



Articles of Incorporation

and

Bylaws

1772328
ENDORSED
FILED
In the office of the Secretary of State
of the State of California
OCT 30 1995
Bill Jones
BILL JONES, Secretary of State

Articles of Incorporation

I

The name of this corporation is ANA\CALIFORNIA

II

This corporation is a nonprofit MUTUAL BENEFIT CORPORATION organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

The specific purpose of this corporation is to engage in activities on behalf of professional nurses in the State of California as an affiliate of the American Nurses Association.

III

The name and address in the State of California of this corporation's initial agent for service of process is: Laurence S. Zakson, Reich, Adell, Crost & Cvitan, 502 Shatto Place, Suite 100, Los Angeles, California, 90020-1792

IV

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

Donna Ver Steeg
(Signature of Incorporator)

DONNA VER STEEG
(Typed Name of Incorporator)

Joyce Waterman Taylor
(Signature of Incorporator)

JOYCE WATERMAN-TAYLOR
(Typed Name of Incorporator)

BYLAWS
of the American Nurses Association\California
as Amended April 2021

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ANA\CALIFORNIA BYLAWS

Article I Name

The name of this association shall be ANA\California, hereinafter referred to as ANA\C.

Article II Mission, Purposes and Functions

Section 1. Vision

ANA\C, a constituent member of ANA shapes the future of healthcare in CA by advocating for public policy and the nursing profession.

Section 2. Mission

The mission of ANA\California is to optimize nursing's contribution to the health and wellbeing of individuals, families, and communities. As nurses, this primary commitment to society guides and shapes our efforts to foster nursing practice standards, promote professional and leadership development, influence public policy and enhance professional practice environments.

Section 3. Purposes

The purposes of ANA\C shall be to:

- a. Promote nursing practice in California which enhances the health and well-being of individuals, families and communities;
- b. Promote the professional, intellectual and leadership development of California nurses;
- c. Advance the scholarly development of the profession;
- d. Enhance the professional practice environment.

Section 4. Functions

The functions of ANA\C shall be to:

- a. Develop and influence social and institutional policies for the benefit of all people of California;
- b. Promote the personal and professional development of nurses and support their economic welfare;
- c. Support the nurse in personal and professional growth and development in the practice setting to promote positive work related experiences;
- d. Be the voice of professional nursing in California;
- e. Develop liaisons and collaborative relationships with other groups;
- f. Maintain communication among members;
- g. Ensure adherence to the *Code of Ethics for Nurses* established by the American Nurses Association (ANA);
- h. Maintain a strong relationship with the American Nurses Association and with the California Nursing Students' Association (CNSA).

Section 5.

The vision, mission, purposes and functions of ANA\C shall be unrestricted by consideration of age, color, creed, disability, gender, gender identity, health status, lifestyle, nationality, race, religion, or sexual orientation.

**Article III
Membership**

Section 1. Definition

Individual members of ANA\C shall all be registered nurses. Membership in ANA\C shall be in accordance with qualifications as set forth in these bylaws. Membership shall be unrestricted by any other consideration.

Section 2. Qualifications

- a. Individual member.
An individual member is one who:
 - 1) Has been granted a license to practice as a registered nurse in at least one state, territory or possession of the United States and does not have a license under suspension or revocation in any state, or;
 - 2) Has retired and/or no longer chooses to practice but whose license was in good standing with her/his licensing board at the time she/he made the decision not to maintain an active license, or;
 - 3) Is a nurse in recovery who has temporarily surrendered her/his license to practice but whose license was in good standing with her/his licensing board at the time she/he made the decision not to maintain an active license.
- b. Chapter member.

- 1) Chapters may be formed by individual members of ANA\C who have geographic proximity, related professional interests, or other reasons for forming a chapter and who petition the ANA\C Board of Directors for recognition.
- 2) Chapter bylaws must be harmonious with ANA\C Bylaws.
- 3) There shall be a uniform dues structure for all chapters of ANA\C.

Section 3. Rights

The member shall have the right to:

- a. Receive an ANA\C membership card, the ANA member periodical and the ANA\C newsletter;
- b. Vote and be a candidate for ANA\C and ANA elective or appointive positions in accordance with qualifications set forth in ANA\C and ANA Bylaws;
- c. Participate in the election of representatives and alternates to the ANA Membership Assembly;
- d. Attend the ANA\C General Assembly and the ANA Membership Assembly as an elected representative or as an appointed observer; attend other restricted activities;
- e. Submit proposals for consideration by the ANA\C General Assembly;
- f. Attend the Quadrennial Congress of the International Council of Nurses (ICN);
- g. Be accorded due process and other rights as provided for under common parliamentary or statutory law and congruent with ANA\C purposes;
- h. Have issues and concerns referred to the Committee for Conflict Resolution for redress and appeal.

Section 4. Responsibilities

The member shall have the responsibility to:

- a. Abide by the bylaws of ANA\C and the applicable bylaws of ANA;
- b. Abide by the *Code of Ethics for Nurses*;
- c. Pay dues as required by ANA\C;
- d. Fulfill the requirement of an office or committee if elected or appointed;
- e. Comport oneself in an ethical and professional manner.

Section 5. Disciplinary Action

- a. Disciplinary action may be taken against an individual member who fails to meet and maintain the qualifications and fulfill all the responsibilities of membership as specified in these bylaws.
- b. An individual member in an elected position may be removed from that elected position by the Board of Directors according to Article VII, Section 7.

- a. (2) or Article VIII, Section 2. a. (3) of these bylaws following recommendation from the Committee for Conflict Resolution.
- c. The Committee for Conflict Resolution, in accordance with ANA\C policies and procedures, shall conduct disciplinary hearings and appeals pursuant to common parliamentary and statutory law.
- d. Any action taken by another Constituent/State Nurses Association (C/SNA) against the C/SNA's member shall be given full recognition and enforcement, provided that such action was taken in accordance with the disciplining C/SNA's bylaws and disciplinary procedures.

Article IV Dues

Section 1. Establishment

- a. The members shall establish, at ANA\C General Assembly meetings, the annual ANA\C dues, which includes the dues paid to ANA.
- b. In the event that the rate of dues payable to ANA is increased, any such change shall be automatically added to the annual dues owed by all ANA\C members.
- c. Proposals for ANA\C dues rate changes, other than the automatic ANA rate changes, are noticed to the membership at least sixty (60) days prior to the General Assembly meeting, at which time the membership will vote.
- d. Dues are considered to be delinquent if not paid within sixty (60) days of due date.
- e. No money shall be refunded or additional monies collected when a change in dues category occurs within the membership year.

Section 2. Transfer

- a. A member who has paid applicable dues may apply to the Secretary of ANA\C for transfer to another Constituent/State Nurses Association (C/SNA). There will be no further refund of dues for the remainder of the membership year.
- b. An individual member of another ANA C/SNA who has paid applicable dues may transfer to ANA\C without further payment or refund of dues for the remainder of the membership year. The request for transfer shall be signed by the Secretary of the C/SNA issuing the transfer.

Section 3. Continuity

ANA\C shall continue to pay dues to ANA pursuant to ANA Bylaws and Membership Assembly policy until such time as two-thirds (2/3) of the entire ANA\C membership votes to disaffiliate from ANA.

Article V Organizational Affiliate

Organizations may become affiliate members of ANA\C

Section 1.

An organization may become an affiliate of ANA\C with the following criteria:

- a. The mission, goals, purposes and bylaws are harmonious with ANA\C and ANA, and
- b. The governing body is composed of a majority of registered nurses, and
- c. One registered nurse will be designated to represent that organization with one voice, without vote, at the ANA\C General Assembly and other related activities.

Section 2.

Organizational affiliates may be charged fees for ANA\C services based on Board policy.

Article VI General Assembly

Section 1.

The ANA/C General Assembly shall be the governing and official voting body of ANA\C.

Section 2. Authority

The ANA/C General Assembly shall:

- a. Determine the positions and priorities of ANA\C;
- b. Delegate to the ANA\C Board of Directors authority to provide for implementation, directly or through appropriate committees, of actions taken by the General Assembly;
- c. Establish rules of procedure for meetings of the General Assembly.

Section 3. Composition

The General Assembly shall be composed of ANA\C members who are duly accredited.

Section 4. Eligibility for Voting

All ANA\C members who are duly accredited shall have the right to vote on matters of business in the General Assembly. To be duly accredited, members must have paid dues at least sixty (60) days prior to the General Assembly and be registered for that General Assembly.

Section 5. Quorum

A quorum to convene and transact business of the General Assembly shall consist of the presence of five (5) members of the Board of Directors, one of whom shall be the President or Vice President, and the presence of a majority of the duly accredited ANA\C members.

Section 6. Meetings

- a. The General Assembly shall meet annually.
- b. Special meetings may be called by the ANA\C Board of Directors or shall be called by the President upon written request of at least twenty-five (25) percent of the ANA\C members.
- c. The Board of Directors shall determine time and place of meetings.
- d. The membership shall be noticed of ANA\C meetings of the General Assembly at least sixty (60) days prior to the meeting.
- e. At the discretion of the Board of Directors, a special meeting may be convened by means other than a face-to-face meeting, including electronic means.

Article VII
Board of Directors

Section 1. Definition and Qualifications

- a. The Board of Directors is the corporate body composed of Officers and Directors elected by the general membership.
- b. To be eligible to serve on the Board of Directors, a person shall:
 - 1) Hold current membership;
 - 2) Not concurrently serve in a leadership position of another professional organization if such participation might result in a conflict of interest with ANA\C, as determined by the Ballot Committee or, in the case of filling a vacancy, by the Board of Directors.
- c. To be eligible to serve in the office of President, a person shall:
 - 1) Meet eligibility as defined in Article VII, Section 1.b.;
 - 2) Hold a position on the current Board of Directors or have served on the Board of Directors within the past ten (10) years;
 - 3) Not be serving in the second consecutive term as President;
 - 4) Not have served on the Board of Directors for at least four (4) years after fulfilling one or two consecutive terms (if re-elected) as President.

Section 2. Composition

- a. The Board of Directors shall consist of eight (8) elected Officers and Directors.
 - 1) There shall be four (4) Officers: President; Vice President; Secretary; and Treasurer.
 - 2) There shall be four (4) Directors: Nursing Practice Director; Nursing Education Director; Membership Director; and Legislative Director.
- b. Term of Office
 - 1) Officers and Directors shall be elected in odd-numbered years for a two (2) year term that begins at the close of the Board of Directors meeting held in the Spring of the odd-numbered years.
 - 2) Except as otherwise noted within this article, Officers or Directors shall serve no more than two (2) consecutive terms in the same office or directorship, nor more than four (4) consecutive terms on the Board of Directors, nor be elected or appointed to the Board of Directors for a period of four (4) years after completing four (4) consecutive terms on the Board of Directors.
 - 3) Any current or previous Officer or Director who has reached the term limits for serving on the Board of Directors and who has not served in the office of President, shall be eligible to run for election for the office of President and extend service on the Board of Directors for up to two (2) consecutive terms, if elected and re-elected.
 - 4) Any Officer or Director who has served twelve (12) months or more shall be considered to have served a full term.
 - 5) Officers and Directors shall serve until their successors are elected or appointed.

Section 3. Authority

The Board of Directors shall have the authority delegated to it by the General Assembly, and other duties and powers as defined in these bylaws, including the duty and power to act on behalf of the membership in the intervals between meetings of the General Assembly, except that of overturning any action taken by the General Assembly. The Board of Directors shall govern the corporation in accordance with the ANA\C Articles of Incorporation and applicable state and federal laws.

Section 4. Accountability

The Board of Directors shall report and be accountable to the General Assembly and to the membership.

Section 5. Responsibilities

The Board of Directors, working in collaboration with each other shall be responsible for:

- a. Managing the corporate and fiduciary affairs of ANA\C consistent with applicable provisions of law and assuring that budget, expenses and investments are maintained at a responsible level.
- b. Facilitating the implementation of ANA\C policies and positions approved by the General Assembly and making them available to the general membership.
- c. Establishing and reviewing policies and procedures for the transaction of business, coordination of ANA\C activities and operation and maintenance of a state headquarters.
- d. Establishing and reviewing financial policies and procedures, adopting the budget, and presenting an annual financial statement to the membership and the General Assembly.
- e. Establishing policies and procedures for approving publications and other printed materials prior to their distribution.
- f. Establishing policies and procedures to sustain a communication infrastructure including representation and liaisons with other groups.
- g. Establishing and reviewing policies and procedures for nominations and elections.
- h. Establishing special committees and task forces as directed and defined by the General Assembly or by the Board of Directors as deemed necessary for the performance of the Board of Directors duties.
- i. Making appointments and filling vacancies as delegated to the Board of Directors in these bylaws.
- j. Defining qualifications for appointive office unless otherwise specified in these bylaws or by the General Assembly.
- k. Retaining an Executive Director to oversee and provide input for the affairs of ANA\C within the parameters established by the Board of Directors and consistent with the ANA\C Articles of Incorporation, Bylaws, and applicable state and federal laws.
- l. Conferring chapter membership on groups meeting qualifications established in these bylaws.
- m. Upholding the guidelines for disciplinary action as stated in these bylaws.
- n. Establishing fees for conventions, specified activities, and services.
- o. Controlling the use of official ANA\C insignia and the procurement and sale of replicas thereof.
- p. Reviewing and revising policies and procedures at least biennially and noticing membership of significant changes.
- q. Establishing and maintaining relationships and collaboration with the California Nursing Students' Association.
- r. Assuming other duties as may be provided for elsewhere in these bylaws and by the ANA\C General Assembly.

Section 6. Duties of Officers

- a. The President shall:

- 1) Serve as the official representative of ANA\C and as its spokesperson on matters of ANA\C policy and position.
- 2) Serve as the chairperson of the General Assembly and the Board of Directors.
- 3) Serve as a representative to the Membership Assembly of ANA.
- 4) Serve as a representative to the ANA Leadership Council or, if unable to attend, designate a representative who is also an ANA\C member.
- 5) Oversee the activities of ANA\C at the state and national levels in collaboration with the Executive Director and Board of Directors.
- 6) Collaborate with the Executive Director in the production of the ANA\C newsletter.
- 7) Collaborate with the Executive Director in all matters related to public relations.
- 8) Oversee the implementation of the strategic goals, resolutions, and other activities for ANA\C.
- 9) Oversee that the Association Committees function as described in these bylaws.
- 10) Convene the first meeting of the newly elected Ballot Committee for the purpose of orientation and facilitation of the election of a chair.
- 11) Establish a Committee for Conflict Resolution, if needed, according to established policy.
- 12) Report to the Board of Directors regarding activities and projects of ANA.

b. The Vice President shall:

- 1) Assume the duties of the President in the President's absence and shall coordinate the special projects as identified by the General Assembly or the Board of Directors.
- 2) Serve as the ex officio alternate representative to the ANA Membership Assembly if the President cannot attend or if the Vice President has to assume the presidency.
- 3) Collaborate with the Executive Director to coordinate the planning for the General Assembly and appoint individuals and/or task forces as necessary to be responsible for this event.
- 4) Appoint individuals or task forces to review and make recommendations to the General Assembly regarding Resolutions and Strategic Pathways of ANA\C.
- 5) Coordinate the awards process and appoint individuals and task forces as appropriate to fulfill this process.
- 6) Collaborate with the President and Executive Director in coordinating the activities of ANA\C at the state and national levels.
- 7) Provide input to the Legislative Committee when requested or needed.

c. The Secretary shall:

- 1) Ensure that records are maintained and appropriately distributed for the meetings of the General Assembly and the Board of Directors.

- 2) Coordinate the policies and procedures for maintaining the archives for ANA\C and appoint individuals or task forces as deemed necessary to maintain archives.
- d. The Treasurer shall:
- 1) Oversee the fiscal affairs of ANA\C.
 - 2) Appoint and chair a task force annually to develop a proposal for the ANA\C budget.
 - 3) Provide reports and interpretations of the financial condition of ANA\C to the membership, General Assembly and the Board of Directors.
 - 4) Provide input to the Legislative Committee when requested or needed.
- e. The Nursing Practice Director shall:
- 1) Establish and maintain contact with members who have a special interest in nursing practice issues.
 - 2) Provide input to the Legislative Committee regarding issues relating to nursing practice when requested or as needed.
 - 3) Identify the priority issues affecting nursing practice in California and inform the membership and Board of Directors about these issues.
 - 4) Review existing ANA and ANA\C positions relating to nursing practice and facilitate the development of new position statements for ANA\C.
- f. The Nursing Education Director shall:
- 1) Establish and maintain contact with members who have a special interest in nursing education issues.
 - 2) Serve as liaison to coalitions that have interest in nursing education issues.
 - 3) Represent ANA\C as a nursing education expert and speak or suggest an appropriate speaker at nursing education programs in California if requested.
 - 4) Identify the priority issues affecting nursing education programs in California and inform the membership and Board of Directors about these issues.
 - 5) Review existing ANA and ANA\C positions relating to nursing education and facilitate the development of new position statements for ANA\C.
 - 6) Provide input to the Legislative Committee regarding issues relating to nursing education when requested or as needed.
 - 7) Ensure that a working relationship is maintained between ANA\C and CNSA and inform the Board of Directors about the needs and activities of CNSA.
- g. The Membership Director shall:

- 1) Establish and maintain contact with members who have a special interest in ANA\C membership issues.
 - 2) Be a point of contact to support members in connecting with others within their region for collaboration and/or chapter development.
 - 3) Facilitate the development and implementation of membership recruitment and retention strategies and appoint individuals and/or task forces to assist as necessary.
 - 4) Inform the Board of Directors about membership trends, recruitment and retention strategies, membership needs and membership activities.
- h. The Legislative Director shall:
- 1) Establish and maintain contact with members who have a special interest in legislation, regulation, and policy issues related to nursing.
 - 2) Monitor bills before the California Legislature affecting nursing.
 - 3) Facilitate verbal/written testimony as needed in response to bills and regulatory issues that affect nursing.
 - 4) Report to the Board of Directors regarding activities of the licensing board for Registered Nursing.
 - 5) Serve as chair of the Legislative Committee.
 - 6) Appoint members to the Legislative Committee as stated in these bylaws.
 - 7) Collaborate with the Executive Director in the planning for RN Day at the Capitol and other legislative events and projects, and appoint individuals and/or task forces as necessary to be responsible for these events.

Section 7. Vacancies

- a. Declaring a vacancy
 - 1) The President may declare a vacancy in a position held by an officer or director upon receipt of a written resignation.
 - 2) The Board of Directors, by two-thirds (2/3) majority vote, may declare a vacancy in a position held by an officer or director when evidence exists that the board member is consistently absent from Board of Directors meetings or conference calls, consistently neglects the duties or responsibilities of her/his position, does not meet the eligibility requirements to serve on the Board of Directors, or engages in behavior that is unlawful, unethical, or inconsistent with the mission, purposes or functions of ANA\C.
- b. Filling a vacancy
 - 1) In the office of President, the Vice President shall become President for the remainder of the term.
 - 2) In the office of another officer or of a director, the Board of Directors shall, by two-thirds (2/3) vote, fill the vacancy by appointment for the remainder of the term.

Section 8. Board Meetings

- a. Regular meetings of the Board of Directors shall be held at least twice annually at a time and place determined by the Board of Directors.
- b. Special meetings may be called by the President or shall be called by the President upon written request of at least five (5) members of the Board of Directors or at least twenty five (25) percent of the membership.
- c. Business requiring action by the Board of Directors may be conducted by mail or other media. Such action shall be ratified at the next regular meeting of the Board of Directors.

Section 9. Quorum

A majority of the voting members of the Board of Directors, including at least one Officer, shall constitute a quorum at any meeting of the Board of Directors.

Section 10. Executive Director

- a. The Board of Directors shall delegate to the Executive Director the authority to oversee and provide input for ANA\C in compliance with the policies and goals established by the General Assembly and established by the Board of Directors and in accordance with the ANA\C Articles of Incorporation, Bylaws, and applicable state and federal laws.
- b. The Executive Director shall be accountable to the Board of Directors and submit a periodic report to the Board of Directors at the Board of Directors meetings and to the General Assembly upon request.
- c. The Executive Director shall oversee staff on a day to day basis and advise the Board of Directors as to hiring, retention, promotion, and termination of staff.
- d. The Executive Director shall serve as a representative to the ANA Leadership Council, or if unable to attend, shall collaborate with the President to designate a representative who is a member of ANA\C.
- e. The Executive Director may represent ANA\C and serve as a spokesperson on matters of established policy and positions.
- f. The Executive Director must meet criteria for membership in ANA\C.

Article VIII Standing Committees

Section 1. Definition

The Standing Committees of ANA\C shall be Ballot, Legislative, Public Policy, Endorsement and Bylaws.

Section 2. Functions

- a. The Ballot Committee shall:

- 1) Establish and implement the policies and procedures for nominations and elections.
 - 2) Request from the ANA\C membership the names of qualified candidates for elected office who are willing to serve. The committee may consider candidates suggested from other sources.
 - 3) Assure diverse representation on the ballot.
 - 4) Provide, if possible, at least two (2) nominees for each elective position to be filled.
- b. The Legislative Committee shall:
- 1) Review, research and track bills through the legislative process and give input related to testimony and talking points as appropriate.
 - 2) Recommend positions to the Board of Directors on legislative bills related to nursing following the introduction or amendment of the bills in the California Legislature
- c. The Public Policy Committee shall:
- 1) Recommend to the Board of Directors the areas to consider for the introduction of legislation and regulation to be sponsored by ANA\C.
 - 2) Monitor ongoing legislation in the California Legislature relevant to nursing and health care and make recommendations to the Legislative Committee regarding appropriate actions for ANA\C.
- d. The Endorsement Committee shall:
- 1) Review pertinent information available regarding candidates running for office throughout the state as appropriate or requested.
 - 2) Recommend to the Board of Directors those candidates for political office deemed appropriate for ANA\C to endorse.
- e. The Bylaws Committee shall:
- 1) Review ANA\C Bylaws for congruence with current practice and ANA Bylaws.
 - 2) Assist any ANA\C member in preparing proposals for amendments to be presented at the General Assembly.
 - 3) Bring forth proposals for amendments that provide for congruence with current practice or ANA Bylaws.
 - 4) Keep the Board of Directors informed regarding the relationship between bylaws and the actions of the organization.
 - 5) Serve as parliamentary advisor to the Board of Directors and the membership.

Section 3. Membership

- a. The Ballot Committee
- 1) The Ballot Committee shall consist of three (3) members of ANA\C in good standing, elected by ballot in the odd-numbered years for a term

of two (2) years. A Ballot Committee member shall not run as a candidate for any elected position while serving on the committee except as stated in Article IX, Section 1.f. Members shall serve until their successors are elected and shall serve no more than two (2) consecutive terms.

- 2) The President will convene this committee via face-to-face, electronic or phone conferencing within the first sixty (60) days of the biennium and facilitate the selection of a chair as well as provide for an orientation of the committee to its responsibilities.
- 3) The Board of Directors, by two-thirds (2/3) majority vote may declare a vacancy in a position held by a member elected to serve on the Ballot Committee when evidence exists that the committee member is consistently absent from meetings or conference calls, consistently neglects the duties or responsibilities of her/his position, does not meet the eligibility requirements or engages in behavior that is unlawful, unethical or inconsistent with the mission, purposes or functions of ANA\C.
- 4) In the event of a vacancy on the committee, the Board of Directors shall, by two-thirds (2/3) vote, fill the vacancy by appointment for the remainder of the term.

b. The Legislative Committee

- 1) The number of members on the Legislative Committee may vary but the Board of Directors may limit the total number of members.
- 2) The Legislative Committee shall include the President, Vice President, Treasurer, Nursing Practice Director, Nursing Education Director and Legislative Director as well as any other members of the Board of Directors wishing to serve.
- 3) The Nursing Practice Director, Nursing Education Director and Legislative Director shall each appoint one voting member to the committee.
- 4) Additional members may be appointed by the Legislative Director in accordance with policy.
- 5) The Legislative Director shall serve as chair of the committee.

c. The Public Policy Committee

- 1) The Public Policy Committee shall consist of seven to nine (7–9) members appointed by the Legislative Director with the approval of the Board of Directors.
- 2) The Legislative Director shall serve as chair of the committee.
- 3) The President shall oversee this committee.

d. The Endorsement Committee

- 1) The Endorsement Committee consists of ten (10) members: The President; Vice President; Legislative Director, two (2) additional members of the Board of Directors and five (5) members (Board or

non-Board members) appointed by the Board of Directors who demonstrate political affiliations equal in number to the first five members as determined by ANA\C policy.

- 2) The President shall convene this committee and provide for the committee to select a chair.

e. The Bylaws Committee

- 1) The Bylaws Committee shall consist of two to six (2–6) members.
- 2) The Bylaws Committee members and chair will be appointed by the president with the approval of the Board of Directors and consideration of recommendations from the appointed chair.
- 3) The President shall oversee and convene this committee.

Section 4. Quorum

A majority of any committee members shall constitute a quorum at any committee meeting. If the chair is not present, the Quorum may select a facilitator for the said committee meeting.

Article IX
Nominations and Elections

Section 1. Nominations

- a. Members shall be requested to submit names of members who are qualified and willing to file a consent to serve for elective office in ANA\C.
- b. ANA\C members shall be eligible to serve in only one state-elected office at any one time. This provision does not apply to the position of representatives to ANA Membership Assembly.
- c. Vacancies on the slate shall be noticed to the Board of Directors at least sixty (60) days in advance of any election.
- d. The name of any member who meets the established qualifications for an elective office and declares as a candidate by completing a consent to serve form and submitting it to the Ballot Committee in advance of the deadline date established by the Ballot Committee shall appear on the ballot.
- e. The name of a member who meets the established qualifications for an elective office shall appear only once on the ballot for the election of Officers, Directors and Ballot Committee members; the members name may appear a second time for the election of representative or alternate to the ANA Membership Assembly.
- f. A current Ballot Committee member may run for another term on the Ballot Committee if she/he has not met term limitations and may also run for Representative to the ANA Membership Assembly. If a Ballot Committee member declares candidacy for any other position on the ANA\C ballot, that

committee member must give notice of immediate resignation from the Ballot Committee and must do so prior to the call for nominations.

Section 2. Elections

- a. Elections shall be by secret ballot sent to the members at least 30 days prior to the planned declaration of election results.
- b. Elections for Officers, Directors, Ballot Committee members and Representatives to ANA Membership Assembly shall be conducted biennially.
- c. All ANA\C members in good standing at the time the ballots are distributed are eligible to vote.
- d. Elections shall be by secret ballot. If conducted by mail, secrecy shall be maintained by using double envelopes.
- e. Members may vote for a member whose name does not appear on the ballot by writing in the name of that member if the member is qualified and has consented to serve if elected. Prior to declaration of election results a consent to serve must be on file with ANA\C.
- f. Candidates for elective office shall be notified of the results of the election prior to the convening of the Board of Directors meeting held in the Spring of odd-numbered years. Newly elected officials will assume office at the close of that Board of Directors meeting for the ensuing biennium.
- g. A plurality vote shall elect.
- h. A tie vote shall be determined by drawing lots.

Article X

Relationship with the American Nurses Association

Section 1. Membership

- a. ANA\C is a constituent member of the American Nurses Association (ANA).
- b. ANA\C shall remain affiliated with ANA until such time as two thirds (2/3) of the entire ANA\C membership votes to disaffiliate from ANA. ANA\C membership, for these purposes, is defined as individual members of ANA\C who have ANA rights and privileges of membership as a result of their ANA\C membership. The vote may occur by mail or electronic ballot with appropriate notice and procedures to protect the integrity and validity of the vote.
- c. ANA\C shall pay dues to ANA in accordance with the policies adopted by the ANA Membership Assembly.

Section 2. Representation

- a. ANA\C is entitled to representation at regular and special meetings of the ANA Membership Assembly in accordance with ANA Bylaws and policy.
- b. Representatives and alternates shall be elected to serve a two (2) year term or until a successor is elected.

- c. The ANA\C President is elected as a representative to the ANA Membership Assembly upon her/his election as president in accordance with Article VII, Section 6.a.(3) of these bylaws.

Article XI Amendments to Bylaws

These bylaws may be amended with prior notice at an annual or special meeting of the General Assembly by a two-thirds (2/3) vote of the duly accredited members present and voting, providing that the membership is notified about amendments being proposed by the Bylaws Committee and the proposed amendments are made available to members at least 30 days prior to the meeting

Article XII Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* governs ANA\C in all parliamentary situations that are not provided for in applicable law, these bylaws or adopted standing rules of ANA\C.

Article XIII Indemnification

Section 1. Right of Indemnity

This corporation shall indemnify its agents to the fullest extent allowed under Section 7237 of the California Nonprofit Mutual Benefit Corporation of Law.

Section 2. Approval of Indemnity

On written request of the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board of Directors shall promptly authorize indemnification in accordance with Section 7237(d). Otherwise the Board of Directors shall promptly determine, by majority vote of a quorum consisting of Directors who are not parties of the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c) and, if so, shall authorize indemnification.