

MI NURSES
Association

Constitutional Bylaws

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Michigan Nurses Association
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ARTICLE I

Title, Mission and Functions

SECTION 1. TITLE

The name of the association shall be the Michigan Nurses Association, hereinafter referred to as MNA.

SECTION 2. MISSION STATEMENT

The mission of the Michigan Nurses Association (MNA) is to represent professional registered nurses, as well as all members. Through the MNA, members shall act to educate, advocate, organize, and collectively bargain to promote professional practice, quality patient outcomes, and healthy communities.

This mission shall be unrestricted by considerations of age, color, creed, disability, gender, gender identity, health status, nationality, race, religion or sexual orientation.

SECTION 3. FUNCTIONS

The functions of MNA shall include the following:

- a. Promote the profession of nursing.
- b. Foster high standards of nursing practice, education and research.
- c. Advocate and provide for systematic attention to human rights, concerns of nurses and health care consumers including advocating for affordable safe and appropriate health care for patients and consumers.
- d. Advocate for quality patient outcomes.
- e. Promote diversity among its members and staff.
- f. Advance the economic and general welfare of registered nurses and other health care employees contained in collective bargaining units represented by the Michigan Nurses Association under federal and state law.
- g. Promote and develop legislative initiatives that move the agenda of nursing forward.
- h. Support the development and implementation of educational opportunities for members.
- i. Promote an association environment that attracts and retains members through the provision of benefits and services of interest.

ARTICLE II

Membership and Dues

SECTION 1. COMPOSITION

- a. The MNA shall have three (3) categories for membership: Member, Associate member and Lifetime member.
- b. Only Members in good standing as defined below shall have the full right to participate within the Michigan Nurses Association and local bargaining units.

- c. Associate members and Lifetime members shall have rights and benefits established by the MNA House of Delegates and the Board of Directors.

SECTION 2. MEMBER QUALIFICATIONS

- a. A "Member in good standing" of MNA is one who:
 - 1) is represented within an MNA local bargaining unit (LBU), and
 - 2) whose application for membership has been accepted, and
 - 3) whose dues are not delinquent.
- b. As used in these Bylaws, "Member" and "LBU member" have the same meaning.

SECTION 3. ASSOCIATE MEMBER QUALIFICATIONS

An Associate member of the MNA is one:

- a. who is employed as a registered nurse in Michigan and is not represented by MNA in a LBU, or
- b. who is a registered nurse who is retired or not employed, or
- c. who is a health care professional previously represented by MNA in an LBU, and
- d. whose application for Associate membership has been accepted, and
- e. who has paid Associate member annual dues for the current year.

SECTION 4. LIFETIME MEMBER QUALIFICATIONS

A Lifetime member is one:

- a. who is over 62 years of age, is not a current LBU member, and has been a member of MNA for a total of 30 years, and
- b. whose application for Lifetime membership has been accepted.

SECTION 5. RIGHTS AND OBLIGATIONS

- a. Only LBU members in good standing shall have the full right to participate within the Michigan Nurses Association and the local bargaining units, including the right to:
 - 1) run for any state or LBU elective office;
 - 2) vote in any MNA or LBU elections;
 - 3) vote in any tentative agreement ratification;
 - 4) participate in membership meetings; and
 - 5) attend MNA and MNA national affiliate conventions and other unrestricted activities.
- b. All members may be appointed to serve on MNA committees and councils as specified in these bylaws.
- c. All MNA members, regardless of membership category, shall have the obligation to abide by the MNA and MNA national affiliate bylaws.

SECTION 6. DUES

- a. LBU members and Associate members shall pay annual dues at a rate previously established by the House of Delegates including an annual Consumer Price Index escalator as applicable.
- b. Lifetime members pay Associate member dues or may elect not to pay dues.
- c. LBU members shall pay local bargaining unit dues as established by the local bargaining unit.
- d. LBU members on approved leave of absence, lasting more than 30 days, which results in reduced income from their employment facility, may have their dues reduced to \$10 per month. During this period of reduced dues, these members shall remain in good standing and be afforded all rights and privileges thereof.
- e. No monies shall be either refunded or additional monies collected when a change in dues category is made within a membership year.

SECTION 7. DUAL LBU MEMBERSHIP

Members may be members of more than one bargaining unit, however:

- a. The LBU member must declare in writing the primary unit from which he/she is eligible to participate in functions at the state level of the MNA. Any and all activity that the member is appointed or elected to must be from the primary unit.
- b. LBU members may participate in local bargaining unit functions fully as long as he/she meets the qualifications and responsibilities as set forth in the local bargaining unit's bylaws.

SECTION 8. DUAL UNIONISM

It shall be the responsibility of all members, regardless of membership category, to refrain from engaging in dual unionism, which is defined as participating in or assistance to one or more labor organizations which are in direct competition with the MNA as they act for and represent the collective bargaining interest of members.

- a. Any member who engages in dual unionism as defined in this bylaw shall be subject to suspension or expulsion from the MNA.
- b. Prior to suspension or expulsion, members alleged to have violated this bylaw shall be considered by the Impartial Committee and processed according to MNA's established Complaint Procedures.

SECTION 9. DISCIPLINARY ACTION

- a. Cause for disciplinary action by the MNA against a member of any membership category shall be limited to failure to fulfill the obligations of membership as established in these bylaws and other actions detrimental to the mission or function of MNA or its local bargaining units.

- b. Complaints against members shall be considered first by the Impartial Committee and processed according to MNA's established Complaint Procedures.

ARTICLE III MNA Local Bargaining Units

SECTION 1. DEFINITION AND PURPOSE

MNA Local Bargaining Units (LBUs) shall exist for the purpose of improving the professional, economic and general welfare of persons represented by the Michigan Nurses Association. The LBUs established and existing pursuant to this subsection shall conform to the following minimum requirements and such other requirements as from time to time are established by the House of Delegates. LBU shall be synonymous with Staff Council.

SECTION 2. FUNCTIONS

- a. Require that Members have the qualifications specified in Article II.
- b. Conform to these bylaws and policies established by the MNA House of Delegates.
- c. Maintain bylaws, which are congruent with those of MNA.
- d. Elect an executive council, according to the LBU's bylaws, that shall consist of a president, vice president, secretary and treasurer or secretary/treasurer if a treasurer is required by labor law.
- e. Highly recommend that each LBU elect representation to the MNA House of Delegates.
- f. Each LBU shall select a collective bargaining committee from its membership whose functions, with the assistance of MNA staff, shall include the gathering of contract proposals, the negotiation of collective bargaining agreements on behalf of the Michigan Nurses Association and the LBU with the employer of the unit members, and the administration of such collective bargaining agreements after ratification of such agreements by the LBU membership with the assistance of MNA staff.
- g. Shall submit the names, addresses and contact information of all elected and/or appointed representatives to the MNA within 30 days of knowing their identity.
- h. Meet as an LBU regularly at the discretion of the LBU.
- i. Annually submit to MNA, within ninety (90) days of the end of the LBU's fiscal year, a standardized form which denotes the LBU's compliance with financial regulatory requirements.
- j. An LBU may request a review of proposed bylaw changes by the MNA Board of Directors prior to the membership vote.

- k. All new LBUs will submit their proposed bylaws for review to the MNA Board of Directors prior to the membership vote.

ARTICLE IV Trusteeship

- a. The Board of Directors shall have the right to place any LBU into trusteeship for violations of LBU bylaws, MNA Bylaws or the provisions of this Article or for such other reasons as are permitted by law.
- b. Purpose for which a trusteeship may be established by the Board of Directors are:
 - 1) A trusteeship may be imposed on a LBU by the Board of Directors only for the purposes of:
 - a) correcting corruption.
 - b) correcting financial malpractice.
 - c) assuring the performance of collective bargaining agreements, or other duties of a collective bargaining representative.
 - d) restoring democratic procedures.
 - e) otherwise carrying out the legitimate objectives of an LBU.
 - 2) Trusteeships will ordinarily be imposed on a LBU only after full and fair hearing by a committee of the Board of Directors. However, in emergency circumstances, a trusteeship may be imposed by the Board of Directors on a LBU prior to a full and fair hearing. In that event, the committee of the Board of Directors shall later hold a full and fair hearing on the issue of trusteeship.
 - 3) A LBU may be placed in trusteeship by a two-thirds vote of the Board of Directors, provided due notice has been given the LBU at least three months before the vote is taken. The Board will then create a new LBU.
 - 4) A LBU which has been placed in trusteeship may be reinstated by a two-thirds vote of the Board of Directors.

ARTICLE V House of Delegates

SECTION 1. DEFINITION

The House of Delegates shall be the governing and official voting body of MNA and shall be composed of the MNA Board of Directors and elected accredited delegates from the LBUs. The House of Delegates is accountable to the membership.

SECTION 2. COMPOSITION

- a. The total number of delegates will be three times the number of MNA LBUs as of December 31 of the year preceding the House of Delegates.

- b. The number of delegates to which each LBU shall be entitled shall be based on the number of paying LBU members on December 31 of the preceding year.
- c. Each LBU in good standing will be entitled to a minimum of one delegate.
- d. Additional delegates will be allocated based on the LBU membership in proportion to the total MNA membership.
- e. Each LBU will elect the number of delegates and alternates to which it is entitled as defined in this section. Alternates should be given seniority of succession by their LBU.

SECTION 3. FUNCTIONS

The House of Delegates shall have all power and authority to adopt, initiate and implement policies, methods and measures it deems to be in the interest of the membership of MNA. In the exercise of such power and duties, but without limitation, thereof it shall:

- a. Adopt bylaws for this association.
- b. Set financial program priorities for MNA.
- c. Define requirements and privileges of membership.
- d. Determine the structure, policies and objectives of MNA.
- e. Review and direct the MNA Board on critical decisions that shape MNA in the future. Examine and determine strategies to address issues of public concern, health care, labor and the rights of nurses and the communities in which they serve.
- f. Grant to the Board of Directors, powers and duties to implement action between meetings when prompt action is necessary; and
- g. Elect Board officers and directors, and members of the Nominations and Impartial committees.

SECTION 4. MEETINGS AND QUORUM

- a. The House of Delegates shall meet at least annually at the time and place determined by the Board of Directors.
- b. Notice of the House of Delegates shall be sent at least one (1) month before the first day of the House of Delegates, and notices of special meetings shall be sent at least ten (10) days before the first day of the meeting.
- c. Special meetings may be called by the Board of Directors and shall be called upon written request of a majority of the MNA bargaining units.
- d. The president of MNA or vice president, in the president's absence, shall preside at all meetings.
- e. A quorum for the transaction of business of the House of Delegates shall consist of a majority of the Board, one of whom shall be the president or vice president, and a majority of the allocated number of delegates.
- f. Delegates or, in their absence, alternates shall

become members of the House of Delegates when registered and seated at a meeting of the MNA House of Delegates following their election and certification by their LBU.

- g. Each delegate is allocated one vote on any business issue under consideration.
- h. Non-delegate MNA LBU members shall be given voice without vote.

ARTICLE VI Board of Directors

SECTION 1. DEFINITION

The Board of Directors is the corporate body composed of officers and directors elected by the House of Delegates.

SECTION 2. AUTHORITY

The Board of Directors shall have authority delegated to it by the House of Delegates including the duty and power of acting for the membership in the intervals between meetings of the House of Delegates, and other duties and powers as defined in these bylaws.

SECTION 3. COMPOSITION

The Board shall consist of four (4) officers and eleven (11) directors-at-large.

- a. Officers shall be a president, vice president, secretary, and treasurer (4), of which no more than one may be elected from the same LBU.
- b. There shall be no more than three (3) directors-at-large (DAL) elected from any one (1) LBU.

SECTION 4. ACCOUNTABILITY

The Board of Directors shall report and be accountable to the House of Delegates.

SECTION 5. RESPONSIBILITIES

The MNA Board shall:

- a. assume responsibility to implement the objectives and directives of the MNA House of Delegates and to transact the affairs of MNA during the interim between annual meetings.
- b. provide for the operation, evaluation and maintenance of the state headquarters, program and of the activities of MNA.
- c. adopt an annual budget, provide for the management and surveillance of funds, fix and approve amount of bond for appropriate officers and staff and arrange for the annual auditing of all books of account by a certified public accountant.
- d. be responsible for the ongoing strategic planning of MNA with the purpose of reporting the results of this activity and any subsequent recommendations to the House of Delegates for its consideration and action.
- e. provide approved minutes of its meetings to the LBU presidents.

- f. delegate work of the Association to the appropriate structural unit.
- g. make appointments to councils and committees as defined in the bylaws, including the appointment of a MNA Board member to each council to act as a liaison between the Board and the council.
- h. make appointments to MNA PAC Board of Trustees as defined in the MNA PAC Bylaws as well as to the Michigan Nurses Foundation (MNF) or other appropriate organization(s) as opportunity presents.
- i. make appointments that reflect cultural and geographical diversity, and, when permitted by these bylaws, membership category diversity.
- j. appoint, define duties and determine compensation for the Executive Director.
- k. assume responsibility with regard to LBUs as specified in Article III.
- l. fill vacancies on the councils, committees and the Board (except for the offices of president and vice president);
- m. The Executive Committee of the Board of Directors shall represent and report to the Board on parameters for contract negotiations and other personnel compensation.
- n. establish registration fee, date and place of the convention and hold meetings as provided in these bylaws.
- o. provide for the establishment and dissolution of any component part of MNA in accordance with these bylaws.
- p. send the President of MNA or an Executive Director of MNA or designated alternate to national affiliate meeting.
- q. annually recommend to the Governor of Michigan qualified members willing to serve on the Michigan Board of Nursing.
- r. provide for reimbursement of necessary expenses incurred by members, delegates, directors and staff in service of MNA as determined by the Board.

SECTION 6. ELECTIONS AND TERMS OF OFFICE

- a. The president, and treasurer, shall be elected by the House of Delegates in the odd numbered years to serve for two (2) years or until their successor is elected.
- b. The vice president and secretary shall be elected by the House of Delegates in the even numbered years to serve for two (2) years or until their successor is elected.
- c. Six (6) directors-at-large shall be elected in even years and five (5) directors-at-large shall be elected in odd years.

SECTION 7. QUALIFICATIONS

To be eligible to serve on the Board of Directors a person shall:

- a. Hold current LBU membership,
- b. Not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with MNA as determined by the Impartial Committee.

SECTION 8. VACANCIES

- a. When vacancies occur on the Board of Directors, the Executive Committee shall be filled first then vacancies in the directors-at-large shall be filled.
- b. In the event of a vacancy occurring:
 - 1) In the office of president, the vice president shall become president for the remainder of the term.
 - 2) In the office of the vice president, the secretary shall become vice president for the remainder of the term.
 - 3) In the case of a simultaneous vacancy in the above offices, the secretary shall act as president until a special election is held as directed in the Procedures of the Bylaws.
- c. See Procedures for all other vacancies.

SECTION 9. MEETINGS AND QUORUM

- a. The Board shall meet six (6) times per year, or more often if necessary, to conduct the business of MNA.
- b. Special meetings may be called by the president and shall be called upon the written request of no less than 12% of the MNA LBUs or seven members of the Board.
- c. A majority of the Board, two of whom shall be officers including the president or vice president shall constitute a quorum.
- d. Business, which requires immediate action by the board, may be conducted as determined by the president.
- e. Regular meeting may take place by electronic conferencing technology and/or be attended by member(s) via electronic conferencing technology. All rules regarding regular meetings shall apply.

SECTION 10. ABSENCES

- a. Absence of an officer or director from three meetings during a governance year shall constitute a resignation.
- b. Attendance at an MNA or national affiliate meeting as a representative of the Board shall constitute an excused absence.
- c. After absence from two meetings, notification in writing shall be sent stating that an additional absence shall constitute a resignation.

- d. A resignation resulting from three absences may be appealed to the Board in accordance with its policies and procedures.

SECTION 11. FUNCTIONS OF OFFICERS

- a. Officers shall assume duties usually performed by such officers and as defined by these bylaws or by the Board.
- b. The president shall be chairperson of the Board and the Executive Committee, and an ex-officio member of all committees, except the Impartial and Nominations committees.
- c. The vice president shall assume all duties of the president in the president's absence.
- d. The secretary shall be accountable for record keeping and reporting of meetings of MNA.
- e. The treasurer shall be accountable for the fiscal affairs of MNA and shall provide reports and interpretation of MNA financial condition, as may be requested to the Board, the House of Delegates and the membership.

SECTION 12. EXECUTIVE COMMITTEE

There will be an Executive Committee composed of the officers of the Board which shall:

- a. report to and be accountable to the Board of Directors.
- b. have the power of the Board to transact urgent business between meetings and shall report for ratification all transactions as soon as possible but at least by the next board meeting.

SECTION 13. EXECUTIVE DIRECTOR

- a. The Board of Directors shall delegate to the Executive Director the authority to manage the association according to policies established by the House of Delegates and the Board of Directors.
- b. The Executive Director shall be accountable to the Board of Directors.
- c. The Executive Director shall employ, direct, promote and terminate staff of the association unless restricted in so doing by law.

ARTICLE VII Councils

SECTION 1. DEFINITION

A council is an organized deliberative body to which the House of Delegates and Board of Directors assign specific responsibility related to fulfilling the mission, functions, and goals of MNA. Each council will formulate strategies and action plans designed to address issues of concern to Michigan's diverse nursing and healthcare professionals.

The councils shall be the:

- a. Council on Legislation and Public Policy
- b. Council on Clinical Nursing Practice, Advocacy, and Education
- c. Council on Workplace Health and Safety

SECTION 2. COMPOSITION, APPOINTMENT AND TERMS OF OFFICE

- a. The councils are open to all membership categories.
- b. Councils shall be appointed by and accountable to the Board of Directors.
- c. Councils shall consist of at least six (6) members each and shall be comprised as follows:
 - 1) One member of the Board of Directors, who shall act as a liaison to the council with voice and vote.
 - 2) Five (5) or more other members.
- d. Terms of Office
 - 1) With the exception of the member of the Board of Directors, the five (5) council members shall serve two (2) year terms. Three (3) members shall be appointed in odd years and two (2) members in even years.
 - 2) Should a vacancy occur in a council, the Board shall appoint a member to serve out the rest of the vacated term.
 - 3) Board liaison appointed annually by the board.
- e. Councils shall:
 - 1) Meet at least four (4) times per year. Each council shall determine the date and times of meetings.
 - 2) Elect a chairperson, vice-chairperson and secretary at the first meeting following the annual meeting of the House of Delegates. They shall also define at this time the number of absences a member may have prior to being considered to have resigned their position.

SECTION 3. FUNCTIONS

- a. Each of the councils shall:
 - 1) Assess the current and future nursing and healthcare trends specific to its work.
 - 2) Develop and coordinate with other councils' plans related to educational activities and strategies to promote the nursing and healthcare professions in Michigan.
 - 3) Identify and discuss pertinent issues of concern to the membership.
 - 4) Address specific issues, projects or programs as directed by the Board of Directors.
 - 5) Recommend information reports, resolutions, and other strategies to the House of Delegates and/or the Board of Directors.
 - 6) Evaluate results of the previous year's resolutions.

- 7) Prepare, and submit for approval by the Board, a report summarizing its activities prior to presenting it to the membership.
 - 8) Mobilize members on timely pertinent issues.
- b. Council on Legislation and Public Policy shall:
 - 1) Develop public policy and legislative initiatives related to MNA's legislative platform.
 - 2) Analyze public policies and proposed legislation.
 - 3) Educate and collaborate with legislators and public policy makers on interests relative to MNA issues.
 - c. Council on Clinical Nursing Practice, Advocacy, and Education shall:
 - 1) Identify practice issues impacting the nursing community which need to be addressed through education, policy legislation or position statement.
 - 2) Analyze and report on emerging models of nursing practice.
 - 3) Educate and support members to implement strategies that will enhance their voice in organizational policy related to practice.
 - 4) Advocate for nursing practice.
 - d. Council on Workplace Health and Safety shall:
 - 1) Analyze and report on emerging trends and issues related to workplace health and safety.
 - 2) Engage in activities that contribute to development of a work environment that promotes safety and health of nurses, healthcare professionals, and their clients.
 - 3) Educate and support members to implement strategies that will enhance their voice in organizational policy related to workplace health and safety.

SECTION 4. MEETINGS AND QUORUM

- a. A majority of the members of the council shall constitute a quorum.
- b. Regular meetings may be attended in person or by electronic conferencing technology. All rules regarding regular meetings shall apply.

SECTION 5. ABSENCES

Absences from scheduled meetings will be tracked by the council with possible removal of the member with written notice. The removed member will have the right to appeal to the Board of Directors within 30 days of receiving the written notice of council removal.

ARTICLE VIII Committees

SECTION 1. DEFINITION

Committees will coordinate related activities and efforts throughout MNA and shall assume such duties as are specified in these bylaws and such other duties as may be assigned by the Board. Committees are

accountable to the membership through the House of Delegates and the Board of Directors. All committees, with the exception of the Impartial and Nominations committees who do not routinely meet, shall provide the Board with written progress reports at least quarterly and more often at the request of the Board.

- a. Appointed Committees: The following committees shall be appointed by the Board of Directors:
 - 1) Bylaws
 - 2) Resolution
 - 3) CE Provider Unit (CE)
 - 4) Diversity, Inclusion & Cultural Competency
 - 5) Retirement
- b. Elected Committees: The following committees shall be elected by the House of Delegates:
 - 1) Nominations
 - 2) Impartial

SECTION 2. COMPOSITION

- a. Committees shall consist of the following composition and number of members:
 - 1) Members of the following committees must be LBU members:
 - a) Bylaws – Five (5) members
 - b) Resolution – Six (6) members, plus one member of the MNA Board, who will be appointed annually.
 - c) Nominations – Five (5) members
 - d) Impartial – Four (4) elected members and a board member appointed as Chair by the President.
 - 2) Members of the following committees are open to all membership categories:
 - a) CE Provider Unit – Five (5) members possessing expertise in providing continuing education. The chair must have a baccalaureate degree in nursing. It is recommended that at least two (2) members have a graduate degree.
 - b) Diversity, Inclusion & Cultural Competency – Five (5) members
 - 3) Retirement will consist of six (6) members who are retired.
- b. All terms of office are two years and begin at the close of the MNA House of Delegates.
- c. Committees members shall be elected at the House or appointed by the Board of Directors as follows:
 - 1) The Nominations Committee will consist of three (3) LBU members elected in the odd years and two (2) in the even years.
 - 2) The Impartial Committee will consist of two (2) LBU members elected in the odd years and two (2) in the even years.

- 3) All other committee members shall be appointed on the following rotation:
 - a) Four (4) member committees shall have two (2) members appointed annually.
 - b) Five (5) member committees shall have three (3) members appointed in the odd years and two (2) in the even years.
 - c) Six (6) member committees shall have three (3) members appointed annually.
- d. Each committee shall elect a chairperson, vice chairperson and secretary at the first meeting following the annual meeting of the House of Delegates. They shall also define at this time the number of absences a member may have prior to being considered to have resigned their position.

SECTION 3. FUNCTIONS

- a. The Bylaws Committee shall:
 - 1) Study, prepare and propose amendments and revisions of the bylaws for action by the Board of Directors and the House of Delegates.
 - 2) Provide for hearings on bylaws proposals at meetings of the House of Delegates.
 - 3) Present the recommended amendments and revisions to the House of Delegates for action.
 - 4) Prepare model bylaws for LBUs.
 - 5) Establish criteria for review and provide for review of bylaws of LBUs for conformity of requirements specified in MNA Bylaws.
 - 6) Review and revise the Bylaws Procedures as necessary and report changes to the next House of Delegates.
- b. The Resolution Committee:
 - 1) Shall receive, review and report on proposals submitted for consideration of the House of Delegates.
 - 2) Shall provide for hearings on proposals at meetings of the House of Delegates.
 - 3) May recommend action on proposals to be considered by the House of Delegates; and
 - 4) Shall develop procedures for presentation of proposals to the House of Delegates for adoption.
- c. The CE Provider Unit shall:
 - 1) Establish guidelines, policies and procedures for MNA provided and co-provided continuing education activities; and
 - 2) Monitor and coordinate all activities related to MNA's status as an ANCC accredited provider of continuing education for nurses.
 - 3) Develop the CE portion of the convention relevant to current issues in nursing and healthcare professionals and to the health needs of the people of Michigan to promote the interchange of ideas and new knowledge.
 - 4) Present cultural diversity in educational topics and speakers chosen.

- d. The Diversity, Inclusion & Cultural Competency Committee shall:
 - 1) Develop and promote a culture of inclusiveness throughout the MNA.
 - 2) Recommend, monitor and evaluate guidelines, policies and initiatives related to the promotion of diversity, inclusion, and cultural competency.
 - 3) Cultivate and sustain initiatives that challenge MNA membership to become more culturally competent leaders and practitioners.
 - 4) Empower MNA membership with education, tools, and resources to engage in activities that will foster the development of an increasingly culturally and ethnically diverse environment both in their LBU workplace and within the MNA.
- e. The Nominations Committee shall:
 - 1) Perform the duties described in Article X and the Procedures; and
 - 2) Implement the MNA Awards Program.
- f. The Impartial Committee shall:
 - 1) Investigate complaints and recommend dismissal or the issuance of charges pursuant to the article or section of these bylaws addressing Disciplinary Action.
 - 2) Request the Board of Directors appoint a member in good standing-if deemed necessary due to the subject of the complaint being heard.
- g. The Retirement Committee shall:
 - 1) Educate members who are about to retire on Medicare and Medigap.
 - 2) Monitor and inform members on legislation dealing with Medicare and Social Security; and
 - 3) Mobilize retired nurses to be involved in issues that affect working as well as retired nurses.

SECTION 4. MEETINGS AND QUORUM

- a. A majority of the members of any committee shall constitute a quorum.
- b. Regular meetings may be attended in person or by electronic conferencing technology. All rules regarding regular meetings shall apply.
- c. Each committee shall determine dates and times of meetings.

SECTION 5. ABSENCES

Absences from scheduled committee meetings will be tracked by the committee with possible removal of the member with written notice. The removed member will have the right to appeal to the Board of Directors within 30 days of receiving the written notice of committee removal.

**ARTICLE IX
Representation at National Meetings**

SECTION 1. REPRESENTATION

MNA is entitled to provide representation at meeting of its national affiliate in accordance to the national affiliate's guidelines

- a. MNA is entitled to representation at the national affiliate meetings or special meetings of said affiliate.
 - 1) Delegates to the national affiliate shall be elected at large.
 - 2) Delegates' terms shall be determined by the national affiliate. Vacancies shall be filled according to the national affiliate.
 - 3) Delegates to the national affiliate must remain members of a bargaining unit represented by MNA throughout the term of office in the national affiliate.

**ARTICLE X
Nominations and Elections**

SECTION 1. NOMINATIONS

- a. The MNA Nominations Committee shall request names of candidates for elective and appointive offices from members, LBUs, structural units and the Board of Directors.
- b. Nominees selected shall have consented to serve if elected or appointed and shall have met established qualifications.
- c. The MNA Nominations Committee shall prepare a ballot attempting to have at least two nominees for each elected position. As appropriate, they will prepare the ballot of nominees for delegates to the national affiliate.
- d. This ballot shall reflect cultural and geographical diversity.

SECTION 2. ELECTIONS

- a. Elections shall be held in conjunction with the annual meeting of the House of Delegates.
- b. The Board shall appoint a chief teller from the membership. The chief teller shall be responsible for the counting of all ballots, certifying the election and reporting the results.
- c. All elections shall be by secret ballot.
- d. A plurality vote shall constitute an election; in case of a tie, the choice shall be determined by lot (lot is defined as the chief teller drawing names out of a basket).

ARTICLE XI
Bylaws Amendment

- a. These bylaws may be amended at any House of Delegates meeting by a two-thirds vote of the members of the voting body present and voting.
- b. All proposed amendments shall be referred to the Bylaws Committee prior to the date determined by the Board of Directors. Notice of proposed changes will be sent to delegates prior to the House of Delegates.
- c. Minor editing changes (spelling, numbering, or capitalization) to the bylaws that do not alter the meaning or intent may be made based on the approval of a majority of members present and voting of the Bylaws Committee and will not

- require ratification of the House of Delegates.
- d. These bylaws may be amended without previous notice at any House of Delegates meeting by ninety-nine percent of the voting body present and voting.

ARTICLE XII
Parliamentary Authority

- a. *Robert's Rules of Order Newly Revised* governs this association in all parliamentary situations that are not provided for in the law or in the articles of incorporation's bylaws or adopted rules of MNA.
- b. All meetings are open to all members unless deemed closed by the structural unit.

Michigan Nurses Association
Constitutional Bylaws
PROCEDURES

I. FUNCTIONS OF OFFICERS OF THE BOARD AND STRUCTURAL UNITS

- a. General
 - 1) Officers shall make all material available to their successors within one month after termination of office.
 - 2) All officers shall be assisted by the Executive Director or designee in carrying out designated duties.
- b. The President of MNA shall:
 - 1) Deliver an annual address
 - 2) Schedule Board meetings
- c. Chairperson or president of structural units:
 - 1) Shall schedule and preside at meetings and be ex-officio members of all committees within the structural unit.
 - 2) Shall appoint special committees as necessary, subject to approval of the executive committee of the structural unit.
 - 3) Shall submit reports of committee activities to the committee, the MNA Board and the House of Delegates as necessary.
 - 4) Shall inform members of the executive committee of the structural unit of the decisions made by the Board and House of Delegates.
 - 5) May transact structural unit business between regular meetings. All such transactions shall be subject to ratification at the next structural unit meeting unless the use of technology allows for a vote by quorum at the time.
- d. Vice chairperson or vice president shall perform all the duties of the chairperson or president in the chairperson or president's absence or as designated by the chair or president.

II. LOCAL BARGAINING UNITS (LBU)

- a. Maintain bylaws consistent with bylaws of this association to:
 - 1) Current LBU bylaws must be on file at MNA.
 - 2) Review and/or update bylaws every 5 years.
 - 3) Send a copy of newly created and/or revised bylaws to MNA Bylaws Committee prior to member vote to ensure compliance with MNA bylaws.

- b. Obtain approval from MNA Executive Director for any non-MNA staff to be present on the members' or association's behalf during grievances, arbitrations, bargaining team meetings or negotiation sessions.

III. NOMINATIONS COMMITTEE & ELECTIONS

- a. Nominations and Eligibility to Vote
 - 1) The committee shall notify structural unit (board, councils and committees) members whose terms expire at the next House of Delegates prior to June 1st.
 - 2) All nominees must consent in writing to serve if elected or appointed and identify any potential conflict of interest prior to being nominated.
 - 3) When the ballot for elected offices and committees is prepared, it will be submitted to the Board for their information.
 - 4) Draft ballot to be published prior to House of Delegates.
 - 5) As appropriate, for a national affiliate, the committee shall prepare a ballot of qualified members who have consented to serve as delegates or alternate delegates.
 - 6) Only credentialed Delegates will be eligible to vote.
- b. Election Procedures When the House of Delegates Meets in Person
 - 1) On the first day of the House of Delegates the president shall announce the Chief Teller.
 - 2) Polls shall be open for such periods of time as specified by the Board and noted in the program for the House of Delegates.
 - 3) Voting
 - a) Each person who receives a ballot shall first be identified by a teller as qualified by proper credentials.
 - b) No more than one ballot shall be given to a credentialed delegate.
- c. Mail Ballot Election Procedures When House of Delegates Does Not Meet in Person
 - 1) If the House of Delegates is unable to convene in person and is conducted remotely, the election procedures in this section c. will be followed instead of the normal procedure in b. above.
 - 2) On the first day of the House of Delegates the president will identify the Chief Teller

and Delegates will be informed of the procedures and timetable for the mail ballot voting process.

- 3) As soon as possible after the House has adjourned, the MNA will establish a list of the names and addresses of the credentialed delegates who are eligible to vote, with every effort being made to confirm that the mailing addresses are current and correct. Candidates will be notified of their right to inspect (but not keep) the list of eligible voters.
 - 4) The procedures for preparing mail ballots, mailing ballots to eligible voters, receiving and handling voted ballots and undelivered ballots, and recording and tallying the voted ballots, will conform to the extent feasible with the U.S. Department of Labor Office of Labor-Management Standards (OLMS) guidelines for electing union officers by mail.
- d. Special Elections
Special elections shall be held in case of vacancies occurring simultaneously in the office of president and vice president.
- 1) The Nominations Committee shall prepare a ballot within thirty days after notification of vacancies that occur.
 - 2) A special meeting of the House of Delegates shall be called by the Board within thirty days after the ballot is prepared or a mail ballot shall be prepared and distributed in the manner set forth in c. above unless use of technology allows for a vote by quorum at the time.
- e. Preservation of Election Records
All ballot credentials of the voting body and other records of the election shall be preserved until the next election.
- f. Awards
- 1) Nominations must be submitted by MNA members.
 - 2) All nominations must be submitted on the MNA Award Nomination Form and include the required supporting material. Only requested materials will be considered. Materials received for award consideration will be held confidential.
 - 3) MNA Nominations Committee members are eligible during the period in which they serve but must recuse themselves from voting for the award in which nominated.
 - 4) The deadline for submission of nominations is August 1. Nominations received after the deadline will not be considered.

IV. BOARD OF DIRECTORS

- a. Vacancies on the board shall be appointed by the Board of Directors
 - 1) If the vacancy is on the executive committee, the language of Article VI, Section 3 of the MNA Bylaws will apply.
 - 2) A vacancy in the position of treasurer shall be filled by:
 - a) A member of the BOD finance committee, or
 - b) A director-at-large, or
 - c) The secretary will fill a dual role of treasurer/secretary until the next election-
 - 3) A vacancy in the position of secretary shall be filled by:
 - a) A director-at-large, or
 - b) Treasurer will fill a dual role of secretary/ treasurer until next election.
 - 4) A vacancy in a director-at-large shall be filled by:
 - a. The next vote receiver from the House of or
 - b. Requesting from LBUs members willing to serve on the board then weigh it on the leadership information on the bio and consent form.
 - c. Requirement to fill would be based on the following:
 1. Vacant for three (3) months or longer would fill.
 2. Less than 3 months would not fill.
 - b. A member of the Board of Directors of MNA must complete their term of office or resign when applying for a staff position at MNA.
 - c. Executive Sessions
 - 1) Board members participating by conference call will disconnect from the board meeting and call back into the Executive Session.
 - 2) Board members calling in must identify themselves when calling into an Executive Session and ensure confidentiality of the call.

V. FORMATION OF A NEW STRUCTURAL UNIT

- a. Criteria
 - 1) Evidence of adequate interest and support
 - 2) Continuing leadership
 - 3) Define purposes, functions and objectives
 - 4) The role of the unit will be visibly clear and related to need.

- b. Process
 - 1) Upon application to the Board, temporary status may be granted.
 - 2) At the end of two years, the Board may recommend permanent status following analysis and review.

VI. RESOLUTION PROCESS

- a. These policies and procedures are set forth to be used in submitting proposed resolutions and information reports to the MNA House of Delegates.
- b. Resolution and information reports for consideration by the House of Delegates may be submitted by the MNA Board of Directors, councils, committees, and and local bargaining units.
- c. Classification of proposals
 - 1) Resolution: A proposal in resolution form with recommendations requiring action by the House of Delegates.
 - 2) Emergency Resolution: A proposal in resolution form on a matter of great importance that could not have been known prior to the deadline date of submission of proposals and cannot wait for action until the next meeting of the House of Delegates.
 - 3) Information Report: A report presented to the House of Delegates for its information not requiring action.
- d. The MNA Bylaws establish that the Resolution Committee
 - 1) shall receive, review and report on proposals submitted for the consideration of the House of Delegates.
 - 2) shall provide for hearings on proposals at meetings of the House of Delegates.
 - 3) may recommend action on proposals to be considered at the House of Delegates; and
 - 4) shall develop procedures for presentation of proposals to the House of Delegates for adoption.
- e. Procedural requirements for submission of proposed resolutions and information reports
 - 1) A proposed resolution shall:
 - a) identify the resolution(s) for action.
 - b) provide a concise statement of rationale explaining why the resolution(s) is deemed to be of state significance and the anticipated consequences for the Association, the profession and the public.
 - c) identify current policy or position and rationale for change if the proposed resolution(s) would amend a policy or position of the Association.

- d) include sources for facts and figures.
 - e) indicate how the proposed resolution(s) relates to MNA's mission, goals and/or strategic plan.
 - f) not duplicate prior resolutions.
 - g) list related House actions from previous years if known; and
 - h) be submitted by the deadline established and announced by the Resolutions Committee, which will be at least 45 days prior to the meeting of the House of Delegates.
- 2) An information report shall:
 - a) indicate MNA's mission, goals, and/or strategic plan to which the report relates.
 - b) state a single purpose of the report.
 - c) provide a concise narrative limited to the purpose.
 - d) include sources for facts, figures, and background information pertinent to the report and
 - e) be submitted by the deadline established and announced by the Resolutions Committee, which will be at least 45 days prior to the meeting of the House of Delegates.
- f. The Resolution Committee reviews proposed resolutions and information reports and takes one of the following actions based on the requirements stipulated in Section VII,e:
 - 1) accept for hearing; or
 - 2) edit to clarify and accept for hearing; or
 - 3) refer back to submitter with recommendations for revision based on criteria, clarification or interpretation; or
 - 4) reject for hearing.
 - g. The Resolution Committee shall notify the submitter in writing of the committee's action on a proposed resolution prior to the House of Delegates.
 - h. The submitter of a proposed resolution may appeal a decision of the Resolution Committee to the MNA Board. The Board shall review the decision of the Resolution Committee and appeal of the submitter and may:
 - 1) sustain the decision of the Resolution Committee, or;
 - 2) revoke the decision of the Resolution Committee and refer the resolution to the House of Delegates.
 - i. Procedures for emergency proposed resolutions:
 - 1) Proposals must meet criteria stated in Section VII,e. of this document with the exception of item 1,h.
 - 2) Proposals must be submitted to the Resolution Committee by 5:00 pm on the

- day prior to the first meeting of the House of Delegates.
- 3) In the rationale of the proposed resolution, the submitter must justify how the resolution meets the criteria for an emergency resolution.
 - 4) Emergency resolution proposals that meet the criteria shall be announced to the first meeting of the House of Delegates.
 - 5) The House of Delegates shall decide in a non-debatable majority vote whether or not each emergency resolution proposal should be scheduled for hearing.
- j. Hearing Guidelines:
- 1) Hearings on proposed resolutions, emergency resolutions and information reports are held to provide an opportunity for discussion prior to the House of Delegates action. The hearings enable delegates and members to seek further information, express opinions, broaden their perspective and be prepared to make an informed decision in the House of Delegates.
 - 2) The Resolution Committee will sponsor the hearings with a member of the committee serving as the hearing officer. The submitters of proposals may be requested to clarify elements of their reports.
 - 3) No formal written or taped records of the hearing proceedings are kept. There will be no formal transaction of business.
 - 4) Resolutions shall be heard in the order they appear in the House of Delegates agenda.
 - 5) To facilitate discussion the hearing officer may establish a time limit for discussion of the proposals. If time permits the hearing officer may return to any proposal or report that may be of further interest to the delegates.
 - 6) Rules for speaking:
 - a) All speakers from the audience shall identify themselves and their LBU or structural unit when recognized by the hearing officer.
 - b) Prior to the hearing, the hearing officer may grant a non-MNA member permission to provide background information related to the proposed resolution.
 - c) Comments will be limited to two minutes per speaker and no speaker shall speak more than once to a question if someone who has not spoken wishes to do so.

- 7) The hearing officer may request written changes in resolutions based on discussions at the hearing.
- k. The Resolution Committee actions following the hearing:
- 1) The Resolution Committee will meet in executive session to prepare a written report for the House of Delegates. Using the information presented at the hearing and offering recommendations for action by the House of Delegates, the Resolution Committee will:
 - a) recommend adoption of the proposal as submitted; or
 - b) recommend adoption of a new or revised proposal that incorporates two or more proposals or reflects the sentiment of testimony; or
 - c) propose motion without recommendation.
 - 2) In its report of hearings to the House of Delegates, the Resolution Committee will not limit debate of proposals by recommending tabling, postponing or withdrawing a proposal.

VII. BYLAWS COMMITTEE PROCESS

- a. These procedures are set forth to be used in submitting proposed Constitutional Bylaws amendments to the Bylaws Committee for review, and for consideration at the MNA House of Delegates.
- b. Proposed amendments may be submitted by MNA structural units or members in good standing.
- c. All proposed Bylaws change(s), addition(s), and amendment(s) shall:
 - 1) Include contact information with submission so the committee may follow up if necessary. (Submission form can be found on MemberLink.)
 - 2) Proposed additions are shaded gray. Deletions are indicated by a line stricken through all language proposed to remove.
 - 3) Provide a concise statement of rationale explaining why the bylaws change should be considered.
 - 4) Not conflict with other articles of the bylaws.
 - 5) Be submitted by June 1st annually. Due to the COVID-19 outbreak submissions as late as June 15 shall be accepted for the 2020 House of Delegates.
- d. The Bylaws Committee
 - 1) Reviews proposed bylaws change(s), addition(s), and/or amendment(s) to:
 - a) Ensure proposed changes comply with MNA's Bylaws and are in the proper Article/Section and format.

- b) Identify potential issues, i.e. similar submissions.
 - 2) Accepts the submission for consideration at the House of Delegates, or
 - 3) Refers the submission back to the submitter for
 - a) Clarification or interpretation, or
 - b) Recommendations for revision based on criteria.
- e. Hearing Guidelines:
 - 1) Hearings on proposed bylaws changes are held for informational purposes only, to provide an opportunity for discussion prior to the House of Delegates action. The hearings enable delegates and members to seek further information, express opinions, broaden their perspective and be prepared to make an informed decision in the House of Delegates.
 - 2) The Bylaws Committee will sponsor the hearings with a member of the committee serving as the hearing officer. The submitter(s) of Bylaws change(s), addition(s), and/or amendment(s) may be requested to clarify their proposal.
 - 3) No formal written or taped records of the hearing proceedings are kept. There will be no formal transaction of business.
 - 4) Submissions shall be heard in the order they appear in the House of Delegates agenda.
 - 5) To facilitate discussion the hearing officer may establish a time limit for discussion of submissions. If time permits the hearing officer may return to any prior submission that may be of further interest to the delegates.
 - 6) Rules for speaking:
 - a) All speakers from the audience shall identify themselves and their LBU or structural unit when recognized by the hearing officer.
 - b) Comments will be limited to two minutes per speaker and no speaker shall speak more than once to a question if someone who has not spoken wishes to do so.
- f. The Bylaws Committee will present proposed bylaws amendments to the House of Delegates and will not limit debate of bylaws amendments by recommending tabling, postponing, or withdrawing a submission.
- g. Upon adoption of any bylaw changes, MNA staff will update the Bylaws document and present to the Board of Directors for review.

members is as follows:

- a. Cause for disciplinary action by MNA against a member of any membership category shall be limited to failure to fulfill the obligations of membership established in the MNA bylaws and other actions detrimental to the mission or function of MNA or a local bargaining unit (LBU).
- b. By way of example and not limitation, actions detrimental to the mission and function of MNA or LBU may include:
 - 1) violation of MNA or LBU governance documents, rules or policies;
 - 2) willful violation of an applicable collective bargaining agreement;
 - 3) failure to carry out the duties of an MNA or LBU elected or appointed office;
 - 4) willful interference of an MNA or LBU officer in the discharge of official duties;
 - 5) conduct that interferes with MNA's or an LBU's performance of its legal or contractual obligations
 - 6) misappropriation, embezzlement, or unauthorized use of MNA or LBU funds;
 - 7) any activity intended to assist a competing labor organization.
- c. All complaints alleging grounds for disciplinary action:
 - 1) must be in writing;
 - 2) must be signed and dated by the complainant and addressed to the President of MNA;
 - 3) must be specific as to the time, place, date and details of the alleged disciplinary offense, including the identification of supporting documents and witnesses, if any; and
 - 4) must be brought within 30 days of the occurrence of the alleged offense, or within 30 days of when the complainant should have reasonably been aware of the alleged offense.
- d. "Days" as used in this procedure refers to calendar days. The date of the filing of a complaint or an appeal of an Executive Committee decision shall be determined by the date of postmark if by US Mail, the date of electronic transmission, or the date of hand-delivery to MNA headquarters.
- e. Upon receipt of a complaint, the President of MNA shall:
 - 1) acknowledge receipt of the complaint;
 - 2) notify the accused of the complaint;
 - 3) provide both the accused and the complainant with a copy of this procedure; and
 - 4) appoint a member of the Board of Directors to chair the Impartial Committee.

VIII. DISCIPLINARY COMPLAINT PROCEDURE

The procedure for disciplinary complaints against

- f. Within 45 days of the receipt of a complaint, the Impartial Committee shall:
 - 1) meet to investigate the complaint and recommend its dismissal or the issuance of charges;
 - 2) determine whether additional information is necessary;
 - 3) conduct interviews with the complainant and the accused if deemed necessary or if requested by either;
 - 4) prepare a written report to the Board of Directors summarizing its investigation and recommending either that the complaint be dismissed or that charges be issued against the accused; and
 - 5) in the event charges are recommended, the Impartial Committee shall identify in writing the offenses the member is alleged to have committed, and for each alleged offense shall specify the alleged conduct of the accused which, if true, would constitute the offense stated in the charge.
 - g. If charges are recommended the MNA Executive Committee shall:
 - 1) schedule and conduct a full and fair hearing no later than 45 days after receipt of the Impartial Committee's recommendation;
 - 2) notify the complainant and the accused member of the hearing date at least 21 days prior to the scheduled date and provide them with the rules governing conduct of the hearing; and
 - 3) meet in executive session following the hearing to determine disposition of the charges, and issue a written decision within 20 days after receipt of the transcript of the hearing.
 - h. The Executive Committee may, if it finds the accused guilty of a disciplinary offense, assess any one or more of the following penalties:
 - 1) formal censure and warning against repetition;
 - 2) restitution;
 - 3) removal from office;
 - 4) suspension from the right to hold office for a period not to exceed 3 years;
 - 5) suspension from membership for a period not to exceed 3 years;
 - 6) expulsion from membership for a period not to exceed 3 years;
 - 7) any penalty or equitable remedy necessary or warranted to achieve a just result;
- Failure to comply with a final decision may result in the assessment of additional penalties.
- i. Any appeal of the Executive Committee's decision must be submitted to the MNA President within 30 days of the date of the written decision.
 - 1) An appeal must be in writing and specify the reasons for believing the Executive Committee's decision is in error.
 - 2) A copy of the appeal must be provided to all other parties at the time of submission.
 - 3) Any party opposing the appeal may submit a written response within 15 days of receipt of the appeal.
 - j. The MNA Board of Directors shall process and dispose of an appeal as follows:
 - 1) they shall meet in executive session within 30 days after the deadline for submitting a response in opposition to the appeal;
 - 2) they shall consider the Executive Committee's written decision, the appellants reasons for believing the decision is in error, and any written opposition to the appeal;
 - 3) they may, in their discretion, permit the parties an opportunity for oral argument before the Board prior to a decision;
 - 4) acting by majority vote, they may affirm, reverse or modify the Executive Committee's decision as they deem appropriate;
 - 5) they shall notify the parties of their decision;
 - 6) no member of the Board of Directors shall participate in an appeal if they served on the Impartial Committee investigating the charges in question, or if they served as an Executive Committee hearing officer for the charges in question, or if their participation in the appeal would create a conflict of interest or appearance of bias;
 - 7) any claim of disqualifying conflict of interest or bias of a Board member shall be decided by the Board of Directors.

(Procedures updated 090220)