-type: none"> 1. Establish and adopt rules of procedure for meetings of the Iowa Nurses Association Membership Assembly. 2. Take positions, set policy, and determine the direction for Iowa Nurses Association; and 3. Establish the dues and dues policy; and 4. Adopt and maintain bylaws which: <ol style="list-style-type: none"> a. Are congruent with ANA bylaws, b. Do not conflict with published policies and procedures of the ANA Membership Assembly or the Board of Directors. <p><u>Section 4. Quorum</u></p> <p>Five (5) members of the Governing Body, one of whom shall be the President or President-Elect, and representatives from at least three of the regions shall constitute a quorum for transaction of business at any regular or special meeting</p> <p><u>Section 5. Meetings</u></p> <ol style="list-style-type: none"> 1. The Membership Assembly shall meet annually. 2. Special meetings of the Membership Assembly may be called by the Board of Directors and, shall be called by the president upon written request of two members of the Board of Directors. 3. The time and place of meetings shall be determined by the Board of Directors. 4. Notice of the meeting of the Membership Assembly shall be published in an official publication of Iowa Nurses Association and/or sent by direct mail not less than 45 calendar days prior to the meeting. <p><u>Section 6. Committees of the Membership Assembly</u></p> <ol style="list-style-type: none"> 1. A committee of the Membership Assembly is an elected or appointed committee that reports to the Board of Directors for information and reports to and is accountable to the Membership Assembly. These committees are Nominations and Bylaws.