

Bylaws Amendments

CURRENT LANGUAGE	PROPOSED AMENDMENT LANGUAGE	RATIONALE
ARTICLE IV.	Annual Membership Meeting with editorial correction to change all references of Annual Conference to Annual Membership Meeting accordingly.	The Annual Membership Meeting is a free benefit to members and is necessary to conduct the business association. The name of conference is misleading.
ARTICLE V. The founding members of the leadership team that worked to launch HAWAII-ANA will comprise the Board of Directors until the Annual Conference can hold elections.	Remove clause from bylaws as no longer relevant. No clause will replace statement.	Election cycles have since passed since foundation therefore this clause is no longer relevant and can be removed.
ARTICLE V.3 The Board of Directors shall have the authority delegated to it by legal statute and the Annual Conference, including the duty and power of acting for the membership in the intervals between meetings of the Annual Conference, and other duties	The Board of Directors shall have the authority delegated to it by legal statute and the Hawaii-ANA membership , including the duty and power of acting for the membership in the intervals between meetings of the Annual Membership Meeting, except that of overturning any action taken by the Annual Membership Meeting, and other duties and powers as defined in these Bylaws.	This is consistent with legal requirements in other non-profit organizations and was not entered into the Bylaws previously because we were not aware of the need. Additionally, the committee identified the powers and duties were not defined per the language of ARTICLE V.3.

and powers as defined in these Bylaws.	<p>Section 4 Powers and Duties</p> <p>All of the affairs and activities of Hawai'i-ANA shall be managed by its Board of Directors. The Board of Directors shall have general fiduciary responsibility for the Corporation, and shall enforce the Bylaws.</p> <p>Editorial Correction: renumber Accountability to Section 5.</p>	
<p>ARTICLE V.6.3</p> <p>In 2022, and even years thereafter, the vice-president, treasurer, and 2 directors-at-large will be elected at the Annual Conference. In 2023, and odd years thereafter, the president-elect, secretary, the NI director, and 2 directors-at-large will be elected at the Annual Conference.</p>	<p>In even years, the vice-president, treasurer, and 2 directors-at-large will be elected at the Annual Conference. In odd years, the president-elect, secretary, the NI director, and 2 directors-at-large will be elected at the Annual Conference.</p>	Remove the years as they are no longer relevant based on elections that have occurred.
ARTICLE V.6.4 PROVISIO	Remove the ARTICLE V., Section 6, Item 4. Proviso.	This Proviso ended at the end of the 2021 conference and therefore should be removed.
<p>ARTICLE V.8.2.</p> <p>The President-Elect is mentored by the sitting President to learn the role of the President, to become familiar with the programs of the Association and its governance, and to develop and facilitate officer transition. The</p>	<p>The President-Elect is mentored by the sitting President to learn the role of the President, to become familiar with the programs of the Association and its governance, and to develop and facilitate officer transition. The President-Elect assists and supports the President as needed and plans for the Presidential year. The</p>	Language change advised to place President-Elect in leadership position to oversee or ensure bylaws and policy review occurs.

<p>President-Elect assists and supports the President as needed and plans for the Presidential year. The President-Elect shall automatically become President at the end of the term as President-Elect. The President-Elect shall be responsible for the biennial review of the board policies, and assume such duties as designated by the President and the Board of Directors.</p>	<p>President-Elect shall automatically become President at the end of the term as President-Elect. The President-Elect shall ensure the biennial review of the Bylaws and board policies, and assume such duties as designated by the President and the Board of Directors.</p>	
<p>ARTICLE V.8.4</p> <p>The Vice-President reports to the President and is responsible for the newsletter and social media; membership growth and diversification; development, communications, and coordination of District activities; other activities as assigned by the President; and, in the absence of the president, shall assume the duties of that office.</p>	<p>The Vice-President reports to the President and is responsible for oversight of association marketing and other activities as assigned by the President; and, in the absence of the president, shall assume the duties of that office.</p>	<p>The tasks listed in the current language are appropriate to be identified in policy and procedure manual as responsibilities of the marketing committee or Vice-President.</p>
<p>ARTICLE V.8</p> <p>Directors-at-large duties missing.</p>	<p>The Director-at-Large reports to the President, and shall represent the members of the association and remain knowledgeable about the business of the association, and uphold the fiscal and legal responsibilities of the Board and individual Directors.</p> <p>Subsequently renumber current items 8-9.</p>	<p>Director-at-large role description was missing from bylaws. Added role description consistent with other offices.</p>

ARTICLE V.9	The Executive Director shall not serve as a member of the Board except in an event wherein the Association is unable to hire an executive director; and therefore a member of the board may volunteer and be appointed by the Board of Directors to serve as an interim Executive Director until the association is able to hire a replacement Executive Director.	The ED reports to the Board and as such could not be a part of the Supervising Body. It is also a standard of practice for nonprofits to separate the function of the two as combining them is not good governance. Public perception is the existence of a conflict of interest
ARTICLE V.9.4	Editorial correction: The Executive Director, at the direction of the BOD, may represent the association and serve as spokesperson on matters of established policy and positions and shall represent HAWAII-ANA at the ANA Membership Assembly as a non-voting representative.	The ANA Membership Assembly title was changed to ANA Annual Conference. Need to change this back for consistency throughout the bylaws.
ARTICLE VI.2.3.b Assure that candidates for representation to the ANA Annual Conference are HAWAII-ANA/ANA members.	Remove language.	This is supposed to read HI-ANA Annual Conference. Item 3b is redundant as Item 3a states "Request names of HAWAII-ANA/ANA members as candidates for statewide elective offices."
ARTICLE VI.2.3.c prepare a slate of at least two nominees for each statewide elective office and publish such slate on the HAWAII-ANA website at least 30 days prior to the election."	Prepare a slate for each statewide elective office and publish such slate on the HAWAII-ANA website at least 30 days prior to the election.	Eliminates the option for write-in candidates should the candidate slate not be filled with two candidates for every open office position. This will help streamline election process and allow HI-ANA to close elections the day prior to the annual business meeting.

<p>ARTICLE VI.2.3.d</p> <p>Prepare a slate for candidates for ANA Membership Assembly and Nominating Committee.</p>	<p>Remove language.</p>	<p>This language suggests the Hawaii-ANA nominating committee is putting out a candidate slate from Hawaii for the national ANA offices and nominating committee. Committee agreed this is not appropriate for our nominating committee and rather a policy should be written that should a Hawai'i-ANA member wish to run for ANA office or nominating committee that the Hawai'i-ANA Nominating Committee can advise on candidate application and campaign process.</p>
<p>ARTICLE VII.2.3</p> <p>A write-in candidate and nominations from the floor are allowed on the ballot only if the slate of candidates is incomplete; and the candidate meets other requirements of these Bylaws including having signed a Consent to Serve in advance.</p>	<p>Remove ARTICLE VII., Section 2, Item 3.</p>	<p>Eliminate nominations from the floor entirely due to logistical challenges of adding write-in candidates to the electronic election ballot.</p> <p>Due to proposed change in ARTICLE VI.,2.3.c this option should be removed. Additionally, consent to serve has to be received prior to the electronic vote which nullifies the write-in option.</p>
<p>ARTICLE VII.2.5</p> <p>Terms of office shall begin at the adjournment of the meeting at which candidates are elected.</p>	<p>Terms of office shall begin on the first day of the incoming calendar year.</p>	<p>Terms of office shall begin</p> <ul style="list-style-type: none"> • change this to January 1 following the AC in order to provide time for transitioning new officers • this would align with our fiscal year too which simplifies the treasurer transition.

<p>ARTICLE IX.2.</p> <p>ANA Membership Assembly</p> <ol style="list-style-type: none"> 1. HAWAII-ANA is entitled to representation at regular and special meetings of the ANA Membership Assembly according to ANA Bylaws and policy. 2. The elected president of HAWAII-ANA or designate serves as one of HAWAII-ANA's representatives at regular and special meetings of the ANA Membership Assembly. 3. No representative shall serve more than four consecutive terms, except for the president who shall be permitted an additional term as an ANA representative. 	<ol style="list-style-type: none"> 1. HAWAII-ANA is entitled to representation at regular and special meetings of the ANA Membership Assembly according to ANA Bylaws and policy. <p>Add: 2. The number of HI-ANA Representatives to the ANA Membership Assembly shall be determined by ANA</p> <p>Renumber 3. The elected president of HAWAII-ANA or designate serves as one of HAWAII-ANA's representatives at regular and special meetings of the ANA Membership Assembly.</p> <p>Add: 4. Additional allocated representative(s) and alternates as determined by ANA will be appointed by the HI-ANA Board of Directors for a one-year term which begins on the first day of the incoming calendar year.</p> <p>Renumber 5. No representative shall serve more than four consecutive terms, except for the president who shall be permitted an additional term as an ANA representative.</p>	<p>Multiple CSNA bylaws were reviewed to identify common practices of ANA Membership Assembly representation. Due to the size of HI-ANA and the limited number of representatives we are allocated (typically 2), it was recommended that the first representative should remain the president and the second representative be appointed by the board of directors.</p> <p>The committee recommended creating a policy that would identify the criteria for HI-ANA representative selection. Including but not limited to:</p> <ul style="list-style-type: none"> • Representatives will have HAWAII-ANA/ANA joint membership • Representatives will be active in HAWAII-ANA activities through elected office, committee chair, or committee membership
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