ARTICLES OF AMENDMENT
OF
MARYLAND NURSES ASSOCIATION, INCORPORATED
Changing its name to
MARYLAND NURSES’ ASSOCIATION INCORPORATED
November 21, 1985

Maryland Nurses’ Association, Incorporated, a Maryland membership corporation having its principle office in the County of Baltimore, State of Maryland (herein called the “corporation”) certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: the Charter of the Corporation, is hereby amended by placing after the word “nurses” in the name of Maryland Nurses Association an apostrophe.

SECOND: the foregoing amendment was duly advised by the Board of Directors and approved by the members of the corporation.

We the undersigned Board Members who approved the resolution advising the foregoing amendment acknowledge in the name and on behalf of said Corporation, the foregoing amendments to the corporate act of said Corporation.

Lynada D. Johnson
PRESIDENT
Nov. 21, 1985

Jean O. Trotter
SECRETARY
Nov. 21, 1985

The undersigned, (President and Secretary) of the meeting of the members, certify to the best of their knowledge, information and belief, the matters in the fact set forth herein with respect to the approval thereof are in all material respect, under the penalties of perjury.

Robin R. Platts
EXECUTIVE DIRECTOR
11/22/85
Robin Platts
MARYLAND NURSES ASSOCIATION, INCORPORATED

Articles of Amendment and Restatement of Charter

Maryland Nurses Association, Incorporated, a Maryland membership corporation having its principal office in the City of Baltimore, State of Maryland (herein called "the corporation") certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: the charter of the Corporation, as heretofore amended, is hereby amended and completely restated by striking out Articles 2 (as amended June 18 1937), 3, 4 and 5 of the Articles of Incorporation, and by inserting the following Articles I, II, III, IV and V in lieu of the Articles as stricken out, so that the Articles of Incorporation as amended and completely restated, shall read as follows:

THIS IS TO CERTIFY, that the subscribers Mary C. Packard, Mary B. Dixon and Nannie J. Lackland, of the City of Baltimore, and State of Maryland, all of whom are citizens of said State, and all of whom are of full legal age, do hereby certify that we do, under and by virtue of the General Laws of this State authorizing the formation of corporations, hereby form a corporation under the name of

Maryland Nurses Association, Incorporated

I. The object and purposes of the corporation are as follows:
To organize and operate a membership corporation of professional nurses in the State of Maryland to foster high standards of nursing practice, to promote the professional and educational advancement of nurses and to promote the welfare of nurses, to the end that all people may have better nursing care, and for the betterment of the conditions of those engaged in nursing and the development of a higher degree of efficiency in their occupations. These purposes shall be unrestricted by any consideration of national origin, race, creed, color or sex. The corporation shall not be organized for profit and no part of its net earnings shall inure to the benefit of any member, shareholder, or individual. Within said general purposes, and limited thereto, the corporation shall have the following powers:

a) To promote through appropriate means standards of nursing practice, nursing education and nursing services.

b) To insure adherence by nurses to a code of professional ethics.

c) To promote legislation beneficial to the nursing profession and its service to the public, and to speak for nurses in regard to legislative matters.

d) To survey continually the nursing resources of the State.

e) To promote and protect the economic and general welfare of nurses.

f) On behalf of nurses who are employees, to deal with employers, public and private, concerning grievances, labor disputes, wages, rates of pay, hours and other terms or conditions of employment, and to negotiate and enter into collective bargaining agreements concerning said matters.

g) To provide professional counseling and placement services for nurses.
To provide for the continuing professional development of practitioners of nursing.

To develop and promote a program intergroup relations.

To coordinate those programs which are of common concern to the Maryland Nurses Association and other organizations.

To provide in its by-laws for representation in the American Nurses Association or other national or regional organizations.

To promote relationships with student nurses' organizations.

To recruit students for nursing.

To establish standards for nurses professional registries and review and approve registries which meet state standards.

To represent nurses and serve as their state spokesman with allied professional, community, and governmental groups and with the public.

To provide in its by-laws qualifications and classifications of members and associates and for the qualifications and territory of constituent district associations with the State of Maryland.

To affiliate with the American Nurses Association, or other professional organizations of nurses and, in carrying out the foregoing powers, to adopt the applicable standards and procedures required or recommended by such organizations.

To acquire by gift, devise, bequest, purchase, lease or in any other manner any real and personal property and to sell, convey, assign, rent, lease, mortgage, pledge, or otherwise encumber to deal with such property.

To borrow money for any lawful purposes of the corporation and to make, accept, and endorse promissory notes or other obligations or evidences of indebtedness and contracts of any nature.

To do any and all things necessary or convenient to carry out the purposes of the corporation or incidental thereto.

The foregoing enumeration of powers is in furtherance and not in limitation of the powers conferred upon the corporation by law and is not intended by the mention of any power in any manner to limit or restrict the generality of any other powers.

II. The Post Office address and principal office of the corporation is 2315 St. Paul Street, Baltimore, Maryland 21218. The resident agent of the corporation is M. Ruth Moubray, R. N. at said address. Said resident agent is a citizen of the State of Maryland and resides therein.

III. The corporation is not authorized to issue any capital stock.
IV. The Corporation shall be governed by a Board of Directors. The By-laws shall determine the number (not less than three), qualifications and manner of electing directors; the number which shall constitute a quorum at meetings of the members and of the Board of Directors; qualifications and manner of electing officers; and any other matters pertaining to the organization and affairs of the corporation, not inconsistent with these Articles. The By-laws may be amended from time to time at any regular or special meeting of the members.

V. The corporation shall have the right from time to time to make amendments to its charter as may be now or hereafter authorized by law.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 16th day of January, in the year nineteen hundred and nine.

TEST:

Mary C. Packard (SEAL)

Mary B. Dixon (SEAL)

Nannie J. Lackland (SEAL)

STATE OF MARYLAND, BALTIMORE CITY, to wit:

I hereby certify that on this 16th day of January, in the year nineteen hundred and nine, before me the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared Mary C. Packard, Mary B. Dixon and Nannie J. Lackland, and did severally acknowledge the foregoing certificate to be their act and deed.

WITNESS my hand and notarial seal.

Francis E. Pegram
Notary Public

I, Henry Stockbridge, one of the Judges of the Supreme Bench of Baltimore City, do hereby certify that the foregoing certificate has been submitted to me for examination; and I do further certify that the said certificate is executed in conformity with the law.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on July 25, 1967 adopted a resolution in which was set forth the foregoing Articles of Amendment and Restatement of the charter declaring that the same were advisable and directing that they be submitted for action thereon at the annual meeting of the members of the corporation to be held on October 26, 1967.

THIRD: Notice setting forth said Articles of Amendment and Restatement of the Charter, and stating that a purpose of the meeting of the members would be to take action thereon, was given as required by law to all members entitled to vote thereon.
FOURTH: The Articles of Amendment and Restatement as hereinabove set forth were approved by the members of the Corporation at said meeting by the affirmative vote of two-thirds of the members of the Corporation entitled to vote thereon.

FIFTH: Said Articles of Amendment and Restatement have been duly advised by the Board of Directors and approved by the members of the Corporation.

IN WITNESS WHEREOF, Maryland Nurses Association, Incorporated has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on ___November 7______ 1967.

MARYLAND NURSESE ASSOCIATION, INCORPORATED
By Geneviene M. Jordan  
President

ATTESTED:
Irene Riley  
Secretary

STATE OF MARYLAND  
SS:
CITY OF BALTIMORE

I HEREBY CERTIFY that on the ___7th_____ day of ___November__________ 1967, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore aforesaid, personally appeared __Geneviene M. Jordan______ President of Maryland Nurses Association, Incorporated, and on behalf of said Corporation, acknowledged the a foregoing Articles of Amendment and Restatement to be the corporate act of said Corporation; and at the same time, personally appeared __Irene Riley_____________ and made oath in due form of law that she was Secretary of the meeting of the members of said Corporation at which the Articles of Amendment and Restatement of the Charter of the Corporation therein set forth was approved and that the matters and facts set forth in said Articles of Amendment and Restatement are true, to the best of her knowledge, information and behalf.

WITNESS my hand and Notarial Seal the day and year last above written.

Deauva Zimmerman  
Notary Public

Maryland Nurses Association

Proposed October 2016 2013 Bylaws

Article I

Article I

Name, Mission, Purposes, (Mission), & Functions

Section 1. Name
The name of this Association shall be the Maryland Nurses Association, Inc., hereinafter referred to as MNA.

Section 2. Mission (Mission)
The Maryland Nurses Association, the voice for nursing, advocates for policies supporting the highest quality of healthcare, safe environments, and excellence in nursing.

Section 3. Purposes
The purposes of the MNA shall be:

a. To foster and maintain high standards of nursing and patient care; promote the professional and educational advancement of nurses; and promote the general welfare of nurses.

b. Unrestricted by consideration of age, color, creed, disability, health status, gender, lifestyle, nationality, race, religion, or sexual orientation.

Section 4. Functions
The functions of MNA shall be to:

a. Promote through appropriate means the standards of nursing practice, nursing education and nursing profession as established by the American Nurses Association (ANA) and MNA.

b. Adherence to the Code of Ethics for Nurses established by ANA.

c. Initiate and influence legislation, regulations, government programs and health policy.

d. Promote and provide for the continuing professional development of nurses.

e. Represent nurses and serve as their spokesperson with professional and community groups and the general public.

f. Provide for representation in the ANA Membership Assembly. (MA)

g. Promote and support relationships with the Maryland Association of Nursing Students (MANS).

h. Provide opportunities for nurse specialty organizations and their members to collectively pursue common goals via MNA.

i. Stimulate, promote and recognize nursing research as it contributes to the advancement of the profession.

j. Provide services to members.

k. Maintain communication with constituent members through official publications.

l. Act as a consumer advocate to protect and promote the advancement of human rights related to health care and nursing.
m. Ensure the collection and preservation of documents and other materials which have contributed and continue to contribute to the historical and cultural development of nurses.
ARTICLE II

RELATIONSHIPS, MEMBERSHIPS, CONSTITUENTS, AND AFFILIATIONS

Section 1. Relationship to American Nurses Association (ANA)

a. ANA Membership

1) MNA meets the ANA qualification criteria, and MNA is a State Nurses Association (SNA) of the ANA.

2) MNA shall be bound by the obligation to pay dues to the ANA pursuant to ANA Bylaws and Membership Assembly policies until such time as two-thirds (2/3) of the entire joint MNA & and ANA joint membership (full members) votes to disaffiliate from ANA.

b. ANA Representation

1) Representatives to the ANA Membership Assembly

a) MNA is entitled to two (2) representatives to any meeting of the ANA Membership Assembly, the governing and official voting body of ANA.

b) MNA’s two (2) representatives and alternates shall be duly elected by secret ballot by only joint members of MNA & and ANA members (full members) who shall serve for two-year terms or until their successors are elected.

c) MNA’s representatives to the Membership Assembly must be joint members of ANA and MNA in good standing.

d) MNA’s Chief Staff Officer shall have a courtesy seat with voice but no vote.

2) Voting at the ANA Membership Assembly

MNA is entitled to the number of votes assigned based on ANA’s apportionment policy.

3) Representatives to the ANA Leadership Council

a) MNA is entitled to two representatives who shall be the MNA president and chief staff officer.

b) MNA shall be allowed one vote to be cast by the president or the president’s designee.

c. Rights of Joint MNA & and ANA Joint Members (Full Members)

Each joint member of both MNA & and ANA member shall be entitled to:

1) A membership card.

2) May attend meetings of the ANA Membership Assembly and other unrestricted activities of ANA.

3) Submit names of nominees for both elected and appointed positions in ANA and MNA, Bylaws and Policies.

4) Participate in MNA elections including the election of MNA representatives and alternates to the ANA Membership Assembly in accordance with ANA Bylaws.

5) Be a candidate for both MNA and ANA elected and appointed positions.

6) Shall continue to have all rights of membership in ANA as provided by the ANA Bylaws until such time as two-thirds (2/3) of the entire joint MNA & and ANA joint membership votes to disaffiliate from the ANA. The vote may occur by mail or electronic ballot with appropriate notice and procedures to protect the integrity and validity of the vote.

7) A right to due process and a fair hearing before any disciplinary action is taken by
MNA and the right to appeal as provided for in the MNA Bylaws and policies.
9) Other rights as provided under the parliamentary authority and statutory law.
10) Attend the quadrennial Congress of the International Council of Nurses (ICN) and other unrestricted meetings of the ICN.

Section 2. MNA Members (Full Joint MNA & and ANA Members and MNA State Only Members)

a. Composition
1) The MNA shall be composed of all registered nurses who meet the qualifications stated in these Bylaws.
2) Membership shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion or sexual orientation.

b. Qualifications
A person is qualified for membership in MNA if that person:
1) Has been granted a license to practice as a registered nurse in at least one state, territory, or the District of Columbia and does not have a license under suspension or revocation in any state or territory, or is otherwise entitled by law to practice.
2) Has membership that is not under suspension or revocation for violation of the ANA Code of Ethics for Nurses or the MNA Bylaws.
3) Must work or reside in Maryland and desires to join at the State Only level of MNA membership as long as State Only membership is sanctioned by a written agreement between MNA and ANA.
4) Has retired and/or no longer chooses to practice, but whose license was in good standing with her/his licensing Board at the time the nurse made the decision not to maintain an active license.
5) Is a nurse in recovery who has surrendered his/her license to practice.

c. Attaining Membership
A person qualified for membership in MNA may join by:
1) Completing and filing membership application forms, and
2) Submitting appropriate dues payment as provided in these Bylaws and MNA policy.

d. Transfer
1) A member in good standing who moves out of this state may apply for transfer of membership to another Constituent/State Nurses Association (C/SNA), hereinafter referred to as C/SNA.
2) An individual member of another C/SNA who has paid full membership dues may transfer to MNA without further payment or refund of dues for the remainder of the membership year.
3) MNA is not required to refund to the member or the receiving C/SNA dues already paid.
4) MNA may participate in any special membership categories as defined by the ANA.

e. Rights of Joint MNA & ANA Members
Each joint member of MNA & ANA member (full/joint members of MNA and ANA and state only MNA members) shall be entitled to:
1) A membership card.
2) Receive the official publications of the MNA and ANA.
3) May attend meetings of MNA and ANA, to include the ANA Membership Assembly, and to participate and vote in other unrestricted activities of MNA and ANA.
4) Submit proposals for consideration by MNA and ANA.
5) Submit names of nominees for both elective and appointive positions in MNA-ANA.
and AMNA, in accordance with the provisions of these Bylaws.

1) Be a candidate for MNA and ANA elective and appointive positions.
2) Participate in all state MNA elections including the election of MNA representatives and alternates to the ANA Membership Assembly in accordance with ANA Bylaws.
3) Be a candidate for both MNA and ANA elected and appointed positions.
4) Participate in all state elections of MNA and the elections of the District Nurses Association (DNA) to which they belong, except the election of the MNA representatives and alternates to the ANA Membership Assembly in accordance with the provisions in these Bylaws.
5) State Only MNA members are not eligible for ANA benefits of national membership such as representation at the ANA Membership Assembly, ANA News Periodical, and ANA elected and appointed positions.
6) Shall continue to have all rights of membership in ANA as provided by the ANA Bylaws until such time as two-thirds (2/3) of the entire joint MNA & ANA membership votes to disaffiliate from the ANA. The vote may occur by mail or electronic ballot with appropriate notice and procedures to protect the integrity and validity of the vote.
7) A right to due process and a fair hearing before any disciplinary action is taken by MNA and the right to appeal per these Bylaws, as provided for in the MNA Bylaws and policies.
8) Other rights as provided under the parliamentary authority and statutory law.
9) Attend the Quadrennial Congress of the International Council of Nurses (ICN) and other unrestricted meetings of the ICN.

f. Rights of MNA Only Members

2) Each member of MNA Only member (full/joint members of MNA and ANA and state only MNA members) shall be entitled to:
   a) A membership card.
   b) Receive the official publications of the MNA.
   c) Attend meetings of MNA, and to participate and vote in other unrestricted activities of MNA.
   d) Submit proposals for consideration by MNA.
   e) Submit names of nominees for both elective and appointive positions in the DNA to which they belong, except for the DNA Committee on Nominations (CON) in accordance with the provisions of these Bylaws.
   f) Submit names of nominees for appointive positions in MNA, except for the MNA Committee on Bylaws and Policies (COB&P) and the MNA Committee of Tellers (COT) MNA in accordance with the provisions of these Bylaws.
   g) Be a candidate for MNA elective and appointive positions except for the MNA COB&P, the MNA COT, and the DNA position which represents the DNA as a Director on the MNA BOD.
   h) Participate in all state elections of MNA except the election of the MNA representatives and alternates to the ANA Membership Assembly in accordance with the provision in these Bylaws and the DNA CON position.
   i) State Only MNA members are not eligible for ANA benefits of national membership such as representation at the ANA Membership Assembly, ANA News Periodical, and ANA elected and appointed positions.
   j) A right to due process and a fair hearing before any disciplinary action is taken by MNA and the right to appeal per these Bylaws.
   k) Other rights as provided under the parliamentary authority and statutory law.
11) MNA Only members are not eligible for ANA benefits of national membership such as representation at the ANA Membership Assembly, ANA News Periodical, and ANA elected and appointed positions.

12) MNA Only members are not eligible to be a candidate for MNA elected positions.

### 2016 PROVISO

MNA Only membership will no longer be offered as a category of MNA Membership if the 2016 proposed amendments to the 2013 MNA Bylaws are adopted at the October 2016 MNA annual membership meeting. This will be effective immediately, and the only category of membership offered will be joint MNA and ANA membership. Current MNA Only members will retain the rights addressed in these MNA Bylaws for that membership category until such time as they cease to be a MNA Only members, transition to a joint MNA & ANA member, or ANA no longer allows the category of C/SNA Only membership. The MNA Bylaws language that addresses the rights of MNA Only members will be retained until such time as there are no longer any MNA Only members or ANA no longer allows this category of membership.

### f-g. Obligations of Membership

Members shall be obligated to:

1) Abide by the Bylaws of MNA; abide by ANA Bylaws if a joint MNA and ANA member.
2) Abide by the ANA Code of Ethics for Nurses.
3) The timely payment of dues as prescribed in these Bylaws and MNA policy.
4) Fulfillment of an office or committee position if elected or appointed.

### g-h. Disciplinary Action

1) MNA members shall be subject to reprimand, censure, suspension or expulsion by the MNA for violation of:
   a) The ANA Code of Ethics for Nurses.
   b) MNA Bylaws.
   c) Constituent Nurses Association Bylaws (District Nurses Association).
2) Disciplinary action shall be conducted in accordance with MNA policies and procedures and pursuant to common parliamentary and statutory law.
3) Complaints concerning alleged violations of the purpose and rules as stated in these Bylaws shall be heard by a panel of at least three members appointed by the MNA Board of Directors to hear the charge. The procedure for handling alleged violations shall be as outlined in the “Procedures of Maryland Nurses Association for the Handling of Alleged Member Violations of the Bylaws, Purpose and Rules of the Maryland Nurses Association”.” The COB&P Bylaws and Policy Committee and/or the Parliamentarian may be consulted in regards to interpretation of the Bylaws.
4) No such action shall be taken against a member until the member shall have been served with specific written charges, given a reasonable time to prepare defense, and a full and fair hearing.
5) The procedure for handling alleged violations of the ANA Code of Ethics for Nurses and MNA Bylaws shall include provision for right of appeal and reinstatement.
6) Any disciplinary action taken by another constituent state nurses association (C/SNA) against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the C/SNAs Bylaws and disciplinary procedure.

Section 3. Constituent Association - (District Nurses Association)

a. Name
Constituent associations of MNA shall be termed District Nurses Association hereinafter referred to as DNA.

b. Constituent Membership
A DNA which hereafter is organized may become a constituent of MNA upon approval of its Bylaws and other such criteria as determined by the Board of MNA.

c. DNA Boundaries
Boundaries of constituent associations shall be defined and recorded by the Board of MNA. Boundaries of DNA's may be changed by the Board of MNA provided such change has been approved by the DNA concerned.

d. DNA Responsibilities
Each DNA shall:
1) Adopt and maintain Bylaws which:
   a) Conform to the purposes as specified in MNA Bylaws, Article I.
   b) Conform to membership provisions as in these Bylaws.
   c) Elect one joint MNA & ANA member to the MNA Nominating Committee on Nominations by secret ballot.
   d) Elect or appoint one joint MNA & ANA member to represent the DNA on the MNA BOD as a Director.
   e) Allow for mail ballots.
2) Adopt and maintain such Bylaws that do not conflict with the Bylaws of MNA or with the published policies and procedures of the MNA BOD. Board.
3) Provide reports to MNA annually for the MNA Convention Booklet, for each MNA BOD meeting, and as required.

e. Standing
A DNA shall be in good standing upon compliance with DNA responsibilities (Section 3.d of this Article).

f. Constituent Association Disqualification
1) A DNA that fails to comply with requirements stated in these Bylaws or for other cause deemed sufficient may be disqualified as a constituent association of MNA upon a two-thirds vote of the Board, provided due notice has been given.
   a) The DNA and its members must be notified at least three months before the vote is taken.
   b) The DNA shall have the opportunity for a hearing with the Board after said three-month period.
2) A DNA that has been disqualified may be reinstated by a two-third vote of the Board of Directors.

Section 4. Organizational Affiliates
a. Definition.
An Organization Affiliate of MNA is an organization:
1) Whose governing body and membership are composed of a majority of registered nurses.
2) That meets other criteria for Affiliate status as may be established by the MNA Board of Directors.
3) That has entered into an Organizational Affiliate Agreement with MNA and has paid its membership dues.
4) That maintains a mission, purpose, and functions which are consistent with the mission, purpose, and functions of MNA; and
5) That has been granted Organizational Affiliate status by the MNA Board of Directors.
b. Rights and Responsibilities
Organizational Affiliates shall:
1) Supply MNA with a copy of their current Bylaws and list of officers.
2) Be eligible to co-sponsor MNA events.
3) Be afforded the opportunity to introduce items on the MNA Board agenda through presentations made by the Affiliate President or designee to the MNA President.
4) Be eligible to enter into contractual agreements with MNA for the provision of service, based upon a negotiated fee structure and contingent upon the availability of MNA staff and other resources to deliver such services. All such agreements shall be signed by the Organizational Affiliate President and the Chief Staff Officer or President of MNA.

c. Limitations on Rights for Members of Organizational Affiliates
Individual members of Organizational Affiliates who are not members of MNA or joint MNA & and ANA (full members) shall not be eligible for MNA and/or ANA benefits.
ARTICLE III

MEMBERSHIP MEETING

Section 1. Definition
The Membership Meeting is the governing and voting body of the Maryland Nurses Association.

Section 2. Meetings
a. An annual membership meeting shall be held at such time and place as determined by the Board of Directors. The call to the meeting shall be sent to each member at least 30 days prior to the opening day of the annual membership meeting.
b. Special meetings shall be called by the President upon the written request of a majority of the District Nurses Association (DNA). The call to a special meeting shall be sent to each member at least thirty (30) days prior for an in person meeting and fifteen (15) days prior to an electronic meeting.

Section 3. Voting Body
The voting body at meetings of MNA shall consist of persons in attendance who have been members for at least thirty (30) days prior to the meeting.

Section 4. Quorum
A majority of the MNA Board of Directors, one of whom shall be the President or Vice-President and members from a majority of the DNAs shall constitute a quorum at any membership or special meeting of this Association.
ARTICLE IV
BOARD OF DIRECTORS

Section 1. Authority
a. The Board of Directors, a corporate body composed of elected members, serves as the agent for the membership.

b. Members of the MNA Board of Directors are elected by the MNA members and are accountable and report to the membership.

Section 2. Composition
The Board of Directors of MNA shall consist of elected officers and directors each of whom shall be a joint member of both MNA & and ANA member.

a. Officers
   There shall be six (6) officers: president, president-elect or immediate past president, vice president, secretary, treasurer, and treasurer-elect.

b. Directors
   There shall be one director eight (8) directors; one will be elected or appointed from and by each DNA in accordance with the DNA Bylaws.

Section 3. Responsibilities
a. Exercise the corporate responsibility and fiduciary duties of the Association consistent with applicable provision of law.

b. Provide for implementation of action and directives of the membership within prescribed statutory responsibilities.

c. Establish policies and provide for the transaction of business and coordination of Association activities in the interim between annual membership meetings.

d. Provide for the adoption of financial and analysis of the MNA financial policies at least biennially, for the adoption of; adoptions of the budget for the Association annually, and provide for an annual financial review examination of MNA books and financial affairs. Audits shall be performed at whatever interval federal law, state law, or bank covenants may require. In the absence of such requirements, the MNA BOD shall determine which financial procedures to use annually to obtain an independent assessment of the financial well-being of the Association, based on the fiscal results of the Association or any changes in MNA staffing and/or volunteer arrangements as they relate to the fiscal management of the MNA. The type of annual review will be determined by the MNA Board of Directors provided that an auditing of all books by a certified public accountant must be performed at least every 5 years. A statement of the current and complete financial status of the MNA will be provided to the membership annually.

e. Provide for the operation and maintenance of the state headquarters.

f. Hire, define duties, fix compensation, and give performance evaluations at least annually for the Chief Staff Officer. Approve personnel policies and compensation for a headquarters staff to be administered by the Chief Staff Officer.

g. Establish such fees as may be required for specified activities in excess of those provided for in these bylaws.

h. Establish committees as necessary to implement its functions.

i. Make appointments and fill vacancies as necessary and as provided for in these Bylaws.

j. Provide nominees for membership on governmental agencies as provided in federal and state laws.
k. Grant exception to the provisions of these Bylaws for membership projects designated to test new or different structural arrangements as deemed appropriate by ANA Board of Directors.

l. Formulate the legislative platform and goals for this Association.

m. Assume such duties as may be prescribed elsewhere in these Bylaws and by the membership.

n. Approve all contractual agreements, employment and otherwise, engaged in the name of the Association.

o. Approve all grants submitted in the name of the Association or grants with inclusions that impact the Association.

Section 4. Duties of Officers and Directors

Officers shall perform duties as specified in these bylaws, designated by the Board of Directors, and as prescribed in the parliamentary authority.

a. The president shall:
   1) Serve as chairperson of the Board of Directors and the Executive Committee.
   2) Be the principle representative of the association and serve as its spokesperson on policy and position established by the Board of Directors.
   3) Preside at all meetings of the Association.
   4) Serve as ex-officio member of all committees except the Committee on Nominations.
   5) Delegate appropriate duties to the Chief Staff Officer.
   6) Annually appoint committee chairpersons with the approval of the Board of Directors.

b. The president-elect and/or immediate past president shall serve as a member of the Legislative Committee.

c. The vice-president shall:
   1) Assume all duties of the president in the absence of the president.
   2) Serve as liaison of the Board of Directors to designated committees.

d. The secretary shall:
   1) Record the proceedings of all MNA Board of Directors, Executive Committee, annual membership, and special meetings.
   2) Provide each member of the Board and Executive Committee with a copy of the minutes.

e. The treasurer shall:
   1) Be accountable for the fiscal affairs of the Association.
   2) Provide reports and interpretation of the Association’s fiscal condition as required.
   3) Serve as chairperson of the Committee on Finance.

f. The treasurer-elect shall serve as:
   1) Member of the Finance Committee.
   2) Member of the Board of Directors.

   g. Each Director shall:
   1) In conjunction with their DNA President provide written DNA Reports for the MNA BOD meetings.
   2) Report back Provide feedback to the DNA BOD and members feedback from MNA BOD and other meetings.

Section 5. Conflict of Interest

No MNA officer or director shall vote, act, or participate in any fashion in any decision or other MNA business if the officer or director has an actual or potential conflict of interest by virtue of the officer’s or director’s employment, other professional or financial interest which would impair that officer’s or
director’s ability to meet the fiduciary obligations to the MNA membership or District Nurses Association membership. In each instance of actual or potential conflict of interest, the MNA officer or director shall immediately notify the President or highest elected officer, not having a conflict or potential conflict of same, and thereafter totally remove him/herself from all further participation and contact with the particular subject matter causing the actual or potential conflict of interest.

Section 6. Nominations

a. A Committee on Nominations shall be elected every two years. The members from odd numbered districts shall be elected in odd numbered years and the members from the even numbered districts to be elected in the even numbered years.

b. Each District Nurses Association (DNA) will elect its own member to the Committee on Nominations. The chairperson of the Committee on Nominations shall be elected by the Committee at the conclusion of the annual membership meeting.

c. The Committee on Nominations shall request names of candidates for elective officers of MNA from each DNA.

d. The Committee on Nominations shall request names of candidates from each DNA for the MNA Member-At-Large Representative to the ANA Membership Assembly.

e. The Committee on Nominations shall ask the MNA Officers if they wish to be a candidate for the MNA Officer Representative to the ANA Membership Assembly.

f. The nominees for president-elect shall be from DNA’s on a rotating basis, whenever possible.

g. Members shall be eligible to serve as only one elected officer in MNA at any one time.

h. Officers of MNA shall not concurrently serve as an officer of a DNA.

i. The Committee on Nominations shall submit ballots to the Board of Directors at least 60 days prior to the annual membership meeting.

j. MNA and DNA officers may concurrently serve as MNA representatives to the Membership Assembly if duly elected to that position in accordance with MNA Bylaws and policies.

Section 7. Elections

a. The vote for elections shall be by mailed secret ballot or electronic secret ballot.

b. The ballot for elections of the MNA Officers will be sent to MNA only members (state only members) and MNA and ANA joint members (full members).

c. The ballot for elections of MNAs two (2) representatives to the Membership Assembly will be sent to MNA and ANA joint members only (full members).

d. A DNA may submit ballots to be mailed with the MNA ballot. The DNA ballot shall be submitted at least 45 days prior to the annual membership meeting of the MNA.

e. MNA shall send the MNA ballot to all members at least 60 days prior to the annual membership meeting of MNA.

f. The ballot shall provide provision for write-in votes for each office or position for the MNA Board of Directors.

g. A two-envelope system is used for MNA only members voting only for the MNA Officers shall be utilized for return of ballots to ensure legality and secrecy of the vote.

h. A three-envelope system for MNA and ANA joint members voting for both the MNA Officers and the MNA Representatives to the ANA Membership Assembly shall be utilized for return of ballots to ensure legality and secrecy of vote.

i. Ballots shall be valid only if postmarked at least thirty (30) days prior to the annual membership meeting and have a name in the upper left-hand corner of the larger, white, pre-addressed envelope being mailed back to the MNA state office.

j. All ballots shall be returned to MNA state office and delivered unopened to the Chairperson of the Committee of Tellers.

k. The Committee of Tellers and its Chairperson shall be appointed by the President.
Section 8. Terms of Office

a. The president-elect shall serve for a term of one year; followed by a term of two years as president. He/she shall not be eligible for re-election until one full year after serving as president.
b. The immediate past president shall serve for one year following his/her term as president.
c. The treasurer-elect shall serve for a term of one year, followed by a term of two years as treasurer.
d. All other officers shall serve for a term of two years, or until their successor is elected and shall not be eligible to serve more than two consecutive terms in the same office. An officer who has served more than half a term shall be considered to have served a full term.
e. The president-elect and secretary shall be elected in even-numbered years. The vice-president and treasurer-elect shall be elected in odd-numbered years.
f. Directors shall be elected biennially to serve for two years or until their successors are elected.
g. No director shall be eligible to serve more than two consecutive terms.
h. No member may serve more than eight (8) consecutive years on the Board of Directors with the exception of a President serving the ninth year as that of the Immediate Past President.
i. Newly elected officers shall assume their duties at the next MNA BOD meeting following the close of the annual membership meeting at which their election is announced.
more members of the Board. Special meetings shall be held at such time and place as specified in the call of the meeting.

c. Business that requires immediate action by the Board may be conducted by telecommunication.
d. Members of the Board of Directors or Committees may participate in meetings through the means of a conference call according to MNA Policy.
e. A majority of the Board of Directors, one of whom shall be the president or a vice-president, shall constitute a quorum at any meeting of the Board.
f. In the absence of a quorum, emergency action may be taken and is subject to ratification at the next scheduled meeting of the Board.

Section 12. Removal from Office
Absence from three consecutive regularly scheduled meetings shall constitute a resignation. The member will be notified in writing of their removal from office. The vacancy shall be filled as provided for in these Bylaws.
ARTICLE V

COMMITTEES

Section 1. Definition

a. The standing committees of MNA shall be the Committee on Bylaws and Policy Policies Committee, the Center for Ethics and Human Rights, the Continuing Education Approver Committee, the Continuing Education Provider Committee Unit, the Finance Committee, the Legislative Committee, the Membership Committee, the Nominating Committee on Nominations, the Practice and Education Committee, the Convention Planning Committee, the Committee on Environmental Health, and the Committee on Tellers.

b. Standing committees assume the duties specified in these Bylaws and report their findings and recommendations to the Board.

c. The MNA Board of Directors has the authority to eliminate any standing committee except the Committee on Bylaws and Policies Committee, the Committee on Finance, the Legislative Committee, the Nominating Committee on Nominations, the Committee on Tellers, the Continuing Education Approver Committee, and the Continuing Education Provider Committee Unit.

Section 2. Composition.

a. A committee shall consist of no fewer than three members and a majority of any committee shall constitute a quorum.

b. Committee chairpersons, except for the Nominating Committee on Nominations, shall be appointed by the President with Board approval annually within 30 not later than 45 days of after the close of the annual membership meeting.

c. Committees shall consist of those members willing to serve.

d. Absence from three consecutive meetings of a committee shall constitute a vacancy. Committee members will be notified in writing of their removal from office. The vacancy will be filled as provided for in these Bylaws.

e. Committee members shall serve a term of at least two years.

Section 3. The Committee on Bylaws and Policies

The Committee on Bylaws and Policies shall:

a. Review the Bylaws of all District Nurses Associations (DNA), which apply for recognition as constituent associations of MNA and report the findings to the MNA Board of Directors whose decision shall be final.

b. Solicit and study suggestions for proposed amendments to the MNA and ANA Bylaws. The committee shall prepare amendments which shall then be submitted to the membership after being reviewed by ANA’s Committee on Bylaws to ensure MNA Bylaws are harmonious with ANA Bylaws prior to being voted on by the MNA membership.

c. Serve to interpret the Bylaws when adherence to the Bylaws is questioned as a result of development and implementation of policies or procedure.

d. Review existing MNA policies at least every three years.

e. Develop and revise policies as directed by the Board of Directors.

f. Review and submit to the ANA COB the MNA bylaws every three years in accordance with the ANA COB Triennial C/SNA Review Schedule.

g. Review the Bylaws of the MNA Organizational Affiliates (OA) at the time of becoming an MNA OA and anytime their Bylaws change to assure compatibility with the purposes, mission, and functions of MNA.
Review proposed amendments to the ANA Bylaws and submit comments to the MNA BOD for consideration prior to submitting MNA Comments to ANA.

Section 9104. The Center for Ethics and Human Rights
The Center for Ethics and Human Rights shall:

a. Foster high standards of nursing practice.

b. Work for the improvement of health for all people.

c. Serve as a resource for all registered nurses in ethical decision-making in advocating for health care.

Section 4645. Continuing Education Approver Committee
The Continuing Education Approver committee shall: Review continuing education provider applications to ensure that applicants meet American Nurses Credentialing Center Committee on Accreditation (ANCC COA) requirements. Appointments of this committee will be named as stipulated by ANCC COA requirements.

Section 465. Continuing Education Provider Committee Unit
Appointments to this committee will be named as stipulated by ANCC COA requirements. The Continuing Education Provider Committee Unit shall:

a. Assess, plan, implement and evaluate continuing education programs provided by MNA.

b. Collaborate with DNA Nurse program planners to support develop and implement continuing educational programs that are compliant with meet the criteria established by ANCC COA.

Section 567. The Committee on Finance
The Committee on Finance shall:

a. Oversee the finances of the Association.

b. Review the annual budget as prepared by the Executive Director and recommend the budget for approval by the Board of Directors.

c. Evaluate fiscal impact of the proposed programs and projects.

d. Recommend and monitor financial policies.

e. Include the MNA Treasurer, as Chair, the treasurers of each DNA, the Treasurer-elect of MNA, and two members-at-large who will serve an alternating term of two years.

Section 678. Legislative Committee
The Legislative Committee shall:

a. Recommend health care legislation for the state of Maryland.

b. Monitor health care legislation in the state.

c. Prepare and submit legislative platform for Board of Directors approval. Serve as advocates for the MNA legislative platform.

d. Prepare and submit an evaluation of MNA lobbyist to the Board of Directors.

Section 119. Membership Committee
The Membership Committee shall:

a. Identify strategies to increase and retain membership.

b. Identify situation/problems and issues within DNAs which impact membership.

Section 7810. Nominating Committee on Nominations
The Nominating Committee on Nominations shall:

a. Seek qualified candidates for MNA offices and the MNA representatives to the ANA Membership Assembly.

b. Submit two separate ballots to the MNA Board of Directors. One ballot for the MNA Officers and a separate ballot for the MNA Representatives to the ANA Membership Assembly.
Implement policies and procedures for nominations and elections as established by the MNA Board of Directors or as provided for in these Bylaws.

Section 12. Practice and Education Committee
The Practice and Education Committee shall:

a. Establish a communication mechanism that facilitates collaboration with the Maryland Nurses Association Board of Directors, the Maryland Nurses Association Continuing Education Provider Unit, Organizational Affiliates, appropriate specialty organizations, and the Maryland Board of Nursing. Identify, monitor and report on current practice and education issues, trends, and developments.

b. Establish a mechanism for identifying and accessing experts on particular practice issues to facilitate development of policy statements, white papers, and practice guidelines. Collaborate with other practice specialties, including Maryland Board of Nursing and MNA organizational affiliates on practice and education issues.

c. Analyze trend data related to professional issues and collaborate with the Continuing Education Provider Unit to facilitate the development and evaluation of educational programs. Recommend positions on related policies to the MNA Board of Directors.

Section 13. Convention Planning Committee
The Convention Planning Committee shall:

a. Identify the theme for the annual MNA Convention and submit the theme to the Board of Directors for approval.

b. Evaluate and make recommendations to the Board of Directors for the convention site and registration fees.

c. Plan the educational and membership events of the annual convention.

d. Evaluate each convention within 90 days and submit an evaluation report to the Board of Directors.

Section 14. Environmental Health Committee
The Committee on Environmental Health shall:

a. Serve as a resource to the Legislative Committee on matters related to environmental health.

b. Review matters of interest on state and national levels regarding the environment as it relates to health.

c. Advocate for health initiatives related to the environment that have been approved by the MNA Board of Directors.

Section 15. Committee of Tellers
The Committee of Tellers shall:

a. Receive the ballots returned from the MNA voting membership.

b. Establish validity of the ballots based on eligibility to vote and postmark on the envelopes.

c. Count the ballots and determine who has been elected to MNA offices and the MNA Representatives to the ANA Membership Assembly.

d. Establish the alternate ranking for the MNA Representatives to the ANA Membership Assembly.

Section 16. Special Committees
Special Committees shall be appointed by the Board as the membership or the Board deems necessary.

NOTE: Yellow highlighted language in Article VI is membership terminology that has been
consistently changed throughout the October 2013 MNA Bylaws. It is highlighted because all the language in this Article is in track change red because it was moved from previous articles to this new article to better mirror the current ANA Bylaws (July 2015).

ARTICLE VI

NOMINATIONS, ELECTIONS, AND REMOVAL OF ELECTED OFFICERS

Section 1. Nominations

a. A Committee on Nominations (CON) shall be elected for a term of two years. The members from odd numbered districts shall be elected in odd numbered years and the members from the even numbered districts to be elected in the even numbered years.
b. Each District Nurses Association (DNA) will elect its own member to the Committee on Nominations. Only joint MNA & ANA members are eligible to be elected to the MNA CON. The chairperson of the CON shall be elected by the Committee at the first meeting of the CON after the conclusion of the annual membership meeting.
c. The CON shall request names of candidates for elective officers of MNA from each DNA. Candidates for MNA Officers and Directors must be joint MNA & ANA members.
d. The CON shall request names of candidates from each DNA for the MNA Member-At-Large Representative to the ANA Membership Assembly in the odd numbered years. Candidates for the MNA Member-At-Large Representative must be Joint MNA & ANA Members.
e. The CON shall ask the MNA Officers if they wish to be a candidate for the MNA Officer Representative to the ANA Membership Assembly in the even numbered years. The nominees for president-elect shall be from DNA’s on a rotating basis, whenever possible.
f. Members shall be eligible to serve as only one elected officer in MNA at any one time.
g. Officers of MNA shall not concurrently serve as an officer of a DNA.
h. The CON shall submit ballots to the Board of Directors at least 90 days prior to the annual membership meeting.
i. MNA and DNA officers may concurrently serve as MNA representatives to the Membership Assembly if duly elected to that position in accordance with MNA Bylaws and policies.

Section 2. Elections

a. The vote for elections shall be by mailed secret ballot or electronic secret ballot.
b. The ballot for elections of the MNA Officers will be sent to joint MNA & ANA members and MNA Only members.
c. The ballot for elections of MNAs two (2) representatives to the Membership Assembly will be sent only to joint MNA & ANA member.
d. A DNA may submit ballots to be mailed with the MNA ballot. The DNA ballot shall be submitted at least 90 days prior to the annual membership meeting of the MNA.
e. MNA shall send the MNA ballot to all members at least 60 days prior to the annual membership meeting of MNA.
f. The ballot shall provide provision for write-in votes for each office or position for the MNA BOD.
p. A two-envelope system is used for MNA only members who are voting only for the MNA Officers shall be utilized for return of ballots to ensure legality and secrecy of the vote.
g. A two envelope system shall be utilized for return of ballots to insure legality and secrecy of the vote for MNA only members voting only for MNA Officers.

h. A three envelope system shall be utilized for return of ballots to insure legality and secrecy of the vote for MNA Officers.

i. A three envelope system for joint MNA & ANA members voting for both the MNA Officers and the MNA Representatives to the ANA Membership Assembly shall be utilized for return of ballots to ensure legality and secrecy of vote.

j. A three envelope system shall be utilized for return of ballots to insure legality and secrecy of the vote for joint MNA & ANA members voting for both the MNA Officers and the MNA Representatives and Alternates to the ANA Membership Assembly.

k. Ballots shall be valid only if postmarked at least thirty (30) days prior to the annual membership meeting and have the member’s name in the upper left-hand corner of the larger, white, pre-addressed envelope being mailed back to the MNA state office.

l. All ballots shall be returned to MNA state office and delivered unopened to the Chairperson of the Committee of Tellers.

m. The Committee of Tellers and its Chairperson shall be appointed by the President; they must be joint MNA & ANA members.

n. The Committee of Tellers shall be solely responsible for counting the votes and deciding questions, which may arise regarding the election.

o. A plurality vote shall constitute an election. In case of a tie the choice shall be determined by lot at the annual membership meeting.

n. The results of the election shall be reported at the annual membership meeting.

Section 3. Removal from Office

Absence from three consecutive regularly scheduled meetings shall constitute a resignation. The member will be notified in writing of their removal from office. The vacancy shall be filled as provided for in these Bylaws.
ARTICLE VI

DUES

Section 1. Amount of Dues

a. The membership shall establish the MNA dues for both full joint MNA & ANA members and MNA state Only-only members.

b. In the event that the rate of dues payable to ANA is changed, any such change shall be automatically included in the dues owed by an a joint -MNA & and ANA joint member, (full member).

c. MNA shall remit a portion of the MNA state only dues to ANA which shall be equal to the amount ANA remits to MNA for ANA direct members in accordance with the ANA dues policy established by the ANA Membership Assembly and per written agreement between MNA and ANA.

Section 2. Notification of Change

Members will be notified at least 30 days prior to a general or special in person meeting or 15 days prior to an electronic special meeting of MNA.

Section 3. Vote

Dues shall be established by a majority vote of the membership present and voting at a general or special meeting.

Section 4. Payment

a. Dues for MNA shall be for a membership of twelve (12) consecutive months and shall be paid in accordance with MNA and ANA policies.

b. No monies shall be refunded or additional monies collected when a change of dues category is made within a membership year.
ARTICLE VIII

STATE OFFICE AND CHIEF STAFF OFFICER

Section 1. State Office
MNA shall maintain either a state headquarters office that shall constitute a permanent repository for MNA records or a virtual state headquarters organization with a storage facility to serve as a permanent repository for MNA records. The state office, whether actual or virtual, and shall carry out the procedures and policies of the MNA.

Section 2. Chief Staff Officer
a. The Board of Directors shall delegate to the Chief Staff Officer the authority to manage the association according to policies established by the membership and the Board of Directors.
b. The Chief Staff Officer shall be accountable to the Board of Directors.
c. The Chief Staff Officer will employ, direct, define duties, evaluate at least annually, promote, and terminate staff of the Association. The Board of Directors will be kept informed by the Chief Staff Officer of the employment, performance, and termination of staff.
d. The Chief Staff Officer may represent the association and serve as the spokesperson on matters of established policy and positions.

e. The Chief Staff Officer shall provide a general orientation for all elected and appointed officials in accordance with MNA policies.
f. The Chief Staff Officer shall have a courtesy seat with voice but no vote at the ANA Membership Assembly.

e.g. The Chief Staff Officer shall be one of the two representatives from MNA to the ANA Leadership Council.
ARTICLE IX 

MNA NEWS PERIODICAL

The Maryland Nurse shall be the official publication of this Association and shall be provided to each member by the Maryland Nurses Association in print or electronic format.
AMENDMENTS

Section 1. Amendments with Notice
a. The Bylaws may be amended at any business meeting by a two-thirds vote of the membership present, eligible to vote, and voting. The membership of this Association shall be notified of intent to amend Bylaws and provided with proposed amendments at least 60 days prior to the membership or special meeting at which the amendments are to be proposed.
b. The Bylaws may be amended at any time by a two-thirds majority vote of the membership voting by mail ballot. The Board of Directors has the discretion to provide for mail balloting under rules and procedures it shall adopt.

Section 2. Amendments without Notice
The Bylaws may be amended without previous notice at any annual membership meeting by ninety-nine percent of the membership present, eligible to vote, and voting.
ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern meetings of this association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Previously amended on:

November 04, 1994
October 27, 1995
October 25, 1996
October 17, 1997
November 21, 1998
October 12, 1999
October 21, 2004
October 19, 2007
October 07, 2010

Adopted by the MNA Membership on 10 October 2013

2016 Proviso: MNA Only membership will no longer be offered as a category of MNA Membership if the 2016 proposed amendments to the October 2013 MNA Bylaws are adopted by the MNA members at the October 2016 MNA annual membership meeting. This will be effective immediately, and the only category of membership offered will be joint MNA & ANA membership. Current MNA Only members will retain the rights addressed in these MNA Bylaws for that membership category until such time as they cease to be a MNA Only member, transition to a joint MNA & ANA member, or ANA no longer allows the category of C/SNA Only membership. The MNA Bylaws language that addresses the rights of MNA Only members will be retained until such time as there are no longer any MNA only members or ANA no longer allows this category of membership.