

Michigan Nursing Students Association

BYLAWS



Approved February 2nd, 2013

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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.**

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. **THE PURPOSE AND MISSION OF THE MNSA**

Section 2.01 **Purpose**

- (a) The MNSA will be the primary organization fostering the personal and professional development of nursing students in the state of Michigan.

Section 2.02 **Mission**

- (a) 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 III. **MEMBERSHIP**

Section 3.01 **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) Payment of national and state dues is a prerequisite for active membership.*
- (iv) Active members shall have all the privileges of membership.*

(b) Associate members:

- (i) Pre-nursing students and registered nurses 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.*
- (ii) Payment of national and state dues is a prerequisite for associate membership.*
- (iii) Associate members shall have all of the privileges of membership except the right to hold an executive office at state or national level.*

(c) Individual members:

- (i) Individual membership shall be open at the state and national level to any eligible student when membership in a constituent association is not available.*
- (ii) Individual members shall have the privileges of membership as described in Article III, Section 3.01, a, iv, and b, iii.*

Section 3.02 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 3.03 Length of Membership

- (a) Active and associate membership through MNSA and NSNA may be extended six months beyond completion of a student's program in nursing.**
- (b) Sustaining membership shall be renewed annually.**

Section 3.04 Dues

(a) Member dues.

- (i) NSNA and MNSA dues shall be payable directly to NSNA.*
 - (ii) The NSNA shall remit to MNSA the dues received on behalf of the constituent.*
 - (iii) The annual dues of the MNSA shall be payable for the appropriate dues year.*
- 1) The dues year shall be a period of twelve (12) consecutive months.

- 2) The MNSA annual dues shall be determined by a three-fourths (3/4) vote of the MNSA Board of Directors.

(b) Any member who fails to pay current dues shall forfeit all the privileges of membership.

Article IV. CONSTITUENT ASSOCIATIONS

Section 4.01 Constituency

Any school chapter may be recognized as a constituent of the MNSA upon request and by majority vote of this association, provided they have met the following criteria:

- (a) The chapter consists of a minimum of ten (10) members, or the total school enrollment if less than ten (10). The dues of these members have been remitted to NSNA.**
- (b) Any school chapter whose membership is composed of active or associate NSNA members and has submitted the Official Application for NSNA Constituency Status, hereinafter referred to as 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.**
 - (i) The application must be submitted annually and can be submitted before or at the NSNA Annual Convention site during the delegate credentialing process.*
 - (ii) For those schools unable to send representatives to the NSNA Annual House of Delegates meeting, the application may be sent to the NSNA on a date postmarked no later than ten (10) working days after the close of the House of Delegates meeting of the same year.*
- (c) There shall be only one chapter in each school.**
 - (i) Two schools, each lacking the minimum requirement of ten members, may combine their membership to form a constituency.*
- (d) Officers of constituent schools must be members of the MNSA and the NSNA.**
- (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 an organization 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.**

Section 4.02 Removal

- (a) 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.**
- (b) An association whose constituency has been revoked may regain constituency upon request and by majority vote of this association, provided they have met the following criteria:**
 - (i) Fulfillment of requirements described in Article IV, Section 4.01, a, b, c, and d.*
 - (ii) 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.*

Section 4.03 MNSA Liability

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.

Section 4.04 SNA Liability

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.

Article V. OFFICERS AND DIRECTORS

Section 5.01 Positions

- (a) The officers of the MNSA shall be the president, first vice-president, second vice-president, treasurer, and secretary.**

- (b) The directors of the MNSA shall be an Advertising Director, Communications Editor, Community Health Director, Image and Breakthrough to Nursing Director, Membership Director, Newsletter Editor, Nominations and Elections Director, and a Standing Cabinet.**

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.***

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 Officers and Directors

- (a) The President shall:**
 - (i) Serve as the principle officer of the MNSA and preside at all meetings of the MNSA, the Board of Directors, and the Executive Committee.***
 - (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 the approval of 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) 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) Serve as Chairperson for the Committee on Bylaws, Policy, Resolutions, and Legislation, and be responsible for review and recommendations for changes in the bylaws and policies.

(iii) Serve as resource person to local chapters of the MNSA by providing information on bylaws, resolutions, legislative affairs, and issues.

(iv) Distribute the revised state bylaws to each MNSA constituent school 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.

(vi) Compile the Delegate Handbook for the annual convention.

(vii) Represent the MNSA as a Delegate at the annual meeting of the NSNA. 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) Serve as Chairperson of the Committee on Convention.

(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 regular intervals.*
 - (vi) Shall be bonded for legal purposes.*
 - (vii) Serve as Co-Chairperson with the Advertising Director for the Committee on Fundraising.*
 - (viii) Perform all other duties pertaining to the office.*
- (e) The Secretary shall:**
- (i) Record the minutes of all meetings of this association, including, but not limited to, the meetings of the MNSA Board of Directors.*
 - (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) Perform all other duties pertaining to the office.*
- (f) The Advertising Director shall:**
- (i) Gather advertisements for the newsletter, website, and MNSA events.*
 - (ii) Network, communicate, and recruit exhibitors to attend all MNSA events.*
 - (iii) Design and create exhibitor prospectus which includes all advertisement offers and packages.*
 - (iv) Design and create the MNSA events brochure.*
 - (v) Serve as co-Chairperson with the Treasurer for the Committee on Fundraising.*
 - (vi) Perform all other duties pertaining to the office.*

(g) The Communications Editor shall:

- (i) Maintain and update the MNSA website and social networking sites monthly, as well as sending out monthly e-blasts.*
- (ii) Serve as the primary editor of the website, sharing all access information with the president.*
- (iii) Perform all other duties pertaining to the office.*

(h) The Community Health Director shall:

- (i) Serve as a resource to local chapters of the MNSA to provide information on workshops, health fairs, screening clinics, and other community health related projects.*
- (ii) Encourage local constituent involvement in the current community health project of the MNSA.*
- (iii) Correspond and serve as a contact to community agencies in order to assist them in dissemination of important health related information to student nurses and the public.*
- (iv) Become informed about current events related to community health via news media and appropriate newsletters, and provide information to the Board of Directors regarding these events.*
- (v) Plan the MNSA annual community health project for the following year with the approval of the Board of Directors.*
- (vi) Serve as co-Chairperson with the Image and Breakthrough to Nursing Director for the Committee on Image of Nursing.*
- (vii) Perform all other duties pertaining to the office.*

(i) The Image and Breakthrough to Nursing Director shall:

- (i) Serve as co-Chairperson with the Community Health Director for the Committee on Image of Nursing.*
- (ii) Work to develop and establish Image and Breakthrough to Nursing Committees on all campuses of the MNSA constituent schools.*
- (iii) Maintain the library of Image and Breakthrough to Nursing articles and other materials including financial aid information, which is appropriate to the state's recruitment needs. Make all of this information available to other board members to relay to contact schools.*

- (iv) Notify the NSNA on the progress of the Image and Breakthrough to Nursing project(s).*
- (v) Respond to the Image of Nursing media and inform other students of the negative or positive depiction of nurses.*
- (vi) Provide content of the Image and Breakthrough to Nursing project at state events and the annual convention.*
- (vii) Encourage diversity in the students choosing nursing as a career.*
- (viii) Perform all other duties pertaining to the office.*
- (j) The Membership Director shall:**
 - (i) Serve as co-chairperson of the Committee on Membership and Nominations with the Nominations and Elections Director.*
 - (ii) Encourage and support the formation of new constituents of the MNSA.*
 - (iii) Serve as a resource person for local recruitment drives of local, state, and national members.*
 - (iv) Prepare and mail information packets to constituent schools as necessary.*
 - (v) Maintain an accurate and current list of the names and addresses of all the MNSA members to be used for correspondence purposes.*
 - (vi) Compute and make local constituents aware of the number of entitled delegates to the annual MNSA convention as described in ARTICLE VI, Section 6.02 of these bylaws.*
 - (vii) Coordinate the mid-year conference of this association.*
 - (viii) Perform all other duties pertaining to the office.*
- (k) The Newsletter Editor shall:**
 - (i) Secure and edit all articles, coordinate layouts and distribution of all designated Nurse Talk issues, as determined by the Board of Directors.*
 - (ii) Mail the appropriate number of each edition of Nurse Talk to NSNA for the National Contest.*
 - (iii) Send updated information to Imprint, a NSNA publication.*
 - (iv) Maintain a historical archive of all previous newsletters.*
 - (v) Perform all other duties pertaining to the office.*
- (l) The Nominations and Elections Director shall:**

- (i) Serve as a co-chairperson of the Committee on Membership and Nominations with the Membership Chairperson.*
 - (ii) Encourage students of local constituents to run for a local, state, or national office.*
 - (iii) Receive names of proposed candidates for MNSA office.*
 - (iv) Prepare and publish a ticket of proposed candidates thirty (30) days prior to the annual convention.*
 - (v) Perform all other duties pertaining to the office.*
- (m) The Standing Cabinet Member(s) shall:**
- (i) Be appointed by the MNSA Board of Directors, in the event that a position on the Board is vacant.*
 - (ii) Assume all responsibilities of the positions as stated in the bylaws upon being appointed.*
 - (iii) Serve as a liaison between chapters in their district and the state board.*
 - (iv) Have no voting power in the MNSA Board of Directors until appointed.*
 - (v) Be reimbursed for cost incurred for their position as deemed appropriate by the board (e.g. mileage).*

Section 5.05 Vacancies

- (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.**
- (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 and shall be effective immediately.**
- (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.**

Section 5.06 Attendance

- (a) Two unexcused absences or three excused absences of an officer or director from meetings during the year shall constitute an approved resignation voted upon with a majority by the Board of Directors.**

- (b) In the event that an officer or director is unable to attend a meeting, a written or verbal explanation for the reason of absence must be given to the Board of Directors who will then decide by a majority vote whether the absence is to be considered excused or unexcused.
- (c) After one unexcused or one excused absence from a Board of Directors meeting, a notification shall be sent to the Board member from the President stating that an additional unexcused absence or two additional excused absences shall constitute an approved resignation with a majority vote by the board of directors.
- (d) The vote to decide whether an officer's absence is excused or unexcused will take place during the meeting of the absence based on the written or verbal explanation of the absence.
- (e) In the event of an absence from a Board of Directors meeting, a written report of the month's activities shall be sent to the President 48 hours prior to the meeting, except in the case of an emergency, at the discretion of the President.

Section 5.07 Office Holding

- (a) Officers of the MNSA shall hold no other office on the national, state, or local level of the MNSA.
 - (i) *Officers 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.*
- (b) Directors of the MNSA shall hold no other office on the national or state level of the MNSA.
 - (i) *Director positions can be held at the state level along with positions on the local level.*
 - (ii) *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.*

Section 5.08 Probation

- (a) By a two-thirds (2/3) majority vote, the Board of Directors may vote to place on probation a board member who fails to fulfill the duties of his/her position as specified in these bylaws.
- (b) The probation period shall last as long as the Board of Directors deems necessary by a two-thirds (2/3) vote, and shall include a written contract between the said board member and the Board of Directors with deadlines and criteria for job performance.

- (c) In the event that the probation period and/or contract is violated, the said board member may be removed from office by a two-thirds (2/3) vote.
- (d) The officer reserves the right to defend his/her actions and to appeal a removal from office.
 - (i) *An appeal must be submitted in writing to the MNSA Board of Directors within two (2) weeks.*
 - (ii) *The appealing officer shall be reinstated by a two-thirds (2/3) vote of the MNSA Board of Directors.*

Section 5.09 MNSA Materials

- (a) All materials, including minutes, correspondences, files, documents, and other materials necessary for the functioning of the MNSA are the property of the MNSA.
- (b) Each board member will retain the MNSA property of his/her position for the duration of his/her term for reference.
- (c) Property of the MNSA may not be disposed of without approval of the Board.
- (d) Property from each officer's position will be transferred to the successor of that position or to the President of the MNSA at the annual meeting.
- (e) Upon voluntary or involuntary resignation of a position, property from that position will be returned to the President of the MNSA within one (1) month after vacating the position.
 - (i) *Failure to return MNSA property will result in said person being charged the current retail value of the property.*

Article VI. NOMINATIONS AND ELECTIONS

Section 6.01 Nominating and Elections Committee

- (a) A Nominating and Elections Committee shall be composed of the co-chairpersons of the Committee on Membership and Nominations as well as other board members selected by the chair of the committee as deemed necessary.
- (b) Members of the Nominating and Elections committee who are nominated as a candidate for office shall resign from the committee prior to accepting the nomination.

Section 6.02 Duties of the Nominating and Elections Committee

- (a) The Nominating and Elections Committee shall receive official applications of proposed candidates submitted by MNSA members. The Committee shall consider the qualifications of these proposed candidates, but shall not be limited or controlled by these nominations.
- (b) The Nominating and Elections Committee shall prepare a ticket with candidates for the offices. The consent of all proposed candidates shall be obtained in writing before placing their names on the ticket.
- (c) A copy of the ticket shall be published at least thirty (30) days prior to the convention. The report of the Nominating and Elections Committee shall be presented on the first day of the annual convention. Further nominations may be made from the floor at this time. Candidates nominated from the floor shall immediately present their written consent to serve.
- (d) Along with the Membership director, the Committee will officially notify each constituent association thirty (30) days prior to the state convention of the number of delegates to which it is entitled and forward such a list to the Secretary.

Section 6.03 Elections

- (a) The candidates for officers and elected consultants must be present at each annual meeting to be elected by the House of Delegates.
- (b) The election shall be by ballot. A plurality vote shall elect. A tie vote shall be decided first by a revote and, if necessary, by casting a lot.

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 Voting Body

- (a) The voting body at the annual meetings of the MNSA shall consist of the elected state officers and accredited delegates.
- (b) Each school 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
- (b) A voting member shall have but 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, insofar as possible, as that of the annual meeting. 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 Council of Student Leaders (COSL)

- (a) The annual meeting of the student leaders shall be held at a time and place as determined by the Board of Directors.
- (b) The annual meeting shall be held for the purpose of receiving mid-year reports and conducting other business as may properly come before the Board of Directors and student leaders. Notice of the meeting shall be sent to the President of each constituent association.

Section 7.09 Faculty Advisor Workshop

- (a) The annual meeting of the faculty advisor workshop shall be held at a time and place as determined by the Board of Directors.
- (b) The annual meeting shall be held for the purpose of conducting business as may properly come before the Board of Directors and faculty advisors.

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, from time to time, appoint an individual to serve as Resident Agent of the Corporation whose term of office shall continue until his or her replacement is elected.

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.

(i) The Executive Committee may conduct such emergency business by telephone.

(c) All transactions of this committee shall be reported in full at the next scheduled meeting of the Board of Directors.

(d) The President shall be the chairperson of this committee and will be the tie breaking vote if a tie should occur.

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.

Article X. **STANDING COMMITTEES**

Section 10.01 Members

Standing Committees shall be composed of members of the MNSA and shall assume such duties as are assigned by the Board of Directors and specified in these bylaws.

Section 10.02 Duties

The Standing Committee shall report to the Board of Directors when requested to do so and shall submit a written report of their activities at the annual meeting as appropriate.

Section 10.03 Committees

There shall be the following Standing Committees, which shall consist of the amount of members deemed necessary and appointed by the chairperson of the respective committees. Appointed members are subject to the approval of the President:

(a) Committee on Bylaws, Policies, Resolutions, and Legislation.

Chaired by the 1st Vice President, this committee is responsible for reviewing MNSA Bylaws, reviewing MNSA policies, reviewing the Strategic Plan, presenting a resolution at MNSA House of Delegates, presenting a resolution a NSNA House of Delegates, keeping up on current legislation on the state and national level, and reporting back to MNSA Board of Directors. This committee also serves as a resource for local chapters on all related matters.

(b) Committee on Convention.

Chaired by the 2nd Vice President, this committee is responsible for planning MNSA Annual Convention.

(c) Committee on Fundraising.

Co-Chaired by the Treasurer and Advertising Director, this committee is responsible for securing funds from outside sources, advertisements in Nurse Talk, and advertisements and sponsors for various functions throughout the year, including MNSA Annual Convention. This committee also serves as resource for local chapters for fundraising activities.

(d) Committee on Image of Nursing.

Co-Chaired by the Community Health Director and the Image & Breakthrough to Nursing Director, this committee is responsible for reviewing submissions for the annual community health project, creating the awards and scholarships package, and reviewing submissions for the awards and scholarships package. This committee also serves as a resource for local chapters on all related matters.

(e) Committee on Membership & Nominations.

Co-Chaired by the Membership Director and the Nominations and Elections Director, this committee is responsible for helping schools to enroll in the total school membership plan, encouraging and facilitating new chapters, encouraging students to join become a member and join MNSA Committees, filling vacancies on the MNSA Board of Directors as they arise, reviewing MNSA Board of Directors applications as they are submitted, and holding elections in the MNSA House of Delegates.

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.

Article XIV. EXPENDITURES

Section 14.01 Expense Forms

All members of the Board of Directors shall be required to submit an expense report to the MNSA Treasurer no later than two months after any Board-approved expenditure.

Section 14.02 Approval

- (a) Each board member's expenditures may be subject to approval by the entire Board of Directors.
- (b) The Board reserves the right to deny reimbursement.