

# MINNESOTA ORGANIZATION OF REGISTERED NURSES BYLAWS

## ARTICLE I - NAME, MISSION, AND FUNCTIONS

### Section 1. Name

The name of the organization shall be the Minnesota Organization of Registered Nurses, hereinafter referred to as the MNORN.

### Section 2. Mission

The MNORN, a Constituent/State Nurses Association member of the American Nurses Association (ANA), is dedicated to advancing the profession of nursing in Minnesota through advocacy, leadership development, education and mentorship.

### Section 3. Functions

The functions of the MNORN shall be to:

- a. serve as a constituent member of the ANA.
- b. promote through appropriate means standards of nursing practice, nursing education, and nursing services, as defined by ANA and the MNORN.
- c. promote adherence to the Code of Ethics for Nurses (or successor document) established by ANA.
- d. promote legislation and speak for nurses in regard to public policy.
- e. promote and protect the economic and general welfare of nurses.
- f. provide for the continuing professional development of nurses;
- g. represent nurses and serve as their spokesperson with other health professionals, community and governmental groups, and the public.
- h. provide for representation in the ANA Membership Assembly.
- i. Promote a relationship and collaborate with the Minnesota Student Nurses Association (MSNA).
- j. stimulate and promote nursing research, disseminate findings and encourage the utilization of the results as a basis for nursing practice;
- k. assume an advocacy role to meet the health care needs of Minnesotans and the services necessary to meet these needs;
- l. support advances in nursing practice that influence the delivery of health care;
- m. maintain communication with and provide services to members;
- n. promote the advancement of human rights related to health care and nursing.

### Section 4. **The relationship of the MNORN to the ANA shall be that of a Constituent/State Nurses Association (C/SNA) with a mission and functions congruent with those of ANA.**

- a. This relationship includes the obligation to pay dues to the ANA as determined by the ANA Membership Assembly.
- b. The MNORN shall pay dues to the ANA pursuant to the ANA Bylaws and policies adopted by the ANA Membership Assembly, until such time as two-thirds (2/3) of the entire MNORN membership votes to disaffiliate from the ANA. Such vote shall occur by mail or electronic ballot with appropriate notice and procedures to protect its integrity and validity in compliance with all applicable state laws.

## **ARTICLE II – MEMBERSHIP AND DUES**

### **Section 1. Composition**

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

MNORN shall consist of members who meet the following qualifications.

### **Section 2. Qualifications**

a. An MNORN member in good standing shall be:

2.a nurse who has been granted a license to practice as a Registered Nurse, hereinafter referred to as an RN, in at least one state, territory, or the District of Columbia of the United States and who does not have a license under suspension or revocation in any such state, or

3.an RN in recovery who has surrendered a license to practice, or

4.an RN nurse who has retired and/or no longer chooses to practice, but whose license was in good standing with her/his licensing board at the time the nurse made the decision not to maintain an active license.

5.an RN whose application for membership in the MNORN has been accepted in accordance with organization policy, and

6.an RN whose dues are not delinquent and/or whose membership is not under revocation for violation of the current ANA Code of Ethics for Nurses (or its successor document), ANA Bylaws, or MNORN Bylaws.

### **Section 3. Membership Privileges and Obligations**

1.Membership privileges shall include the right to full participation in the MNORN, including the rights to:

2.hold concurrent membership in ANA;

3.receive the MNORN membership card;

4.receive the MNORN newsletter, The American Nurse and other communications of the Organization and the ANA;

5.be a candidate for the MNORN and/or ANA elected or appointed positions in accordance with these bylaws and ANA Bylaws;

6.participate in the election of officers of the MNORN, and MNORN representatives to the ANA Membership Assembly;

7.attend the Quadrennial Congress of the International Council of Nurses;

8.due process.

1.Membership Obligations shall be to:

2.adhere to the MNORN Bylaws and the ANA Bylaws.

3.adhere to the Code of Ethics for Nurses (or successor document) as established by ANA.

4.refrain from actions, which are detrimental to the mission and goals of MNORN.

### **Section 4. Disciplinary Action and Due Process Rights of Members**

1.Members may be subject to censure, suspension, or expulsion by the Organization for violation of membership obligations. No such action shall be taken against a member until such a member shall have been served written specific charges, given a reasonable time to prepare any defense, and afforded a full and fair hearing as specified by MNORN policy

2. The Board of Directors hereinafter referred to as the Board, will appoint a three-member (3) hearing panel of the Board to hear the matter. If the member is still aggrieved by this decision, the member may appeal to the full Board within 10 days. The full Board shall hear the matter. The decision of the Board is final.

3. MNORN shall give full recognition and enforcement of the disciplinary action taken by another ANA Constituent/State Nurses Association (C/SNA) against one of its individual members, provided that such action was taken in accordance with the disciplining C/SNA's bylaws and disciplinary procedures.

4. A member expelled under provision of this section by a C/SNA who is subsequently reinstated by that respective C/SNA shall be automatically reinstated by MNORN.

#### **Section 5. Dues**

1. The annual dues for twelve (12) consecutive months shall be determined by two-thirds (2/3) vote in the affirmative at an annual or special meeting of the MNORN provided a sixty (60) day notice has been provided. Any changes in the dues paid by the MNORN to the ANA shall be automatically incorporated into the MNORN annual dues.
1. A member who no longer resides in Minnesota may apply for transfer to another C/SNA of the ANA. Dues shall not be refunded to an individual member transferring to another C/SNA if the individual member has made full payment of dues to MNORN.
1. An RN who has completed full payment of dues in another C/SNA and who moves to Minnesota may transfer to the MNORN without further payment of dues for the remainder of the MNORN membership year.

### **ARTICLE III – BOARD OF DIRECTORS**

#### **Section 1. Composition**

The MNORN Board shall consist of elected officers and directors as follows:

- a. There shall be five (5) officers: President, First Vice-president, Second Vice-President, Secretary and Treasurer;
- b. There shall be four (4) directors.

#### **Section 2. Meetings**

- a. Regular meetings of the Board shall be held at least four (4) times per year.
- b. Special meetings of the Board may be called by the President or shall be called by the Secretary upon the written request of at least five (5) members of the Board or upon written request of at least twenty-five (25) MNORN members. The purpose of the special meeting shall be stated in the call of the meeting
- c. Meetings of the Board may be held electronically, as long as the members can, at minimum, simultaneously hear each other. Any action taken by such method(s) shall be as valid as meeting in person.
- d. Between meetings of the MNORN Board of Directors, the members may vote by e-mail.
- e. A quorum at any meeting of the Board shall consist of a majority of the Board, including two (2) officers, one of which shall be the President or a Vice-President.
- f. Absence of any Board member from two (2) or more scheduled meetings within a calendar year may be considered forfeiture of the right to continue to serve and may create a vacancy.

### **Section 3 Responsibilities**

The Board shall:

- i. transact the business of the MNORN between meetings of the membership;
- ii. exercise the corporate responsibility and fiduciary duties of the MNORN consistent with applicable provisions of law;
- iii. provide for the adoption of financial policies and adoption of the budget;
- iv. establish administrative policies governing the affairs of the Organization;
- v. provide for the maintenance of the headquarters of the Organization;
- vi. appoint an Executive Director (ED), define the duties, evaluate his/her performance annually and fix the compensation for the position;
- vii. determine the persons to be bonded, fix the amount of bond for each and secure such bond;
- viii. make appointments and fill vacancies as provided for in these bylaws;
- ix. establish committees and other work groups, delineate their function, and dissolve as appropriate;
- x. submit name(s) to the Governor for consideration in selecting appointees(s) to the Minnesota Board of Nursing and other committees and task forces;
- xi. recommend name(s) for consideration for appointment(s) to the ANA and other groups as appropriate;
- xii. report to the membership at annual and special meetings,
- xiii. provide for implementation of action and directives taken at annual or special meetings of the membership within prescribed statutory responsibilities.

### **Section 4 Executive Committee**

The Executive Committee hereinafter referred to as the EC of the Board shall be composed of the President, First-Vice President, Second- Vice President, Secretary and Treasurer. The EC shall have all the powers of the Board to transact business between Board meetings. All transactions of the EC shall be reported in full at the next regularly scheduled meeting of the Board. A majority of the officers constitutes a quorum at any meeting of the EC. Meetings of the EC may be held electronically, as long as the officers can, at minimum, simultaneously hear each other. Any action taken by such method(s) shall be as valid as meeting in person. Between meetings of the EC, the officers may vote by e-mail.

### **Section 5 Terms of Office**

- i. The President, Second-Vice President and Secretary shall be elected the even numbered years; the First-Vice President and Treasurer shall be elected in the odd numbered years. Election shall by secret mail or electronic ballot. An officer shall be elected for a term of two (2) years or until a successor is elected.
- ii. No officer shall be eligible to serve more than two (2) consecutive terms in the same position.
- iii. Two (2) directors shall be elected in the even numbered years and two (2) in the odd numbered years, by secret mail or electronic ballot, each to serve a term of two (2) years or until a successor is elected.
- iv. No elected member shall be eligible to serve more than six (6) consecutive years on the Board except for a Vice-President fulfilling the unexpired term of President pursuant to Article III, Section 7b.
- v. Any elected officer or director who has served more than one-half (1/2) a term shall be considered to have served a full term in that position.

## **Section 6 Duties of Officers**

The officers will perform all duties pertaining to their office, which shall include but may not be limited to the following:

- a. The President shall preside at all meetings of the Board and the membership and shall, except for the Committee on Nominations, be an ex-officio member without vote of all committees; shall serve as an elected Representative to the ANA Membership Assembly; and shall represent the MNORN at meetings where the interests of the Organization shall be served and be empowered to vote on its behalf as needed.
- b. The First Vice-President shall assume the duties of the President in the absence of the President and shall assume other responsibilities as assigned by the President or the Board of Directors, but may not serve as representative to the ANA Membership Assembly unless so elected.
- c. The Second Vice-President shall assume the office of the First Vice-President in the absence of the First Vice-President.
- d. The Secretary shall keep the minutes of all meetings of the MNORN, including the membership, the Board and the EC.
- e. The Treasurer shall oversee all receipts and disbursements; present a report to all regular meetings of the membership and the Board; and shall chair the Finance Committee.

## **Section 7 Vacancies**

- A. Vacancy in any elected position, except President, First Vice-President or Representative to the ANA Membership Assembly, shall be filled by the Board for the remainder of that term.
- B. In the event of a vacancy in the office of the President, the First Vice-President shall become President for the remainder of the term, but may not serve as Representative to the ANA Membership Assembly unless so elected.
- C. In the event of a vacancy in the office of the First Vice-President, the Second Vice-President shall become the First Vice-President for the remainder of the term.
- D. A vacancy in the position of Representative to the ANA Membership Assembly shall be filled as described in Article IV Section 2.

## **Section 8 Indemnification**

The MNORN shall, to the extent legally permissible, indemnify each person who has served as a director or officer against all expenses and liabilities incurred in connection with any action, suit or proceeding in which that person shall be involved by reason of service when such service was performed in good faith.

# **ARTICLE IV - THE NOMINATING COMMITTEE, NOMINATIONS AND ELECTIONS**

## **Section 1 Composition**

The Nominating Committee, hereinafter referred to as the Committee, shall consist of five (5) members and shall be accountable to the membership.

- A. In even numbered years three (3) members, and in odd numbered years two (2) members shall be elected by the membership. All members shall serve for a term of two (2) years or until their successors are elected. The elected member receiving the highest number of votes shall serve as the chairperson in the second year of his/her term.

- B. The Committee shall prepare a slate of candidates for election of MNORN Officers and Directors that strives for geographical and area of nursing practice representation.
- C. The Committee shall oversee MNORN elections in accordance with election policies and procedures established by the Board.
- D. No person serving as an officer or director of another organization where such service might result in conflict of interest with the functions and purposes of MNORN shall be included on the slate for an elected position in MNORN.
- E. No member of the Committee shall be included on the slate of candidates unless that member resigns from the Committee.
- F. Committee meetings may be held electronically, as long as the members can, at minimum, simultaneously hear each other. Any action taken by such method(s) shall be as valid as meeting in person.

**Section 2 Selection of Representatives and Alternates to the ANA Membership Assembly**

- A. Representatives and alternates shall be elected in even numbered years for a two (2) year term, or until a successor is elected. The President shall be elected simultaneously to the presidency and as an MNORN representative to the ANA Membership Assembly.
- B. A Representative who resigns before completion of the two (2) year term shall be deemed to have served a full term. The alternate who becomes the Representative shall fulfill the remainder of the term.
- C. Election shall be by secret mail or electronic ballot, and in accordance with policies and procedures established by the Board.
- D. In the event of a tie, election shall be determined by lot.
- E. Vacancies shall be filled by alternates in the order of the number of votes received.

**ARTICLE V – MEETINGS OF THE MEMBERSHIP**

- Section 1.** There shall be at least one (1) meeting of the membership each year, which shall be the Annual Meeting. The Annual Meeting shall be held at such time and place as shall be determined by the Board.
- Section 2.** Special meetings of the membership may be called by the President or shall be called by the Secretary upon request of a majority of the Board or at the written request of at least twenty-five (25) MNORN members. The purpose of the meeting shall be stated in the call to meeting.
- Section 3.** Membership meetings may be held electronically, as long as the members can, at minimum, simultaneously hear each other. Any action taken by such method(s) shall be as valid as meeting in person.
- Section 4.** Prior to the membership meeting, notice shall be sent in writing or electronically to all members of the MNORN in good standing and shall include the proposed agenda and the proposed rules for conducting business. Notice for the Annual Meeting shall be delivered at least sixty (60) days prior to the date(s) of the meeting. Notice for a special meeting shall be delivered to the membership at least thirty (30) days prior to the date(s) of the meeting.
- Section 5.** A quorum at any meeting of the membership shall consist of a majority of the Board and twenty-five (25) members not serving on the Board.

## **ARTICLE VI- ADDITIONAL STANDING COMMITTEES, GROUPS AND TASK FORCES**

- Section 1**        **The Board shall appoint the members of the following standing committees to serve for a term of two (2) years or until successors are appointed**
- a. Bylaws Committee. This Committee shall, according to Board policy:
    - 1. review the MNORN Bylaws biennially, for consistency with the ANA Bylaws, MNORN practices, and governance trends; report findings of such review to the Board, the MNORN Annual Meeting, and the ANA Bylaws Committee
    - 2. solicit, suggestion and prepare proposed amendments to the MNORN Bylaws. The Committee shall prepare amendments, which shall be reported to the Board. The proposed amendments will be sent to the ANA Bylaws Committee for review prior to submission to the MNORN membership. The Bylaws Committee shall submit the proposed MNORN Bylaw amendments to the Annual Meeting for action, having been appended to the call to the meeting.
    - 3. interpret the MNORN Bylaws when questions of adherence to the Bylaws arise as a result of development and execution of policies and procedures within the Organization.
  - b. Finance Committee, hereinafter referred to as the Committee. This Committee shall, according to Board policy:
    - i. be chaired by the Treasurer of MNORN.
    - ii. prepare and recommend an annual budget to the Board for review and adoption.
    - iii. advise and report to the Board on the receipt of revenues and expenditures of funds.
- Section 2**        **The Board may establish such additional standing and special or ad hoc committees, groups or task forces, as it considers necessary.**
- Section 3**        **All standing and special committees, groups and task forces with the exception of the Bylaws and Nominating Committees shall be accountable to the Board. The Bylaws and Nominating Committees shall be accountable to the membership.**

## **ARTICLE VII – FISCAL YEAR**

The fiscal year of the MNORN shall be January 1 to December 31.

## **ARTICLE VIII - AMENDMENTS**

### **Section 1**        **Amendments with Notice**

A. These bylaws may be amended at any meeting of the MNORN membership by a two-thirds (2/3) vote of the members present and voting provided that the amendment has been submitted to the membership with the call of the meeting at which the amendment(s) are to be proposed.

B. All suggestions for proposed amendment(s) shall be referred to the Bylaws Committee. The amendment(s) proposed by the Bylaws Committee for action shall be in the possession of the Secretary of the Board at least sixty (60) days before the date of the Annual Meeting or at least thirty (30) days before a special meeting and shall be appended to the notice of time and place of the meeting.

**Section 2            Amendments without Notice**

These bylaws may be amended without previous notice at any meeting of the MNORN membership by ninety-nine percent (99%) of those present and voting.

**ARTICLE XI - DISSOLUTION**

In the event the Board deems it advisable to dissolve the MNORN, the Board shall adopt a resolution to this effect and shall also adopt a resolution recommending a Plan of Dissolution which shall provide for the discharge of all debts and liabilities and for the preservation of all historically significant records and documents, in accordance with the purposes of the MNORN. Any distribution of the assets of the corporation may be made to any other organization described in Section 501(c) of the U.S. Internal Revenue Code of 1986 as it may be amended or such other organization as is designed to carry out the purposes for which this corporation is formed and shall not in any case incur to the benefit of any representative or officer of this corporation, or any private individual. Acceptance of the resolution shall be by a two-thirds (2/3) vote of the members eligible to vote in an annual or special meeting of the MNORN.

**ARTICLE XI – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Roberts Rules of Order, Newly Revised*, shall govern the meetings of the MNORN in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the Organization may adopt.

*MNORN Bylaws approved by the MNORN members 12/10/2013*