

National Student Nurses' Association[®]

Guidelines for Planning

2012-2013

Shared Governance: Bylaws, Policies and Procedures



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Key Terms

- **Bylaws** - Basic rules governing the internal affairs of the organization.
- **Constituent association** - A school or state association that has met the requirements for constituency in NSNA - state approved associate degree, diploma, baccalaureate and generic masters and doctoral programs are eligible for NSNA Constituency Status.
- **Corporate charter** (Articles of Incorporation) - Legal document containing the name, purpose, officers and any other information required by the state in which the organization is incorporated.
- **Main motion** - A proposal that brings a particular subject before the assembly for consideration and action.
- **Policy** - A definite course of action or position adopted by a board of directors, House of Delegates, or any other authorized voting body.
- **Procedure** - Set method of conducting and managing business.
- **Quorum** - the minimum number of officers and members of a constituted body that must be present for the valid transaction of business.
- **Resolution** - A main motion put in writing on a subject of great importance expressed in formal wording.
- **Shared Governance** – Decision making through the democratic process.

Introduction

Starting or strengthening an NSNA chapter is a rewarding experience that provides opportunities to develop and practice organizational skills and learn about shared governance. By carefully reading the information that follows, much time can be saved. A lot can be accomplished when time is used wisely! As you read the following information, make a list of your questions. If you are unable to find the answers to your questions or need to talk through your plan of action, contact NSNA headquarters for assistance.

The purpose of this booklet is to provide nursing school student leaders with guidelines and models for preparing policies, procedures, and bylaws. This booklet also includes agendas and scripts for initiating a school constituent (chapter) of NSNA.

Don't forget September is Bylaws Check month! Just as our bodies require periodic health assessments, so do your organization's bylaws. Specific areas you will want to look at are the required areas of conformity to NSNA Bylaws (see 2013 Application for Constituency Status in *Getting the Pieces to Fit*), your current position descriptions and any areas that may be out of date in your chapter's Bylaws. Check the NSNA website under Program Activities/ Bylaws & Policies for more information and updates.

Policies, Procedures, and Bylaws

A policy is a tool to regulate or direct an action. Policies are formed from decisions taken by the governing authority of the organization or the administration. Bylaws are standing rules. Bylaws govern the regulation of an organization's internal affairs and are adopted and maintained by the association (Jacobs, 2007). Both policies and bylaws are important to student organizations because they provide a method to operate consistently from year to year. This is particularly important in a student organization which changes leadership annually.

Policies are guiding principles; procedures are working methods (ASAE, 1987). Policies reflect the thinking of an organization's leaders in matters of importance to an association, both internally and externally. Internal policies

guide decisions related to the organizational mission, its purposes and structure. External policies reflect the association's thinking and philosophy and relate to positions on various issues facing the association which can affect the membership, the profession, and the population served by nurses. Some basic internal policies set forth in the association's bylaws may include:

- Membership eligibility, dues, and categories.

One of the oldest and most respected guides for the development and maintenance of bylaws is *Robert's Rules of Order Newly Revised*. This excellent reference contains a wealth of information on all aspects of bylaws and policies. NSNA encourages all school constituents to have at least one copy of Robert's available during meetings as a reference tool.

Policy Development

The development of policies in school associations is related to the needs of the particular organization. Policies are often developed in response to internal and external events that call for an "official" response or position to be taken by the association. Policies may be adopted by the board of directors, the executive committee (to be ratified by the full board at the next meeting), and by the voting body (voting membership in a school association or assembly of voting members at the state level).

Policies start out as main motions or resolutions, are seconded, and then opened for discussion. Following discussion, a vote is taken and the motion or resolution either passes or fails. Majority vote is normally required for passage unless other provisions have been made. Once the motion or resolution is adopted, it becomes the position of the association until another motion or resolution changes or negates it. There are very specific rules regarding motions and resolutions which can be found in *Robert's Rules of Order Newly Revised*.

Examples of Policies

An example of a policy at the school level might be the passage of a main motion by the voting body to support the activities of a specific community organization that helps homeless people. The motion might read:

It is moved and seconded to provide volunteer assistance to the Metropolitan Homeless Shelter during the upcoming academic year.

The terms of this motion are clear: the time frame does not bind the next board to support the program and the motion is very specific about the organization it will support. Note that the motion does not commit financial resources. However; it does call for volunteer assistance. To implement this motion, the board of directors will need to designate a committee (preferably one that is already in existence such as the community health projects committee) to coordinate volunteer participation. The president will notify the Metropolitan Homeless Shelter of the position and establish a liaison relationship with the Shelter to coordinate volunteer participation.

It is important to point out that school associations should focus their policy decisions on local activities rather than on national or state activities. For example, it would be senseless for a school chapter to take a position to support a New York City homeless shelter when the chapter is in Los Angeles, California unless it has the resources to support the travel and maintenance of its volunteers to participate. Generally, school policies relate to the nursing program or to the college or university, and to local community affairs.

NSNA constituents and members can bring forth motions and resolutions to both their state association and to the national association. Information about bringing resolutions to the annual NSNA House of Delegates can be found in *Getting the Pieces to Fit* and the *Resolutions Guidelines Booklet* (available from NSNA or from www.nсна.org; click on Publications). Check with your state association regarding the procedure for bringing resolutions to the state's annual meeting. States have their own set of procedures and guidelines, many of which appear in the state's bylaws or policy manual.

Policy development on the level of the school board of directors might take the shape of managing internal operations such as developing a policy that all board members must have written reports for presentation at each meeting. Since members at the school level meet frequently, it is generally accepted procedure to have members more involved in the decision-making of the organizations.

Examples of Procedures:

- The secretary shall distribute copies of minutes along with the agenda for the upcoming meeting to all board members at least 5 days prior to the next meeting.
- After approval, the secretary shall file one original co-signed copy of the minutes in the association's files. All reports including financial reports will be attached to the minutes and emailed to nsna@nsna.org.
- To be considered for reimbursement, all requests must be received in writing with receipts attached at least 3 days prior to the board meeting.
- Following approval of the expenditure, disbursement checks will be signed by both the treasurer and the president or the vice president.

The list can go on and on. Generally, procedures are developed by each officer or committee and presented to the board for approval. Once a procedure is in place, it remains in place until a new procedure is adopted to replace it. Proposals for procedures should be in the form of a main motion. Procedures should be short and to the point, easy to implement, and should be reasonable and fair. It is prudent to review procedures periodically and to update them as necessary.

When developing procedures, consider the following:

- Who is involved in implementing the procedure?
- Should there be a time frame built into the procedure?
- How will the procedure be communicated to those involved in its implementation?
- Has it been tried in the past and has it worked?
- How do like organizations manage this particular matter?
- Will the procedure be a burden and will it obstruct efficient management of the association?

Starting a Chapter

The sections that follow provide sample agendas and scripts for the first two organizational meetings. See page 11 for links to sample Model Bylaws for School Chapters and State Associations. The model bylaws are merely guidelines and should not be considered dictates from NSNA. The areas of conformity to NSNA bylaws for school and state associations can be found on the 2013 Official Application for NSNA Constituency Status (located in the 2012-2013 *Getting the Pieces to Fit* (available on www.nсна.org click on Publications). The areas of conformity are **in bold typeface** within the sample Model Bylaw documents.

See page 11 within this *Guidelines* booklet provides a sample agenda that can be adapted for chapter board meetings and contains helpful pointers to the Chairperson for planning and implementing board meetings that work. Shared governance is an important aspect of professional nursing and nursing students are encouraged to learn and practice this process of democratic decision-making. In the twenty-first century, shared governance will be relied upon in work settings for involvement of employees in decision making about patient care as well as employee and institutional policy. Students who have at least a working knowledge of the principles of shared governance will have a career advantage over those who do not. Leadership experiences in NSNA will enhance the success of graduate nurses in professional organizations such as the American Nurses Association. Take the challenge and get involved in your student association now!

Remember that Official NSNA constituents are eligible for delegate representation in the annual House of Delegates; awards and prizes in the various contests sponsored by NSNA and leadership opportunities. School constituents are encouraged to participate in state association activities and leadership opportunities. School association involvement can lead to increased involvement at the state and national levels. One of NSNA's goals is to develop leaders. NSNA provides opportunities to practice leadership in a safe environment where students can try out different leadership styles, learn how to work together on projects, and interface with faculty on another level.

Once your chapter is up and running, it is essential to plan interesting activities that involve as many members as possible. Community Health projects, Disaster Preparedness projects, Legislation /Education and voter registration activities, fundraising events, Breakthrough to Nursing (student recruitment into the profession), and Membership Recruitment activities, etc. can stimulate member interest and involvement. NSNA has guidelines for planning and implementing these activities. Please see the entire Guidelines publications list in *Getting the Pieces to Fit* for titles and links to more information on the NSNA website under Publications/Guidelines for Planning.

Please feel free to contact NSNA with questions or for guidance. Starting a school chapter is an exciting experience and you will feel a wonderful sense of accomplishment. It will give you self-confidence to go on to greater heights as you advance in your professional career.

Preparation for the first organizational meeting

A core group of leaders (members and nonmembers) from all class levels should:

- Meet to determine a suitable date, time and place for the first and possible the second organizational meeting.
- Decide:
 - who will open the meeting.
 - who will be nominated as chair pro tem. (A person will run the meeting until an official president is elected.)
 - who will be nominated as secretary pro tem. (A person who will act as secretary until an official secretary is elected.)
 - who will introduce the resolution to form the association and who will second it.
 - who will serve as monitors. -who will make a motion to form the bylaws committee and who will second the motion.
 - all motions should be in writing and include who moved and who seconded the motion.

The secretary pro tem should circulate an attendance list of those present. This should be attached to the minutes. The minutes should reflect the following:

- Date, time and place of meeting.

- Who was in attendance (indicate membership status).
- All motions/resolutions and the voting results.
- A synopsis of discussion for each order of business.

Agenda: First Organizational Meeting

1. Call to order
2. Election of chair pro tem
3. Election of secretary pro tem
4. Resolution to form an association
5. Formation of Bylaws Committee
6. Date, time for next meeting
7. Drafting and distributing proposed bylaws
8. Any other business
9. Adjournment

Script: First Organizational Meeting

Please refer to *Robert's Rules of Order Newly Revised* for additional guidance.

Opening the meeting:

This meeting is now called to order. This meeting has been called because several students who are members of the National Student Nurses' Association and are interested in formalizing a nursing student association in (name of school). To become an official constituent of the National Student Nurses' Association, there must be at least 10 members in the school and submission of the Official Application for NSNA Constituency Status according to NSNA's policies.

This meeting is an organization meeting for a permanent society. Therefore, it is now in order to select a chair pro tem. I recommend that (name of student), the president of the (name of school) Nursing Student Association, serve in this position. If there are any objections or if you wish to nominate another person, please come forth now.

(Wait to see if there is a response. If someone else is nominated, you will need to have an election by show of hands.)

Hearing no objection, I will now turn the chair over to _____. (_____ takes the podium.)

Thank you. The next order of business is to appoint a secretary pro tem to record the proceedings of this meeting. I ask the concurrence of the body to have (name of student) serve as secretary pro tem. If there are any objections or you wish to nominate another person, please come forth at this time.

(Wait to see if there is a response. If someone else is nominated, you will need to have an election by show of hands.)

Hearing no objection, I declare that (name of student) will serve as secretary pro tem to record the minutes of this meeting.

The next order of business is a resolution to form this association. (Someone should be prepared to make the resolution. If not, you can read the statement and ask if a member of the assembly would come forward and move the adoption of the concept.)

Madam chair, I am _____ from (school) _____ and I am a member of the National Student Nurses Association. "The nursing students of (Name of school) have had an informal organization over the years with members in the National Student Nurses Association and the (state) Nursing Students Association. However, a formalized structure for the (name of school) nursing students associated has not existed. There are presently _____ members in (name of school). As nursing students we recognize the value of professional development and involvement in organized NSNA activities. Therefore, be it resolved that it is the sense of this meeting that the (name of school) Nurses Students Association now be formed."

Chair: Is there a second? (From the audience): Second.

Chair: It has been moved and seconded that the (name of school) Nursing Students Association be formed. It should be noted that if this resolution passes, it is only a declaration of intention; its adoption does not bring the organization into being, which is accomplished by the adoption of bylaws.

Chair: Is there any discussion on the resolution? (people may ask questions or make comments.)

Chair: Are you ready for a vote? (Get sense of audience.) All those in favor of forming the (name of school) Nursing Students Association please stand; those opposed, please stand, the resolution passes (or fails).

(Now, someone should make the following motion): I am _____. I move that a bylaws committee be formed, composed of two representatives from each nursing class (i.e., freshman, sophomore, junior and senior classes) in (name of school) and that this committee be appointed by the chair pro tem.

Chair: Is there a second? (someone seconds.)

Chair: It has been moved and seconded that a bylaws committee be formed with two representatives from each nursing class at (name of school) and that the chairs appoint this committee. Is there any discussion? (Discussion ensues.) (After discussion): Are you ready for a vote? All those in favor of the motion to form a bylaws committee with two representatives from each nursing class at (name of school) and that the chair appoints the committee please say aye. All those opposed say no. (If this gets voted down, entertain another motion and repeat procedure until a method for forming a bylaws committee is passed.)

Chair: The next order of business is to set the next meeting date, time and place at which the report of the bylaws committee will be presented. (This might take some discussion. If there can be no agreement, a motion can be introduced that "when the meeting adjourns it adjourn to meet at the call of the chair.")

Chair: The next order of business is to discuss the process for drafting and distributing the proposed bylaws. (A suggestion might be: "I am _____ from _____ and I move that the bylaws committee post the proposed bylaws for the (name of school) on bulletin boards with the call to meeting. The proposed bylaws should be posted at least two weeks prior to the meeting so that there is time to share them for input with all school classes.")

Chair: Is there a second? It has been moved and seconded that the bylaws committee post copies of the proposed bylaws for the (name of school) on all bulletin boards with the call to meeting at least 2 weeks prior to the meeting. Any discussion? Are you ready for a vote? All in favor...All opposed...

Action: Carried. The chair asks those students interested in representing their classes on the bylaws committee please come forward immediately upon adjournment of this meeting. (At this point, the chair might consider asking the group to openly discuss some aims and purposes for the association so that the bylaws committee has some direction.)

Agenda: Second Organizational Meeting

President: Chair pro tem

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| 1. Call to Order | Chair pro tem |
| 2. Roll Call | Secretary pro tem |
| 3. Approval of Minutes | Secretary pro tem |
| 4. Report of the Bylaws Committee and Adoption of Bylaws | Chair, Bylaws Committee |
| 5. Recess to enroll members | Chair pro tem |
| 6. Reconvene | Chair pro tem |
| 7. Roll Call | Secretary pro tem |
| 8. Nominations for Office | Chair pro tem |
| 9. Appointment of tellers | Chair pro tem |
| 10. Recess for voting | Chair pro tem |
| 11. Reconvene | Chair pro tem |
| 12. Report of the tellers | Chairperson of tellers |
| 13. Installation of officers | Chair pro tem |
| 14. Appointment of Consultants or Advisors | Newly Elected President |
| 15. Any other business | Newly Elected President |
| 16. Date, time and place of next meeting | Newly Elected President |
| 17. Announcements | Newly Elected President |
| 18. Adjournment | Newly Elected President |

Script: Second Organizational Meeting

Call to Order: CHAIR PRO TEM: The meeting is now called to order.

Introduction: CHAIR PRO TEM: I am (), chair pro tem of the () Nursing Student's Association. The primary purpose of today's meeting is to formalize the organization by adopting bylaws and holding elections for the board of directors. At this time, you do not need to be a member of the National Student Nurses' Association to vote on the proposed bylaws. However, once the bylaws are passed, you must be a member to vote on any additional business of this organization. We will take a recess after the bylaws are adopted so that those of you who are not members can join. All those who are now or who become members today are considered charter members of this association. Membership forms are available from the monitors. Now, let us begin on this historic journey to formalize our association.

Roll Call: CHAIR PRO TEM: I now call upon (), secretary pro tem, to call the roll.

SECRETARY PRO TEM: (call roll--be certain all names are recorded. Have attendees sign attendance list.)

Minutes: CHAIR PRO TEM: The next business in order is the reading and approval of the minutes of the first organizational (date) meeting. The minutes have been distributed at this meeting for review. If you did not see a copy, please request one now from a monitor. (pause here if necessary) If there are any additions or deletions please state so now. (pause...the corrections are usually handled by general consent). If there are no corrections, the minutes stand approved (or approved as corrected).

Bylaws: CHAIR PRO TEM: The next business in order is the report of the bylaws committee. I now call upon (), chair of the bylaws committee to give the report.

BYLAWS CHAIR: Madam Chair, the committee appointed to draw up proposed bylaws has agreed upon the following draft and has directed me to move its adoption. Madam chair, on behalf of the committee, I move the adoption of the bylaws. No second is necessary because this is coming from a committee.

CHAIR PRO TEM: The question before you is on adoption of the bylaws as proposed by the committee. The committee chair will now read the proposed bylaws, one article or section at a time. After each article or section is read, it will be open to debate and amendment. When amendment of one article or section is completed, the next one will be read and considered. No section or article will be adopted until all have been opened to amendment. (Each article or section is then read separately, each is carefully explained by the chair of the bylaws committee, as described above. After the last one has been completed, the chair pro tem gives the voting body an opportunity to insert additional paragraphs or sections and to correct any inconsistency or oversight that may have arisen during the process of amendment, as follows):

CHAIR PRO TEM: The entire set of bylaws is now open to amendment. Are there any further amendments? (When there are no further amendments, the question is put on adopting the bylaws in its entirety.)

CHAIR PRO TEM: The question is on the adoption of the bylaws as amended. As many as are in favor of adopting the bylaws, say aye...Those opposed say nay...(in case of doubt, the chair should call for a rising vote and if necessary, direct that a count be made; or a member can call for a division. Approval requires only a majority vote to pass. The bylaws take effect immediately upon their adoption. A negative vote on their adoption can be reconsidered, but not an affirmative one.)

Recess: CHAIR PRO TEM: We will now recess to sign-up members. We will reconvene in () minutes. (After adoption of the bylaws, only those who join the association are entitled to vote in further proceedings. At this point, therefore, it is necessary to determine who members are. Have membership forms available for people to sign up on the spot. Also, have a sheet for members to sign up as charter members. The secretary should record and give receipts for payment from members until the treasurer is elected and takes office.)

Reconvene: CHAIR PRO TEM: The chair now calls upon the secretary pro tem for the reading of the roll of members.

SECRETARY PRO TEM: Roll call. (Note that the bylaws that were just adopted will guide the organization, i.e., for quorum.)

Quorum: CHAIR PRO TEM: Quorum is declared.

Nominations: CHAIR PRO TEM: The business in order is the nomination and election of the permanent officers as prescribed in the bylaws. (Go to the bylaws for guidance...here's a sample of how it can go depending on the title of the officers.)

Nominations are now in order. Individuals wishing to run for office must meet the eligibility requirements as set forth in the bylaws. Nominations do not need a second. Are there nominations for the office of president? (Have someone write down the nominations on a blackboard. The person making the nomination should state their name and school--I am (), a student at () and a member of the NSNA® and the (state). I nominate () from () for the office of () he/she has agreed to serve if elected.)

Then state: Are there any other nominations for the office of ()?

(When there are no more nominations for that office, go to the next office until all offices are mentioned). At the end state: Are there any other nominations for any offices? Once there are no other nominations states: Hearing none, the chair declares that nominations are closed.

Elections: (You will now need to appoint a committee of tellers to conduct the voting. If possible, you should have a written ballot. This may be possible if the facilities you are using permits typing and reproduction of the ballots. If not, you can take a standing count of those members present and voting. A representative from the tellers committee gives the report of the elections. This should also be in writing for the record. After the report, the chair announces those elected.)

CHAIR PRO TEM: The chair declares the following persons elected (read position/person from tellers report). The newly elected president will now take over the chair.

Other business. (If there is any other business to come before the group, it can be done now. If not, the president will call for announcements).

Announcements: PRESIDENT: Are there any announcements? (Allow announcements to be made).

Next meeting: PRESIDENT: State date, time and place of the membership meeting if known or decided at this point.

Adjournment: PRESIDENT: The chair declares the second organizational meeting of the () Nursing Students Association adjourned.

The newly elected board of directors should have its first meeting and begin to make plans for the organization's activities and programs. Several NSNA publications contain information about many of NSNA's activities and projects that can be conducted at the state and school level. Please refer to publications listed in "*Getting the Pieces to Fit.*"

Sample Board Meetings Agenda

1. Call to order (president or chairperson)
2. Roll call (recording secretary) president declares quorum
3. Reading and approval of minutes (recording secretary) move to accept ,and when approved have minutes counter-signed
4. Report of the treasurer and review of the financial statements (move to accept)

5. Reports (from officers, directors, and standing committees)
6. Reports of special committees (i.e., ad hoc committees)
7. Unfinished business
8. New business
9. Date, time, and place for next meeting
10. Announcements
11. Adjournment

Meetings That Work – Guide for the Chairperson

1. Carefully plan agenda and seek input from committee/board members. Plan the agenda so that items that can be expedited are on the beginning of the agenda and items that will generate a lot of discussions are at the end.
2. Set meeting dates well in advance. Send agenda out along with call to meeting; also include minutes, reports, and other documents for review prior to the meeting.
3. Utilize the committees to investigate substantive issues and bring reports and recommendations to the board.
4. Start and end on time.
5. Review agenda at beginning of meeting and use simplified parliamentary procedure to conduct the meeting.
6. Chair should understand the role of facilitator: Keep the meeting moving and guide discussion. Vote only to break a tie.
7. Set time parameters on the meeting and limit time to debate questions before the body. If an issue generates a great deal of discussion, it needs further investigation and should be referred to the appropriate committee to recommend action.
8. Encourage input from all members -- discourage domination. Track the group's meeting patterns and be prepared to head off and redirect inappropriate or ineffective behavior. Reinforce positive, productive behavior.
9. Make motions before opening issues up to discussion. When the board seems split on an issue, take a straw vote (unofficial vote). If the board is divided on the issue, the board may wish to refer the issue to committee to report recommendations back to the board at the next meeting.
10. Meeting fatigue is common as a long meeting is brought to a close. Socializing and jocular conversation may signal meeting overload. When a group reaches this point, matters may not be given the proper attention they deserve. The chair may wish to recommend that important unfinished business be referred to a committee or placed under unfinished business on the next agenda. Try to complete the business and adjourn the meeting. In this way, those who need to leave can do so and others can stay to socialize. Provide social opportunities apart from the meeting (i.e. at a board dinner or reception). Before the meeting or during a break, have everyone share their favorite book, movie, actor/actress, etc. This makes a great ice breaker.
11. Learn and master the art of delegation.
12. Learn and master the art of conflict resolution.

Policies, Procedures & Bylaws Links and References

To see Frequently Asked Questions (FAQ) on Shared Governance visit <http://bit.ly/Qg6FSD>

For Links to samples of Model Bylaws for School Chapters and Model Bylaws to State Associations visit bitly.com/aTbHUX.

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