## Proposed Bylaws Changes - 2012 (Corrected Copy)

<table>
<thead>
<tr>
<th>Current Bylaw</th>
<th>Proposed Changes</th>
<th>Rationale</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>ARTICLE III Membership Dues, Membership Years</strong></td>
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<td>There is not a Region–only membership option</td>
</tr>
<tr>
<td><strong>Section 1. Composition</strong></td>
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<td>Consistent with requirement for full FNA membership for office of Director.</td>
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<tr>
<td>B. Membership options:</td>
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<td>Consistent with moving back to a HOD</td>
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<tr>
<td>1. Full Membership includes ANA, FNA, and Region</td>
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<tr>
<td>2. State Only Membership includes FNA and Region</td>
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<tr>
<td>3. Organizational Affiliate includes nursing organizations that affiliate for associated benefits and have voice but no vote.</td>
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<td>C. Membership shall be unrestricted in accordance with ANA/FNA Bylaws.</td>
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<td><strong>Section 3. Membership Privileges and Obligations</strong></td>
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<tr>
<td>A. Full Members shall have privileges as follows:</td>
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<tr>
<td>a. Attending and voting in the Membership Assembly, attending Board of Directors</td>
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<td></td>
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<tr>
<td>D. State Only Members shall have privileges as follows:</td>
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<td></td>
</tr>
<tr>
<td>1. Voting for:</td>
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<td></td>
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<tr>
<td>a. FNA Officers;</td>
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<td></td>
</tr>
<tr>
<td>b. FNA Directors; and</td>
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<td></td>
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<tr>
<td>c. Executive Committees of other structural units to which they affiliate;</td>
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<tr>
<td>2. Serving in any FNA appointed position;</td>
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<td>3. After twelve months of membership in FNA being nominated to an Officer or Director position excluding President and President Elect;</td>
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<tr>
<td>4. Attending and voting in Membership Assembly, attending Board of Directors and Committee meetings, and other unrestricted functions of FNA;</td>
<td>4. Attending and voting in Membership Assembly, attending Board of Directors and Committee meetings, and other unrestricted functions of FNA;</td>
<td></td>
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<tr>
<td>5. Receiving regular FNA communications.</td>
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</tbody>
</table>
communications.

Section 4. Disciplinary Action
B. 2. A member shall have the right to due process as provided for under common parliamentary or statutory law.

Section 5. Dues
A. Full Membership dues include ANA Assessment as set by ANA House of Delegates, assessments as set by affiliate organizations to which FNA or its structural units belong, and FNA dues as established by FNA members participating in the Annual Membership Meeting.

ARTICLE IV. Officers and Directors

Section 5. Duties
F. The Secretary shall record the minutes of meetings of the:
   1. FNA;
   2. Board of Directors;
   3. Executive Committee; and
   4. Advisory Committee.

G. The Treasurer shall:
   1. Report to the Board of Directors the financial standing of FNA;
   2. Make a full report to FNA at each Membership Assembly;
   3. Serve as Chair of the Finance Committee; and
   4. Be bonded.

H. The Directors shall:
   1. Be responsible for the implementation of the purposes and functions as created in these bylaws;
   2. Serve as members of the FNA Board of Directors;
   3. Serve as liaisons between the FNA Board of Directors and the Regions and bargaining units as designated

ARTICLE IV Officers and Directors

Section 5. Duties
F. The Secretary shall
   1. Be a full member of FNA
   2. Record the minutes of meetings of the FNA:
      a. Board of Directors;
      b. Executive Committee; and
      c. Advisory Committee.

G. The Treasurer shall:
   a. Be a full member of FNA
   b. Report to the Board of Directors the financial standing of FNA;
   c. Make a full report to FNA at each Membership Assembly;
   d. Serve as Chair of the Finance Committee; and
   e. Be bonded.

H. The Directors shall:
   1. Be a full member of FNA
   2. Be responsible for the implementation of the purposes and functions as created in these bylaws;
   3. Serve as members of the FNA Board of Directors;
   4. Serve as liaisons between the FNA Board of Directors and the Regions and
4. Recommend to the FNA Board of Directors the establishment of Ad Hoc Committees deemed necessary to implement the purposes and functions of FNA.

ARTICLE VI. Nominations and Elections

Section 1. Nominating Committee

The Nominating Committee shall consist of five (5) members, who shall be elected by secret ballot by plurality vote:

A. The member elected to the Committee who has the highest number of votes shall serve as Chair;

Section 2. Nomination Process

D. 1. ANA Representatives to the House of Delegates
F. After presentation to the Board of Directors for information only, the tentative ballot shall be published in the Call to Meeting of the FNA Membership Assembly.

K. No nominee shall appear on the ballots without having signed the consent-to-serve-if-elected statement

Section 3. Election Process

E. The Tellers shall:
   1. Verify membership and tabulate the votes;
   2. Compile a report of all votes received; and
   3. Send the results by certified mail, in duplicate, to the FNA Secretary at the convention site.

Section 4. ANA Delegates

A. All FNA members with full membership may vote for ANA delegates
B. The FNA President and President-Elect shall be concurrently elected as ANA delegates

ARTICLE VI. Nominations and Elections

Section 1. Nominating Committee

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A. The member elected to the Committee who has the highest number of votes shall serve as Chair;

Section 2. Nomination Process

D. 1. ANA Representatives to the Membership Assembly
F. After presentation to the Board of Directors for information only, the tentative ballot shall be published in the Call to Meeting of the FNA Membership Assembly.

K. No nominee shall appear on the ballots without having signed the consent-to-serve-if-elected statement and the Conflict of Interest statement

Section 3. Election Process

E. The Tellers shall:
   1. Verify membership and tabulate the votes;
   2. Compile a report of all votes received; and
   3. Send the results by certified mail, in duplicate, to the FNA Secretary at the convention site.

Section 4. ANA Delegates

A. All FNA members with full membership may vote for ANA representatives.
B. The FNA President and President-Elect shall be concurrently elected as ANA delegates

To Conform with ANA Bylaws change
<table>
<thead>
<tr>
<th>Elect shall be concurrently elected as ANA delegates</th>
<th>representatives</th>
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<tr>
<td>C. ANA delegates-at-large, delegates and alternate delegates shall be elected by secret ballot by plurality vote and be full members of FNA.</td>
<td>C. ANA representatives and alternates shall be elected by secret ballot by plurality vote and be full members of FNA.</td>
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<td>D. Each delegate-at-large, delegate and alternate delegate shall be elected for a two-year term or until a successor is elected.</td>
<td>D. Each representative and alternate shall be elected for a two-year term or until a successor is elected</td>
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<tr>
<td>1. Regions may nominate candidates;</td>
<td>Clarifying, conforming language if return to HOD is approved.</td>
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<td>2. Individuals may nominate candidates or self-nominate</td>
<td>Conforming language</td>
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<th>ARTICLE VII. Meetings</th>
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<td><strong>Section 4. Special Meetings</strong></td>
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<td>A. Special meetings of FNA may be called by the FNA Board of Directors and shall be called by the President upon the written request of a majority of the Regions and/or collective bargaining units.</td>
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<td><strong>Section 5. Quorum</strong></td>
<td>Clarifying, conforming language if return to HOD is approved.</td>
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<td>Five members of the Board of Directors, one of whom shall be the President or President-Elect, and representatives from a majority of the Regions shall constitute a quorum for the transaction of business at any Membership Assembly or special meeting of the FNA.</td>
<td>Conforming language</td>
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<td><strong>Section 6. Membership</strong></td>
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<td>The voting body at all Membership Assemblies and special meetings of this Association shall consist of the Board of Directors and all FNA members in good standing who are in attendance.</td>
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<th>ARTICLE IX. Executive Committee Section 1. Composition</th>
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<tr>
<td>There shall be an Executive Committee composed of the Officers.</td>
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<td>Conforming language</td>
<td>Clarifying language</td>
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</table>
**ARTICLE X. Committees**  
**Section 1. General**  
C. Committees shall meet on the call of the Chair, with no less than fifteen (15) days notice to committee members and FNA Headquarters.  
D. Absence of a member from two meetings of a committee shall constitute a resignation.  

**Section 5. Bylaws Committee**  
3. Present the proposed amendments to the FNA Board of Directors for information only; and

**ARTICLE XI. Regions**  
**Section 1. General**  
B. There shall be Regions which meet the following requirements:  
1. Regions must be in conformity with the bylaws of FNA  

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Most meetings are not face to face. The decrease in required lead time for meeting scheduling will allow for more efficient addressing of issues. Allows for absence from committee as long as notice of absence provided.

Only full FNA members are eligible to hold office in FNA. Twelve month requirement is consistent with previous suggested change.
ARTICLE XIII. WorkForce Advocacy Program

Section 5. WFA Commission
G. Chairperson
   2. The WFA Commission Chair shall serve as the WFA representative to the FNA Board of Directors.

ARTICLE XIV. Advisory Council

Section 1. Composition
A. The FNA Board of Directors and representatives from Regions, WFA and Collective Bargaining Units or their designees, shall constitute an Advisory Council to consider and promote the interests of FNA.
B. Two officers of FNSA shall be eligible to attend meetings of the Advisory Council.

Section 2. Meetings
A. A meeting of the Advisory Council shall be held during Membership Assembly

ARTICLE VII. Meetings

Section 1. Membership Assembly: The official meeting of the Florida Nurses Association will be held at least biennially. It will consist of reports from the Board of Directors, Regions, and committees; and adoption of bylaws and proposals. Additional activities may include educational programs, networking, and professional updates.

ARTICLE XVI. Relationship of FNA to ANA
Section 3. ANA Delegates
A. FNA shall be entitled to

Clarifies WFA Chairperson role on the BOD
Consistency
The Advisory Council may meet at the HOD if needed, but is not mandatory.

Allows regions to make decisions re nominating delegates.
Grammatical change
<table>
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<tr>
<th>representation at the ANA House of Delegates as determined in the ANA bylaws.</th>
<th>the ANA Membership Assembly as determined in the ANA bylaws.</th>
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<td>B. FNA shall elect three delegates as allocated in accordance with policies adopted by the ANA House of Delegates.</td>
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