

**NATIONAL BLACK NURSES ASSOCIATION**  
**45<sup>th</sup> Annual Institute and Conference**  
**Final Draft Minutes**

**MEETING:** Business Meeting  
**DATE:** Thursday August 1, 2017  
**LOCATION:** Mandalay Bay Resort, Las Vegas  
**CHAIR:** Dr. Eric J. Williams, RN, CNE, President  
**RECORDER:** Dr. Martha A. Dawson, RN, FACHE, Secretary

Item for Discussion	Discussion/Recommendation	Action Taken
<b>Call to Order and Welcome</b>	The President called the meeting to order 8:06 AM PST	
<b>Invocation</b>	The invocation was provided the opening invocation.	
<b>Chartering of New NBNA Chapters:</b>	<p>The President and Ms. Lola Denise Jefferson, Chair of the Bylaws Committee presented seven new chapters for chartering under NBNA:</p> <ol style="list-style-type: none"> <li>1. Downtown Baltimore Black Nurses Association</li> <li>2. Middle Georgia Black Nurses Association</li> <li>3. Mile High Black Nurses Association – Denver, CO</li> <li>4. New Jersey Integrated Black Nurses Association</li> <li>5. San Antonio Black Nurses Association - Texas</li> <li>6. Teche, LA Black Nurses Association</li> <li>7. Upstate South Carolina Black Nurses Association – Greenville South Carolina</li> </ol>	
<b>Seating of the Delegate:</b>	Dr. Eric J. Williams, President dismissed visitors and provided instructions for seating of the delegates.	
<b>Credentialing Report:</b>	Dr. Martha A. Dawson, FACHE, Secretary gave the Credentials Report. NBNA has 99 chapters; there are nine chapters with less than 8 members. There were 19 chapters with no attendees at the conference. There were 10 chapters with attendees at the conference that did not complete the credentialing process. Therefore, 70 chapters were credentialed for voting at this conference with 2,324 possible votes a quorum (1,549) was established. President Williams called for adoption of the Credential Report. The complete report is on file in the NBNA national office.	The Credentialing Report was accepted.

<b>Adoption of the NBNA Conference Standing Rules:</b>	Patricia McManus, PhD, Parliamentarian reviewed and provided copies of the standing rules to the membership. President Williams called for adoption of the Standing Rules, and voting preceded with show of hands and delegate card voting.	Motion unanimously carried to adopt the Standing Rules																																																																									
<b>Adoption of the Agenda:</b>	Dr. Eric J. Williams, President moved for adoption of the agenda and asked if there were any changes. The agenda was published in the 45 <sup>th</sup> Annual Institute and Conference Book. Voting was conducted by	Motion unanimously carried to adopt the agenda																																																																									
<b>Approval of the 44<sup>th</sup> Annual Education Institute and Conference Minutes:</b>	Dr. Dawson, Secretary report that the 2016 Business Minutes were distributed prior to the conference per the Bylaws and that no corrections or commitments was received from the membership. She requested the President called for a motion to accept the minutes as published.	The 2016 Business Minutes were unanimously approved as published by membership voice vote.																																																																									
<b>Report of the 2016 Election Results:</b>	Dr. McManus provided an overview of the election results. There were 2,186 eligible voters. After removal of two duplicate paper votes and five duplicate web votes, the balloting company reported that there were 451 paper ballots and 477 web ballots for a total return of 928 ballots which is 42.45% return. President Williams called for acceptance of the Election Commission Report. The reported was accepted by the membership. The full report is in NBNA National Office files.	<table border="1"> <tr> <td colspan="3"><b>President</b></td> </tr> <tr> <td>Eric J. Williams - Decision</td> <td>829</td> <td>94.2%</td> </tr> <tr> <td>Write-in</td> <td>51</td> <td></td> </tr> <tr> <td colspan="3"><b>Secretary</b></td> </tr> <tr> <td>Kendrick Clack - Decision</td> <td>463</td> <td>50.2%</td> </tr> <tr> <td>Ronnie Ursin</td> <td>458</td> <td>49.7%</td> </tr> <tr> <td>Write-in</td> <td>1</td> <td>0.1%</td> </tr> <tr> <td colspan="3"><b>Student Representative</b></td> </tr> <tr> <td>Shenelle Tate - Decision</td> <td>609</td> <td>67.2%</td> </tr> <tr> <td>Sydney Bryant</td> <td>295</td> <td>32.6%</td> </tr> <tr> <td>Write-in</td> <td>2</td> <td>0.2%</td> </tr> <tr> <td colspan="3"><b>Board of Directors</b></td> </tr> <tr> <td>Katherine Tucker - Decision</td> <td>580</td> <td>62.9%</td> </tr> <tr> <td>Kim Scott</td> <td>508</td> <td>55.1%</td> </tr> <tr> <td>Thomas Hill</td> <td>438</td> <td>47.5%</td> </tr> <tr> <td>Audwin Fletcher</td> <td>402</td> <td>43.6%</td> </tr> <tr> <td>Maria Dudley</td> <td>384</td> <td>41.6%</td> </tr> <tr> <td>Vivian Murphy</td> <td>316</td> <td>34.3</td> </tr> <tr> <td>Write-in</td> <td>4</td> <td>0.4%</td> </tr> <tr> <td>Write-in</td> <td>2</td> <td>0.2%</td> </tr> <tr> <td colspan="3"><b>Nominations Committee</b></td> </tr> <tr> <td>Rebecca Harris-Smith - Decision</td> <td>591</td> <td>64.7%</td> </tr> <tr> <td>Rowena Trim</td> <td>554</td> <td>60.7%</td> </tr> <tr> <td>Ethelene Wilmore</td> <td>486</td> <td>53.2%</td> </tr> </table>		<b>President</b>			Eric J. Williams - Decision	829	94.2%	Write-in	51		<b>Secretary</b>			Kendrick Clack - Decision	463	50.2%	Ronnie Ursin	458	49.7%	Write-in	1	0.1%	<b>Student Representative</b>			Shenelle Tate - Decision	609	67.2%	Sydney Bryant	295	32.6%	Write-in	2	0.2%	<b>Board of Directors</b>			Katherine Tucker - Decision	580	62.9%	Kim Scott	508	55.1%	Thomas Hill	438	47.5%	Audwin Fletcher	402	43.6%	Maria Dudley	384	41.6%	Vivian Murphy	316	34.3	Write-in	4	0.4%	Write-in	2	0.2%	<b>Nominations Committee</b>			Rebecca Harris-Smith - Decision	591	64.7%	Rowena Trim	554	60.7%	Ethelene Wilmore	486	53.2%
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<p><b>Bylaws Committee Report:</b></p>	<p>Ms. Lola Denise Jefferson, First Vice President reported on the work of the Bylaws Committee. The Bylaws were sent to the membership 60 days prior to the conference. The full report is in the Book of Reports. The Bylaws changes below were presented to the membership for voting:</p> <p><b>V. Current Bylaw Article VIII, Section 1, Letter A</b>  Section 1. National Meetings  A. Business of NBNA shall be conducted annually at the NBNA meeting held at a time and place the Board of Directors shall determine, for the purpose of electing officers, receiving reports and adopting policy, amending bylaws and other business as may properly come before it.</p> <p><b>Proposed Change</b>  Section 1. National Meetings  A. Business of NBNA shall be conducted annually at the NBNA meeting held at a time and place the Board of Directors shall determine, for the purpose of <b>electing officers</b>, receiving reports and adopting policy, amending bylaws and other business as may properly come before it.</p> <p>Rationale: Remove electing officers because we vote electronically and/or by mail usually before the annual NBNA meeting.</p> <p>Motion: The change was voted on by show of hands and delegate voting. The change carried with on delegate casting 15 votes against the change.</p> <p><b>V. Current Bylaw Article VII Section 2 Letter A</b>  Section 2. Election</p>	<p>Change was accepted by the Membership.</p>		

A. Voting in elections for officers, members to the Board of Directors and for any and all matters brought before the NBNA membership and/or NBNA Board of Directors shall be done by one or more of the following methods: electronic ballot, by mail, or paper ballot. When there are three or more candidates for an office, the candidate(s) receiving the highest number of votes shall be declared elected. (7/02) (8/08)

**Proposed Change**

Section 2. Election

A. Voting in elections for officers, members to the Board of Directors and for any and all matters **including new bylaws and amendments to the bylaws** brought before the NBNA membership and/or NBNA Board of Directors shall be done by one or more of the following methods: electronic ballot, by mail, or paper ballot. When there are three or more candidates for an office, the candidate(s) receiving the highest number of votes shall be declared elected. (7/02) (8/08)

Rationale: By adding “ **including new bylaws and amendments to the bylaws**”, makes it possible to vote for bylaws anytime that is approved by the board of directors.

Change: The change was voted on by show of hands and delegate voting.

**VI. Current Bylaw Article X Section 4**

Section 4. Vote by Mail or Electronic Means

A vote by mail or electronic means is authorized when necessary. A report of the action taken shall be ratified and made a part of the minutes at the next meeting of the committee. (7/05)

The change was unanimously accepted.

	<p>Proposed:  Section 4. Vote by Mail or Electronic Means  A vote by mail or electronic means <b>maybe</b> authorized when necessary. A report of the action taken shall be ratified and made a part of the minutes at the next meeting of the committee. (7/05)  Rationale: Change is to maybe. Grammatical.</p> <p>Change: The change was voted on by show of hands and delegate voting. .</p> <p><b>VII. Current Bylaw Amendment XVII</b>  <b>ARTICLE XVII</b>  Amendments</p> <p>These Bylaws may be amended at any annual meeting by a two-thirds (2/3) vote of the members assembled at the meeting provided the notice of proposed amendments have been submitted to the Bylaws Committee and are published to members at least sixty (60) days before the convening of the annual meeting.</p> <p>Proposed:</p> <p><b>ARTICLE XVII</b>  Amendments</p> <p>These Bylaws may be amended by <b>electronic voting</b> by a two-thirds (2/3) vote of the members <b>casting a vote</b> provided the notice of proposed amendments have been submitted to the Bylaws Committee, <b>approved by the Board of Directors</b> and are published to members at least thirty (60) days <b>prior to the vote</b>.</p> <p>Rationale: To allow for electronic voting for bylaws.</p> <p>Change: The change was voted on by show of hands and delegate voting.</p> <p><b>VIII. Current Bylaw Article III, Section 2 Letter B .2</b>  Direct members are individuals who live and/or work in localities where there are no chapters. (8/83)  I have not received any suggestions for a bylaws change. Please email your suggestions.</p>	<p>The change was unanimously accepted.</p> <p>The change was unanimously</p>
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**IX. New Policy and Procedure regarding Affiliate members**

Below is the suggested insertion placement of the Affiliate Policy that was approved by the BOD at the February Meeting. Affiliate Membership is noted in the NBNA Bylaw **Article V Section 3 Chapter Membership**.

The NBNA Policy and Procedure for **Chapter Membership is Policy 6.3**

For congruence, suggested that the current Policy 6.3 be omitted

Policy 6.3 states - Chapter shall notify the headquarters of all affiliate members.

**Rationale:**

The current policy conflicts with the new voted on policy of 6.3.4

**New Bylaws: Membership Categories**

1. Associate Members of NBNA shall be individuals that are not licensed Registered Nurses (RN), Licensed Practical/Vocational Nurses (LPN/LVN), or nursing students. They must be health care or health related professionals such as pharmacist, occupational therapist, social worker, respiratory therapist, health care leader/management, etc. However, they can not be in paraprofessional roles such as nursing assistant, lab tech, pharmacy tech. Associate members support the mission, visions and values of NBNA, and are actively engaged in the work of local chapters and/or NBNA.
2. Honorary members are not RNs, LPN.LVN or nursing students. This honorary status is conferred upon

The recommendation carried with one individual and 15 delegates votes against the change

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	<p>outstanding and exceptional individuals that meet the qualifications.</p> <p>The membership voted on all of the recommended changes to the Bylaws.</p>	<p>The motion carried with 819 votes for the changes and 17 votes against.</p>
<b>Finance Committee Report:</b>	<p>Dr. Martha A. Dawson, FACHE, Secretary, Finance Committee Chair provided an overview of the organization’s fiscal performance for the year ended 2016, and an overview of financial performance for the last four Annual Conferences, noting that each conference generated positive net income for the operation. She reported that our highest revenue generating activities are membership, annual conference and corporate partnership. For more details of the Committee report, see the Book of Report that was submitted to the National Office.</p>	<p>No action items.</p>
<b>Resolution Committee Report:</b>	<p>Ms. Joni Lovelace, Board Member and Chair of Resolution Committee provided a report. The Global Health Resolution was sent out 90 days prior to the conference. The President call for hand and delegate card vote.</p>	<p>The motion passed unanimously.</p>
<b>Officer &amp; Standing Committee Reports:</b>	<p><b>Officers Reports:</b></p> <ul style="list-style-type: none"> <li>• President Report: Dr. Williams, President provided his report highlighting the accomplishment for year. He is holding conference calls with the chapter presidents to support the engagement at the local level. A summary of the report is attached and the full report was submitted to the National Office for the Book of Reports. There was a vote that went to the membership relating to the NBNA property</li> <li>• First Vice President: Ms. Lola Denise Jefferson, 1<sup>st</sup> VP provided highlights of her activities during the 2016-2017. Her report is attached.</li> <li>• Second Vice President: Dr. Birthale Archie provided a review of the activities and services that she participate in during 2016-17. A summary of the report is attached and the full report was submitted to the National Office for the Book of Reports.</li> <li>• Secretary Report: Dr. Martha A. Dawson provided an overview of her report. A summary of the report is attached and the full</li> </ul>	

	<p>report was submitted to the National Office for the Book of Reports.</p> <ul style="list-style-type: none"> <li>• Treasurer: Ms. Trilby Barnes-Green - provided an overview of NBNA fiscal standing activities and her report is attached. See her attached report. Total amount</li> </ul> <p><b>Standing Report:</b></p> <ul style="list-style-type: none"> <li>• Investment Committee – Dr. Birthale Archie provided an overview of the performance of the organizations investment accounts. See reported on the total investment is July 14 account balances: 3.8 million.</li> <li>• Conference Committee – Dr. Debra Toney, Conference Chair reported that there was 819 conference registrations and 115 exhibitors.</li> <li>• Membership Committee – Dr. Martha A. Dawson provided a summary of the report, see the attachment, and the full report was submitted to the National Office for the Book of Reports.</li> <li>• Executive Director – Dr. Millicent Gorham summarized her activities for the year. There has been \$295,000.00 raised for the conference. She noted that conference style for this year was “mix use conference” platform. She shared some of the memorandum of understanding relating to partnerships to strengthen NBNA and accomplishment of our mission.</li> </ul>	
<b>Meeting Recessed:</b>	The President recessed the meeting at 10:04 AM; the meeting will resume on Thursday August 3, 2017 at 8:00 AM.	
<b>Meeting Resumed Thursday August 3, 2017:</b>	The President resumed the Business meeting at 8: 20 AM PST on Thursday August 3, 2017.	
<b>NBNA Chapter Community Service Awards:</b>	<p>Mrs. Trilby Barnes-Green, Treasurer and Chair of the Program Committee presented the chapter community service awards. The Chapter Community Services awards were sponsored by VITAS Healthcare.</p> <p>Awards:</p> <ul style="list-style-type: none"> <li>• Large Chapter - Fort Bend County Black Nurses Association, Texas</li> <li>• Mid-size Chapter - Atlanta Black Nurses Association, Georgia</li> </ul>	

	<ul style="list-style-type: none"> <li>• Small Chapter - Central Florida Black Nurses Association, Orlando</li> <li>• Rochelle Poindexter Youth Community Service - was presented by Dr. Carrie Rogers Brown to the Columbus, Georgia Metro Black Nurses Association</li> </ul> <p>See the 45<sup>th</sup> Annual Institute and Conference Book.</p>	
<p><b>Presentation of NBNA Scholarship Award:</b></p>	<p>Dr. Lenora Yates, Historian and Chair Scholarship and Award Committee presented the 2017 scholarship awards to the recipients. See the 45<sup>th</sup> Annual Institute and Conference, page 56 The National Office published scholarship recipients' names and a media announcement spring 2017.</p>	
<p><b>Chapter Membership Awards:</b></p>	<p>Ms. Martha A. Dawson, Secretary and Chair of the Membership Committee, and Ms. Sasha DuBois Board Member presented the chapter awards in the following categories:</p> <ul style="list-style-type: none"> <li>• Largest Chapter - Fort Bend County Black Nurses Association</li> <li>• Mid-size Chapter – Chicago Chapter of the National Black Nurses’ Association</li> <li>• Small Chapter- Northern New Jersey Black Association</li> </ul> <p>Highest Retention Rate by January 31<sup>st</sup> -</p> <ul style="list-style-type: none"> <li>• Large Chapter – Birmingham Black Nurses Association</li> <li>• Mid-size – New York Black Nurses Association</li> <li>• Small Chapter - Wichita Black Nurses Association</li> </ul> <p>Highest Percentage of Growth</p> <ul style="list-style-type: none"> <li>• Large Chapter – Council of Black Nurses, Los Angeles</li> <li>• Mid-size - New England Regional Black Nurses Association</li> <li>• Small Chapter – Southern Nevada Black Nurses Association</li> </ul> <p>Most New Lifetime Members</p> <ul style="list-style-type: none"> <li>• Large Chapter – Fort Bend County Black Nurses Association</li> <li>• Mid-size Chapter - None</li> <li>• Small Chapter – Northern New Jersey Black Nurses Association</li> </ul> <p>Highest Number of Student Members</p> <ul style="list-style-type: none"> <li>• Largest Chapter – Fort Bend County Black Nurses Association</li> <li>• Mid-Size Chapter – New England Regional Black Nurses Association</li> <li>• Small Chapter – Downtown Baltimore SON Black Nurses Association</li> </ul> <p>Highest Number of LPN/LVN Members</p>	

	<ul style="list-style-type: none"> <li>• Largest Chapter – Fort Ben County Black Nurses Association</li> <li>• Mid-Size Chapter – Black Nurses Association of Greater Washington, DC Area</li> <li>• Small Chapter – Teche Black Nurses Association</li> </ul> <p>See the 45<sup>th</sup> Annual Institute and Conference Book.</p>	
<b>Parliamentary Information:</b>	Dr. Pat McManus provided a review of Basic Parliamentary Information.	
<b>Committee Report:</b>	Non-members and guest were excused by Dr. Eric J. Williams, President	
<b>Committee Reports:</b>	<p>Health Policy – Dr. Birthale Archie gave the report of the Health Policy Committee</p> <p>Program Committee – Ms. Trilby Barnes-Green reported that toolkit is being developed to monitor and track chapter programs. The president also noted that rubrics would be updated and/or developed to improve the selection process for program awards.</p> <p>Fund Development – Mrs. Joni Lovelace provided a report on the fund development activities. Friends on NBNA raised \$38,000, and fund development event for this conference was sold out, exceeding the expected goal, see her attached report.</p> <p>Strategic Planning – Dr. Martha A. Dawson provided an update on the work of the strategic planning committee. The Board has approved the guiding principles for the organization these will be presented to the membership.</p>	
<b>Meeting Recessed:</b>	The President recessed the meeting at 9:37 AM PST. The meeting will resume Friday August 4, 2017.	
<b>Meeting Resumed:</b>	The President resumed the meeting at 11:39 AM PST	
<b>Recognition of Outgoing Officers and Board Members</b>	Dr. Williams, President recognized outgoing officers and board members.	
<b>Installation of Officers</b>	Dr. Patricia McManus installed the new officers, board members and members of the nominating committee.	
<b>Members Speak:</b>	There was an open forum for members to speak. See the attached summary.	
<b>Candidate Forum:</b>	<p>The nomination chair opened the candidate forum for the following Positions:</p> <ol style="list-style-type: none"> <li>1. First Vice President</li> <li>2. Second Vice President</li> <li>3. Treasurer</li> </ol>	

	<ul style="list-style-type: none"> <li>4. LPN Board Director seat</li> <li>5. Student Representative</li> <li>6. Two RN Board seats</li> </ul>	
<b>Ecumenical Service:</b>	The Ecumenical Service was successful with a positive report, noting that \$4,051.40 was raised for the Dr. Lauranne Sams restricted scholarship fund.	
<b>Adjournment:</b>	The 45 <sup>th</sup> Annual Business Meeting and Conference was adjourned on August 4 2016 at 12:07 PM PST in Las Vegas, NV.	
<b>Recorder:</b>	Dr. Martha A. Dawson, RN, CNL, FACHE, NBNA Secretary	