



**Michigan
Nurses
Association**

An Affiliate of National Nurses United

Bylaws

2310 Jolly Oak Rd
Okemos, MI 48864
(517) 349-5640

October 1, 2011

Table of Contents

Bylaws

Article I.	Title, Mission and Functions	2
Article II,	Membership and Dues.....	2
Article III.	MNA Local Bargaining Units.....	3
Article IV.	Trusteeship.....	3
Article V.	Michigan Nurses Association Leadership Council	4
Article VI.	House of Delegates	4
Article VII	Board of Directors.....	5
Article VIII	Congresses	6
Article IX	Committees.....	7
Article X	Representation at National Meetings.....	8
Article XI	Nominations and Elections	9
Article XII	Bylaws Amendment.....	9
Article XIII	Parliamentary Authority	9
	Procedures	10

ARTICLE I

Title, Mission and Functions

SECTION 1. TITLE

The name of the association shall be the Michigan Nurses Association, hereinafter referred to as MNA.

SECTION 2. MISSION STATEMENT

The mission of the MNA is to represent its members, and to promote and advocate for registered professional nurses, nursing practice, and quality patient outcomes.

This mission shall be unrestricted by considerations of age, color, creed, disability, gender, gender identity, health status, nationality, race, religion or sexual orientation.

SECTION 3. FUNCTIONS

The functions of MNA shall include the following:

- a. Promote the profession of nursing.
- b. Foster high standards of nursing practice, education and research.
- c. Advocate and provide for systematic attention to human rights, concerns of nurses and health care consumers including advocating for affordable safe and appropriate health care for patients and consumers.
- d. Advocate for quality patient outcomes.
- e. Promote diversity among its members and staff.
- f. Advance the economic and general welfare of registered nurses and other health care employees contained in collective bargaining units represented by the Michigan Nurses Association under federal and state law.
- g. Promote and develop legislative initiatives that move the agenda of nursing forward.
- h. Support the development and implementation of educational opportunities for members.
- i. Promote an association environment that attracts and retains members through the provision of benefits and services of interest.

ARTICLE II

Membership and Dues

SECTION 1. COMPOSITION

The MNA shall have four (4) categories for membership: Member, Associate Member, Special Status Member and Lifetime Member.

SECTION 2. QUALIFICATIONS

- a. A member of any MNA membership category is one:
 - 1) who has been granted a license to practice as a registered nurse in at least one state, territory, possession or the District of Columbia of the United States who does not have a license under suspension or revocation in any state, except the impaired registered nurse who is receiving or has received treatment for impairment, OR
 - 2) who has completed a nursing education program that qualifies the applicant to take the examination for registered nurse licensure, as a first time writer, OR
 - 3) who is represented within a MNA local bargaining unit (LBU) AND
 - 4) whose application for membership has been accepted in accordance with Association policy, AND

- 5) whose dues are not delinquent, AND
 - 6) whose membership is not under revocation for violation of the *ANA Code of Ethics for Nurses*. AND
 - 7) is not currently a member of another organization if such participation might result in a conflict of interest with MNA as determined by the Impartial Committee.
- b. Specific membership categories shall be defined as:
 - 1) A Member of the MNA shall be one who is a member of a MNA local bargaining unit (LBU).
 - 2) An Associate Member of the MNA shall be one who:
 - a) is employed in Michigan where they are not represented by MNA in a LBU or,
 - b) resides in a state, foreign country, territory or possession of the United States where there is no similar constituent association of a MNA national affiliate
 - 3) A Special Status Member of the MNA shall be one who may or may not have renewed her/his health professional license and meets one or more of the following criteria:
 - a) is not employed or,
 - b) is receiving Social Security disability
 - 4) A Lifetime Member is a non LBU member who is 62 years of age or older and has been a member of MNA or any other ANA constituent nurses association(s) or a member of a state nurses association that is a member of any MNA national affiliate for a total of 30 years.

SECTION 3. MEMBER RIGHTS AND OBLIGATIONS

- a. With the exception of any MNA national affiliate activities which are reserved for RN members, all membership categories of MNA shall have the right to:
 - 1) Be a candidate for MNA national affiliate elective and appointive positions in accordance with the MNA and any national affiliate bylaws.
 - 2) Participate in the election of MNA delegates to MNA national affiliate governing bodies in accordance with the MNA and the national affiliate's bylaws.
 - 3) Attend the MNA national affiliate's governing bodies, MNA and MNA national affiliate conventions and other unrestricted MNA and MNA national affiliate activities.
 - 4) Be apprised of their rights as members by annual publication thereof in the official publication of MNA.
- b. With the exception of MNA national affiliate activity which is reserved for RN LBU members, all LBU members of the MNA shall also have the right to:
 - 1) Be represented at the MNA national affiliate activity through the MNA.
 - 2) Participate in the election of MNA delegates to the MNA national affiliate governing body.
 - 3) Participate in the election of delegates to the MNA House of Delegates.
 - 4) Attend the MNA House of Delegates and the MNA national affiliate governing body.
- c. In addition, each RN who is also a Local Bargaining Unit (LBU) member of the MNA shall have the obligation to abide by the MNA national affiliate constitution.
- d. All membership categories of MNA shall have the obligation to abide by the MNA and MNA national affiliate bylaws.

SECTION 4. DISCIPLINARY ACTION

- a. Cause for disciplinary action by the MNA against any member shall be limited to failure to fulfill the obligations as cited in these

bylaws and other actions detrimental to the mission and functions of any MNA national affiliate, or constituent members of any MNA national affiliate. Such discipline administered shall be first considered by the Impartial Committee.

- b. Dual Unionism - It shall be the responsibility of each member who is eligible to be organized for purposes of collective bargaining to:
 - 1) refrain from engaging in dual unionism which is defined as participating in or assistance to one or more labor organizations which are in direct competition with the MNA, or any MNA national affiliate as they act for and represent the collective bargaining interest of members; and
 - 2) Each member, who is eligible to be organized for purposes of collective bargaining, shall have the right to exercise freedom of speech and assembly, as protected by the constitution and federal and state statutes; and to form, join, and assist any labor organization which is not in direct competition with the MNA or any MNA national affiliate. The exercise of these rights, in and of themselves, does not constitute grounds for disciplinary action by the Board of Directors.
- c. LBU members who violate Sections 4b. 1) and 4b. 2) of this bylaw shall be subject to expulsion from the MNA. Prior to expulsion, MNA members alleged to have violated Sections 4b. 1) and 4b. 2) of this bylaw shall be given a full hearing by a committee of the Board of Directors.

SECTION 5. DUES

- a. MNA annual dues shall be established by the MNA House of Delegates.
- b. If MNA is a constituent member of a national affiliate MNA shall pay dues to its national affiliate(s) in accordance with policies adopted by the national affiliate. Any changes in the national affiliate's dues assessment factors shall be automatically incorporated into the MNA annual dues.
- c. Members shall pay dues at a rate established by the House of Delegates *with the exception that non-nurse Members shall pay dues at a rate that excludes dues and any applicable assessments of MNA national affiliates specific to the nursing profession.*
- d. Additionally, Members shall pay local bargaining unit dues as established by the local bargaining unit.
- e. Associate Members shall pay dues as designated by the House of Delegates.
- f. Special Status Members shall pay dues at a rate established by the House of Delegates, minus local bargaining unit dues.
- g. Lifetime Members -may elect not to pay dues.
- h. No monies shall be either refunded or additional monies collected when a change in dues category is made within a membership year.

SECTION 6. DUAL MEMBERSHIP

Members may be members of more than one bargaining unit; However:

- a. The member must declare in writing the primary unit from which he/she is eligible to participate in functions at the state level of the MNA. Any and all activity that the member is appointed or elected to must be from the primary unit.
- b. He/she may participate in local bargaining unit functions fully as long as he/she meets the qualifications and responsibilities as set forth in the local bargaining unit's Bylaws and does not conflict with state level participation limits.

ARTICLE III MNA Local Bargaining Units

SECTION 1. DEFINITION AND PURPOSE

MNA Local Bargaining Units (LBUs) shall exist for the purpose of improving the professional, economic and general welfare of persons represented by the Michigan Nurses Association. The LBUs established and existing pursuant to this subsection shall conform to the following minimum requirements and such other requirements as from time to time are established by the House of Delegates. LBU shall be synonymous with Staff Council.

SECTION 2. FUNCTIONS

- a. Require that Members have the qualifications specified in Article II.
- b. Conform to these bylaws and policies established by the MNA House of Delegates.
- c. Maintain bylaws, which are congruent with those of MNA.
- d. Elect an executive council, according to the LBUs bylaws, that shall consist of a president, vice-president, secretary and treasurer or secretary/treasurer if a Treasurer is required by labor law.
- e. Elect representation at the MNA House of Delegates.
- f. Shall send representatives from its leadership to the MNA Leadership Council (MNALC).
- g. Each LBU shall select a collective bargaining committee from its membership whose functions, with the assistance of MNA staff, shall include the gathering of contract proposals, the negotiation of collective bargaining agreements on behalf of the Michigan Nurses Association and the LBU with the employer of the unit members, and the administration of such collective bargaining agreements after ratification of such agreements by the LBU membership with the assistance of MNA staff.
- h. Shall submit the names, addresses and contact information of all elected and/or appointed representatives to the MNA within 2 weeks of knowing their identity.
- i. Meet as a LBU regularly at the discretion of the LBU.
- j. Annually submit to MNA, **within ninety (90) days of the end of the LBU's fiscal year**, a standardized form which describes the **LBU's** financial status.
- k. An LBU may request a review of proposed bylaw changes by the MNA Board of Directors prior to the membership vote.
- l. All new LBUs will submit their proposed bylaws for review to the MNA Board of Directors prior to the membership vote.

ARTICLE IV TRUSTEESHIP

SECTION 1 TRUSTEESHIP

- a. The Board of Directors shall have the right to place any LBU into trusteeship for violations of LBU bylaws, MNA Bylaws or the provisions of this Article or for such other reasons as are permitted by law.
- b. Purpose for which a trusteeship may be established by the Board of Directors are:
 - 1) A trusteeship may be imposed on a LBU by the Board of Directors only for the purposes of:
 - a) correcting corruption;
 - b) correcting financial malpractice;
 - c) assuring the performance of collective bargaining agreements, or other duties of a collective bargaining representative;

- d) restoring democratic procedures;
 - e) otherwise carrying out the legitimate objectives of an LBU.
- 2) Trusteeships will ordinarily be imposed on a LBU only after full and fair hearing by a committee of the Board of Directors. However, in emergency circumstances, a trusteeship may be imposed by the Board of Directors on a LBU prior to a full and fair hearing. In that event, the committee of the Board of Directors shall later hold a full and fair hearing on the issue of trusteeship.
 - 3) A LBU may be disqualified by a two-thirds vote of the Board of Directors, provided due notice has been given the LBU at least three months before the vote is taken. The Board will then create a new LBU.
 - 4) A LBU which has been disqualified may be reinstated by a 2/3 vote of the Board of Directors.

ARTICLE V

Michigan Nurses Association Leadership Council (MNALC)

SECTION 1. DEFINITION AND PURPOSE

The MNALC shall serve in an advisory capacity to the Board of Directors and, as a communication link between the local bargaining units (LBU) and the Board of Directors.

SECTION 2. FUNCTIONS

- a. The MNALC shall:
 - 1) Promote and encourage the development of LBU membership and leadership.
 - 2) Provide opportunities to network among LBUs.
 - 3) Provide and receive timely communication.
 - 4) Provide educational offerings of importance to the Membership and leadership.
 - 5) Provide the opportunity for leadership to make recommendations for consideration by the structural units.
- b. The MNALC shall meet four (4) times a year, one of which shall be in conjunction with the MNA House of Delegates.

ARTICLE VI

House of Delegates

SECTION 1. DEFINITION

The House of Delegates shall be the governing and official voting body of MNA and shall be composed of the MNA Board of Directors and elected accredited delegates from the LBUs. The House of Delegates is accountable to the membership.

SECTION 2. COMPOSITION

- a. The number of delegates to which each LBU shall be entitled shall, using a proportionate formula, be based on the number of LBU members on December 1 of the preceding year.
- b. Each LBU in good standing shall be entitled to a minimum of one delegate. An additional eighty-two (82) delegates shall be allocated to the respective LBUs based on the proportion total MNA membership in each particular LBU.
- c. Each LBU shall elect the number of delegates and alternates to which it is entitled as defined in this section. Alternates should be given seniority of succession by their LBU.

SECTION 3. FUNCTIONS

- a. The House of Delegates shall have all power and authority to adopt, initiate and implement policies, methods and measures it deems to be in the interest of the membership of MNA. In the

exercise of such power and duties but without limitation thereof it shall:

- 1) Adopt bylaws for this association;
- 2) Determine criteria for eligibility in the MNA Leadership Council (MNALC);
- 3) Set financial program priorities for MNA;
- 4) Define requirements and privileges of membership;
- 5) Determine the structure, policies and objectives of MNA;
- 6) Involve itself with and advise the public as to the interest of the nursing profession;
- 7) Review and determine by vote upon actions and resolutions deliberated upon by the assembly at annual conventions and special meetings;
- 8) Ratify all referendums of the Board
- 9) Grant to the Board of Directors, powers and duties to implement action between meetings when prompt action is necessary; and
- 10) Elect the president, vice president, secretary and treasurer and members-at-large of the Board of directors, the Nominating Committee members and Impartial Committee members.

SECTION 4. MEETINGS AND QUORUM

- a. The House of Delegates shall meet at least annually at the time and place recommended by the Board of Directors.
- b. Notice of the House of Delegates shall be mailed at least one (1) month before the first day of the House of Delegates, and notices of special meetings shall be mailed at least ten (10) days before the first day of the meeting.
- c. Special meetings may be called by the Board of Directors and shall be called upon written request of a majority of the MNA bargaining units.
- d. The president of MNA or vice president, in the president's absence, shall preside at all meetings.
- e. Delegates or, in their absence, alternates shall become members of the House of Delegates when registered and seated at a meeting of the MNA House of Delegates following their election and certification by their LBU.
- f. Each delegate may vote one time on any business issue under consideration.
- g. Non-delegate MNA members shall be given voice without vote.
- h. A quorum for the transaction of business of the House of Delegates shall consist of a majority of the Board, one of whom shall be the president or vice president, and a majority of the allocated number of delegates.

SECTION 5. REMOVAL OF ELECTED OFFICIAL

Any official elected by the MNA House of Delegates may be removed by the MNA House of Delegates whenever such action is deemed to be in the best interest of the Association, or for other just cause with provision for due process and appeal rights.

ARTICLE VII

Board of Directors

SECTION 1. DEFINITION

The Board of Directors is the corporate body composed of officers and directors elected by the House of Delegates.

SECTION 2. AUTHORITY

The Board of Directors shall have authority delegated to it by the House of Delegates including the duty and power of acting for the membership in the intervals between meetings of the House of Delegates, and other duties and powers as defined in these bylaws.

SECTION 3. COMPOSITION

The Board shall consist of four (4) officers and eleven (11) directors-at-large.

- a. Officers shall be a president, vice president, secretary and treasurer (4), of which no more than one may be elected from the same LBU.
- b. There shall be no more than three (3) directors-at-large (DAL) elected from any one (1) LBU.

SECTION 4. ACCOUNTABILITY

The Board of Directors shall report and be accountable to the House of Delegates.

SECTION 5. RESPONSIBILITIES

The MNA Board shall:

- a. assume responsibility to implement the objectives and directives of the MNA House of Delegates and to transact the affairs of MNA during the interim between annual meetings;
- b. provide for the operation, evaluation and maintenance of the state headquarters, program and of the activities of MNA;
- c. adopt an annual budget, provide for the management and surveillance of funds, fix and approve amount of bond for appropriate officers and staff and arrange for the annual auditing of all books of account by a certified public accountant;
- d. be responsible for the ongoing strategic planning of MNA with the purpose of reporting the results of this activity and any subsequent recommendations to the House of Delegates for its consideration and action.
- e. provide approved minutes of its meetings to the LBU presidents and the MNA Leadership Council (MNALC).
- f. delegate work of the Association to the appropriate structural unit
- g. make appointments to congresses and committees as defined in the bylaws, including the appointment of a MNA Board member to each congress to act as a liaison between the Board and the congress.
- h. make appointments to MNA-PAC Board of Trustees as defined in the MNA-PAC Bylaws as well as to the Michigan Nurses Foundation (MNF) or other appropriate organization(s) as opportunity presents;
- i. make appointments that reflect cultural and geographical diversity, and, when permitted by these bylaws, membership category diversity;
- j. appoint, define duties and determine compensation for the executive staff.
- k. assume responsibility with regard to constituent associations LBUs as specified in Article III;
- l. fill vacancies on the congresses, committees and the Board (except for the offices of president and vice president).

- m. appoint an advisor to the Michigan Nursing Students Association;
- n. The Executive Committee of the Board of Directors shall represent and report to the Board on parameters for contract negotiations and other personnel compensation;
- o. establish registration fee, date and place of the convention and hold meetings as provided in these bylaws;
- p. provide for the establishment and dissolution of any component part of MNA in accordance with these bylaws;
- q. send the President of MNA or an Executive Director of MNA or designated alternate to national affiliate meeting
- r. annually recommend to the Governor of Michigan qualified members willing to serve on the Michigan Board of Nursing;
- s. provide for refunding necessary expenses incurred by members, delegates, directors and staff in service of MNA as determined by the Board;
- t. appoint a chief teller for the annual meeting of the House of Delegates.

SECTION 6. ELECTIONS AND TERMS OF OFFICE

- a. The president, and treasurer, shall be elected by the House of Delegates in the odd numbered years to serve for two (2) years or until their successor is elected.
- b. The vice president and secretary shall be elected by the House of Delegates in the even numbered years to serve for two (2) years or until their successor is elected.
- c. Six (6) directors-at-large shall be elected in even years and five (5) directors-at-large shall be elected in odd years.
- d. No officer shall serve for more than two (2) consecutive terms in the same office. No director-at-large shall serve for more than four (4) consecutive terms in the same office. No officer or director shall serve more than nine (9) consecutive years on the Board except where there are no candidates, in which case a member may be appointed to serve in excess of nine (9) years. A Board member who has served more than half a term shall be considered to have served a full term.

SECTION 7. QUALIFICATIONS

To be eligible to serve on the Board of Directors a person shall:

- a. hold current LBU membership,
- b. not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with MNA as determined by the Impartial Committee.

SECTION 8. VACANCIES

- a. When vacancies occur on the Board of Directors, the executive committee shall be filled first then vacancies in the directors-at-large shall be filled.
- b. In the event of a vacancy occurring:
 - 1) In the office of president, the vice president shall become president for the remainder of the president's term.
 - 2) In the office of the vice president, the secretary shall succeed to the vacant office until the position is filled by election.
 - 3) In the event that the vice president must assume the role of the president within the first year of the president's term of office, a new vice president shall be elected at the next House of Delegates.
 - 4) In the case of a simultaneous vacancy in the above offices, the secretary shall act as president until a special election is held as directed in the Procedures of the Bylaws.

SECTION 9. MEETINGS AND QUORUM

- a. The Board shall meet six (6) times per year, or more often if necessary, to conduct the business of MNA.
- b. Special meetings may be called by the president and shall be called upon the written request of no less than two constituent associations or seven members of the Board.
- c. A majority of the Board, two of whom shall be officers including the president or vice president shall constitute a quorum.
- d. Business, which requires immediate action by the board, may be conducted as determined by the president.
- e. Regular meeting may take place by **electronic conferencing** technology and/or be attended by member(s) via **electronic conferencing technology**. All rules regarding regular meetings shall apply.

SECTION 10. ABSENCES

- a. Absence of an officer from three meetings during each twelve (12) month period following election or appointment shall constitute a resignation.
- b. Attendance at an MNA or national affiliate meeting as a representative of the Board shall constitute an excused absence.
- c. After absence from two meetings, notification in writing shall be sent stating that an additional absence shall constitute a resignation.
- d. A resignation resulting from three absences may be appealed to the Board in accordance with its policies and procedures.

SECTION 11. FUNCTIONS OF OFFICERS

- a. Officers shall assume duties usually performed by such officers and as defined by these bylaws or by the Board.
- b. The president shall be chairperson of the Board, the Executive Committee, ex-officio member of all committees, except the Committee on Nominations and serve as representative to national affiliate meetings. However, as it relates to RN member only national affiliates if the president is not an RN then the next highest ranking officer of the board who is also an RN shall be designated to serve in his/her stead.
- c. The vice president shall assume all duties of the president in the president's absence.
- d. The secretary shall be accountable for record keeping and reporting of meetings of MNA.
- e. The treasurer shall be accountable for the fiscal affairs of MNA and shall provide reports and interpretation of MNA financial condition, as may be requested to the Board, the House of Delegates and the membership.

SECTION 12. EXECUTIVE COMMITTEE

There will be an Executive Committee composed of the officers of the Board which shall:

1. report to and be accountable to the Board of Directors.
2. have the power of the Board to transact urgent business between meetings and shall report for ratification all transactions as soon as possible but at least by the next board meeting

SECTION 13. EXECUTIVE STAFF

- a) The Board of Directors shall delegate to the executive staff the authority to manage the association according to policies established by the House of Delegates and the Board of Directors.
- b) The executive staff shall be accountable to the Board of Directors.

- c) The executive staff shall employ, direct, promote and terminate staff of the association unless restricted in so doing by law.

ARTICLE VIII

Congresses

SECTION 1. DEFINITION

A congress is an organized deliberative body to which the House of Delegates and Board of Directors assign specific responsibility related to fulfilling the mission, functions and goals of MNA. Each congress will formulate strategies and action plans designed to address issues of concern to Michigan's diverse nursing professionals - The Congresses shall be the:

- a. Congress on Public Policy
- b. Congress on Nursing Practice
- c. Congress on Workplace Health and Safety

SECTION 2. COMPOSITION, APPOINTMENT AND TERMS OF OFFICE

The Congresses shall be open to all membership categories.

Appointments and Composition

- a. Congresses shall be appointed by and be accountable to the Board of Directors
Congresses shall consist of seven (7) members each and shall be comprised as follows:
 - a) one member of the Board of Directors who shall act as a liaison to the board and,
 - b) **six (6) other members**
- b. Terms of Office
 1. With the exception of the member of the Board of Directors, the remaining six (6) members shall serve two (2) year terms on an alternating system. Three (3) members shall be appointed in odd years and three (3) members shall be appointed in even years.
 2. No congress member shall serve more than three (3) consecutive terms in the same congress.
 3. Should a vacancy occur in a congress, the Board shall appoint a member to serve out the rest of the vacated term.
 4. A member who has served more than half a term shall be considered to have served the whole term.
- c. Congresses shall:
 1. meet at least quarterly.
 2. elect a chairperson, vice-chairperson and secretary at the first meeting following the annual meeting of the House of delegates.
 3. submit a written progress report at least quarterly to the Board of Directors and more often at the request of the Board.
 4. submit an annual report and/or an oral presentation at the meeting of the House of Delegates.

SECTION 3. FUNCTIONS

Each of the Congresses shall:

- a. Assess the current and future nursing trends specific to its work.
- b. Develop and coordinate with other congresses plans related to educational activities and strategies to promote the profession of nursing in Michigan.
- c. Identify and discuss pertinent issues of concern to the membership and reports to the Board of Directors.
- d. Address specific issues, projects or, programs as directed by

the Board of Directors.

- e. Recommend information reports, action reports and other strategies to the House of Delegates and/or the Board of Directors.
- f. Evaluate results of the previous year's action reports.
- g. Each congress, at least quarterly, shall prepare a report summarizing its activities for the purpose of keeping the members informed of its activities. This report will be evaluated and approved by the Board of Directors prior to posting it to the membership.
- h. Mobilize members/nurses on timely pertinent issues.
- i. **Congress Specific Functions:**

Congress on Public Policy shall:

- a. Develop public policy and legislative initiatives related to MNA's legislative platform.
- b. Analyze public policies and proposed legislation.
- c. Educate and collaborate with legislators and public policy makers.

Congress on Nursing Practice shall:

- a. Identify practice issues impacting the nursing community which need to be addressed through education, policy legislation or position statement.
- b. Analyze and report on emerging models of nursing practice.
- c. Educate and support members to implement strategies that will enhance their voice in organizational policy related to practice.

Congress on Workplace Health and Safety shall:

- a. Analyze and report on emerging trends and issues related to workplace health and safety.
- b. Engage in activities that promote career resiliency as a means of enhancing professional viability.
- c. Engage in activities that contribute to development of a work environment that promotes safety and health of nurses and their clients.
- d. Educate and support members to implement strategies that will enhance their voice in organizational policy related to workplace health and safety

SECTION 4. MEETINGS AND QUORUMS

- a) A majority of the members of any Congress shall constitute a quorum.
- b) Regular meetings may take place by **electronic conferencing** technology and/or be attended by members(s) via **electronic conferencing technology**. All rules regarding regular meetings shall apply.

SECTION 5. ABSENCES

Absence of a congress member from three meetings during each twelve (12) month period following election or appointment shall constitute a resignation. After a member's absence from two meetings during one calendar year, said member shall be notified in writing that one further absence shall constitute a resignation. A resignation resulting from three absences may be appealed to the Board.

ARTICLE IX Committees

SECTION 1. DEFINITION

Committees will coordinate related activities and efforts throughout MNA and shall assume such duties as are specified in these bylaws and such other duties as may be assigned by the Board. Committees are accountable to the membership through the House of Delegates and the Board of Directors. All committees, with the exception of the Impartial and Nominations Committees who do not routinely meet, shall provide the Board with written progress reports at least quarterly and more often at the request of the Board.

- a. Appointed Committees- The following committees shall be appointed by the Board of Directors:
 - 1. Bylaws
 - 2. Reference
 - 3. Diversity
 - 4. Continuing Education Approval Program (CEAP)
 - 5. CE Provider Unit (CE)
- b. Elected Committees- The following committees shall be elected by the House of Delegates:
 - 1. Nominations
 - 2. Impartial

SECTION 2. COMPOSITION

- a. Committees shall consist of the following composition and number of members:
 - 1. Members of the following committees must be LBU members:
 - a) Bylaws – five (5) members.
 - b) Reference – six (6) members, including one member of the MNA Board.
 - 2. Members of the following committees are open to all MNA member categories:
 - a. Diversity – six (6) members
 - b. CEAP - at least twelve (12) members, each with a minimum of a baccalaureate degree in nursing.
 - c. CE Provider Unit – five (5) members possessing expertise in providing continuing education.
 - d. Nominations – eight (8) members
 - e. Impartial – five (5) members plus the MNA president.
- b. All terms of office begin at the close of the MNA House of Delegates.
- c. Each member of a committee shall be limited to two consecutive terms except where there are no candidates, in which case a member may be appointed to serve in excess of two consecutive terms.
- d. Terms of office shall be as follows:
 - 1) The Nominations Committee members shall serve for a two-year term on an alternating basis.
 - 2) The Impartial Committee will consist of three (3) members elected in the odd year and two (2) members elected in the even year, each for a two year term, by the House of Delegates.
 - 3) All other committee members shall be appointed by the Board to serve three (3) year terms of office on an alternating basis with one-third of each of these committees appointed annually on the following rotation:

- a) Four (4) member committees shall be appointed on an annual ratio of 2-1-1 rotation.
- b) Five (5) member committees shall be appointed on an annual ratio of 2-2-1 rotation.
- c) Six (6) member committees shall be appointed on an annual ratio of 2-2-2- rotation.
- d) Eight (8) member committees shall be appointed on an annual ratio of 3-3-2 rotation.
- e) Twelve (12) member committees shall be appointed on an annual ratio of 4-4-4 rotation.
- e. The members of each committee shall elect a chairperson, vice chairperson and secretary at the first meeting following the annual meeting of the House of Delegates.
- f. The chairpersons of the CEAP Committee and of the CE Provider Unit shall each have a baccalaureate degree in nursing and it is recommended that at least two (2) members have a graduate degree.

SECTION 3. FUNCTIONS

- a. The Bylaws Committee shall:
 - 1) Study, prepare and propose amendments and revisions of the bylaws for action by the Board of Directors and the House of Delegates.
 - 2) Provide for hearings on bylaws proposals at meetings of the House of Delegates.
 - 3) Present the recommended amendments and revisions to the House of Delegates for action;
 - 4) Prepare model bylaws for LBUs;
 - 5) Establish criteria for review and provide for review of bylaws of LBUs for conformity of requirements specified in MNA Bylaws;
 - 6) Review and revise the **Bylaws** Procedures as necessary and report changes to the next House of Delegates.
- b. The Reference Committee:
 - 1) Shall receive, review and report on proposals submitted for consideration of the House of Delegates;
 - 2) Shall provide for hearings on proposals at meetings of the House of Delegates;
 - 3) May recommend action on proposals to be considered by the House of Delegates; and
 - 4) Shall develop procedures for presentation of proposals to the House of Delegates for adoption.
- c. The Diversity Committee:
 - 1) Shall evaluate trends and make recommendations to the Board of Directors related to the promotion of diversity among the membership and staff of the Association.
 - 2) Shall propose guidelines and policies to the Board of Directors as appropriate, to increase diversity of the membership and staff of the Association.
 - 3) Shall monitor the implementation of the guidelines and policies related to the promotion of diversity within the Association.
 - 4) Shall, through collaboration and education, work with MNA and its structural units to increase participation, representation and leadership in elected, appointed and volunteer positions of the Association.
- d. The Continuing Education Approval Program (CEAP) Committee shall:
 - 1) Establish or recommend, policies and procedures for implementation of the CEAP approval process;
 - 2) Implement a peer review approval process for continuing education activities and providers utilizing the American

- Nurses Credentialing Center (ANCC) continuing education established standards, policies and procedures; and
- 3) Establish procedures for evaluating the effectiveness of the MNA continuing education approval system in promoting quality continuing education for Michigan nurses.
- e. The CE Provider Unit shall:
 - 1) Establish guidelines, policies and procedures for MNA provided and co-provided continuing education activities; and
 - 2) Monitor and coordinate all activities related to MNA's status as an ANCC accredited provider of continuing education for nurses;
 - 3) Develop the CE portion of the convention relevant to current issues in nursing and to the health needs of the people of Michigan to promote the interchange of ideas and new knowledge;
 - 4) Plan a convention program of educational value which will allow for interchange of ideas and new knowledge;
 - 5) Present cultural diversity in educational topics and speakers chosen.
- f. The Nominations Committee shall:
 - 1) Perform the duties described in Article XI of the bylaws and the procedure supplements;
 - 2) Implement the MNA Awards Program.
- g. The Impartial Committee shall:
 - 1) Investigate complaints and recommend dismissal or the issuance of charges pursuant to Article II, Sec. 4(a) Disciplinary Action.
 - 2) Have the president as the chairperson.

SECTION 4. MEETINGS AND QUORUMS

- a) A majority of the members of any congress shall constitute a quorum.
- b) Regular meetings may take place by **Electronic conferencing technology** and/ or be attended by members(s) via **electronic conferencing technology**. All rules regarding regular meetings shall apply.

SECTION 5. ABSENCES

Absence of a committee member from three meetings during each twelve (12) month period following election or appointment shall constitute a resignation. After a member's absence from two meetings during one calendar year, said member shall be notified in writing that one further absence shall constitute a resignation. A resignation resulting from three absences may be appealed to the Board.

ARTICLE X

Representation at National Meetings

SECTION 1. REPRESENTATION

MNA is entitled to provide representation at meetings of its national affiliates in accordance with the national affiliate's guidelines and as outlined in the Procedures of these bylaws.

- a. MNA is entitled to representation at the **national affiliate meeting** or special meetings of **said affiliate**.
 - 1) All delegates and their alternates to the **national affiliate meeting** or special meetings of **said affiliate** shall be elected in the odd numbered years by the House of Delegates at the annual business meeting of the House of Delegates or by absentee ballot in accordance with **the constitution or procedures of the national affiliate**.
 - 2) Delegates to the **national affiliate** shall be elected at large.

- 3) Delegates to the **national affiliate** shall serve for a two (2) year term or until their successors are elected. Vacancies shall be filled with duly elected alternates.
- 4) Nominees for delegate to the **national affiliate** who are not elected will be designated as alternates with the person receiving the highest number of votes having the highest alternate priority.
- 5) Delegates to the **national affiliate** must remain members of a bargaining unit represented by MNA throughout the term of office in the **national affiliate**.

Article XI Nominations and Elections

SECTION 1. NOMINATIONS

- a. The MNA Committee on Nominations shall request names of candidates for elective and appointive offices from members, LBUs, and the Board of Directors.
- b. Nominees selected shall have consented to serve if elected or appointed and shall have met established qualifications.
- c. The MNA Committee on Nominations shall prepare a ballot attempting to have at least two nominees for each elected position. In odd numbered years, **or as appropriate**, they will prepare the ballot of nominees for delegates **to the national affiliate**.
- d. This ballot shall reflect cultural and geographical diversity.

SECTION 2. ELECTIONS

- a. Elections shall be held in conjunction with the annual meeting of the House of Delegates.
- b. The Board shall determine dates and hours of voting of the House of Delegates.
- c. The Board shall appoint a chief teller from the membership. The chief teller shall be responsible for the counting of all ballots, certifying the election and reporting the results.
- d. All elections shall be by secret ballot.
- e. A plurality vote shall constitute an election; in case of a tie, the choice shall be determined by lot.

Article XII Bylaws Amendment

- a. These bylaws may be amended at any House of Delegates meeting by a two-thirds vote of the members of the voting body present and voting. All proposed amendments shall be referred to the Committee on Bylaws for study and be in the possession of the secretary of MNA at least two months before the date of the annual House of Delegates and shall be appended to the call for the meeting.
- b. These bylaws may be amended without previous notice at any House of Delegates meeting by ninety-nine percent of the voting body present and voting.

Article XIII Parliamentary Authority

- A. *Robert's Rules of Order Newly Revised* governs this association in all parliamentary situations that are not provided for in the law or in the articles of incorporation's bylaws, or adopted rules of MNA.
- B. All meetings are open to all members unless deemed closed by the Structural Unit.

Procedures

I. FUNCTIONS OF OFFICERS OF THE BOARD AND STRUCTURAL UNITS

- A. General:
 - 1. Officers shall make all material available to their successors within one month after termination of office.
 - 2. All officers shall be assisted by the Executive Director or designee in carrying out designated duties.
- B. The President of MNA shall:
 - 1. Deliver an annual address
 - 2. Schedule Board meetings
- C. Chairperson or president of structural units:
 - 1. Shall schedule and preside at meetings and be ex-officio members of all committees within the structural unit.
 - 2. Shall appoint special committees as necessary, subject to approval of the Executive Committee of the structural unit.
 - 3. Shall submit reports of committee activities to the committee, the MNA Board and the House of Delegates as necessary.
 - 4. Shall inform members of the Executive Committee of the structural unit of the decisions made by the Board and House of Delegates.
 - 5. May transact structural unit business between regular meetings. All such transactions shall be subject to ratification at the next structural unit meeting unless the use of technology allows for a vote by quorum at the time.
- D. Vice chairperson or vice-president shall perform all the duties of the chairperson or president in the chairperson or president's absence or as designated by the Chair or President.

II. LOCAL BARGAINING UNITS (LBU)

- A. Maintain bylaws consistent with bylaws of this Association to:
 - 1. *Current LBU bylaws must be on file at MNA*
 - 2. *Review and/or update bylaws every 5 years*
 - 3. Send *a copy of newly created and/or* revised bylaws to MNA within one month of adoption.

III. NOMINATIONS

- A. Nominations - MNA Nominations Committee
 - 1. On or before 120 days prior to the annual House of Delegates the committee shall send to the structural units names of current MNA and structural unit officers whose terms expire at the next House of Delegates, those eligible for re-elections, and names of members of the MNA Nominations Committee
 - 2. Structural units shall provide a list of names of members qualified and willing to serve to the MNA Nominations Committee
 - a) The list should be comprised of members from various structural units. Consideration should also be given to geographical and diversified representation.
 - b) A list shall be signed by the president or secretary of the structural unit and shall be

submitted not later than the date designated by the MNA Nominations Committee.

- 3. When the committee has been unable to prepare a ballot as required in the preceding paragraph, structural units shall be requested to submit additional names as needed.
- 4. When the ballot is prepared it will be submitted to the Board for their information or for their suggested additions.
- 5. No nominee shall be presented to a convention by any means unless the nominee has consented in writing to serve if elected.
- 6. In the odd numbered years the committee shall prepare a ballot selected from a list of qualified members received from each MNA structural unit who have consented to serve if elected as delegates or alternate delegates to the **national affiliate**.
- 7. List to be published in the Michigan Nurse prior to the annual meeting of the House Delegates.

IV. ELECTIONS

- A. On the first day of the annual House of Delegates the president shall announce tellers who shall act as inspectors of the elections.
- B. Polls shall be open for such periods of time as shall be specified by the Board and noted in the program for the annual House of Delegates.
- C. Each person who deposits a ballot in the ballot box shall first be identified by a teller as qualified by proper credentials.
- D. Special elections shall be held in case of vacancies occurring simultaneously in the office of president and vice president.
 - 1. The Nominations Committee shall prepare a ballot within thirty days after notification of resignations following criteria as stated in the bylaws.
 - 2. A special meeting of the House of Delegates shall be called by the Board within thirty days after the ballot is prepared or a mail ballot shall be prepared and distributed unless use of technology allows for a vote by quorum at the time.
- E. Provision will be made for voting for **national affiliate** delegates and council executive committee members by absentee ballot.
- F. No more than one ballot shall be given to any member for any reason.
- G. All ballot credentials of the voting body and other records of election shall be preserved for one year after the election.
- H. Absentee ballot requests for **national affiliate** delegate voting be available to eligible membership up to the close of the House of Delegates in which the elections are held.

V. FORMATION OF A NEW STRUCTURAL UNIT

- A. Criteria
 - 1. Evidence of adequate interest and support
 - 2. Continuing leadership
 - 3. Define purposes, functions and objectives

4. The role of the unit will be visibly clear and related to need.
- B. Process
1. Upon application to the Board, temporary status may be granted.
 2. At the end of two years, the Board may recommend permanent status following analysis and review.

VI. REFERENCE PROCESS

- A. These policies and procedures are set forth as guidelines to be used in submitting hearing proposals and reports to the MNA House of Delegates.
- B. Classification of proposals
1. Reports for Action
 - a. Action Report. A proposal in report form with recommendation(s) requiring action by the House of Delegates.
 - b. Emergency Action Report. A proposal in action report form on a matter of great importance that could not have been known prior to the deadline date for submission of proposals and cannot wait for action until the next meeting of the House of Delegates.
 2. Informational Report
 - a. A report presented to the House of Delegates for its information not requiring action.
- C. Policies related to the reference process
1. The MNA Bylaws establish that the Reference Committee
 - a. shall receive, review, and report on proposals submitted for the consideration of the House of Delegates;
 - b. shall provide for hearings on proposals at meetings of the House of Delegates;
 - c. may recommend action on proposals to be considered by the House of Delegates;
 - d. shall develop procedures for presentation of proposals to the House of Delegates for adoption."
- D. In order to fulfill its responsibility to facilitate the work of the House of Delegates, the Reference Committee:
1. Develops procedures for presentation of **action reports** and **informational reports**;
 2. Receives all action and informational reports for consideration by the House of Delegates;
 3. Clarifies and coordinates action and informational reports;
 4. Conducts hearings on action and informational reports to be considered at meetings of the House of Delegates;
 5. Prepares and presents written reports with recommendations to the House of Delegates.
- E. Procedural requirements for submission of reports
1. An action report shall:
 - a. identify the recommendation(s) for action;
 - b. provide a statement of rationale explaining why the recommendation is deemed to be of state

- c. significance and the anticipated consequences for the association, the profession, and the public;
 - c. identify current policy or position and rationale for change if the proposed recommendation would amend a policy or position of the association;
 - d. include sources for facts and figures;
 - e. indicate the association's long-range goal to which the recommendation relates or indicate that the recommendation is unrelated to the goals;
 - f. list related house actions from previous years if known;
 - g. be accompanied by suggested implementation activities and estimate a range of direct costs for each implementation activity; and
 - h. be submitted by the deadline established and announced by the Reference Committee, which will be at least 45 days prior to the meeting of the House of Delegates.
2. An informational report shall:
 - a. indicate the association's long-range goal to which the report relates;
 - b. state a single purpose of the report;
 - c. provide a narrative limited to the purpose;
 - d. identify the source and availability of any extensive background/historical information pertinent to the report and where it can be attained;
 - e. include sources for facts and figures; and be submitted by the deadline established and announced by the Reference Committee, which will be at least 45 days prior to the meeting of the House of Delegates.
- F. Reference Committee reviews action and informational reports
- G. The Reference Committee shall take action on reports based on the following criteria:
1. The report complies with the requirements stipulated in the Section III of this document;
 2. The report deals with a single topic;
 3. The report has state relevance;
 4. The report is concise, clear, and unambiguous;
 5. The report is not duplicative of existing association policy or positions, MNA Bylaws, or the Association's long-range strategic plans.
- H. The Reference Committee shall take one of the following actions:
1. Accept for hearing;
 2. Edit to clarify and accept for hearing;
 3. Refer to submitter with recommendations for revision based on criteria;
 4. Consult with MNA structural unit for policy clarification, interpretation, or input;
 5. Refer an action report to MNA structural unit for action when content is defined by policy or bylaws to be the business of that structural unit;
 6. Reject for hearing.
- I. The Reference Committee shall notify the submitter in writing of the committee's action on a report prior to the House of Delegates.

- J. The submitter of an action report may appeal a decision of the Reference Committee to the MNA Board. The Board shall review the decision of the Reference Committee and the appeal of the submitter and may: (1) sustain the decision of the Reference Committee; or (2) revoke the decision of the Reference Committee and refer the action report to the House of Delegates. The Board shall provide rationale for its decision to the submitter of the action report and to the Reference Committee.
- K. Procedures for emergency action reports:
1. Emergency action reports must meet criteria stated in Section VI, E of this document with the exception of item 1, h.
 2. Emergency action reports must be submitted to the Reference Committee by 5:00 p.m. on the day prior to the first meeting of the House of Delegates.
 3. Emergency action reports deemed by the Reference Committee to be of an emergency nature shall be announced to the first meeting of the House of Delegates.
 4. In the introduction of the body of the report, it is the responsibility of the submitter to justify why the report meets the criteria for emergency action reports.
 5. The House of Delegates shall decide in a non-debatable majority vote whether or not each emergency action report should be scheduled for hearing and action by the House of Delegates.
- L. Hearing Guidelines
1. Hearings on action, emergency action, and informational reports are held to provide information on issues and to provide an opportunity for discussion prior to House of Delegate's action. The hearings enable delegates and members to seek further information, to express opinions, to broaden their perspective, and to be prepared to make a more informed decision in the House of Delegates.
 2. The Reference Committee will sponsor the hearings with members of the committee serving as the hearing officers. The submitters of proposals may be requested to clarify elements of their reports.
- M. Guidelines for the hearings include the following:
1. Initial subjects for the first hearing scheduled will relate to the association's long-range and strategic plan and priorities, progress toward achievement of goals, and recommendations for ensuing years according to the timetable for revision of the plan. Subsequently, the hearing(s) will address reports related to priority goals of the Association, and finally, proposals not related to the priorities or not related to the long-range goals.
 2. Written suggestions for changes in recommendations may be submitted to the committee provided that the issue has been addressed orally in the hearing and the hearing officer has requested the written material.

(Editorial corrections may be submitted without oral presentation.)

3. Rules for speaking
 - a. All speakers from the audience shall identify themselves and their affiliation when recognized by the hearing officer.
 - b. MNA members will be recognized and given priority over non-members to speak on proposals under consideration.
 - c. Prior to the hearing, non-MNA members will request of the hearing officer permission to speak at the discretion of and upon recognition from the hearing officer.
 - d. Comments will be limited to two minutes and no speaker shall speak more than once to a question if someone who has not spoken wishes to do so.
 4. To facilitate discussion of all reports, the hearing officer may announce, at the beginning of the hearing, a time limit for discussion of any of the proposals. If time permits and all reports have been heard, the hearing officer may return to any report appearing to be of further interest to the delegates.
 5. No formal written, taped, or steno typed records of the hearing proceedings are kept. There will be no formal transaction of business.
- N. Reference Committee actions following hearings
1. Following each hearing, the Reference Committee will meet in executive session to prepare a written report for the House of Delegates, using the information presented at the hearing and offering recommendations for action by the House of Delegates.
 2. The Reference Committee will take one of the following actions:
 - a. recommend adoption of proposal as submitted;
 - b. recommend adoption of a new or revised proposal that incorporates two or more proposals or reflects the sentiment of testimony;
 - c. propose motion without recommendation.
 3. In its reports of hearings to the House of Delegates, the Reference Committee will not limit debate of proposals by recommending tabling, postponing, or withdrawing a proposal.
- VII. COMPLAINT PROCEDURE**
- a. The procedure for member complaints is as follows:
 - 1) All complaints falling in the above categories must be in writing, signed by the complainant and addressed to the President of MNA.
 - 2) Upon receipt of a written, signed complaint, the President of MNA shall:
 - a. acknowledge receipt of the complaint;
 - b. notify the accused of the complaint;
 - c. provide both the accused and the complainant with a copy of this procedure; and
 - d. call a meeting of the Impartial Committee to investigate the complaint and recommend its dismissal or the issuance of charges.

- 3) Within a period of fifteen business days after receipt of a complaint, the Impartial Committee shall:
 - a. determine whether additional information is necessary;
 - b. conduct interviews with the complainant and the accused if deemed necessary or if requested by either; and
 - c. prepare a written report to the Board of Directors summarizing its investigation and recommending either that the complaint be dismissed or that charges be issued against the accused. In the event charges are recommended the Impartial Committee shall formulate in writing the charge(s) specifying the offense(s) the member is alleged to have committed and precisely what the accused is alleged to have done which, if true, constitutes the offense stated in the charge.

- 4) Within a period of fifteen business days after receipt of the report of the Impartial Committee, the Board of Directors shall:
 - a. meet in executive session to review and act upon said report; and
 - b. notify the complainant and the named individual of the action taken.

- 5) If charges are issued the MNA Executive Committee shall:
 - a. schedule and conduct a full and fair hearing no later than thirty business days after the decision to issue charges;
 - b. notify the complainant and the named member of the hearing date at least 21 days prior to the scheduled date and provide them with the rules governing conduct of the hearing;
 - c. meet in executive session immediately following the hearing to determine disposition of the charges;
 - d. notify involved parties of its determination; and
 - e. receive and process requests for reconsideration or appeal of its determination.

- 6) A member's request for reconsideration or appeal of the Executive Committee's determination shall be submitted in writing to the president of MNA within fifty days after the determination.

- 7) The Board of Directors shall process and dispose of a request for appeal or reconsideration within fifteen days of its receipt.
 - a. Members suspended or expelled under provision of this article shall be eligible for reinstatement at all levels upon application approved by a two-thirds secret vote of the Board of Directors.
 - b. All action taken under these bylaws shall be in accordance with established policies and procedures for handling alleged violations.

- 8) Disciplinary action taken by another **national affiliate** constituent member against one of its individual

members shall be given full recognition and enforcement provided that such action was taken in accordance with the disciplining constituent member's bylaws and disciplinary procedures.

