

MISSOURI NURSES ASSOCIATION

BYLAWS



AMENDED OCTOBER 2023

TABLE OF CONTENTS

<u>ARTICLE/SECTION</u>	<u>PAGE</u>
Articles of Incorporation and Constitution.....	1
Philosophy and Preamble	2
I. Title, Purposes, and Functions.....	2
II. Relationship of Missouri Nurses Association and American Nurses Association	2
III. Membership and Affiliations.....	3
1 Missouri Nurses Association Membership	3
2 Organizational Affiliate	4
IV. Structure	5
1 Regional Nurses Association	5
2 Composition.....	5
3 Responsibilities	5
V. Membership Assembly.....	5
1 Composition.....	5
2 Responsibilities	5
3 Meetings	5
4 Elections.....	6
5 Committees of the Assembly	6
6 Bylaws	6
VI. Board of Directors.....	7
1 Composition.....	7
2 Executive Committee.....	7
3 Responsibilities	7
4 Authority	7
5 Accountability	7
6 Terms	7
7 Installation	8
8 Vacancies	8
9 Meetings	8
10 Quorum.....	8
11 Vacancies and Removal.....	8
12 President	8
13 Immediate Past President.....	8
14 Vice President of Advocacy	9
15 Vice President of Communication.....	9
16 Vice President of Finance.....	9
17 Practice Director	9
18 Education Director	9
19 Region Directors.....	9
20 Executive Director and Staff Services.....	9
20 Standing Committees of the Board	10
22 Political Action Committee	11
23 Missouri Advanced Practice Council	11
VII. Fiscal Year	11
VIII. Official Publication.....	11
IX. Parliamentary Authority	11

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

Missouri Nurses Association OFFICERS

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

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

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

-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

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 1989 & October 2013) (Amended 4/9/2025)

The objects of this Association shall be to represent the registered professional nurses / ~~licensed practical 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 / ~~licensed practical 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.

Commented [JB1]: Contingent upon ANA final approval

Commented [JB2R1]: Addition of licensed practical nurses contingent upon ANA final approval

Commented [JB3R1]: Not approved by ANA; removed

Commented [JB4]: Addition of licensed practical nurses contingent upon ANA final approval

Commented [JB5R4]: Not approved by ANA; removed

Article III. Membership (As Amended October 1989) (Amended 4/9/2025)

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

Commented [JB6]: Include all licensed nurses

Article IV Officers (As Amended October 2013) (Amended 4/9/2025)

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 / ~~Board Leadership Fellows~~.

Commented [JB7]: Include Board Leadership Fellows in description of Officers

Article V Board of Directors (As Amended October 1938) (Amended 4/9/2025)

The control and management of this Association shall be vested in a Board of Directors. ~~The officers listed in Article IV serve on the Board of Directors.~~

Commented [JB8]: Description to include Officers listed in Article IV

Article VI Amendments (Amended 4/9/2025)

This constitution may be amended at any ~~regular~~ ~~Membership Assembly~~ 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.

Commented [JB9]: Change from regular meeting to specifically Membership Assembly.

MISSOURI NURSES ASSOCIATION

PHILOSOPHY

Missouri Nurses Association partners with the American Nurses Association to represent the interest of ~~registered~~ nurses in Missouri and across the nation. Together, we advance the profession by fostering high standards of nursing practice, promoting a safe and ethical work environment, bolstering the health and wellness of nurses, and advocating for healthcare issues that affect nurses and the public. Missouri Nurses Association and American Nurses Association strive to improve the quality of health care for all. REFERENCE: American Nurses Association, Nursing Scope and Standards of Practice, 4th edition (2021)

PREAMBLE

The mission of the Missouri Nurses Association is advancing the nursing profession by uniting as one strong voice with Missouri nurses. The vision of the Missouri Nurses Association is a healthy Missouri through the power of Nursing.

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 ~~or MONA~~

Section 2. Purposes

The purposes of Missouri Nurses Association enterprise 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:

- Work for the improvement of health standards and the availability and accessibility of health care services for all people.
- Foster high standards of nursing.
- Stimulate and promote the professional development of nurses and advance practice opportunities to utilize education and skills within the full scope of nursing practice.
- Promote and protect the practice of ~~professional~~ nursing.
- 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 (ANA) bylaws.

Section 3. Functions

The functions of the Missouri Nurses Association enterprise shall be to:

- Promote adherence to standards of nursing practice, nursing education and nursing services as established by the American Nurses Association.
- Promote adherence to the American Nurses Association Code of Ethics for Nurses.
- Initiate and influence legislation, governmental programs and public health policy in Missouri and nationally.
- Advocate on behalf of ~~all Registered Professional N~~nurses.
- Promote and provide continuing education and professional development of nurses.
- Support systematic study, evaluation, and research in nursing which ultimately leads to evidence-based practice.
- Represent ~~professional nursing and nurses~~ in Missouri including allied, professional, community and governmental groups and the public, and in the American Nurses Association enterprise.
- Provide for representation in the American Nurses Association Membership Assembly.
- Participate in the ~~Midwest Multistate Division-VTL Solutions~~ which is part of the American Nurses Association enterprise with the purpose of supporting Constituent State Nurses Associations to reduce costs and duplication of services.
- Provide benefits to members of Missouri Nurses Association.
- Engage in a mentoring relationship with the Missouri Nursing Students Association (~~MONSA~~) to support the development of future members and nurse leaders.
- Support ~~registered~~ nurses as active consumer advocates in the healthcare arena.
- Serve as the social network for nurses in Missouri by collecting, analyzing and disseminating information relevant to nursing.
- Protect and promote the advancement of human rights related to healthcare and nursing.

Commented [JB10]: Midwest Multistate Division changed name to VTL Solutions. Name change only; no change to structure. Change made throughout the document.

ARTICLE II. RELATIONSHIP OF MISSOURI NURSES ASSOCIATION AND AMERICAN NURSES ASSOCIATION

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

- Maintain membership in American Nurses Association by meeting the qualifications for membership.
- 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.
- g. The American Nurses Association's Leadership Council shall be composed of two representatives from each Constituent/State Nurses Association (C/SNA) and the Individual Member Division (IMD), who shall be the president and chief staff officer or their designees. Each C/SNA president or the president's designee shall be a C/SNA-ANA member.
- h. 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.
4. American Nurses Association representatives shall be elected to serve for two (2) years or until their successors are elected.

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.

ARTICLE III. MEMBERSHIP

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, 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. 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.
3. Remains in good standing with the licensing board and has surrendered a license to practice or has retired and no longer chooses to maintain an active license.

c. Types of Membership: There ~~are four~~ are three ~~four~~ types of Membership in Missouri Nurses Association; American Nurses Association membership, State membership only, Dual membership (American Nurses Association and State), and Honorary.

1. **Dual Membership** Dues structured for Dual membership should be in accordance with ANA-American Nurses Association dues policy.

Members have the right to:

- a. Seek election to office or be appointed to positions within Missouri Nurses Association, Missouri Nurses Association Regions, and American Nurses Association.
- b. Vote in Missouri Nurses Association elections including electing state representatives to American Nurses Association Membership Assembly.
- c. Vote on all matters of business coming before the Membership Assembly at Missouri Nurses Association Biennial or Special Meetings when in attendance.
- d. Attend the American Nurses Association Membership Assembly, Conventions and other unrestricted American Nurses Association activities.
- e. Attend the Quadrennial Congress of International Council of Nurses.
- f. Attend Missouri Nurses Association Membership Assembly.
- g. Receive American Nurses Association's membership card and the American Nurses Association member periodical.

2 ~~h. Dual Full Membership is one~~ h. Dual Full Membership ~~Members who belongs~~ Members who belong to Missouri Nurses Association as well as another American Nurses Association Constituent Member State Association must declare which state holds their primary membership.

~~(1) Primary membership must be declared in one of the states. When Missouri Nurses Association is declared the primary state, then the dual member shall be assessed dues for Missouri Nurses Association, including membership in~~

Commented [JB11]: Category is Full Membership, not Dual Membership.

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~~American Nurses Association and deemed to be a member of Missouri Nurses Association with all rights including that of electing membership in a Region.~~

~~Secondary: When Missouri Nurses Association is declared as the secondary state, the dual member then joins a Missouri Nurses Association paying only the state portion of dues with full rights of a member of Missouri Nurses Association.~~

~~2. State Membership Only is no longer available unless grandfathered in from 2017 Membership category changes. State-only members are not entitled to representation at the ANA Membership Assembly, may not vote for ANA Membership Assembly Representatives, and may not hold offices that interface with ANA business matters.~~

3. **Honorary Membership** may be conferred ~~as 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.

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.

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.

Section 2. Missouri Nurses Association and American Nurses Association Membership Dues

Membership Dues: American Nurses Association and Missouri Nurses Association

- 1 American Nurses Association Dues
 - a. Are included in Missouri Nurses Association dues.
 - b. Increases in American Nurses Association dues are automatically added to the dues of Missouri Nurses Association members.
 - c. The member notification and approval process regarding American Nurses Association dues increases are the responsibility of American Nurses Association.
 - d. There is an obligation to pay dues to American Nurses Association in accordance with policies adopted by the American Nurses Association Membership Assembly.
- 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.
- 3 The Dual member dues are assessed based on their election of:
 - a. Missouri primary membership will pay the Missouri Nurses Association dues which include American Nurses Association dues.
 - b. Missouri secondary membership will pay Missouri Nurses Association dues less the American Nurses Association dues.
- 4 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.
- 5 Members shall forfeit their rights if dues are not paid.
- 6 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.
- 7 Additional dues shall not be required from nor refunded to members transferring from another C/SNA if the member has made full payment of dues.
- 8 Membership year shall be for twelve (12) consecutive months from joining month.
- 9 Discounted dues may be adopted by a majority vote of the Missouri Nurses Association Board of Directors, although such discount will not be recognized by the American Nurses Association, and Missouri Nurses Association shall be responsible for remitting the full dues owed to the American Nurses Association.

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:

1. Maintain a mission and purpose harmonious with the purpose and functions of Missouri Nurses Association.

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2. Make informational reports in their area of expertise to the Missouri Nurses Association Board of Directors.

ARTICLE IV. REGION STRUCTURE

Section 1. Missouri Nurses Association Regions

1. ~~MONA-Missouri Nurses Association~~ Regions are geographical units of 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. Each Region shall have a Director that is elected by membership in their respective regions ~~(East, West, South)~~.

Section 2. Composition

The Missouri Nurses Association Board of Directors shall determine the number of regions. Boundaries of the ~~MONA-Missouri Nurses Association~~ Regions shall be defined by the Board and may be changed by a majority vote of the Board.

Section 3. Responsibilities

The ~~Missouri Nurses Association~~ ~~MONA~~ Regions shall:

- a. Each Region, shall have a Director who is elected in even numbered years.
- b. Submit reports to Missouri Nurses Association as requested.
- c. Present issues and concerns pertinent to its regional members to Missouri Nurses Association.
- d. Disseminate information and promote activities to its regional members and the nursing community that facilitate Missouri Nurses Association's mission, goals, purposes, and programs.
- e. Request financial support from Missouri Nurses Association for activities when necessary.
- f. Participate in the activities of Missouri Nurses Association including meetings of the Missouri Nurses Association Membership Assembly.
- g. Maintain functions and purposes in harmony with those of Missouri Nurses Association.

ARTICLE V. MISSOURI NURSES ASSOCIATION 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 the ~~MONA-Missouri Nurses Association~~ Board of Directors, the Bylaws Chair, and representative(s) to American Nurses Association Membership Assembly.
- b. Adopt, amend, revise and maintain Missouri Nurses Association bylaws.
- c. Approve dues of the membership.

Section 3. Meetings

- a. The Missouri Nurses Association Membership Assembly shall meet at least 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 Missouri Nurses Association Board.
- c. The Board of Directors shall determine the time and place of meetings.
- 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.
- 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, Bylaws Chair 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 thirty (30) days prior to the election.

Commented [JB12]: Description to include Bylaws Chair.

b. Elections

1. ~~The President shall be elected every three years by the membership assembly. The President shall serve only one three-year term in office.~~ The president-elect shall be elected to a four-year term: the first year as president-elect, automatically becomes president for two years, and serves as immediate past-president for one year.
2. The Vice President of Communication, the Practice Director, the Bylaws Chair and Regional Directors shall be elected by the entire ~~joint~~ Missouri Nurses Association/American Nurses Association membership in even numbered years and the Vice President of Advocacy, Vice President of Finance, Education Director, along with the Missouri Nurses Association representative to the American Nurses Association Membership Assembly shall be elected in odd numbered years. One (1) Board Leadership Fellow shall be elected yearly so that there are two (2) Board Leadership Fellows on the board at a time. The term of these officials shall commence January 1 of the next even/odd numbered year respectively and shall continue for two (2) years or until their successors are elected.
3. The Nominee for President-Elect, Vice President of Advocacy, Vice President of Communication, Vice President of Finance, Practice Director, Education Director, the Board Leadership Fellows, the Bylaws Chair and Regional Directors who receive the highest number of votes shall be declared elected. In case of a tie vote, the choice shall be decided by lot.
4. 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.

Commented [JB13]: Addition of President-Elect position.

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, one of which is the elected Chair, 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 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. 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 the Missouri Nurses Association membership must receive the proposed amendments.
3. 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 Region Director 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 name directly to the Committee or the Missouri Nurses Association office for consideration. Only those with Full membership 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.

Commented [JB14]: Statement updated to Full Membership rather than full members.

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.
- 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 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~~, President-Elect, ~~Vice President of Advocacy~~, ~~Vice President of Communication~~, ~~Vice President of Finance~~, Practice Director, Education Director, Regional Directors, and the Board Leadership Fellows - and each have a voice and vote.

Commented [JB15]: Addition of President-Elect position.

Section 2. Executive Committee

The Executive Committee of the Board of Directors shall consist of the ~~P~~resident, President-Elect, ~~immediate Past P~~resident, ~~V~~ice-~~P~~resident of ~~A~~dvocacy, ~~V~~ice-~~P~~resident of ~~F~~inance, and ~~V~~ice-~~P~~resident of ~~C~~ommunications. This committee shall have all the powers of the Board of Directors to transact business between board meetings as needed. The Executive Committee serves in an advisory capacity to the executive director to advise on important matters. All transactions of this committee shall be reported in full at the next scheduled meeting of the Board of Directors.

Commented [JB16]: Addition of President-Elect position.

Section 3 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. Conduct strategic planning and review/update mission, vision, and purposes.
- d. Establish policies and procedures for the transaction of business, coordination of association activities and operation and maintenance of a state headquarters.
- e. 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.
- f. 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.
- g. Appoint, define the authority and responsibilities of and perform annual review of Missouri Nurses Association Executive Director together with the ~~Midwest Multistate Division (MW MSD)~~ VTL Solutions Chief Executive Officer.
- h. Establish fees for Missouri Nurses Association Membership Assembly, specified activities, organizational affiliates and service.
- i. Establish relationships, collaborations, and affiliations with other organizations and groups.
- j. 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.
- k. Maintain and revise the strategic plan.
- l. Provide for Missouri Nurses Association liaison or representation at meetings of organizations and of public or governmental agencies.
- m. May remove members of ~~Missouri Nurses Foundation~~ Center for Missouri Nurses board for cause in order to maintain harmony with the Missouri Nurses Association.
- ~~m.n.~~ To review and approve bylaws changes proposed by the Center for Missouri Nurses board.
- ~~n.o.~~ Ensures that the Missouri Nurses Association Political Action Committee acts in accordance in their bylaws.
- ~~o.p.~~ 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.
- ~~p.q.~~ Review and determine membership dues annually.
- ~~q.r.~~ In addition to the President, appoint a second board member or appoint the Immediate Past President to the ~~MSD-VTL Solutions~~ Board of Directors.

Commented [JB17]: Changed from Missouri Nurses Foundation to Center for Missouri Nurses.

Commented [JB18]: Statement added for review of proposed bylaw changes.

Section 4. 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 5. Accountability

Accountability and reporting of the Board of Directors shall be to the Missouri Nurses Association Membership Assembly.

Section 6. Terms

1. The term of office for officers shall be two (2) years or until their successor is elected. The President-Elect shall be elected every two three (24) years. They will serve as President-Elect for one (1) year, President for two (2) years, and Past President for one (1) year. The President shall serve only one three (3) year term in office. No officer shall serve more than two (2) consecutive terms in the same elected office. No member of the Board of Directors shall be eligible to serve more than eleven (11) 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.

Commented [JB19]: New terms defined with addition of President-Elect position.

Section 7. 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 8. Vacancies

Vacancies in these offices shall be filled as provided herein. In the event of a vacancy in the office of President, the Board of Directors shall appoint an Acting President until a special election is held. The individual serving as President must be duly elected by the membership. In the event of a vacancy occurring in the office of President, the President-Elect or 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.

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Commented [JB20]: Addition of President-Elect position.

- In the event of a vacancy of the office of President-Elect it shall be filled by the membership through a special election vote.
- a. In the event of a vacancy of the Past President the office will not be refilled.
- 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 for that board position.

Commented [JB21]: Vacancies updated for President-Elect and Past President.

Section 9. Meetings

- a. 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 two (2) 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.

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Section 10. 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 11. Vacancies and Removal

Vacancies in these offices shall be filled as provided herein:

- a. In the event of a vacancy in the office of any board position, the Board of Directors shall fill the vacancy as outlined in Article VI Section 8 by appointment until a successor is determined in the next regular election. The Missouri Nurses Association Board may remove any Board member for cause or if the Director is no longer performing the duties of the office.

Commented [JB23]: To match vacancy descriptions in Article VI Section 8.

Section 12. 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 and the Bylaws Committee.
- e. Act as a representative of Missouri Nurses Association to the Board of Directors of the Midwest Multistate Division VTL Solutions. 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 and will be noted on the ballot as serving in this dual capacity. 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

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~~serve in a dual capacity as president and Missouri Nurses Association representative.~~ In case of inability to attend, the ~~President-Elect~~ or Vice President for Advocacy shall replace the President as the ~~primary~~ alternate; the Missouri Nurses Association ballot shall indicate that the individual elected ~~may will~~ also serve as the ~~primary~~ alternate to the President as a Missouri Nurses Association representative to the American Nurses Association Membership Assembly.

- g. Serve as the Missouri Nurses Association representative on the American Nurses Association Leadership Council.
- h. Represent Missouri Nurses Association and serve as the spokesperson of the organization throughout the state of Missouri at meetings and events.

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(1) 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 14. President-Elect

The President-Elect, in the absence of the President, shall assume the duties of the President.

- a. The President-Elect shall assume the duties assigned by the President and/or the Board of Directors.
- b. Work closely with the President to gain insights and mentorship.
- c. 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 President-Elect shall serve in a dual capacity as both the President-Elect and as the primary alternate to the President as one of Missouri Nurses Association representatives to the American Nurses Association Membership Assembly.

Section 154. Vice President of Advocacy

The Vice President of Advocacy, in the absence of the President, ~~may 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 ~~President-Elect~~ is unable to fulfill this duty, the Missouri Nurses Association ballot will indicate that the Vice President of Advocacy ~~may shall~~ serve in a dual capacity as both the Vice President for Advocacy and as ~~the Primary-secondary~~ Alternate to the President as one of Missouri Nurses Association representatives to the ~~ANA-American Nurses Association~~ Membership Assembly.
- c. Serve as a representative of Missouri Nurses Association for any state, multi-state or national meeting, requiring representation, if the President ~~President-Elect~~ is unable to fulfill this duty.

Section 165. Vice President of Communication

The Vice President of Communication shall serve as the Chair of the Communication Committee and:

- 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 Executive Director 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 board meetings.
 - 4. Keep an accurate record of the names and addresses of all members of Missouri Nurses Association.

Section 176. 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 Executive Director 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 187. Practice Director

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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 198. Education Director

The Education Director shall serve as a liaison between the Missouri Nurses Association Board of Directors and the ~~Midwest Multistate Division-VTL Solutions~~. CE staff regarding the CE Approver and CE Provider Units. The Education Director shall also serve as the Chair of the Education Committee.

Section 2019. Region Directors

The Regional Directors will serve as the liaison between the Missouri Nurses Association Board of Directors and the Missouri Nurses Association Regions. The Region Director shall facilitate communications to and from the Missouri Nurses Association Board of Directors and other structural units as needed back to their respective regions.

Section 21 Board Leadership Fellows

Board leadership fellow is an elected individual serving a fixed term with full rights and responsibilities as a member of the Board of Directors.

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Section 2219. Executive Director and Staff Services

The ~~Midwest Multistate Division (MSD)-VTL Solutions~~ through the Chief Executive Officer of the Division and its Board provides an Executive 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 (MSD)-VTL Solutions~~ Chief Executive Officer along with the ~~Midwest Multistate Division (MSD)-VTL Solutions~~ Board Representative from Missouri Nurses Association Board of Directors:

1. Appoints an Executive Director who shall be accountable to the Missouri Nurses Association Board of Directors and the Chief Executive Officer of the ~~Midwest Multistate Division (MSD)-VTL Solutions~~. 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 Executive 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.

Section 2324. Standing Committees of the Board

- 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.

The following standing committees shall be

- Finance Committee
- Advocacy Committee
- Practice Committee
- Education Committee
- Communication Committee
- Membership Committee

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

1. **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.

b-

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2. **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.
3. **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.
4. **Education Committee** shall consist of at least five (5) members. The Education Director shall serve as chair of this committee. This committee shall:
 - a. Evaluate trends, developments, and issues in the area of education for nurses.
 - b. Encourage nurses to maintain and improve knowledge and skills of professional practice.
 - c. Foster availability and accessibility of continuing education programs throughout the state.
 - d. Collaborate with the Practice Committee and specialty nursing organizations on matters of nursing education.
5. **Communications Committee** shall consist of at least five (5) members. shall 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.
6. **Member Services Committee** shall consist of the Region Director from each region. The committee shall:
 - a. Develop and implement plans for retaining and increasing membership.
 - b. Assist in the dissemination of information in regard to membership promotion.

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Section 2432. 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. Additionally, the Missouri Nurses Association President/President-Elect 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.

Commented [JB29]: Addition of President-Elect position.

Section 2543. Missouri Advanced Practice Council (MO APC) is an organization of Missouri Advanced Practice Registered Nurses (APRN) that operates within the formal structure of Missouri Nurses Association. The chair 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 advocacy and educational opportunities for the professional growth and development of APRNs.
- d. Run legislative update meetings
- e. Foster networking opportunities among members.
- f. Encourage interdisciplinary collaboration with other professional groups.
- g. Promote activities that enhance the visibility of the APRN role in Missouri.
- h. Promote and support APRN chapters throughout Missouri.

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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~~ ^{Newly Revised 12th} 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.

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PROVISO

~~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 Missouri Nurses Association/ANA members. This proviso language is stating and speaking to the continued rights and obligation of Missouri Nurses Association State Only Members. MONA Missouri Nurses Association 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 American Nurses Association business matters. State only members also may not have any American Nurses Association Membership rights, may not vote for American Nurses Association Membership Representatives, and may not vote for MONA Missouri Nurses Association President since the Missouri Nurses Association President serves as one of our American Nurses Association Membership Assembly representatives.~~

PROVISO

If these Bylaws are approved to add a President-Elect, the following process will be implemented:

- a. A call for nominations will be open for 15 days.
- b. A special election will be held in December 2025.
- c. The President-Elect position will start January 1, 2026.

Rationale: 2026 will be the current President's final year in office. In order to stay in line with the current Board of Directors rotation, this proviso is needed.

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Editorial Change regarding Midwest Multistate Division (MW MSD) name change to VTL Solutions. No change in structure.