

MISSOURI NURSES ASSOCIATION CONSTITUTION AND BYLAWS

AMENDED October 3, 2009

CONSTITUTION ARTICLES OF INCORPORATION

(Restated)
As Amended to date
STATE OF MISSOURI
Corporation Division
Certificate of Corporate Records

I, Roy D. Blunt, Secretary of State of the State of Missouri, and keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of all corporate papers relative to Missouri Nurses Association (originally: Missouri State Nurses Association) as the same appears on file and of record in this office. In testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 16th day of July, Nineteen Hundred and Ninety.

Roy D. Blunt, Secretary of State

-Originally filed for record January 28, 1907, in State of Missouri, County of Jackson, Kansas City, MO.

Jon E. Swenger
Secretary of State

MONA Officers

-Amended, January 29, 1910
Jackson County Circuit Court
Kansas City, MO,

Gertrude M. Gibson,
President
Mabel C. Long,
Secretary
Mary E. Stebbins,
Treasurer

-Amended, December 29, 1938
Jackson County Circuit Court
Kansas City, MO

Clara L. Wright, RN,
President
Elizabeth Martin, RN,
Secretary
Bertha Love, RN,
Treasurer

-Amended, October 28, 1947
Jackson County Circuit Court
Kansas City, MO

Deborah MacLurg Jensen,
President
Sr. Olivia Drusch,
Secretary
Melba R. Scyoc,
Treasurer

-Amended, July 27, 1954
Jackson County Circuit Court
Kansas City, MO

Helen E. Kinney, RN,
President
Bertha Stevens,
Secretary
Bertha Hochuli,
Treasurer

-Amended October 14, 1968
Jackson County Circuit Court
Kansas City, MO

Charlotte Hamilton, RN,
President
Jean Thompson, RN,
Secretary
Linda DeLand, RN,
Treasurer

-Amended May 30, 1990
Jackson County Circuit Court
Kansas City, MO

Roberta Olson, RN, PhD,
President
Norma Anderson, RN,
Secretary/Treasurer

CONSTITUTION

I. NAME

(Amended October 1968)

The name of this Association shall be the Missouri Nurses Association.

II. OBJECTIVES

(Amended October 1989)

The objectives of this Association shall be to represent the registered professional nurses of Missouri; to advance all means of elevating the standards of the nursing profession; to promote and protect the economic and general welfare of the members of the nursing profession, including the negotiation and enforcement, on behalf of such members, of contracts or agreements governing rates of compensation, hours and other conditions of employment, so that quality nursing services are available to the public; to cultivate collegial relations among members of the profession and collaborative relations between such members and other health care providers; to foster professional responsibility between registered professional nurses and society; to secure legislation relating to the profession of nursing; to provide links between nurses on a local, state, national and international basis; and to engage in such other activities as are reasonably necessary and incidental to accomplish the foregoing.

III. MEMBERSHIP

(As Amended October, 1989)

All graduate nurses complying with and qualifying under the Bylaws, shall be eligible for membership.

IV. OFFICERS

(As Amended October 2001)

The officers of this Association shall be President, Immediate Past President as ex-officio without vote, Vice President, Secretary, Treasurer and elected Directors.

V. BOARD OF DIRECTORS

(As Amended October, 1938)

The control and management of this Association shall be vested in a Board of Directors.

VI. AMENDMENTS

This Constitution may be amended at any regular meeting by a two-thirds vote of the whole vote cast, but no amendment shall be voted upon unless the same shall have been appended to the call for the meeting.

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**MISSOURI NURSES ASSOCIATION
PHILOSOPHY**

The Missouri Nurses Association believes that professional nursing is the protection, promotion, and optimization of health and abilities, prevention of illness and injury, alleviation of suffering through the diagnosis and treatment of human response and advocacy in the care of individuals, families, communities and populations.*

REFERENCE

* AMERICAN NURSES ASSOCIATION, **NURSING; A SOCIAL POLICY STATEMENT**, 2003.

PREAMBLE

The vision of the Missouri Nurses Association is to be one strong voice for Missouri nurses. The mission of Missouri Nurses Association is to promote, protect and enhance registered professional nursing practice through advocacy, education, collaboration and partnership.

ARTICLE I. TITLE, PURPOSE, AND FUNCTIONS

Section 1. The name of the Association shall be the Missouri Nurses Association, hereinafter referred to as MONA.

Section 2. Purposes:

The purposes of MONA shall be to act and speak for the nursing profession and Missouri's professional nurses and to promote and enhance safe and accountable professional nursing practice:

- a. Working for the improvement of health standards and the availability of health care services for all people.
- b. Fostering high standards of nursing.
- c. Stimulate and promote the professional development of nurses and advancing their economic and general welfare.
- d. Promote and protect the practice of professional nursing.
- e. Provide the premier forum for contemporary nursing issues in Missouri.

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

Section 3. Functions:

The functions of the MONA shall be to:

- a. Promote standards of nursing practice, nursing education and nursing services as defined by the American Nurses Association, hereinafter referred to as ANA.
- b. Promote adherence to the ANA Code of Ethics for Nurses.
- c. Initiate and influence legislation, governmental programs and public health policy.
- d. Ensure workforce advocacy and collective bargaining programs for, and to promote and protect the economic and general welfare of nurses.
- e. Promote and provide continuing education and professional development of nurses.
- f. Encourage and disseminate knowledge development in nursing through research, and promote evidence-based nursing practice.
- g. Represent professional nursing and nurses in Missouri through the American Nurses Association and related entities, and with allied, professional, community and governmental groups and the public.
- h. Provide for representation in the American Nurses Association (ANA) House of Delegates.
- i. Meet the qualifications required as a constituent of ANA.
- j. Provide services to constituent units of MONA.
- k. Promote a mentoring relationship with the Missouri Nursing Students Association to support the development of future members and nurse leaders.
- l. Support registered nurses to assume active roles as consumer advocates in healthcare.
- m. Maintain communication with members through official publications and communication technologies supporting timely interchange of information, ideas, programs and initiatives to successfully administer the business of the Association and of the profession.

ARTICLE II. RELATIONSHIP OF MONA AND ANA

Section 1. Relationship to ANA:

As a Constituent of the American Nurses Association (CMA), the relationship of MONA to ANA shall be to:

- a. Maintain membership in ANA by meeting the qualifications for membership.
- b. Pay the assessment to ANA in the amount approved by the ANA House of Delegates.
- c. Hold voting seats in ANA House of Delegates, the number being specified by ANA.
- d. Abide by the contractual arrangements as agreed to by MONA and ANA.
- e. Uphold purposes, functions and bylaws of ANA.
- f. Submit nominees for elected offices and appointed positions as requested.
- g. Submit proposed bylaws changes to ANA.
- h. Enter into agreement with ANA at MONA's will, to allow for individual direct membership to ANA for registered nurses entitled by law to practice professional nursing and who reside or practice professional nursing in the state of Missouri.
- i. Shall continue until such time a two-thirds vote of the entire membership votes to disaffiliate from the ANA.

ARTICLE III. REGIONAL NURSES ASSOCIATIONS

Section 1. The MONA Regional Nurses Associations (RNAs) are the basic structural units through which members participate in the Missouri Nurses Association. The RNA bylaws are in harmony with the bylaws of MONA and have been approved by a majority by the MONA Board of Directors. The RNA shall have the authority to establish an organization that is a constituent unit of MONA. The RNA has the authority, delegated by the MONA Board of Directors, to:

- a. Establish its own governance structure, as defined by MONA bylaws, regional bylaws, programs, and activities;
- b. Maintain regional representation on the MONA Board of Directors;
- c. Participate in the MONA Biennial Meetings; recommend strategies, policies and
- d. Promote activities that facilitate MONA's mission and goals; and
- e. Maintain functions and purposes congruent with MONA.

Section 2. Composition

The Board shall determine the number of regions. Boundaries of RNAs shall be defined by the Board. Boundaries may be changed by a majority vote of the Board.

Section 3. Responsibilities

The RNAs shall:

- a. Maintain a Regional Executive Committee
 1. The Executive Committee shall be responsible for the business of the region.
 2. Each Region shall have a five (5) member Executive Committee composed of a chairperson, vice chairperson,

secretary/treasurer, and two (2) members at large.

3. The chairperson and the two (2) members at large shall be elected in the even numbered years to serve a term of two (2) years or until their successors are elected.
4. The vice-chairperson and the secretary/treasurer shall be elected in the odd numbered years to serve a term of two (2) years or until their successors are elected.
5. No member of the Executive Committee may serve in the same office for more than two (2) consecutive terms.
6. Election results shall be reported to the MONA Board of Directors within thirty (30) days of the election.
 - Vacancies shall be filled by the Executive Committee of the Region.
 - Regional elections shall be conducted annually.
 - Send to the secretary of MONA annually, the names and addresses of the Regional Executive Committee immediately following their election or appointment.
 - Adopt and maintain MONA regional bylaws.
 - Confer with the Committee on Bylaws of MONA before adopting any proposed amendments to RNA constitution and/or bylaws and to submit the specified numbers of copies for committee review.
 - Adopt and maintain bylaws consistent with the bylaws of ANA/MONA and keep MONA supplied with complete up-to-date copies.
 - Suggest names of candidates for MONA ballot and to send the names of these members with addresses to the Nomination Committee.
- b. Submit reports to MONA as requested;
- c. Present issues and concerns pertinent to its regional members to MONA;
- d. Disseminate information to its regional members and the nursing community including MONA purposes and programs.
- e. Function in compliance with MONA bylaws.

Section 4. Finances

- a. RNA dues will be assessed by the MONA Board of Directors and two-thirds of general assembly members in good standing in attendance as outlined in Article VI, Section 2.
- b. The RNA shall apply to the MONA office for funds for activities in their region.

Section 5. Regional Viability

A RNA that is unable to meet the requirements of the MONA bylaws, or for other causes deemed sufficient by the Board, will come under the direction of the MONA CEO and Board of Directors who shall assist the region to regain and maintain viability.

Section 6. A RNA that has been disqualified may be reinstated by a two-thirds vote of the MONA Board.

ARTICLE IV. CHAPTERS

Section 1. Definition

RNAs may elect to establish chapters. It is the responsibility of the RNA to establish the structure and guidelines, in harmony with the MONA bylaws, under which the chapters will function. The structure and guidelines of chapters may differ among regions.

ARTICLE V. STATE INDIVIDUAL MEMBERS

MONA may enter into an agreement with ANA to allow direct membership in MONA, in accordance with this article.

Section 1. A state individual member (SIM) is one who resides or practices in Missouri, who is not currently a member of a MONA collective bargaining unit, and who meets the following qualifications for state individual membership:

- a. Has been granted a license to practice as a registered professional nurse in Missouri and does not have a license under suspension or revocation in any state, or is otherwise entitled by law to practice.
- b. May be a registered professional nurse in recovery who has surrendered a license to practice in Missouri in accordance with the Missouri State Board of Nursing policies and procedures.
- c. Pays and maintains dues which are not delinquent.
- d. Has submitted an application for membership accepted by the Association.
- e. Has not had membership in MONA or any other ANA constituent member association (CMA) revoked for violation of the Code of Ethics for Nurses or the bylaws of the CMA.

Section 2. Individual state members shall not be entitled to representation at the ANA House of Delegates or other benefits of member status in ANA.

Section 3. Each SIM shall pay dues established by MONA.

Section 4. Each SIM shall be a member of the RNA in which they reside or work and shall have rights of voice, vote, appointment and election at the regional level unless otherwise noted in the RNA bylaws.

Section 5. Each SIM shall be entitled to voice on all matters and vote on state level matters at MONA's Biennial Convention or Special Meeting of the General Assembly and to be appointed to state level positions, committees or coalitions by the MONA Board of Directors and other benefits of membership as established by the Board of Directors. A SIM shall not be eligible for appointment to ANA positions or committees.

Section 6. SIMs are not eligible to serve as a MONA officer or ANA delegate and shall not vote for state officers or ANA delegates. SIMs may vote for RNA officers.

ARTICLE VI. MONA INDIVIDUAL AFFILIATE

Section 1. A MONA Individual Affiliate (IA) is one who resides or practices in Missouri, who is not currently a member of a MONA collective bargaining unit, and who meets the following qualifications for individual affiliate status:

- a. Has been granted a license to practice as a registered professional nurse in Missouri and does not have a license under suspension or revocation in any state, or is otherwise entitled by law to practice.
- b. May be a registered professional nurse in recovery who has surrendered a license to practice in Missouri and in accordance with the Missouri State Board of Nursing policies and procedures.

Section 2. Each IA shall pay the user fee established by the MONA Board of Directors.

Section 3. Each IA shall be entitled to access specific designated areas of the MONA website and to MONA benefit programs as specified by the MONA Board of Directors.

Section 4. An IA shall not be eligible for appointment to ANA or MONA positions or committees. An IA is not eligible to serve in any state level elected MONA position and shall not vote for state level or regional officers and ANA delegates.

ARTICLE VII. MEMBERSHIP AND DUES

Section 1. Composition

- a. MONA shall consist of the members of the RNA (includes SIMs) and Individual Affiliates (IA).
- b. Each member of the RNA shall reside or work within the boundaries of the State of Missouri.
- c. Each RNA shall require the same qualifications as stated in Section 2 of this article.
- d. Membership shall be unrestricted by consideration of age, color, creed, disability, gender, health status lifestyle, nationality, race, religion or sexual orientation.

Section 2. Qualifications

A member is one:

- a. Who has been granted a license to practice as a registered professional nurse in at least one state, territory, possession, or the District of Columbia of the United States and does not have a license under suspension or revocation in a state, or is otherwise entitled by law to practice.
- b. Who may be a registered professional nurse in recovery who has surrendered a license to practice in accordance with the Missouri State Board of Nursing policies and procedures.
- c. Whose dues are not delinquent
- d. Whose membership is not under revocation for violation of the Code of Ethics for Nurses or the bylaws of ANA.
- e. Whose application has been accepted for membership.

Section 3. Dual Membership

- a. A dual member is one who belongs to MONA as well as other ANA constituent(s).
- b. The dual member must declare primary membership in one of the constituencies. If MONA is declared the primary constituent, then the dual member shall be assessed dues for ANA, MONA and RNA with all members' rights and obligations.
- c. If MONA is declared as the secondary constituent, the dual member may elect to:
 - Join a MONA region and be assessed MONA and RNA dues with all member rights and obligations; or,
 - Be a MONA Individual Affiliate member (IA) as outlined in Article VI.

Section 4. Membership Rights

MONA/ANA Membership Rights:

- a. Receive a MONA/ANA membership card and the official publications and programs of both organizations.
- b. Seek election to office, in accordance with qualifications for nomination found in Article IX, Section 9, are met, or appointed positions within MONA and ANA.
- c. Participate in MONA elections of elected persons as defined herein including electing state delegates to ANA House of Delegates.
- d. Vote on matters of business coming before the General Assembly at MONA Convention when in attendance.
- e. Attend the ANA House of Delegates, Conventions and other unrestricted ANA activities.
- f. Attend the Congress of International Council of Nurses.
- g. Participate in Congress on Nursing Practice and Economics.
- h. Receive due process in the event of disciplinary action as described herein.
- i. Attend MONA General Assembly.
- j. Participate and seek elected positions at the regional levels.
- k. Right to receive official MONA communications.

- l. Be afforded rights as provided under parliamentary authority and statutory law.

MONA/SIM Membership Rights

- a. Receive MONA/SIM membership card, the official publication and services and programs of MONA.
- b. Participate and seek appointed positions within MONA.
- c. Seek elected positions at the regional levels.
- d. Vote on state level matters of business coming before the general assembly at MONA Convention when in attendance.
- e. Attend MONA General Assembly meeting(s) with voice on all matters.
- f. Receive due process in the event of disciplinary action as described herein.
- g. Be afforded rights as provided under parliamentary authority and statutory law.
- h. Right to receive official MONA communications.

Section 5. A member has the obligation to:

- a. Uphold the bylaws of ANA and MONA.
- b. Abide by the Code of Ethics of ANA.
- c. Pay dues as required by these bylaws.
- d. Fulfill requirements of an office when elected or appointed.

Section 6. Transfer of Membership

- a. A member of MONA may, in accordance with ANA policy, transfer membership without further increase in dues for the remainder of the year:
 1. Transfer from MONA to another state association.
 2. Transfer from one RNA to another RNA within the state.
 3. Transfer into this state from another state.
- b. The state in which the membership is held shall initiate the transfer. The member should send a request to begin transfer proceedings to the CMA office of that state.
- c. A SIM membership is transferable only to another state that offers the SIM option in concert with ANA.

Section 7. Dues

- a. The full amount (100%) of the MONA annual dues for the members shall be determined by the Board of Directors and approved by two-thirds vote of the General Assembly. The MONA/ANA member shall also be assessed ANA and RNA dues. The MONA/SIM member shall also be assessed RNA dues (no ANA dues). A dual (IA) member pays only the MONA state dues. Dual members who elect to have Missouri as the primary membership will also be assessed ANA and RNA dues.
- b. Increases in ANA dues and the dues of ANA's associate organizational members, are automatically added to the dues of the ANA/MONA members and the members of the corresponding associate organization. The member notification and approval process

regarding ANA or associate organizational member dues increases are the responsibility of ANA or the associate organizational member.

- c. Each individual member shall be given written notice of any proposed dues change by MONA a minimum of sixty (60) days prior to meeting of the general assembly at which time there will be a vote on the proposal.
- d. Members shall forfeit their rights if dues are not paid as designated herein.
- e. Members who qualify for one of the following categories may elect to pay fifty (50) percent of the annual dues:
 - 1. Nurses who are not employed;
 - 2. Registered Nurses enrolled in full-time study to advance the nursing profession;
 - 3. Graduates of basic nursing programs for first time study within first six (6) months of graduation;
 - 4. Nurses sixty-two (62) years of age or older who are not earning more than the Social Security System allows without loss of Social Security payments.
- f. Members sixty-two (62) years of age or older who are not employed or members who are totally disabled may petition MONA for seventy-percent fee reduction.
- g. Members who have paid in full for the year shall not be refunded monies or have additional monies collected when a change in dues category is made within a membership year.
- h. Membership year shall be for twelve (12) consecutive months from joining month.
- i. Other discounted dues not previously defined in this section may be adopted by a majority vote of the Board of Directors, although such discount will not be recognized by ANA and MONA will be responsible for remitting the full proportional amount due to the national organization.

Section 8. Honorary Membership

Membership may be conferred on long standing members or other designated persons according to the policy of MONA established by the Board.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The Board of Directors is the corporate body elected by the membership, and shall have full power and authority over the affairs of the organization except that of electing officers and directors, adopting and amending bylaws, and establishing dues according to these bylaws. The Board of Directors is composed of officers and directors, chair of the E&GW Cabinet, a representative from each organizational affiliate, organizational unit, and RNA chairs with each having voice and vote. The nursing practice chair and the government affairs chair each have a voice and vote.

- a. Each regional chair shall represent one (1) region as defined by the MONA Board of Directors.

Section 2. The executive officers of MONA shall be President, immediate past President as ex-officio without vote, Vice President, Secretary and Treasurer.

Section 3. There shall be an Executive Committee of the Board of Directors composed of the President, immediate past President as ex-officio without vote, Vice President, Secretary and Treasurer, one Regional Chair; the Chair being selected by the Board. This committee shall meet as a committee of the whole and shall have all powers of the Board of Directors to transact business of an emergency nature between board meetings. All transactions of this committee shall be reported in full and ratified by the Board of Directors at the next regularly scheduled meeting of the Board of Directors.

Section 4. Officers shall be installed at the Biennial Convention or Special Meeting of the General Assembly following election as outlined in Article X and shall perform duties as specified in these bylaws and designated by the MONA Board of Directors.

Section 5. The term of office of the officers and Board of Directors shall be two (2) years, or until their successor is elected. No officer shall serve more than two consecutive terms in the same office. An officer who has served more than half a term shall be considered to have served a term in that office.

Section 6. Vacancies in these offices shall be filled as provided herein:

- a. In the event of a vacancy occurring in the office of President, the Vice President shall serve as President until the adjournment of the next Biennial Convention or Special Meeting of the General Assembly or until a successor is elected.
- b. In the event of a vacancy in the office of Vice President, Secretary, Treasurer or Board of Directors, the Board of Directors shall fill the vacancy by appointment until a successor is elected at the next Biennial Convention or Special Meeting of the General Assembly or the next election of Regional Directors in the alternate year.

Section 7. The President shall be chairperson of the Board of Directors and the Executive Committee of the Board. In addition, the President shall:

- a. Preside at all meetings of MONA and conduct them by a formal order of business.
- b. Serve as the official representative and spokesperson of MONA on matters of policy and position.
- c. Deliver a biennial address and perform all duties of the office.
- d. Serve as an ex-officio member of all committees, except the Committee on Nominations.
- e. Serve as a representative of MONA at meetings of the Constituent Assembly of the ANA. In case of inability to attend, an alternate may be appointed.

Section 8. The immediate past President is the individual who has finished the most recent term as President and may assume, for one year, ex-officio status without vote on the Executive Committee at the time the newly elected President takes office.

Section 9. The immediate past President may:

- a. Attend Board and Executive Committee meetings.
- b. Consult with the President as needed.
- c. Advise without vote on the Executive Committee and Board of Directors.

Section 10. In the absence of the President, the Vice President shall assume the duties of the President. The Vice President shall also assume other duties assigned by the Board of Directors.

Section 11. The Secretary shall:

- a. Keep the minutes of all meetings of MONA, the Executive Committee and the Board of Directors; and at such times as the President of MONA presides.
- b. Preserve all papers, letters and transactions of MONA and have custody of the corporate seal.
- c. Notify all members of their election or appointment.
- d. Send to the Secretary of ANA the names and addresses of all officers immediately following election.
- e. Send notices of the time and place of all meetings.
- f. Conduct the general correspondence of MONA and the Board of Directors.
- g. Keep an accurate record of the names and addresses of all members of MONA.
- h. Assume transmittal of MONA bylaws changes including changes in Articles of Incorporation to the Secretary of State as appropriate and to the ANA within three months of final adoption as specified in Article XIII, Section 1a(1).
- i. Present to the Board of Directors all applications of RNAs for recognition as constituent associations of MONA.
- j. Deliver, within one month after the election of a successor Secretary, all MONA property.

Section 12. The Treasurer shall:

- a. Receive and have charge of all funds of MONA, deposit such funds in a bank designated by the Board of Directors, and provide for the expenditure of such funds.
- b. Report to the Board of Directors the financial standing of MONA whenever requested to do so and make a full report to the General Assembly at each Biennial Convention or Special Meeting of the General Assembly.
- c. Keep an itemized account of all receipts and disbursements and give a written report at meetings of the Board of Directors and General Assembly.
- d. Give a bond subject to the approval of the Board of Directors, and submit all books of account for audit as specified by the Board of Directors.

- e. Deliver, within month after the election of a successor Treasurer, all MONA property.

Section 13. The Chief Executive Officer shall assume such duties in connection with the work of the Secretary and Treasurer as shall be designated by the Board of Directors.

Section 14. All officers, except the Secretary and Treasurer, upon expiration of their terms of office shall surrender all property in their possession pertaining to their respective offices to the newly elected President.

Section 15. The Economic and General Welfare Cabinet Chairperson shall serve as a voting member of the Board as a Director elected by the E&GW Cabinet.

Section 16. Each organizational affiliate shall be entitled to have a voting representative, designated by the affiliate, on the MONA Board of Directors.

Section 17. No executive officer or regional chair shall serve for more than two consecutive terms in the same office. No member of the Board shall be eligible to serve more than ten (10) consecutive years in various elected positions. A Director who has served more than half a term (12 months) shall be considered to have served a full term (2 years) in office.

Section 18. Regular meetings of Board of Directors

- a. These meetings shall be held immediately preceding and immediately following each Biennial Convention or Special Meeting of the General Assembly of MONA at the place where the Biennial Convention or Special Meeting of the General Assembly is held and at such other times and places as shall be determined by action of the Board of Directors.
- b. Special meetings of the Board of Directors may be called by the President on ten (10) days notice to each member of the Board either personally or by telephone, mail, electronic mail, voicemail or facsimile, and shall be called by the President in like manner or on like notice upon the written request of five (5) or more members of the Board of Directors. Special meetings shall be held at such time and place as may be specified in the notice.
- c. In the intervals between regular meetings of the Board of Directors, the President of MONA may refer and submit to the members of the Board of Directors definite questions relating to the affairs of MONA, which, in the opinion of the President, require immediate action on the part of the Board of Directors. The result of such a referendum, which requires a majority vote of the Board of Directors, shall determine the action of MONA and its Board of Directors. The results of such a referendum will be reported and ratified at the next regular meeting of the Board of Directors.

Section 19. Any officer or director who is absent from two (2) consecutive meetings of the Board of Directors, without just cause, shall forfeit membership from the Board. Replacement will be made in accordance with Sections 6a and b of this Article.

Section 20. Authority of the Board of Directors as vested by the General Assembly includes the duty and power of acting for the membership in the intervals between meetings of the General Assembly, development and implementation of association policies and positions.

Section 21. Accountability of the Board of Directors shall be to the General Assembly. The Board of Directors shall report to the General Assembly.

Section 22. The responsibilities of the Board of Directors shall be:

- a. Exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of law.
- b. Provide for implementation of association policies and positions approved by the MONA General Assembly.
- c. Establish policies and procedures for the transaction of business, coordination of association activities and operation and maintenance of a state headquarters.
- d. Establish financial policies and procedures, adopt the budget, submit all books annually to a certified public accountant for audit, and present an annual financial statement to the membership and General Assembly.
- e. Establish policies and procedures for approving publications and other printed materials prior to their distribution.
- f. Establish policies and procedures for credentialing members to vote at meetings.
- g. Establish policies and procedures for the collection, analysis and dissemination of information.
- h. Establish standing and special 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. Appoint, define the authority and responsibilities of and annual review of the performance of the chief executive officer.
- l. Confer constituent membership on associations meeting qualifications established in these bylaws.
- m. Grant organizational affiliate or organizational unit status according to these bylaws.
- n. Establish fee for organizational affiliate.
- o. Establish fees for convention, specified activities, and service.
- p. Control the use of the sale of the official insignia and the procurement and sale of replicas thereof.
- q. Establish relationships and collaboration with the Missouri Nursing Student Association.

- r. Establish relationships, collaborations, and affiliations with other organizations and groups.
- s. Assume other duties as may be provided for elsewhere in these bylaws and by the General Assembly.
- t. Ratify the votes of the Board of Directors secured by a referendum.
- u. Recommend names of persons for each vacancy on the Missouri State Board of Nursing to be submitted to the Governor of Missouri as nominees for appointment.
- v. Maintain official membership in ANA.
- w. Maintain and revise the strategic plan.
- x. Establish a user fee for Individual Affiliates.
- y. Provide for MONA liaison or representation at meetings of organizations and of public or governmental agencies.
- z. Oversee the appointment of officers to the Missouri Nurse Foundation (MNF) and function in the capacity as specified in the bylaws of the MNF.

Section 23. The Chief Executive Officer (CEO)

The Board of Directors shall delegate to the CEO the authority to manage the association according to policies and positions established by the MONA General Assembly and the Board of Directors.

- a. The CEO shall be accountable to the Board of Directors.
- b. The CEO shall employ, direct, evaluate and promote or terminate staff of the association.
- c. The CEO may represent the association and serve as spokesperson on matters of established policies and positions.

ARTICLE IX. NOMINATIONS

Section 1. Nine months before any election, the Committee on Nominations shall send to the RNAs the names of all elected officials then serving, indicating those whose terms of office will expire that year and those eligible for re-election.

Section 2. The Committee on Nominations shall seek the names of members qualified and willing to serve as elected officials. Individual members may submit their name directly to the committee for consideration for nomination to any elected position. The Committee on Nominations shall submit the ballot to the MONA Office no later than six (6) months prior to the election.

Section 3. Nominees for regional chair shall be members of a RNA, which has been determined on a permanent pattern of rotation within that region. Should a RNA choose to forego their opportunity to submit nominees, the established pattern of rotation will continue to be followed. Each region shall be represented by nominees for Committee on Nominations.

Section 4. From these names, the Committee on Nominations shall prepare a ballot ideally consisting of at least two (2) nominees for each elected position to be

filled. This ballot shall be representative, insofar as possible, of the various geographical areas of the state.

Section 5. If it is not possible for the Committee on Nominations to prepare a ballot as required in Section 4, the Committee shall request RNAs to submit additional names for those elected positions for which names are needed.

Section 6. If the name of a member of the Committee on Nominations is submitted as a suggested candidate for the MONA ballot with permission of that member, said member shall resign from the committee.

Section 7. The ballot shall be presented to the Board of Directors for review and shall be mailed or sent by a secure electronic method from headquarters of MONA to each member in the even numbered years sixty (60) days prior to October 1 and in odd numbered years, at least sixty (60) days before the opening of the Biennial Convention or Special Meeting of the General Assembly, ballots shall be sent to each member in good standing at that time.

Section 8. A name shall not be placed on the ballot unless the nominee has consented to serve if elected. No nominee shall appear on the ballot if election could result in concurrent officership in any other nursing organization that would be a conflict of interest.

Section 9. Names shall be placed on the ballot if the nominee is a MONA member in good standing or one who meets the criteria for membership as indicated in Article VII, Section 2. A member whose name is placed in nomination for the Board of Directors of the Association including Officers must live or work in Missouri.

ARTICLE X. ELECTIONS

Section 1. According to Article VII, members shall elect officials in the fall of each year. The term of these officials shall commence January 1 of each year and shall continue for two (2) years or until their successors are elected.

- a. The President, Vice President, Secretary and Treasurer shall be elected in odd numbered years by the entire MONA/ANA membership.
- b. The Nominee for President, Vice President, Secretary and Treasurer who received the highest number of votes shall be declared elected. In case of a tie vote, the choice shall be decided by lot.
- c. Regional chairs, one from each region, shall be elected in even numbered years to serve for two (2) years on the MONA Board of Directors. All members of the RNA comprising a region shall have an opportunity to vote for their regional chair.
- d. In odd numbered years, nominees each representing a different region, shall be elected by the entire MONA membership to the Committee on Nominations. The person receiving the highest number of votes shall be chairperson.

- e. ANA delegates and alternates shall be elected in odd numbered years by the MONA/ANA membership, in a number sufficient to comprise the allotted delegation. The delegates and alternates shall serve for two (2) years.

Section 2. There shall be regional chairs on the MONA Board of Directors. The nominee for Regional Chair receiving the highest number of votes for that region shall be declared elected and shall serve as one (1) of the regional chairs on the MONA Board. In case of a tie, the choice shall be decided by lot.

Section 3. The procedure for electing these officials shall be as follows:

- a. All elections shall be by secret, mailed ballot or secured electronic method. Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates who have consented to serve if elected.
- b. In the even numbered years sixty (60) days prior to October 1 and in odd numbered years, at least sixty (60) days before the opening of the Biennial Convention or Special Meeting of the General Assembly, ballots shall be sent from headquarters of MONA to each member in good standing at that time.
- c. Two (2) envelopes shall be sent to each member: one (1) small envelope marked "Ballot" and one (1) larger envelope. The larger envelope shall be marked "MONA Ballot" in the upper left hand corner. The ballot shall be marked, placed in the small envelope, and the envelope sealed; the small envelope shall be enclosed in the larger envelope, sealed and mailed to the headquarters of MONA. The date required for return of ballots shall not be less than ten (10) days after ballot is mailed. The designated staff person at the headquarters of MONA shall place the unopened returned envelope in a locked container kept at MONA headquarters and shall be responsible for checking the names of those who have voted (as shown on the outside envelope) with the official membership records of MONA. The ballots then shall be delivered to an authorized accounting firm for tabulation.

Section 4. Electronic Voting Methods

Electronic voting methods may be used by voting machines or secure electronic method.

- a. Polls shall be open for such periods of time as specified by the Board of Directors and noted in the program for the convention.
- b. Elections by secure electronic method (as referenced in Article X, Section 3a), may be had without a meeting if MONA delivers an electronic ballot to every member entitled to vote. The date required for return of ballots shall not be less than ten (10) days after ballot is sent.

Section 5. The tellers appointed by the MONA President, shall verify with the accounting firm, the validity of the tabulation and shall report those results to the membership at the Biennial Convention or Special Meeting of the General Assembly.

Section 6. All ballots of the voting body and other records of the election shall be preserved for one (1) year after the election.

Section 7. The final tabulation of votes by those entitled to vote and voting shall constitute an election.

ARTICLE XI. MEETINGS

Section 1. MONA shall hold a Biennial Convention or Special Meeting of the General Assembly at such time and place and with such registration fee as shall be determined by the Board of Directors. This Biennial Convention or Special Meeting of the General Assembly shall be held in odd numbered years.

Section 2. The order of business of each Biennial Convention or Special Meeting of the General Assembly of MONA shall be in accordance with the meeting agenda adopted at the beginning of the Convention or Special Meeting. The President and Board of Directors of MONA establish the agenda for the Convention business meeting or the Special Meeting of the General Assembly.

Section 3. Special Meetings of the MONA General Assembly may be called by the MONA President or a majority of the MONA Board of Directors. In addition, a majority of the RNAs may submit a written request to the MONA President to call a Special Meeting of the General Assembly.

Section 4. Any action that may be taken at any biennial, regular or special meeting of the General Assembly, may be taken without a meeting if MONA delivers a written or electronic ballot containing each proposed action with opportunity to vote.

- a. Approval by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written or electronic ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve the matter; and specify the time by which a ballot or electronic response must be received by MONA in order to be counted. A written or electronic ballot may not be revoked.

Section 5. Notices of all Board of Directors, Biennial Convention and Special Meetings of the General Assembly shall be sent to the President and to the

Secretary of each RNA. Notices of the Biennial Convention shall be mailed at least sixty (60) days before the first day of the Convention, and notices of Special Meetings of the General Assembly shall be mailed at least (10) days before the first day of the meeting to all members.

Section 6. Members of the Missouri Nursing Student Association may attend meetings as guests of MONA.

Section 7. Each organizational affiliate shall be entitled to have one representative at each meeting of the General Assembly who shall have voice and vote. The affiliate may make reports or presentations to the General Assembly at the Biennial Convention or Special Meeting of the General Assembly.

Section 8. An organizational unit may make reports or presentations to the General Assembly at the Biennial Convention or Special Meeting of the General Assembly.

ARTICLE XII. REPRESENTATION

Section 1. The voting body of MONA is the General Assembly, composed of the Board of Directors, MONA members, organizational affiliate(s) and units, each having two representatives at each meeting of the General Assembly with voice and vote. They shall be in good standing in attendance as outlined in Article VII, Section 2. All members shall present credentials at the time of registration.

Section 2. The voting body for all elections shall consist of all members in good standing according to Article VII. Each member shall have only one (1) vote in any election. Each member shall be entitled to only one (1) ballot for election of MONA officials (Article X, Section 3).

Section 3. At all MONA meetings, members of the particular group meeting at that time and who are MONA members in good standing in accordance with Article VII are entitled to one (1) vote on any one (1) matter.

Section 4. MONA is entitled to representation at Biennial Convention or Special Meeting of the General Assembly and/or House of Delegates of ANA. The ANA shall certify to MONA the number of delegates to which MONA is entitled based on action of the ANA House of Delegates. All delegates and their alternates to ANA Conventions and special meetings shall be elected by the membership in accordance with Article X, Section 1e, in odd numbered years.

Section 5. The MONA President, Vice President, Secretary and Treasurer, by virtue of their election to office, shall serve as ANA delegates at large.

- a. All other delegates and alternates shall be elected at large to serve for two (2) years or until their successors are elected.
- b. Vacancies in the MONA delegation shall be filled by alternates in order of highest number of votes received. An elected delegate who cannot

attend a session of the House of Delegates will be replaced by an alternate for that event, but will retain the position of elected delegate for the remainder of the term unless they resign or cannot fulfill the duties of a delegate.

Section 6. Representatives of MONA at meetings of the Constituent Assembly of ANA shall be the MONA President or the designated alternate and the MONA CEO, or their designee.

ARTICLE XIII. COMMITTEES OF THE ASSEMBLY

Section 1. There shall be three (3) Committees of the Assembly which shall be structural units of MONA: Bylaws, Nominations, and Resolutions.

a. **The Committee on Bylaws** shall consist of at least five (5) members and shall be accountable to the membership. This committee shall:

1. Suggest and receive all proposed amendments to these bylaws. Upon review of such amendments by the MONA Board, an opinion from the ANA Committee on Bylaws shall be obtained. Such proposed amendments, including those required for MONA to conform to the ANA bylaws, shall be submitted for action to the General Assembly at the Biennial Convention or Special Meeting of the General Assembly in accordance with the provisions for amendments in these bylaws.
2. Review the constitution and/or bylaws of any regional nurses association. The committee shall report its findings to the MONA Board of Directors, whose decision as to the acceptance of the RNA bylaws shall be final.
3. Advise RNAs concerning proposed amendments to their constitutions and/or bylaws in order that these may be kept in harmony with the bylaws of MONA and of ANA.

b. **The Committee on Nominations** shall consist of one member from each region, all of whom shall be elected as provided in Article X, Section 1d of these bylaws. This committee shall perform the duties as described in Article IX, and shall be accountable to the entire MONA membership.

c. **The Committee on Resolutions** shall consist of at least five (5) members and is accountable to the membership. The committee shall:

1. Receive, review and report on resolutions submitted for consideration by the membership at Biennial Convention or Special Meeting of the General Assembly.
2. Review resolutions for compliance to MONA and ANA bylaws and policies.
3. Provide for hearings on resolutions at Biennial Convention or Special Meeting of the General Assembly.
4. Develop procedures for presentation of resolutions to the membership for adoption at Biennial Convention or Special Meeting of the General Assembly including a financial impact statement.

5. Facilitate MONA Board review of resolutions.

Section 2. Absence without good cause from two (2) meetings of Committees of the Assembly shall constitute a resignation, and the vacancy shall be filled as provided for in Article VIII, Section 6.

ARTICLE XIV. COMMITTEES OF THE BOARD

Section 1. Committees shall be a structural unit of MONA and shall assume such duties as are specified in these bylaws and such other duties as may be assigned by the Board of Directors

- a. Committees, other than Committees of the Assembly, are accountable to the Board of Directors and shall report when requested to do so.
- b. Members of MONA and of the Missouri Nursing Student Association may attend committee meetings as guests.

Section 2. The President, with approval of the Board of Directors, shall have the authority to appoint such special committees as deemed necessary or expedient to the business of MONA.

Section 3. If a committee has subcommittees, the Chairperson of the committee and the Chairperson of the respective subcommittee may constitute a committee for action between meetings of the Committee of the Board. All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the committee.

Section 4. Absence without good cause from two (2) consecutive meetings of a committee shall constitute a resignation, and the vacancy shall be filled as provided for in Article VIII, Section 6.

Section 5. The following standing Committees shall be appointed at or immediately after each Biennial Convention or Special Meeting of the General Assembly to serve until the next Convention, or until their respective successors are appointed. MONA members shall submit a consent to serve to be appointed to a committee:

- Continuing Education Approver Unit
- Continuing Education Provider Unit
- Convention Program
- Finance
- Government Affairs
- Membership
- Nursing Practice
- Communications

- a. **The Committee on Continuing Education Approver Unit** shall consist of at least five (5) members. This committee shall:
1. Implement a peer review process utilizing the American Nurses Credentialing Center's Commission on Accreditation criteria for approval of nursing continuing education activities.
 2. Provide a mechanism for verification of quality for continuing education programs.
 3. Encourage nurses to maintain and improve knowledge and skills for professional practice.
 4. Foster availability and accessibility of continuing education programs throughout the state.
- b. **The Committee on Continuing Education Provider Unit** shall consist of at least five (5) members. The committee shall:
1. Advance the practice of nursing by disseminating new knowledge through MONA developed continuing education opportunities which meet the criteria established by the American Nurses Credentialing Center's Commission on Accreditation.
 2. Provide a mechanism for verification of quality for continuing education programs.
 3. Encourage nurses to maintain and improve knowledge and skills of professional practice.
 4. Foster availability and accessibility of continuing education programs throughout the state.
 5. Develop a total continuing education program for MONA.
- c. **The Committee on Convention Programs** shall consist of at least five (5) members. This committee shall:
1. Plan, coordinate and develop the focus for the Biennial Convention or Special Meeting of the General Assembly.
 2. Maintain and update a procedure manual for Biennial Convention or Special Meeting of the General Assembly.
 3. Participate in an advisory capacity to the Continuing Education Provider Unit in the area of Convention planning.
- d. **The Committee on Finance** shall consist of at least five (5) members. The Treasurer shall serve as chairperson of this committee. This committee shall:
1. Approve the annual budget prepared by the MONA staff and forward the budget to the MONA Board for adoption.
 2. Advise as to expenditure of funds and report the same to the Board of Directors.
 3. Assist the Resolutions Committee in preparing a financial impact statement for the resolutions to be presented to the General Assembly at the Biennial Convention or Special Meeting of the General Assembly.
- e. **The Committee on Government Affairs** shall consist of at least five (5) members. The membership of this committee shall be representative of various sections of MONA. This committee shall:
1. Study the need for legislative action.
 2. Study proposed federal, state and local legislation for its implications for nurses, nursing, and health.
 3. Develop and implement a state legislative program with the approval of the Board of Directors.
 4. Advise the Board of Directors on legislative matters.
 5. Assume such other duties as shall be assigned to it by the Board of Directors.
 6. The committee chair shall be a member of the MONA Board of Directors with voice and vote.
- f. **The Committee on Membership** shall consist of at least five (5) members. This committee shall:
1. Study and evaluate matters relating to membership in MONA.
 2. Develop and implement plans for retaining and increasing membership.
 3. Assist in the dissemination of information developed by the ANA in regards to membership promotion.
 4. Develop plans for assisting RNAs in preparing a continuing education program for membership promotion.
 5. Administer the MONA Awards Program and solicit nominees for ANA awards.
- g. **The Committee on Nursing Practice** shall consist of at least five (5) members. This committee shall:
1. Promote implementation of professional, ethical, and legal nursing standards within clinical, educational, and administrative areas of nursing.
 2. Collaborate with the specialty nursing organizations and other coalitions as appropriate on matters of nursing practice and concerns in areas of health care.
 3. Address nursing practice concerns and issues of health care consumers and professionals.
 4. Recommend nursing colleagues who meet the qualifications for appointed positions, elected offices, and awards to the MONA Board.
 5. Promote evidence based practice through incorporation of nursing research findings into nursing practice.
 6. The committee chair shall be a member of the MONA Board of Directors with voice and vote.
- h. **The Committee for Communications** shall consist of at least five (5) members with skills in information technology, writing, marketing and/or advertisement. This committee shall:
1. Develop and maintain methods to increase communication among members, regions and ANA.

2. Establish and maintain an effective communication system within the association.
3. Establish mechanisms to communicate the associations' position on important issues to consumers and other health care providers.
4. Coordinate the development of association publications, including print and electronic.
5. Serve in editorial capacity for MONA publications.

Section 6. The Board of Directors shall appoint other committees, as the Board shall deem necessary as well as determining their purposes and functions.

Section 7. The Missouri Nurses Association Political Action Committee (hereinafter MONA PAC) is the political electoral action component of the Association, administratively accountable to the Board of Directors but with autonomy in administering fund contributions and candidate endorsements through its governing structure and without direct influence or approval authority by the MONA Board of Directors.

- a. The committee shall consist of not less than five (5) members appointed by the MONA Board of Directors. Additionally, the MONA President and chairperson of the Government Affairs Committee shall serve as ex-officio members of the committee.
- b. MONA PAC shall be administratively accountable to the Board of Directors.
- c. The committee shall have a chairperson, secretary and treasurer elected from and by committee members.
- d. The treasurer shall be responsible for administering MONA PAC funds and shall at least annually provide the MONA Board of Directors with a financial statement of activities.
- e. The purpose of the committee shall be to solicit funds for campaign contributions and to distribute monies based on established criteria.
- f. Endorsements and awards will be made on a non-partisan basis.
- g. Committee activities will serve to increase nurses' awareness in the electoral process and to encourage participation in state campaigns.

ARTICLE XV. GENERAL ASSEMBLY

Section 1. The General Assembly shall be the governing and official voting body of MONA and shall be composed of the Board of Directors, MONA members, and organizational affiliate(s) and units who may have two representatives at each meeting of the General Assembly with voice and vote and be in good standing in accordance with Article VII attending the General Assembly.

Section 2. The General Assembly shall have the authority and responsibility to:

- a. Elect officers and directors.
- b. Adopt, amend and maintain MONA bylaws.
- c. Establish dues of the membership according to Article VII, Section 7 and Article XVII, Section 3a of these bylaws.

- d. Adopt resolutions.

Section 3. Meetings:

- a. The General Assembly shall meet biennially at the time of the MONA Convention.
- b. Special meetings may be called by two-thirds members of the MONA Board and shall be called by the President upon written request of a majority of the RNAs.
- c. The Board of Directors shall determine the time and place of meetings.
- d. Notice of biennial meetings of the General Assembly shall be mailed to each member at least sixty (60) days prior to the meeting.

Section 4. Credentialing

- a. Each voting member of the General Assembly is a MONA member in good standing.
- b. Members shall be credentialed according to policies and procedures established by the Board of Directors (Article VIII, Section 22f) to:
 1. Verify member status.
 2. Identify MONA members.

ARTICLE XVI. SPECIAL INTEREST GROUPS

Special Interest Groups may be established and dissolved by the Board of Directors by recommendation of the specialty area of practice.

ARTICLE XVII. ORGANIZATIONAL AFFILIATES

Section 1. An organizational affiliate of MONA is:

- a. A nursing or health related organization that meets criteria established by the MONA Board of Directors
- b. Has been granted organizational affiliate status by the Board of Directors
- c. Has paid to MONA an organizational affiliation fee established by the Board of Directors.

Section 2. Each organizational affiliate shall maintain a mission and purpose harmonious with the purposes and functions of MONA.

Section 3. Each organizational affiliate shall be entitled to:

- a. Two (2) registered nurse participants who shall each have a vote in the MONA General Assembly and on all matters in the MONA General Assembly except the setting of membership dues, amendment of bylaws and the election of officers and directors.
- b. A liaison representing the organizational affiliate who shall be an RN and shall serve, as a voting member, on the MONA Board of Directors.
- c. Make reports or presentations to the MONA General Assembly and Board of Directors including the presentation of action reports.
- d. Submit the names of registered nurse representatives qualified for appointment to serve on the Government Affairs and Nursing

Practice Committees. In addition to ad hoc groups, task forces and/or committees

- e. Receive MONA publications and access the members' only section of the MONA website.

ARTICLE XVIII. ORGANIZATIONAL UNITS

Section 1. Definition

A specialty group may become an organizational unit of MONA as defined by the MONA Board of Directors.

Section 2. Qualifications

Each organizational unit, in order to become and remain a unit of MONA shall:

- a. Be recognized by the Board of Directors as an organized unit with a special interest.
- b. Adopt and maintain operational guidelines that conform to MONA bylaws and/or published policies of the Board of Directors and keep MONA supplied with complete and current copies of same.

Section 3. Responsibilities

It shall be the duty of each organizational unit to:

- a. Send to the Secretary of the Missouri Nurses Association the names and addresses of all officers immediately following their election or appointment.
- b. Submit an annual report to MONA listing goals, activities, outcomes, and membership.
- c. Any unit failing to maintain sufficient membership or for any other causes deemed sufficient may be disqualified as a unit by a vote of the Board of Directors.
- d. Each organizational unit shall be entitled to a liaison representing the organizational unit who shall be a MONA member and shall serve as a voting member, on the MONA Board of Directors.
- e. Make reports or presentations to the MONA General Assembly and Board of Directors including presentation of action reports.

ARTICLE XIX. ECONOMIC AND GENERAL WELFARE CABINET AND PROGRAM

Section 1. The Missouri Nurses Association shall provide an Economic & General Welfare (hereafter known as E&GW) Program for the purpose of advancing the professional, economic and general welfare of registered nurses employed in collective bargaining units represented by the Missouri Nurses Association under federal and state law. The program shall be administered by the CEO and Labor Relations Representative within the policies established by the E&GW Cabinet.

Section 2. Consistency Provision

The E&GW Cabinet is an elected deliberative body which establishes goals and policies for meeting such needs as defined in Article XIX, Section 1. The E&GW Cabinet shall be autonomous with respect to the development of operational standards, provisions, policies, practices, and all other matters related to collective bargaining. The E&GW Cabinet shall provide informational reports to the

MONA Board of Directors, General Assembly and other MONA structural units.

The E&GW Cabinet and program shall be governed by this article of the MONA Bylaws. This article shall supersede any other inconsistent provisions of the MONA Bylaws. In the event there is conflict between MONA Bylaws and governing state or federal statute the statute will prevail.

Section 3. Composition and Rights of Program Members

Program members are defined as:

- a. Registered nurses who are members in good standing of MONA and who, in the private employment sector are covered by a collective bargaining agreement negotiated by MONA or are represented for collective bargaining purposes by MONA according to federal or state law or who, in the public employment sector are represented for collective bargaining purposes by MONA under applicable federal or state law.
- b. Only members of collective bargaining units represented by MONA may be program members. Employees who are represented in collective bargaining units by MONA and are MONA members may be part of the E&GW program. E&GW program membership shall begin or terminate when eligibility for local unit membership begins or terminates.
- c. Only local unit members may hold office and/or serve on the negotiating team in collective bargaining units represented by MONA. Other rights of local unit members shall include:
 - 1. The right to receive a local unit membership card.
 - 2. The right to receive official MONA communications.
 - 3. The right to run for office at the local bargaining unit level and/or state program level.
 - 4. The right to nominate and vote for officers at the local unit level and/or state program level.
 - 5. The right to attend and vote at local unit business meetings.

Section 4. Committee on Nominations

- a. There shall be a Nominating Committee consisting of three (3) members of the E&GW program.
- b. Two (2) members of the Nominating Committee shall be elected in the even numbered years, and one (1) shall be elected in the odd numbered years each to serve a two (2) year term and be limited to two (2) consecutive terms of office except where there are no candidates, in which case a member may be appointed to serve in excess of two (2) consecutive terms. The term shall begin January 1 of the year following the election.

- c. The Nominating Committee shall strive to prepare a ballot of two (2) or more nominees for each vacancy on the Cabinet and the Nominating Committee, and will endeavor to consider MONA regions in their selection. Every effort will be made to ensure representation from all collective bargaining units represented by MONA. Any program member may nominate him/herself for office on the Cabinet.

Section 5. Composition of the Cabinet

The Cabinet shall consist of three (3) members elected at large and one (1) representative elected from each of the collective bargaining units represented by MONA as defined in Article XIX, Section 3. Officers and Cabinet members must be program members. The purpose of the Cabinet is to establish guidelines in administering the program.

Section 6. Officers

- a. Cabinet members shall elect a Chairperson, Vice Chairperson and Secretary from among cabinet members. The Cabinet shall assume office no later than January 1 of the year following the election. The Chair, Vice Chair and Secretary shall be elected by the Cabinet members at the first meeting after the election.
- b. The Chairperson shall serve as the E&GW Cabinet representative to the MONA Board of Directors as voting member in order to facilitate communications between the E&GW program and MONA Board.

Section 7. Elections

Cabinet members shall be elected by E&GW program members. The procedure for these elections shall conform to federal laws and shall be as follows:

- a. A minimum of fifteen (15) days notice of the election will be provided to the program members in a manner established by the Cabinet.
- b. Election will be by secret mailed ballot or secure electronic method.
- c. E&GW program ballots will be sent to program members at the time of the regular MONA ballot.
- d. The three (3) at large Cabinet members shall be elected in the odd numbered years each to serve a two (2) year term. The representatives from the collective bargaining units will be elected in the even numbered years each to serve a two (2) year term. No member shall serve more than two (2) consecutive terms in an office or more than eight (8) consecutive years on the Cabinet except where there are no candidates, in which case a member may be appointed to serve in excess of two (2) consecutive terms in one office or eight (8) consecutive years in various offices.
- e. Vacancies on the Cabinet shall be appointed by majority vote of remaining E&GW Cabinet members.

Section 8. Meetings of the Cabinet

The E&GW Cabinet shall meet quarterly to conduct program business and will be called by the E&GW Cabinet

chair. Special meetings of E&GW Cabinet may be called by the chair on ten (10) days notice to each member of the Cabinet.

Section 9. Quorum

The E&GW Cabinet chair and at least three (3) members of the Cabinet shall constitute a quorum at meetings of the Cabinet.

Section 10. Meeting Absence

Absence without just cause of an E&GW Cabinet member from two (2) meetings during each twelve (12) month period following election shall constitute a resignation. A resignation resulting from two (2) absences may be appealed to the Cabinet.

Section 11. Functions of the Cabinet

- a. Assess economic and general welfare needs of program members and establish goals and a plan for meeting such needs.
- b. Establish policies, rules, procedures and guidelines for the program on E&GW and eligible members and in accordance with the overall MONA philosophies.
- c. Determine election procedures for Cabinet positions.
- d. Fill vacancies in Cabinet positions between elections.
- e. Establish disciplinary procedures and decide all disciplinary measures for program members for violations of Article XIX.
- f. Establish criteria for, review and approve local unit bylaws and charters, and inform MONA Board of Directors of action taken.
- g. Make a general report annually to the MONA Board of Directors, and at any other times deemed appropriate and necessary by the Cabinet.
- h. Develop and implement a program of economic and workplace advocacy education for local bargaining units.
- i. Appoint ad hoc committees from program membership.
- j. Assist eligible members with organizing and bargaining process in accordance with policies and procedures of the Cabinet.
- k. Work closely with established MONA cabinets, councils, committees, constituent associations and local bargaining units to evaluate developments and identify trends in health care and in the general economy for their professional, social and economic implications for program members and their practice, and recommend appropriate action.
- l. Formulate and recommend policy and action on legislation relating to the economic and general welfare of program members.
- m. Promote the basic principles of desirable employment conditions of program members and their use in places of employment.
- n. Any other decisions relating to collective bargaining shall be entrusted primarily to the E&GW Cabinet.

- o. Require local bargaining units to have rules on elections, internal governance, removal of elected representatives and such other requirements as may be established by the Cabinet or by applicable labor law; and
- p. Have the right to remove elected representatives of local bargaining units and manage the local unit if the elected representatives are violating the MONA bylaws, local unit charter rules, and/or labor law.
- q. Verify which MONA members shall be eligible to serve on the Cabinet.

Section 12. All meetings of the Cabinet and program shall be governed according to Robert's Rules of Order Newly Revised, except as otherwise provided in Article XIX.

Section 13. Dues and Assessments

The program shall be funded, in part, from dues paid to MONA. The E&GW program may establish additional dues for program members and such additional dues shall be established by mutual agreement of the MONA Board of Directors and the E&GW Cabinet. The E&GW program members' dues shall be in compliance with relevant provisions within the MONA bylaws – except that they do not require approval of the General Assembly.

Section 14. Accountability

- a. The Cabinet on E&GW shall be accountable to members of the E&GW Program.
- b. The Cabinet shall act in a manner not in conflict with overall MONA philosophies.
- c. The Cabinet shall be solely responsible for resolving any matter involving alleged conflict of interest related to supervisory influence or domination.

Section 15. Business Meetings

The program shall conduct separate business meetings at each MONA convention and/or at other times throughout the year at times to be determined by the E&GW Cabinet. Only program members may attend the program business meetings and vote on program business. A quorum shall be two (2) E&GW Cabinet members and the program members present.

Section 16. Dual Unionism

- a. It shall be the responsibility of each program 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 (1) or more labor organizations which are in direct competition with the Constituent Member Associations (CMA) as they act for and represent the collective bargaining interest of members.
 - 2. Refrain from participating or giving assistance to one (1) or more directly competing labor organizations that advocate or engage in activities which would eliminate or interfere with any constituent CMAs collective bargaining activities.

- b. Each program 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 CMA or other constituent CMAs. The exercise of these rights, in and of themselves, does not constitute grounds for disciplinary action by the Cabinet.
- c. Program members who violate Sections 16a(1) and/or 16a(2) of this bylaw shall be subject to expulsion. Program members alleged to have violated Sections 16a(1) and/or 16a(2) of this bylaw shall be given a full and fair hearing by a Committee of the Cabinet.
- d. Working collaboratively or collectively with other unions representing nurses for a common goal would not fall under the definition of dual unionism.

Section 17. Local Units

The program shall operate through local units as set forth below. Such local units shall also exist for the purpose of improving the professional, economic and general welfare of persons represented by the MONA in collective bargaining units under the provisions of state or federal law. The local units 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 Cabinet.

- a. Each local unit shall establish its own bylaws, which shall be consistent with the provisions of this Article and with overall MONA philosophies.
- b. Each local unit shall provide for the election from its membership of a local unit Chairperson or similar office and such officers as may be deemed necessary.
- c. The local unit bylaws shall state the rights of the E&GW program members of the local unit to establish local unit officers and to set term limits of those local unit officers and what will disqualify the member from being a local unit officer.
- d. Each local unit shall select a contract negotiating committee from its membership whose functions, with the assistance of program staff, shall include the gathering of contract proposals. In addition, this Committee shall assist in the negotiation of collective bargaining agreements on behalf of the MONA and the local unit with the employer of the unit members, and the administration of such collective bargaining agreements after ratification of such agreements by the local unit membership with the assistance of program staff.
- e. Each local unit shall file appropriate financial reports to MONA and other governmental agencies as required.
- f. Local Unit dues may be established by members of the local units and may be incorporated into

the MONA dues structure pursuant to local unit bylaws.

Section 18. Trusteeship

- a. The E&GW Cabinet shall have the right to place any local unit into trusteeship for violations of local unit bylaws, MONA bylaws, or the provisions of this Article or for such other reasons as are permitted by law.
- b. A trusteeship may be imposed on a local unit by the E&GW Cabinet only for the purposes of:
 1. Correcting corruption.
 2. Correcting financial malpractice.
 3. Assuring the performance of collective bargaining agreements, or their duties of a collective bargaining representative.
 4. Restoring democratic procedures.
 5. Otherwise carrying out the legitimate objectives of the local unit.
- c. Trusteeships will ordinarily be imposed on local units only after full and fair hearing by a Committee of the Cabinet. However, in emergency circumstances, a trusteeship may be imposed by the Cabinet on local units prior to a full and fair hearing. In that event, the committee of the Cabinet shall later hold a full and fair hearing on the issue of trusteeship.

ARTICLE XX. WORKFORCE ADVOCACY PROGRAM

Section 1. The Missouri Nurses Association will provide a workforce advocacy program hereinafter known as MONA WFAP for the purpose of advancing the professional, economic and general welfare of registered nurses who are not members of a MONA collective bargaining unit. The program shall be administered by the CEO within the policies developed by the MONA Board of Directors.

Section 2. MONA may negotiate for workforce advocacy services.

Section 3. The MONA WFAP program shall be funded from dues paid to MONA.

ARTICLE XXI. QUORUM

Section 1. Five (5) members of the MONA Board of Directors, one (1) of whom shall be the President or Vice President and thirty-five (35) members, which are representatives from a majority of active regions, shall constitute a quorum for transaction of business at any Biennial Convention or Special Meeting of the General Assembly.

Section 2. A majority of MONA Board members, including the President or Vice President, shall constitute a quorum at any meeting of the Board.

Section 3. The Chair and at least two members in attendance at any structural unit meeting shall constitute a quorum.

ARTICLE XXII. FISCAL YEAR

The fiscal year of MONA shall be the calendar year.

ARTICLE XXIII. OFFICIAL PUBLICATION

The Missouri Nurse shall be the official publication of MONA. *The Missouri Nurse* is a benefit for MONA members and members of MONA may receive official notifications of the Association through direct mailings, electronic media mailings, and/or the MONA website restricted for member information.

ARTICLE XXIV. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised, shall govern meetings of MONA with the exception of instances where there may be inconsistency with these bylaws. In this event, these bylaws will prevail.

ARTICLE XXV. AMENDMENTS

Section 1. Voting

The bylaws may be amended by a two-thirds majority vote of those members present and voting and/or participating in the vote to amend. The vote shall be taken either at any Biennial Convention or Special Meeting of the General Assembly, or by mail, and, if by mail, preferably as a part of the mail vote for election of officers.

Section 2. Notice

All proposed amendments shall be in the possession of the Secretary of MONA at least sixty (60) days before the date of the Biennial Convention, and in the hands of members thirty (30) days before the first day of the Biennial Convention. All proposed amendments shall be in the possession of the Secretary of MONA at least thirty (30) days before and in the hands of the members ten (10) days before the first day of a Special Meeting of the General Assembly or time at which bylaws are to be acted upon.

Section 3. These bylaws may be amended at any Biennial Convention or Special Meeting of the General Assembly by ninety (90) percent of those present and voting.

Section 4. Editorial Changes

The Board of Directors, upon recommendation of the Bylaws Committee, may make such editorial changes to the bylaws that do not affect their substance and meaning. These changes shall take effect upon such action.

Section 5. Adoption

A proposed amendment or new bylaw becomes effective when it has been approved, unless otherwise noted with a proviso.