



ANNA
American Nephrology
Nurses Association

CONSTITUTION & BYLAWS

Policy Appendix.....1.02A
Amended/Restated.....March 13, 2025
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AMENDED AND RESTATED CONSTITUTION & BYLAWS

CONSTITUTION

ARTICLE I. Name

The name of this organization is the American Nephrology Nurses Association (ANNA).

ARTICLE II. Philosophy, Purpose and Objectives

Section A. Mission Statement

To improve the profession of nephrology nursing through education, advocacy, networking, and science.

Section B. Purpose

ANNA, as a professional organization, shall set forth and update high standards of patient care, educate its practitioners, stimulate research, disseminate new ideas throughout the field, promote interdisciplinary communication and cooperation, and address issues encompassing the practice of nephrology nursing. ANNA fulfills its mission through strategies that address education, advocacy, networking and science.

Section C. Objectives

To foster the highest attainable level of patient care, ANNA shall:

1. Develop and update standards for the practice of nephrology nursing.
2. Assist practitioners within the nephrology field to utilize the standards of practice for the purpose of professional audit and peer review.
3. Provide the mechanisms and stimuli to promote individual professional growth.
4. Enhance the competence of the membership through education programs at the local, regional, and national levels.
5. Promote its members' awareness of issues affecting both the professional and sociological areas of their practices.
6. Encourage individual members to participate in the growth and development of the organization.
7. Promote research, development and demonstration of advances in nephrology nursing, and provide the opportunity to disseminate these new ideas.
8. Maintain a functional rapport with, and serve as an expert resource body to, other medical professional groups, government agencies and lay organizations.
9. Respond to issues encompassing the practice of nephrology nursing.

BYLAWS

ARTICLE III. Membership

Section A. Levels of Membership

ANNA shall consist of full members, senior members, associate members, lifetime members, honorary members, student members, and international members.

Section B. Full Members

Any registered nurse licensed in the United States and its territories, Canada, or Mexico interested in nephrology, transplantation and related therapies, and the care of patients with kidney disease is eligible for full membership. All full members in good standing shall have the right to one (1) vote on all business brought before the membership. Full member status may be terminated by a two-thirds (2/3) vote of the Board of Directors (Board).

Section C. Senior Members

Full members for the 5-year period prior to attaining the age of sixty-five (65) are eligible to become senior members after they attain the age of sixty-five (65). Full membership privileges apply. Senior member status may be terminated by a two-thirds (2/3) vote of the Board at which a quorum is present.

Section D. Associate Members

All technicians, licensed practical/vocational nurses, dietitians, social workers, physicians and others interested in nephrology, transplantation and related therapies, and the care of patients with kidney disease are eligible for associate membership. Associate members shall have all the privileges of ANNA full members except those of voting, holding office, serving as chairpersons of standing committees or serving on committees limited to full members. Associate member status may be terminated by a two-thirds (2/3) vote of the Board at which a quorum is present.

Section E. Lifetime Members

Lifetime membership is provided in recognition of special service to ANNA or for unusual work in nephrology, transplantation and related therapies, and the care of patients with kidney disease by a registered nurse. It can only be awarded by a two-thirds (2/3) vote of the ANNA Board. Lifetime members will be honored at the ANNA annual business meeting. Lifetime members hold all rights and privileges of full membership. Members may recommend lifetime membership candidates for consideration by the Board. ANNA past presidents shall be awarded lifetime membership after the expiration of their term as President. Lifetime member status may be terminated by a two-thirds (2/3) vote of the Board at which a quorum is present.

Section F. Honorary Members

Honorary membership is provided in recognition of special service to ANNA or for unusual work in nephrology, transplantation and related therapies, and the care of patients with kidney disease by a registered nurse. It can only be awarded by a two-thirds (2/3) vote of the Board. Honorary members will be honored at the ANNA annual business meeting. Honorary members may not vote, hold office, serve as chairperson of standing committees, or serve on committees limited to full members. Honorary member status may be terminated by a two-thirds (2/3) vote of the Board at which a quorum is present.

Section G. Student Members

Any nursing student enrolled in a nursing school in the United States and its territories, Canada, or Mexico interested in nephrology, transplantation and related therapies, is eligible for free membership until their date of graduation. Student members shall have all the privileges of ANNA members except they may not vote, hold office, serve as chairperson of standing committees or serve on committees limited to full members.

Student member status may be terminated by a two-thirds (2/3) vote of the Board at which a quorum is present.

Section H. International Members

Any licensed nurse living outside the United States and its territories, Canada or Mexico interested in nephrology, transplantation and related therapies, is eligible for international membership. International members shall have all the privileges of ANNA members except they may not vote, hold office, serve as chairpersons of standing committees or serve on committees limited to full members. International member status may be terminated by a two-thirds (2/3) vote of the Board at which a quorum is present.

Section I. Dues

The annual dues assessment and dues payment structure for members shall be determined by the Board. Membership must be current for voting members to maintain the right to vote. Dues are not assessed on lifetime members or honorary members.

Section J. Meetings of Members

Any meeting of members, including for the election of the Board, may be held at a place, within or without the State of New Jersey, as may be fixed by the Board in its sole discretion. The President may call meetings of ANNA at any time pursuant to the notice requirements set forth in these Bylaws.

Section K. Notice of Meetings

Except as set forth herein, all notices of all meetings of members must be given in writing at least ten (10) and not more than sixty (60) days before the meeting. In the event of a merger, consolidation, dissolution or sale, lease or exchange of assets constituting all or substantially all of ANNA's assets, notice of such meeting must be given in writing not less than twenty (20) and not more than sixty (60) days before the meeting. Notice of a meeting need not be given to any member who signs a waiver of the notice, in person or by proxy, whether before or after the meeting. Attendance by any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute waiver of notice by that member.

Section L. Quorum

Five percent (5%) of the voting members of ANNA present at a member meeting shall constitute a quorum for the transaction of business at an ANNA member meeting. Action at any meeting at which a quorum is present shall require the affirmative vote of a majority of the voting members present in person, by proxy, or by other forms of permitted communication, including without limitation, electronic mail, except as otherwise provided by these Bylaws.

Section M. Voting

Each voting member in good standing shall be entitled to cast one (1) vote for each matter requiring member voting at any meeting of the members.

Section N. Chapters

ANNA may have chapters. Subject to the Board's approval, ANNA's chapters shall be formed and function in accordance with ANNA's policies and procedures established by the Board. Members residing outside the United States may request to join a chapter of their choice, subject to the Board's approval.

Section O. Fiscal Year

ANNA's fiscal year shall be established by the Board.

ARTICLE IV. Board of Directors

Section A. Board of Directors

The Board will be comprised of nine (9) voting Directors, inclusive of the Officers set forth in Article VI and four (4) at-large Directors (At-Large Directors). The Board will conduct ANNA business with, at the request of the Board, the advice of committee members, and in accordance with ANNA's mission and purpose.

Section B. Election of Directors

The Nominations Committee will submit a slate of candidates for open positions on the Board annually, on a date established by the Board. The slate of candidates shall be submitted to the membership at least thirty (30) days prior to the ballot distribution date established by the Board. Each voting member in good standing will receive a ballot.

Each ballot must be returned within fourteen (14) days of the ballot distribution date and counted according to applicable policy and procedure. The plurality of those voting will decide the election. Ballots not received within fourteen (14) days of the ballot distribution shall not be counted. An independent agent designated by the Board will officially oversee the results of the election; certify the results; and notify the Executive Director of the results, in accordance with established policy and procedure. In case of a tie, the winner will be determined by a majority vote of the Board at which a quorum is present.

The general membership will be notified of the election results within seventy-two (72) hours of the Executive Director's receipt of the results from the independent agent.

Section C. Term of Office

The terms for all Directors shall be three (3) years beginning at the close of the annual business meeting following the election. The four (4) At-Large Directors shall be elected each in successive years in 2025, 2026 and 2027. Directors may not serve more than two (2) full consecutive terms on the Board, except in the event that such Director: (i) completed the unexpired term of another Director, and such expired term is for less than one and one-half (1.5) years as set forth in Article VI, Section F; and/or (ii) is an Officer upon the expiration of the second (2nd) consecutive Board term and the term for such Officer position expires after the expiration of the second consecutive Board term in which event the Board term shall be extended to be co-terminus with the expiration of the current Officer term.

Section D. Vacancies

Any Board vacancy shall be filled by a two-thirds (2/3) vote of the Board at which a quorum is present until the next election.

Section E. Removal of Directors

In the event that a Director does not fulfill the role responsibilities of a Board member or does not contribute to effective functioning of the Board role, such Director shall consult with the President (or the Immediate Past President if the President is the one in question). The Board shall provide the Board member in question with a written statement of examples of how the Director in question did not fulfill the role responsibilities and will assist the Director in question in developing a plan for improvement with timelines. If the Director in question does not comply with the improvement plan, upon the request of the President (or by the Immediate Past President if the President is the one in question), the Director in question will resign. If the Director in question does not resign, the Director in question will be removed from office by an affirmative vote of two-thirds (2/3) of the Board at which a quorum is present. A Director who is removed from the Board shall be permanently ineligible to serve as an Officer or Director.

Section F. Policies

All policies must be approved by the Board.

Section G. Board of Directors Minutes and Actions

The minutes of the Board and all committees shall be open to inspection by the membership upon proper request by one (1) or more members. Officers and committee chairpersons shall be required to submit written reports to the Board upon the request of the Board. At the sole discretion of the Board, any meeting of the Board will be open for observation (or participation at the discretion of the President) by the general membership.

Section H. Voting

A quorum for any Board meeting shall consist of a minimum of six (6) Board members. For any motion or question to be acted upon, a majority vote of the Board at which a quorum is present is required.

ARTICLE V. Meetings

Section A. Annual National Business Meeting

The annual national business meeting of the membership shall be held each year in conjunction with the national meeting.

Section B. Regular Meeting of the Board of Directors

The President shall set the time and place of the Board's meetings.

Section C. Special Meetings of the Board of Directors

Special meetings of the Board may be called by two-thirds (2/3) of the members of the Board at which a quorum is present.

ARTICLE VI. Officers

Section A. Officers

ANNA's officers (Officers) shall be: (i) President; (ii) President-Elect; (iii) Secretary; (iv) Treasurer; (v) Immediate Past President; and (vi) Executive Director. Any full member in good standing and who is a Director is eligible to hold any office providing all qualifications for that office are met.

Section B. Duties of Officers

President. The President shall formulate, in collaboration with the Board, broad policy directions. The President shall perform such other duties as the Board may from time to time prescribe or authorize and work directly with the Executive Director to ensure that Board policies are effectively implemented. The President shall preside at all Board meetings and shall be a member of and preside at all Executive Committee meetings and shall appoint committee chairpersons. The President shall serve ex-officio on all committees of the Board.

President-Elect. In the absence of the President, the President-Elect shall assume the duties of the President. The President-Elect shall be a member of the Executive Committee. The President-Elect shall have other roles as determined by the President.

Secretary. The Secretary shall keep the minutes of the meetings of the members and the Board, see that all notices are duly given in accordance with these Bylaws or as required by law, and in general perform any duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board, or that may be required by applicable law. The Secretary shall be a member of the Executive Committee.

Treasurer. The Treasurer shall be the custodian of ANNA's assets; shall keep or cause to be kept, proper books and records of ANNA's financial affairs; and comply or cause ANNA to comply with all tax and other financial practices and reporting requirements. The Treasurer shall maintain ANNA's funds only in depositories approved by the Board, may facilitate an annual audit conducted by a qualified auditor selected by the Board, and shall ensure premiums are paid on all insurances and bonds approved by the Board. The Treasurer shall be a member of the Executive Committee.

Immediate Past President. The Immediate Past President shall be a member of the Executive Committee. The Immediate Past President shall have other roles as determined by the President.

Executive Director. The Board shall have an Executive Director under such terms, for such duration, with such duties and at such compensation as authorized by the Board. The Executive Director shall serve under the general direction of the President. The Executive Director shall act as the chief executive officer of ANNA. The Executive Director shall be an ex-officio non-voting member of the Board and the Executive Committee provided that the Executive Director may not be present during any Executive Committee or Board deliberations or voting about the Executive Director's job performance or compensation.

Section C. Election of Officers

The Nominations Committee will submit a slate of candidates for each office annually, on a date established by the Board. The slate of candidates shall be submitted to the membership at least thirty (30) days prior to the ballot distribution date established by the Board. Each voting member in good standing will receive a ballot.

Each ballot must be returned within fourteen (14) days of the ballot distribution date and counted according to applicable policy and procedure. The plurality of those voting will decide the election. Ballots not received within fourteen (14) days of the ballot distribution shall not be counted. An independent agent designated by the Board will officially oversee the results of the election; certify the results; and notify the Executive Director of the results, in accordance with established policy and procedure. In case of a tie, the winner will be determined by a majority vote of the Board at which a quorum is present.

The general membership will be notified of the election results within seventy-two (72) hours of the Executive Director's receipt of the results from the independent agent.

Section D. Term of Office

The President-Elect's term shall be one (1) year. The President's term shall be one (1) year. The Immediate Past President's term shall be one (1) year. The President-Elect will begin the term of office at the end of the annual business meeting following the election and will serve until succeeding the President at the close of the next annual business meeting. The President will serve beginning at the close of the annual national business meeting after serving as President-Elect and will serve until the close of the next annual business meeting. The President succeeds to the position of Immediate Past President at the close of the annual national business meeting and serves until the close of the next annual national business meeting. The President, President-Elect and Immediate Past President may not seek any other office while serving in their respective offices.

The terms of the Treasurer, Secretary, and Directors will be three (3) years beginning at the close of the annual national business meeting following the election. The Treasurer will be elected for a three (3) year term beginning in 2023. The Secretary will be elected for a three (3) year term beginning in 2024.

These Officers may not hold more than one (1) office during their term and may not seek any other office during the first year of their respective terms.

Officers may not serve more than two (2) full consecutive terms in the same Officer position, except in the event that such Officer completed the unexpired term of another Officer.

Section E. Vacancies

Any vacancy in the office of the President shall be filled by the President-Elect for the remainder of the term and followed by his or her own term. A vacancy in the office of the President-Elect shall be filled by a special election. Any other Officer vacancy shall be filled by a two-thirds (2/3) vote of the Board at which a quorum is present until the next election.

In the event that a vacancy occurs on the slate of candidates for President-Elect, the current holders of the offices of Immediate Past President, President, and President-Elect will extend their terms for up to one (1) year or until such time that a qualified candidate or candidates can be identified for a special election. Responsibilities of the three (3) roles will be shared by all three (3) officers by mutual agreement.

Section F. Length of Terms

Any part of a term equaling or exceeding one half (1/2) of the regular term shall be considered a term in deciding eligibility for reelection. For a three (3) year term, a full term is any length of time equal or exceeding one and one-half (1.5) years.

Section G. Removal of Elected Officers

In the event that an elected Officer does not fulfill the role responsibilities of the office or does not contribute to effective functioning of the Board role, a member of the Board shall consult with the President (or the Immediate Past President if the President is the one in question). The Board shall provide the Officer in question with a written statement of examples of how the Officer did not fulfill the role responsibilities and will assist the Officer in developing a plan for improvement with timelines. If the Officer does not comply with the improvement plan, upon the request of the President (or by the Immediate Past President if the President is the one in question), the Officer must resign. If the Officer does not resign, the Officer will be removed from office by an affirmative vote of two-thirds (2/3) of the Board at which a quorum is present.

Section H. Indemnification of Officers and Directors

ANNA will indemnify and defend its Directors and Officers (each a Corporate Agent) to the fullest extent permitted under the New Jersey Business Corporation Act against all expenses and liabilities incurred in connection with any proceeding involving the Corporate Agent by reason of the fact that he or she is or was a Director or Officer. ANNA will only indemnify a Corporate Agent who has acted in good faith on behalf of ANNA, and with reasonable belief that their conduct was lawful.

ANNA will maintain a Directors and Officers liability policy. Unless ordered by a court, the Board or a committee of the Board, in conformance with New Jersey law, must authorize any indemnification under this Article VI, Section H. Requests for indemnification must be submitted in writing for the Board's consideration.

ARTICLE VII. Committees

Section A. Committees

The Board may establish committees as necessary to accomplish the objectives and business of ANNA.

Section B. Executive Committee

The Executive Committee shall be a permanent standing committee of the Board. The President shall be Chair of the Executive Committee. The Executive Committee shall have and may exercise all the powers of the Board, when the Board is not in session, except such powers, if any, as the Board may specifically reserve for itself or as may be reserved in the Articles of Incorporation, provided the Board is notified of Executive Committee actions on a regular basis. The Executive Committee shall act for the Board as a whole to see that the policies and priorities of the Board are carried out. Specifically, the Executive Committee shall have the following duties to: (i) act on matters which cannot or need not wait for full Board action, including making timely decisions with the Executive Director on issues relating to policy and new initiatives; (ii) where circumstances that action must be taken immediately, fill vacancies in any office created by the death, resignation, removal or disqualification of an officer during their term, which Officer so elected or appointed shall serve until the next meeting of the Board at which time the Board shall take appropriate action including, without limitation, filling such vacancies through the end of the term; (iii) review matters relating to budget, management and administration in order to streamline and facilitate discussions by the Board; (iv) review reports of Board committees and workgroups; (v) set a timetable for Board activities relating to budget, management and administration; and (vi) review the performance of the Executive Director.

Section C. Committee Chairpersons

The President-Elect, with the approval of the Board, appoints the chairpersons of the standing committees for their designated terms of office. The chairperson will select committee members subject to the approval of the President-Elect.

Section D. Subcommittees

The chairperson of a committee may form subcommittees if necessary to ensure the accomplishment of the responsibilities of the committee and appoint a designated chairperson with the approval of the Board. The subcommittee chairperson will select subcommittee members subject to the approval of the standing committee chairperson.

Section E. Other Appointive Offices and Positions

Appointments to offices and positions other than those referenced in the Bylaws or as outlined in committee role descriptions shall be made as necessary by the President with the approval of the Board.

ARTICLE VIII. Headquarters

A national headquarters will be maintained to conduct the business of ANNA.

ARTICLE IX. Dissolution

In the event of ANNA's dissolution, ANNA's net assets shall be applied, and all liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made for resolution of same.

Thereafter, the Board shall decide upon a plan of dissolution in accordance with N.J.S.A. 15A:12-8. The assets shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, scholastic, or scientific purposes as shall at such time possess tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any succeeding law of the United States of America.

ARTICLE X. Amendment of the Constitution/Bylaws

Section A. Membership Vote

The Constitution and/or Bylaws may be amended by a two-thirds (2/3) affirmative vote of ballots returned by the membership, provided that the total number of ballots is a quorum. Any proposed amendment of the Constitution and/or Bylaws must be approved by a majority vote of the Board at which a quorum is present prior to submission to the general membership. At least thirty (30) days written notice shall be given to the membership of the intention to amend the Constitution and/or Bylaws. The voting process will follow the same rules for the election of officers (Article VI, Section C) except that amendments to the Constitution and/or Bylaws may be proposed by the Board at any time.

Section B. By the Board

The Constitution and/or Bylaws may be amended by an affirmative vote of a majority of the Board then in office at a duly held meeting at which a quorum is present in accordance with Article IV, Section H.