

**BYLAWS
ARMY NURSE CORPS ASSOCIATION, INC.**

ARTICLE I - NAME

The name of this organization shall be the Army Nurse Corps Association, hereafter referred to as ANCA.

ARTICLE II - PURPOSE

The purpose of the Army Nurse Corps Association shall be to promote Army nursing by:

1. preserving the history and traditions of ANCA and the Army Nurse Corps;
2. supporting communication between and among ANCA members and all components of the Army Nurse Corps;
3. promoting the ANCA Scholarship Program and other worthy Army nursing endeavors; and,
4. ensuring a strong future for ANCA.

ARTICLE III - MEMBERS

Section 1. Eligibility for Membership The following categories of Army Nurse Corps officers are eligible for membership in the Army Nurse Corps Association:

- A. Members of the Army Nurse Corps currently serving on active duty or in the Reserve Components (Army Reserve or Army National Guard) or who have retired from active duty or Reserve Component service in the Army, and
- B. Former members of the Army Nurse Corps who served on active duty or in a Reserve Component and who were honorably discharged.

Section 2. Classification

- A. Regular Members. All members in good standing are considered regular members.
- B. The ANCA Board of Directors reserves the right to establish additional classes of members within the purview of federal and state regulations governing the corporation.

Section 3. Admission to ANCA

Regular Members An applicant shall be admitted as a Regular Member in ANCA by completing the application prescribed by the Board of Directors and paying the prescribed fee. Membership becomes effective when dues are posted to the ANCA database. ANCA reserves the right to request validation of military status.

Section 4. Voting Rights

- A. Each Regular Member in good standing shall be entitled to make motions, debate and vote during general assembly meetings according to the rules of the assembly. In addition Regular Members may vote during elections and on other issues when voting is by mail or electronic means.
- B. A member in good standing shall be one whose ANCA dues are current and who has not accrued any other assessments or charges that remain unpaid to or on behalf of ANCA.

Section 5. Resignation and Reinstatement

- A. Any member may resign by submitting a written resignation to the ANCA office, ATTN: Secretary, with Subject Line: Resignation. The resignation may be mailed, faxed or e-mailed. Dues already paid are not refundable. Such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments or other charges which have accrued and remain unpaid.
- B. Application for reinstatement may be made at any time by submitting updated demographic information along with the amount of dues required for a two year period. If the dues rate has been increased since resignation, the higher amount shall be paid.

Section 6. Dues The Board of Directors shall determine the amount of an initiation fee, if any, and annual dues which shall be paid biennially in accordance with the Bylaws and Standing Rules, and procedures established by the board.

- A. Initial membership shall be for a period of either one (1) or two (2) years.
- B. Membership shall be renewable for a period of two (2) years or longer.
- C. The amount of dues, or any initiation fee if appropriate, shall be determined by the Board of Directors.
- D. Dues shall be paid to ANCA using any method of payment which has been approved by the Board and is indicated on the application or renewal statement.

- E. Dues shall be payable to ANCA no later than the date they are due. The initial notice shall be sent by first class mail or electronically [a minimum of 90 days before the due date]. A second notice shall be mailed when dues have not been paid within 60 days of the due date. The member shall be dropped from ANCA's membership rolls when payment has not been received within 90 days following final notification.

ARTICLE IV - MEETINGS

Section 1. Membership Meetings

- A. A biennial membership meeting shall be held every other year on even numbered years for the purposes of providing members with information on the state of the organization and the Army Nurse Corps, networking, receiving reports and conducting such other business as may properly arise.
- B. The biennial meeting shall be held at a time and place determined by the Board of Directors with input from the membership in accordance with established procedure.
- C. Notice of the time and place of this meeting shall be communicated to the membership through the ANCA newsletter and website at least twelve (12) months prior to the meeting. Meeting arrangements will be communicated to the membership in the same manner at least three (3) months before the meeting convenes.
- D. The biennial meeting shall be open to all members. Guests may attend in a non-voting capacity. The registration fee shall be determined by the Board of Directors.
- E. Each member in good standing who attends the meeting shall have one vote on each call for vote.
- F. The quorum for this meeting shall be the number of members registered and in attendance.

Section 2. Special Meetings

- A. Special meetings of the members may be called by the President, the Board of Directors or not less than one-tenth of the members in good standing.
- B. Notice for this special meeting shall be given to each member in good standing at least 90 days prior to the scheduled meeting in the manner prescribed by the Board of Directors. The purpose of the meeting shall be included in the notice.

Section 3. Electronic Meetings

The Board of Directors, Executive Committee, and any other Committee shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting. A written record (memo or minutes) shall be maintained in that specific group's files and results communicated as defined in the ANCA Duties.

Section 4. Quorum

A. Members in good standing who are registered for the meeting and are present constitute the quorum. Proxy voting shall be authorized only in the event of a special meeting so that maximum member participation can be assured.

B. Unless otherwise stipulated, results of any vote are determined by a majority vote of those registered and voting.

ARTICLE V – OFFICERS AND REGIONAL DIRECTORS

Section 1. Elected Officers The elected officers of ANCA shall be: President, Vice President/President-Elect, Secretary and Treasurer.

Section 2. Appointed Officers. The Board of Directors may elect or appoint such other officers as it deems necessary for the efficient and effective management of the organization.

Section 3. Qualifications

A. Eligibility for President, Vice-President/President-Elect and Treasurer.

1. A nominee shall be an ANCA member in good standing at the time of nomination and shall have served on the ANCA Board of Directors in either an elected position or as an appointed committee chair for at least one (1) year within the past five (5) years at the time the slate is presented to the Board of Directors.

2. The Treasurer shall be a resident of the greater San Antonio, Texas area to be within commuting distance from the ANCA office.

B. Eligibility for Secretary and Regional Director.

A nominee shall be an ANCA member in good standing at the time of nomination and shall have been an ANCA member for at least one (1) year at the time the slate is presented to the Board of Directors.

C. Eligibility for Appointment to Assistant Secretary, Assistant Treasurer or other Assistant Positions.

1. A nominee shall be an ANCA member in good standing at the time of appointment and shall have been an ANCA member for at least one (1) year at the time the appointment is made.
2. The individual shall reside in the greater San Antonio, Texas area within commuting distance of the ANCA office.

Section 4. Terms of Office

- A. Elected officers, Regional Directors and nominating committee members shall assume office following the biennial membership meeting unless otherwise stipulated by the Bylaws or Standing Rules. They shall serve until the close of the next biennial meeting or until their successors assume office.
- B. In the event a biennial meeting cannot be held, newly elected officers, Regional Directors and nominating committee members shall assume office no later than 1 July of the even year.
- C. The President and Vice President/President-Elect shall not serve more than one consecutive term (two (2) years) in their respective positions.
1. They are eligible for re-election to any officer position two years following completion of the current term of office. They may be appointed to complete a term of office one year following completion of their current term.
 2. The outgoing president is considered Immediate Past President for one year following completion of his or her term as President. The immediate Past President shall serve on the Board of Directors for one year without benefit of privilege.

Section 5. Removal from Office

- A. Any officer or Regional Director elected by the membership or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors.
- B. Such removal shall be without prejudice to the contract rights, if any, of the individual being removed.

Section 6. Vacancy in Office

A vacancy in the office of the President shall be filled by the Vice President/President-elect who shall serve in that position for the remainder of the term and then serve in the position of President for the next term. In the event vacancies

occur at the same time in the office of President and Vice President/President-Elect, the Secretary shall immediately notify all members of the Board and within ten days call a meeting or initiate a vote of the Board for the purpose of electing a new President. Vacancies in the position of other elected officers or Regional Directors shall be filled from among elected officers or those who have served on the Board within the past five (5) years. A new Vice President/President-elect shall be elected in the next election cycle.

Section 7. Officer & Regional Director Duties

A. The elected officers and regional directors shall perform the duties outlined in the Bylaws, Standing Rules and ANCA Duties.

B. The President shall

1. be the Chief Executive Officer and official spokesperson of ANCA,
2. make appointments as detailed in the Bylaws, Standing Rules, and ANCA Duties.
3. oversee any hiring actions undertaken by ANCA, and
4. serve as ex-officio member of all committees except the nominating committee.

C. The Vice-President/President-Elect shall

1. serve as presiding officer in the absence of the President, and
2. serve as chair of one or more committees as designated by the President.

D. The Secretary shall

1. provide written notice of Board of Directors and Executive Committee meetings and other necessary communications,
2. record minutes of the General Membership Meeting, the Board of Directors and the Executive Committee; obtain approval from the minutes approval committee when utilized and return signed minutes with attachments to the ANCA office within 5 weeks of the meeting, and
3. keep Assistant Secretary informed of all actions.

E. The Treasurer shall

1. serve as custodian of all ANCA funds, spending only by authority of the Board of Directors within the parameters of these bylaws,
2. reconcile monthly bank statements and inform the President of the monthly financial status of the corporation,
3. serve as a member of the finance and budget committee, and
4. submit the financial records for audit within one (1) month after the biennial meeting.

F. The Regional Directors shall

1. promote communication among regional members and between members and the Board of Directors,
2. attend all board meetings as voting members with full privilege,
3. appoint state and area representatives to assist in executing regional duties,
4. select one Regional Director to serve as chairman of their group and to serve on the Executive Committee with full privilege.

ARTICLE VI - REGIONS

- A. There shall be five (5) regions within ANCA. Their boundaries shall be determined by the Board of Directors and generally conform to geographical areas and state boundaries. Members outside of CONUS are assigned to one of the existing regions.
- B. The number of regions may be changed (up or down) after approval by a majority vote of the Board followed by approval by a majority vote of the membership and final approval by the State of Texas.
- C. Five (5) Regional Directors (Regions I through V) shall be elected by the membership to serve a two year term. The terms shall be staggered, with the Directors of Regions I and IV beginning their term the first day of June in the non-biennial meeting year. Regional Directors do not have term limits.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Composition of the Board of Directors (Board)

- A. The Board of this corporation shall be the President, Vice-President/President-elect, Secretary, Treasurer and the five (5) regional directors. The immediate Past-President shall serve on the Board without benefit of privilege. The chairs of the nominating committee, standing committees, special committees, and the appointed staff shall be members of the Board without benefit of privilege.
- B. Honorary advisors. Former Chiefs of the ANC and the current Chief, ANC and their Reserve Component counterparts shall be invited to serve as honorary members of the Board in an advisory capacity. They may attend board meetings without benefit of privilege. This Bylaw in no way precludes a former Chief from serving as an elected officer or regional director if a member.
- C. The term of each board member shall be two (2) years.
- D. Regular meetings
 - 1. A meeting of the Board shall be held annually with notice of meetings as determined by the Board. Electronic meetings of the Board shall be held at least quarterly unless the Board agrees by majority vote that fewer meetings are needed.
 - 2. The Board shall determine the time and place of the meetings.
- E. Special meetings
 - 1. Special meeting may be called by the Board at the request of the President or any three (3) members of the Board.
 - 2. The person(s) authorized to call special meetings of the Board may fix the time and place for the meeting.
 - 3. Notice of any special meeting requiring travel of Board members shall be given at least thirty (30) days prior to the meeting by direct notice, either by first class mail or electronically to the address shown on the membership roster. Such notice shall be deemed to be delivered when it is dropped at the post office or sent electronically.
- F. Electronic Meetings. The Board of Directors, Executive Committee and all standing and special committees are authorized to hold meetings by teleconference or other electronic means within budget constraints as long as all members can hear each other during the meeting. A majority of their members shall be present to establish a quorum. Minutes shall be taken and all motions and their results shall be noted.
- G. Quorum. The presence of five (5) Board members with privilege shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE VIII - EXECUTIVE COMMITTEE

- A. Composition. Members of the Executive Committee shall be the President, Vice-President/President-Elect, Secretary, Treasurer and the Chairman, Regional Directors.
- B. Authority. The Executive Committee shall exercise the authority of the Board of Directors between meetings but only to the extent that it is necessary to take action on unanticipated business. The action shall not be contrary to the instructions of the Board of Directors.
- C. Meetings. Meetings of the Executive Committee shall be called by the President or any two (2) members of the Committee with at least 24 hours notice. Notice may be made in writing, telephonically or electronically. Such notice may be waived by the members of the Committee.
- D. Quorum. Three (3) members of the Executive Committee shall constitute a quorum.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

- A. The Nominating Committee shall consist of five (5) members elected by the membership.
 - 1. The committee shall meet, usually telephonically, in sufficient time prior to the election to find candidates, verify their credentials and obtain necessary information required to accompany the slate submitted to the Board of Directors.
 - 2. The committee shall submit a slate of qualified candidates to the Board of Directors no later than the annual Board meeting prior to the regular election but no less than six months prior to the election.
- B. Qualifications & Eligibility
 - 1. Qualified candidates shall be ANCA members in good standing who meet criteria specified in these bylaws for the office for which they are nominated.
 - 2. The chairman of the nominating committee shall be appointed by the President.
 - 3. Members of the Nominating Committee may be re-elected to subsequent terms but the chairman shall not serve more than two terms in that position.

- C. Removal. Any nominating committee member elected by the membership or appointed by the President or the Board may be removed by the Board of Directors when, in the Board's judgment, the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the individual being removed and shall require a two-thirds vote in the affirmative by the Board.

Section 2. Elections

- A. Officers, regional directors and nominating committee members shall be elected by ballot which shall be mailed via post, electronically or other method(s) approved by the Board of Directors to regular members in good standing a minimum of three (3) months prior to the biennial meeting but no sooner than five (5) months before the meeting.
- B. Elections shall be held biennially.
- C. The candidate receiving the highest number of votes shall be elected.
- D. Results of the election shall be documented in the minutes of the Board of Directors meeting which occurs immediately after election results are known.
- E. The President shall notify the nominees in writing or by telephone before announcements are made public. The names of those elected will then be published in the next newsletter.

ARTICLE X - COMMITTEES

Section 1. Standing Committees

- A. The President, with approval of the Executive Committee, shall approve the chairmen and members of standing committees at the biennial meeting and the President will announce those names at the biennial meeting.
- B. The standing committees are
 - 1. Audit
 - 2. General Membership Meeting
 - 3. Finance and Budget
 - 4. Membership and Marketing
 - 5. Mentoring/Coaching
 - 6. Communication
 - 7. Education
- C. Committee duties shall be as prescribed in the ANCA Duties.

D. Section 2. Special Committees

- A. The President, with the approval of the Board, the Executive Committee, or by a majority vote of the membership present and voting, has the authority to create special (ad hoc) committees when the need arises. The President shall appoint the chairman and ensure instruction to the committee is clear, to include requirements for reporting. The committee reports its findings to the appointing authority unless otherwise determined when the committee is created.
- B. The special committees shall be automatically terminated when the committee has completed its task or sooner if so determined by the appointing authority with approval of the Board of Directors.

Section 3. Quorum. The quorum for all committees shall be a majority of the members unless otherwise provided for by these bylaws.

Section 4. Removal. Any committee member may be removed by the Executive Committee when, in the Executive Committee's judgment, the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the individual being removed.

ARTICLE XI – SCHOLARSHIP PROGRAM

Section 1. The Board of Directors shall determine the overall strategy and annual financial commitment to the ANCA Scholarship Program.

Section 2. The Scholarship Program shall be executed by the Education Committee.

- A. The Committee shall market the Scholarship Program to eligible schools on an annual basis.
- B. Applications received from students shall be reviewed by the committee and selected applicants will be presented to the Board for final approval by whatever means are best to expedite the process.
- C. Once selections are finalized, the Committee will notify selected students and schools. The Treasurer shall prepare the check and submit to the Chairman, Education Committee or school according to the ANCA Duties.

Section 3. The Scholarship Program shall be supported and marketed via appropriate ANCA venues such as the quarterly newsletter, letters to schools, and ANCA marketing materials.

ARTICLE XII - PARLIAMENTARY AUTHORITY AND ARTICLES OF INCORPORATION

Section 1. Robert's Rules of Order Newly Revised (RONR) shall govern the proceedings of ANCA in all cases not covered by national or state law, the articles of incorporation or these bylaws.

Section 2. Amendments to the Bylaws

- A. The Bylaws of this Corporation (ANCA) may be amended, repealed, or added to, or new Bylaws may be adopted by the vote or written assent of two-thirds of the membership voting; OR
- B. Subject to the limitations of the Articles of Incorporation and the Texas Corporation Not for Profit laws concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation (ANCA) may be amended, repealed or added to, or new bylaws may be adopted, by a resolution of the Board of Directors, with due notice, the presence of a quorum and a two-thirds affirmative vote of those present and voting.

Section 3. Amendment of the Articles of Incorporation

- A. Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented at a biennial meeting to a quorum of the membership for their vote.
- B. Amendments may be adopted by the vote or written assent of two-thirds of the membership voting.

STANDING RULES
Army Nurse Corps Association, Inc

1. **Dues** are paid on admission to membership for either a one or two year period. Initially dues are \$20.00 for one year and \$40.00 for two years. Thereafter, dues are renewable for a two year period at \$40.00.
2. The Board of Directors shall review the **dues structure and** determine its **adequacy** at the annual Board of Directors meeting.
3. A **Past President's pin** shall be presented to the outgoing President at the end of the Biennial General Membership Meeting. The Treasurer will ensure a pin is available and is taken to this meeting.
4. The Board of Directors shall determine an appropriate method to recognize **Excellence in Nursing for Active Duty Army Nurse Corps Officers** on an annual basis. The method of recognition may change from time to time. The Treasurer shall order the item for presentation at the Charlie Reddy Leadership Conference or appropriate location as determined by the Chief, Army Nurse Corps and the President, ANCA. Selection of nominees shall be in accordance with criteria established by the Chief, Army Nurse Corps. Selection will be by ANCA.
5. The **Fiscal Year (FY)** is from 1 January through 31 December. The budget is based on a two-year cycle with the budget year beginning 1 January odd year and ending 31 December two years later.
6. The Finance Committee Chairman and Treasurer shall provide the **proposed two year budget** for approval at the annual Board of Directors meeting on the even years. The approved 2-year budget will be published in The Connection for the members' awareness. On the odd FYs, a budget review and update shall be provided to the Board of Directors with a copy published in the next issue of the The Connection.
7. The Audit Committee Chairman shall provide the Editor of The Connection a copy of the **Audit Report** which has been adopted by the Board of Directors for inclusion in the first issue of The Connection following the biennial general membership meeting.
8. Each officer, regional director, appointed staff and committee chair shall ensure the **transfer of their records and the initial orientation** of their replacement within one month of the replacement assuming the office or committee chairmanship.
9. Officers, regional directors, appointed staff, and committee chairmen shall provide a digitized version of their **written report** to be filed with the Secretary at the annual board meeting (odd years) and before the biennial general membership

meeting (even years). The Secretary shall provide a copy to the Editor of the Connection for posting to the *Members Only* section of the website. In addition, the even-year report will be published and distributed at the general membership meeting. The ANCA central office will assist anyone who does not have computer support.

10. The Secretary shall send to each officer, regional director, appointed staff and committee chair a copy of the approved general **membership meeting minutes and any Board meeting minutes** no later than 45 days following the end of the meeting. They may be sent electronically. The secretary shall provide the full packet, including attachments, to the ANCA central office for filing within 60 days of the meeting.
11. The **Membership Roster and Bylaws** shall be mailed at the nonprofit rate to each regular member of ANCA who requests a paper copy each time a new Manual is published and no less than every 2 years. The address provided to ANCA shall be used for these mailings. Any member may elect to receive the roster electronically from the website by sending notification to the ANCA office.
12. **Ballots for the biennial election** of officers, regional directors, and the nominating committee shall be mailed to each ANCA member in good standing at the time of mailing at least 3 months before the biennial general membership meeting. The slate of nominations and information about each nominee shall be included with the mail out and shall also be published in the issue of The Connection that is most immediately prior to the election.
13. **Election results** shall be first communicated to all nominees by the President and then documented in the Board minutes, posted to the Members Only section of the website, reported in the issue of The Connection that is most immediately following the election, and announced at the general membership meeting.
14. A brief summary of each **ANCA event** shall be submitted to the ANCA President by members of the Board of Directors, committee members, appointed staff, any state or area representative, or any participating ANCA member. Such events may include, but are not limited to, annual luncheons/dinners, recruiting events, and award activities. Contents include at least: time and place of event, number of ANCA members and non members attending, reason for event, and any special information regarding the event such as a special guest, the program or other items of interest.