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

Helen E. Kinney, RN,
President
Bertha Stevens,
Secretary
Bertha Hochuli,
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 14, 1968
Jackson County Circuit Court
Kansas City, MO

Charlotte Hamilton, RN,
President
Jean Thompson, RN,
Secretary
Linda DeLand, 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 May 30, 1990
Jackson County Circuit Court
Kansas City, MO

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

MISSOURI NURSES ASSOCIATION CONSTITUTION & BYLAWS

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**, 2002.

PREAMBLE

The vision of the Missouri Nurses Association is to be the one strong voice for all 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, PURPOSES, AND FUNCTIONS

Section 1. Title

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. Work for the improvement of health standards and the availability and accessibility of health care services for all people.
- b. Foster high standards of nursing.
- c. Stimulate and promote the professional development of nurses and advance practice opportunities to fully utilize education and skills within the scope of nursing practice.

- d. Promote and protect the practice of professional nursing.
- e. Provide the leading 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 adherence to standards of nursing practice, nursing education and nursing services as established by the ANA, 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 in Missouri and nationally.
- d. Advocate for nurses in the workplace.
- e. Promote and provide continuing education and professional development of nurses.
- f. Support systematic study, evaluation, and research in nursing which ultimately leads to evidence based practice.
- g. Represent professional nursing and nurses in Missouri in the ANA and related entities, including allied, professional, community and governmental groups and the public.
- h. Provide for representation in the ANA House of Delegates.
- i. Provide services to constituent units and members of MONA.
- j. Engage in a mentoring relationship with the Missouri Nursing Students Association to support the development of future members and nurse leaders.
- k. Support registered nurses as active consumer advocates in the healthcare arena.
- l. Serve as the social network for nurses in Missouri by collecting, analyzing and disseminating information relevant to nursing.
- m. Protect and promote the advancement of human rights related to healthcare and nursing.

ARTICLE II. RELATIONSHIP OF MONA AND ANA

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

- a. Maintain membership in ANA by meeting the qualifications for membership.
- b. Send delegates to ANA House of Delegates, the number being specified by ANA.
- c. Abide by the contractual arrangements between MONA and ANA.
- d. Maintain harmony with the purposes, functions and bylaws of ANA.
- e. Submit nominees for elected offices and appointed positions as requested.
- f. Shall maintain affiliation with ANA until such time a two-thirds (2/3) vote of the full member votes to disaffiliate from the ANA.

ARTICLE III. MEMBERSHIP AND AFFILIATIONS

Section 1. MONA Membership

- a. Definition

Registered professional nurses who are individual members and also belong to ANA and state individual members (SIMs) are herein after referred to as MONA members.
- b. Qualifications

A member is one who:

 - 1. Shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion or sexual orientation.
 - 2. Resides or works within the state of Missouri.
 - 3. Has been granted a license to practice as a registered nurse in at least one state, territory, 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.
- c. Types of Membership include Full, MONA Direct, Dual, and Honorary.
 - 1. **Full** member is a member of MONA and ANA and has the right to:
 - a. Seek election to office or be appointed to positions within MONA, MONA Regions, and ANA.
 - b. Vote in MONA elections including electing state delegates to ANA House of Delegates.
 - c. Vote on all matters of business coming before the General Assembly at MONA Biennial or Special Meetings when in attendance.
 - d. Attend the ANA House of Delegates, Conventions and other unrestricted ANA activities.
 - e. Attend the Congress of International Council of Nurses.
 - f. Participate in Congress on Nursing Practice and Economics.
 - g. Attend MONA General Assembly.

2. **MONA Direct** member is one who meets all qualifications of membership and is a full member of MONA *excepting* the right to serve as a MONA Officer, Regional Chair or ANA delegate. The direct member shall not vote for state officers or representatives to the ANA House of Delegates. The direct member has no member status with ANA or entitlement to representation at the House of Delegates. The direct member has the right to:
 - a. Receive all communications, publications, benefits, services and programs of MONA.
 - b. Participate and seek appointed positions within MONA.
 - c. Seek elected positions at the regional level except Regional Chair.
 - d. Vote for Regional officers including Regional Chair.
 - e. Vote on state-level matters of business coming before the General Assembly.
 - f. Attend MONA General Assembly meetings with **voice** on **all** matters and **vote on state level matters**.
 3. **Dual Member** is one who belongs to MONA as well as another ANA Constituent Member state association. Primary membership must be declared in one of the states.
 - a. If MONA is declared the primary state, then the dual member shall be assessed dues for ANA, MONA and a MONA region with full members' rights.
 - b. If MONA is declared as the secondary state, the dual member then joins a MONA Region and is assessed MONA regional dues with all full members' rights accorded a MONA direct member.
 4. **Honorary Membership** may be conferred on long standing members or other designated persons according to the policy of MONA established by the MONA Board of Directors which sets forth the rights enjoyed by the honorary member.
- d. ANA/MONA Membership Dues
1. ANA Dues
 - a. Increases in ANA dues are automatically added to the dues of the full members.
 - b. The member notification and approval process regarding ANA dues increases are the responsibility of ANA.
 2. MONA 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 (2/3) vote of the General Assembly.
 - b. The full member shall also be assessed ANA and regional dues.
 - c. The MONA direct member shall also be assessed regional dues (no ANA dues).
 - d. The Dual member dues are assessed based on their election of:
 - 1.) Missouri primary membership will pay ANA, MONA, and regional dues.
 - 2.) Missouri secondary membership will pay MONA and regional dues.
 - e. Each individual member shall be given written notice of any proposed dues change by MONA a minimum of sixty (60) days prior to the meeting of the General Assembly at which time there will be a vote on the proposal.
 - f. Members shall forfeit their rights if dues are not paid.
 - g. Members who qualify for one of the following categories may elect to pay Reduced Full Membership dues - fifty (50) percent of the annual dues:
 - 1.) Not currently employed;
 - 2.) Full time student, enrolled in nine (9) or more credits;
 - 3.) New graduate from basic nursing education program, within one (1) year after graduation (first membership year only); or
 - 4.) Sixty-two (62) years of age or over and not earning more than the Social Security system allows without reduction in benefits.
 - h. Members who qualify for one of the following categories may elect to pay Special Full Membership dues - seventy-five (75) percent of the annual dues:
 - 1.) Sixty-two (62) years of age or over and not currently employed; or
 - 2.) Totally disabled.
 3. 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.
 4. Membership year shall be for twelve (12) consecutive months from joining month.
 5. Other discounted dues not previously defined may be adopted by a majority vote of the MONA Board of Directors, although such discount will not be recognized by ANA, and MONA shall be responsible for remitting the full proportional amount due to the national organization.

Section 2. Organizational Affiliate

- a. An Organizational Affiliate (OA) of MONA is a nursing or health related organization meeting criteria established by the MONA Board of Directors and has been granted organizational affiliate status. The OA pays MONA a fee established by the Board of Directors. Each OA shall be entitled to:

1. Two (2) registered nurse participants who shall each have a voice and vote in the MONA General Assembly and on all matters in the MONA General Assembly except the setting of membership dues, action on bylaws and the election of officers, representatives to the House of Delegates, and nominating committee members.
2. A liaison representing the OA who shall be an RN and shall serve, as a voting member, on the MONA Board of Directors.
3. 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.
4. Receive MONA publications, member benefits, and access to the members' only section of the MONA website for all members of the affiliate organization.

ARTICLE IV. STRUCTURE

Section 1. Regional Nurses Association (RNA)

Regional Nurses Associations (RNAs) are the basic structural units through which MONA members participate in MONA. The RNA bylaws are to be maintained in harmony with the bylaws of MONA. 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 a governance structure.
- b. Adopt and maintain regional bylaws approved by the Bylaws Committee.
- c. Elect a chair (full member only) that represents the region on the MONA Board of Directors.
- d. Participate in the activities of MONA including meetings of the General Assembly.
- e. Promote activities that facilitate MONA's mission and goals; and
- f. Maintain functions and purposes in harmony with those of MONA.
- g. Establish chapters that function within the region in harmony with the RNA bylaws.

Section 2. Composition

The MONA Board of Directors shall determine the number of regions. Boundaries of RNAs shall be defined by the Board and 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 minimum of five (5) members on the Executive Committee composed of a chair, vice chair, secretary/treasurer, and two (2) members at large. RNAs may expand this body in their bylaws.
 3. Regional Elections:
 - a. The chair and 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.
 - b. The vice chair 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.
 - c. No member of the Executive Committee may serve in the same office for more than two (2) consecutive terms.
 - d. Election results shall be reported to the MONA Board of Directors within thirty (30) days of the election.
 - e. Vacancies shall be filled by the Executive Committee of the Region.
 - f. Send to the secretary of MONA annually, the names and addresses of the Regional Executive Committee immediately following their election or appointment
- 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.

Section 4. Regional Viability

A RNA that is unable to meet the requirements of the MONA bylaws, or for other causes deemed sufficient by the MONA Board of Directors, will come under the direction of the MONA CEO and Board of Directors who shall assist the region to regain and maintain viability. In the event viability cannot be reestablished, the MONA Board of Directors, by a two-thirds (2/3) vote, may agree to recommend dissolution of a Region to the Annual Membership Meeting of the Region if:

- a. The MONA Board of Directors and Region mutually agree that there is no reason for the Regions' continuance, or;
- b. The MONA Board of Directors finds that the Region has failed to carry out its responsibilities or conform to its regional bylaws or the policies and positions for MONA.

Section 5. Dissolution

A RNA that has been dissolved may be reinstated by a two-thirds (2/3) vote of the MONA Board of Directors.

ARTICLE V. GENERAL ASSEMBLY

Section 1. Composition

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 designated representatives from organizational affiliates.

Section 2. Responsibilities

The General Assembly shall have the authority and responsibility to:

- a. Elect officers, representatives to ANA House of Delegates, and Nominations Committee members.
- b. Adopt, amend, revise and maintain MONA bylaws.
- c. Establish dues of the membership.

Section 3. Meetings

- a. The General Assembly shall meet biennially in odd numbered years.
- b. Special meetings may be called by the President at the request of two-thirds (2/3) members of the MONA Board or upon written request by the 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 received by each MONA member at least sixty (60) days prior to the meeting.
- e. Notice of Special Meetings of the General Assembly shall be received by each MONA member at least ten (10) days prior to the meeting.
- f. 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 meeting of the General Assembly.
- g. In the event that action needs to be taken by the General Assembly and calling a Special Meeting is not practical, action may be taken without a meeting if MONA delivers a written or electronic ballot containing each proposed action with opportunity for all members to vote.
 1. 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 of forty (40) valid returned ballots.
 2. Quorum requirements, percentage of vote required for approval, and the deadline for submission must be stated on the ballot.

Section 4. Elections

- a. Nominations
 1. The Nominations Committee, in conjunction with the MONA Office, shall seek the names of members qualified and willing to serve as a MONA Officer, representative to the ANA House of Delegates or serve on the Nominations Committee for the next biennium. The Nominations Committee shall prepare a ballot ideally consisting of at least two (2) nominees for each elected position to be filled.
 2. The ballot is to be prepared no later than sixty (60) days prior to the election.
- b. Elections
 1. The President, Vice President, Secretary and Treasurer, along with the MONA representatives to the ANA House of Delegates and the Nominations Committee shall be elected by the entire full membership in odd numbered years. The term of these officials shall commence January 1 of the next even numbered year and shall continue for two (2) years or until their successors are elected.
 2. The Nominee for President, Vice President, Secretary and Treasurer who receive the highest number of votes shall be declared elected. In case of a tie vote, the choice shall be decided by lot.
 3. The procedure for electing these officials shall be as follows:
 - a. All elections shall be by secret ballot prior to the Biennial Meeting of the General Assembly. Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates.
 - b. The dates for voting are set by the MONA Board of Directors and the date for return of ballots shall not be less than ten (10) days after the ballot is received by members eligible to vote.
 - c. The election results shall be certified by a qualified outside agency.
 - d. The tellers appointed by the MONA President shall report the election results at the Biennial Meeting of the General Assembly.
 - e. All ballots of the voting body and other records of the election shall be preserved for one (1) year after the election.
- c. ANA House of Delegates
MONA is entitled to representation at House of Delegates of ANA.

1. The ANA shall certify to MONA the number of delegates to which MONA is entitled based on action of the ANA House of Delegates.
2. All delegates and their alternates to ANA Conventions and special meetings shall be elected by the membership.
3. The MONA President, Vice President, Secretary and Treasurer, by virtue of their election to office, shall serve as ANA delegates at large.
4. ANA delegates and alternates shall be elected at large to serve for two (2) years or until their successors are elected.
5. 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 5. Committees of the Assembly

There shall be two (2) Committees of the Assembly: Bylaws and Nominations.

- a. **Bylaws Committee** shall consist of at least three (3) members and shall be accountable to the membership. This committee shall:
 1. Suggest and receive all proposed amendments or revisions to these bylaws. Such proposed amendments, including those required for MONA to be in harmony with the ANA bylaws, shall be submitted to the General Assembly for action at the Biennial or Special Meeting of the General Assembly.
 2. Review, advise, and approve the constitution and/or bylaws of the RNAs in order that these may be kept in harmony with the bylaws of MONA and ANA.
- b. **Nominations Committee** shall consist of one (1) member from each region. This committee shall:
 1. Seek names of members qualified and willing to serve as elected officials of MONA. Individual MONA members may submit their name directly to the Committee or the MONA office for consideration.
 2. Submit names to the MONA Office no later than sixty (60) days prior to the election for ballot preparation.

Section 6. Bylaws

- a. Voting

The bylaws may be amended by a two-thirds (2/3) 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 or Special Meeting of the General Assembly or by written or electronic ballot.
- b. Notice:
 1. All bylaws changes must be in the hands of members thirty (30) days before the first day of the Biennial Meeting and 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.
 2. These bylaws may be amended without prior notice at any Biennial or Special Meeting of the General Assembly by ninety (90) percent of those present and voting.
- c. 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.
- d. Adoption

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

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors is the corporate body of the MONA, and shall have full power and authority over the affairs of the organization except that of electing officers, representatives to the ANA House of Delegates, and Nominations Committee members; action on bylaws; and establishing dues. The Board of Directors is composed of officers, chairs of the RNAs, a representative from each OA, Nursing Practice Committee Chair, Government Affairs Committee Chair, Missouri Council on Advanced Practice Chair, and Recent Graduate Committee Chair and each have a voice and vote.

Section 2. Responsibilities

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 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.

- f. Appoint, define the authority and responsibilities of and perform annual review of the chief executive officer.
- g. Establish fees for convention, specified activities, organizational affiliates and service.
- h. Establish relationships, collaborations, and affiliations with other organizations and groups.
- i. 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.
- j. Maintain and revise the strategic plan.
- k. Provide for MONA liaison or representation at meetings of organizations and of public or governmental agencies.
- l. Oversee the appointment of officers to the Missouri Nurse Foundation (MNF) and function in the capacity as specified in the bylaws of the MNF.
- m. Appoint members to the Board of Trustees of the MONA Political Action Committee in accordance with their bylaws.
- n. Approve resolutions from the membership.
- o. Establish membership categories, dues rates, and payment options that differ with those of the MONA General Assembly for the purpose of retaining and/or increasing membership on a pilot basis. Such pilot program shall not exceed two years.

Section 3. Authority

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 4. Accountability

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

Section 5. Terms

The term of office for officers 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.

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

Section 6. Installation

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

Section 7. Vacancies

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 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 determined in the next regular election.

Section 8. Meetings

- a. Meetings shall be held immediately preceding and following each Biennial 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 or upon written request of five (5) or more members of the MONA Board of Directors with ten (10) days notice to each member of the Board. 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 MONA President 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.

Section 9. Quorum

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

Section 10. Meeting Attendance

Any officer or board member who is absent from two (2) consecutive meetings of the Board of Directors, without just cause, may forfeit membership from the Board.

Section 11. Executive Committee

The executive officers of MONA shall be President, Immediate Past President as ex-officio without vote, Vice President, Secretary and Treasurer.

The officers of MONA comprise an Executive Committee and may 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 MONA Board of Directors at the next regularly scheduled meeting of the MONA Board of Directors.

Section 12. President

The President shall be chair of the Board of Directors and the Executive Committee. 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 Nominations Committee.
- e. Serve as a representative of MONA at meetings of the Constituent Assembly of ANA. In case of inability to attend, an alternate may be appointed.
- f. Serve as a representative of MONA at the ANA House of Delegates.

Section 13. Immediate Past President

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.

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 14. Vice President

The Vice President, in the absence of the President, shall assume the duties of the President.

- a. The Vice President shall also assume other duties assigned by the Board of Directors.
- b. Serve as a representative of MONA at the ANA House of Delegates.

Section 15. Secretary

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. Serve as a representative of MONA at the ANA House of Delegates.
- c. With the MONA Chief Executive Officers (CEO):
 1. Preserve all papers, letters and transactions of MONA and have custody of the corporate seal.
 2. Notify all members of their election or appointment.
 3. Send to the Secretary of ANA the names and addresses of all officers immediately following election.
 4. Send notices of the time and place of all meetings.
 5. Conduct the general correspondence of MONA and the Board of Directors.
 6. Keep an accurate record of the names and addresses of all members of MONA.
 7. The 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.

Section 16. Treasurer

The Treasurer shall with the MONA CEO:

- 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 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. Insure 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. Serve as a representative of MONA at the ANA House of Delegates.

Section 17. Chief Executive Officer

The Board of Directors shall delegate to the Chief Executive Officer (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.

Section 18. Standing Committees of the Board

- a. Standing Committees shall be a structural unit of the MONA Board and assume such duties as are specified in these bylaws and such other duties as may be assigned by the Board of Directors.
 1. Committees, other than Committees of the Assembly, are accountable to the Board of Directors and shall report when requested to do so.
 2. Members of MONA and of the Missouri Nursing Student Association may attend committee meetings as guests.
- b. The President, with approval of the Board of Directors, shall have the authority to appoint such special ad hoc or other committees as deemed necessary or expedient to the business of MONA. The Board shall define their purpose and functions.
- c. Special Interest Groups (SIG) may be established and dissolved by the Board of Directors by recommendation of the specialty area of practice.
- d. The quorum for the committees shall consist of the chair and two (2) members.
- e. 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 these bylaws.
- f. The following standing committees shall be appointed at or immediately after each Biennial or Special Meeting of the General Assembly to serve a two year term, or until their respective successors are appointed:
 - Continuing Education Approver Unit
 - Continuing Education Provider Unit
 - Finance Committee
 - Government Affairs Committee
 - Nursing Practice Committee
 - Recent Graduate Committee
 - Missouri Council on Advanced Practice

MONA members must consent to serve to be on a committee.

1. **Continuing Education Approver Unit** shall consist of at least five (5) members. This committee shall:
 - a. Implement a peer review process utilizing the American Nurses Credentialing Center's Commission on Accreditation criteria for approval of nursing continuing education activities.
 - b. Provide a mechanism for verification of quality for continuing education programs.
 - c. Encourage nurses to maintain and improve knowledge and skills for professional practice.
 - d. Foster availability and accessibility of continuing education programs throughout the state.
2. **Continuing Education Provider Unit** shall consist of at least five (5) members. The committee shall:
 - a. 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.
 - b. Provide a mechanism for verification of quality for continuing education programs.
 - c. Encourage nurses to maintain and improve knowledge and skills of professional practice.
 - d. Foster availability and accessibility of continuing education programs throughout the state.
 - e. Develop a total continuing education program for MONA.
3. **Finance Committee** shall consist of at least five (5) members. The Treasurer shall serve as chair of this committee. This committee shall:
 - a. Approve the annual budget prepared by the MONA staff and forward the budget to the MONA Board for adoption.
 - b. Advise as to expenditure of funds and report the same to the Board of Directors.
4. **Government Affairs Committee** shall consist of at least five (5) members. This committee shall:
 - a. Study the need for legislative action.
 - b. Study proposed federal, state and local legislation for its implications for nurses, nursing, and health.
 - c. Develop and implement a state legislative agenda with the approval of the Board of Directors.
 - d. Advise the Board of Directors on legislative matters.
 - e. Assume such other duties as shall be assigned by the Board of Directors.
 - f. The committee chair shall be a member of the MONA Board of Directors with voice and vote.

5. **Nursing Practice Committee** shall consist of at least five (5) members. This committee shall:
 - a. Promote implementation of professional, ethical, and legal nursing standards within clinical, educational, and administrative areas of nursing.
 - b. Collaborate with the specialty nursing organizations and other coalitions as appropriate on matters of nursing practice and concerns in areas of health care.
 - c. Address nursing practice concerns and issues of health care consumers and professionals.
 - d. Promote evidence based practice through incorporation of nursing research findings into nursing practice.
 - e. The committee chair shall be a member of the MONA Board of Directors with voice and vote
6. **Recent Graduate Committee** shall consist of a minimum of three (3) members who are recent graduates (graduated and licensed within the last five years). The committee shall:
 - a. Provide a forum for recent graduates to network regarding practice and legislative issues.
 - b. Promote leadership among recent graduates in the professional association.
 - c. The committee chair shall be a member of the MONA Board of Directors with voice and vote.
7. **Missouri Council on Advanced Practice** is an organization of Missouri Advanced Practice Registered Nurses (APRN) that operates within the formal structure of MONA. The committee shall:
 - a. Nurture, enhance and promote the role of APRNs in their delivery of primary healthcare in a variety of clinical settings.
 - b. Educate and promote APRNs as healthcare policy makers.
 - c. Provide educational opportunities for the professional growth and development of APRNs.
 - d. Foster networking opportunities among members.
 - e. Encourage interdisciplinary collaboration with other professional groups.
 - f. Promote activities that enhance the visibility of the APRN role in Missouri.
 - g. Promote and support APRN chapters throughout Missouri.
 - h. The council chair, who is a MONA member and chair of the APRN-SIG, shall be a member of the MONA Board of Directors with voice and vote.

ARTICLE VII. FISCAL YEAR

The fiscal year of MONA shall be the calendar year.

ARTICLE VIII. OFFICIAL PUBLICATION

The Missouri Nurse shall be the official news periodical of MONA unless replaced by another and shall be provided to each individual member.

ARTICLE IX. 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.