**Georgia Nurses Association**

**Certificate of Incorporation**

**And**

**BYLAWS**

**As Amended November 2, 2019**

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# CERTIFICATE OF INCORPORATION

**IN THE SUPERIOR COURT OF**

**FULTON COUNTY, GEORGIA**

In the Matter of the petition

for Charter for

**THE GEORGIA STATE ASSOCIATION OF**

**GRADUATE NURSES**

The petition of Mrs. Agnes C. Hartridge, Mrs. E. S. Tuppman, Mrs. Theodosia Wardell and Miss C. C. Collings, for themselves, their successors and associates to be incorporated for a period of twenty years with the rights of renewal as provided by law under the name and style of THE GEORGIA STATE ASSOCIATION OF GRADUATE NURSES coming to appear to the court that the said petition has been filed in the office of the Clerk of this Court and that a certified copy of this petition has been published once a week for four weeks prior to this date in the Fulton County Daily Report, a public gazette published in said county.

And it further appearing to the court that the said petition is legitimately within the purview and intention of the Code of Georgia of 1895 and the acts amendatory thereof, and there being no objection;

It is ordered and adjudged that the prayers of said petition be granted, and that the petitioners for themselves, their associates and successors be, and they are hereby incorporated under the name and style of the

GEORGIA NURSES ASSOCIATION OF

GRADUATE NURSES

with all rights, powers and privileges prayed for in said petition, and inherent in corporations created under the laws of the State of Georgia, June 25, 1907.

J. F. Pendleton

Judge S.C.A.C.

State of Georgia

County of Fulton

I, J. W. Simmons, Clerk of the Superior Court of Fulton County, do hereby certify that the above and foregoing is a true and correct copy of the petition of Mrs. Agnes C. Hartridge, et all, for incorporation under the name and style of

GEORGIA STATE ASSOCIATION OF

GRADUATE NURSES

and the order of Court thereon allowing same, all of which appears on file and record in this office.

Given under my hand and seal of office, this the 28th day of August, 1907.

 Clerk Superior Court

 Fulton County

 J.W. Simmons

**APPLICATION FOR AND ORDER**

**GRANTING REVIVAL OF CHARTER**

Georgia - Fulton County

To the Superior Court of said County

The petition of The Georgia State Nurses Association respectfully shows to the court:

1. Petitioner is a non-profit making corporation and was incorporated and chartered on June 25, 1907, under the name of "GEORGIA STATE ASSOCIATION OF GRADUATE NURSES" by order of the Superior Court of Fulton County, Georgia, the object of said corporation is to elevate and maintain the standard of nursing.

2. Petitioner shows that on August 2, 1927, petitioner's charter was renewed for a period of twenty (20) years from the 25th day of June, 1927, and that the name of the corporation was changed to "THE GEORGIA STATE NURSES ASSOCIATION."

3. Petitioner shows that inadvertently said Charter was allowed to expire June 25, 1948, and that in ignorance of said expiration the association continued to function.

4. Petitioner is now desirous of extending and reviving its charter for a period of thirty-five (35) years from June 25, 1947, with a continuance and revival of all its rights, privileges and immunities hereof regranted to it in said prior charters and including the right to renew and extend its corporate existence at the expiration of thirty-five (35) years from the 25th day of June, 1947.

Petitioner files herewith marked "Exhibit A" a certificate abstract from the minutes of the corporation showing that the application for revival and extension of its charter has been authorized by proper corporate action.

WHEREFORE, petitioner prays that its said charter be revived and extended for the full period of thirty-five (35) years from the expiration date of its present charter, to wit, the 25th day of June 1947, as authorized by law.

 Craighead, Dwyer, & Lavender

 by Frances Dwyer

 604 Candler Building

EXHIBIT "A"

GEORGIA - Fulton County

 I, Esther P. Watts, RN, certify that I am Secretary of the Georgia State Nurses Association, a corporation organized and existing under the laws of the State of Georgia with its principal office in Atlanta, Fulton County, Georgia, and I further certify that at a meeting of the Executive Board, which is authorized by the Association's Bylaws to conduct the business of said corporation, the following resolution was unanimously adopted:

August 2, 1947

 "It is hereby resolved that Miss Jane Van deVrede is hereby authorized and directed in behalf of the Georgia State Nurses Association to have an application filed seeking the revival and extension of the charter of the Georgia State Nurses Association which expired June 25, 1947, and to take the necessary legal steps to secure said charter renewal and extension."

IN WITNESS WHEREOF, I have hereto placed my hand, this 2nd day of August 1947.

 /s/ Esther P. Watts, RN

 Secretary

 (Corporate Seal)

ORDER

 The foregoing Petition of Georgia State Nurses Association, Inc. to amend its Charter in the particulars therein set out, presented, read and considered;

 It appearing that said Petition is made in accordance and pursuant to the applicable provisions of the Georgia Nonprofit Corporation Code of 1968, as amended, and that all requirements of law in which cases provided have been fully complied with;

 NOW THEREFORE, it is ordered, adjudged and decreed that the undersigned is vested with authority under the Georgia Nonprofit Corporation Code of the Code of Georgia to act in the premises and that all the prayers of said Petition are hereby granted and the Charter of Georgia State Nurses Association, Inc. is hereby amended in all of the particulars prayed for and set forth in the Petition.

 This 20th day of November 1973.

 Virlyn B. Moore

 Judge Emeritus,

 Superior Court of

 Fulton County, Georgia

**GEORGIA NURSES ASSOCIATION**

**BYLAWS**

# ARTICLE I NAME, MISSION, PURPOSE, FUNCTIONS, AND RELATIONSHIP TO ANA

**Section 1. NAME**

The name of this association shall be the Georgia Nurses Association, Inc., hereinafter referred to as GNA.

**Section 2. MISSION AND VISION**

GNA is nurses shaping the future of professional nursing for a healthier Georgia.

**Section 3. PURPOSE**

1. Create meaningful, diverse opportunities and services for GNA members.
2. Promote through appropriate means, standards of nursing practice, nursing education and nursing services as defined by GNA and the American Nurses Association, hereinafter referred to as ANA.
3. Promote and protect the economic and general welfare of nurses.
4. Ensure adherence to the ANA Code of Ethics for Nurses.
5. Represent and speak for the nursing profession with community organizations, allied health groups, governmental groups, and the public.

**Section 4. FUNCTIONS**

1. Provide for continuing education for nurses.
2. Provide representation in the ANA Membership Assembly.
3. Recruit students for nursing and promote relationships and collaboration with the Georgia Association of Nursing Students.
4. Stimulate and promote research in nursing, disseminate research findings, and encourage the utilization of new knowledge as a basis for nursing.
5. Assume an active role as consumer advocate in health.
6. Provide leadership in the state and through appropriate channels, in national nursing.

**Section 5. RELATIONSHIP TO THE AMERICAN NURSES ASSOCIATION**

1. GNA is a Georgia nonprofit corporation and operates as such pursuant to the laws of the state.
2. GNA is voluntarily affiliated with the ANA as a constituent and state nurses association (C/SNA) of the ANA whose purpose and functions currently are harmonious with those of GNA.
3. In the event GNA determines that the purposes and functions of the GNA and the ANA are not harmonious, then GNA may move to disaffiliate itself from ANA with a 2/3 of the C/SNA membership casting a vote to disaffiliate from the ANA. “Voting C/SNA membership” is defined as those GNA members who have ANA rights and privileges. The vote may occur by mail, electronic ballot, or at biennial or special meetings with appropriate notice and procedures to protect the integrity and validity of the vote.

# ARTICLE II MEMBERSHIP

**Section 1. COMPOSITION**

GNA shall be composed of:

1. Full members who belong to the Chapter, and/or State and ANA through the State.
2. State members who live and/or practice in the state of Georgia only pursuant to a sanctioned agreement with ANA

**Section 2. QUALIFICATIONS**

1. Membership shall be unrestricted by considerations of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.
2. A member is one:
	* + 1. Who has been granted a license to practice as a Registered Nurse (RN) in at least one state or territory, of the United States, and does not have a license under revocation or suspension in any state or territory; and
3. Notwithstanding the foregoing, a nurse who has retired and/or no longer chooses to practice, but whose license was in good standing with his/her licensing board at the time the nurse made the decision not to renew his/her license (i.e. no disciplinary action pending or in place), is deemed to meet the criteria in subsection 2(B)(1) above.
4. A registered professional nurse whose practice has been impaired by alcohol or substance abuse, who is in recovery, and who has voluntarily surrendered his/her license to practice, shall be permitted to become and remain a member of the association unless his/her license to practice is suspended or revoked.
	* + 1. Whose application for membership in GNA has been accepted in accordance with GNA policy, and
			2. Who is not delinquent in paying dues, and
			3. Whose membership is not under revocation for violation of the ANA Code of Ethics for Nurses.

**Section 3. PRIVILEGES AND OBLIGATIONS**

1. Full Members shall have membership privileges as follows:
	* + 1. Participate in the elections of GNA in accordance with these bylaws.
			2. Participate in the election of representatives and alternates to the ANA Membership Assembly and special meetings, in accordance with the ANA bylaws.
			3. Serve GNA and ANA in elected and appointed positions in accordance with GNA and ANA bylaws.
			4. Attend any meetings and other unrestricted activities of GNA and ANA.
			5. Attend the Congress of the International Council of Nurses.
			6. Utilize such GNA and ANA services as may be available.
			7. Receive a constituent GNA/ANA membership card.
			8. Receive *Georgia Nursing* and ANA membership publications.
			9. Exercise their freedoms of speech and assembly, as protected by the constitution and federal and state statutes. The exercise of these rights, in and of themselves does not constitute grounds for disciplinary action by GNA.
			10. Have the right to due process for the denial of any of the above privileges.
2. State Members shall have membership privileges as follows:
	* + 1. Participate in the elections of GNA in accordance with these bylaws.
			2. Serve GNA in elected and appointed positions in accordance with GNA bylaws.
			3. Attend any meetings and other unrestricted activities of GNA.
			4. Utilize such GNA services as may be available.
			5. Receive a GNA membership card.
			6. Receive *Georgia Nursing publication*.
			7. Exercise their freedoms of speech and assembly, as protected by the constitution and federal and state statutes. The exercise of these rights, in and of themselves, does not constitute grounds for disciplinary actions by GNA.
			8. Have the right to due process for the denial of any of the above privileges.
3. Full Members shall have membership obligations as follows:
	* + 1. Abide by the bylaws of GNA and ANA.
			2. Abide by the ANA Code of Ethics for Nurses.
			3. Pay dues as required by Bylaws.
4. State Members shall have membership obligations as follows:
	* + 1. Abide by the bylaws of GNA.
			2. Abide by the ANA Code of Ethics for Nurses.
			3. Pay dues as required by Bylaws.

**Section 4. DURATION OF MEMBERSHIP**

The membership year shall be flexible. Membership privileges are granted in the GNA or Chapters contingent upon the dues paid by the member monthly or annually.

**Section 5. DISCIPLINARY ACTION**

1. Causes of disciplinary action against a member shall not be limited to:
	* + 1. The purpose, functions and bylaws of GNA or ANA and the ANA Code of Ethics for Nurses
			2. As described in the GNA Policy and Procedure Manual
2. Disciplinary action shall be conducted in accordance with association policies and procedures.
3. The member may appeal the disciplinary action in accordance with the association's policies and procedures.
4. Disciplinary action taken by another constituent and state nurses association against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplinary C/SNA’s bylaws and disciplinary procedures.

**Section 6. ORGANIZATIONAL AFFILIATES**

1. Definition

An Organizational Affiliate of GNA is an association that has been granted organizational affiliate status by the GNA Board of Directors.

1. Responsibilities

Each organizational affiliate shall meet the criteria established by the Board of Directors and shall:

* + - 1. Maintain a mission and purpose harmonious with the purposes and functions of GNA
			2. Have bylaws which do not conflict with GNA bylaws
			3. Be comprised of registered nurses and have a governing body composed of registered nurses
			4. Not be a registered labor organization
			5. Pay an annual organization fee established by the GNA Board of Directors
1. Rights

 Each organizational affiliate shall be entitled to:

* + - 1. Have one representative to the GNA Membership Assembly who must also be a current GNA member and who shall be eligible to vote on all matters in the GNA Membership Assembly except setting of membership dues, amendment of bylaws and election of officers and directors.
			2. Make reports or presentations to the GNA Membership Assembly within its area of expertise, including the presentation of action reports.

# ARTICLE III DUES

**Section 1. AMOUNT OF DUES**

1. Full Membership Dues include:
	* + 1. ANA dues assessed to GNA as a constituent and state nurses association of ANA as adopted by the ANA Membership Assembly in accordance with the bylaws and policies of ANA.
			2. GNA dues as adopted by the GNA Membership Assembly in accordance with the bylaws and policies of GNA.
2. State Only Membership dues include GNA dues as adopted by the GNA Membership Assembly in accordance with the bylaws and policies of GNA.
3. A statewide uniform amount of membership dues as recommended by the GNA Membership Assembly shall be allocated to the Growth & Development Fund.
4. Joint Membership- For Nurses belonging to their specific specialty organization and GNA – a reduced fee would be set by the GNA Board of Directors.

**Section 2. NOTIFICATION OF CHANGE**

Notification of a proposed change of GNA dues shall be published (i.e., listserv, website, *Georgia Nursing*) at least thirty (30) days prior to the Biennial Meeting of the GNA Membership Assembly at which the proposed change will be voted upon.

**Section 3. PASS THROUGH OF ANA DUES TO GNA MEMBERS**

The annual dues for a GNA/ANA member shall be set forth in dues policy and shall include the present rate of dues paid by the GNA to the ANA. In the event that the rate of dues payable to the ANA by the GNA is increased in the future, any such change shall be automatically added to the annual dues owed by a GNA/ANA member to the GNA.

**Section 4. ESCALATION OF DUES**

Based on the Consumer Price Index for urban consumers (CPI-U), GNA state dues will increase triennially at the same time as ANA’s inflation escalation and pass through to the ANA/GNA full members and the “state only” members with notice but without requiring additional authorization of the GNA Membership Assembly.

**Section 5. TRANSFER OF MEMBERSHIP**

1. Full Members
	* + 1. Any member who has completed payment of dues may transfer.
			2. Dues shall not be required from nor refunded to an individual member transferring to or from an ANA constituent and state nurses association if the individual member has made full payment of dues.
2. State Members may transfer from a state that has a state membership option without additional dues payment.

# ARTICLE IV GNA MEMBERSHIP ASSEMBLY

**Section 1. DEFINITION**

The GNA members in attendance at biennial and special meetings shall constitute the governing and official voting body of the Association.

**Section 2. COMPOSITION**

The GNA Membership Assembly shall be composed of Full and State members and the GNA Board of Directors.

**Section 3. CREDENTIALING**

All members shall present membership credentials at the time of registration for the GNA Membership Assembly.

**Section 4. VOTING RIGHTS**

1. Full and state members shall have the right to cast one vote on any matter coming before the GNA Membership Assembly.

**Section 5. AUTHORITY**

The GNA Membership Assembly shall:

1. Determine professional association policies and positions.
2. Delegate authority and define accountability for the implementation of professional association policies and positions approved by the GNA Membership Assembly.

**Section 6. RESPONSIBILITIES**

The GNA Membership Assembly shall:

1. Establish rules of procedure for meetings of the GNA Membership Assembly.
2. Adopt and maintain bylaws.
3. Monitor and revise the Strategic Plan.

**Section 7. MEETINGS**

1. The GNA Membership Assembly shall meet biennially.
2. The time and place of the meeting shall be determined by the Board of Directors.
3. GNA members shall be notified in writing of a meeting of the GNA Membership Assembly at least sixty (60) days prior to the biennial meeting and thirty (30) days prior to any special meeting.
4. A special meeting of the GNA Membership Assembly may be called by a two-thirds vote of the Board of Directors and shall be called by the president upon the written request of 1/3 of the GNA members.
5. Between the regularly scheduled Biennial GNA Membership Assembly, at the discretion of the GNA Board of Directors, the Board may call a special GNA Membership Assembly to be held/convened via electronic media/means (other than face-to-face meeting).

**Section 8. QUORUM**

Five members of the Board of Directors, one of whom shall be the President or President-elect, and a majority of voting members present shall constitute a quorum for the transaction of business at any GNA Membership Assembly or special meetings of this Association.

# ARTICLE V NOMINATIONS AND ELECTIONS

**Section 1. CANDIDATES**

1. Any Full member in good standing is eligible for elected or appointed office in GNA.
2. Any State member in good standing is eligible for the following elected or appointed positions at the state level: Director Staff Nurse; one (1) member of the Nominating Committee.
3. Candidates for office shall meet established qualifications as delineated under the Bylaws and the Policies of GNA and ANA.
4. Members shall be considered eligible for only one elective office in GNA at any one time with the exception of the Nominating Committee.
5. A candidate's name shall not be placed on the ballot until a signed consent to serve form is returned to GNA for a specific office.

**Section 2. NOMINATIONS**

1. The Nominating Committee shall put forth a slate of candidates for office with qualifications as defined in the GNA Bylaws and Policies.
2. The slate of candidates shall be published (i.e., web-site, *Georgia Nursing*) at least sixty (60) days prior to the GNA Membership Assembly.

**Section 3. SCHEDULE FOR ELECTIONS**

1. Elections shall be held biennially by secret ballot prior to the GNA Membership Assembly.
2. When using a paper ballot, it shall be sealed and mailed by the established deadline in the preaddressed envelope provided.
3. The following shall be elected:
	* + 1. President-elect and ANA Representative
			2. President-elect shall run as ANA Representative in the second year he/she is serving as president-elect.
			3. Secretary and First Alternate ANA Representative
			4. Treasurer and Second Alternate ANA Representative
			5. Director – Advance Practice Registered Nurse
			6. Director – Leadership Development & Third Alternate ANA Representative.
			7. Director – Legislation/Public Policy
			8. Director – Membership Development
			9. Director – Nursing Practice and Advocacy
			10. Director for Staff Nurses
			11. Chair Nominating Committee
			12. Four Members – Nominating Committee

**Section 4. ELECTIONS**

1. The Secretary shall furnish to the Chairperson of the Nominating Committee a complete list of the members eligible to vote as of the cut-off date determined by the Board of Directors at its winter meeting in the year of an election.
2. A majority of all votes cast shall constitute an election.
3. In the event of a tie vote:
	* + 1. For the Director of Legislation/Public Policy, the Board of Directors, Nominating Committee, or ANA Representative or Alternate, only Full members of the GNA Membership Assembly shall vote by ballot according to GNA policies and procedures.
			2. For any other GNA office, Full and State members of the GNA Membership Assembly shall vote by ballot according to GNA policies and procedures.
4. Any challenge to the election shall be filed with the Secretary within thirty (30) days after the adjournment of the GNA Membership Assembly.

**Section 5. BALLOTS**

1. At least thirty (30) days preceding the opening day of the GNA Membership Assembly, notification of a ballot shall be published (i.e., listserv, website, *Georgia Nursing*).
2. If a paper ballot is requested and not received, a second paper ballot shall be sent upon receipt of a statement signed by a notary public that the member submitting the statement has not received a paper ballot.
3. All ballots shall be retained for one year after the election and destroyed thereafter.

**Section 6. WRITE IN CANDIDATES**

Any write in candidate must have filed a "consent to serve form" with GNA for a specific office prior to election whether they are self-nominated or nominated by another member.

# ARTICLE VI REPRESENTATION TO ANA

**Section 1. REPRESENTATION**

GNA is entitled to representation at the ANA Membership Assembly or special meetings of ANA according to ANA bylaws.

**Section 2. REPRESENTATIVES**

1. GNA shall be entitled to two representatives and additional representatives and alternates shall be based on the policies adopted by the ANA Membership Assembly.
	* + 1. Candidates for position of elected ANA Representative or alternate representative shall be restricted to those who are officers or candidates for elected office on the GNA Executive Committee.
2. To be eligible to serve as a representative to ANA Membership Assembly, a member shall be required to hold Full membership in GNA.
3. The President and President-Elect shall be the two representatives to the ANA Membership Assembly. The ANA representatives and alternates shall be elected by secret ballot by the members of GNA and shall serve for two years or until a successor is elected.
4. In order to represent GNA in the ANA Membership Assembly, GNA officers must have been elected ANA Representatives or alternates.
5. The President and President-Elect, or their designee, shall act as representatives at the ANA Leadership Council

# ARTICLE VII BOARD OF DIRECTORS

**Section 1. DEFINITION**

The Board of Directors is the corporate body composed of officers and directors elected by the GNA Membership.

**Section 2. COMPOSITION**

1. The Board of Directors shall consist of GNA elected officers and directors.
2. The President of the Georgia Nurses Foundation, who is a RN and member of GNA, will have a seat on the Georgia Nurses Association Board of Directors with full voting privileges.

**Section 3. DUTIES**

1. The Board of Directors shall promote the objectives of GNA and have full power and authority delegated by the GNA Membership Assembly unless contradictory of these bylaws. Use of electronic communication for urgent decision-making is acceptable by the Board of Directors.
2. ACCOUNTABILITY

The Board of Directors shall report and be accountable to the GNA Membership and GNA Membership Assembly.

1. DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall:

* + - 1. Exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of law.
			2. Provide for implementation of professional association policies and positions approved by the GNA Membership Assembly.
			3. Adopt policies and procedures for the coordination of association activities.
			4. Provide for implementation and evaluation of association policies.
			5. Develop, monitor and revise the Strategic Plan.
			6. Provide for the establishment and maintenance of the headquarters of the Association.
			7. Appoint all standing and special committees, including any vacancies on the Nominating Committee.
			8. Fill the unexpired term of any vacancies in elected positions, except a vacancy occurring in the office of President or President-Elect.
			9. Verify referendum votes of the Board of Directors.
			10. Ensure an archive for the collection and preservation of documents and other materials, which have contributed and continue to contribute to the historical development of nursing and the association.
			11. Adopt the budget and establish financial policies and procedures.
			12. Appoint an advisor to the Georgia Association of Nursing Students
			13. Declare a vacancy in any office or committee for failure to perform stated duties.
			14. Establish the cut-off date for the complete list of members eligible to vote in GNA elections.
			15. Approve the minutes of the GNA Membership Assembly.
			16. Review proposed bylaws changes prior to their submission to the GNA Membership Assembly.
			17. Call special meetings of the Association as necessary.
			18. Define special membership categories.
			19. Serve as members of the Georgia Nurses Foundation, Inc.
			20. Approve applications to establish new Chapters of the GNA.
			21. Declare a GNA Chapter inactive or declare an inactive Chapter again in accordance with the GNA Bylaws and/or GNA Policies and Procedures.
			22. Collaborate and communicate with the CEO regarding their assigned individual and collective responsibilities.
			23. Appoint members to the Board of Trustees of GN-PAC.
			24. Approve the legislative platform in the years when the GNA Membership Assembly does not meet.
			25. Formulate positions regarding health policy legislation not addressed in the legislative platform.
			26. Approves membership applications for organizational affiliates and approves organizational affiliate fees.
			27. Monitor the GNA Intervention Program (GNA-IP) financial and program activity through quarterly reports.
			28. Monitor the GNA-PAC through written quarterly reports made to the GNA Board. This report should include the names of the Officers and the PAC’s financial condition.

**Section 4. MEETINGS**

1. Meetings of the Board of Directors shall be held at the place determined by the President and Board of Directors five times per year with an option to have at least two meetings via teleconference and one meeting within 30-45 days after the GNA Membership Assembly.
2. Special meetings may be called by the President or upon written request of at least four members of this Board.
3. In the interim between regular meetings of the Board, the Executive Committee may submit to the Board of Directors in writing or by conference call definite questions relating to the affairs of the Association which, in the opinion of the committee, require action. The result of such referendum, which requires a majority vote of the members of the Board of Directors, shall be binding upon the Association, its Board of Directors, committees, agents and employees in the interim pending verification of the Board of Directors at its next meeting.
4. Any member of GNA may attend the meetings of the Board of Directors.
5. Any member of the Board of Directors who has incurred two absences during a single year may be removed and that position may be declared vacant in accordance with the policies and procedures for Removal of Board Members/Declaring a Board Position Vacant.

**Section 5. QUORUM**

A majority of the Board of Directors, including the President, or President-elect, or Secretary, shall constitute a quorum.

**Section 6. TERM OF OFFICE**

1. The term of office shall be two years for all officers, and directors.
2. The president-elect shall serve for one term as president-elect after which, the president-elect shall serve one term as President.
3. All other elected officers and directors may serve two consecutive terms in office.
4. No officer or director shall serve more than eight consecutive years on the GNA Board of Directors.

**Section 7. VACANCIES**

1. In the event of a vacancy
	* + 1. In the office of president, the president-elect assumes the office.
2. An officer or member who fills a vacancy in the office of president or assumes the duties of an absent president or president-elect may serve as an ANA Representative only if elected as an ANA Representative or Alternate.
	* + 1. In the office of president-elect, the office shall remain vacant until the next election of the president-elect unless the Board of Directors, at its discretion, orders a special election by the Membership.
			2. In all other elected positions on the Board, the Board of Directors shall fill the vacancy by appointment for the remainder of that term by a GNA member qualified according to GNA Bylaws and Policies.

**Section 8. DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS**

1. All elected members of the Board of Directors shall:
	* + 1. Serve as voting members to the GNA Membership Assembly at biennial and special meetings
			2. Fulfill the responsibilities of the Board of Directors as defined in these Bylaws and by GNA Policy.
2. **PRESIDENT**

The President:

* + - 1. Shall serve as the official representative of the association and as its spokesperson on matters of association policy and position.
			2. Shall serve as the chairperson of the GNA Membership Assembly at biennial and special meetings, the Board of Directors, and the Executive Committee.
			3. Serve as an ex officio member of all committees except the Nominating Committee.
			4. Appoint special committees of the Board and may fulfill other duties as designated by the Board of Directors.
			5. Serve as elected ANA Representative in the ANA Membership Assembly and special meetings.
1. **PRESIDENT-ELECT**

The President-elect shall:

* + - 1. Assume duties of the President in the President's absence or at the discretion of the President.
			2. Serve as an elected ANA Representative to the ANA Membership Assembly and special meetings.
			3. Assume office of President in the event of a vacancy.
			4. Perform other duties as requested by the President.
			5. Run for election as ANA Representative in the second year he/she is serving as President-elect.
			6. Assume the office of GNA President at the close of the Biennial Meeting.
			7. Serve as member of the Finance Committee.
			8. As the incoming GNA President, plans and develops the Board Orientation following the Biennial Membership Assembly meeting, in collaboration with the CEO.
1. **SECRETARY**

 The Secretary shall:

* + - 1. Be responsible for ensuring that records of meetings of the GNA Membership Assembly, the Board of Directors, and the Executive Committee are maintained, and shall notify the members of meetings of the GNA Membership Assembly.
			2. Serve as the elected first alternate ANA representative to the ANA Membership Assembly and special meetings.
1. **TREASURER**

 The Treasurer shall:

* + - 1. Be responsible for monitoring the fiscal affairs of GNA and shall provide reports and interpretation of GNA's financial condition to the GNA Membership Assembly, Board of Directors and Executive Committee.
			2. Serve as the elected second alternate ANA representative to the ANA Membership Assembly and special meetings.
			3. Serve as Chairperson of the Committee on Finance.
			4. Serve as a member of the Biennial meeting and related events Committee.
			5. Serves or appoints designee to serve on the Growth and Development Fund Committee.
			6. Shall serve as member of the GNF Finance Committee.
1. **DIRECTORS**
	* + 1. **DEFINITION**

There shall be directors and task forces that shall assume such duties as are specified in these bylaws and other such duties as may be assigned by the Board of Directors or GNA Membership Assembly. The Directors are:

1. Nursing Practice and Advocacy
2. Advance Practice Registered Nurse
3. Legislation/Public Policy
4. Membership Development
5. Leadership Development
6. Staff Nurse
7. Director for New Graduate
8. GANS Position on GNA Board

**RESPONSIBILITIES**

All Directors shall have the following responsibilities:

1. Plan a program of work and a budget to carry out their responsibilities and submit a proposed budget to the Finance Committee.
2. Appropriately utilize staff and financial resources within the budgetary constraints to accomplish their purposes.
3. Establish ad hoc committees and task forces as appropriate to carry out responsibilities and special projects of the Directors.
4. Appoint members to those ad hoc committees and task forces under their jurisdiction.
	* + 1. **DIRECTOR OF NURSING PRACTICE AND ADVOCACY**

**DEFINITION**

Director Nursing Practice and Advocacy focuses on establishing nursing’s approach to emerging trends in practice by identifying and proposing standards and initiatives. Also supports the professional nurse in the workforce.

**RESPONSIBILITIES**

1. Collaborate with related specialty nursing groups, other organizations and health professionals on matters related to nursing practice, workforce advocacy, education, administration, research and concerns in special areas of health care.
2. Communicate with members, Chapters, other GNA units, the Georgia Board of Nursing, the ANA Department of Practice and Policy; and the ANA Congress on Nursing Practice & Economics to ensure timely exchange of information on emerging practice issues. Also ensure that members have access to workforce advocacy through GNA by:
3. Facilitating development and implementation of effective programs and services for workforce advocacy.
4. Coordinate the timely dissemination of information with other GNA units, Chapters, members, and other organizations as approved by the GNA Board of Directors.
5. Develop and interpret nursing practice standards, initiatives and guidelines for presentation to the GNA Board of Directors.
6. Evaluate relevant scientific and educational developments, changes in health needs and practices and delivery systems with reference to their implications for nursing services, nursing education and the supply of nurses.
7. Identify research issues related to professional nursing practice. (appoint ad hoc task forces, as appropriate, to conduct research, analyze data, and make recommendations to the Board of Directors).
8. Establish as organization affiliates any practice discipline that wish to organize within GNA.
9. Establish and implement an effective state-wide workforce advocacy program within GNA through collaboration with organizations, nurses and other healthcare providers.
	* + 1. **DIRECTOR FOR ADVANCE PRACTICE REGISTERED NURSES (APRN)**

**DEFINITION**

Director for Advance Practice Registered Nurses prioritizes issues relating to all advance practice nurses. This position requires the person elected to be a GNA member licensed as an APRN (i.e. Certified Nurse Anesthetist, Midwife, Nurse Practitioner, Clinical Nurse Specialist).

**RESPONSIBILITIES**

1. Seeks direction from GNA members who are licensed as APRNs (i.e. Certified Nurse Anesthetics, Midwives, Nurse Practitioners, Clinical Nurse Specialists) to help educate the public about the advanced education and required training that prepares an APRN.
2. To further enhance the role of APRNs in the healthcare system.
3. Monitors and evaluates healthcare policies and issues that impact the practice of APRNs.
4. Inform the APRN community of healthcare policies and issues regarding APRN practice (i.e. website, listserv, *Georgia Nursing*).
5. Collaborates with GNA leadership and the Director Legislative/Public Policy to identify issues concerning APRNs.
	* + 1. **DIRECTOR FOR LEGISLATION/PUBLIC POLICY**

**DEFINITION**

Director for Legislation/Public Policy develops a legislative program and guides the legislative efforts of the Association as directed and guided by the GNA Membership Assembly and the Board of Directors.

**RESPONSIBILITIES**

1. Study the issues and establish the need for public policies or legislative action.
2. Develop recommendations for public policies and present these to the Board of Directors and GNA Membership Assembly for approval.
3. Develop and recommend a legislative platform for approval by the Board of Directors in the interim between the GNA Membership Assemblies. The Director of Legislation/Public Policy will make recommendations to the Board of Directors during the interim between Membership Assemblies for positions on the legislation not addressed in the legislative platform.
4. Guide the legislative efforts of the Association.
5. To actively lobby for nursing issues before the Georgia Legislature and the National Congress that are related to the GNA and/or ANA Legislative Agenda.
6. Collaborate and communicate with the GNA lobbyist and CEO regarding strategies to facilitate passage of legislation promoting GNA's legislative agenda.
7. Provide information to all members to ensure rapid and accurate dissemination of information and cooperation in lobbying efforts.
	* + 1. **DIRECTOR OF LEADERSHIP DEVELOPMENT**

**DEFINITION**

Director of Leadership Development supports the coordination and leadership for the organization’s professional development activities.

**RESPONSIBILITIES**

1. Develops, plans, and conducts/coordinates professional development strategies for board members
2. Coordinates leadership development activities with the CEO and staff
3. Provides opportunities for growth in awareness and understanding of the challenges and issues facing the association/nursing
4. Provides experiences for members personal growth and increased leadership capabilities
5. Assists the board committees in developing their roles, group dynamics and effectiveness
6. Serve as elected third alternate ANA representative to the ANA Membership Assembly and special meetings.
	* + 1. **DIRECTOR OF MEMBERSHIP DEVELOPMENT**

**DEFINITION**

Director of Membership Development supports the coordination and leadership for advances in growth of membership recruitment & retention and the development of chapters in fulfilling the purpose of the organization; to serve as a resource for the Chapter Chairs.

**RESPONSIBILITIES**

1. Designs, plans and implements an effective membership recruitment & retention program
2. Assesses members’ needs and expectations of GNA,
3. Serves as liaison between the Board, CEO and staff, and membership recruitment and retention.
4. Chairs the Membership Development Committee
5. Monitors and evaluates the activities and progress of all membership development projects and chapter development issues and makes recommendations to the Board as appropriate.
6. Chairs the Growth & Development Fund Committee
	* + 1. **DIRECTOR FOR STAFF NURSES**

**DEFINITION**

The Director for Staff Nurses is a Full or State member who is employed at least 50% of full-time employment in direct patient care.

**RESPONSIBILITIES**

1. Works with Director of Membership Development to design, plan and implement an effective membership recruitment and retention program specifically for staff nurses.
2. Identifies issues and concerns [staffing, staff development, safety, practice issues (ethical or moral), etc.] of staff nurses from various settings.
3. Informs the Board on educational needs of staff nurses in various settings.
4. Monitors health care changes in various settings that impact the staff nurse.
5. Provides Board with information on changing trends and staff nurse needs.
	* + 1. **DIRECTOR FOR NEW GRADUATE**

**DEFINITION**

Director for new graduate identifies programs and initiatives to facilitate learning opportunities for recent nursing graduates and increase membership of GNA.

**REQUIREMENTS**

1. Must be a recent graduate from a Georgia school of Nursing in the past five years with a BSN or ASN.

2. Must be currently employed or pursuing a higher graduate degree.

3. Must be a current member of GNA

**RESPONSIBILITIES**

a. Informs the Board of Directors on specific needs of new graduates (ways to transition into practice), workplace issues, such as workplace violence.

b. Collaborates with the Director of Membership Development with planning and implementing membership recruitment programs.

c. Collaborates with the Director of Staff Nurse with identifying issues and concerns of staff nurses (workplace issues, workplace violence)

* + - 1. **GANS POSITION ON GNA BOD**

**DEFINITION**

**REQUIREMENTS**

1. Must be a member of the GANS Board of Directors (preferably the President or Vice President)

2. Must be currently enrolled in a Georgia School of Nursing

3. Will be a non-voting member of the GNA Board

**RESPONSIBILITIES**

1. To bring forth GANS perspective on Nursing issues or items discussed by the GNA Board

**Section 9. EXECUTIVE COMMITTEE**

1. **COMPOSITION**

The Executive Committee shall be composed of the President, President-Elect, Secretary, Treasurer, Director of Leadership Development and the GNF President who is an RN and a Full member of GNA, all of whom have full voting privileges, and the CEO who does not vote.

1. **MEETINGS**
	* + 1. The Executive Committee shall meet at the call of the President and may, when necessary, conduct business by use of all avenues of electronic communication for decision making of an urgent nature provided appropriate records of mail and phone business are maintained.
			2. Upon written request of at least two members of this committee, the President shall call a special meeting.
2. **QUORUM**

The quorum shall be a majority, one of whom shall be the President, or President-Elect.

1. **DUTIES**

 The Executive Committee shall:

* + - 1. Transact the business of the association between meetings of the Board of Directors and make a complete report at each meeting of the Board of Directors.
			2. Provide for the proper care of all papers, and books of the GNA.
			3. With the approval of the Board of Directors, appoint a Chief Executive Officer, define the duties, and fix the compensation.
			4. Determine which officers and other persons shall be bonded, fix the amount of bond for each, and approve the same.
			5. Select a place for the deposit of funds, provide for, and authorize their investment.
			6. Provide for the auditing of all books of accounts annually and approve the auditing firm.
			7. Provide for and appoint legal counsel.
			8. Appoint a parliamentarian.
			9. Assume the responsibility for review and approval of any grants to be undertaken by GNA, and the responsibility for, or delegation of, functions and activities of personnel working under grant funds.
			10. Designate individuals to register his/her signature at the bank to disperse GNA funds.
			11. Develop, review, and revise personnel policies for all GNA employees as needed and submit to the GNA Board for approval, and the CEO for implementation.
			12. Serve as part of the employee grievance procedure as outlined in the personnel policy manual.
			13. Serve as Members of the Georgia Nurses Foundation Board of Trustees.
			14. Serve as Representatives and Alternates to the ANA Membership Assembly if elected by the GNA membership.

**Section 10. CHIEF EXECUTIVE OFFICER**

1. The Executive Committee shall delegate to the chief executive officer the authority to manage the association according to policies established by the GNA Membership Assembly and the Board of Directors.
2. The chief executive officer shall be accountable to the Board of Directors.
3. The chief executive officer shall employ, direct, promote, and terminate staff of the association.
4. The chief executive officer may represent the association and serve as spokesperson on matters of established policy and positions.
5. The chief executive officer shall attend the ANA Membership Assembly.

# ARTICLE VIII STANDING COMMITTEES

**Section 1. DEFINITIONS**

1. There shall be standing committees of the GNA Membership Assembly as follows: Bylaws, History, Membership Credentials, Elections and Nominations.
2. The Finance Committee, Membership Development Committee and Growth and Development Fund Committee shall be standing committees of the Board of Directors.

**Section 2. COMPOSITION**

1. **GNA MEMBERSHIP ASSEMBLY STANDING COMMITTEES**
	* + 1. The Nominating Committee shall consist of a Chairperson, four members all of whom are elected by the members of GNA. One out of four Nominating Committee Members may be a State member.
			2. The Bylaws Committee shall consist of a Chairperson, and four (4) members all of whom are appointed by the Board of Directors.
			3. The Membership Credentials Committee shall consist of three members, a chair and two (2) others, all of whom are appointed by the Board of Directors.
			4. The Elections Committee shall consist of three members, a chair (a Full member) and two (2) members, one of whom may be a State member, who are appointed by the Board of Directors.
			5. The History Committee shall consist of three members – a chair and two members – who are appointed by the Board of Directors.
2. **BOARD STANDING COMMITTEES**
	* + 1. The Finance Committee shall be composed of the Treasurer who shall be the Chairperson, the President-elect, one member of the Board of Directors, three members all of whom shall be appointed by the Board of Directors and the GNF Treasurer who is an RN and a Full member of GNA.
			2. The Membership Development Committee shall be composed of the Membership Development Director who shall be the Chairperson, and the Chapter Chairs.
			3. The Growth and Development Fund Committee shall be composed of the Membership Development Director who shall be the Chairperson, the GNA Treasurer or designee, and three Chapter Chairs all of whom shall be appointed by the Board of Directors.

**Section 3. TERM OF OFFICE**

1. All members of standing committees serve a two-year term.
2. No member of a standing committee may serve more than two consecutive terms on any one standing committee.

**Section 4. VACANCIES**

1. Absence from two consecutive meetings shall be cause for declaring a vacancy in the position. Such vacancy shall be determined by a majority of the Board of Directors.
2. A vacancy on a standing committee shall be filled by appointment by the Board of Directors.
3. A vacancy on the Nominating Committee shall be filled by the candidate on the ballot that received the next highest number of votes. If there are no additional candidates on the ballot to fill the seats in the Nominating Committee, the GNA Board may appoint members to fill the vacant seats.

**Section 5. ACCOUNTABILITY**

1. Standing Committees of the Membership Assembly shall be accountable to the GNA Membership Assembly and submit reports to the Board of Directors in between meetings of the Membership Assembly as directed by the Board of Directors.
2. Board Standing Committees shall be accountable to the Board and shall submit reports to the Board of Directors.

**Section 6. RESPONSIBILITIES OF ALL COMMITTEES**

All committees have the following responsibilities:

1. Annually review their responsibilities as defined in the Strategic Plan, Bylaws and Policies of GNA.
2. Plan a program of work and a budget to carry out their responsibilities, as defined, and submit the proposed budget to the GNA Finance Committee.
3. Submit reports on their activities to the Board and to the membership on a regular basis.
4. Make recommendations to the Board of Directors or the Membership Assembly on ways to improve the effectiveness of their committees.

**COMMITTEES OF THE MEMBERSHIP ASSEMBLY**

1. **BYLAWS**

 The Bylaws Committee shall:

* + - 1. Interpret these bylaws.
			2. Receive and prepare proposed amendments to these bylaws or articles of incorporation, report them to the Board of Directors, and submit them to the GNA Membership Assembly for approval.
1. All means of electronic communication may be used to disseminate proposed changes to the membership, including the GNA Board and the GNA Membership Assembly.
	* + 1. Review the bylaws of any organized entity of GNA and report its findings to the Board of Directors.
			2. Determine a regular schedule to review policies and procedures of the Chapters.
			3. Develop Policies and Procedures revisions in conjunction with other entities of GNA to ensure the efficient working of the organization and submit these to the Board of Directors for approval.
			4. Review the Bylaws, Policy Manual of GNA, and Chapter policy and procedures on a regular schedule.
2. **MEMBERSHIP CREDENTIALS** shall be responsible for all phases of member registration of the biennial meeting. GNA staff will be on hand to assist and answer questions.
3. **ELECTIONS COMMITTEE** chair shall receive the official undisclosed balloting report from the official agency tabulating the votes.
	* + 1. The chairperson shall open the mail and review balloting results with committee members present.
			2. The Elections Committee shall present the following report to the Membership Assembly:
4. Name of Nominee and Position
5. Number of votes cast
6. Number of votes received.
	* + 1. If a second ballot occurs, the same information is presented.
7. **NOMINATING COMMITTEE**

The Nominating Committee shall:

* + - 1. Request the names of nominees for elective offices.
			2. Prepare a slate of nominees that represent all geographical areas, race/ethnicity, levels of practice and various practice areas.
			3. Implement the Policies and Procedures for nominations as established by the Board of Directors.
			4. Serve year round to identify possible candidates for elected or appointed positions and other leadership opportunities.
			5. In the case of resignation, the board shall select an interim chairperson and the GNA Membership will be able to select a new chairperson by electronic vote or mailed paper ballot.

**E. HISTORY COMMITTEE** shall be responsible for writing a report of the GNA activities between Membership Assemblies.

**COMMITTEES OF THE BOARD**

1. **FINANCE COMMITTEE**

 The Finance Committee shall:

* + - 1. Provide for and prepare a biennial budget and business plan and submit to Board of Directors for approval.
			2. Advise as to expenditures of funds, and report the same to the Board of Directors for adoption and present a report on the state of finances of the Association at the Membership Assembly.
			3. Provide for the maintenance of physical facilities suitable for the headquarters of GNA.
			4. Develop financial/investment policies for Board approval.
			5. Ensure an annual audit to be available for review.
1. **MEMBERSHIP DEVELOPMENT COMMITTEE**

The Membership Development Committee shall:

* + - 1. Study and evaluate matters relating to membership in the association.
			2. Develop plans for retaining and increasing membership.
			3. Advise and assist chapters in planning a continuing program of membership promotion.
1. **GROWTH AND DEVELOPMENT FUND COMMITTEE**

The Growth and Development Fund Committee shall:

* + - 1. Review the applications and allocate funds from the Growth and Development Funds following Policies and Procedures as established by the GNA Board of Directors.

# ARTICLE IX CHAPTERS

**Section 1. Definition**

Chapters are a constituent of the Georgia Nurses Association that will function under the bylaws and policies and procedures of the association, and the chapter’s policies and procedures which are in agreement with do not conflict with GNA. Chapters shall be recognized in accordance with policies and procedures adopted by GNA.

**Section 2. Composition**

A. Chapter shall be composed of ten or more full or state GNA members

meeting for a common purpose.

B. GNA members can hold membership in more than one chapter.

C. GNA Members can transfer from one chapter to another.

D. Each Chapter will be required to ensure all of its members have qualifications in accordance with these bylaws.

**Section 3. Responsibilities**

1. Appoint a chapter chair.
2. Submit name of chapter chair and chapters’ purpose statement to headquarters annually on January 10 or when chapter is formed.
3. Support the purposes of the association.
4. Cooperate with other chapters and the Board of Directors of the association.
5. Observe the provisions of these bylaws.
6. Chapter Chairs shall communicate with the Membership Development Director.

**Section 4. Meetings**

A chapter shall meet as defined by their policies and procedures.

**Section 5. Finances**

1. A chapter shall apply to the GNA Growth and Development Fund Committee for funds that will be available to chapters through the Growth and Development Fund.
2. The chapter determines the amounts of its fees and assessments if any.
3. The chapter has fiduciary control of its funds.
4. If a chapter dissolves any money accrued would be disposed as decided by the chapter members in accordance with GNA policy and procedures.

**Section 6. Suspension**

The activities of a chapter may be suspended by the Board of Directors of GNA for failure to comply with the GNA bylaws, policies or procedures. Any Chapter which fails to comply with the requirements of these bylaws, or for other cause deemed sufficient, may be disqualified as a constituent by a two-thirds vote of the Board of Directors, provided due notice of three months has been given. A constituent Chapter that has been disqualified may be reinstated by a two-thirds vote of the Board of Directors.

**Section 7. Dissolution**

The process for dissolution of a chapter shall be as follows:

1. The chapter chair shall contact the Director of Membership Development to discuss dissolution or other potential options available to the chapter.
2. A resolution for dissolution of the chapter shall be presented to the members at a meeting and be signed by a majority of the member
3. If a chapter dissolves all members will have the opportunity to transfer their membership to another chapter of their choice.

# ARTICLE X FISCAL YEAR

The fiscal year of this Association shall be July 1 through June 30.

# ARTICLE XI OFFICIAL PUBLICATION & WEB PAGE

*Georgia Nursing* shall be the official publication of this Association and [www.georgianurses.org](http://www.georgianurses.org) shall be the official web site.

# ARTICLE XII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, Current Edition @ http://www.rulesonline.com/

 The rules shall govern this Association in all parliamentary situations that are not provided for in the bylaws. For example: Executive Session, Standing Rules for meetings.

# ARTICLE XIII AMENDMENTS

**Section 1.**

These bylaws may be amended at any GNA Membership Assembly by a two-thirds vote of the members present provided proposed amendments have been published (i.e., web-site, Georgia Nursing) at least thirty (30) days prior to opening of the GNA Membership Assembly. Without notice, these bylaws can be amended at any GNA Membership Assembly by a vote of a majority of the entire GNA membership.

**Section 2.**

All proposed amendments to these bylaws shall be in the possession of the Bylaws Committee by May 1 of the odd years, and in possession of the Secretary of the Association at least thirty (30) days prior to the date of the GNA Membership Assembly, and shall be appended to the official notification of the meeting.

# ARTICLE XIV INDEMNIFICATION

**Section 1.**

A. The Association shall indemnify (reimburse) each of its officers and Board members whether or not they are in office (and their executors, administrators and assigns) for all reasonable expenses which have incurred(including court costs and attorney fees) as a direct consequence and/or in connection with a defense of any litigation or involvement in any litigation; or involvement in any administrative proceeding where the officer or Board member may have been a party as a result of previous or present status as an officer or Board member of the Association. Officers or Board members will not have rights to reimbursement under this Article with respect to matters which have been determined or decided by judicial procedure liable to the Association for gross negligence or willful misconduct in the performance of their duties.

B. The foregoing right of indemnification is inclusive of all other rights to which such Board member or Officer may be entitled.

C. The Association will have the power to purchase and maintain insurance on behalf of any past or present Board member, officer, employee or agent of the Association, who previously served or presently serves at the request of the Association as a Board member, officer, employee or agent of another corporation, partnership, trust or other enterprise against any liability

under the provisions of this Article.