



BYLAWS

ARTICLE I – PURPOSE

The Michigan Organization of Nurse Leaders ("MONL"), formerly Michigan Organization of Nurse Executives, is organized under the Michigan Department of Consumer and Industry Services (Act 162, 1982) and shall operate for the purposes set forth in its Restated Articles of Incorporation – Nonprofit, as they may be amended from time to time.

The purpose of the MONL is to promote proactive nursing leadership and provide professional development and support for its members. The organization achieves the objectives through a collaborative process while sharing and influencing health care policy and delivery in Michigan.

ARTICLE II – POWERS

The MONL recommends to the Michigan Health and Hospital Association (MHA) Corporate Board, the American Organization of Nurse Executives, and other appropriate organizations, policies within the area of its interest. It also recommends programs and activities to be undertaken. It reviews and takes positions on issues related to its area of interest that are proposed by other bodies.

Recommendations and positions are forwarded to the MHA Corporate Board, the AONE, or other appropriate organizations by vote of the Board of Directors of the MONE or by vote of the members present and voting at an authorized meeting of the organization.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility.

A. Full Member: Full members of MONL shall consist of registered nurses in administrative practice, or leadership roles in the State of Michigan, across the care continuum including, but not limited to: executives/directors/managers, nurse leaders, consultants in health care, editors of health care journals, faculty in health care education, including deans and directors, and students enrolled in nursing administration curriculum.

B. Associate Member: Associate members shall be registered nurses who are students enrolled in a relevant degree program until the educational program has been completed OR for a maximum of four (4) years. They may attend MONL business and educational meetings but will not be permitted to vote or hold office.

C. Affiliate Member: Affiliate members of MONL shall be individuals who are not Registered Nurses, but who support the mission and vision of MONL. They may attend MONL business and educational meetings, but will not be considered full members, not be permitted to vote in the meetings of, or hold office in or vote for, the directors or officers of the MONL.

D. Honorary Members: Honorary membership may be conferred on retirement from nursing practice. Honorary members are entitled to all rights and privileges of Full Members.

E. Eligibility Status: Members, who because of change in position or unemployment, or who do not continue to meet the criteria for full membership, may extend membership eligibility in their current membership category for two years.

Section 2. Establishment of Membership: Upon approval of the Board of directors, an individual who meets criteria for membership, has completed an application and paid annual dues, shall become a member of the MONL. At time of application, the individual must declare the District in which they will vote.

Section 3. Termination of Membership.

A. Resignation: A member may file a resignation from the MONL by notifying the Board of Directors at any time.

B. Suspension or Expulsion of Member: Any member may be suspended or expelled for just cause by the Affirmative vote of a majority of the Board of Directors after notifying the member in writing and giving such member the opportunity to have a hearing with the Board. Any member suspended or expelled may be reinstated by the affirmative vote of the majority of the Board of Directors. The protocol followed shall be in accordance with rules established by the Board. For the purpose of this subparagraph, the term "for just cause" shall include, but not be limited to, any of the following:

1. Any violation of these bylaws.
2. Any conduct on the part of the said member or affiliate that is contrary to the interest and welfare of the MONL and its members.

C. Loss of Eligibility: Membership in the MONL shall not be transferable to another person.

ARTICLE IV - DUES AND OTHER MONIES

A. Annual Dues: Annual dues for full members shall cover a fiscal year, January 1 through December 31. Initial dues of new members joining MONL after September 1, will carry forward to include membership for the following fiscal year. The Board of Directors of the MONL shall establish Annual Dues. Notification of any proposed increase initiated by the Board of Directors shall be given to MONL members 30 days prior to the annual meeting, at which time the recommendation shall be put to the vote.

All dues paid to the MONL shall become the property of the Statewide organization. No expenditures shall be committed unless contained in the approved budget or approved by the Board. No portion of the dues paid by any member shall be refundable because membership is terminated for any reason.

B. Donations: Any funds or property that may be donated to further the work or programs of the MONL shall become the property of the organization, but shall be used for the purpose designated by the donor. A fiscal audit shall be conducted by an outside auditor at any time deemed appropriate by the Board.

C. District Holdings: Districts with monies collected through activities other than dues collections, shall conduct monthly financial review and report to the Board. Districts are responsible to secure a fiscal audit conducted by an outside auditor at a minimum of every 5 years, or at any time deemed appropriate by the MONL Board.

Should the district be combined with another District within MONL, these monies will transfer to the combined District. Should the district dissolve, these monies will transfer to the State MONL.

ARTICLE V – MEETINGS

Section 1. Annual Meeting.

There shall be an annual meeting for the transaction of affairs of the MONL. The time and place for the annual meeting shall be designated by the Board of Directors.

Section 2. Special Meetings.

Special meetings may be called by the Board of Directors of the MONL. Such special meetings shall be limited to consideration of subjects listed in the official call unless it is otherwise ordered by the unanimous consent of the members present and voting.

Section 3. Notice of Meetings.

The secretary of the MONL shall notify the membership of scheduled meeting no less than 5 days prior to the date of the annual meeting or no less than 30 days prior to any special meetings.

Section 4. Order of Meetings.

The order of business for annual and special meetings shall be approved by the Board of Directors. Where an order is not so provided, and when it is not otherwise expressly provided for in these bylaws, meetings shall be covered by Robert's Rule of Order Revised.

The president of the MONL shall preside at all meetings. In the absence of the president, the president-elect shall assume the chair. In the absence of the president and president-elect, the Board shall designate a member of the Board to serve in the capacity.

Section 5. Voting.

- A.** All full members shall be eligible to vote at MONL meetings.
- B.** Voting by ballots may be conducted at the discretion of the Board.
- C.** Matters submitted to vote shall be determined by a simple majority (50% plus one).
- D.** Proxy voting shall not be permitted. Electronic mechanisms of voting (i.e., email) shall be permitted for any issues or elections requiring votes.

Section 6. Quorum.

A quorum shall consist of 50% members present at a pre-announced meeting.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Composition.

There shall be a Board of Directors consisting of the President, President Elect, Immediate Past President, Secretary, Treasurer, and appropriate District Directors. The Board, at their discretion, may appoint 2 at large representatives with voting privileges to meet the needs of the organization. In addition, the MONL members appointed as representatives to MHA committees shall be ex-officio members of the Board, without voting privileges.

Section 2. Eligibility.

Each member of the Board shall be a member in good standing of the Michigan Organization of Nurse Leaders and must reside within the State of Michigan.

An officer shall be eligible for re-election for consecutive terms.

A Director who has served more than half a term shall be considered to have served a full term.

Section 3. Election and Term.

Elected President, Directors, Treasurer and Secretary shall hold office for two (2) years, until their respective successors are elected and take office, or until resignation or removal. Any former Elected Directors, Treasurer or Secretary shall be eligible for re-election to the Board per Article VI, Section 2.

Terms of office shall be consistent with the calendar year (January 1-December 31). The President-Elect shall be elected and serve a one-year term prior to their two-year term as President. Past President will serve for one year. Unless extenuating circumstances exist, the Secretary and Treasurer shall be elected on alternate years. At Large representatives will be appointed for two-year terms and may be reappointed at Board discretion based on the needs of the organization. At-Large representatives must be members in good standing of MONL, and meet all other responsibilities consistent with requirements for all other directors. An At Large representative is subject to removal from office pursuant to Article IX.

Section 4. Duties.

The Board of Directors shall have the authority to make policy decisions for the MONL; to carry on the business of the MONL; to establish rules and procedures for the Board of Directors and the MONL; to approve reports or actions of officers and committees; and to prepare an annual budget for recommendation to the MONL.

Section 5. Meetings.

The Board of Directors of the MONL shall meet no less than once a year upon receipt of formal notice from the secretary. Additional meetings may be called by the president with the approval of the Board of Directors.

Section 6. Attendance.

Attendance, in person or on a conference call, with full participation, is required for 75% of all meetings. Any member of the Board of Directors who misses greater than twenty-five (25) percent of the Board meetings in one fiscal year (fiscal year defined in Article IV) will be replaced in accordance with Article VI and VII Section on Vacancies.

Section 7. Vacancies.

The Board of Directors shall have authority to fill any vacancy among its regional directors by appointment of an eligible member for the unexpired term. Eligible candidates shall be sought through the highest officer of the district, if established, or through the district membership at large.

Section 8. Quorum.

A quorum shall consist of no less than 50% of the members of the Board.

Section 9. Forfeiture of and Removal from Office.

Directors shall automatically forfeit their office if they lose eligibility for membership or are expelled from membership. Any director is subject to removal from office pursuant to Article IX, or by a vote of two-thirds of the Board of Directors for failure to fulfill the duties of office.

A director so removed from office has the right of appeal to the Board of Directors. The decision of the Board of Directors is final.

Section 10. Executive Committee.

There shall be an executive committee of the Board, which shall consist of the president, president-elect, immediate past president, secretary, and treasurer. The president shall serve as chairperson of the committee.

The executive committee will meet to consider those matters, which require action between meetings of the Board. Financial actions greater than \$500 shall require approval of the Board. The executive committee's action can be vetoed by two-thirds vote of the Board. Publicly announced positions of the executive committee require prior approval of the Board.

The executive committee shall act as the Ways and Means Committee, will consider the annual budget, and will report its recommendations to the Board. The executive committee will also have the authority to review all non-dues supported activities.

ARTICLE VII – OFFICERS

Section 1. Composition and Duties.

The officers of the MONL shall be the President, President-elect, Secretary, and Treasurer, who shall be elected by the members of the MONL.

A. President. The president shall be the chief executive officer of the MONL. The president shall preside at all meetings of the MONL and shall serve as chairperson on the Board of Directors. It shall be the president's duty to supervise the activities of the MONL; to present a report at the annual meeting, a copy of which is to be kept in the permanent files of the MONL; to appoint the chairperson and members of standing and special committees as authorized by the Board of Directors.

B. President-elect. The president-elect shall, in the absence or incapacity of the president, perform all duties and assume all responsibilities of the president.

C. Secretary. The secretary shall prepare the minutes of all meetings of the MONL and the Board and shall be responsible for all official mailings. Minutes of annual meetings shall be mailed to MONL members; minutes of Board meetings shall be sent to Board members and shall be available to the MONL members for inspection.

D. Treasurer. The treasurer shall be responsible for the financial records of the MONL, all collections and disbursements, and shall submit books for audit; he/she shall submit a financial report at the annual meeting and at each Board of Director meeting.

Section 2. Vacancies.

If the office of president becomes vacant, the president-elect shall succeed to the office of president. He/she shall continue to serve as president for the subsequent term.

If the office of both the president and president-elect shall become vacant, the Board of Directors shall appoint, from the membership of the Board of Directors, a president pro tempore to serve for the remaining portion of the unexpired term.

If the office of the President-elect shall become vacant, the Board of Directors shall appoint a president-elect pro tempore and shall declare a special election as specified in the bylaws. This shall occur when an election cannot be conducted within the provisions as outlined in Article VII Section 3, and Article VIII Section 1, paragraphs B and C. In the event a special election for president-elect is required, the Board of Directors shall direct the Nominating Committee to prepare a slate of eligible candidates for president-elect as soon as possible.

The ballot shall be distributed according to provision in Article VIII Section 2. The results of the election shall be communicated at the annual meeting and/or via electronic communication.

The Board shall have the authority to fill any vacancy in the office of secretary and/or treasurer by appointment of an eligible member for the unexpired term.

Section 3. Forfeiture of and Removal from Office.

Officers shall automatically forfeit their office if they lose eligibility for membership or are expelled from membership. Any officer is subject to removal from office pursuant to Article IX, or by a vote of two-thirds of the Board of Directors for failure to fulfill the duties of office. An officer so removed from office has the right of appeal to the Board of Directors. The decision of the Board of Directors is final.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

A. Composition and Term of Office.

1. The Nominating Committee shall consist of the Executive Committee, with the immediate past president acting as chairperson.
2. Elections shall be handled in the same manner as other elected positions.

B. Duties.

1. The Nominating Committee shall prepare a balanced slate of candidates for president-elect, secretary or treasurer, and District Directors.
2. A slate of candidates for each vacancy shall be developed. The slate of candidates for officers should be developed to consider a balanced geographic representation of the state.
3. All candidates shall be current MONL members.
4. Any member of the MONL may recommend a candidate for consideration by the Nominating Committee. Such recommendation shall be sent to the Chairperson of the Committee no later than 150 days prior to the annual meeting.
5. The list of candidates, together with a biographical sketch of each nominee, shall be submitted to the Board of Directors by the date specified.

C. Meetings.

The Nominating Committee shall not be required to hold formal meetings, but may conduct its business by other means.

Section 2. Elections.

A. Officers. The election of officers may be conducted by mail, email, or fax. A listing of the names of eligible candidates proposed by the Nominating Committee, and approved by the Board of Directors, together with their biographical sketch and a narrative regarding the value their leadership would bring to MONL shall be distributed to each member of the MONL prior to the annual meeting.

One official ballot shall be distributed to each full member. The voter shall indicate the vote and return the ballot with signature to the Board of Directors designee. Ballots shall remain open for a period of 30 days from the date of distribution. No ballot shall be valid if received later than the date specified.

The Nominating Committee, none of whom shall be a candidate for office, reviews the tabulated votes. The results of the election shall be reported to the Board of Directors. A plurality vote shall constitute an election. In case of a tie vote, the choice shall be determined by lot at a Board of Directors meeting. The results of the election shall be communicated to the membership of the MONL at the annual meeting.

B. Directors. District Directors shall be elected by the Full Membership, by ballot, prior to the annual meeting. The Full Members shall elect only one candidate for each vacancy on the MONL Board. Candidates shall be Full Members of MONL and be selected in such a way that the Elected Directors shall consist of one person who meets the criteria of a Full Member. Voting for the Directors shall take place in the same manner as the officers.

ARTICLE IX - CONFLICT OF INTEREST OF DIRECTORS AND OFFICERS

The directors, officers, and committee members of the MONL shall administer its affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the MONL.

The directors, officers, and committee members shall exercise the utmost good faith in all transactions relating to their duties in the MONL. In their dealings with, or on behalf of the MONL, they are held to a strict rule of honest and fair dealing with the MONL. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the MONL's interest and that of the individual. All acts of directors, officers, and committee members shall be for the benefit of the MONL in any dealing that may affect the MONL adversely. The directors, officers, and committee members shall not accept any favor that might adversely or improperly influence their action affecting the MONL or its members. In the event that a conflict of interest of a director, officer, or committee member is serious enough to jeopardize the interests and welfare of the MONL, the director, officer, or committee member may be suspended or expelled by the Board of Directors.

ARTICLE X - COMMITTEES

Section 1. Standing Committees.

A. Except as otherwise stated in the MONL bylaws, Article VI and VII, standing committees shall be established by the Board of Directors. Functions, which may be assigned to committees, include, but are not limited to financial management, strategic planning, issues, program, membership, legislative, and bylaws.

B. Chairperson of the standing committees shall be appointed by the MONL Board of Directors. The chairperson shall attend board meetings and be allowed to vote on all pertinent issues presented there.

C. All actions taken and recommendations made by the standing committees shall be advisory and shall have no effect as actions of the MONL unless they are formally approved and adopted by the MONL Board of Directors.

ARTICLE XI - AMENDMENTS

These bylaws may be altered, amended, or repealed upon recommendation of the Board of Directors, by a two-thirds vote of the members present and voting at any meeting of the MONL. Proposed bylaw amendments shall be submitted to the MONL Board for full discussion and recommendations prior to final action by the membership. Notice of proposed amendments shall be sent to all members in advance of the meeting.

In the event of the dissolution or liquidation of the MONL and after payment of all just debts and liabilities, a joint committee made up of the Executive Committee or three (3) active Board members of the MONE shall recommend to the MONL Board of Directors a fair and just settlement of all remaining assets subject to the approval of the MONL Board of Directors. The proposed distributee must meet the requirements as to tax-exempt status set forth in the provision of the Restated Articles of Incorporation concerning dissolution.

ARTICLE XII – DISSOLUTION

In the event of the dissolution or liquidation of the MONL and after payment of all just debts and liabilities, a joint committee made up of the Executive Committee or three (3) active Board members of the MONL shall recommend to the MONL Board of Directors a fair and just settlement of all remaining assets subject to the approval of the MONL Board of Directors. The proposed distributee must meet the requirements as to tax-exempt status set forth in the provision of the Restated Articles of Incorporation concerning dissolution.