## Proposed Changes to WNA Bylaws for the 2015 WNA Annual Meeting

<table>
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<tr>
<th>Current WNA Bylaws</th>
<th>Proposed</th>
<th>Rationale</th>
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</table>
| **ARTICLE I - NAME, RELATIONSHIPS AND PURPOSES**  
Section 1. The name of this association shall be the Wisconsin Nurses Association, Incorporated, hereinafter called WNA. The WNA is a constituent member association of the American Nurses’ Association (CMA) hereinafter called ANA. | **ARTICLE I - NAME, RELATIONSHIPS AND PURPOSES**  
Section 1. The name of this association shall be the Wisconsin Nurses Association, Incorporated, hereinafter called WNA. The WNA is a constituent member association (CMA) of the American Nurses’ Association hereinafter called ANA. | This section contains editorial changes. |
| **Section 2.** The purposes of WNA shall be:  
A. To foster high standards of nursing; and  
B. To stimulate and promote the professional development of nurses and advance their welfare.  
C. To work for the improvement of health standards and the availability of health care services for all people.  
D. To advocate for workplace standards that foster safe patient care and support the profession.  
These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation. | **Section 2.** The purposes of WNA shall be to:  
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**These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.** | Changes to Section 2 A –D are editorial. |
| **ARTICLE II - MEMBERSHIP AND DUES** | **ARTICLE II - MEMBERSHIP AND DUES** | Article II is amended to include “gender” |

This section belongs in Article II. It is also repeated twice in this section.
The WNA shall maintain a membership that meets the qualifications in these Bylaws, unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

**Section 1. Regular Membership**
A. WNA shall consist of members who belong to WNA with full access to ANA.
B. Eligibility for membership is limited to an individual:
   1. Who holds or is eligible to hold current licensure to practice as a registered nurse in at least one state of the United States, its possessions, territories or District of Columbia, or is otherwise entitled by law to practice.
   2. Who does not have a license under suspension or revocation in any state.
   3. Who is an impaired nurse in treatment and/or recovery who has surrendered a license to practice.

**Section 1. Regular Members**
A. WNA shall consist of members who belong to WNA with full access to ANA.
B. Eligibility for membership is limited to an individual who:
   1. Holds or is eligible to hold current licensure to practice as a registered nurse in at least one state of the United States, its possessions, territories or District of Columbia, or is otherwise entitled by law to practice.
   2. And does not have a license under suspension or revocation in any state.
   3. Or is an impaired nurse in treatment and/or recovery who has surrendered a license to practice because of the impairment.

**Section 2. Membership Rights** – A WNA member shall have membership privileges as follows:
A. Receive a WNA/ANA membership card.
B. Receive the official WNA and ANA publications.
C. Participate in election of:
   1. WNA officers
   2. Board of Directors
   3. ANA Membership Assembly Representatives and Alternates in accordance with ANA Bylaws.

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   3. ANA Membership Assembly Representatives and Alternates in accordance with ANA Bylaws.
   4. Council members
   5. Nominating Committee

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C. Participate in election of:
   1. WNA officers
   2. Board of Directors
   3. ANA Membership Assembly Representatives and Alternates in accordance with ANA Bylaws.

No proposed changes Section 2 A and B.

The changes to this section are editorial as they provide clarity regarding limited eligibility.

**Gender identity** is the term used in WNA’s Core Value, Diversity. Gender expression is the term used in the ANA Code of Ethics.

Add the Nominating Committee as a body that is elected and should be included.
4. Council members

D. Be a candidate for WNA, or ANA elected or appointed positions in accordance with WNA or ANA Bylaws.
E. Attend WNA annual meeting and vote on official business of the association.
F. Serve as a representative to the ANA Membership Assembly meetings according to ANA and WNA Bylaws.
G. Participate in and attend ANA member-related meetings, workgroups and other unrestricted activities of ANA.
H. Attend the Congress of the International Council of Nurses.
I. Participate in and attend membership related activities of WNA.
J. Hold membership in one or more WNA mutual interest groups if desired.
K. Be entitled to a fair hearing/due process before any disciplinary action is taken.

Section 3. Membership Obligations - WNA

Section 4. Disciplinary Proceedings
A. Cause for disciplinary action against a member shall be limited to:
   1. Violation of WNA Bylaws and/or ANA Bylaws;
   2. Violation of the ANA Code for Nurses;
   3. Other actions that is harmful to the purposes, goals and functions of ANA, WNA or other constituent member associations.
B. Disciplinary proceedings against a member, including a member's right to appeal any

No proposed changes to D.

Section 2.E. adds special meetings of the association along with annual meeting.

No proposed changes in F through I.

Clarifies the abbreviation for Mutual Interest Groups as MIGs.

No proposed changes to K.

No proposed changes to Section 3 so language is not published.

Changes to Section 4. are editorial.
discipline imposed, shall be conducted in accordance with policies and procedures established by the Board of Directors which shall have final disciplinary authority over members.

C. Any disciplinary action taken by any other constituent state nurses association against one of its members, or against a member of this organization, shall be given full recognition and enforcement provided that such action was taken in accordance with the state nurses association’s Bylaws and disciplinary procedures.

Section 5. Dues

ARTICLE III - MEETINGS OF THE MEMBERSHIP

Section 3. Meetings

A. The membership shall meet once a year at the time of the annual WNA Convention.

B. Special meetings of the membership shall be called by:
   1. The Board of Directors, or
   2. The President upon the written request (hard copy signed by the requestors) of 10% of the members.

C. Notice of meetings of the membership shall be given to members:

including a member’s right to appeal any discipline imposed, shall be conducted in accordance with policies and procedures established by the Board of Directors which shall have final disciplinary authority over members.

C. Any disciplinary action taken by any other Constituent/State Nurses Association (C/SNA) against one of its members, or against a member of this Organization, shall be given full recognition and enforcement provided that such action was taken in accordance with the Constituent /State Nurses Association’s Bylaws and disciplinary procedures.

Section 5. Dues

ARTICLE III - MEETINGS OF THE MEMBERSHIP

Section 3. Meetings

A. The membership shall meet once a year to participate in the scheduled business meeting of the association at the time of the annual WNA Convention.

B. Special business meetings of the membership shall be called by:
   1. The Board of Directors, or
   2. The President upon the written request (hard copy signed by the requestors) of 10% of the members.

C. Notice of business meetings of the membership shall be given to members:

Changes to “C” are editorial. This provides clarification to the ANA entity title for ANA state members that are also called constituent (C/SNA)
1. Sixty days prior to the annual meeting.
2. Thirty days prior to special meetings.

Section 4. Voting

Section 5. Quorum - A quorum for a membership meeting shall be 5% of the total number of current members, which shall include the President and/or Vice president, and a majority of the Board of Directors. In the absence of a quorum the Board of Directors shall have the authority to conduct the business of the Annual Meeting.

ARTICLE IV – OFFICERS

Section 1. Officers - The officers of WNA shall be president, president-elect or immediate past president, vice-president, secretary and treasurer.

Section 2. Term of Office
A. The president, vice-president, secretary and treasurer shall be elected as specified in Article X and serve for 2-year terms and shall be limited to 2 consecutive terms.
B. The president-elect shall:
   1. Be elected as specified in Article X and assume office at the end of the Annual Meeting of the year elected.

The change to Article IV proposes the elimination of the President-Elect and Past President positions. The reasons for elimination are as follows:
1. Requiring the person serving as President is committing to a minimum of 4 years i.e. President-elect, President and Past-President. If the President is elected for another term it becomes a six year commitment. The length of commitment may deter some members from running for the position.
2. When the President is elected for another term the President essentially serves in two positions, President-elect and President, thus creating a vacancy on the board (8 member board vs. 9).
3. The Board composition currently has more

Clarifies the quorum for special meetings of the association and required members.
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<tr>
<td>2. Serve a one-year term until assuming the 2-year term as president at the end of the next Annual Meeting. C. The past-president shall: 1. Serve for a 1-year term as a full voting member of the Board of Directors/Executive Committee immediately following term of presidency.</td>
<td>2. Serve a one-year term until assuming the 2-year term as president at the end of the next Annual Meeting. C. The past-president shall: 1. Serve for a 1-year term as a full voting member of the Board of Directors/Executive Committee immediately following her/his term of presidency.</td>
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<td>D. The officers shall assume office at the adjournment of the Annual Meeting of the year elected. E. An officer who has served for more than half a term shall be considered to have served a full term in that office.</td>
<td>B–D. The officers shall assume office on the January 1 following the year elected. at the adjournment of the Annual Meeting. C. E. An officer who has served for more than half a term shall be considered deemed to have served a full term in that office.</td>
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<tr>
<td>Section 3. Vacancies A. In the event of a vacancy in the office of: 1. President, the vice-president shall succeed to that office. 2. President-elect, the Board of Directors shall call a special election to fill</td>
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<td>Officers than Directors-at-Large 5 vs. 4. This is not good policy as the executive committee has more power. 4. If the Past President position were eliminated without the President–Elect position, there would be a different size number of the board 9 one year and 8 the other. 5. Given today’s ease of communication and access to past materials, the President-Elect and Past President positions are no longer needed for continuity. Those members interested in running for WNA President and who are not currently on the Board of Directors are welcome to attend via in person or electronically, Board of Director meetings to stay informed. 6. ANA sponsors an annual C/SNA President’s immersion program for new presidents in December.</td>
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<td></td>
<td>Section 2. D. is renumbered and changes the time line for assuming office which is moved from the close of the WNA Annual Meeting (usually October) to January 1. This provides approximately 3 months for orientation of the incoming President. Section 2. E. is renumbered “C”.</td>
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<td>Section 3 A 2. Is eliminated if the president-</td>
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the vacancy.
B. All other vacancies shall be filled by Board appointment.

**Section 4. Duties** - Each officer shall assume duties usually performed by such officers and as defined by these Bylaws or by the WNA Board.

**A. The president shall:**
1. Chair the Annual Meeting, and meetings of the Board and the Executive Committee,
2. Be an ex-officio member without vote of all committees of the Board,
3. Serve as the WNA representative to the ANA Membership Assembly or may designate an alternate to serve as the WNA representative at meetings.

**B. The president-elect shall:**
1. Assume such duties as assigned by the President and/or WNA Board of Directors.

**C. The vice-president shall:**
1. Serve as chairperson to WNA’s Coordinating Cabinet
2. Assume all duties of the President in the president's absence,
3. Assume other duties as assigned by

**call a special election to fill**
B. All other vacancies shall be filled by Board appointment.

**Section 4. Duties** - Each officer shall assume duties usually performed by such officers and as defined by these Bylaws or by the WNA Board.

**A. The president shall:**
1. Chair the Annual, **Special, Board of Directors and Executive Committee** Meetings, meetings of the Board and the Executive Committee,
2. Be an ex-officio member without vote of all committees of the Board, **and**
3. Serve as **one of** the WNA representatives to the ANA Membership Assembly. or may designate an alternate to serve in her/his stead, as the WNA representative at meetings.

**B. The president-elect shall:**
1. Assume such duties as assigned by the President and/or WNA Board of Directors.

**C. The vice-president shall:**
1. Serve as chairperson to WNA’s Coordinating Cabinet
2. Assume all duties of the President in the president's absence, **and**
3. Assume other duties as assigned by the

Section 4.B. Is no longer required if the President-elect position is eliminated.

Section 3.B. has no proposed changes.

Section 4.A.1. adds all of the meetings that are to be chaired by the president.

The President cannot designate an alternate to serve as the representative to the ANA Membership Assembly. Alternates are required to be elected positions according to ANA Bylaws.
D. The secretary shall be accountable for keeping the minutes of all proceedings of the Board of Directors and Annual Meeting.

E. The treasurer shall:
   1. Report on WNA’s financial condition to the membership, and the Board of Directors,
   2. Be responsible for the preparation of annual budget,
   3. Fulfill such responsibilities as required by law.

F. The past-president shall:
   1. Fulfill responsibilities as assigned by the President and Board.
   2. Provide continuity from prior Board.

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**ARTICLE V - BOARD OF DIRECTORS**

Section 1. Definition - The Board of Directors, a corporate body, which serves as the agent of the WNA membership, shall consist of the 5 officers and 4 directors at least one of which is a staff nurse and at least one of which shall be an advanced practice registered nurse.

Section 2. Directors - Term of Office

**ARTICLE V - BOARD OF DIRECTORS**

Section 1. Definition - The **WNA** Board of Directors, a corporate body, which serves as the agent of the WNA membership, shall consist of the **four (4) five (5) officers and five (5) four (4)** directors at least one of whom is a staff nurse and at least one of whom shall be an advanced practice registered nurse.

Section 2—Directors - Term of Office

The changes to Article V, Section 1. propose changes to the number of Officers from 5 to 4 and the number of Directors from 4 to 5. This accomplishes a better balance of power.

Proposed changes to Section 2 reflect the election cycle for the additional director-at-

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Section 4. D. is renumbered “C” and clarifies the duties of the Secretary to record the proceeding of other meetings.

Section 4 E. is renumbered “D” and clarifies the primary role of the Treasurer including the use of assistance in the development of the annual budget.

Section 4. F. is deleted if the past president position is eliminated.
<table>
<thead>
<tr>
<th>Section 4. Meetings</th>
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<tr>
<td>A. The WNA Board shall hold at least 2 regular meetings annually at the call of the President.</td>
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<td>B. Special meetings of the WNA Board may be called by the President or shall be called upon written request of 4 members of the WNA Board or 5% of the WNA membership.</td>
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<td>C. Meetings of the WNA Board may be held electronically as long as each member can fully participate.</td>
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<th>Section 5. Quorum.</th>
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<td>No proposed changes to Article V Section 5 and therefore the language is not included.</td>
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<th>Section 6. Powers and Duties</th>
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<td>A. Powers - The Board shall exercise the corporate responsibility and fiduciary duties of the WNA consistent with applicable provisions of the law.</td>
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Changes the timeline when Board of Directors assumes office. January 1 vs. October
B. Duties

1. General Duties - The WNA Board shall:
   a. Provide for implementation of action and directives of the WNA membership within statutory and fiscal responsibilities,
   b. Establish policies and rules of procedure for the transaction of business and coordination of association activities between annual meetings,
   c. Define scope of responsibility, assure accountability, and establish compensation for the Chief Executive.
   d. Provide for operation and maintenance of state headquarters and establish other offices if deemed necessary,
   e. Provide for the adoption of financial policies, adoption of the budget which incorporates the program of structural units, surveillance of funds, and reports to the membership,
   f. Select a depository for funds and securities and authorize investment of and disposition of such funds and securities,
g. Bond or secure coverage for appropriate members and staff of the WNA,
h. Provide for dissemination of information relevant to nursing and concerning association business,
i. Determine date and place of Annual Meeting,
j. Report to and be accountable to the membership regarding business transacted,
k. Grant exception to the provision of these Bylaws for plans which affect the membership year or the collection and payment of dues to WNA. The Board shall approve such plans prior to their implementation,
l. Establish annual WNA dues per Article II, Section 5.A.1.,
m. Approve Mutual Interest Groups.
n. Appoint a committee, a majority of which are not members of the Board of Directors, to conduct an annual audit and assure retention of CPA audit services if deemed necessary, conduct an annual audit and assure retention of CPA audit services if deemed necessary.

n. Assure retention of CPA audit services if deemed at least every two years

Section B.1.h. reverses the order of the information disseminated by the Board. The is responsible for the business of the association first.

This section “n” is deleted so as to return to procuring the services of a licensed CPA auditor. The business of associations has become increasingly more complex. It is better to utilize the skills and knowledge regarding the nursing profession of the volunteer member.

Adds a new “n” which requires a financial audit and the timeframe.
| o. Approve, monitor and report on the Association’s membership growth plan.  
| p. Create and dissolve Task Forces and other workgroups of the Board as deemed necessary to conduct WNA’s business and define their purpose and authority. | o. Approve, monitor and report on the Association’s membership growth plan.  
| p. Create and dissolve Task Forces and other workgroups of the Board as deemed necessary to conduct WNA’s business and define their purpose and authority. | No proposed changes to Sections 6.B.1. o. and p. | No proposed changes to Article V. Section 6.B.2. – Appointments and therefore the language does not appear. |

2. Appointments

3. Removal from Office

   a. WNA Board, by a 2/3-ballot vote, may remove an officer or director under any of the following:
      1) Has 2 absences within 1 biennium.
      2) Inability to perform the duties of the office.
      3) Violation of the Bylaws

   b. Procedure for Removal
      1) The board member is given written notice of his/her removal, which shall specify reasons for this action.

   c. Removal from Office

      a. The WNA Board, by a 2/3-ballot vote, may remove an officer or director under any of the following:
         1) Has 2 unexcused absences of the Board of Directors meetings within a biennium.
         2) Inability to perform the duties of the office,
         3) Violation of the Bylaws or an action that could result in loss of nursing license.

      b. Procedure for Removal
         1.) The board member is given written notice of his/her removal, which shall specify reasons for this action.
         2.) If the removal is challenged, the board member shall be

Section 6.B. 3 is amended to change the process for removing a board of director from office. The amendments include deletion of the process related to suspension as this is part of the removal process. The deletion of suspension still affords the board member due process.

This allows for removal of office for known acts.

Adds a new 1.) to better clarify the process

Renumbers b. 1) to 2.)
b) If the removal is challenged, the person shall be afforded a fair hearing.

3.) 2) If the board member person does not reply to the notice within 60 days, the WNA Board may, by a 2/3-ballot vote, to declare the office vacant.

1) The Board may suspend an officer or director by 2/3-ballot vote for any of the reasons listed in Article V Section 3. a. of the Board.

2) Following suspension:
   a.) the board member person shall be given written notice of the proposed removal, which shall put the rest of the language in here
   b.) If the removal is challenged, the person shall be afforded a fair hearing.
   c.) If the person does not reply to the notice within 60 days, the WNA Board may, by a 2/3-ballot vote, to declare the office vacant.

**ARTICLE X - STANDING COMMITTEES**

Section 1. Definition – WNA’s Standing Committees perform the work on an on-going basis that is assigned by the Board of Directors or the membership.

**ARTICLE X - STANDING COMMITTEES of the Board**

Section 1. Definition – WNA’s Standing Committees perform the work on an on-going basis that is assigned by the Board of Directors or the membership.

Renumbers b. 2) to 3.)

Deletes the option for board suspension it is a step that is short term and therefore unnecessary.
### Section 2. Composition

A. The standing committees shall be:
   1. Bylaws
   2. Continuing Education Approval Program Committee (CEAP)
   3. Continuing Nursing Education Provider (CNEP)
   4. Nominating
   5. Reference
   6. Finance
   7. Financial Audit

B. Member Selection for Committees
   1. Members of the Nominating Committee shall be elected at large as specified in Article XI.
   2. The Board of Directors shall appoint members of the Bylaws, Finance, Financial Audit and Reference Committees.
   3. The Board of Directors will ratify members of CEAP and CNEP.

### Section 3. Meetings

A. The WNA Vice-President convenes the meetings of the Coordinating Cabinet.
B. Meetings can take place in-person or electronically

### Section 4. Meetings and Quorum

A. The first meeting following the annual

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The Nominating Committee is a committee of the membership as described in Article XI

The Financial Audit Committee will no longer exist. A Financial Auditing firm will be hired to conduct financial audits.

Section 2. B. 1. is deleted because it belongs and is addressed in Article XI – Nominations and Elections.

The role and purpose of the WNA Coordinating Cabinet is found in Article VIII.
meeting shall be called by the WNA President.
B. Each committee shall meet at least once each year.
C. A quorum for the Committees shall be 50% of the total number of members.

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<tr>
<th>Section 5. Responsibilities</th>
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<tbody>
<tr>
<td>A. Elect a chairperson at the first meeting following the Annual Meeting.</td>
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<tr>
<td>B. Review the job description for the committee as written in WNA's Policy and Procedures Manual.</td>
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<tr>
<td>C. Adhere to allocations identified in the operating budget.</td>
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<tr>
<td>D. Report and be accountable to the membership and the Board.</td>
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<tr>
<td>E. Collaborate with the WNA Chief Executive, or designee, in carrying out committee activities.</td>
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<td>F. The Nominating Committee shall perform the duties as described in Article XI.</td>
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<th>ARTICLE XI - NOMINATIONS AND ELECTIONS</th>
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<tr>
<td><strong>Section 1.</strong> The WNA Nominating Committee provides nominees for Officers, Board of Directors, Councils and Committees for whom the member can elect.</td>
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</table>
Section 1. Nominations
A. In even numbered years the Nominating Committee shall present a slate of candidates for President-elect (and ANA Membership Assembly Representative when President), Secretary, 2 Directors one of which is a Staff Nurse, 3 members of each Council, and 3 Nominating Committee Members.

B. In odd numbered years the Nominating Committee shall present a slate of candidates for Vice President, Treasurer, 2 Directors one of which is an Advanced Practice Registered Nurse, 3 members of each Council, and 3 Nominating Committee Members.

C. In odd numbered years the Nominating Committee shall present a slate of

Section 2. The Nominating Committee is composed of six members all of whom have been elected by the members.

Section 3. Nominations
A. In even numbered years the Nominating Committee shall present a slate of candidates for President-elect (and ANA Membership Assembly Representative when President), Vice President, Secretary, three (3) two (2) Directors one of whom is a Staff Nurse, 3 members of each Council, and 3 Nominating Committee Members, and one additional representative to the ANA Membership Assembly.

B. In odd numbered years the Nominating Committee shall present a slate of candidates for President (and ANA Membership Assembly Representative as President), Vice President, Treasurer, two 2 Directors one of whom is an Advanced Practice Registered Nurse, 3 members of each Council, and 3 Nominating Committee Members and another ANA representative to the ANA Membership Assembly for a two-year term. The remaining representative and alternates shall be elected for a 2-year term or until a successor is elected.

C. In odd numbered years the Nominating Committee shall present a slate of

Section 1 is renumbered 3.

The sections A and B identifies the election cycle for the Vice President and ANA Membership Assembly Representative and the Alternates if the President-Elect and Past President positions are eliminated and the adding of one more director-at-large position is added.

Section 3. C. is deleted if the president-elect position is eliminated.
candidates for ANA Membership Assembly in accordance with ANA Bylaws. The WNA President (elected as President-Elect according to this article) serves as one of the representatives to the ANA Membership Assembly. The remaining representative and alternates shall be elected for a 2-year term or until a successor is elected.

D. Ballots shall be constructed to provide for write-in candidates.
E. The ballot shall indicate that the President-elect is concurrently a candidate for ANA Membership Assembly, to serve a 2-year term concurrent with serving as WNA President.

Section 2. Elections

C.-D. Ballots shall be constructed to provide for write-in candidates.
D. E. The ballot shall indicate that the President-elect is concurrently a candidate for ANA Membership Assembly, to serve a 2-year term concurrent with serving as WNA President.

Section 4.2. Elections

ARTICLE XII – MUTUAL INTEREST GROUPS (MIG)

Section 1. Definition: A Mutual Interest Group (MIG) is comprised of members who have common interests and needs who meet together for educational advancement, networking, and dissemination of information in their area of nursing interest.

Section 2. Approval – Each Mutual Interest Group must apply for and be approved by the WNA Board of Directors and enter into

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Section 2. Approval – Each Mutual Interest Group must apply for and be approved by the WNA Board of Directors and enter into

ARTICLE XII provides for the use of the abbreviation MIG and therefore is an editorial change.
<table>
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<tr>
<th>Section</th>
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<tr>
<td>Section 3</td>
<td>Each Mutual Interest Group shall adopt Operating Guidelines.</td>
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<td>Section 4</td>
<td>Mutual Interest Groups which fail to comply with WNA Bylaws, WNA Policy &amp; Procedures, or have been inactive for greater than one year, may be dissolved by a 2/3 vote of the WNA Board of Directors. Three months written notice shall be given to the Mutual Interest Group in question before the vote is taken.</td>
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<tr>
<td>Section 5</td>
<td>A Mutual Interest Group, which has been dissolved, may appeal to the WNA Board of Directors for reinstatement. A 2/3 vote of the Board is required for reinstatement of a Mutual Interest Group.</td>
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<tr>
<td>Section 6</td>
<td>Membership - WNA members may choose to belong to one or more Mutual Interest Groups.</td>
</tr>
<tr>
<td>Section 8</td>
<td>Annual Report – Mutual Interest Groups shall submit a written report to the WNA membership annually.</td>
</tr>
<tr>
<td>Section 9</td>
<td>Support the work of the Councils as requested by providing expertise on ad hoc committees, Task Forces and council work.</td>
</tr>
</tbody>
</table>

**Proviso:** In order for the Vice-President position to conform to the new election cycle of even-numbered year, the Vice-President elected in 2015 will serve only a one-year term under these changes. This one-year term will not count as a completed term for 2015-2016 only. The WNA Board will appoint a member to the newly created director-at-large position for a one-year term. This will provide conformity with the five (5) member directors-at-large and the nine (9) member Board of Directors. **Rationale:** This will address the bylaw change that requires the election for Vice-President to occur in the even numbered year and to fill the vacancy created with the addition of a new director-at-large position.