

Southern Minnesota Nurses Bylaws

ARTICLE I. Title and Functions.

Section 1.

The name of the association shall be the Southern Minnesota Nurses and shall comprise such territory as the Southern Minnesota Nurses Board shall designate.

Section 2.

The purpose of the Southern Minnesota Nurses shall be to foster high standards of nursing practice, promote the professional and educational advancement of nurses and promote the welfare of nurses to the end that all people may have better nursing care. These purposes shall be unrestricted by consideration of nationality, race, creed, color, age, disability, gender, health status, lifestyle or sexual orientation.

Section 3.

The function of the Southern Minnesota Nurses shall include the following:

- a. To promote through appropriate means standards of nursing practice as defined by the American Nurses Association (ANA).
- b. To participate in, support and promote state and local legislation that will benefit our patients/clients, our profession and our practice.
- c. To represent nurses and serve as their voice with the allied professional, community and governmental groups and with the public.
- d. To insure adherence to the code of ethical conduct for practitioners established by ANA.
- e. To provide for the continuing professional development of practitioners.
- f. To promote relationships with local student nurses associations.
- g. To actively recruit students for nursing.
- h. To provide leadership in state and national nursing.

ARTICLE II. Membership and Dues.

Section 1.

Southern Minnesota Nurses shall consist of members who shall be registered nurses (RNs) or licensed practical nurses (LPNs), each of whom has been granted a license to practice in at least one (1) state and does not have a license under revocation for professional misconduct in any state. It may also include retired nurses who may or may not be actively practicing.

Section 2. Privileges

Full members shall be entitled to all Southern Minnesota Nurses privileges.

Section 3. Dues

- a. Dues for Southern Minnesota Nurses shall be established by its Board of Directors. Membership rights shall be forfeited upon failure to pay dues.
- b. The annual dues for the Southern Minnesota Nurses shall be \$20.00 per year.

ARTICLE III. Meetings.

Section 1.

Regular meetings shall be held at least twice a year, at a time and place decided upon by the Board of Directors.

Section 2.

Special meetings may be called by the President, or a majority of the Board, or upon the written request of ten (10) members of the Southern Minnesota Nurses.

Section 3.

An annual meeting shall be held once a year at a time and place decided upon by the Board of Directors.

Section 4.

The voting body at any meeting shall consist of the members who are in attendance. No member shall be permitted to cast more than one (1) vote in any election or on any matter coming before a meeting.

Section 5.

Guidelines for business at the annual meeting and/or other meetings during the year shall include:

- a. Approval of the minutes of the last annual meeting.
- b. Approval of the report of the Treasurer.
- c. President's report.
- d. Committee reports.
- e. Other business.

ARTICLE IV. Board of Directors.

Section 1. Composition

There shall be a board, which shall consist of three officers and seven directors.

- a. Officers shall be President, Secretary and Treasurer, and shall be elected by mailed ballot.
- b. Elections will occur every two years with the President and Secretary elected in even years, the Treasurer elected in odd years and 1/3 of the board members elected each year. The initial election (2012) will include a one-year term for secretary and one-, two- and three-year terms for board members. Initially, there will be no term limits.

- c. The past-president shall serve on the board as an ex-officio member in an advisory, non-voting capacity.

Section 2. Meetings.

- a. Regular meetings of the Board shall be held at least four (4) times a year at a time and place decided by the Board of Directors.
- b. Special meetings of the Board may be called by the President upon notification of each member of the Board personally, by mail, email or telephone. Upon written request of a majority of the Board, the President, in like manner, shall call special meetings. The time and place of all meetings shall be specified in the notice thereof.
- c. The President must be notified of any necessary absence prior to the board meeting.
- d. All board meetings shall be open to any member (non-voting capacity).

Section 3. Board Duties

- a. Transact the general business in the interim between meetings and report at each meeting the business transacted in the interim.
- b. Establish administrative policies governing the Southern Minnesota Nurses.
- c. Provide for the collection, receipt, deposit, expenditure, investment and surveillance of the Southern Minnesota Nurses funds, for the adoption and administration of budget, and for the bi-annual auditing of all books by the Board and/or a CPA.
- d. Appoint standing committees, special committees and make any other appointments not otherwise provided for.
- e. Fill vacancies in the Committee on Nominations and on the Board of Directors.

Section 4.

The Board shall not incur any liability above the annual budget in excess of \$1500.00 without the approval of the membership.

Section 5. Executive Committee

There shall be an Executive Committee of the Board of Directors composed of the President, Secretary and Treasurer of the association. This committee shall have the power of the Board of Directors to transact business of an emergency nature between board meetings.

All transactions of this committee shall be reported in full at the next regular scheduled meeting of the Board of Directors.

Section 6. Duties of Officers

- a. Officers shall assume duties usually performed by such officers as defined by these bylaws or by the Board.
- b. The President shall be Chairperson of the Board. In addition, the President shall:
 - 1. Preside at all meetings and conduct them by a formal order of business.
 - 2. Serve as ex-officio member of all committees except the Committee on Nominations.

- c. In the absence of the President, the President's designee shall assume the duties of the President. In the event of a vacancy occurring in the office of the President, a successor shall be elected.
- d. The Secretary shall:
 - 1. Keep the minutes of all meetings of the Southern Minnesota Nurses and the Board.
 - 2. Conduct the general correspondence of the Southern Minnesota Nurses and the Board.
 - 3. Notify all officers, directors and committee chairpersons of their election or appointment.
 - 4. Preserve all valuable papers, letters and transactions of the association.
- e. The Treasurer shall:
 - 1. Receive and have charge of all funds of the Southern Minnesota Nurses, deposit such funds in a bank as designated by the Board.
 - 2. Submit all books of account for audit as specified by the Board.
 - 3. Keep an itemized account of all receipts and disbursements and give a written report at all regular meetings of the Board and the Southern Minnesota Nurses.
 - 4. Complete the Annual Electronic Notice Filing Requirement for tax purposes or designate this to the CPA.
- f. All officers shall deliver to the succeeding officer, all accounts, record books, papers or other property belonging to the Southern Minnesota Nurses within two (2) weeks following their retirement from office.

ARTICLE V. Elections.

Section 1. Officers shall serve for two-year terms:

- a. The President shall be elected in even-numbered years.
- b. The Secretary shall be elected in even-numbered years.
- c. The Treasurer shall be elected in odd-numbered years.

Section 2.

Annually, 2-3 directors shall be elected to serve for three (3) years.

Section 3.

The Committee on Nominations consists of three (3) members. Two (2) members shall be elected to serve for two (2) years, one in the even year and one in the odd year. One member will be appointed by the Board to serve for one (1) year. A chairperson will be selected within the committee.

Section 4.

- a. The voting body of any meeting of this Association shall consist of the members who are in attendance. A quorum shall be present as defined in ARTICLE III.
- b. All nominees shall have verification of membership at the time of nomination.

Section 5.

Elections must be held by secret mailed ballot. Members in good standing are eligible to vote.

Section 6.

The slate/ballot will be published for all members in the spring Southern Minnesota Nurses newsletter which will be provided to members by email, website or U.S. mail.

Section 7.

A second ballot shall not be given or sent to any member for any reason.

Section 8.

A plurality of vote of the members voting shall constitute an election. The persons who receive the highest number of votes shall be declared elected. In the event of a tie, the choice shall be decided by lot (chance) at the annual meeting.

Section 9.

Terms of office shall commence at the adjournment of the annual meeting at which the results of the election are announced.

Section 10.

Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates who have consented to serve if elected.

Section 11.

Election materials and records will be preserved by the Secretary until after the next election.

ARTICLE VI. Quorum.

Section 1.

Two (2) officers and ten (10) members shall constitute a quorum for the transaction of business at any meeting.

Section 2.

Three (3) members of the board, including the President, shall constitute a quorum at any meeting of the Board of Directors.

ARTICLE VII. Fiscal Year.

The fiscal year of this association shall be January 1 through December 31.

ARTICLE VIII. Parliamentary authority.

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

ARTICLE IX. Amendments.

Section 1.

These bylaws may be amended at any annual or regular meeting by a two-thirds (2/3) vote of the members present and voting, provided previous notice has been given by mail at least fourteen (14) days before the voting date.

Section 2.

These bylaws may be amended without previous notice at any annual meeting by a ninety-nine (99) percent vote of all members present and voting.

ARTICLE X. Committees.

Section 1. Nominations Committee

The committee on Nominations shall consist of at least three (3) members, two (2) of whom shall be elected as provided for in ARTICLE V of these bylaws. The chairperson shall be selected from the committee members. This committee shall:

- a. Prepare a slate consisting of a minimum of one (1), preferably two (2) or more nominees for each office to be filled. The slate shall include members from various areas of nursing practice, representative of the established sections of this Association.
- b. The slate shall be presented to the Board of Directors of the Association and then mailed to all members at least two (2) weeks before the annual meeting.

ARTICLE XI. Official Organs.

The Southern Minnesota Nurses website and newsletter shall be the official organs of this association.

ARTICLE XII. Dissolution of Organization.

In the event that the Southern Minnesota Nurses association is dissolved, all assets will be donated to area foundations for nursing scholarships as designated by the existing board after all outstanding debts are paid.