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These Bylaws were approved in accordance with law and the procedures set forth herein on February 27, 2018. Amended January 12, 2019, January 8, 2021, and February 23, 2021.

## **American Nursing Informatics Association BYLAWS**

(Updated February 23, 2021)

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### **Article I. Name**

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The name of the organization shall be the American Nursing Informatics Association, a Virginia nonstock corporation (hereinafter sometimes referred to as "ANIA" or "the association").

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### **Article II. Offices**

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The principal office of the American Nursing Informatics Association (ANIA) shall be located within or without the Commonwealth of Virginia, at such location as the Board of Directors (BOD) shall from time to time designate. ANIA may maintain additional offices at such other locations as the BOD may designate. ANIA shall continuously maintain within the Commonwealth of Virginia a registered office at an address designated by the BOD.

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### **Article III. Purpose**

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To advance nursing informatics through education, research, and practice in all roles and settings. ANIA is organized to operate as a professional organization within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, as amended.

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### **Article IV. Membership**

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ANIA shall have seven (7) classes of members: Regular (Full), Associate, Senior, Student, Honorary, Lifetime and Corporate/Education. The designation of the classes and the qualifications and rights of the members of the classes shall be as follows:

(a) Regular (Full) Members

Any licensed registered nurse interested in informatics nursing is eligible for regular (full) membership. Regular (full) members may vote and hold an elected office.

(b) Associate Members

Any health care professional interested in informatics nursing. Associate members shall have all the

privileges of members of ANIA except holding National office, serving as chairpersons of standing committees, or serving on committees limited to regular (full) members.

(c) Senior Members

Regular (full) members over the age of 65 are eligible to become senior members. Regular (full) membership privileges apply but reduced dues are assessed. Associate members over the age of 65 are eligible to become senior associate members. Associate membership privileges apply but reduced dues are assessed.

(d) Student Members

Any student enrolled in a nursing or healthcare related program who is interested in informatics nursing is eligible for student membership. Student members shall have all the privileges of members of ANIA except those of voting, holding National office, serving as chairpersons of standing committees or serving on committees limited to regular (full) members. Reduced dues are assessed.

(e) Honorary Members

May be extended by a majority vote of the BOD to individuals who have rendered distinguished service and leadership to ANIA or who have made outstanding contributions to the field of nursing informatics. These members shall have all the privileges of regular (full) members of ANIA except those of voting, holding office, serving as chairpersons of standing committees or serving on committees limited to regular (full) members and shall pay no dues. This is a lifetime honorarium.

(f) Lifetime Members

All past presidents who served a full term of office and other regular (full) members designated by the BOD are granted lifetime membership without dues. Lifetime members may vote and hold an elected office per the specified term conditions.

(g) Corporate/Education Members

Any corporation or educational institution interested in the purposes of ANIA may, upon invitation and presentation of financial contribution, become a Corporate/Education member. Each Corporate/Education member is granted a certain number of individual memberships. Persons using these memberships must complete a membership application and will become either regular (full) or associate members based on their application and eligibility.

Membership in ANIA shall become effective when a completed formal application has been accepted by ANIA and the designated dues payment has been received.

(h) Resignation

A member may resign any time by filing a written resignation to ANIA, with no refund of dues.

(i) Nonpayment of Dues

Membership shall be terminated for nonpayment of dues.

(j) Action of the Board

By affirmative vote of the majority of all of the members of the BOD, the Board may suspend or expel a member for cause after proper notice and an opportunity to be heard at a meeting of the Board held prior to the vote. "Cause" shall exist if the member is declared of unsound mind by an order of court, or indicted for a felony, or for other reason found to be against ANIA's best interests as determined by the Board.

Upon written request signed by a former member and filed with the Secretary, the Board members may, by the affirmative vote of the majority of the Board members, reinstate the former member to membership upon such terms as the Board members may deem appropriate.

Membership in ANIA is not transferable or assignable.

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## **Article V. Meeting of the Members**

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A meeting of the members shall be held annually, on such date and at an hour and site designated by the BOD for the purpose of updating the membership on the business of ANIA. The meeting will be open to all members. The regular annual meeting of the BOD shall normally be held in conjunction with the annual conference and annual meeting of members without other notice than this bylaw. At the Board's discretion, the annual meeting may be held by teleconference, video conference or other means of electronic communication by which the Members participating can hear each other. The Board shall hold additional member meetings at its discretion.

The Board may designate any place as the place of meeting inside or outside the Commonwealth of Virginia for the annual meeting or for any special meeting called by the Board.

Special meetings of the members may be called by the President, a majority of the Board members, or upon written or electronic transmission request of 1/8 of the regular members.

Notice will be provided by posting on the website and delivered via electronic mail ("email") or other electronic transmission at least 30 days prior to the meeting.

At any meeting of members, a quorum will consist of a majority of members present who have voting privileges.

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if the majority of voting members agree with respect to the subject matter of the action.

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## **Article VI. The Board of Directors**

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Board members include all elected directors of the organization. The officers of the organization shall consist of the president, president-elect, secretary, and treasurer.

The Board shall oversee the control and administration of the affairs of the association to meet the purposes of ANIA including, but not limited to, development and oversight of the execution of the strategic plan, budget and finances, ability to authorize policies, audits, programs, publications, awards, recognition, and collaboration with other organizations.

The affairs of ANIA shall be managed by its nine (9) member Board of Directors (BOD). The BOD shall be composed of nine (9) members as follows: four (4) directors serve as the President, the President-Elect, the Secretary, the Treasurer (the President, President-Elect, Secretary and Treasurer are collectively referred to herein as the "Officers"), and five (5) Directors. The Officers and Directors are collectively referred to herein as Board of Directors (BOD). In addition, (i) the Immediate Past President shall serve as an ex officio, non-voting member of the BOD for a period of one (1) year after the term as President. Each Board member shall be elected for a term of four (4) years. The BOD shall have staggered terms.

President, President-Elect and Immediate Past President will serve a one (1), one (1) year term. All other Directors may serve for two (2) consecutive number (4) year terms if so elected. After two (2) consecutive terms, a Director will be replaced by a duly elected board member. The former Director and the Immediate Past President (IPP) must each wait one (1) year after the end of their term before they can be nominated to run again for an open position on the BOD. Exceptions to the term limits can be made at the discretion of the board of directors on a case-by-case basis to maintain organizational effectiveness.

(a) President

The President shall be the principal executive officer and shall in general supervise and control all of the business and affairs of ANIA. He or she shall preside at all meetings of the members and the BOD unless he or she cannot attend. He or she may sign, with the Secretary or any other proper officer of ANIA authorized by the BOD, any deeds, mortgages, bonds, contracts, or other instruments which the BOD has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the BOD or by these Bylaws or by statute to some other officer or agent of ANIA; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the BOD. The President shall be an ex-officio member of all committees except Leadership Succession committee.

(b) President-Elect

The President-Elect shall primarily orient to the role and function of the President. The President-Elect shall perform such other duties as may be assigned to him or her by the President or by the Board. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

(c) Treasurer

Provides oversight and reporting of ANIA's financial status. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for moneys due and payable to ANIA from any source; and deposit all such moneys in the name of ANIA in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the President or by the BOD. If required by the BOD, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the BOD shall determine.

(d) Secretary

Shall keep the minutes of the meetings of the members and of the BOD; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; and in general, perform all duties incident to the office of Secretary, and such other duties as may be assigned by the President or by the BOD.

(e) Directors

All Directors shall assist the officers, represent the organization, and perform other duties assigned by the President or the BOD.

(f) Immediate Past President

The Immediate Past President (IPP) serves in one-year advisory, non-voting role to the BOD. The IPP

serves as the chair of the Leadership Succession Committee.

(g) Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board members a nominal fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

(h) Board Meetings

Board meetings shall be held regularly throughout the year. The Directors may provide by resolution the time and place, for the holding of additional regular meetings of the Board without other notice than the resolution.

(i) Special Meetings

Special meetings of the BOD may be called by or at the request of the President or any two Directors.

(j) Notice

Notice of any special meeting of the BOD shall be given at least two (2) days prior to the meeting in written or printed format, delivered in person, via email or other electronic transmission.

(k) Quorum

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the BOD, unless the act of a greater number is required by law or by these Bylaws. A simple majority (51% or greater) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the Directors is present at the meeting, the Directors present may adjourn the meeting without further notice.

(l) Participation by Technology

Directors may participate in a Board meeting by use of telephone or any other means of communication by which all members participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Robert's Rules of Order, Newly Revised, shall govern the conduct of business by ANIA in all cases in which they are applicable and not in conflict with the Constitution, Bylaws, policies, special rules or standing rules of ANIA.

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by a quorum of the BOD. Directors may signify their consent by email or other electronic transmission.

Any vacancy occurring in the Board members shall be filled by a majority vote of the remaining Board members. A director elected by the BOD to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office with all rights and responsibilities of the role.

(m) Forfeiture of and Removal from Office

Any Board member shall automatically forfeit their Board position if they lose eligibility for or are expelled from membership in ANIA. A Board member may also be removed for "cause" by a 2/3rds vote of the Board members after proper notice and an opportunity to be heard at a meeting of the Board held prior to the vote. The Board member will receive documentation of the complaint at a minimum of 24 hours before they are asked to discuss with the board. "Cause" shall exist if the Board member is

declared of unsound mind by an order of court, or indicted for a felony, or for other reason found to be against ANIA's best interests by the Board. The decision by the Board Directors to allow a Board of Director that has been removed from office to be nominated and run again for the Board will be determined on a case-by-case basis.

(n) Resignation

Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

(o) Officer Vacancies

If the position of President should become vacant; it will be filled by the President-Elect, who will remain President until the end of the vacated and appointed term. Any qualified board member shall indicate interest in the President-Elect, Secretary, or Treasurer role to the current President in the event of a vacancy in one of those officer positions. The candidates will be ratified by a secret ballot simple majority vote of the board.

(p) Absence/Abandonment

Each Board member is expected to communicate with the Board in advance of all Board meetings if she/he is unable to attend or participate by conference telephone or other agreed-upon means of communication or if life-circumstances are interfering with his/her ability to fulfill the obligations of her/his role. If a board member is absent from two (2) successive Board meetings without notice or fails to fulfill assigned responsibilities, per policy, for a 30-day period, the board may vote on whether the absent member shall be deemed to have resigned due to non-participation. If the majority of the Board votes that the absent member has resigned due to non-participation, the absent member will be notified by both email and certified letter of the Board's decision.

It shall be the duty of every Director to turn over to their successor, upon retirement from office, all property of ANIA which is within their possession, custody or control.

Each Board member shall have one vote except for the immediate past president. All voting at meetings shall be done personally and no proxy shall be allowed.

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## **Article VII. Documents and Records**

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ANIA shall keep, at its National Office or in electronic format owned by ANIA, correct and complete documents and records of account and shall also keep minutes of the proceedings of its membership and BOD meetings, and a record giving the names and addresses of the members entitled to vote. All documents and records of ANIA, with exception of minutes of Executive Sessions of the BOD, may be inspected by any member upon written request. Electronic documents on the ANIA shared server or at the management company site are the preferred formats.

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## **Article VIII. Committees and Task Forces**

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Committees and Task Forces (Ad Hoc Committees) shall be appointed by a majority vote of the Board members. The term of office for members shall be annual, or as determined by the Board based on the function of the committee or task force. The appointment of any such committee and task force shall not

operate to relieve the Board members of any responsibility imposed upon it by law.

Unless otherwise provided in the resolution of the Board members designating a committee and task force, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee and task force.

Each committee and task force may adopt rules of its own governance that are consistent with the Bylaws or with rules adopted by the Board members.

No committee and task force will have the authority of the Board members in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or task force, or any director or officer of ANIA; amending the Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of ANIA; authorizing the voluntary dissolution of ANIA or revoking proceedings therefore; adopting a plan for the distribution of the assets of ANIA; amending, altering or repealing any resolution of the Board members; or any other action delegated by the Bylaws, the Articles of Incorporation, or law to another person or entity.

The President, with the approval of the BOD, shall appoint chairpersons to all committees and task forces and other such committees and task forces as deemed necessary, except as otherwise provided by these Bylaws. The BOD shall define the functions of such committees. The President shall appoint a member of the BOD to serve as a Board Liaison to each committee and task force. The President will be an ex officio member of the committees and task forces except the Leadership Succession Committee. The President, in consultation with the BOD, fills a vacancy by appointment. All committees and task forces shall submit reports as directed by the BOD.

(a) Leadership Succession Committee

The Leadership Succession Committee (LSC) shall develop members in organizational leadership roles across the span of their careers, mentor members to assume organizational board positions at all levels of the organization. The Leadership Succession Committee shall consist of a minimum of three (3) elected members with a preferred five (5) elected members. The IPP will serve as the chair of the LSC.

LSC members may serve two (2) consecutive two (2) year terms. Terms of office are staggered so all Leadership Succession Committee members do not end their terms at the same time. Exceptions to the term limits and break in service can be made at the discretion of the BOD on a case-by-case basis to keep an effective organization.

Abandonment of committee: If a member of the LSC fails to fulfill assigned responsibilities, for a 30-day period, the majority of the board may vote on whether the absent member shall be deemed to have resigned due to non-participation.

(b) Education Committee

The Education Committee responds to the direction of the BOD. The Education Director functions as the liaison between the board and the committee. The committee supports ANIA's mission, strategic plan, and goals related to nursing informatics education and evidence-based practice. A chairperson leads the committee. The Education Committee upholds the following functions:

- Evaluation of current educational activities and usefulness
- Recommendations of educational activities and initiatives for ANIA Board consideration
- Assessment of current literature to inform and maintain educational programs and projects

- Exploration and development of new educational programs and/or products in response to membership needs or Board requests
- Other duties as assigned by ANIA's BOD

(c) Research and Evidence Based Practice Committee

The Research and Evidence Based Practice (EBP) Committee focuses on the advancement of research and EBP in nursing informatics by fostering interaction, discussion and collaboration among members and groups involved or interested in NI research and EBP activities. The Educator Director functions as the liaison between the board and the committee. Selected responsibilities of the committee include:

- Review of research/EBP project applications submitted to ANIA
- Lead/participate in ANIA's major research and EBP projects
- Collaborates with the Education Committee and the editor of the Journal of Informatics Nursing
- Other duties as assigned by ANIA's BOD

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## **Article IX. Nominations and Elections**

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Elections for the BOD will be held annually. National board members may not concurrently hold a voting chapter board role.

The Leadership Succession Committee (LSC) shall direct the election process through the ANIA management company. The committee shall vet the candidates to prepare a recommended ballot. The recommended ballot will be sent to the BOD at least four (4) weeks prior to a scheduled election for final approval.

- (a) A call for nomination for Director position(s) and Leadership Succession Committee positions for the upcoming year shall be published and distributed to all members of ANIA at least 60 days before the scheduled date of the election.
- (b) All candidates for Director position(s) must be regular members in good standing of ANIA for at least two (2) successive years prior to their nomination.
- (c) All candidates for Leadership Succession Committee positions must be members in good standing of ANIA for at least one (1) year prior to their nomination.
- (d) After receiving nominations from the membership, the Leadership Succession Committee shall prepare a list of qualified candidates for the Director and Leadership Succession Committee member positions for Board approval.

Notice stating the position(s), and date of the election shall be delivered not less than 45 days nor more than 90 days before the date of the election to each member of ANIA entitled to vote in such election.

An election may be conducted electronically, in the manner that the Board members shall determine in accordance with law.

All Board of Director positions are elected by the membership of ANIA or appointed by the BOD in the case of a vacant Director position. President and, President-Elect, are elected from the existing BOD members by simple majority vote by the BOD. The selection process should occur in the first quarter of each year.



- (a) Current board members interested in running for an officer position must submit written notification of their interest and objectives of their candidacy to ANIA's management company representative no later than 14 days prior to the Board meeting at which officers will be elected.
- (b) President and President-Elect positions will be filled by Board members with a recommended two years of service on the board, but a minimum of one year of service.
- (c) If a board member is appointed to President in their fourth year of service, or President-Elect position in their third or fourth year of service, it is with understanding that, if elected, their term of office is automatically extended to complete their term as President and Immediate Past President.
- (d) All Directors may apply to serve in any vacant BOD position. These positions shall be elected by the Directors. If no sitting BOD member wishes to run for the vacant position, then the open BOD position will be posted for general election.
- (e) If, after a call for nominations is made to all members, there is only one (1) candidate for a BOD position (uncontested), those candidates may then be declared the winners.

8.5.5 The ballot listing the candidates for the officer positions shall be electronically sent to all voting Board members at least 7 days prior to the election Board meeting. Board members will send their votes to the management company representative who will then inform the President of the results. The candidates receiving the highest number of votes in their respective races shall be elected.

Leadership Succession Committee Elections:

- (a) If, after a call for nominations is made to all members, there is only one (1) candidate for LSC (uncontested), those candidates may then be declared the winners.
- (b) The IPP, in consultation with the BOD, fills a vacancy by appointment.

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## **Article X. Management Company**

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Management company is contracted by the board. The management company will provide an executive director that has the day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend board meetings as requested by the BOD, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description or in the association management contract. The board can designate other duties as necessary. The management company can be changed or terminated at the board's discretion and/or the board can terminate designated services of the management company when deemed necessary, and as the contract allows.

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## **Article XI. Whistleblower Policy**

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ANIA is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, and prohibits fraudulent practices by any of its Board members, employees, or members. This policy outlines a procedure for employees, members and others to report actions that a person reasonably believes violates a law or regulation, or that constitutes fraudulent accounting or other practices. This policy applies to any matter which is related to ANIA's business and does not relate to private acts of an individual not connected to the business or activities of ANIA.

If an employee, Board member, member, or other person has a reasonable belief that an employee, officer, Board member, or member of ANIA has engaged in any action that violates any applicable law or regulation, or constitutes a fraudulent practice related to ANIA's business, the person with knowledge of the violation is expected to immediately report it to ANIA's President. If the person does not feel comfortable reporting the information to the President, he/she is expected to report the information to any other officer.

All reports will be followed up promptly by the President or the officers, and an investigation conducted. In conducting its investigations, ANIA will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

ANIA will not retaliate, nor permit retaliation or any other harmful action, against a reporting person because that person: (a) reports to a supervisor, to the President, another officer, the BOD or to a federal, state or local agency what the person believes in good faith to be a violation of the law; or (b) participates in good faith in any resulting investigation or proceeding, or (c) exercises his/her rights under any state or federal law(s) or regulation(s) to pursue a claim or take legal action to protect his/her rights. ANIA may take disciplinary action, including termination in case of an employee, against anyone who in the Board's assessment has engaged in retaliatory conduct in violation of this policy.

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## **Article XII. Conflict of Interest**

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The Board shall administer Association's affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of ANIA. All members of the Board shall exercise the utmost good faith in all transactions relating to their duties for ANIA.

They shall not use their position, or knowledge gained there from, so that a conflict might arise between ANIA's interests and that of the individual. All acts of the Board shall be for the benefit of ANIA in any matter. The Board members shall not accept any favor that might adversely or improperly influence their actions affecting ANIA or its members.

Each Board member and nominee for a Board position shall make a written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and annually during the term of office. During their terms of office, Board members shall promptly make full disclosure to the President of any existing or new employment, activity, investment, or other interest that might involve a conflict of interest.

A conflict of interest exists if a member of the Board or nominee for a Board position or committee member has a financial, personal, or official interest in any matter relating to ANIA, of such nature that it prevents or may prevent that member from acting on the matter in a disinterested manner. Any member of the Board or committee member with such a conflict of interest will offer to the Board to voluntarily excuse himself/herself and will vacate his or her seat and refrain from discussion and voting on said item. A transaction involving a conflict of interest must thereafter be approved by the affirmative vote of a majority of the disinterested directors on the BOD.

- (a) Upon disclosure of a conflict of interest or a challenge on that basis, any Board member or nominee or committee member shall resolve such conflict in a manner consistent with policies adopted by the Board, or by any other manner approved by the Board.
- (b) A director who fails to submit a written disclosure or is found to have an unresolved conflict of interest that may substantially impair his/her judgment in the duties of the position shall be

removed from the position or nomination.

- (c) The President shall schedule a meeting of the Board to be held within no more than ten (10) working days after notification of the conflict or potential conflict, for all disinterested directors to determine a disposition of the conflict and any further action necessary.
- (d) Persons subject to conflict of interest review shall be kept fully informed by the President of the Board's decisions and any other relevant actions.

A "Disinterested Board member" is a board member who, at the time action is to be taken by ANIA and/or its BOD, does not have (i) a financial interest in a matter that is the subject of such action, or other interest greater than other directors in such action, or (ii) a familial, financial, professional, employment, or other relationship with a person who has a financial interest in the matter, either of which would reasonably be expected to affect adversely the objectivity of the director when participating in the action.

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### **Article XIII. Financial Activities**

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The board is responsible for the financial activities of the association.

The fiscal year of ANIA shall begin on the first day of January and end on the last day of December in each year.

The Board members may authorize any officer or officers, agent or agents of ANIA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ANIA, and such authority may be general or confined to specific instances.

- (a) All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of ANIA, shall be signed by those authorized officers or agents of ANIA and in a manner as shall be determined by resolution of the Board members. In the absence of a specific determination by the Board members, the instruments shall be signed by the Treasurer or an Assistant Treasurer, following approval in the following manner:
- (b) Expenses over \$5,000.00 but less than \$10,000.00: approval of one (1) Board officer (other than Treasurer) required.
- (c) Expenses \$10,000.00 and over: approval of two (2) Board officers (other than Treasurer) required.

All funds of ANIA shall be deposited to the credit of ANIA in the banks, trust companies or other depositories as the Board members may select.

The Board members may accept on behalf of ANIA any contribution, gift, or bequest for the general purposes or for any special purpose of ANIA.

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### **Article XIV. Dues**

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The Board members may determine the amount of initiation fee, if any, and annual dues payable to ANIA by members of each class.

Dues shall be payable by members prior to the first day of the month in which the membership will expire. The Board may implement procedures to allow for quarterly or other pro rating of dues, provided that each member is committed to paying the full amount of dues annually.

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## **Article XV. Dissolution**

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Upon the dissolution of ANIA, ANIA's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of ANIA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Should ANIA be holding any assets at time of dissolution from a 501(c)(3) Corporation or any other organization that may be restricted in use, such assets shall be distributed in accordance with their restrictions.

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## **Article XVI. Indemnification**

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Subject to the other provisions of this Article XVII, ANIA shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the Virginia Nonstock Corporation Act or any other applicable laws as may from time to time be in effect, any person who, by reason of being or having been a director, officer, employee, or agent of ANIA, or who is or was serving at the request of ANIA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, and who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding.

Except as provided in subsection 17.01, ANIA may indemnify an individual made a party to the proceeding because the individual is or was a director, against liability incurred in the proceeding if the director:

- (a) Conducted himself or herself in good faith;
- (b) Believed:
  - (i) In the case of conduct in their official capacity with ANIA, that their conduct was in its best interests; and
  - (ii) In all other cases, that their conduct was at least not opposed to its best interests; and
  - (iii) In the case of any criminal proceeding, that they had no reasonable cause to believe that their conduct was unlawful.
  - (iv) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director did not meet the relevant standard of conduct described in this section.
- (c) Unless ordered by a court under appropriate circumstances, the association may not indemnify a director under this section:

- (i) In connection with a proceeding by or in the right of ANIA except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has not met the relevant standard under subsection 17.01; or
- (ii) In connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in their official capacity, in which they were adjudged liable on the basis that the personal benefit was improperly received by him/her.

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## **Article XVII. Nondiscrimination**

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ANIA recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and in receipt of services. ANIA shall conduct its activities and shall offer its services to all persons equally, without discriminating against any employee, applicant for employment, Director, officer, member, contractor, or any other person with whom it deals, because of race, creed, color, national origin, handicap, sex or age.

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## **Article XVIII. Miscellaneous**

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Whenever any notice is required to be given under the provisions of the applicable Virginia law governing nonstock Corporations or under the provisions of the Articles of Incorporation or the Bylaws of ANIA, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by 2/3rds of the Board members present at any regular meeting or at any special meeting, if at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at the meeting;

The Board shall convene an ad hoc committee to review the Bylaws within three years of the last revision. The Secretary or designee shall maintain a record of all revisions to the Bylaws, including effective dates.

Notice required to be given to a director or member shall be in writing. Notice by electronic transmission ("email") is written notice.

Written notice by ANIA to a member, if in a comprehensible form, is effective (i) upon deposit in the United States mail, if mailed postpaid and correctly addressed to the member's address shown in ANIA's current record of members, or (ii) when electronically transmitted (by email) to the member in a manner authorized by the member.

Without limiting the manner by which notice otherwise may be given effectively to members, any notice to members given by ANIA shall be effective if given by a form of electronic transmission (including email) consented to by the member to whom the notice is given. Any such consent shall be revocable by the member by written notice to ANIA. Any such consent shall be deemed revoked if (i) ANIA is unable to deliver by electronic transmission two consecutive notices given by ANIA in accordance with such consent and (ii) such inability becomes known to the Secretary or an Assistant Secretary of ANIA or other person responsible for the giving of notice, provided, however, that the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given pursuant to this subsection shall be deemed given: (a) if by facsimile telecommunication, when directed to a number at which the member has consented to receive notice; (b) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice; (c) if by a posting on an electronic

network together with separate notice to the member of such specific posting when such notice is directed to the record address of the member or to such other address at which the member has consented to receive notice, upon the later of such posting or the giving of such separate notice; and (d) if by any other form of electronic transmission, when consented to by the member.

In any instance where these Bylaws authorize the sending of meeting notices, votes, or other communications by email or other electronic transmission, such communications must be sent in a way that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.