

Montana Nurses Association



**MONTANA NURSES ASSOCIATION
BYLAWS**

**Approved 10-2023
MNA HOD**

Montana Nurses Association Bylaws

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ARTICLES OF INCORPORATION

of

THE MONTANA STATE NURSES' ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned citizens and resident of the State of Montana, pursuant to the attached Resolution, do hereby associate ourselves together for the purpose of incorporating under the laws of the State of Montana a non-profit corporation, and do hereby form, organize and establish a non-profit corporation under the laws of the State of Montana by the authority contained in Chapter 42 of the Civil Code, Revised Codes of Montana, 1935:

I

That the name of this corporation is,

THE MONTANA STATE NURSES' ASSOCIATION.

II

That the purposes for which it is organized, are as follows:

1. The establishment of a high standard of efficiency in the profession of nursing; the maintenance of the dignity, honor and character of that profession in Montana; the advancement of the educational standards in the profession, and the promotion of unity among, and the general good of members of this corporation.
2. The elevation of the standards of nursing education; to establish and maintain a code of ethics among nurses; to distribute relief among such nurses as may become ill, disabled or destitute; to disseminate information on the subject of nursing by publications in official periodicals or otherwise; to bring into communication with each other various nurses and associations and federations of nurses throughout the United States of America; and to succeed to all rights and property held by the Montana State Nurses' Association as an unincorporated organization.
3. To maintain the proper relationship between the patient and the nurse.
4. To preserve and protect the best interests of the public, the hospitals, ethical nurses and other qualified ethical agencies concerned with the preservation of health; to carry on public health campaigns, crusades and activities.
5. To preserve, protect and promote ethical scientific nursing and to advise the public of advantages and benefits, and to warn the public of dangers, in the fields of nursing and public health.
6. The acquirement by purchase, gift, devise or bequest of personal and real property and the use and disposal thereof for the ends and the accomplishment of the purposes for which this corporation is organized.
7. To carry out the obligation or provisions of any trust imposed by will or deed of trust, or otherwise, where the trust is created for any charitable purpose, public or

private, or other public purpose, and where the same is not repugnant to any law of this state; to give away, contribute or otherwise dispose of, any property of any kind for the purposes of dispensing charity, either public or private, or for any helpful, worthy or lawful object within the purview of its corporate purposes, subject in all these powers to the laws of Montana, including Chapter 42 of the Civil Code aforesaid.

8. To appoint such agents and officers as its business may require.

9. To admit persons to membership in the corporation and to expel any member pursuant to the provisions of the by-laws; and to classify memberships in the corporation, if desirable.

10. To provide by its by-laws the amount of its membership fee to be paid by the various classes of members; the amount to be paid by each member annually for dues, and to fix the time of payment and the manner of collecting the same and to provide forfeiture of membership in the corporation for non-payment of dues.

III

The corporation shall have continual succession.

IV.

That the principal office for the transaction of the business of this corporation shall be located at Helena, in the County of Lewis and Clark, State of Montana.

V.

That the number of directors of this corporation shall be thirteen (13) and that the names and addresses of those selected for the first year and until their successors shall have been elected and qualified are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
Beatrice Kruska	Helena, Montana
Helen Murphy	Helena, Montana
Lala Handorf	Bozeman, Montana
Sister Mary Germaine	Havre, Montana
Esther Zwisler	Helena, Montana
Emily Heaton	Great Falls, Montana
Mary Mann	Missoula, Montana
Sister John Marie	Helena, Montana
Mable Cross	Billings, Montana
Jane Stevenson	Missoula, Montana
Marguerite Hubert	Butte, Montana
Geneva Theis	Helena, Montana
Clara Anderson	Missoula, Montana

VI

Every member of this corporation shall pay annual, or other dues; the amount of such dues shall be fixed by the By-laws of this corporation. Such dues shall be payable by the members within thirty (30) days after notice thereof. The amount of dues so fixed by the By-laws may differ and may be fixed according to the various classes of membership.

VII

This corporation shall have no capital stock and its

business shall not be carried on for profit but shall be carried on to promote the purposes of this corporation enumerated above. This corporation in no way contemplates pecuniary gain or profit to any of the members hereof.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7th day of December, 1946.

(Signed)

Beatrice Hruska
Helen Murphy
Lala Handorf
Sister Germaine
Esther Zwislor
Emily Heaton
Mary Mann
Sister John Marie
Mable Cross
Jane Stevenson
Marguerite Hubert
Geneva Theis
Clara Anderson

STATE OF MONTANA)
 : SS.
County of Lewis and Clark)

On this 7th day of December, 1946, before me, E. G. TOOMEY, a Notary Public in and for the State of Montana, personally appeared Beatrice Hruska, Helen Murphy, Lala Handorf, Esther Zwislor, Emily Heaton, Mary Mann, Sister John Marie, Jane Stevenson, Marguerite Hubert, Geneva Theis, and Clara Anderson, known to me to be the same persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that such persons executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, the day and year in this certificate first above written.

(Notarial Seal)

(signed) E. G. Toomey
Notary Public for the State of Montana
Residing at Helena, Montana
My Commission expires: May 1, 1947

STATE OF MONTANA)
 : ss.
County of Yellowstone)

On this 23rd day of December, 1946, before me, Alice R. Bennett, a Notary Public in and for the State of Montana, personally appeared Mable Cross, known to me to be one of the persons whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

(Signed) Alice R. Bennett
Notary Public for the State of Montana
Residing at Billings, Montana
My Commission expires: Sept. 5, 1947

of the directors of the voluntary association organized as Montana State Nurses' Association, viz., Beatrice Hruska of Helena, Montana, Helon Murphy of Helena, Montana, Lala Handorf of Bozeman, Montana, Sister Mary Germaine of Havre, Montana, Esther Zwisler of Helena, Montana, Emily Heaton of Great Falls, Montana, Mary Mann of Missoula, Montana, Sister John Marie of Helena, Montana, Mable Cross of Billings, Montana, Jane Stevenson of Missoula, Montana, Margurite Hubert of Butte, Montana, Geneva Theis of Helena, Montana and Clara Anderson of Missoula, Montana, be, and they are hereby authorized and directed to incorporate THE MONTANA STATE NURSES' ASSOCIATION under such name, and for that purpose to file with the Secretary of State of the State of Montana, properly executed Articles of Incorporation as required by law, setting forth the purposes and objects of such corporation, and designating the directors above named as directors of such corporation, and fixing their terms of office, and including all other provisions proper and requisite in such articles, and that such persons take all necessary and proper steps to effect said incorporation and secure certificates of incorporation under the laws of the State of Montana; and

BE IT FURTHER RESOLVED: That the President of said association, who presides at this meeting, viz., Beatrice Hruska of Helena, Montana, and the Secretary of said association who acts as recording officer at the meeting, viz., Anne Zimmerman of Helena, Montana, certify a true and complete copy of this resolution and attach the same to said Articles of Incorporation for filing as required by law."

On being put to a vote, said resolution was unanimously adopted.

STATE OF MONTANA)
) ss.
County of Hill)

On this 17th day of December, 1946, before me, Sister M. Florissa, Tierney, a Notary Public in and for the State of Montana, personally appeared Sister Mary Germaine, known to me to be one of the persons whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

(signed) Sister M. Florissa, Tierney
Notary Public for the State of Montana
Residing at Havre, Mont.
My Commission expires: December 5, 1949.

(Notarial Seal)

C E R T I F I C A T E

KNOW ALL MEN BY THESE PRESENTS:

That we, Beatrice Hruska of Helena, Montana, President and presiding officer, and Anne Zimmerman, Secretary and recording officer, respectively, of and at the 34th Annual Meeting of Montana State Nurses' Association, an unincorporated association, held in Billings, Montana on October 15th, 1946, hereby certify that the annexed "Resolution", authorizing and directing the incorporation of

THE MONTANA STATE NURSES' ASSOCIATION

is a full, true and correct copy of the Resolution unanimously adopted at said meeting by all the persons attending the same, all of whom were then and there associated as Montana State Nurses' Association and of the whole of said Resolution.

We further certify that said meeting was a regular annual meeting duly called, notice and held and which had and enjoyed the plenary authority of said association, duly and regularly exercised in all respects.

IN WITNESS WHEREOF, we have herunto subscribed our names this 7th day of December, 1946.

(signed) Beatrice Hruska
President and Presiding Officer at
said Meeting

ATTEST:

(signed) Anne Zimmerman
Secretary and Presiding Officer
at said meeting

OFFICE OF

THE MONTANA STATE NURSES' ASSOCIATION

RESOLUTION AUTHORIZING AND DIRECTING THE INCORPORATION OF

ARTICLE I
Name, Mission, Purpose, and Functions

SECTION 1.

The name of this Association shall be Montana Nurses Association, hereinafter referred to as MNA, a constituent Member of the American Nurses Association, hereinafter referred to as ANA. Through ANA, members of MNA shall have representation in the International Council of Nurses.

SECTION 2. Mission and Purpose

- a. Mission and Purpose: Montana Nurses Association promotes professional nursing practice, standards, and education, represents professional nurses, and provides nursing leadership in promoting high quality health care.
- b. The mission and purpose shall be unrestricted in accordance with ANA bylaws.

SECTION 3. Functions

The functions of MNA shall be to:

- a. Promote through appropriate means the standards of nursing practice, nursing education, and nursing services established by ANA;
- b. Promote adherence to the Code of Ethics for Nurses established by ANA;
- c. Propose and influence legislation, governmental programs, and state and national health policy;
- d. Promote and protect the economic and general welfare of nurses;
- e. Promote and provide for the continuing professional development of nurses;
- f. Represent nurses and serve as their spokesperson with professional and community groups and the public;
- g. Represent nurses in collective bargaining and provide services to local units that include, but may not be limited to; receipt of local unit dues revenue, disbursement of local unit funds to local units, and training related to filing annual reports with the U.S. Dept. of Labor;
- h. Provide for representation in the ANA Membership Assembly;
- i. Promote relationships with the Montana Student Nurses Association;
- j. Stimulate and promote research in nursing, disseminate research findings and encourage the use of new knowledge as a basis for nursing;
- k. Provide services to constituent district nurses associations to include, but not be limited to; receipt of district dues revenue, disbursement of funds to districts for accounts payable, and completion of federal labor law documentation for tax purposes;
- l. Maintain communication with members through official publications;
- m. Assume an active role as a consumer advocate; and
- n. Provide for networking among professional nurses through contact with affiliate members.

ARTICLE II
Membership and Dues

SECTION 1. Composition

Members of MNA shall be those persons accepted as members in accordance with qualifications and other requirements described in the MNA Bylaws. Membership shall be unrestricted by consideration of age, color, creed, disability, lifestyle, nationality, race, religion, gender, health status or sexual orientation.

SECTION 2. Qualifications

- a. A Joint MNA/ANA Member is any Registered Nurse who, has been granted a license to practice by the Montana Board of Nursing as a Registered Nurse or is employed in the state of Montana as a Registered Nurse under the Nurse Licensure Compact and does not have a license under suspension or revocation in any state. A Joint MNA/ANA member may also be any Registered Nurse who has voluntarily allowed the Montana license to lapse (terminate) due to retirement and no longer seeks active licensure. Their license must be in good standing at the time of retirement. Joint MNA/ANA Members are entitled to membership rights described in section 5a of this Article.
- b. A Joint MNA/ANA/AANP Member is any Advanced Practice Registered Nurse (APRN) who, has been granted a license to practice by the Montana Board of Nursing as an Advanced Practice Registered Nurse or is employed in the state of Montana as an Advanced Practice Registered Nurse and does not have a license under suspension or revocation in any state. A Joint MNA/ANA/AANP member may also be any Advanced Practice Registered Nurse who has voluntarily allowed the Montana license to lapse (terminate) due to retirement and no longer seeks active licensure. Their license must be in good standing at the time of retirement. Joint MNA/ANA/AANP Members are entitled to membership rights described in section 5a of this Article.
- c. MNA in-state only members: This applies only to existing MNA in-state members remaining in good standing as a Grandfathered status: This membership does not entitle the registered nurse to belong to or receive benefits from the American Nurses Association at the national level. MNA in-state only members shall be entitled to membership rights as described in Section 5 (b) .
- d. MNA/MFPE Members: Registered Nurses organized under MFPE shall become joint MNA/ANA members per the MNA/ MFPE shared member agreement with full membership rights as joint MNA/ANA members described in Section 5(a) of this Article.
- e. Organizational Affiliate: A professional nursing organization, whose governing body is composed of a majority of Registered Nurses, which subscribes to the mission, philosophy and legislative platform of MNA and whose application has been approved by the MNA Board of Directors. Each Organizational Affiliate organization is allotted one seat in the House of Delegates.

SECTION 3. Dues

The dues for Joint MNA/ANA/AANP and MNA in-state only, members shall be determined by MNA House of Delegates. Annually, dues may increase based on the Consumer Price Index for Urban Consumers (CPI-U) measured by the percent change in the index from June of the prior year to June of each current year, not to exceed 4% or go below 0%. Other changes in dues for Joint MNA/ANA and MNA in-state only members of the MNA shall be determined by the House of Delegates. Any change in the dues assessment paid by MNA to ANA, AANP, or Labor Affiliates, or MNA shared member agreements, local units, and District Nurses Associations (DNA) shall be incorporated into the annual dues paid by each member upon approval by the HOD and/or CBA (Collective Bargaining Assembly).

Joint MNA/ANA/AANP Member dues shall include designated amounts for ANA, Labor Affiliates, MNA, MNA shared member agreements, districts, local units, and the Council on Economic and General Welfare (E&GW), if appropriate. MNA in-state only member dues shall include designated amounts for MNA, districts and an amount to be remitted to ANA which shall be equal to the amount ANA remits to the MNA for ANA direct members in accordance with the ANA dues policy established by the ANA Membership Assembly and per the written agreement between MNA and ANA. MNA/MFPE member dues shall be paid per the shared member agreement established between MNA and MEA/MFT, and shall cover district, state and national dues requirements. Organizational affiliate dues shall be determined annually by the MNA BOD and shall be designated for the cost of communication with the affiliates and for government relations activities.

- a. Joint MNA/ANA members who qualify for one of the following three (3) categories may elect to pay a Professional Reduced Rate:
 - (1) Registered nurses in full time study toward a degree with maximum allowance up to three (3) years;

- (2) Graduates of basic nursing education programs for the first year of membership if the application is initiated within six (6) months after graduation, and the nurse holds at least a temporary practice permit; and
- (3) Nurses sixty-five (65) years of age or older who are licensed.
- b. Members sixty-two (62) years of age or older who are retired and not employed as a Registered Nurse and have or have not allowed the license to lapse may elect to pay twenty-five (25) percent of annual dues.
- c. Dues are payable on the due date and are delinquent if not paid within thirty (30) days of the due date. When a member becomes delinquent paying dues, the member must pay the following to become current:
 - (1) outstanding dues, plus;
 - (2) interest per month on all outstanding dues, plus;
 - (3) A rebilling fee for each notice sent by MNA.
- d. No money shall be refunded or additional monies collected when a change in dues category occurs within the membership year.
- e. MNA shall be bound by the obligation to pay dues to ANA pursuant to the ANA bylaws and Membership Assembly policy until such time as 2/3 of the entire MNA membership votes to disaffiliate from ANA pursuant to Article II Section 5(b).

SECTION 4. Transfer

A member of another ANA Constituent Member Association (CMA) who has paid full dues may transfer to, or from, Montana without further payment or refund of dues for the remainder of the membership year.

SECTION 5. Membership Rights

- a. The Joint MNA/ANA/AANP or MNA/ MFPE member shall have the right to:
 - (1) Receive an MNA/ANA membership card; *ANA periodicals*; and regular MNA communications;
 - (2) Be a candidate for MNA and ANA elective or appointive positions in accordance with qualifications set forth in the MNA or ANA Bylaws;
 - (3) Participate in the election of ANA Membership Assembly representatives, MNA officers and Board members, Council members and members of the Nominations Committee and Elections Committee, unless otherwise specified in the Bylaws;
 - (4) Attend the MNA House of Delegates and ANA Membership Assembly , conventions, and other unrestricted activities;
 - (5) Submit proposals for consideration by MNA;
 - (6) Attend the Quadrennial Congress of the International Congress of Nurses;
 - (7) Due process in disciplinary matters including notice, full and fair hearing, and the right to appeal at the state level; and
 - (8) Be accorded other rights as provided for under common parliamentary or statutory law.
- b. MNA in-state only members shall be entitled to the following rights:
 - (1) Receive an MNA membership card and regular MNA communications;
 - (2) Be a candidate for appointment to committees, except for the Committee on Bylaws, or Councils by the Board of Directors as allowed for in the Bylaws;
 - (3) Participate in the election of MNA officers and Board members, unless otherwise specified in the Bylaws; *they cannot participate in the elections of the MNA Representatives to the ANA Membership Assembly, or the MNA candidates for the Committee on Nominations or the Elections Committee.*
 - (4) Attend the MNA House of Delegates, conventions and other unrestricted activities;
 - (5) Submit proposals for consideration by MNA;
 - (6) Due process in disciplinary matters including notice, full and fair hearing, and the right to appeal at the state level; and
 - (7) Be accorded other rights as provided for under common parliamentary or statutory law.

- c. The Joint MNA/ANA/AANP and MNA/ MFPE members of MNA shall continue to have rights of membership in the American Nurses Association as provided in the ANA bylaws until such time as 2/3 of the entire MNA membership votes to disaffiliate from the ANA. MNA membership, for these purposes, is defined as Joint MNA/ANA and MNA/ MFPE members of MNA who have ANA rights and privileges of membership as a result of their MNA and ANA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

SECTION 6. Membership Obligations

Each member shall have the obligation to:

- a. Uphold the bylaws of MNA and the bylaws of ANA; MNA in-state only members do not have to abide by the ANA Bylaws, as they are not members of ANA.
- b. Abide by the ANA *Code of Ethics for Nurses*;
- c. Pay dues as required by MNA; and
- d. Fulfill the requirements of an office or committee if elected or appointed.

SECTION 7. Disciplinary Action and Appeal

Disciplinary action and appeal against members may be carried out in accordance with the following:

- a. Cause for disciplinary action by MNA against a CMA/ANA member shall be limited to failure to fulfill the obligations as cited in these bylaws; and other actions detrimental to the purposes, goals and functions of MNA and ANA.
- b. Disciplinary proceedings shall be conducted in accordance with policies and procedures established by the MNA Board of Directors, which shall have final disciplinary authority over members.
- c. Depending on the severity of the violation, a member may be reprimanded, censured, suspended from membership, or permanently expelled from membership.
- d. A member may appeal any disciplinary action in accordance with procedures adopted by the MNA Board of Directors.
- e. Any disciplinary action taken by another ANA constituent member association against one of its nurse CMA/ANA members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplining constituent member association's bylaws and disciplinary procedures.

ARTICLE III ***House of Delegates***

SECTION 1. Definition

The House of Delegates, hereinafter referred to as HOD, shall be the governing body of MNA and shall be composed of the Board of Directors and all registered delegates.

SECTION 2. Authority

The HOD has duty and power to act for the membership in the management of the association. The HOD delegates authority to the Board of Directors for management of the association in the intervals between meetings of the HOD.

SECTION 3. Composition

- a. Apportionment:
 - (1) The number of delegates to which any District Nurses Association (DNA) shall be entitled at any convention or special meeting shall be based on the number of members in good standing on June 1st (first);
 - (2) Each DNA in good standing shall be entitled to one Delegate at Large in addition to one (1) Delegate for each thirty (30) members (or major fractional part thereof).

- b. DNAs shall conduct Delegate/alternate Delegate elections by secret ballot. A mail ballot or electronic ballot is permissible.
- c. Each Delegate or alternate shall serve for a one (1) year term or until a successor is elected.
- d. Vacancies shall be filled only by elected alternates.
- e. The HOD shall also include courtesy seats for nurse members in good standing who shall have voice but no vote as outlined by MNA policy.

SECTION 4. Accountability

The HOD shall be accountable to the membership of MNA.

SECTION 5. Responsibilities

The HOD shall:

- a. Determine dues for joint MNA/ANA members and in-state only members of MNA;
- b. Review annual financial statements provided by MNA Board of Directors;
- c. Provide direction to the Board of Directors in the management of the association;
- d. Provide representation for DNA members;
- e. Review reports from committees and councils;
- f. Adopt amendments to MNA bylaws;
- g. Adopt the MNA legislative platform.

SECTION 6. Voting at Convention or Special Meeting

Each registered Delegate shall be permitted to cast only one (1) vote on any matter coming before a Convention or Special Meeting of MNA.

SECTION 7. Quorum

A quorum for the transaction of business of the HOD shall consist of a majority of the members of the Board, one (1) of whom shall be the President or Vice President, and fifty-one (51) percent of the eligible Delegates elected.

SECTION 8. Meetings

- a. The HOD shall meet annually at the time of the MNA convention. MNA shall hold an annual convention at such time and place and with such registration fees, as shall be determined by the Board of Directors. Announcement of such convention shall be made in *The PULSE*.
- b. Special meetings of the HOD shall be called by the President upon the written request or approval of a majority of the membership.
- c. The Board of Directors shall determine time and place of special meetings.
- d. Notice of special meetings of the HOD shall be mailed to each member at least fifteen (15) days prior to the meetings.
- e. Members of the Montana Student Nurses Association shall be encouraged to attend all open meetings of the MNA.
- f. Meetings of the Montana Student Nurses Association may be held in conjunction with the annual Convention of the MNA at such times as shall be designated in the program of the Convention.

ARTICLE IV
Board of Directors

SECTION 1. Definition

The Board of Directors, hereinafter referred to as BOD, is the corporate body composed of officers and directors elected by MNA membership.

SECTION 2. Composition

The BOD shall consist of nine (9) elected officers and directors and one (1) student nurse representative (non-voting).

- a. There shall be four (4) officers: President, Vice President, Secretary, and Treasurer.
- b. There shall be five (5) directors: one (1) director representing each of the four (4) MNA Councils, and one (1) Director-at-large.
- c. There shall be one (1) student nurse representative appointed by the board and serving in a non-voting advisory capacity.

SECTION 3. Authority

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

SECTION 4. Accountability

The BOD shall report and be accountable to the HOD.

SECTION 5. Responsibilities

The BOD shall:

- a. Exercise the corporate responsibility and fiduciary duties of the MNA consistent with applicable provisions of the law;
- b. Provide for implementation of MNA policies and positions approved by the MNA HOD;
- c. Establish policies and procedures for the transaction of business, coordination of MNA activities, and operation and maintenance of state headquarters;
- d. Establish financial policies and procedures, submit all books to a certified public accountant for financial review or audit as defined in Article XVI; approve a budget and present an annual financial statement to the membership and HOD;
- e. Establish policies and procedures for approving MNA publications and other printed materials prior to their distribution;
- f. Establish policies and procedures for the collection, analysis, and dissemination of information;
- g. Establish policies and procedures for nominations and elections;
- h. Establish standing and ad hoc committees of the board as deemed necessary for the performance of its duties and define the purpose and authority of such committees;
- i. Make appointments and fill vacancies as delegated to the board in these bylaws;
- j. Define qualifications for appointive office unless otherwise specified in these bylaws;
- k. Hire, define the authority and responsibilities of and annually review the performance of the Chief Executive Officer;
- l. Confer constituent district membership on associations meeting qualifications established in these bylaws and determine services to be offered to constituent DNAs;
- m. Establish policies and procedures for disciplinary action against members and constituent district associations;
- n. Establish fees for conventions, specified activities, and services;
- o. Control the use of the official MNA logo and the procurement and sale of replicas thereof;
- p. Provide for MNA liaison or representation at meetings of voluntary organizations and of public or governmental agencies;

- q. Present the names of qualified registered nurses to fill vacancies occurring on the Montana State Board of Nursing to the Governor for their consideration;
- r. Assume other duties as referenced elsewhere in these bylaws and mandated by the MNA House of Delegates;
- s. Devise and coordinate measures for growth and development of MNA;
- t. By a majority vote, exclude from discussion of and/or voting on an issue a Board member determined to be in conflict of interest;
- u. Interpret MNA bylaws; and
- v. Establish relationships and collaboration with the Montana Student Nurses Association.

SECTION 6. Term of Office

- a. Officers and directors shall be elected for two (2) year terms.
- b. Officers and directors will serve until their successors are elected or appointed by the Board.
- c. An officer or director who has served one-half (1/2) term or more, 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 joint MNA/ANA or MNA/ MFPE 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.

SECTION 8. Vacancies

If a vacancy occurs:

- a. In the office of the President, the Vice President shall become President and shall serve the unexpired term;
- b. In the event of simultaneous vacancies in the offices of both President and Vice President, the BOD shall appoint a current Board member to serve as President; and
- c. If a vacancy occurs in the office of another officer or of a director, the BOD may fill the vacancy by appointment until the next regular election when such vacancy shall be filled by election for the unexpired term.

SECTION 9. Duties of Officers

- a. The President of MNA shall:
 - (1) Serve as the official representative of MNA and its spokesperson on matters of MNA policy and positions;
 - (2) Serve as the chairperson of the HOD, the BOD, and the Executive Committee of the Board; and as an ex-officio member of all councils and committees except the Committee on Nominations, the Elections Committee and E & GW Council;
 - (3) As designated by the BOD, the President also may appoint committees of the BOD and may fulfill other duties.
 - (4) Serve as one of two representatives to the ANA Leadership Council. The president or designee shall be entitled to one vote at the Leadership Council
- b. The Vice President shall:
 - (1) Attend meetings of the BOD and its Executive Committee;
 - (2) May attend other meetings of the MNA, except the Committee on Nominations, Elections Committee and E & GW Council;
 - (3) Oversee recognition awards;
 - (4) Oversee policy and procedure review; and
 - (5) Assume the duties of the President when necessary, except as representative to the ANA Membership Assembly.

- c. The Secretary shall be responsible for:
 - (1) The proper recording of minutes of the BOD, Executive Committee of the Board, and the HOD;
 - (2) Knowing the procedures of the headquarters of the MNA relating to notification of election or appointments, notices of time and place of meetings and records of members;
- d. The Treasurer shall be responsible for
 - (1) Chairing the Finance Committee; and
 - (2) Knowing the procedures of the headquarters of MNA relating to receipt and deposit of funds; and
 - (3) Attending meetings of the Executive Committee.

SECTION 10. Executive Committee

There shall be an Executive Committee of the BOD composed of the officers, which shall have all powers of the BOD to transact business between board meetings in accordance with rules established by the Board. Such transactions shall be reported to the BOD immediately and ratified at the next regular meeting of the BOD.

SECTION 11. Chief Executive Officer

- a. The BOD shall delegate to the Chief Executive Officer the authority to manage MNA according to policies established by the HOD and the BOD.
- b. The Chief Executive Officer shall be accountable to the BOD.
- c. The Chief Executive Officer shall employ, direct, promote and terminate staff of MNA following MNA Policies and Procedures.
- d. The Chief Executive Officer may represent MNA and serve as spokesperson on matters of established policy and positions.
- e. The Chief Executive Officer, or designee, is one of two MNA representatives to the ANA Leadership Council

SECTION 12. Meetings

- a. The BOD shall meet preceding each convention of MNA and at such other times as shall be determined by the President or by the Board. Absence from two (2) consecutive regular meetings of the Board shall be cause for declaring a vacancy in the Board position. Such vacancy shall be determined by a majority of the Board.
- b. Business requiring action by the BOD between meetings of the Board may be conducted by mail or other media. BOD members will be notified of proposed actions by email. Ratification of the proposed action shall occur by a simple majority of affirmative email responses. Such action shall be reviewed and recorded in the minutes at the next regular meeting of the BOD.
- c. Special meetings of the BOD may be called by the President and shall be called upon written request of four (4) or more members of the BOD. Special meetings shall be held at such time and place as may be specified in the notice thereof.

SECTION 13. Quorum

A majority of the BOD, including the President or Vice President, shall constitute a quorum at any meeting of the BOD.

ARTICLE V
District Nurses Associations

SECTION 1. Definition

Constituent nurses associations of MNA shall be called District Nurses Associations, hereinafter referred to as DNAs.

SECTION 2. Boundaries

Boundaries of the DNAs shall be defined by the MNA BOD. The boundaries may be changed or new district associations created in accordance with the procedures adopted by the MNA BOD.

SECTION 3. Obligations

DNAs shall be required to:

- a. Assure that their members are qualified as provided in Article II of these bylaws;
- b. Adopt and maintain such bylaws as do not conflict with bylaws of ANA and MNA;
- c. the bylaws of each constituent DNA shall:
 - (1) Provide for the obligation of members to pay dues to MNA in accordance with policies adopted by the MNA HOD;
 - (2) Allow for the assessment of district dues;
 - (3) Protect members' right to participate in the constituent DNA;
 - (4) Specify the obligations of members; and
 - (5) Provide for inactive status and disposal of treasury, if so desired.
- d. The DNA shall refer revisions of the District bylaws to the MNA Committee on Bylaws ninety (90) days before a reply is desired and send to the MNA Committee on Bylaws, within one (1) month after final adoption, complete and up-to-date copies of its bylaws;
- e. Send to the MNA office the names and addresses of all officers immediately after their election or appointment;
- f. Provide documentation to request disbursement from MNA of district revenue for accounts payable;
- g. Provide documentation to MNA of additional revenue; and
- h. Submit audits and other reports as requested to the MNA BOD.

SECTION 4. Rights

Each constituent DNA shall be entitled to:

- a. Submit proposals for consideration by MNA; and
- b. Submit to MNA the names of nominees for MNA/ANA/AFT/AANP elective and appointive positions in accordance with provisions of these bylaws.

SECTION 5. Inactive Status for DNAs

- a. DNAs may elect to become inactive, as provided for in Article V, Section 3(c)(5).
- b. MNA members in that DNA may elect to be active at the state level.

SECTION 6. Disqualification of DNA

A DNA which fails to comply with the requirements stated in these bylaws or for other cause deemed sufficient may be disqualified as a constituent association of MNA by a ninety (90) percent vote of the Board, provided due notice has been given. Such district association and its members must be notified at least ninety (90) days before the vote is taken, and the DNA shall have the opportunity for a hearing with the MNA Board within said ninety (90) day period.

SECTION 7. Reinstatement of DNA

A constituent district association which has been disqualified may be reinstated by a ninety (90) percent vote of the MNA BOD.

ARTICLE VI *Committees*

SECTION 1. Definition

- a. There shall be standing committees as follows:
 - (1) Bylaws;
 - (2) Editorial Board;
 - (3) Elections;
 - (4) Finance;
 - (5) Nominations (elected); and
 - (6) Personnel/Policies & Procedures.
- b. There shall be ad hoc committees as follows:
 - (1) History; and
 - (2) Public Relations/Membership.

SECTION 2. Composition

- a. All committees shall be composed of at least three (3) members.
- b. All committees, with the exception of the Committee on Nominations, Elections or committees established by a council, shall be appointed by the Board.
- c. The Committee on Nominations shall be elected annually by the membership. The nominee receiving the highest number of votes shall become chairperson. Candidates must be members of both MNA and ANA.
- d. The Elections Committee shall be elected annually by the membership. The nominee receiving the highest number of votes shall become chairperson. Candidates must be members of both MNA and ANA.
- e. Each committee with the exception of the Committees on Finance, Elections and Nominations shall elect a Chairperson who shall serve for one year or until a successor is elected.
- f. Appointees to the MNA Committee on Bylaws must be joint members of both MNA and ANA.

SECTION 3. Term of Office

- a. Members of committees, except the Committee on Nominations and the Elections Committee shall serve two-year terms and shall serve until their successors are appointed.
- b. Members of the Committee on Nominations and the Elections Committee shall be elected for a one-year term, and must be Joint members of both MNA and ANA.

SECTION 4. Accountability

All committees shall be accountable to the BOD (except the Committee on Nominations and the Elections Committee) and submit reports to the HOD. Each committee shall submit an annual budget to the Finance Committee.

SECTION 5. Vacancies

- a. Absence from two (2) consecutive meetings shall be cause for declaring a vacancy in the position. Such vacancy shall be determined by the majority of the BOD.
- b. A vacancy on a committee, except the Committee on Nominations and the Elections Committee, shall be filled by appointment by the BOD.

- c. A vacancy on the Committee on Nominations shall be filled by the alternate who received the next highest number of votes.
- d. A vacancy on the Elections Committee shall be filled by the alternate who received the next highest number of votes.

SECTION 6. Functions – Standing Committees

- a. The Committee on Bylaws shall:
 - (1) Review the bylaws of MNA and DNAs and recommend corrections or amendments as appropriate;
 - (2) Draft the proposed text of all amendments to MNA bylaws and, upon review by the BOD, and review by the ANA Committee on Bylaws (COB) with the goal being 90 days before being submitted to the MNA HOD, submit them to the MNA HOD in accordance with the provisions of Article XIX; and
 - (3) Submit proposed bylaws amendments and adopted bylaws to ANA for their review and comment and implement ANA recommendations as required.
 - (4) Review ANA proposed amendments during the field comment period and provide feedback to the MNA BOD for submission to the ANA COB;
 - (5) Ensure the committee members are members of both MNA and ANA.
- b. The Editorial Board shall:
 - (1) Solicit articles and pictures for inclusion in *The PULSE*; and
 - (2) Edit and approve for publication content for *The PULSE* and other publications of MNA.
- c. The Elections Committee shall:
 - (1) Ensure the election process integrity;
 - (2) Ensure compliance with federal labor law; and
 - (3) Certify the election results.
 - (4) Ensure all Committee Members and Alternate are members of both MNA and ANA.
- d. The Committee on Finance shall:
 - (1) Include the Treasurer who shall be chairperson;
 - (2) Review the budget quarterly;
 - (3) Prepare an annual budget for presentation to the BOD;
 - (4) Present the approved budget to the HOD; and
 - (5) Make recommendations on all matters relating to income and expenditures of MNA funds.
- e. The Committee on Nominations shall:
 - (1) Consist of three (3) members, who are members of both MNA and ANA, elected by members of the MNA. The chairperson shall be the member receiving the highest number of votes;
 - (2) Prepare a list of candidates for each position to be filled by election, using procedures established by the BOD;
 - (3) Place on the ballot only those who have submitted a written consent to serve if elected and who are current MNA members, as well as members of ANA for the three positions that require ANA membership: MNA Representative to the ANA Membership Assembly, member of the MNA Committee on Nominations, and Elections Committee;
 - (4) Prepare a ballot to be presented at the Annual Convention; and
 - (5) Finalize the ballot prior to the end of Convention for distribution to the membership for voting.
- f. The Personnel/Policies and Procedure Committee shall:
 - (1) Review, develop and revise policies related to MNA personnel;
 - (2) Review and recommend revisions to employee benefits, salaries, and qualifications;
 - (3) Fulfill responsibilities in grievance procedures pursuant to policy;
 - (4) Make budget recommendations to the Finance Committee regarding personnel;
 - (5) Review policies submitted to the committee by other structural units and make necessary changes;

- (6) Forward accepted polices to the BOD for adoption; and
- (7) Recommend needed changes or additions in policies to the BOD.

SECTION 7. Functions – Ad Hoc Committees

- a. The Committee on History shall:
 - (1) Encourage the preservation of historical nursing data throughout the state in appropriate libraries and museums and periodically update the Association’s published history;
 - (2) Review documents at MNA headquarters office for deposit in the Montana Historical Society;
 - (3) Maintain a process of cataloging MNA’s historical documents in the Montana Historical Society; and
 - (4) Ensure collection and preservation of documents and other materials that have contributed and continue to contribute to the historical and cultural development of nursing.
- b. The Committee on Public Relations/Membership shall:
 - (1) Increase MNA's visibility on state and national levels;
 - (2) Promote publicity of nursing activities statewide;
 - (3) Develop and promote plans for retaining and recruiting members; and
 - (4) Advise and assist constituents in planning a continuing program of membership promotion.

SECTION 8. Quorum

A majority of the members of any committee shall constitute a quorum.

ARTICLE VII ***Councils***

SECTION 1. Definition

A council is an organized deliberative body with specific responsibilities related to fulfilling the mission of MNA. There shall be four councils:

- (1) Council on Advanced Practice (CAP);
- (2) Council on Professional Development (CPD)
- (3) Council on Economic and General Welfare (E&GW); and
- (4) Council on Practice and Government Affairs (CPGA).

SECTION 2. Composition

- a. The Council on Economic and General Welfare and the Council on Practice and Government Affairs shall consist of at least five (5) members, three (3) of whom are elected in even years; two (2) in odd years.
- b. The Council on Professional Development shall consist of at least 9 members, five (5) of whom are elected in even years: four (4) in odd years.
- c. Composition of the Council on Advanced Practice for purposes of conducting MNA business is defined as the Executive Committee of the CAP.
- d. Each Council may request additional members to meet workload demands. These requests shall be forwarded to the BOD, or in the case of E&GW, to the Collective Bargaining Assembly.
- e. The members of the Councils shall elect a chairperson.

SECTION 3. Term of Office

- a. Appointments and elections of Council members shall be for two-year terms or until successors have been appointed or elected.
- b. Council members may serve consecutive terms.

SECTION 4. Accountability

Councils are accountable to the BOD, with the exception of the Council on E&GW, which is accountable to the Collective Bargaining Assembly for collective bargaining issues and to the HOD for non-collective bargaining issues. The Council on E & GW shall provide status reports to the BOD. All councils provide status reports to the HOD.

SECTION 5. Vacancies

- a. Absence from two (2) consecutive regular meetings of a Council shall be cause for declaring a vacancy in a Council position. Such vacancy shall be determined by the majority of the Council.
- b. Vacancies on a Council, occurring at a time other than within three months prior to the HOD meeting, may be filled by the chairperson of the council subject to ratification by the other council members.

SECTION 6. Responsibilities

Each Council shall:

- a. Function within established policy;
- b. Evaluate trends, developments, and issues in the Council's area of responsibility;
- c. Establish goals and evaluate them annually;
- d. Establish procedures for the conduct of its business;
- e. Appoint committees as necessary to fulfill the purposes and functions of the Council. At least one Council member shall serve as a member of any ad hoc committee appointed by the Council. Members of these committees need not be limited to the general membership of MNA;
- f. Establish working relationships with the MNA Constituents and other organizations as appropriate;
- g. Interact with other Councils, committees, and affiliates;
- h. Recommend to the BOD nominees for ANA office; and
- i. Recommend budget items, based on its plans, for submission to Committee on Finance and/or CFO.

SECTION 7. Quorum

A majority of the members of any Council shall constitute a quorum.

ARTICLE VIII

Council on Advanced Practice (CAP)

SECTION 1. Definition

- a. The name of this council of MNA is the Council on Advanced Practice (CAP). The overall goal of CAP is to define and initiate solutions to present and future problems unique to Advanced Practice Registered Nurses (APRN).
- b. Functions of the Council are to:
 - (1) Identify and maintain an effective system of communication among Montana APRNs;
 - (2) Monitor legislation affecting APRNs;
 - (3) Develop and provide input on proposed legislation;
 - (4) Identify and recommend action plans for implementation of APRN issues;
 - (5) Identify and define continuing education/professional development needs specific to APRNs; and
 - (6) Identify and implement ways to increase public awareness of the APRN role.

SECTION 2. Composition

- a. Any member of the MNA who is also a licensed APRN may be considered for election to the CAP.
- b. The CAP consists of the officers and two (2) elected members at large.

- c. An APRN is defined as a registered professional nurse who currently is recognized by the MT Board of Nursing to practice as an APRN in Montana. (Clinical Nurse Specialist Certified Registered Nurse Anesthetist, Nurse Practitioner, Certified Nurse Midwife).

SECTION 3. Officers of CAP

- a. The Officers of CAP will include the Chairperson, Chairperson-Elect, and Secretary.
- b. In even numbered years the Chairperson-Elect will be elected by ballot and shall serve a one (1) year term, to be followed by a two (2) year term as Chairperson, for a total of three (3) years. In odd numbered years, the Secretary will be elected by ballot for a two (2) year term.
- c. Officers may serve two (2) consecutive terms in the same office and no more than five (5) consecutive terms in a combination of the offices. No officer may serve in two (2) capacities at the same time.
- d. Vacancies in the Officers shall be handled as directed in Article VII, Section 5.

SECTION 4. Responsibilities of CAP

The CAP will:

- (1) Formulate goals and facilitate their implementation;
- (2) Facilitate reports of activities to the membership;
- (3) Establish an agenda for business meetings;
- (4) Establish an expense budget for submission to the Finance Committee consistent with organizational goals;
- (5) Appoint appropriate ad hoc committees within the Council to fulfill the purposes and functions of the Council;
- (6) Evaluate and respond to national and state issues related to advanced practice;
- (7) Develop and review policies and procedures for the conduct of the activities of CAP;
- (8) Review bylaws of CAP and recommend changes as appropriate to Bylaws Committee;
- (9) Facilitate the offering of continuing education/professional development specific to APRNs;
- (10) Participate in ad hoc committees or other structural units;
- (11) Recommend to the BOD nominees for ANA elections and appointments; and
- (12) Recommend to the BOD nominees for state appointments.

SECTION 5. Duties of Members of CAP

- a. The Chairperson will:
 - (1) Preside at scheduled meetings and special meetings of CAP;
 - (2) Facilitate the goals of the Council as directed by the membership at the annual meeting;
 - (3) Provide leadership on legislative issues that impact APRNs; and
 - (4) Facilitate formulation of an expense budget to be presented to the Finance Committee.
- b. The Chair-Elect will:
 - (1) Assume the duties of the Chair in the Chairperson's absence;
 - (2) Automatically succeed the Chairperson on completion of term for which elected; or may assume the Chairperson role in the event of an unexpected vacancy in the Chair; and
 - (3) Facilitate review of CAP bylaws and recommend revisions to the MNA Bylaws Committee.
- c. The Secretary will:
 - (1) Record minutes of the meetings and provide them to MNA staff for dissemination; and
 - (2) Solicit and facilitate the material for *The PULSE*.
- d. The Members at large will:
 - (1) Coordinate the distribution of information to APRNs in Montana;
 - (2) Coordinate the receipt of concerns of Montana APRNs to CAP.

SECTION 6. Meetings

- a. Meetings may be conducted by conference call.
- b. An annual meeting of CAP will be conducted at the time of the MNA Convention and at such other times as determined by the Chair of the Council.

SECTION 7. Voting

A quorum shall consist of a majority of the council to include at least one (1) Officer.

ARTICLE IX

Council on Professional Development (CPD)

SECTION 1. Definition

The name of this council of MNA is the Council on Professional Development (CPD). The overall goal of CPD is to advance quality continuing education/professional development for nurses through established Accredited Provider and Accredited Approver Unit functions.

SECTION 2. Composition

All members shall meet qualifications of the American Nurses Credentialing Center (ANCC) and MNA policies and procedures.

SECTION 3. Responsibilities of the CPD

- a. Collaborate with the MNA Director of Professional Development (CPD) to ensure quality in all continuing education/professional development functions.
- b. Contribute to establishing and measuring goals and outcome measures for the Accredited Provider and Accredited Approver Units.
- c. Participate in development, implementation, and evaluation of policies, procedures, and guidelines of the continuing education/professional development program in adherence to accreditation criteria.
- d. Advocate for the value of quality continuing education/professional development through communication with members, nonmembers and other stakeholders.
- e. Consider the impact of national and state initiatives on continuous professional development in making recommendations regarding MNA's role in providing and approving continuing nursing education.
- f. Make recommendations to the Board of Directors regarding structural capacity to carry out provider and approver functions, including human, material, and financial resources.

SECTION 4. Meetings

The CPD shall meet with such frequency as required to conduct the business of the Council.

ARTICLE X

Council on Economic & General Welfare (E&GW)

SECTION 1. Definition

- a. The name of this council of MNA is the Council on Economic and General Welfare (E&GW), whose overall goal is to advance employment and economic issues of all nurses.
- b. Through collective bargaining, the E&GW Council advances the employment and economic conditions in the MNA bargaining units.

SECTION 2. Composition

- a. The E&GW Council shall consist of five (5) collective bargaining members nominated and elected by the collective bargaining membership.
- b. The E&GW Council shall elect its own officers.

SECTION 3. Accountability and Funding

The collective bargaining program shall be funded from dues and fees paid to MNA. Lump sum monies designated for the E&GW program are based on the prior two (2) years actual expenditures and projected expenses.

SECTION 4. Meetings

- a. The E&GW Council shall meet at least two (2) times a year.
- b. A majority of the E&GW Council members shall constitute a quorum.

SECTION 5. Responsibilities

- a. Establish goals and evaluate annually;
- b. Establish policies and procedures for the conduct of its business and direction of the collective bargaining program;
- c. Provide for implementation of CBA policies and positions approved by the CBA;
- d. Approve use of mobilization funds from the MNA mobilization fund in accordance with direction from the CBA
- e. Arrange for the annual meeting of the CBA to coincide with the annual MNA convention; and
- f. Annually, in conjunction with the Labor Director, develop and submit a budget to the Finance Committee;
- g. The E&GW Council shall have all powers of the CBA to transact business between CBA meetings in accordance with rules established by the CBA.

SECTION 6. Staff

- a. The MNA Labor Relations Director shall serve as staff for the CBA.
- b. The Labor Relations Director shall be employed by MNA, as provided in ARTICLE IV, Section 11c.

SECTION 7. Collective Bargaining Assembly (CBA)

- a. Composition: Two (2) elected members from each local bargaining unit (LBU) represented by MNA shall comprise the CBA. Additional seats will be available for observers with voice but no vote per E & GW policy.
- b. Purpose: CBA will determine the direction for the E & GW program and review its policies and budget for MNA's collective bargaining activities.
- c. Business: It shall be the business of the CBA to accept nominations made by the collective bargaining membership for the following positions:
 - 1. E&GW Council members;
 - i. Four (4) E&GW Council Members,
 - ii. One (1) E&GW Council BOD Member.
 - 2. AFL-CIO COPE convention delegates;
 - 3. AFL-CIO Constitutional convention delegates; and
 - 4. AFT Convention Delegates.
- d. A "call for nominations" shall be provided to collective bargaining members a minimum of 15 days prior to the scheduled start of CBA. Only nominated candidates shall be forwarded to the collective bargaining membership to be voted on by secret ballot.
- e. Voting: All elected CBA members in attendance at the annual meeting of CBA are eligible to vote on business presented to the CBA.
- f. At its annual meeting, the CBA may propose additional revenue for the collective bargaining program. Any increase in dues or assessments must be approved by a majority of the CBA who vote by secret ballot. Dues or assessments collected for mobilization shall be deposited in the MNA mobilization fund.

SECTION 8. Local Units

- a. Local units of MNA may require member dues to support local unit activities. Local unit dues are of a consistent dollar amount throughout all MNA local units. Local unit dues are determined by the CBA members through a majority vote conducted by secret ballot.
- b. Local units who levy and collect dues must file appropriate annual reports with the U.S. Dept. of Labor (DOL). Local unit Presidents and secretaries/treasurers are responsible for completion and submission of the annual report to the U.S. DOL.

ARTICLE XI
Council on Practice & Government Affairs (CPGA)

SECTION 1. Definition

The name of this council of MNA is the Council on Practice and Government Affairs (CPGA). The overall goals of CPGA are to assist in interpreting the ANA professional standards of nursing practice, promote the implementation of these standards in the work environment, and promote informed participation in legislative and government matters.

SECTION 2. Responsibilities

- a. Educate and stimulate professional nurses to implement ANA standards of practice;
- b. Assist in informing nurses of mechanisms for reporting suspected ethical or legal problems related to health care;
- c. Educate nurses about the legislative process;
- d. Work closely with the Montana Board of Nursing on areas of mutual concern;
- e. Develop or revise a legislative platform based on recommendations from constituent associations, MNA structural units and previous experience with state and federal legislation and report annually to the HOD; and
- f. Recommend a plan of action to the BOD/HOD as indicated for effective legislative involvement which is in harmony with established platform and policies of MNA.

ARTICLE XII
MNA Organizational Affiliates

SECTION 1. Establishment

- a. Professional nursing organizations in Montana who subscribe to the mission, philosophy and legislative platform of MNA may apply for an organizational affiliate membership.
- b. The application shall include a statement of objectives and a contact person or chairperson.
- c. The Organizational Affiliate will be assessed a fee/dues determined annually by the MNA BOD.

SECTION 2. Responsibility of MNA Affiliates

MNA Affiliates shall:

- a. Pay fees/dues assessed by MNA BOD;
- b. Share nursing issues with the BOD; and
- c. Appoint or elect a person to be the affiliate's voting representative to the MNA HOD. The affiliate will pay for registration and attendance.

SECTION 3. MNA Responsibility to Affiliate Members

- a. MNA will keep the affiliate member informed of Association business and of any applicable legislative information through a copy of the PULSE.
- b. MNA will attempt to include affiliate member issues in the legislative agenda and lobby for those issues at the legislative session.

ARTICLE XIII
Nominations

SECTION 1. The Committee on Nominations

The committee of Nominations shall submit to the HOD a list of open positions and names of persons agreeing to run for those positions. Nominations will close at the end of the Nominations Committee report, the last day of the HOD at the Annual Convention.

SECTION 2. Qualified nurse members may self-nominate for open positions.

SECTION 3. Consents to serve must be obtained before names appear on the ballot, except in cases of write-in candidates. A valid consent to serve must be obtained prior to an office being filled.

SECTION 4. The ballot shall provide space for members to write in names of additional candidates for each office. Write-in candidates must meet the membership criteria to be a candidate for those MNA positions requiring a candidate to be a member of both MNA and ANA.

SECTION 5. The Committee on Nominations will prepare a final ballot prior to the end of Convention for distribution to the membership.

ARTICLE XIV
Elections

SECTION 1. Members of the BOD are elected according to the following schedule: the Treasurer, Vice President, and Council Directors for E&GW and CPD and one (1) Director-at-Large shall be elected in even years. The President, Secretary, and Council Directors for CPGA and CAP shall be elected in the odd years. The terms of office of these officers shall commence on January 1 following the annual convention and shall continue for two years or until their successors are elected or appointed. Directors representing E & GW and CAP are elected by their respective members and do not appear on the general ballot. Election results will be published following the election.

SECTION 2. The Committee on Nominations shall be elected annually by the membership and assume their terms on January 1 following the election. The nominees must be members of both MNA and ANA. The nominee receiving the highest number of votes shall become chairperson with other committee positions filled in order of votes received. There must be at least one member elected as an alternate to serve in the event of a vacancy on the committee.

SECTION 3. Members of Councils shall be elected for staggered terms: Odd number of members of each Council shall be elected in the even years; even number of members shall be elected in the odd years with the exception of the Council on Advanced Practice which shall elect one (1) member at large annually. All terms shall be two years. Members of CAP shall determine the process for electing the CAP Council Director position. The Council Directors' nominees representing CPD and CPGA shall appear on the ballot and be elected by the membership. The successful Council Director shall also serve on the respective council by membership election or Board appointment. The E & GW Council Director nominees shall be placed on the ballot and be elected by the CBA membership.

SECTION 4. Two (2) Representatives, and alternates, as allowed for, to the ANA Membership Assembly shall be elected annually and serve for two years beginning January 1 after the election. The two nominees whom receives the highest number of votes shall be elected as the representatives; nominees who receive the next highest number of votes shall be elected as alternates. Vacancies shall be filled only by elected alternates. Members may not serve for more than 2 consecutive terms. Nominees must be members of both MNA and ANA.

SECTION 5. Delegates and alternates, allowed for, to the AFL-CIO COPE Convention and AFL-CIO Constitutional Convention, will be elected by the collective bargaining membership yearly. Nominees receiving the highest number of votes shall be elected as delegates; nominees who receive the next highest number of votes shall be elected as alternates. Vacancies shall be filled only by elected alternates.

SECTION 6. Delegates and alternates, allowed for, to the AFT Convention will be elected by the collective bargaining membership in the odd-numbered years and serve for two (2) years, beginning their term in the even-numbered years. Nominees receiving the highest number of votes shall be elected as delegates; nominees who receive the next highest number of votes shall be elected as alternates. Vacancies shall be filled only by elected alternates.

SECTION 7. All elections shall be by secret ballot. The ballot shall be mailed to members following the annual convention. An electronic ballot and electronic voting is permitted as long as ballot integrity is assured.

SECTION 8. There shall be an election of three members who shall assume responsibility of the Election Committee. Members of the Election Committee will be elected annually by the membership to serve a one (1) year term to commence on January 1 following the election. The nominees must be members of both MNA and ANA. The nominee receiving the highest number of votes shall become chairperson with other committee positions filled in order of votes received. There must be at least one member elected as an alternate to serve in the event of a vacancy on the committee.

SECTION 9. A plurality of those voting shall constitute the election. In case of a tie, the choice shall be decided by lot to be drawn by a member designated by the president immediately after the tally by the tellers. The tellers will witness the drawing of the lot.

SECTION 10. All ballots, credentials of the voting body and other records of the election shall be preserved for one year after the election.

ARTICLE XV

Relationship with the American Nurses Association

SECTION 1. Membership

MNA is a constituent member of ANA. MNA shall pay dues to ANA in accordance with the policies adopted by the ANA Membership Assembly.

SECTION 2. Representation

a. Membership Assembly:

(1) MNA is entitled to representation at regular and special meetings of the ANA Membership Assembly in accordance with ANA bylaws and policy.

(2) Membership Assembly Representatives and alternates shall be elected by secret ballot to serve a two (2) year term or until a successor is elected. A mail ballot is permissible. Candidates must be members of both MNA and ANA and can only be elected by members of both MNA and ANA.

b. Leadership Council

(1) The Leadership Council shall be composed of two representatives from MNA, who shall be the president and chief staff officer (Chief Executive Officer) or their designee. The MNA president or the president's designee shall be a member of both MNA and ANA.

(2) MNA shall be allowed one vote to be cast by its president or the president's designee.

ARTICLE XVI
Fiscal Authority

A fiscal year of the MNA shall begin January 1 and end December 31. The BOD shall provide for the auditing or financial review of the MNA books by a certified public accountant. Full audits shall occur every three (3) years. Additionally, a full audit will also occur with a change in the Secretary/Treasurer position and/or the Chief Executive Officer position, up to a maximum of once per year, unless determined to be necessary by the BOD. Financial reviews shall be performed during all other years. The accountant shall report to the BOD the results of the audit or financial review.

ARTICLE XVII
Parliamentary Authority

The rules contained in the most current version of *Robert's Rules of Order* shall govern meetings of the MNA in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XVIII
Official Publication Seal and Logo

The PULSE shall be the official publication of the MNA. There shall be an official MNA seal maintained at the Headquarters office. Its use shall be limited to the validation of the official MNA documents. The logo of MNA shall incorporate the outline of the state of Montana and the letters "MNA" in such design as adopted by the HOD.

ARTICLE XIX

SECTION 1. Amendments with Notice

- a. The Committee on Bylaws shall receive proposed amendments at least ninety (90) days prior to an annual meeting of the HOD.
- b. Amendments proposed by the Committee on Bylaws for action by the HOD shall be submitted to the ANA Committee on Bylaws at least ninety (90) days prior to being submitted to the MNA Secretary and shall be noticed to the delegates thirty (30) days in advance of the meeting of the HOD.
- c. These bylaws may be amended with prior notice at an annual or special meeting of the HOD by a two-thirds vote of the delegates present.

SECTION 2. Amendments without Notice

These bylaws may be amended without prior notice at an annual or special meeting of the HOD by ninety-five (95) percent of the delegates present

ARTICLE XX
Dissolution

SECTION 1. Dissolution of the MNA or any constituent DNA shall follow the procedures outlined below

A resolution regarding dissolution of the MNA or constituent DNA shall be prepared upon the advice of an attorney and in conformity with state statutes. The resolution shall:

1. Define the procedure for disposing of the real property and monies of the MNA/constituent DNA;
2. Be mailed to all members of record; and
3. Be passed by a two-thirds majority of delegates at a meeting of the HOD or constituent DNA members voting.