

**ANA-Michigan**

# **Bylaws**

Revisions Accepted March 24, 2021

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# ANA-Michigan Bylaws

*Adapted on March 24, 2021*

## Article I—Name, Purpose, Functions, ANA Affiliations and Seal

### Section 1. Name

The name of this association shall be ANA-Michigan hereinafter referred to in these Bylaws as ANA-Michigan.

### Section 2. Purpose

- a. The purpose of ANA-Michigan shall be to create a nursing community of excellence through networking and collaboration.
- b. The purpose of the organization shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

### Section 3. Functions

- a. Provide an environment that encourages exploration of common interests and develops collaborative relationships with other nursing groups within the State of Michigan.
- b. Promote through appropriate means standards of nursing practice, nursing education, nursing research, and nursing services as defined by the ANA (American Nurses Association) and other national nursing organizations.
- c. Promote systems of credentialing in nursing.
- d. Initiate, influence, and promote legislation and speak for nurses on legislative actions consistent with the mission of ANA-Michigan.
- e. Work collaboratively with other nursing organizations and nursing political action committees on legislative and public policy issues.
- f. Support systematic study, evaluation, and research in nursing.
- g. Participate with ANA and other national nursing organizations for the collection, analysis, and dissemination of information relevant to nursing.
- h. Promote high standards for nursing work environments, including Magnet hospital principles and appropriate compensation.
- i. Provide for the continuing professional development of registered nurses.

- j. Maintain communication with Members through e-newsletters and other means of communication.
- k. Advocate for and provide systematic attention to the human rights concerns of nurses and health care consumers.
- l. Cooperate with other organizations in developing and implementing activities of mutual concern.
- m. Represent nurses and act as a voice for ANA-Michigan with state allied professional, community and governmental groups, and the public.
- n. Annually review reports of nurse resource surveys in Michigan.
- o. Advocate for accessible and affordable health care for patients and consumers.
- p. Promote nursing practice in Michigan that enhances the health and well-being of individuals, families, and communities.
- q. Develop and influence social and institutional policies for the benefit of all people of Michigan.
- r. Promote the professional, intellectual, and leadership development of Michigan registered nurses.
- s. Advance the scholarly development of the nursing profession.
- t. Ensure adherence to the Code of Ethics for Nurses established by the ANA.

#### Section 4. ANA Affiliations

ANA-Michigan shall be affiliated with the American Nurses Association (ANA) as a constituent/state nurses association (C/SNA) and shall maintain the qualifications for membership in ANA as defined by ANA bylaws. ANA-Michigan shall remain affiliated with the American Nurses Association until such time as two-thirds of the entire (C/SNA) membership votes to disaffiliate from the ANA. "ANA-Michigan membership," for these purposes, is defined as individual members of ANA-Michigan who also have ANA rights and privileges of membership as a result of their ANA-Michigan membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

#### Section 5. Seal

The Board of Directors may adopt, alter, or terminate the use of a corporate seal or logo at any time. The seal or logo may be used by causing it or a facsimile to be impressed, affixed, or reproduced.

## Article II—Members and Dues

### Section 1. Composition

ANA-Michigan shall be composed of all registered nurses who meet the qualifications stated in these bylaws.

### Section 2. Qualifications

- a. A member is one:
  - i. who is licensed to practice as a registered nurse in the State of Michigan, or is licensed in another state, District of Columbia, Commonwealth, or territories of the United States, or who no longer chooses to practice, but whose license was in good standing at the time the nurse made the decision not to maintain an active license, and does not have a license under suspension or revocation in any state, District of Columbia, Commonwealth, or territories of the United States, and
  - ii. who is otherwise entitled by law to practice, and
  - iii. whose dues are current, and
  - iv. whose membership is not under revocation.

### Section 3. Categories of Membership

- a. ANA-Michigan/ANA Premier Membership
  - i. An individual nurse who pays dues per the ANA-Michigan policy.
- b. ANA-Michigan/ANA Standard Membership
  - i. An individual nurse who pays dues per the agreement between ANA-Michigan and ANA.

### Section 4. Member Rights

- a. Each ANA-Michigan/ANA member shall have the right to:
  - i. Receive an ANA-Michigan/ANA membership card;
  - ii. Participate in the ANA Membership Assembly and other unrestricted ANA activities;
  - iii. Participate in the ANA-Michigan Annual Assembly and other unrestricted ANA-Michigan activities;
  - iv. Be eligible to be a candidate for any ANA-Michigan elected and appointed positions including representative to the ANA Membership Assembly in accordance with ANA-Michigan and ANA Bylaws and policies;
  - v. Be eligible to be a candidate for ANA elected and appointed positions in accordance with the ANA Bylaws and policies;
  - vi. Attend the Quadrennial Congress of the International Council of Nurses of which ANA is a member;
  - vii. Receive ANA and ANA-Michigan member periodicals and other communications.
  - viii. Vote in ANA-Michigan elections as well as for the ANA-Michigan representatives and alternates to the ANA Membership Assembly;

## Section 5. Membership Obligations

- a. The ANA-Michigan/ANA member shall have the obligation to:
  - i. Uphold the bylaws of the ANA-Michigan and the bylaws of ANA.
  - ii. Abide by the Code of Ethics for Nurses as adopted by the ANA Membership Assembly.
  - iii. Pay dues as required by the ANA-Michigan and ANA.
  - iv. Fulfill the requirements of an office or committee if elected or appointed.

## Section 6. Disciplinary Action

- a. Cause for disciplinary action against a member shall be limited to failure to fulfill the obligations as cited in Article II, Section 5, of these bylaws and other actions detrimental to the purposes, goals, and function of ANA-Michigan.
- b. Disciplinary proceedings shall be conducted in accordance with ANA-Michigan policies and procedures established by the Board of Directors which shall have final disciplinary authority over members. Policies and procedures shall provide for due process pursuant to common parliamentary and statutory law.
- c. Depending on the severity of the disciplinary violation, the following actions (according to ANA-Michigan policy and procedure) may be taken against a member:
  - i. reprimanded
  - ii. censured
  - iii. suspended from membership
  - iv. expelled from membership or
  - v. removed from elected or appointed office or committee.
- d. A member may appeal any disciplinary action in accordance with procedures adopted by the ANA-Michigan Board of Directors pursuant to common parliamentary and statutory law.
- e. Any disciplinary action taken by another C/SNA against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplining C/SNA's bylaws and disciplinary procedure.

## Section 7. Dues

- a. The rate of dues for categories of membership shall be established by the dues policy adapted by the ANA-Michigan membership assembly and may be adjusted by the Board of Directors. Dues will be reviewed annually by the Board of Directors of the association and may be adjusted to reflect an increase or decrease at a rate not to exceed ten (10) percent of the ANA-Michigan member dues rate. The dues for a member of ANA-Michigan shall be for a membership year of twelve (12) consecutive months and shall be paid in accordance with current policy.
- b. No monies shall be refunded, or additional monies collected when a change in dues category is made within a membership year, including when an individual transfers membership to or from another C/SNA of the ANA.

## Article III—Organizational Affiliates

### Section 1. Qualifications

- a. Is an established nursing association or health-related organization whose mission and purpose is in alignment with the mission and purpose of ANA-Michigan, and
- b. Has been granted organizational affiliate status by the Board of Directors, and
- c. Has paid an organizational affiliation fee to ANA-Michigan in accordance with policies established by the ANA-Michigan Board of Directors.

### Section 2. Organizational Affiliate Rights

- a. Access to ANA-Michigan conference room meeting space for up to 20 people.
- b. Access to ANA-Michigan Legislative Action Center.
- c. Member discounts on tuition at participating “Educational Partner” Institutions.
- d. One registered participant with voice but no vote in the ANA-Michigan Annual Membership Assembly.
- e. Link to organization’s website on the ANA-Michigan website with recognition of organizational affiliate status.
- f. Collaboration opportunities with other state nurses’ associations and other nursing organizations.
- g. Access to professional development opportunities for affiliate members.
- h. 50% discount on exhibitor space and member registration rates at ANA-Michigan events.
- i. Access to receive ANA-Michigan e-newsletter and print publications, with the opportunity to submit articles and promote organizational affiliate communication to all ANA-Michigan publication.



## Article IV—ANA-Michigan Annual Assembly

### Section 1. Assembly Definition

The Assembly shall be the governing and official voting body of ANA-Michigan and shall be composed of the ANA-Michigan Board of Directors and all other ANA-Michigan Members. The Assembly is accountable to the membership.

### Section 2. Composition

- a. All ANA-Michigan/ANA members who are in good standing and have been a Member for at least sixty (60) days prior to the Assembly's annual meeting or special meeting, as applicable, shall have a voice and vote at the Assembly on matters related to ANA-Michigan and ANA.
- b. All ANA-Michigan Only members, who are in good standing and have been a member for at least sixty (60) days prior to the Assembly's annual meeting or special meeting, as applicable, shall have a voice and vote at the Assembly on matters related only to ANA-Michigan.

### Section 3. Functions

- a. The Assembly shall have all power and authority to adopt, initiate, and implement policies, methods, and measures it deems to be in the interest of members of ANA-Michigan. The Assembly grants to the Board of Directors power and duties to implement action between meetings when prompt action is necessary.

### Section 4. Meetings and Quorum

- a. The Assembly shall meet at least annually at the time and place determined by the Board of Directors.
- b. Notice of the ANA-Michigan Annual Assembly shall be published (electronically or direct mail) no less than 60 calendar days prior to the meeting.
- c. Special meetings may be called by the Board of Directors and shall be called by the president upon written request of two members for the Board of Directors and 35 members. Notices for special meetings shall be published (electronically or direct mail) at least 30 days before the day of the special meeting.
- d. The President of ANA-Michigan or President Elect, in the President's absence, or in the event of a conflict of interest, in order of rank shall preside at all meetings.
- e. Members shall become Members of the Assembly when registered and seated at the meeting of the ANA-Michigan Annual Assembly.
- f. Each Member may vote one time on any business issues under consideration, either in person or by valid mail or email voting, as applicable to their membership status.

- g. All matters initially introduced and presented for a vote at the time of the ANA-Michigan Annual Assembly shall be decided on a two-thirds (2/3) vote of the members present.
- h. A quorum for the transaction of business of the ANA-Michigan Annual Assembly shall consist of the presence of a majority of the Board of Directors, one of whom shall be the President or President Elect, and a majority of the Members registered for the annual meeting.

### Section 5. Removal of Elected Official

Any Officer or Director elected by the membership may be removed by a two-thirds (2/3) vote of the members at the ANA-Michigan Annual Assembly whenever such action is deemed to be in the best interest of ANA-Michigan, or for other cause, with provision for due process and appeal rights. The process for removal will be consistent with Article II, Section 4.

## Article V—Board of Directors

### Section 1. Board of Directors Definition

The Board of Directors is the corporate body composed of Officers and Directors elected as hereinafter provided.

### Section 2. Authority

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

### Section 3. Composition

The Board of Directors shall consist of:

- a. Four Officers: President, President Elect, Secretary and Treasurer.
- b. Five Directors, of which one of the directors is a newly licensed RN who has been in practice less than five years.

### Section 4. Accountability

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

### Section 5. Responsibilities

The ANA-Michigan Board of Directors shall:

- a. Assume responsibility to implement the objective and directives of the ANA-Michigan Annual Assembly and to transact affairs of ANA-Michigan during the interim between annual meetings.

- b. Establish policies and procedures for the transaction of business, coordination of association activities, and operation and maintenance of a state headquarters.
- c. Adopt an annual budget, provide for the management and surveillance of funds, fix and approve amount of bond for Officers or Directors, and staff, and arrange for the annual review of all books of account by a certified public accountant, with an audit prior to turning the books over to the newly elected treasurer, or at a minimum of every three years.
- d. Make appointments to committees as defined in the Bylaws;
- e. Appoint, define duties, determine compensation, and conduct annual reviews of the Executive Director performance;
- f. Appoint Members in good standing to vacancies on committees and Officers and Directors of the ANA-Michigan Board;
- g. Establish registration fee, date and place of the annual meeting, and hold meetings as provided in these Bylaws;
- h. Provide for the establishment and dissolution of any component part of ANA-Michigan in accordance with these Bylaws;
- i. Annually recommend to the Governor of Michigan qualified Members willing to serve on the Michigan Board of Nursing and other relevant commissions;
- j. Provide for refunding necessary expenses incurred by Members, Directors and staff in service of ANA-Michigan, as determined by the Board of Directors; and
- k. Receive, review and report on proposals submitted for consideration of the Assembly;
- l. Move for hearings on proposals submitted by the Assembly;
- m. Recommend action on proposals to be considered by the Assembly;
- n. Develop procedures for presentation to and adoption of proposals by the Assembly;
- o. Ensure that activities and tasks outlined in the ANA-Michigan Strategic Plan are assigned to the appropriate Committees and submitted annually to the Assembly.
- p. Provide assistance to the appropriate Committee in prioritizing tasks and finances in completing their assigned activities, and evaluate progress towards completion of such activities; and
- q. Annually review policies and procedures and update the bi-annual calendar.

- r. Exercise the authority accorded to a non-profit Board of Directors for a membership organization under Michigan law unless specifically constrained by these bylaws.

## Section 6. Election and Terms of Office

- a. Officers and Directors shall be elected as follows by the members to serve for two years or until their successors are elected:
  - i. President Elect, in even years
  - ii. Secretary, in odd years
  - iii. Treasurer, in odd years
  - iv. Two Directors, in even years
  - v. Two Directors, in odd years
  - vi. Newly Licensed Director, in even years
- b. Following the President Elect's term of office, the President Elect will assume the position of President, or until a successor is appointed or duly elected.
- c. At the respective Annual Assembly, the Board of Directors shall appoint members of the Committees consistent with Article VI, Section 3 of the Bylaws.
- d. All terms of office begin upon election/appointment at the end of ANA-Michigan Annual Assembly.
  - i. No Officer or Director shall serve for more than two consecutive terms in the same office. No Officer or Director shall serve more than nine consecutive years on the Board of Directors (except where there are no candidates, in which case a Member may be appointed to serve more than 9 years). A Board member who has served more than half a term shall be considered to have served a full term.

## Section 7. Qualifications

To be eligible to serve on the Board of Directors a person shall be a member in good standing and:

- a. Hold a current ANA-Michigan/ANA membership if serving as an Officer or Director of the board.
- b. Not concurrently serve as an Officer or Director (or its equivalent) of another organization, if such participation might result in a conflict of interest with ANA-Michigan, as determined by the Board of Directors.
- c. Hold a current and unrestricted RN license to practice in the State of Michigan.

## Section 8. Vacancies

- a. In the event of a vacancy occurring:

- i. In the office of President, the President Elect shall become President for the remainder of the President's term.
- ii. In the office of another Officer or Director, the Board of Directors shall fill the vacancy by appointment until the next election.

### Section 9. Meetings and Quorum

- a. The Board of Directors shall meet four (4) times per year, or more often as necessary, to conduct the business of ANA-Michigan.
- b. Special Board of Directors meetings may be called by the President and shall be called upon the written request of no less than five (5) members of the Board of Directors.
- c. A majority of the Board of Directors, two of whom shall be Officers, one must be the President and/or President-Elect, shall constitute a quorum.
- d. Decisions that require immediate action by the Board of Directors may be made, in good faith, by the Executive Committee. Following such action, the President shall notify the Board of Directors of the action taken and shall report for ratification all transactions at the next Board of Directors meeting.
- e. Meetings of the Board of Directors may be held by means of telephone conference or similar communication, provided that all people participating in the meeting can hear and speak to each other. Participation in a meeting in this manner shall constitute presence at the meeting.

### Section 10. Voting and Deadlock

- a. Action voted on by a majority of Officers and Directors present at a meeting, where a quorum is present shall constitute authorized action of the Board of Directors.
- b. In the event action voted on by a majority of Officers and Directors present at a meeting where a quorum exists results in a deadlock, then action by a majority vote of the Officers present shall constitute authorized action by the Board of Directors for only those matters previously not acted upon due to the deadlocked full Board of Directors.

### Section 11. Absences

- a. Once absenteeism from two consecutive meetings during each twelve (12) month period has been reached, notification in writing shall be sent to the absent Officer or Director, stating that an additional absence shall constitute an automatic resignation as an Officer or Director, as applicable.
- b. Absence of an Officer or Director from 50% of the total meetings during each twelve (12) month period following election or appointment shall constitute an automatic resignation.
- c. A resignation resulting from absenteeism from more than two consecutive meetings or 50% absenteeism during each twelve (12) month period from meetings may be appealed to the Board of Directors in accordance with its policies and procedures. The process for appealing such resignation will be consistent with Article II, Section 4, e.- h.

## Section 12. Functions of Officers

- a. Officers shall assume duties usually performed by such Officers and as defined by these Bylaws and by the Board of Directors.
- b. The President shall:
  - i. Preside over the meetings of the Board of Directors and Executive Committee.
  - ii. Serve as the official representative and spokesperson of the association.
  - iii. Implement association policies and positions as promulgated and directed by the Board.
  - iv. Supervise all administrative matters, business, and affairs of the Board, including signing all contracts and legal documents to be executed on behalf of the Board.
  - v. Chair the annual assembly and
  - vi. Serve as an ex-officio member of all taskforces, ad hoc committees, and committees, except the Nominations Committee.
  - vii. The President shall also serve as one of the elected ANA-Michigan representatives to the ANA Membership Assembly, provided that the ballot reflects that when the President Elect is elected, that upon assuming the position of President, that the President serves the ANA Membership by virtue of having assumed the presidency.
  - viii. Serve as a representative to the ANA Leadership Council or, if unable to attend, designate the President Elect.
- c. The President Elect shall:
  - i. Assume the duties of the ANA-Michigan President in his/her absence.
  - ii. Serve as a member of the Board of Directors and the Executive Committee.
  - iii. Assist the President in the performance of his/her duties whenever requested to do so.
  - iv. Serve as Chair of the education committee.
  - v. Attend meetings and represent the association to constituent members and with other associations or organizations as requested by the ANA-Michigan President.
- d. The Secretary shall be accountable for record keeping and reporting of meetings of ANA-Michigan.
- e. The Treasurer shall be accountable for the fiscal affairs of ANA-Michigan and shall provide reports and interpretation of ANA-Michigan financial condition, as may be requested, to the Board of Directors, the Assembly and the membership.

## Section 13. Executive Committee

- a. There will be an Executive Committee composed of the Officers (President, President Elect, Secretary and Treasurer) of the Board of Directors, which shall have power of the Board of Directors to transact urgent business between meetings and shall report for ratification all transactions at the next Board of Directors meeting.
- b. Meetings of the Executive Committee may be held by means of telephone conference or similar communication, provided that all persons participating in the meeting can hear and speak to each other. Participation in a meeting in this manner shall constitute presence at the meeting.

## Section 14. Executive Director

- a. The Board of Directors shall delegate to the Executive Director the responsibility to manage the day-to-day business of ANA-Michigan according to policies established by the Assembly and the Board of Directors.
- b. The Executive Director shall be accountable to the Board of Directors and report to the President on a regular basis.
- c. The Executive Director shall employ, direct, promote and terminate staff of ANA-Michigan in consultation with the Board of Directors.

## Article VI—Committees

### Section 1. Committees Definition

Committees will coordinate related activities and effort throughout ANA-Michigan and shall assume such duties as are specified in these Bylaws, and such other duties as may be assigned by the Board of Directors. Committees are accountable to the membership through the Assembly and the Board of Directors.

### Section 2. Standing Committees shall be:

- a. Nursing and Health Policy
- b. Legislative
- c. Nursing Practice
- d. Bylaws
- e. Nominations
- f. Finance
- g. Education

### Section 3. Composition of Standing Committees

- a. The Nursing and Health Policy Committee shall consist of nine (9) members appointed by the Board of Directors to serve two-year terms of office with majority members dual ANA-Michigan/ANA members. Appointment to this committee shall be as follows:
  - i. Five members shall be appointed in even numbered years.
  - ii. Four members shall be appointed in odd numbered years.
- b. The Legislative Committee shall consist of nine (9) members appointed by the Board of Directors to serve two-year terms of office with majority members dual ANA-Michigan/ANA members. Appointment to this committee shall be as follows:
  - i. Five members shall be appointed in even numbered years.
  - ii. Four members shall be appointed in odd numbered years.
- c. The Nursing Practice Committee shall consist of nine (9) members appointed by the Board of Directors to serve two-year terms of office with majority members dual ANA-Michigan/ANA members. Appointment to this committee shall be as follows:
  - i. Five members shall be appointed in even numbered years.
  - ii. Four members shall be appointed in odd numbered years.
- d. The Bylaws Committee shall consist of five (5) members appointed by the Board of Directors to serve two-year terms of office with all appointees being dual ANA/ANA-Michigan members. Appointment to this committee shall be as follows:
  - i. Three members shall be appointed in even numbered years.
  - ii. Two members shall be appointed in odd numbered years.

- e. The Nominations Committee shall consist of five (5) members to serve two-year terms of office. Committee members must hold dual membership in both ANA-Michigan and ANA.
  - i. Two members elected in even numbered years.
  - ii. Two members elected in odd numbered years.
  - iii. The fifth member will be the Immediate Past President who will preside over the committee as Chair.
- f. The Finance Committee shall consist of five (5) members appointed by the Board of Directors to serve two-year terms of office.
  - i. Three members appointed in even numbered years.
  - ii. Two members appointed in odd numbered years.
- g. The Education Committee shall consist of six (6) members appointed by the Board of Directors to serve two-year terms of office.
  - i. Three members appointed in the odd numbered years.
  - ii. Two members appointed in the even numbered years.
  - iii. The sixth member will be the President-Elect who will preside over this committee as Chair.
- h. All terms of committee membership shall begin upon election/appointment at the respective annual meeting of the Assembly
- i. Each member of a committee shall be limited to two consecutive terms except where there are no candidates, in which case a member may be appointed to serve more than two consecutive terms.
- j. The members of each committee shall elect a chairperson, (except for the Nominations and Education Committee), vice chairperson and secretary at the first meeting following the annual meeting of the Assembly.

#### Section 4. Non-Standing Committees and Task Forces

The Board of Directors may appoint from time to time non-standing committees and task forces to address business matters of ANA-Michigan. The composition, length of service, and function of such non-standing committees and task forces shall be determined by the Board of Directors. The non-standing committees and task forces are accountable to the membership through the Assembly and the Board of Directors. A majority of the members of any non-standing committee or task force present shall constitute a quorum. Meetings of a non-standing committee or task force may be held by means of conference telephone or similar communication equipment, provided that all persons participating in the meeting can hear and speak to each other. Participation in a meeting in this manner shall constitute presence at the meeting.

#### Section 5. Functions

- a. The Nursing and Health Policy Committee shall:
  - i. Develop nursing and health policy initiatives related to ANA-Michigan's Policy Platform.
  - ii. Monitor, analyze and address nursing, healthcare regulatory and public health policy issues in collaboration with other nursing, regulatory and public health organizations.
  - iii. Recommend and refer policy issues requiring legislative action or initiative to the Legislative Committee.
  - iv. Assume other responsibilities for health policy as provided for in these bylaws and in policies and procedures as established by the Board of Directors.



- b. The Legislative Committee shall:
  - i. Identify and develop responses to legislation and initiatives related to ANA-Michigan's Legislative Agenda and priorities.
  - ii. Identify and recommend legislative priorities, positions and/or actions to the Board of Directors.
  - iii. Educate and inform legislators regarding ANA-Michigan positions and proposed legislation. Identify potential legislative sponsors for introduction of desired legislation.
  - iv. Assume other responsibilities for legislation as provided for in these bylaws and in policies and procedures as established by the Board of Directors.
  
- c. The Nursing Practice Committee shall:
  - i. Identify and address nursing practice issues in Michigan. Collaborate with related nursing organizations with specific clinical expertise in developing initiatives.
  - ii. Bring focus to the health and safety of nurses in all practice settings.
  - iii. Develop programs that broadly address the personal health and well-being of nurses.
  - iv. Collaborate with the Nursing and Health Policy Committee in addressing regulatory issues affecting nursing practice.
  - v. Address ethical issues in practice.
  - vi. Assume other responsibilities for nursing practice as provided for in these bylaws and in policies and procedures as established by the Board of Directors.
  
- d. The Bylaws Committee shall:
  - i. Review and interpret the bylaws of ANA-Michigan and recommend corrections or amendments as appropriate.
  - ii. Draft the proposed text of all amendments to the ANA-Michigan bylaws, report its recommendations to the Board of Directors, and submit them to the Membership Assembly in accordance with the provisions of Article IX.
  
- e. The Nominations Committee shall:
  - i. Request names of members as nominees for statewide elective offices.
  - ii. Verify that candidates for representation to the ANA Membership are ANA-Michigan/ANA members.
  - iii. Prepare a slate of at least two candidates for each elective office and publish such slate on the ANA-Michigan website at least 30 days prior to the election. This slate shall be representative, insofar as possible, of the various geographical areas of the state and the diversity within the membership.
  - iv. Prepare a separate slate of candidates for ANA Membership Assembly and Nominations Committee to assure that ANA-Michigan Only members do not vote for the ANA Membership Assembly candidates and the Nominating Committee membership.
  - v. Implement the policies and procedures for nominations and elections as established by the Board of Directors.
  - vi. Assume other responsibilities for nominations as provided for in these bylaws and in policies and procedures as established by the Board of Directors.
  - vii. Oversee nominations for ANA-Michigan awards.
  
- f. The Finance Committee shall:
  - i. Prepare the budget and summary of expenses and income for ANA-Michigan on a regular basis, and as requested by the Board of Directors.
  - ii. Oversee the financial status of ANA-Michigan and advise the Board of Directors of any issues that may be brought to or come to the attention of the Finance Committee.

- iii. Assume other responsibilities for finances as provided for in these bylaws and in policies and procedures as established by the Board of Directors.
- g. The Education Committee shall:
- i. Seek input from Members on educational topics and speakers to plan educational offerings.
  - ii. Plan the annual educational conference.
  - iii. Develop an annual Membership Assembly and conference budget to be submitted to the Board of Directors for prior approval for the following year's Assembly program and conference.
  - iv. Assume other responsibilities for conference as provided for in these bylaws and in policies and procedures as established by the Board of Directors.

## Section 6. Meetings and Quorum

- a. A majority of the members of any committee present shall constitute a quorum.
- b. Meetings of the Committees may be held by means of conference telephone or similar communication equipment, provided that all persons participating in the meeting can hear and speak to each other. Participation in a meeting in this manner shall constitute presence at the meeting.

## Section 7. Absences

- a. Once absenteeism from two consecutive meetings during each twelve (12) month period has been reached, notification in writing shall be sent to the absent Committee member, stating that an additional absence shall constitute an automatic resignation as an Committee member, as applicable.
- b. Absence of a Committee member from 50% of the total meetings during each twelve (12) month period following election or appointment shall constitute an automatic resignation.
- c. A resignation resulting from absenteeism from more than two consecutive meetings or 50% absenteeism during each twelve (12) month period from meetings may be appealed to the Board of Directors in accordance with its policies and procedures. The process for appealing such resignation will be consistent with Article II, Section 4, e.- h.

## Article VII—Nominations and Elections

### Section 1. Nominations

- a. Candidates for office shall meet established qualifications and shall consent to serve if elected.
- b. Candidates for the office of President, President Elect, Secretary, Treasurer and Directors must be members of ANA-Michigan/ANA.
- c. Members who meet the established qualifications for an elected office may notify the Nominations Committee, in writing per board policy, of their consent to serve.

## Section 2. Elections

- a. Elections shall be held annually and shall be by secret ballot according to ANA-Michigan policies and procedures. Members will vote by electronic ballot.
- b. Slate of Candidates to be made available to the membership thirty (30) calendar days prior to the ballot being sent.
- c. Ballot to be sent out thirty (30) calendar days prior to the ANA-Michigan Annual Assembly.
- d. A plurality vote shall constitute an election. In case of a tie, the choice shall be by lot.
- e. Election results are presented at ANA-Michigan Annual Assembly by the nominating committee.
- f. Terms of office shall begin at the close of the ANA-Michigan Annual Assembly.
- g. All ballots and other records of the election shall be preserved.

## Article VIII—Disbursement of Funds

### Section 1. Disbursement of Funds

The Executive Director shall have authority to disburse funds, as approved by the Board of Directors, up to an amount of \$500.00. For any disbursements, greater than \$500.00, two signatures (Executive Director and either the President or Treasurer) shall be required for disbursements.

## Article IX—Bylaws Amendment

### Section 1. Bylaws Amendment

- a. All proposed amendments shall be referred to the Bylaws Committee for study and be submitted to the Secretary of ANA-Michigan at least 60 days before the date of Annual Assembly or the Board of Directors meeting and shall be appended to the call for the meeting. The Bylaws may be amended at any Assembly meeting by two-thirds (2/3) vote of the Members present and voting. Technical changes may be amended by three-fourths (3/4) vote of the current members of the Board of Directors.
- b. These Bylaws may be amended, without previous notice at any Assembly meeting, by a ninety-nine percent of the voting body present and voting, provided such amendment serves to amend or clarify a bylaw provision previously proposed and submitted, as set forth in subparagraph a. above.

## **Article X—Dissolution**

### **Section 1. Dissolution of ANA-Michigan**

Upon the termination, dissolution or winding up of ANA-Michigan, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of ANA-Michigan, distribute all assets of the association to an organization or organizations as are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c) (6) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of as designated by the Board of Directors or as directed by the Ingham County Circuit Court, exclusively for such purposes.

## **Article XI—Parliamentary Authority**

### **Section 1. Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this association in cases in which they are applicable and to the extent to which they are not inconsistent with these bylaws, the Articles of Incorporation, or any policies or rules of order the association may adopt.

## **Article XII—Representation at the ANA Membership Assembly and Leadership Council**

### **Section 1. Representation at ANA Membership Assembly**

- a. ANA-Michigan is entitled to representation at regular and special meetings of the ANA Annual Membership Assembly in accordance with ANA Bylaws and policy.
- b. Representatives shall be elected by ANA-Michigan/ANA members electronic ballot to serve a two-year term or until a successor is elected.
  - i. The President will serve for their term of office, as one of the representatives granted to the state.
  - ii. The President Elect will serve for their term of office, as one of the representatives granted to the state.
  - iii. The third or any other additional ANA representative will be a ANA-Michigan/ANA member and will be elected in odd number years, by ANA-Michigan/ANA members only. ANA-Michigan Only members cannot participate in the election of the ANA Membership Annual Assembly representatives.
  - iv. An alternate representative list will consist of candidates elected and will be listed in descending order of votes received. Should any ANA representative not be able to attend the ANA Membership Assembly the Secretary will contact the alternate representatives in descending vote order to assure adequate representation.

## Section 2. Representatives to the ANA Leadership Council

- a. ANA-Michigan is entitled to two representatives who shall be the President and Executive Director or their designees, who must be a State/National member.
- b. ANA-Michigan shall be allowed one vote to be cast by the President or the President's designee.

## Article XIII—Relationship to ANA Membership Responsibilities

### Section 1. Relationship to ANA Membership Responsibilities

ANA-Michigan is a constituent member of the American Nurses Association.

- a. ANA-Michigan shall pay dues to ANA in accordance with policies adopted by the ANA Membership Assembly.
- b. ANA-Michigan is responsible to ANA for the payment of dues in accordance with the ANA Membership Assembly Dues Policy until such time that 2/3 of the entire ANA-Michigan/ANA membership only votes to disaffiliate from ANA. The ANA-Michigan/ANA membership for these purposes is defined as members of both the state organization and national ANA.