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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.

Originally filed for record January 28, 1907, in State of Missouri, County of Jackson, Kansas City, MO. Jon E. Swenger, Secretary of State

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

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

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

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

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

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

Missouri Nurses Association

- Gertrude M. Gibson, President
- Mabel C. Long, Secretary
- Mary E. Stabbins, Treasurer
- Clara L. Wright, RN, President
- Elizabeth Martin, RN, Secretary
- Bertha Love, RN, Treasurer
- Deborah MacIurig Jensen, President
- Sr. Olivia Drusch, Secretary
- Melba R. Scyoc, Treasurer
- Helen E. Kinney, RN, President
- Bertha Stevens, Secretary
- Bertha Hochuli, Treasurer
- Charlotte Hamilton, RN, President
- Jean Thompson, RN, Secretary
- Linda DeLand, RN, Treasurer
- Roberta Olson, RN, PhD, President
- Norma Anderson, RN, Secretary/Treasurer

MISSOURI NURSES ASSOCIATION CONSTITUTION

Article I. Name (As Amended October 1968)
The name of this Association shall be the Missouri Nurses Association.

Article II. Objects (As Amended October 1889 & October 2013)
The objects 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 nursing profession 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.

Article III. Membership (As Amended October 1989)
All graduate nurses complying with and qualifying under the bylaws, shall be eligible for membership.

Article IV Officers (As Amended October 2013)
The officers of this Association shall be a President, a Vice President of Advocacy, a Vice President of Finance, a Vice President of Communication, and elected Directors.

Article V Board of Directors (As Amended October 1938)
The control and management of this Association shall be vested in a Board of Directors.

Article 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.
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. * Professional nursing’s scope of practice is dynamic and continually evolving, characterized by a flexible boundary responsive to the changing needs of society and the expanding knowledge of applicable theoretical and scientific domains.  


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 Missouri Nurses Association.

Section 2. Purposes

The purposes of Missouri Nurses Association shall be to:  

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, sexual orientation, gender identity, or as defined by the American Nurses Association bylaws.

Section 3. Functions

The functions of the Missouri Nurses Association shall be to:  

a. Promote adherence to standards of nursing practice, nursing education and nursing services as established by the American Nurses Association.  
b. Promote adherence to the American Nurses Association Code of Ethics for Nurses.  
c. Initiate and influence legislation, governmental programs and public health policy in Missouri and nationally.  
d. Advocate on behalf of Registered Nurses.  
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 American Nurses Association and related entities, including professional, community and governmental groups and the public. Represent professional nursing and nurses in Missouri including allied, professional, community and governmental groups and the public, and in the American Nurses Association.  
h. Provide for representation in the American Nurses Association Membership Assembly.  
i. Participate in the Midwest Multistate Division which is part of the American Nurses Association with the purpose of supporting Constituent State Nurses Associations to reduce costs and duplication of services.  
j. Provide benefit to members of Missouri Nurses Association.  
k. Engage in a mentoring relationship with the Missouri Nursing Students Association (MONSA) to support the development of future members and nurse leaders.  
l. Support registered nurses as active consumer advocates in the healthcare arena.  
m. Serve as the social network for nurses in Missouri by collecting, analyzing and disseminating information relevant to nursing.  
n. Promote and protect the advancement of human rights related to healthcare and nursing.

ARTICLE II. RELATIONSHIP OF Missouri Nurses Association AND American Nurses Association

As a Constituent State Nurses Association (C/SNA) of the American Nurses Association, the relationship of Missouri Nurses Association with American Nurses Association shall be to:  

a. Maintain membership in American Nurses Association by meeting the qualifications for membership.  
b. Send representatives to American Nurses Association Membership Assembly, the number being specified by American Nurses Association.  
c. Negotiate and Abide by the contractual arrangements between Missouri Nurses Association and American Nurses Association.  
d. Ensure harmony with the purposes, functions and bylaws of American Nurses Association.  
e. Submit nominees for American Nurses Association elected offices and appointed positions as requested.
f. Maintain affiliation with American Nurses Association until such time as two-thirds (2/3) vote of the full member votes to disaffiliate from the American Nurses Association.

**ARTICLE III. MEMBERSHIP AND AFFILIATION**

**Section 1. Missouri Nurses Association Membership**

Missouri Nurses Association Membership is open to all registered professional nurses complying with and qualifying under these bylaws.

a. **Definition**

Registered professional nurses who belong to the state association, which includes membership in the American Nurses Association, who are individual members and also belong to American Nurses Association and direct members are herein after referred to as Missouri Nurses Association 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 sexual orientation, gender identity, or as defined by the American Nurses Association bylaws.
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**

- **Full Membership**
  - **Direct** member is one who meets all qualifications of membership and is a full member of Missouri Nurses Association except the right to serve or vote for the Missouri Nurses Association President, Vice President of Advocacy, or American Nurses Association representative. The direct member has no member status with American Nurses Association or entitlement to representation at the American Nurses Association Membership Assembly. The direct member has the right to:
    - a. Receive all communications, publications, benefits, services and programs of Missouri Nurses Association.
    - b. Participate and seek appointed positions within Missouri Nurses Association.
    - c. Seek elected positions at the regional and state level (except Missouri Nurses Association President, Vice President of Advocacy, or American Nurses Association representative).
    - d. Vote for Regional officers including Regional Chair.
    - e. Vote on state level matters of business coming before the Missouri Nurses Association Membership Assembly.
    - f. Attend Missouri Nurses Association Membership Assembly meetings with voice on all matters and vote on state level matters, except on matters that relate to or involve the nomination and/or election of Missouri Nurses Association representatives to any American Nurses Association body.

- **Dual Member**
  - **Constituent Member** state association. Primary membership must be declared in one of the states.
    - a. Primary: When Missouri Nurses Association is declared the primary state, then the dual member shall be assessed dues for Missouri Nurses Association, including membership in American Nurses Association and deemed to be a member of Missouri Nurses Association with all rights including that of electing membership in a regional assembly.

Commented [JK7]: Section 1. "professional" added to describe membership.

Commented [JK8]: Definition: Updates definition to remove individual and direct membership language.

Commented [JK9]: ANA Recommendation: as this language appears to be language carrying over from MONA State Only/Direct membership qualifications, which will not be a membership category in the future, if the 2017 proposed amendments are adopted. Otherwise, this subsection is in conflict with the next subsection i.e. b.3, which correctly states that MONA membership is open to all registered nurses who have been granted a license to practice in at least one state, territory, or the District of Columbia of the United States.

Commented [JK10]: Types of Membership: Describes types of MONA memberships going forward with and those memberships that will no longer be available. Also described is the preservation of the member’s right to retain a former membership type if the dues fee continues to be below that prevailing fee for the Missouri Nurses Association membership.

Commented [JK11]: ANA Recommendation: add "Quadrennial" in front of Congress of the International Council of Nurses, as this is the correct name of the meeting.

Commented [JK12]: ANA Recommendation: add "member" in front of "periodical," as this is now the title of ANA publications in the 2017 ANA Bylaws.

Commented [JK13]: 2. a. Clarification added that Missouri Nurses Association dual member is a member of American Nurses Association.
a. If Missouri Nurses Association is declared the primary state, then the dual member shall be assessed dues for American Nurses Association, Missouri Nurses Association and a Missouri Nurses Association region with full members' rights.
b. Secondary. When if Missouri Nurses Association is declared as the secondary state, the dual member then joins a Missouri Nurses Association Region paying only the state portion of dues and is assessed Missouri Nurses Association regional dues with all full members' rights of a member of Missouri Nurses Association accorded a Missouri Nurses Association dual member.

4.3 Honorary Membership may be conferred on long standing members or other designated persons according to the policy of Missouri Nurses Association established by the Missouri Nurses Association Board of Directors which sets forth the rights enjoyed by the honorary member.

5d. Membership Obligations
1. The Missouri Nurses Association/American Nurses Association member shall have the obligation to:
   a. Uphold the bylaws of Missouri Nurses Association and the bylaws of American Nurses Association.
   b. Abide by the American Nurses Association Code of Ethics for Nurses.
   c. Pay dues as required by Missouri Nurses Association and American Nurses Association.
   d. Fulfill the requirements of an office or committee if elected or appointed.

2. Failure to comply with these membership obligations may result in disciplinary action as deemed appropriate by the Missouri Nurses Association Board of Directors; however, members have the right to due process and to an appeal procedure pursuant to common parliamentary and statutory law. Missouri Nurses Association shall recognize and enforce disciplinary action taken by another C/SNA against one of its individual members provided such action was taken in accordance with the disciplining C/SNA's bylaws and disciplinary procedures to an appeal procedure pursuant to common parliamentary and statutory law.

American Nurses Association/Missouri Nurses Association Membership Dues

1. American Nurses Association Dues
   a. Are included in Missouri Nurses Association dues.

2. Missouri Nurses Association Dues
   a. The full amount (100%) of the Missouri Nurses Association annual dues for the members shall be reviewed annually and determined by the Board of Directors who can raise dues up to twenty percent (20%). Any increase above that amount shall be approved by two-thirds (2/3) vote of the Missouri Nurses Association Membership Assembly.
   b. The full member shall also be assessed American Nurses Association and regional dues.
   c. The Missouri Nurses Association direct member shall also be assessed regional dues (no American Nurses Association direct). The Dual member does are assessed based on their election:
      1) Missouri primary membership will pay American Nurses Association dues which include American Nurses Association dues and regional dues.
      2) Missouri secondary membership will pay Missouri Nurses Association dues less the American Nurses Association dues and regional dues.
   d. Members shall be notified in writing of any proposal to change the dues by more than twenty (20) percent of the Missouri Nurses Association member dues rate at least thirty (30) days prior to the meeting at which the proposal is to be voted upon.
   e. 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) New graduate from basic nursing education program within one (1) year after graduation (first membership year only); or
      3) Fifty-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, twenty-five (25) percent of the annual dues:
      1) Sixty-two (62) years of age or over and not currently employed; or
      2) Disabled while employed.

Commented [JK14]: 2.b. “If changed to “When”, updates how dual secondary membership will work.


Commented [JK16]: ANA Recommendation: This is an ANA requirement in C/SNA Bylaws. Also, there should be language to the effect that MONA will recognize any disciplinary action taken by any C/SNA against its individual members.

Commented [JK17]: e.1.a. Added to clarify ANA dues are not in addition to the MONA dues fee.

Commented [JK18]: ANA Recommendation: the need for the MONA Bylaws to include language that addresses that the ANA/MONA membership dues are based on the dues policies adopted by the ANA Membership Assembly.

Commented [JK19]: To incorporate the fact that the MONA Board can increase dues up to 20% without approval of two-thirds of the MONA Membership Assembly.

Commented [JK20]: 2.b. & c. deleted as they referred to full and direct memberships which are being eliminated.

Commented [JK21]: This has been edited to indicate MONA will no longer assess dues for Regions.

Commented [JK22]: Deleted as these special dues are eliminated in the future. Those receiving special rates at the time these bylaws go into effect will be able to retain the special rate until such time it is more than the prevailing MONA dues price point.
Section 2. Organizational Affiliate
An Organizational Affiliate (OA) of Missouri Nurses Association is a nursing or health related organization meeting criteria established by the Missouri Nurses Association Board of Directors and has been granted organizational affiliate status. The OA must have a governing body composed of a majority of registered nurses. The OA pays Missouri Nurses Association 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 Missouri Nurses Association Membership Assembly and on all matters in the Missouri Nurses Association Membership Assembly except the setting of membership dues, action on bylaws and the election of officers, representatives to the American Nurses Association Membership Assembly, and nominating committee members.
2. Submit the names of registered nurse representatives qualified for appointment to serve on the Advocacy and Nursing Practice Committees, in addition to ad hoc groups, task forces and/or committees.
3. Receive Missouri Nurses Association publications, Missouri Nurses Association member benefits, and access to the members’ only section of the Missouri Nurses Association website for all members of the affiliate organization.
4. Each OA shall:
   a. Maintain a mission and purpose harmonious with the purpose and functions of Missouri Nurses Association.
   b. Make informational reports in their area of expertise to the Missouri Nurses Association Board of Directors.

ARTICLE IV. STRUCTURE

Section 1. Regional Nurses Association (RNARegional Nurses Association)
Regional Nurses Associations (RNARegional Nurses Association) are the basic structural units through which Missouri Nurses Association and provide members, the Association and the Board of Directors a pathway and structure for communication and participation in Missouri Nurses Association. The RNARegional Nurses AssociationRegional Nurses Association bylaws are to be maintained in harmony with the bylaws of Missouri Nurses Association. The RNARegional Nurses AssociationRegional Nurses Association shall have the authority to establish an organization that is a constituent unit of Missouri Nurses Association. The RNARegional Nurses AssociationRegional Nurses Association has the authority, delegated by the Missouri Nurses Association Board of Directors, to:

a. Establish a governance structure.

b. Adopt and maintain regional bylaws approved by the Missouri Nurses Association Bylaws Committee.

c. Elect a chair who shall in addition to Regional bylaws requirements:
   1. Act as liaison between the Region and Missouri Nurses Association Board of Directors and the Member Services Chair.
   2. Have the right to attend Missouri Nurses Association Board meetings with voice but no vote.

d. Participate in the activities of Missouri Nurses Association including meetings of the Missouri Nurses Association Membership Assembly.

e. Promote activities that facilitate Missouri Nurses Association’s mission and goals.

f. Maintain functions and purposes in harmony with those of Missouri Nurses Association.

g. Establish chapters that function within the region in harmony with the RNARegional Nurses Association bylaws.

h. Facilitate communications to and from the Missouri Nurses Association Board of Directors and other structural units as needed.

Section 2. Composition
The Missouri Nurses Association Board of Directors shall determine the number of regions. Boundaries of RNARegional Nurses AssociationRegional Nurses Associations shall be defined by the Board and may be changed by a majority vote of the Board.

Section 3. Responsibilities
The RNARegional Nurses AssociationRegional Nurses Associations shall:

a. Develop and maintain bylaws that govern the Region.

   a. Maintain a Regional Executive Committee.

   1. 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. RNARegional Nurses AssociationRegional Nurses Associations may expand this body in their bylaws to determine its own governance structure.
2. Each Region, minimally, shall have a Chair who is elected in even numbered years.
3. Hold Regional elections in accordance with their bylaws.
4. The Executive Committee shall be responsible for the business of the region.
5. Regional Elections:
b. 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.
c. 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.
d. No member of the Executive Committee may serve in the same office for more than two (2) consecutive terms.

Section 3.e. Dissolution
The Missouri Nurses Association Board of Directors finds that is unable to meet the requirements of the Missouri Nurses Association bylaws, or for other causes deemed sufficient by the Missouri Nurses Association Board of Directors, will come under the direction of the Missouri Nurses Association CEO and Board of Directors who shall assist the region to regain and maintain viability. In the event viability cannot be reestablished, the Missouri Nurses Association 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 Missouri Nurses Association Board of Directors and Region mutually agree that there is no reason for the Regions' continuance, or;
b. The Missouri Nurses Association Board of Directors finds that the Region has failed to carry out its responsibilities or conform to its regional bylaws or the policies and programs for Missouri Nurses Association.

Section 5. Dissolution
A Regional Nurses Association that has been dissolved may be reinstated by a two-thirds (2/3) vote of the Missouri Nurses Association Board of Directors.

ARTICLE V. MEMBERSHIP ASSEMBLY

Section 1. Composition
The Missouri Nurses Association Membership Assembly shall be the governing and official voting body of Missouri Nurses Association and shall be composed of the Board of Directors, Missouri Nurses Association members, and designated representatives from organizational affiliates.

Section 2. Responsibilities
The Missouri Nurses Association Membership Assembly shall have the authority and responsibility to:
a. Elect board, representative(s) to American Nurses Association Membership Assembly, and Nominations Committee members.
b. Adopt, amend, revise and maintain Missouri Nurses Association bylaws.
c. Approve dues of the membership.

d. Notice of Biennial Meetings of the Missouri Nurses Association Membership Assembly shall be received by each Missouri Nurses Association member at least sixty (60) days prior to the meeting.
e. Notice of Special Meetings of the Missouri Nurses Association Membership Assembly shall be received by each Missouri Nurses Association member at least ten (10) days prior to the meeting.
f. Five (5) members of the Missouri Nurses Association Board of Directors, one (1) of whom shall be the President or Vice President of Advocacy 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, including Special Meetings of the Missouri Nurses Association Membership Assembly.

Commented [JK28]: Added Missouri Nurses Association to the heading as ANA Membership Assembly is noted so often. Editorial only.

Commented [JK29]: Section 3.b “majority of RNAs” changed to the majority of the Regional Chairs which is more precise and doable.

Commented [JK30]: Section 3.i. Clarifies the number needed for a Special meeting of the Membership Assembly.
g. In the event that action needs to be taken by the Missouri Nurses Association Membership Assembly and calling a Special Meeting is not practical, action may be taken without a meeting if Missouri Nurses Association 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 Missouri Nurses Association Office, shall seek the names of members qualified and willing to serve as a Missouri Nurses Association Officer, representative to the American Nurses Association Membership Assembly 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 presented to the Missouri Nurses Association Board of Directors no later than sixty (60) days prior to the election.

b. Elections

1. The President, Vice President of Advocacy, Vice President of Communication and Vice President of Finance, along with the Missouri Nurses Association representative to the American Nurses Association Membership Assembly shall be elected by joint Missouri Nurses Association/American Nurses Association Membership ballot to serve for two (2) years or until their successors are elected.

2. The Nominee for President, Vice President of Advocacy, Vice President of Communication, Vice President of Finance, Practice Director, Education Director, and Regional Chairs 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. Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates.

b. 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. Election results shall be reported to the members prior to the year the newly elected officials take office.

d. All ballots of the voting body and other records of the election shall be preserved until the next election.

4. Member Services Director shall be a Regional Chair elected by majority vote of the Regional Chairs following the regional elections in even numbered years. In case of a tie vote, the choice shall be decided by lot.

c. American Nurses Association Membership Assembly

Missouri Nurses Association is entitled to representation at American Nurses Association Membership Assembly.

1. American Nurses Association shall certify to Missouri Nurses Association the number of representatives to which Missouri Nurses Association is entitled based on action of the American Nurses Association Membership Assembly.

2. All representatives and alternates to American Nurses Association Membership Assembly and special meetings shall be elected by joint Missouri Nurses Association/American Nurses Association members.

3. The Missouri Nurses Association President by virtue of the election to office, shall serve as an American Nurses Association representative to the American Nurses Association Membership Assembly, and the Missouri Nurses Association ballot shall so indicate [italics].

4. American Nurses Association representatives shall be elected to serve for two (2) years or until their successors are elected.

5. Vacancies in the Missouri Nurses Association representation shall be filled by alternates in order of highest number of votes received. An elected representative who cannot attend a session of the American Nurses Association Membership Assembly will be replaced by an alternate for that event, but will retain the position of elected representative for the remainder of the term unless they resign or cannot fulfill the duties of a representative.

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 must be composed of a majority of Full members. Direct members on this committee are not allowed to participate in bylaws discussions or recommendations pertaining to matters directly related to American Nurses Association Bylaws, e.g., election of American Nurses Association Membership Assembly representatives or American Nurses Association Bylaws recommendations. This committee shall:

1. Suggest and receive all proposed amendments or revisions to these bylaws. Such proposed amendments, including those required for Missouri Nurses Association to be in harmony with the American Nurses Association bylaws, shall be submitted to the Missouri Nurses Association Membership Assembly for action at the Biennial or Special Meeting of the Missouri Nurses Association Membership Assembly.
2. Review, advise, and approve the constitution and/or bylaws of the American Nurses Association in order that these may be kept in harmony with the bylaws of Missouri Nurses Association and American Nurses Association.

3. Submit proposed amendments to the Missouri Nurses Association Bylaws to the American Nurses Association Committee on Bylaws at least ninety (90) days before the date that Missouri Nurses Association membership must receive the proposed amendments.

4. Amend Missouri Nurses Association Bylaws to bring them into harmony with American Nurses Association Bylaws within two (2) years of the year that ANA amends its bylaws.

b. Nominations Committee shall consist of the regional chair from each region and shall be accountable to the membership. This committee shall:

   1. Seek names of members qualified and willing to serve as elected officials of Missouri Nurses Association. Individual Missouri Nurses Association members may submit their names directly to the Committee or the Missouri Nurses Association office for consideration. Only Dual members may create the slate of representatives to any American Nurses Association body.

   2. Submit names to the Missouri Nurses Association 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 Missouri Nurses Association Membership 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 Missouri Nurses Association Membership 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 Missouri Nurses Association Membership 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 adopted, unless otherwise noted with a proviso.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors is the corporate body of the Missouri Nurses Association, and shall have full power and authority over the affairs of the organization except that of electing officers, representatives to the American Nurses Association Membership Assembly and Nominations Committee members; action on bylaws; and establishing dues. The Board of Directors is composed of officers – President, Vice President of Advocacy, Vice President of Communication, Vice President of Finance, Practice Director, Education Director, Member Services Director - 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 Missouri Nurses Association Membership 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 Missouri Nurses Association Membership 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 Missouri Nurses Association Membership Assembly, 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 Missouri Nurses Association liaison or representation at meetings of organizations and of public or governmental agencies.

l. Exercise control and 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 Missouri Nurses Association Political Action Committee (Missouri Nurses Association PAC) in accordance with their bylaws.
n. Establish membership categories, dues rates, and payment options that differ with those of the Missouri Nurses Association Membership Assembly for the purpose of retaining and/or increasing membership on a pilot basis. Such pilot program shall not exceed two years.
o. Review and determine membership dues annually.

Section 3. Authority
Authority of the Board of Directors as vested by the Missouri Nurses Association Membership Assembly includes the duty and power of acting for the membership in the intervals between meetings of the Missouri Nurses Association Membership Assembly, development and implementation of association policies and positions.

Section 4. Accountability
Accountability and reporting of the Board of Directors shall be to the Missouri Nurses Association Membership 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. 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 Missouri Nurses Association Membership Assembly following election and shall perform duties as specified in these bylaws and designated by the Missouri Nurses Association 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 of Advocacy shall serve as President until the adjournment of the next Biennial or Special Meeting of the Membership Assembly or until a successor is elected.

b. In the event of a vacancy in the office of any of the Vice President or Director offices, the Board of Directors shall fill the vacancy by appointment until a successor is determined in the next regular election.

Section 8. Meetings
Meetings shall be held immediately preceding and following each Biennial or Special Meeting of the Missouri Nurses Association Membership Assembly of Missouri Nurses Association at the place where the Biennial or Special Meeting of the Missouri Nurses Association Membership 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, electronic or otherwise, of five (5) or more members of the Missouri Nurses Association 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 Missouri Nurses Association President may refer and submit to the members of the Board of Directors definite questions relating to the affairs of Missouri Nurses Association, 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 Missouri Nurses Association and its Board of Directors.

Section 9. Quorum
A majority of the Missouri Nurses Association Board members, including the President or Vice President of Advocacy, 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. President
The President shall be chair of the Board of Directors. In addition, the President shall:

a. Preside at all meetings of Missouri Nurses Association and conduct them by a formal order of business.

b. Serve as the official representative and spokesperson of Missouri Nurses Association on matters of policy and position.

c. Deliver a Missouri Nurses Association Membership Assembly 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 Missouri Nurses Association to the Board of Directors of the Midwest Multistate Division. In the event the President is unable to meet this function another member of the Board of Directors may be appointed to represent Missouri Nurses Association.

f. Serve as a representative of Missouri Nurses Association at meetings of the American Nurses Association Membership Assembly. In case of inability to attend, the Vice President of Advocacy shall replace the President. (the Missouri Nurses Association ballot shall indicate that the individual elected will serve in a dual capacity as president and Missouri Nurses Association representative. In case of inability to attend, the Vice President for Advocacy shall replace the President as the primary alternate; the Missouri Nurses Association ballot shall indicate that the individual elected will also serve as the primary alternate to the President as a Missouri Nurses Association representative to the American Nurses Association Membership Assembly.)

Section 12. 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 Board of Directors at the time the newly elected President takes office.

The immediate past President may:

a. Attend Board meetings.

b. Consult with the President as needed.

c. Advise without vote on the Board of Directors.

Section 13. Vice President of Advocacy
The Vice President of Advocacy, in the absence of the President, shall assume the duties of the President.

a. Serve as Chair of the Advocacy Committee.

b. Serve as a representative of Missouri Nurses Association at the American Nurses Association Membership Assembly if the President is unable to fulfill this duty. (the Missouri Nurses Association ballot will indicate that the Vice President of Advocacy shall serve in a dual capacity as both the Vice President for Advocacy and as the Primary Alternate to the President as one of the Missouri Nurses Association representatives to the ANA Membership Assembly.)
c. Serve as a representative of Missouri Nurses Association for any state, multi-state or national meeting, requiring representation, if the President is unable to fulfill this duty; therefore, the direct members shall not have the right to serve as the Vice President of Advocacy, nor vote for that office.

Section 14. Vice President of Communication
The Vice President of Communication shall:

a. Keep the minutes of all meetings of Missouri Nurses Association and the Board of Directors; and at such times as the President of Missouri Nurses Association presides.

b. With the Missouri Nurses Association Chief Executive Officer (CEO) or designee:
   1. Notify all members of their election or appointment.
   2. Send to the Secretary of American Nurses Association the names and addresses of all officers immediately following election.
   3. Send notices of the time and place of all meetings.
   4. Keep an accurate record of the names and addresses of all members of Missouri Nurses Association.

c. Ensure that an ongoing comprehensive communication plan is developed, implemented, and evaluated for the purpose of maintaining open and consistent communication with the Missouri Nurses Association membership.

Section 15. Vice President of Finance
The Vice President of Finance shall serve as the Chair of the Finance Committee. The Vice President of Finance shall with the Missouri Nurses Association CEO or designee:

a. Receive and have charge of all funds of Missouri Nurses Association, 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 Missouri Nurses Association whenever requested to do so and make a full report to the Missouri Nurses Association Membership Assembly at each Biennial or Special Meeting of the Missouri Nurses Association Membership Assembly.

c. Keep an itemized account of all receipts and disbursements and give a written report at meetings of the Board of Directors and Missouri Nurses Association Membership 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.

Section 16. Practice Director
The Practice Director shall serve as the Chair of the Practice Committee. The Practice Director will influence nursing professional practice issues and nursing policy covering a broad range of health care settings, specialties, nursing roles and practice challenges.

Section 17. Education Director
The Education Director shall serve as a liaison between the Missouri Nurses Association Board of Directors and the Midwest Multistate Division CE staff regarding the CE approver and CE Provider Units.

Section 18. Member Services Director
The Member Services Director will serve as the liaison between the Missouri Nurses Association Board of Directors and the Missouri Nurses Association Regions. The Member Services Director is a Regional Chair and is elected by the Regional Chairs. The Member Services Director must be a Dual Member.

Section 19. Chief Executive Officer, State Director and Staff Services
The Midwest Multistate Division through the Chief Executive Officer of the Division and its Board provides a State Director and necessary staff to carry out the day-to-day business of the Missouri Nurses Association according to policies and positions established by the Missouri Nurses Association Membership Assembly and the Board of Directors. Missouri Nurses Association does not directly employ any staff.

a. The Midwest Multistate Division Chief Executive Officer along with the Midwest Multistate Division Board Representative from Missouri Nurses Association Board of Directors:
   1. Appoints a State Director who shall be accountable to the Missouri Nurses Association Board of Directors and the Chief Executive Officer of the Midwest Multistate Division. The State Director oversees the day to day operations of the Association and may represent the Association and serve as spokesperson on matters of established policies and positions. The Missouri Nurses Association Board of Directors in collaboration with the Chief Executive Officer of the Division evaluates the State Director.
   2. Employs, evaluates, and promotes or terminates staff support positions to meet the needs of Missouri Nurses Association including, but not limited to financial and communication functions.

The Board of Directors shall delegate to the Chief Executive Officer (CEO) or designee the authority to manage the association according to policies and positions established by the Missouri Nurses Association Membership Assembly and the Board of Directors.

a. The CEO shall be accountable to the Board of Directors.

b. The CEO may 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 20. Standing Committees of the Board

Commented [JK45]: Section 13.c. Deleted reference to Direct members.

Commented [JK46]: Section 17. The CEO is now a function of the Midwest Multistate Division. The education Director serves as a liaison between the MONA Board and the CE staff and units.

Commented [JK47]: Section 18. Text added to iterate that the Member Services Director is a Regional Chair and elected by the Regional Chairs.

Commented [JK48]: Section 19. Sets forth the relationship between the CEO of the Midwest Multistate Division and Missouri Nurses Association Board of Directors, the State Director, and support staff.
a. Standing Committees shall be a structural unit of the Missouri Nurses Association 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 Missouri Nurses Association and of the Missouri Nursing Student Association as well as organizational affiliates 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 Missouri Nurses Association. 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 Missouri Nurses Association Membership Assembly to serve a two year term, or until their respective successors are appointed:

   1. Continuing Education Approver Unit
   2. Continuing Education Provider Unit
   3. Finance Committee
   4. Advocacy Committee
   5. Practice Committee
   6. Recent Graduate Committee
   7. Missouri Council on Advanced Practice

Missouri Nurses Association members must consent to serve to be on a committee.

1. Continuing Education Approver Unit shall consist of at least five (5) members. The 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. Advise the practice of nursing by disseminating new knowledge through Missouri Nurses Association 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.

3. Finance Committee shall consist of at least five (5) members. The Vice President of Finance shall serve as chair of this committee. This committee shall:
   a. Approve the annual budget prepared by the Missouri Nurses Association staff and present the budget to the Missouri Nurses Association Board for adoption.
   b. Advise and report the expenditure of funds to the Board of Directors.

4. Advocacy Committee shall consist of at least five (5) members. The Vice President of Advocacy shall serve as chair of this committee. 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.

5. Practice Committee shall consist of at least five (5) members. The Practice Director shall serve as chair of this committee. 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.

6. Member Services Committee shall consist of the regional chair from each region. The committee shall:
   a. Develop and implement plans for retaining and increasing membership.

Commented [JK49]: The CE Provider Unit and Approver Unit Committees are deleted as these functions now reside in the Midwest Multistate Division. Missouri Nurses Association will continue to work in conjunction with the Midwest Multistate Division regarding CE.
b. Assist in the dissemination of information in regards to membership promotion.

25. 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.

26. Missouri Council on Advanced Practice (MOCAP) is an organization of Missouri Advanced Practice Registered Nurses (APRN) that operates within the formal structure of Missouri Nurses Association. 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.

Section 21. Political Action Committee
The Missouri Nurses Association Political Action Committee (Missouri Nurses Association 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 Missouri Nurses Association Board of Directors.
   a. Missouri Nurses Association PAC shall consist of not less than five (5) members appointed by the Missouri Nurses Association Board of Directors. Additionally, the Missouri Nurses Association President and Vice President of Advocacy shall serve as ex-officio members of the committee.
   b. Missouri Nurses Association PAC shall be administratively accountable to the Board of Directors.
   c. Missouri Nurses Association PAC shall have a chairperson, secretary and treasurer elected from and by committee members.
   d. The treasurer shall be responsible for administering Missouri Nurses Association PAC funds and shall at least annually provide the Missouri Nurses Association Board of Directors with a financial statement of activities.
   e. The purpose of Missouri Nurses Association PAC shall be to solicit funds to support or oppose state-level ballot measures and candidates to further the nursing profession. Funds will be expended according to established criteria.
   f. Endorsements and contributions will be made on a non-partisan basis.
   g. Missouri Nurses Association PAC activities will serve to increase nurses’ awareness of and involvement in Missouri electoral politics.

ARTICLE VII. FISCAL YEAR
The fiscal year of Missouri Nurses Association shall be the calendar year.

ARTICLE VIII. OFFICIAL PUBLICATION
The Missouri Nurse shall be the official news periodical of Missouri Nurses Association unless replaced by another and shall be provided to each individual member.

ARTICLE IX. PARLIAMENTARY AUTHORITY
The rules contained in the current edition of Robert’s Rules of Order Newly Revised, shall govern meetings of Missouri Nurses Association with the exception of instances where there may be inconsistency with these bylaws. In this event, these bylaws will prevail.

PRIVISO

The current Missouri Nurses Association State Only Members will continue as such members until such time as ANA no longer allows this membership option or there are no longer any State Only members, because they have upgraded to joint MONA/ANA members. This proviso language is stating and speaking to the continued rights and obligation of Missouri Nurses Association State Only Members. MONA State Only members cannot be appointed or elected to serve on the Nominations & Elections Committee or the Committee on Bylaws because of their interface with America Nurses Association business matters.