

**Article VI**  
**Board of Directors**

**Section 1. Definition**

The Board of Directors is composed of elected officers and other individuals as designated in these bylaws.

**Section 2. Composition**

- A. The Board shall consist of the elected officers of this association, presidents of district structural units, and chairpersons of commissions, and one new graduate.
- B. The officers of this association shall be president, president-elect, vice president, secretary and treasurer.
- C. The Executive Director shall be present with no vote.
- D. The Alabama Association of Nursing Student's (AANS) President or designee shall be present with no vote.

**Section 3. Authority**

The Board shall have the authority delegated to it by the House of Delegates, including the duty and power of acting for the membership in the intervals between meetings of the House of Delegates, and other duties and powers as defined in these bylaws.

**Section 4. Accountability**

The Board shall report and be accountable to the House of Delegates.

**Section 5. Responsibilities**

The Board shall:

- A. exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of law.
- B. transact the business of the association in the interim between annual conventions.
- C. establish major administrative policies governing the affairs of the association.
- D. provide for the maintenance of state headquarters, including the determination of which persons are to be bonded.
- E. appoint, define the authority and responsibilities of, and annually review the performance of the executive director.
- F. appoint and fill vacancies of standing committee members; considering geographic distribution, and chairpersons not otherwise provided for in these bylaws.
- G. provide for the establishment and dissolution of structural units and special interest groups in accordance with these bylaws.
- H. appoint a consultant to Alabama Association of Nursing Students.
- I. submit to the Governor of Alabama a list of at least two nominees for each RN vacancy on the Board of Nursing.
- J. confer organizational affiliation status on nursing associations meeting

- established qualifications.
- K. provide a liaison to the districts.
- L. foster collaborative relationship, communication and support to the districts, individual members, and other Constituent Members.
- M. assume other duties as provided for elsewhere in these bylaws and by the House of Delegates.

**Section 6. Term of Office**

- A. The term of office for all Board members shall commence at the adjournment of the annual convention at which they are duly elected and shall continue for one term or until their successors are elected.
- B. No officer shall serve more than 2 consecutive terms in the same office except the president and president-elect who are limited to one term. An officer or any other member of the Board who has served more than half a term shall be deemed to have served a full term in that office. All officers shall have a 2-year term.
- C. No member of the Board shall be eligible to serve more than 8 consecutive years.

**Section 7. Qualifications**

To be eligible to serve on the Board, a person shall:

- A. hold current membership in ASNA.
- B. hold current membership in ANA (officers).
- C. not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with ASNA.

**Section 8. Vacancies**

In the event of a vacancy:

- A. in the office of the president, the president-elect shall succeed to the office of the president. In addition to serving the unexpired term, this individual shall continue in the office of the president for the term to which the president-elect was elected.
- B. in the office of president-elect due to a succession to the office of president, the office shall remain vacant until the next annual election. In the event of a vacancy in the office of the president-elect for any other reason, the office shall remain vacant until the next annual election.
- D. in another office, the Board shall fill the vacancy by appointment until the next annual election when such vacancy shall be filled by election. Where applicable, such vacancy shall be filled for the unexpired term.

**Section 9. Duties of Officers**

- A. The president shall be chairman of the Board and the Executive Committee. In addition, the president shall:
  - 1. serve as the official representative and spokesperson on matters of

- policy and positions.
  - 2. serve as an ex officio member of all committees, except the Committee on Nominations.
  - 3. serve as representative at meetings of the Constituent Assembly, ANA house of Delegates and other special meetings called by the ANA.
- B. The president-elect shall:
- 1. assume the duties of the president in his/her absence.
  - 2. serve as a delegate to ANA House of Delegates.
  - 3. serve as a liaison to the districts.
- C. The vice president shall:
- 1. assume the duties of the president in the absence of the president and the president-elect.
  - 2. serve as chairperson of the Committee on Membership.
- D. The secretary shall:
- 1. keep minutes of House of Delegates, the Executive Committee and Board meetings.
  - 2. serve as chairperson of the Committee on Governance.
- E. The treasurer shall:
- 1. be responsible for monitoring the fiscal affairs of the association and shall provide reports and interpretation of ASNA's fiscal condition to the House of Delegates, the Board, and the membership.
  - 2. serve as chairperson of the Committee on Finance.

**Section 10. Executive Committee**

The executive committee of the Board shall be composed of the officers, and have all administrative powers of the Board to transact business between Board meetings and shall serve as the personnel committee of the association.

**Section 11. Executive Director**

- A. The Board shall delegate to the executive director, as the chief executive officer, the authority to manage the association according to policies established by the ASNA House of Delegates and the Board.
- B. The executive director shall be accountable to the Board.
- C. The executive director shall employ, direct, promote, and terminate staff of the association.
- D. The executive director may represent the association and serve as spokesperson on matters of established policy and positions.

**Section 12. Meetings**

- A. Regularly scheduled meetings of the Board shall be four (4) times a year or as determined by action of the Board
- B. Special meetings of the Board may be called at the president's discretion with 5 days notice to each member of the Board and shall be

called by the president in like manner upon the written request of not less than two-thirds of the structural units or 5 members of the Board.

- C. Business requiring immediate action by the Board may be conducted by mail or other media. Such action shall be reported at the next regular meeting of the Board.
- D. Absence of elected officers from two (2) consecutive regularly scheduled meetings of the Board in one year shall be cause for declaring a vacancy in the position. The year is defined as the first Board meeting through convention.

**Section 13. Quorum**

A majority of the Board, including the president or president-elect, shall constitute a quorum at any meeting of the Board.

**Section 14. Removal of Elected Officials**

- A. A vote for removal of an elected official shall be held when called for by a two-thirds (2/3) vote of the Board; or upon written request of a majority of structural units.
- B. An elected official may be removed by two-thirds (2/3) vote of the Board whenever such action is deemed to be in the best interest of the association.

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**Commission on Professional Issues**

**Section 1. Definition**

An organized deliberative body which responds to professional nursing practice issues essential to the purpose of this association.

**Section 2. Membership**

The Commission on Professional Issues shall consist of 8 members, elected by the membership. The chairperson shall be appointed by the Board. Election of Commission members shall be for a two-year term. Members are not allowed to serve consecutive terms.

**Section 3. Accountability**

The Commission is accountable to the Board and reports to the ASNA House of Delegates.

**Section 4. Responsibilities**

The Commission on Professional Issues shall:

- A. develop policy alternatives essential to the purpose of the association and submit recommendations to the Board.
- B. provide for dissemination of information.

**Section 5. Vacancies**

- A. Absence from two consecutive meetings of the Commission shall be cause for declaring a vacancy in that position.
- B. A vacancy in the Commission shall be filled by the Board.

**Committee on Nominations**

- 1. Committee on Nominations, chair appointed by Board, shall:
  - a. submit the proposed slate of nominees to the Board for approval.
  - b. develop and implement criteria for solicitation and selection of nominees.
  - c.

**ANA Delegates Representation**

- A. House of Delegates
  - 1. The ASNA is entitled to representation at regular and special meetings of the ANA House of Delegates in accordance with ANA bylaws and policy.
  - 2. Election of delegates:
    - a. All ANA delegates and alternates shall be ASNA/ANA members in good standing.
    - b. Election of ANA delegates and alternates will be accomplished according to ASNA policy and procedure.
    - c. Each delegate and alternate shall be elected for a 2-year term or until a successor is elected.
    - d. Vacancies shall be filled with alternates elected by secret ballot in accordance with procedures for election of delegates.
    - d. The president and president-elect of this association shall be delegates.