

MISSISSIPPI NURSES ASSOCIATION

BYLAWS

**31 Woodgreen Place, Madison MS 39110
October, 2020**

As approved by HOD on Wednesday, October 14, 2020

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ARTICLE I: NAME, PURPOSES AND FUNCTIONS

Section 1: NAME

- A. The name of this association shall be the Mississippi Nurses' Association, hereinafter referred to as MNA.
- B. MNA shall be a constituent member as a state association of the American Nurses Association, hereinafter referred to as ANA, in accordance with ANA Bylaws.
- C. MNA shall remain affiliated with the ANA until such time as two-thirds of the entire MNA membership votes to disaffiliate from the ANA. "MNA membership," for these purposes, is defined as individual members of the MNA who have ANA rights and privileges of membership as a result of their MNA 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 2: PURPOSES

- A. The purposes of MNA shall be to:
 1. work for improvement of health standards, and the availability of health care services for all people;
 2. foster high standards of nursing;
 3. stimulate and promote the professional development of nurses; and
 4. promote and protect the professional environment of nurses.
- B. These purposes shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 3: FUNCTIONS

The functions of MNA shall be to:

- A. Promote, through appropriate means, standards of nursing practice, nursing education, and nursing services as defined by ANA.
- B. Ensure adherence to the Code of Ethical Conduct for practitioners established by ANA.
- C. Promote legislation and speak for nurses in regard to legislative action.
- D. Survey periodically the nurse resources of the state.
- E. Support study, evaluation, and research in nursing.
- F. Promote and protect the professional environment of nurses.
- G. Interpret and promote professional counseling service to individuals and groups of nurses, and to their employers.
- H. Provide leadership in nursing in the State.
- I. Provide for representation in ANA Membership Assembly.
- J. Promote relationships with the Mississippi Association of Student Nurses, hereinafter referred to as MASN.
- K. Recruit active students for nursing.
- L. Represent nurses and serve as their state spokesman with allied professional, community, governmental groups and with the public.
- M. Maintain communication with members through official publications.
- N. Provide for the continuing professional development of practitioners of nursing.

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- O. Provide services to constituent associations, including District Nurses' Associations, hereinafter referred to as DNAs, and Organizational Affiliates, hereinafter referred to as OAs.
- P. Assume an active role as consumer advocate.

ARTICLE II: MEMBERSHIP

Section 1: COMPOSITION

MNA shall be composed of registered nurses (RNs) in five categories of membership:

- A. MNA/ANA/DNA members who hold memberships in MNA, ANA, and a DNA.
- B. MNA/ANA members who reside in areas where there is no DNA.
- C. MNA/DNA members who request membership limited to MNA and a DNA.
- D. MNA only members who request membership limited to MNA and reside in areas where there is no DNA.
- E. OA members who are RN members only of an Organizational Affiliate.
- F. RNs working or living in Mississippi may join at the state level only, at any time and for such periods of time that in-state only membership is sanctioned by a written agreement with the ANA.

Section 2: QUALIFICATIONS

- A. A member is one:
 - 1. who has been granted a license to practice as a registered nurse in at least one state, territory, possession or District of Columbia of the U.S., and who does not have a license under suspension or revocation in any state, or is otherwise entitled by law to practice; and,
 - 2. whose application for membership in MNA has been accepted in accordance with association policy;
 - 3. whose dues are not delinquent;
 - 4. whose membership is not under revocation for violation of *Code of Ethics for Nurses*, or any provision of ANA or MNA Bylaws.
- B. Renewal of membership shall be contingent upon having been granted RN licensure.
- C. Membership shall be unrestricted in accordance with ANA bylaws.
- D. MNA may, in accordance with its policies and procedures, include in its membership a nurse who has retired and/or no longer chooses to practice, but whose license was in good standing with his/her licensing board at the time the nurse made the decision not to maintain an active license.

Section 3: MEMBERSHIP RIGHTS AND RESPONSIBILITIES

- A. MNA/ANA/DNA and MNA/ANA members shall have membership privileges as follows:
 - 1. Participating in the election of MNA and ANA delegates;
 - 2. Voting for members of MNA structural units with which they affiliate in accordance with Board procedures and policies;
 - 3. Serving as MNA or ANA delegate or in any MNA or ANA elected or appointed position if so qualified and selected;

4. Attending conventions and other unrestricted activities of MNA and ANA;
 5. Receiving regular MNA and ANA publications;
 6. Having representation through ANA in the International Council of Nurses.
- B. MNA/DNA and MNA only members shall have membership privileges as herein listed in Section 3A except voting for and serving as ANA or MNA delegates, or having any ANA privileges.
- C. OA members shall have membership privileges as sited in these Bylaws, Article IX, Section 3.
- D. MNA shall, as appropriate for the membership category:
1. Apprise its members of their right to:
 - a. receive a membership card and official publications;
 - b. be a candidate for ANA elective and appointive positions in accordance with ANA bylaws;
 - c. participate in the election of MNA delegates to the ANA Membership Assembly in accordance with ANA bylaws ;
 - d. attend the ANA Membership Assembly, convention, and other unrestricted ANA activities;
 - e. attend the Congress of the International Council of Nurses;
 - f. run for, be elected to, and serve as a voting member in the MNA House of Delegates;
 - g. receive a secret ballot to vote for ANA and MNA delegates via mail or secure electronic communications;
 - h. submit proposals for consideration by MNA;
 - i. submit the names of nominees for MNA elective and appointed positions in accordance with provisions in these bylaws;
 - j. a hearing using due process before any disciplinary action is taken;
 - k. Other rights as provided under common parliamentary and statutory laws.
 2. Require that all members abide by the *Code of Ethics for Nurses*.

Section 4: DISCIPLINARY ACTIONS

- A. All MNA members shall be subject to censure or expulsion by the association for violation of the *Code of Ethics for Nurses* as established by ANA and endorsed by MNA or for violation of MNA or ANA bylaws. No such action shall be taken against a member until such member shall have been served with written specific charges, given a reasonable time to prepare a defense and offered an opportunity for a full MNA fair hearing. The member may appeal any disciplinary action of MNA in accordance with procedures adopted by the MNA Board of Directors. Expulsion from a DNA shall result in expulsion from MNA upon certification thereof by the DNA to MNA. The member may, within 90 days after notification of the DNA action, request the MNA Board to review any question of law or procedure involved therein.
- B. Expulsion of MNA members from a constituent association (DNA or OA) shall result in expulsion from MNA upon certification thereof by the constituent to MNA. The member may, within 90 days after notification of the constituent action, request the MNA Board to review any question of law or procedure involved therein. MNA members expelled under

provisions of this section by a constituent association, who are subsequently reinstated by the constituent, shall be automatically reinstated by MNA.

- C. MNA/ANA and MNA only members shall be subject to censure or expulsion by a two-thirds vote of the MNA Board of Directors for violation of the *Code of Ethics for Nurses* as established by ANA, or for violation of these bylaws. No such action shall be taken against a direct member until such member shall have been served with written specific charges, given a reasonable time to prepare any defense, and given a full and fair hearing. MNA/ANA and MNA only members expelled under provisions of this section shall be eligible for reinstatement upon application approved by a two-thirds vote of the Board.
- D. Membership shall provide for the recognition of disciplinary action taken against any member.
- E. Disciplinary action taken by another constituent MNA or ANA member against one of its individual members shall be given full recognition and enforcement provided that such action was taken in accordance with the disciplining constituent member's bylaws and disciplinary procedures.

Article III: DUES

Section 1: DUES

- A. The House of Delegates shall establish the amount of dues for MNA members. The Board of Directors shall establish the amount of dues for constituent association members. Membership rights shall be forfeited upon failure to pay dues as required.
- B. MNA and DNA dues will be paid to MNA, and MNA will send each DNA the dues for the district membership.
- C. MNA is obligated to pay dues to ANA in accordance with the policies adopted by the ANA Membership Assembly. The ANA assessment fee will be based on the accepted contractual agreement with MNA. The Board shall have the authority to reassess and adjust MNA annual member dues owed by MNA/ANA members to MNA, as needed, due to fluctuations in ANA assessment fees and/or dues structures.
- D. Members who qualify for one of the following categories may elect to pay 50% of the annual dues for MNA and DNA:
 1. nurses who are not employed;
 2. registered nurse students in full-time study;
 3. graduates of basic nursing programs for a first year membership if initiated within 6 months following graduation;
 4. nurses 62 years of age or older, who are not earning more than the Social Security system allows without loss of Social Security payments.
- E. Members 62 years of age, or older, who are not employed may elect to pay 25% of the annual dues for MNA, ANA, DNA.
- F. The Board of Directors may adjust dues within dues categories as necessary to maintain fiscal stability of MNA, except as specified in Article III.

Section 2: CHANGE OF DUES CATEGORY

No money shall be refunded, nor additional money collected, when a change in dues category is made within a membership year.

Section 3: TRANSFER

- A. A member who has completed full payment of dues in one SNA may transfer to MNA without payment of additional dues for the remainder of the payment year. MNA is not required to refund to anyone transferring the individual member dues already paid.
- B. If a DNA elects to charge additional fees for services to transferred members, its policies shall not interfere with the rights of the members as defined in these bylaws.

Section 4: REFUND OF DUES

Cancellation of membership shall be in writing to MNA. Upon cancellation of membership, dues will not be refunded.

Article IV: House of Delegates

Section 1: DEFINITION

The House of Delegates shall be the governing and official voting body of MNA.

Section 2: COMPOSITION

- A. The House of Delegates shall be composed of the following:
 1. Members of the MNA Board of Directors whose voting rights are qualified as provided herein.
 2. Presidents of DNAs.
 3. Elected delegates of DNAs.
 4. Elected delegates of OAs
- B. DNA Delegates to MNA
 1. Apportionment:
 - a. The number of delegates to which any DNA shall be entitled at any annual or special meeting shall be based on the number of members 90 days preceding the annual or special meeting as evidenced by dues paid to this association.
 - b. Each DNA in good standing shall be entitled to one delegate for every twenty members in addition to the district president.
 - c. DNAs with fewer than twenty members shall be entitled to one delegate in addition to the district president.
 2. Qualifications: To be eligible to serve as a delegate, a member shall be required to hold membership in ANA, MNA, and a DNA.
 3. Term of office: Each DNA delegate and alternate shall be elected for a one year term, or until a successor is elected.
 4. Vacancies shall be filled with alternates selected by the DNA in accordance with MNA policies and procedures and in the following sequence:
 - a. election by secret ballot;
 - b. appointment by DNA board, DNA executive committee, or DNA officers.
 5. Voting: All duly elected DNA delegates shall have the right to vote in House of Delegates. The members of the Board of Directors, who are not duly elected delegates, shall not vote for officers or directors of the association, but they shall have the right to vote on all other matters before the House of Delegates.
- C. OA Delegates to MNA

Each Organizational Affiliate shall be entitled to one RN delegate at any annual or special meeting of the House of Delegates. The OA shall specify qualifications, terms of office, and vacancies for this RN delegate.

Section 3: AUTHORITY AND RESPONSIBILITY

The House of Delegates shall:

- A. Take positions, determine policy and set direction on substantive issues of a broad nature necessitating the authority and backing of the official voting body of MNA;
- B. Elect members of the Board, and Committee on Nominations;
- C. Adopt and maintain bylaws.

Section 4: MEETINGS

- A. The House of Delegates shall meet at least annually at the time of MNA convention.
- B. Special meetings of the House of Delegates may be called by the Board, and shall be called by the president upon written request of a majority of the DNAs.
- C. The time, place, and registration fee for the meetings shall be determined by the Board of Directors.
- D. Notice of a meeting of the House of Delegates shall be mailed to each constituent association at least 60 days prior to the opening day of the annual meeting, and 10 days prior to the opening day of a special meeting.
- E. Notice of an annual convention and meeting of the House of Delegates shall be announced at least 30 days prior to the opening day to the membership by publication in the official publication of this association.

Section 5: QUORUM

A quorum for the transaction of business by the House of Delegates shall consist of five members of the Board of Directors, one of whom shall be the president or a vice president, and representatives from a majority (51%) of the constituent associations. These delegates shall represent at least a majority of the total delegate population of the House of Delegates.

Section 6: CERTIFICATION OF DELEGATES

The secretary of each constituent association shall send a list of all duly elected delegates from that association to the secretary of MNA at least 30 days prior to the opening day of the annual meeting, and at least 2 days prior to the opening any of a special meeting.

ARTICLE V: BOARD OF DIRECTORS

Section 1: DEFINITION

The Board of Directors, a corporate body composed of elected members, serves as the agent for the House of Delegates.

Section 2: COMPOSITION

There shall be a Board which shall consist of officers, directors, each of whom shall hold membership in MNA, ANA, and a DNA.

- A. There shall be four officers: president, vice president, secretary and treasurer.
- B. There shall be six directors who shall be elected as chairpersons of their respective councils.

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Section 3: ACCOUNTABILITY

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

Section 4: AUTHORITY AND RESPONSIBILITIES

The Board of Directors shall:

- A. Exercise the corporate responsibilities and financial duties of the association consistent with applicable provisions of law;
- B. Provide for implementation of action and directive of the MNA House of Delegates within prescribed statutory responsibilities;
- C. Establish policies and provide for the transaction of business and association activities in the interim between meetings of the House of Delegates;
- D. Provide for the adoption of financial policies, adoption of the budget for the association which incorporates program plans of the structural units, surveillance of MNA funds, the annual auditing of all books by a certified public accountant, and reporting to the membership and the House of Delegates;
- E. Provide for the operation and maintenance of a state headquarters, in collaboration with the Mississippi Nurses Foundation;
- F. Appoint, define the responsibilities and accountability of, and dismiss, as necessary, the executive director, and delegate authority necessary for the administration of MNA policies and programs and activities;
- G. Establish such fees as may be required for specified activities and dues for membership affiliation within MNA as provided for in these bylaws;
- H. Control the use of the official insignia, and the procurement and sale of replicas thereof;
- I. Define qualifications for appointive office and make appointments to MNA and ANA positions, except as specified in their respective bylaws;
- J. Utilize persons with expertise in specific areas of concern;
- K. Make or confirm appointments, fill vacancies as necessary, and as provided for in these bylaws and submit to the Governor or other appropriate officials, a list of names for appointment to the Mississippi Board of Nursing, Mississippi State Board of Health and other appropriate boards, councils or agencies when vacancies exist;
- L. Present MNA as sole owner, and appoint the editor of The Mississippi RN;
- M. Constitute the membership of foundations of MNA and function in that capacity as specified in the bylaws of those foundations;
- N. Provide for MNA liaison and representation at meetings of voluntary or governmental agencies upon request or as deemed appropriate;
- O. Grant exception to the provisions of these bylaws for:
 1. Plans which affect the membership year, or the collection and payment of dues to MNA and assessments by ANA. The Board shall approve such plans prior to their implementation;
 2. Membership projects designed to test new, or different structural arrangements, or relationships in the association. The Board shall approve such projects prior to their implementation.

- P. Have the authority delegated to it by the House of Delegates, including the duty and power of acting for the membership in the intervals between meetings of the House of Delegates, and other duties and powers as defined in these bylaws;
- Q. Appoint an MNA member as a consultant to MASN.

Section 5: TERMS OF OFFICE

- A. Officers and directors shall be elected as hereinafter provided for in these bylaws to serve for 2 years, or until their successors are elected.
- B. Officers or directors shall serve no more than two consecutive terms in the same office nor more than eight consecutive years on the Board. An officer, or director, who has served more than half a term shall be considered to have served a full term.
- C. No officer or director of the Board shall serve concurrently as an officer or director of the board of another state or national organization if such anticipation might result in conflict of interest to MNA or ANA or the individual, as determined by the Board.

Section 6: VACANCIES

- A. In the event of a vacancy occurring in the office of president, the vice president shall become president.
- B. In the event of a vacancy in the office of another office or of a director, the Board of Directors shall fill the vacancy by appointment until the next annual meeting of the House of Delegates when such vacancy shall be filled by election for the unexpired term.

Section 7: MEETINGS

- A. Meetings shall be held at least bimonthly at such time and place as shall be determined by the Board. Special meetings may be called by the president and shall be called upon the written request of no fewer than six DNAs or four members of the Board.
- B. Business which requires immediate action by the Board may be conducted by mail, telephone, or electronic communications. Such action shall be subject to ratification at the next regular meeting of the Board.
- C. Absence from more than three Board meetings per year without good cause will constitute a resignation, and the vacancy will be filled by the Board.

Section 8: QUORUM

- A majority of the Board, including the president or vice president, shall constitute a quorum at any meeting of the Board.

Section 9: DUTIES OF OFFICERS

- A. Officers shall assume duties usually performed by such officers and as defined by these bylaws or by the Board.
- B. The President shall serve as:
 1. Chairperson of the House of Delegates;
 2. Representative of this association to the ANA Membership Assembly;
 3. An ex-officio member of all councils and committees except the Committee on Nominations.
- C. The Vice President shall:

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1. Assume all duties of the president in the president's absence;
 2. Chair the Committee on Membership.
- D. The Secretary shall be accountable for record keeping and reporting of meetings of MNA and shall serve as the liaison to the Mississippi Nurses Foundation.
- E. The Treasurer shall be accountable for the fiscal affairs of MNA and shall provide reports and interpretation of MNA's financial condition, as may be required, to the House of Delegates, the Board, the membership, the Constituent Advisory Council, and shall chair the Committee on Finance.
- F. The Directors shall represent their respective councils on the Board.

ARTICLE VI: EXECUTIVE DIRECTOR

Section 1: DEFINITION

The Executive Office serves as an agent for MNA through the Board of Directors and the House of Delegates, to assist the association to fulfill its functions and meet the needs of its members. The Executive Director is the Chief Executive Officer of MNA.

Section 2: AUTHORITY AND RESPONSIBILITIES

- A. The Board of Directors shall delegate to the Executive Director the authority to manage the association according to policies established by the House of Delegates and the Board of Directors.
- B. The Executive Director shall:
1. Provide liaison and staff support to the House of Delegates, Board of Directors, councils, and committees to enable them to perform their functions;
 2. Provide for effective management of the activities of the Executive Office;
 3. Employ, direct, promote, and terminate staff of the association;
 4. Represent the association and serve as spokesperson on matters of established policy and position.
- C. The Executive Director may employ nursing staff who shall be members of MNA.

Section 3: ACCOUNTABILITY

The Executive Office and the Executive Director shall be accountable to the Board of Directors.

ARTICLE VII: STANDING COMMITTEES OF THE BOARD

Section 1: COMMITTEE ON FINANCE

- A. Responsibilities
1. Advise the Board on financial policies of the association.
 2. Prepare the budget for the association.
 3. Advise as to the expenditure of funds.
- B. Composition
1. The Treasurer shall chair the Committee.

2. Four persons shall be appointed by the Board for a 2-year term, or until their successors are appointed.

Section 2: COMMITTEE ON MEMBERSHIP

A. Responsibilities

1. Advise the Board on membership status of the association.
2. Assist districts in planning and implementing activities for increasing membership.

B. Composition

1. The Vice President shall chair the Committee.
2. Membership shall consist of members of various geographic locations in the state.
3. Members shall be appointed by the Board and shall serve for 2 years, or until their successors are appointed.

Section 3: MEETINGS AND QUORUM

- A. Meetings shall be held at least quarterly.
- B. Absence from two consecutive meetings without good cause will constitute a resignation.
- C. The chairperson and a majority of its members shall constitute a quorum.

Section 4: ACCOUNTABILITY AND REPORTING

- A. The Committee shall be accountable to the Board of Directors and report to the House of Delegates.
- B. The Committee shall act in accordance with MNA bylaws and general policies.

ARTICLE VIII: COUNCILS

Section 1: DEFINITION

- A. A Council is an organized deliberative body to which the Board of Directors assigns specific responsibilities related to fulfilling the functions of MNA.
- B. The councils of MNA shall assume such duties as are hereinafter specified in these bylaws, and other duties as may be assigned.
- C. There shall be six councils:
 1. Council on Nursing Practice
 2. Council on Nursing Research
 3. Council on Nursing Education
 4. Council on Health Affairs
 5. Council on Organizational Affairs
 6. Council on Advanced Practice Nursing

Section 2: COMPOSITION

- A. A Council shall consist of the Director and the chairpersons of its committees.
- B. The Director shall be elected as hereinafter provided in ARTICLE XII, Section 2, B, to serve as:
 1. Chairperson of the Council;

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2. Representative of the Council on the Board of Directors;
3. ex-officio member of all committees within the Council.

Section 3: RESPONSIBILITIES

Each Council shall:

- A. Evaluate social, economic, scientific, and educational changes to determine their implications for the Council;
- B. Plan a program of activities which shall implement the specific functions submit to the Board for approval;
- C. Execute and evaluate approved programs of Council activities;
- D. Establish policies and procedures for the conduct of its business in accordance with these bylaws;
- E. Prepare a budget, based on its plans to submit to the Board for approval;
- F. Utilize persons with expertise in specified areas of concern;
- G. Establish working relationships with MNA structural units and other organizations as necessary and appropriate;
- H. Advise and assist constituent associations and membership as necessary and appropriate to its purposes.

Section 4: MEETINGS AND QUORUM

- A. Council meetings shall be held at least twice annually at such time and place as shall be determined by the Council.
- B. Absence from two Council meetings without good cause will constitute a resignation.
- C. The Director of the Council and a majority of its members shall constitute a quorum at any meeting of the Council.

Section 5: COMMITTEES

- A. There shall be standing and/or ad hoc committees within each Council which shall assume such duties as are specified in these bylaws and such other duties as may be assigned by their respective councils.
- B. The size of each committee will be established by the Board of Directors depending on the needs of the committee.
- C. The committees, unless herein otherwise specified, shall be appointed by the Board to serve for 2 years or until their successors are appointed.
- D. Committees shall meet at least annually at such time and place as shall be determined by the chairperson.
- E. Absence from two committee meetings without good cause will constitute a resignation.
- F. The chairperson of the committee and a majority of its members shall constitute a quorum of any meeting of a committee.
- G. The committees shall report and be accountable to their respective councils and shall act in accordance with the bylaws and policies of MNA.

Section 6: ACCOUNTABILITY AND REPORTING

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- A. Each Council shall be accountable to the Board of Directors and report to the House of Delegates.
- B. Each Council shall act in accordance with the bylaws and general policies of MNA.

Section 7: COUNCIL ON NURSING PRACTICE

- A. The Council on Nursing Practice shall be concerned with advancing the practice of nursing which relate to:
 - 1. Scope of standards of nursing practice;
 - 2. Ethical and legal aspects of nursing practice;
 - 3. Practice of individual nurses;
 - 4. Trends for improvement of health care with nursing practice implications.
- B. The Director of the Council, with approval of the Board of Directors, shall:
 - 1. Identify emerging practice issues;
 - 2. Establish an ad hoc task force to address specific practice issues and report its findings to the Board of Directors;
 - 3. Nominate qualified members with experience in the area of practice at issue to the ad hoc task force for appointment by the Board of Directors;
 - 4. Identify emerging ethical and/or human rights issues and those related to proposed legislation;
 - 5. Establish an ad hoc task force to address a specific ethical and/or human rights issue and report its findings to the Board of Directors, and, if appropriate, to the Health Affairs Committee;
 - 6. Nominate qualified members with expertise in ethical and human rights issues to the task force for appointment by the Board of Directors;
 - 7. Provide for the establishment and dissolution of Special Interests Groups (SIGs) upon written request to the Director and confirmation by the Board.

Section 8: COUNCIL ON NURSING RESEARCH

- A. The Council on Nursing Research shall be concerned with advancing the profession of nursing through activities which relate to:
 - 1. Improvement of health care;
 - 2. Social, scientific and education issues in health needs;
 - 3. Promotion of established standards and methods of research;
 - 4. Development of nursing theory through the research process;
 - 5. Dissemination of research findings to health care professionals and consumers.
- B. The council shall be composed of the Director and ad hoc committees relative to current professional issues.

Section 9: COUNCIL ON NURSING EDUCATION

- A. The Council on Nursing Education shall be concerned with advancing the profession of nursing through activities which relate to:
 - 1. Responsibility for nursing education;
 - 2. Social, scientific, and educational changes in health needs and practices;
 - 3. Federal and state legislation and government policy in the field of education.

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- B. The standing committee shall be the Continuing Education Committee. Membership shall consist of members in accordance with criteria of the American Nurses Credentialing Center and come from various geographic locations and practice settings in the state.

Section 10: COUNCIL ON HEALTH AFFAIRS

- A. The Council on Health Affairs shall be concerned with external functions of MNA through activities which relate to:
 1. Relevant, scientific and educational development and changes in health needs and practices, and delivery systems;
 2. State and national health affairs, legislation, and policies;
 3. Liaison with other health organizations for the advancement of health care.
- B. The standing committee of the Council shall be the Committee on Health Affairs.

Section 11: COUNCIL ON ORGANIZATIONAL AFFAIRS

- A. The Council on Organizational Affairs shall be concerned with internal functions of MNA through activities which relate to the growth and maintenance of the association.
- B. The standing committees of the Council shall be:
 1. Committee on Bylaws, Policies, and Resolutions
 2. Committee on Convention Planning
 3. Committee on Awards and Recognitions

Section 12: COUNCIL ON ADVANCED PRACTICE NURSING

- A. The Council on Advanced Practice Nursing shall be concerned with advanced nursing practice which relates to:
 1. Federal and state legislation and government policy affecting advanced practice nurses;
 2. Advanced practice nurse membership growth and maintenance of the association;
 3. Scope and standards of advanced practice nursing;
 4. Ethical and legal aspects of advanced practice nursing;
 5. Practice of individual advanced practice nurses;
 6. Trends for improvement of health care with advanced practice nursing;
 7. Continuing education for advanced practice nurses.
- B. The Council with approval of the Board of Directors shall:
 1. Identify emerging practice issues relating to advanced practice nurses;
 2. Establish an ad hoc task force to address specific advanced practice nursing issues and report its findings to the Board of Directors;
 3. Nominate qualified members with experience in the area of advanced practice nursing at issue to the ad hoc task force for appointment by the Board of Directors.
- C. The Council shall provide for the establishment and dissolution of Special Interest Groups (SIGS) upon written request to the director and confirmation by the Board of Directors, council director, committee chairpersons and SIG directors.
- D. The Council shall be composed of the council director, the chairperson of each advanced practice council committee and the directors of NP SIG's. The council shall provide for the establishment and dissolution of such Committees and SIG's upon written request to the director and confirmation by the Board.

- E. The Council may form ad hoc and liaison committees and task forces relevant to advance practice nursing issues.

ARTICLE IX: CONSTITUENT ASSOCIATIONS

Section 1: DEFINITION

Constituent nurses associations of MNA shall be termed District Nurses Associations (DNAs) and Organizational Affiliates (OAs).

Section 2: DISTRICT NURSES ASSOCIATIONS

A. Qualifications

1. A DNA may become a constituent of MNA upon approval of its articles of incorporation and bylaws, and such other criteria as may be determined by the Board.
2. No more than one DNA at a time from any geographic area of Mississippi may become a constituent of MNA.
3. Boundaries of a DNA shall be clearly defined and recorded by the Board of Directors of MNA. Boundaries may be changed by a two-thirds vote of the Board of Directors of MNA.

B. Responsibilities: Each DNA shall:

1. Adopt and maintain bylaws which:
 - a. conform to the purposes as specified;
 - b. conform to membership provisions as specified;
 - c. provide representation to the House of Delegates as specified in these bylaws.
2. Adopt and maintain such bylaws that do not conflict with the bylaws of MNA or ANA or published policies and procedures of the House of Delegates or the Board of Directors.
3. Provide reports to MNA as required.

Section 3: ORGANIZATIONAL AFFILIATES

A. Definition: An Organizational Affiliate of MNA:

1. is a state organization that represents the interests of registered nurses that meets criteria established by the ANA Membership Assembly and/or the MNA House of Delegates;
2. has a governing body composed of a majority of RNs;
3. does not take action counter to the interests of ANA or MNA;
4. has been granted organizational affiliate status by the Board of Directors.

B. Qualifications: Each organizational affiliate shall meet the criteria established by the ANA Membership Assembly and the MNA House of Delegates.

C. Responsibilities: Each organizational affiliate shall:

1. maintain a mission and purpose harmonious with the purposes and functions of the ANA and MNA;
2. pay an affiliation fee to the MNA.

D. Rights: Each organizational affiliate shall be entitled to:

1. one representative at the House of Delegates who is a registered nurse participant and who shall be eligible to vote on all matters in the House of Delegates except the setting

- of membership dues, amendment of bylaws, the election of officers and directors, and ANA issues;
2. make reports or presentations to the House of Delegates within its area of expertise, including the presentation of action reports;
 3. submit the names of qualified registered nurse members as nominees for appointment to serve on committees, task forces, ad hoc groups, and as MNA representatives to external groups;
 4. a liaison representing the body of organizational affiliates who shall be a RN DNA or direct member and shall have voice but no vote at the open sessions of the Board of Directors meeting.

Section 4: DISQUALIFICATION/REINSTATEMENT

A constituent association, either DNA or OA, which fails to comply with the requirements stated in these bylaws, or for other cause deemed sufficient, may be disqualified as a constituent association of MNA by a two-thirds vote of the Board, provided due notice has been given. Such constituent and its members must be notified at least 3 months before the vote is taken, and the constituent shall have the opportunity for a hearing with the Board within said 3 months period. Reinstatement requires a two-thirds vote of the Board.

ARTICLE X: ADVISORY COUNCIL

Section 1: COMPOSITION

There shall be an Advisory Council composed of the presidents, or alternates of DNAs and the liaisons of OAs.

Section 2: PURPOSE

The Council shall consider and take positions on issues affecting MNA and its constituent associations.

Section 3: OFFICERS

There shall be a chairperson, a vice chairperson, and a secretary of the council to be elected annually by members in attendance and voting at the meeting held during MNA convention.

Section 4: MEETINGS

- A. Meetings of the Advisory Council may be held at such times and places as shall be determined by its membership.
- B. Meetings may be called upon the request of at least one officer and four members.

Section 5: QUORUM

One-third of the members of the Council, or appointed alternates, shall constitute a quorum.

Section 6: ACCOUNTABILITY

The council shall be accountable to the Board of Directors.

As approved by HOD on Wednesday, October 14, 2020

ARTICLE XI: OFFICIAL PUBLICATION

Section 1: DEFINITION

- A. The Mississippi RN and the MNA Members Only shall be the official publications of this association and shall be provided to each member of MNA.
- B. The American Nurse is the official publication of ANA, and shall be provided to each member of ANA, and the American Journal of Nursing (AJN) is the professional journal of ANA.

ARTICLE XII: NATIONAL MEETINGS OF ANA

Section 1: ANA MEMBERSHIP ASSEMBLY

MNA is entitled to be represented at the ANA Membership Assembly by delegates elected by secret ballot by members of MNA, ANA, and a DNA as provided in MNA and ANA Bylaws. A ballot may be via mail or secure electronic communications.

Section 2: MNA DELEGATES TO ANA

- A. Elections
 - 1. MNA shall be entitled to the two delegates as provided in ANA bylaws.
 - 2. The President of MNA shall serve as one delegate to the ANA Membership Assembly.
 - 3. The other delegate shall be elected from the membership.
- B. Qualifications: To be eligible to serve as a delegate, a member shall be required to hold membership in ANA and MNA and a DNA.
- C. Terms of Office: Each delegate and alternate shall be elected for a 2-year term or until a successor is elected. Delegates are limited to four consecutive 2-year terms.
- D. Vacancies: Vacancies shall be filled with alternates elected by ballot by members of MNA.

Section 3: OTHER ANA MEETINGS

MNA shall be entitled to representatives at meetings of ANA committees, boards, councils, work groups, and professional issue panels as determined by the ANA Board of Directors in accordance with ANA Bylaws. These MNA representatives shall be appointed by the MNA Board of Directors.

ARTICLE XIII: NOMINATIONS AND ELECTIONS

Section 1: NOMINATIONS

- A. There shall be a Committee on Nominations consisting of five members, three members who shall be elected as provided for in these bylaws, and two members appointed by the Board of Directors. The member receiving the highest number of votes in the election will be the chairperson.

- B. Six months prior to convention the Committee on Nominations shall request names of candidates for elective offices of MNA from association structural units and DNAs.
- C. Three months prior to convention, the DNAs shall submit to the Committee on Nominations a list of names of members for consideration in developing the ballot. Such lists are to consist of at least one name for each office to be filled.
- D. Two months prior to convention, the Committee on Nominations shall be called by the chairperson to prepare a ballot consisting of at least two or more nominees for each office to be filled. In preparing the ballot, the committee shall give consideration to the list of names submitted by the DNAs and other members.
 - 1. The ballot shall be representative, insofar as possible, of areas of nursing practice and the various geographical areas of the state.
 - 2. Nominees for the Committee on Nominations shall be selected so elections will not result in more than one member being elected from any one DNA.
- E. Nominees selected by the Committee on Nominations shall have consented to serve if elected and shall have met established qualifications.
- F. Members shall be eligible to serve in only one elective office in MNA at any one time, excluding serving as a delegate to ANA.
- G. A copy of the ballot shall be published at least one month in advance of elections.
- H. The House of Delegates and the respective voting body of a structural unit may make additional nominations from the floor at the MNA annual meeting.
- I. An elected officer may be nominated for another office, but must resign present position if elected to the new position.

Section 2: ELECTIONS

- A. Elections shall be held in conjunction with meetings of the House of Delegates. A Committee on Credentials at each annual meeting shall accredit delegates and verify eligibility of all voters.
- B. Officers
 - 1. The secretary, vice president, and directors of the Councils on Nursing Research, Health Affairs, Nursing Practice, and Advanced Practice shall be elected at each even-year convention.
 - 2. The president, treasurer, directors of the Council on Nursing Education, Council on Organizational Affairs, and three members of the Committee on Nominations shall be elected at each odd-year convention.
 - 3. Delegates to serve as representatives of MNA to the ANA Membership Assembly shall be elected in odd years prior to ANA Convention.
 - 4. All elected officials shall serve for 2 years or until their successors are elected unless otherwise provided for in these bylaws.
- C. The Board shall determine dates and hours of voting. Election shall be carried out by delegates voting in person by secret ballot or by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote. Delegates may vote for other eligible members or associates of the association who have consented to serve if elected, but not appearing on the ballot.

ARTICLE XIV: AMENDMENTS

As approved by HOD on Wednesday, October 14, 2020

Section 1: AMENDMENTS WITH NOTICE

- A. These bylaws may be amended with notice at any annual or special meeting of the House of Delegates by a two-thirds vote of the members of the voting body present and voting.
- B. All proposed amendments shall be in the possession of the secretary of MNA at least 2 months prior to the date of the annual meeting, or 10 days prior to the date of the special meeting, and shall be appended to the call for the meeting.

Section 2: AMENDMENTS WITHOUT NOTICE

These bylaws may be amended without previous notice at any annual or special meeting of the House of Delegates by a 99% percent vote of the members of the voting body present and voting.

ARTICLE XV: PARLIAMENTARY AUTHORITY

The parliamentary authority for all meetings of the association's convention, House of Delegates, and Board of Directors shall be the current edition of Robert Rules of Order Newly Revised.

Revised by the MNA House of Delegates at Biloxi MS on 22 October 2014.