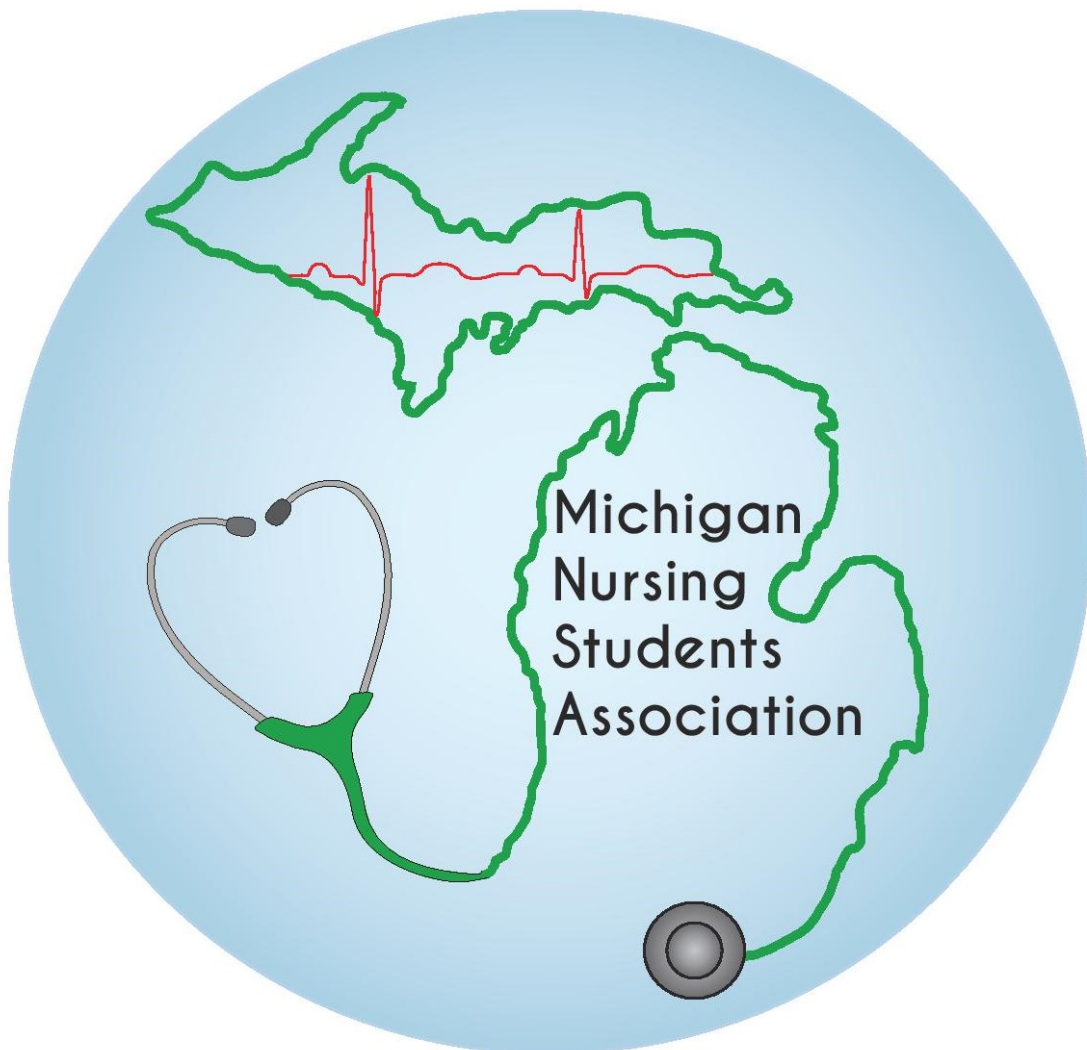


MICHIGAN NURSING STUDENTS ASSOCIATION

BYLAWS



Amended January 27th, 2018

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INTRODUCTION

Date of Establishment: Organized as a non-profit association on August 15, 1951. The status of the MNSA changed from non-profit organization to domestic non-profit corporation on November 19, 1987.

Mission: The MNSA advocates for, unites, and empowers nursing students in Michigan by providing information, resources, and opportunities that promote growth as future registered nurses.

ARTICLE I NAME

The name of this organization shall be the Michigan Nursing Students Association, hereinafter referred to as the MNSA. This organization is a constituent of the National Student Nurses' Association, Inc., hereinafter referred to as the NSNA.

ARTICLE II PRINCIPAL OFFICE

The MNSA exists through a virtual office found at www.MichiganNSA.org. The current mailing address shall be found on this site. Monthly meetings shall be held at a time and place as determined by the Board of Directors.

ARTICLE III THE PURPOSE AND FUNCTION

SECTION 3.01 THE PURPOSE OF THE MNSA IS:

- (a) To assume responsibility for contributing to nursing education in order to provide for the highest quality health care.
- (b) To provide programs representative of fundamental and current professional interests and concerns, and
- (c) To aid in the development of the whole person, his/her professional role, and his/her responsibility for the health care of people in all walks of life

SECTION 3.02 THE FUNCTIONS OF THE MNSA SHALL INCLUDE THE FOLLOWING:

- i. To have direct input into standards of nursing education and influence the educational process.
- ii. To influence health care, nursing education and practice through legislative activities as appropriate.
- iii. To promote and encourage participation in community affairs and activities towards improved health care and the resolution of related social issues;
- iv. To represent nursing students to the consumer, to institutions and other organizations;
- v. To promote and encourage students' participation in interdisciplinary activities.
- vi. To promote and encourage recruitment efforts, participation in student activities, and educational opportunities regardless of a person's race, color, creed, national origin, ethnicity, age, gender, marital status, lifestyle, disability or economic status.
- vii. To promote and encourage collaborative relationships with nursing and related health organizations.

ARTICLE IV MEMBERS

SECTION 4.01 CONSTITUENT ASSOCIATIONS

Any school chapter whose membership is composed of active or associate MNSA members and who has submitted the Official Application for NSNA Constituency Status (the Application) containing the areas of conformity, and upon meeting such other policies as the Board of Directors may determine, shall be recognized as a constituent.

- (a) The Application must be submitted annually and can be submitted at the NSNA Annual Convention site during the delegate credentialing process for the Annual House of Delegates meeting. For those school associations unable to send representatives to the Annual House of

Delegates meeting, the Application may be sent to the NSNA on a date postmarked no later than 10 working days after the close of the House of Delegates meeting of the same year.

- (b) Recognized Constituents shall be composed of at least 10 members from a school, or the total school enrollment if less than 10. This requirement of 10 or more members must be met on a date eight weeks prior to the National Annual House of Delegates Meeting. There shall be only one chapter in each school campus.
- (c) Officers of constituent schools must be members of the MNSA and the NSNA.
- (d) For yearly recognition as an NSNA constituent, constituent associations shall be required to submit annually the Official Application for NSNA Constituency Status which shall include the following area of conformity for active and associate members: purpose & function, membership, dues and representation.
- (e) The state association shall be composed of at least two school chapters in a state. School chapters shall belong to the state association. There shall be only one state association.
- (f) When a school chapter establishes constituency for the first time, a copy of chapter bylaws must be submitted to the MNSA First Vice President. Each school chapter is responsible for creating and maintaining their own bylaws, which shall be in compliance with state and national bylaws the same year.
- (g) **Removal**
 - (i) A constituent association not in compliance with MNSA and NSNA bylaws may have its status as a constituent revoked by a two-thirds (2/3) vote of the Board of Directors, provided that a written notice has been given to the constituent association at least two months before the vote and the constituent association is given an opportunity to be heard.
 - (ii) An association whose constituency has been revoked may regain constituency upon request and by majority vote of MNSA, provided they have met the following criteria:
 1. Fulfillment of requirements described in Article IV, Section 4.01, a, b, c, and d.
 2. A copy of chapter bylaws must be submitted to the MNSA First Vice President and approved by the Board of Directors with a majority vote.
- (h) **MNSA Liability**
 - (i) The MNSA is an entity separate and apart from the NSNA in its administration of activities, with the NSNA exercising no supervision or control over these immediate daily and regular activities. The NSNA will not be held liable for any loss, damages, or injuries sustained by third parties as a result of the negligence or acts of the MNSA, or the members thereof. In the event any legal proceeding is brought against the NSNA as a result of such acts of omission or commission by the MNSA, said state association will indemnify and hold harmless the NSNA from any liability.
- (i) **SNA Liability**

- (i) School chapters are entities separate and apart from the MNSA in their administration or activities, with the MNSA exercising no supervision or control over these immediate daily and regular activities. The MNSA will not be held liable for any loss, damages, or injuries sustained by third parties as a result of negligence or acts by school chapters, or the members thereof. In the event of any legal proceeding is brought against the MNSA as a result of such acts of omission or commission by school chapters, said school chapters will indemnify and hold harmless the MNSA from any liability.

SECTION 4.02 CATEGORIES OF CONSTITUENT MEMBERSHIP

Members of the constituent associations shall be:

(a) Active members:

- (i) Students enrolled in state-approved programs leading to licensure as a registered nurse.
- (ii) Registered nurses enrolled in state-approved nursing programs leading to a baccalaureate degree with a major in nursing.
- (iii) Active members shall have all the privileges of membership.

(b) Associate members:

- (i) Pre-nursing students enrolled in college or university programs designed as preparation for entrance into an undergraduate program leading to an associate degree or baccalaureate degree in nursing.

(c) Individual members:

- (ii) Individual membership shall be open at the state and national level to any eligible student when membership in a constituent association is not available.
- (iii) Individual members shall have the privileges of membership as described in Article IV, Section 4.01, a and b.

(d) Active, associate, and individual membership shall be renewable annually.

SECTION 4.03 CATEGORIES OF NON-CONSTITUENT MEMBERSHIP

(a) Sustaining members:

- (i) Sustaining membership shall be open to any individual or organization that is interested in furthering the development and growth of the MNSA and has paid the NSNA sustaining membership dues.
- (ii) Sustaining members shall possess neither the right to vote in the business of the MNSA nor the right to hold elected office.
- (iii) Sustaining members shall receive literature and other information from the MNSA upon request.

(b) Honorary members:

- (i) With the recommendation of the Board of Directors, and by a 2/3 vote of the House of Delegates, honorary membership may be conferred upon persons who have rendered distinguished service or valuable assistance to the MNSA.
- (ii) Honorary members shall have none of the obligations or privileges of membership.

SECTION 4.04 EXTENDED MEMBERSHIP

- (a) Active, associate, individual membership may be extended six months beyond completion of a student's program in nursing, providing membership was renewed while the student was enrolled in a nursing program.
- (e) Sustaining membership shall be renewed annually.

SECTION 4.05 **DUES**

(a) Member Dues

- (i) The annual dues for active, associate, and individual members shall be \$10 plus national dues per member, payable for the appropriate dues year. The dues year for members shall be a period of twelve consecutive months.
 - (ii) The dues for active, associate, and individual members joining for two years shall be \$20 plus national dues per member, payable for the appropriate dues years. The dues years for these members shall be a period of twenty-four consecutive months.
 - (iii) The MNSA Board of Directors shall have the authority to change membership dues, providing such dues do not exceed the amount set in these bylaws.
 - (iv) National and state dues shall be payable directly to NSNA. The NSNA shall remit to MNSA the dues received on behalf of the member.
- (b) The annual dues for sustaining members shall be established by the NSNA Board of Directors, and shall be paid directly to the NSNA office.
 - (c) Any member who fails to pay current dues shall forfeit all the privileges of membership.

ARTICLE V **OFFICERS AND DIRECTORS**

SECTION 5.01 **POSITIONS**

- (a) The Executive Directors of the MNSA shall be the president, first vice-president, second vice-president, treasurer, and secretary.
- (b) The directors of the MNSA shall be determined by the Executive Directors.

SECTION 5.02 **ELIGIBILITY**

(a) Any member in good standing with the MNSA and meeting the following qualifications shall be eligible to be a candidate for office:

- (i) Candidates shall be chosen from among those members who have been nominated by a constituent of the MNSA, according to the procedure outlined in these bylaws.
- (ii) Only members who shall be nursing students at least seven (7) out of twelve (12) months of a term of office and have the privileges of active membership shall be eligible for a position on the MNSA Board of Directors.
 - 1. A member is considered a nursing student if they have enrolled in a nursing program and who is slated to commence classes with the next scheduled program session.
 - 2. Any member that is joining the board in the middle of the term must be a nursing student, as defined above, for at least half the number of months left in the term plus one month.
- (iii) All candidates must have a cumulative GPA of 2.5 or its equivalent.

(b) Those members holding national or school chapter office who are then elected to state office:

- (i) Executive Board members of MNSA shall hold no other office on the national or state, level.
 1. Executive board members holding congruent offices at national, state, or local levels of the MNSA shall resign from their previous position within sixty (60) days from the time elected, or a vacancy will be declared.
- (ii) Directors of the MNSA shall hold no other office on the national or state level of the MNSA.
 1. Director positions can be held at the state level along with positions on the local level.
 2. Directors holding congruent offices at national or state levels of the MNSA shall resign from their previous position within sixty (60) days from the time elected, or a vacancy will be declared.
 3. Director positions will be determined three months prior to Annual Convention if the board votes to eliminate or add any position.

SECTION 5.03 TERM OF OFFICE

The term of office shall be one year from the adjournment of the annual meeting at which the officers and directors are elected to the adjournment of the annual meeting at which their successors are elected.

SECTION 5.04 DUTIES OF EXECUTIVE DIRECTORS

The officers and directors shall adhere to the bylaws, policies, and code of conduct of the MNSA. The officers and directors shall perform the duties prescribed by the parliamentary authority, and more specifically shall include:

(a) The President shall:

- (i) Serve as the principle officer of the MNSA and preside at all meetings of the MNSA.
- (ii) Shall be responsible for seeing that lines of direction given by the House of Delegates and the actions of the Board are carried into effect and for reporting to the membership and the Board of Directors on the conduct of the affairs of the MNSA.
- (iii) Appoint special committees with advisement from the Board of Directors.
- (iv) Serve as ex-officio member of all committees, except the Nominations and Elections Committee.
- (v) Represent the MNSA in professional matters to other organizations.
- (vi) Attend, if able, the NSNA Annual and Mid-Annual Conventions to represent MNSA at the Council of State Presidents (COSP).
- (vii) Perform all other duties pertaining to the office.

(b) The First Vice-President shall:

- (i) Assume the duties of the President in the absence of the President and shall succeed to the office of the President in the event of vacancy.
- (ii) Be appointed as chairperson or member of committees as deemed necessary by the President.
- (iii) Serve as resource person to local chapters of the MNSA by providing information on bylaws, resolutions, and legislative affairs and issues.
- (iv) Publish the revised state bylaws to the MNSA Website within two (2) months after the close of the MNSA Annual House of Delegates meeting.
- (v) Oversee parliamentary procedure during the annual meeting of the House of Delegates. Compile the Delegate Handbook for the annual convention.
- (vi) Represent the MNSA as a Delegate at the annual meeting of the NSNA.

- (vii) The First Vice President will prepare a report for the President every evening during the convention on the activities of the House of Delegates.
- (viii) Perform all other duties pertaining to the office.

(c) The Second Vice-President shall:

- (i) Assume the duties of the President in the absence of the President and the First Vice-President.
- (ii) Coordinate the annual convention of this association
- (iii) Designate the meeting site for the succeeding year's annual convention with the approval of the Board of Directors.
- (iv) Be appointed as chairperson or member of committees as deemed necessary by the President.
- (v) Perform all other duties pertaining to the office.

(d) The Treasurer shall:

- (i) Serve as custodian of association funds and deposit these funds in a bank approved by the Board of Directors.
- (ii) Prepare a budget and make monetary disbursements with the approval of the President and as authorized by the Board of Directors.
- (iii) Keep accurate entries of acquisitions and disbursements of Association funds.
- (iv) Submit a report of the transactions of the treasurer's office to be submitted at the annual meeting.
- (v) Submit a financial report to the Board of Directors at monthly MNSA Board of Director meetings; be bonded for legal purposes.
- (vi) Be appointed as chairperson or member of committees as deemed necessary by the President.
- (vii) Perform all other duties pertaining to the office.

(e) The Secretary shall:

- (i) Transcribe the minutes of all meetings of this association, including, but not limited to, the meetings of the MNSA Board of Directors. If unable to transcribe minutes due to absence, it is the responsibility of the Secretary to find a replacement to take minutes and submit them in his/her absence. All board meeting minutes must be submitted within a week for BOD review.
- (ii) Ensure proper submission of all meeting minutes according to the standards of the NSNA.
- (iii) Attain and keep records of attendance of Board of Directors, delegates, and members at any and all meetings of the MNSA.
- (iv) Keep all documentation pertaining to the work of the MNSA on file as a permanent record.
- (v) Sign, in collaboration with the president, any MNSA papers as they come into their executive and administrative spheres.
- (vi) Be appointed as chairperson or member of committees as deemed necessary by the President.
- (vii) Update/maintain current memberships contact list in collaboration with the Membership Director and sending out monthly correspondence to membership.
- (viii) Answering phone messages left on the MNSA Google Voicemail.
- (ix) Maintain and update all social media accounts (Facebook, Twitter, Instagram)
- (x) Perform all other duties pertaining to the office.

- (a) A vacancy on the Board of Directors, other than President, shall be filled by a three-fourths (3/4) vote of the Board of Directors or as specified in these bylaws.
 - (i) If a current board member desires to perform a lateral move from their position to a vacant position, they must first resign their current position and then be voted into the vacant position by a 3/4 vote by the remaining board members, providing that the vacancy has been made known to the membership and members have had the opportunity to apply for the vacant position.
- (b) The candidates for a vacant office must meet all eligibility requirements.
- (c) Any resignation from a position on the Board of Directors shall be in writing 2 weeks prior to the effective date.
- (d) In the event that a verbal resignation is tendered without a written confirmation, the Board of Directors can vote by a two-thirds (2/3) majority to declare the office vacant.
- (e) In the event that a board member has been unreachable by phone, mail, text message, and/or email for a period of 2 weeks with at least one attempt being made by the President once per week for four weeks, the position shall be declared vacant.
- (f) Upon the declaration of a vacancy of position, the individual who had previously held that position shall have no more than 2 weeks to return any property of MNSA. MNSA will communicate with previous board member's school to retrieve MNSA property after 2 weeks.

SECTION 5.06 SOCIAL MEDIA

- (a) Social Media:
 - (i) As a MNSA BOD you are a reflection of a professional organization and should conduct yourself in an appropriate and professional manner.
 - (ii) All MNSA BOD shall conduct themselves in a professional manner on social media (Facebook, Twitter, Pinterest, Instagram, Tumblr, Snapchat etc. . .). This includes, but is not limited to, vulgar language, slander, and inappropriate photos (including alcohol, drugs & tobacco).
 - (iii) MNSA shall not be mentioned in a derogatory manner or in a matter of conflict.

SECTION 5.07 DISCIPLINARY ACTION

- (a) Probation
 - (i) If a BOD member is suspected to be in violation of the NSNA Code of Conduct, MNSA Code of Conduct, Bylaws, Policies, or has become delinquent in their duties, the Executive Board will review the evidence and provide a written notification to the accused of their suspected offense for correction by the party and provide the accused

two weeks to meet the terms listed by the Reviewing Executive Board to become compliant with the standards of MNSA.

- (ii) All voting rights of a BOD member suspected or confirmed to be in violation will be suspended until the matter has been resolved.
- (iii) If a BOD member, after given two weeks to meet the terms listed by the Reviewing Executive Board, has still not corrected the actions under review, a secondary Review will occur from the Executive Board to determine if a Recommendation for Probation will be presented to the Board of Directors.
- (iv) If a Recommendation for Probation has been presented to the BOD, a list of the grievances must be provided to the BOD as well as any previous requests the Executive Board has made with the party in question and whether those corrections have been met or unmet.
- (v) The accused must be allowed a maximum of 5 minutes to present their side to the Board of Directors.
- (vi) After the Board of Directors hears the Executive Board Recommendations and the accused defense, the accused must leave the room and a anonymous vote will be held among the Board of Directions to determine if Probation of the accused member will occur by 2/3 vote.
- (vii) If a Board of Director has been placed on Probation by a 2/3 vote, they will be provided with a list of terms of probation that must be met by the deadline set by the Board of Directors.
- (viii) If all the terms of probation are not met by the deadline set by the Board of Directors, Automatic Termination of the accused position will become effective immediately and all MNSA materials must be returned to MNSA within 2 weeks.

(b) Termination

- (i) If a BOD member is suspected to be in severe violation of the NSNA Code of Conduct, MNSA Code of Conduct, Bylaws, Policies, or has become delinquent in their duties, the Executive Board will review the evidence and provide a written notification to the accused of their suspected offense for correction by the party and provide the accused two weeks to meet the terms listed by the Reviewing Executive Board to become compliant with the standards of MNSA.
- (i) All voting rights of a BOD member suspected or confirmed to be in severe violation will be suspended until the matter has been resolved.
- (ii) If a BOD member, after given two weeks to meet the terms listed by the Reviewing Executive Board, has still not corrected the actions under review, a secondary Review will occur from the Executive Board to determine if a Recommendation for Termination will be presented to the Board of Directors.

- (iii) If a Recommendation for Termination has been presented to the BOD, a list of the grievances must be provided to the BOD as well as any previous requests the Executive Board has made with the party in question and whether those corrections have been met or unmet.
- (iv) The accused must be allowed a maximum of 5 minutes to present their side to the Board of Directors.
- (v) After the Board of Directors hears the Executive Board Recommendations and the accused defense, the accused must leave the room and an anonymous vote will be held among the Board of Directions to determine if Termination of the accused member will occur by 2/3 vote.
- (vi) Termination of the accused position will become effective immediately and all MNSA materials must be returned to MNSA within 2 weeks and any pending reimbursements will be held until the return of materials.
- (vii) Termination of a member is a serious consequence only reserved for severe infractions to NSNA Code of Conduct, MNSA Code of Conduct, Bylaws, Policies and a thorough review of all evidence should occur prior to the termination of any member.
- (viii) If a member is terminated from the Board of Directors, they have a two week period to appeal any decisions made by the BOD. After this time, the matter is closed for discussion. Terminated individuals are no longer considered to be in good standing with MNSA, and therefore are no longer eligible to participate in MNSA for the remainder of the current term or succeeding terms. This includes, but is not limited to, running for office, participating on a committee, and participating as a delegate in Delegates' Hall at MNSA's Annual Conventions.

ARTICLE VI ELECTIONS

SECTION 6.01 ELECTIONS

- (a) The candidates running for office must be present at the annual convention to be elected by the House of Delegates.
- (b) The election shall be by ballot or scantron. A majority-vote shall elect. A tie vote shall be decided first by a revote and, if necessary, by a previously chosen form of tie breaking (ie. Rolling the dice, flipping a coin).
- (c) Write- in candidates are not allowed during voting. All students interested in filling a position for office must be nominated for a position and fill out the interest form to be pre-screened for eligibility prior to voting.

ARTICLE VII ANNUAL MEETINGS

SECTION 7.01 PURPOSE

- (a) The annual meeting of the MNSA shall be held at such time and place as determined by the Board of Directors.
- (b) The annual meeting shall be for the purpose of holding an election, receiving reports, and conducting such other business as may properly come before the House of Delegates.
- (c) Notice of the meeting shall be sent to the President of each constituent association and other members of the voting body at least 30 days prior to the meeting.

SECTION 7.02 HOUSE OF DELEGATES

- (a) The House of Delegates shall be the governing and voting body of the MNSA and shall be composed of delegates from the constituent associations and members of the Board of Directors.
- (b) The business of the annual meeting shall be conducted by the House of Delegates.

SECTION 7.03 DELEGATE REPRESENTATION

- (a) The voting body at the annual meetings of the MNSA shall consist of the elected state officers and accredited delegates.
- (b) Each constituent school chapter shall be entitled to delegates according to the number of members in good standing in MNSA. Delegates shall be computed on the basis of one (1) delegate per ten (10) members, as evidenced by the annual dues received by NSNA forty five (45) days prior to the first day of the annual MNSA meeting.
- (c) Alternate delegates shall be computed on the basis of one alternate for the first ten (10) members, and one (1) alternate each twenty (20) members thereafter, as evidenced by the annual dues received by NSNA forty five (45) days prior to the first day of the annual MNSA meeting.
 - (i) All alternates shall have the same privileges as an elected delegate when seated in the house.

SECTION 7.04 VOTING AND MOTIONS

- (a) The privilege of making motions and voting shall be limited to the voting body. Section 7.03 (a).
- (b) A voting member shall have one (1) vote in any election or on any question. This vote must be exercised in person by the delegate or alternate.
 - (i) In the absence of a delegate or their alternate, a privilege of making motions and/or voting may not be assigned to, or exercised by, any other delegate or individual by means of a proxy or other written or oral assignments.

SECTION 7.05 ATTENDANCE

- (a) All meetings of the MNSA shall be open unless voted otherwise by the House of Delegates.
- (b) Student members, other than voting delegates, may attend the annual meeting but shall not be seated with the delegate body, and may speak three times on each issue before the House of Delegates.

SECTION 7.06 QUORUM

- (a) The quorum at annual meetings of the MNSA shall consist of at least one representative from one-third (1/3) of the constituent associations, and at least four (4) voting members of the Board of Directors, including the President, First Vice-President, or the Second Vice-President.
- (b) The quorum of annual meetings of the MNSA will also be 51% of the registered delegates and presided over by the President, First Vice-President, or Second Vice-President.
- (c) Quorum must be present for business and voting to be conducted. For passing motions, a majority is consisting of fifty one (51) % of the votes in Delegate Hall.

SECTION 7.07 SPECIAL MEETINGS

- (a) A special meeting may be called by the Board of Directors, and shall be called by the President upon written request of one-third (1/3) or more of the constituent associations. Notice of time, place, and purpose of the meeting shall be sent to all constituent associations not less than five (5) days prior to the meeting.
- (b) The voting body shall be the same, whenever possible, as that of the annual convention. Other members may attend and shall have only the privilege to speak once to each issue.
- (c) The quorum shall be 1/3 of the constituent associations and at least four members of the Board of Directors, including the President, First Vice-President, or the Second Vice President.

SECTION 7.08 SPECIAL EVENTS

Special events shall be held at a time and place as determined by the Board of Directors. These events may include, but not be limited to: Council of Student Leaders (COSL), Mid-Year conference, Community Health events, Leadership Retreats, and Faculty Advisor Workshop.

ARTICLE VIII BOARD OF DIRECTORS

SECTION 8.01 MEMBERS

- (a) The Board of Directors shall consist of the elected officers, directors, and chapter Presidents.
- (b) The consultants shall serve as ex-officio members without a vote.

SECTION 8.02 POWERS

- (a) All the powers of the MNSA are vested in and shall be exercised by the Board of Directors during the interim between meetings of the association.
- (b) The board shall not nullify or modify any action taken by the House of Delegates in the annual meeting and subject to the provisions of these bylaws.

SECTION 8.03 LIABILITY

The Board of Directors shall not be responsible for any contract, claim, or obligation of any kind incurred, or for any position taken by any officer or member or constituent unless the same was duly authorized in writing by the Board of Directors.

SECTION 8.04 MANAGEMENT DUTIES

Management by the Board of Directors shall include the following duties:

- (a) Review and approve the terms of official relationships established with other organizations singly or in coalition.
- (b) Approve any commitment in the form of action, statement of policy or position, or financial obligations involved in MNSA relationships with other organizations.
- (c) Approve the budget and provide the annual audit of accounts at the close of the fiscal year, to be submitted to the House of Delegates.
- (d) Have the power to fill vacancies for the unexpired term unless, otherwise specified in these bylaws.
- (e) Have the power by 2/3 vote to declare an office vacant.
- (f) In case of emergency, votes by referendum may be taken by the Board of Directors, provided the material is sent in the same words to each member.
- (g) The Board of Directors shall, with assistance of the Treasurer, appoint an individual to serve as Resident Agent of the Corporation whose term of office shall continue until his or her replacement is elected. It is recommended this individual be chosen from current sitting advisors.

SECTION 8.05 MONTHLY MEETINGS

- (a) Regular meetings of the Board of Directors shall be held immediately before and after the annual meeting, and at such other times deemed necessary by a majority of the Board. The President shall determine the date and place of meetings.
- (b) The quorum of monthly meetings of the MNSA shall be 51% of the voting members of the Board (excluding the chapter Presidents), and presided over by the President, First Vice-President, or Second Vice-President.
 - (i) Quorum must be present for business and voting to be conducted.
 - (ii) For passing motions, a majority is considered to be 2/3 of the present voting Board Members of the positions filled.

SECTION 8.06 EXECUTIVE COMMITTEE

- (a) There shall be an Executive Committee of the Board of Directors composed of the President, First Vice-President, Second Vice President, Treasurer, and Secretary.
- (b) This committee shall have the power to transact business only of an emergency nature, which cannot wait until the next scheduled meeting of the Board of Directors.

- (c) The Executive Committee may conduct such emergency business by telephone and email.
- (d) All transactions of this committee shall be reported in full at the next scheduled meeting of the Board of Directors.
- (e) The President shall be the chairperson of this committee and will be the tie breaking vote if a tie should occur within the Executive Committee.

ARTICLE IX CONSULTANTS

SECTION 9.01 APPOINTMENT

- (a) There shall be a minimum of two consultant positions.
- (b) One consultant shall be a Nursing Faculty Advisor who is in support of MNSA.
- (c) No more than two consultants shall be a graduate nurse or a graduating senior who was a member of the MNSA the previous year with experience on the State Board of Directors or a state committee, and shall be appointed at the transition meeting of the MNSA.
- (d) Additional consultants may be appointed at the discretion of the MNSA Board of Directors.

SECTION 9.02 DUTIES

- (a) Serve as a resource person consulting with the Board of Directors and members of the MNSA.
- (b) Attend MNSA meetings in person or via teleconference.

ARTICLE X COMMITTEES

The Board of Directors, at its discretion, shall establish committees deemed necessary to carry on the work of the association and determine the functions, terms, and membership of the committees. A quorum for committee meetings shall be a majority of the members.

ARTICLE XI OFFICIAL PUBLICATION

Nurse Talk shall be the official publication of the Association, and shall be distributed to members as one of the benefits of membership.

ARTICLE XII PARLIAMENTARY AUTHORITY

All meetings of the Association shall be conducted according to parliamentary law as set forth in Robert's Rules of Order Newly Revised where the rules apply and are not in conflict with these bylaws.

ARTICLE XIII AMENDMENTS

SECTION 13.01 VOTING

- (a) These bylaws may be amended at the annual meeting by a 2/3 vote of those present and voting provided that notice of the proposed amendments has been made available to the Presidents of the constituent associations at least 4 weeks prior to the meeting.
- (b) These bylaws may be amended at the annual meeting by 99% vote of those present and voting, provided previous notice shall have been given at an earlier meeting of the same session.

SECTION 13.02 PROPOSALS

- (a) Proposed amendments to the MNSA bylaws shall be submitted in writing, carrying the proponent's signature, to the Board of Directors for review at least 8 weeks prior to the annual meeting.
- (b) Proposed amendments may be submitted only by the Board of Directors, MNSA Bylaws Committee, or a constituent association.

SECTION 13.03 ADOPTION

- (a) Any amendments to the areas of conformity within the bylaws of the MNSA and/or NSNA which are adopted at the annual meeting which and directly relate to the business of constituent associations shall immediately be in effect.
- (b) It is the responsibility of the constituent associations to amend the constituent association's bylaws and incorporate any changes to the areas of conformity.