

**BYLAWS OF THE MISSOURI LEAGUE FOR NURSING
REVISED APRIL 2011**

**ARTICLE I
RELATIONSHIP TO THE NATIONAL LEAGUE FOR NURSING**

Section 1. Purpose. The purpose of the Missouri League for Nursing is to support the mission of the National League for Nursing, Inc. ("NLN") to advance quality nursing education to meet the unique needs of diverse populations in an ever changing health care environment at the constituent level and to support the delivery of quality health care by nurses and other health care providers through education, collaboration, and information.

Section 2. Affiliation. The Missouri League for Nursing is a recognized constituent league of the NLN and shall adopt bylaws and policies that are consistent with those of the NLN.

ARTICLE II - FUNCTIONS

The functions of the Missouri League for Nursing, Inc., in furtherance of the purposes set forth in the Articles of Incorporation, shall be to:

- A. Foster and develop programs and services designed to meet the health care needs of the people of Missouri.
- B. Develop and support programs for the improvement of service and education for the health care provider.
- C. Cooperate with governmental and voluntary agencies and other related groups toward the achievement of comprehensive health care.
- D. Cooperate with the National League for Nursing and adopt their published Standards for Constituent Leagues.

ARTICLE III - MEMBERSHIP

Section 1. Categories of Membership – Membership in the Missouri League for Nursing, hereinafter sometimes referred to as the League, shall be available to any person or group interested in furthering the stated functions of the organization. Membership shall be unrestricted by considerations of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion or sexual orientation. Membership shall consist of the following categories: Individual, Allied Agency, Retired, and Recent Graduate. In addition, the Board of Directors may establish other categories of membership.

- A. An Individual member shall have voting privileges and may serve as president, president-elect, vice president, or treasurer. Application is made to the Missouri League for Nursing.
- B. An Allied Agency member is entitled to name one voting representative as an Individual member and may send representatives to meetings and conferences at membership rates. Application is made to the Missouri League for Nursing.
- C. A Retired member shall be an Individual member, is over 62 years of age, and is retired from gainful employment. Application is made to the Missouri League for Nursing.
- D. Recent Graduate shall be an Individual member who has graduated from a nursing program at any level within one year prior to application date. Application is made to the Missouri League for Nursing.
- E. Honorary Members. Honorary membership may be conferred at the discretion of the Board upon persons whose position or special interest in the Constituent League and its objectives qualifies them for such honor. Honorary members shall not be required to pay dues but shall have all privileges of Individual membership except holding office.

Section 2. Membership Actions. Except with respect to such duties or responsibilities as are required by applicable law to be exercised by the Board, no action taken by the membership by vote at an annual or special meeting shall be modified or repealed by the Board, and the Board shall not take action contrary to or inconsistent with actions thus taken by the membership.

Section 3. Power to Censure, Suspend or Expel Members. The Board, for cause, and its discretion, may censure, suspend, or expel a member. The affirmative vote of a majority of the Board shall be required to censure or suspend a member, but the affirmative vote of not less than two-thirds of the Board shall be required to expel a member. These decisions shall be unappealable and binding on the affected member. The action will occur at a meeting of the Board where the member will be given reasonable notice and an opportunity to appear before the Board prior to the decision being made.

ARTICLE IV - DUES

Section 1. Types of Members. Dues for all types of members shall be determined by a vote of the membership at the annual meeting upon recommendation by the Board of Directors.

Section 2. Payment of Dues.

- (a) Individual, Allied Agency, Recent Graduate, and Retired members shall pay dues to the treasurer of the Missouri League for Nursing.
- (b) Recent Graduates shall be eligible for reduced membership fees only during the first year of membership.

Section 3. Membership Year. The membership year shall be a twelve-month period. All classes of membership shall pay annual dues each year during the month in which they initially joined. Late payment does not constitute a change in anniversary date.

Section 4. Default of Payment. Any class of membership shall be subject to loss of all privileges if dues are not paid within 60 days of the due date.

ARTICLE V - MEETINGS OF MEMBERS

Section 1. Annual Meeting. The time and place of each annual meeting shall be approved by the Board of Directors.

Section 2. Special Meetings. Special meetings shall be called by the executive director upon written request of the president or a majority of the Board of Directors or 5% of the voting membership representing at least three geographical units in each case specifying the purpose of such meeting. No business other than that specified in the call thereof, or matters incident thereof, shall be transacted at any special meeting.

Section 3. Notices. Notice of all meetings shall be mailed to each member at least thirty days prior to the first day of the meeting. The purpose of each special meeting shall be set forth in the notice of such meeting.

Section 4. Quorum. Thirty (30) voting members representing at least three units and at least two officers, present in person or by proxy, shall constitute a quorum at all meetings.

Section 5. Voting. At any meeting of the members at which a quorum is present, a majority of the votes cast shall decide any matter brought before such meeting unless otherwise specified in these Bylaws or required by law. Each Individual member not in default of payment of dues shall be entitled to cast one vote on each matter being considered at any meeting.

Section 6. Proxies. Members entitled to vote at an annual or special meeting may vote in person or by proxy executed by such member or his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

ARTICLE VI - OFFICERS

Section 1. Elected and Appointed Officers.

- (a) Elected officers shall be a president, president-elect, vice president, and treasurer. Each such elected officer shall also be a member of the Board.
- (b) The Board of Directors shall appoint an executive director and fix the compensation for the position. The executive director shall serve at the pleasure of the Board with duties and responsibilities conferred by the Board or these Bylaws.
- (c) The executive director shall be an ex-officio officer without vote and shall serve as secretary of the League.

Section 2. Eligibility. Any Individual member shall be eligible to hold any elected office.

Section 3. Term of Office.

- (a) The presidency shall be filled by the president-elect who shall take office following the close of the annual convention in the even-numbered year and shall serve for a term of two years and until a successor is elected.
- (b) A president-elect shall be elected in the even-numbered year to serve for a term of two years following the close of such convention, and shall then succeed to the presidency for a term of two years.
- (c) The vice president shall be elected in the odd-numbered year to serve for a term of two years following the close of such convention. No person shall be elected to serve more than two consecutive terms in the office of vice president.
- (d) The treasurer shall be elected in the even-numbered year to serve for a term of two years following the close of the annual convention. No person shall be elected to serve for more than two consecutive terms in the office of treasurer.
- (e) Any officer who has served for more than one-half (1/2) of a term shall be considered to have served a full term.

Section 4. Vacancies

- (a) Any officer who fails to attend two successive board meetings may be deemed to have submitted a resignation, and the board may declare the office vacant.
- (b) Any elected officer may be removed by unanimous vote of the Board of Directors upon findings that the duties of their office as specified in these Bylaws have not been met.
- (c) A vacancy in the office of president shall be filled by the vice president who shall complete the unexpired term of the president. If a vacancy occurs in the office of president-elect, a president-elect shall be elected in conjunction with the next scheduled election to fill this vacancy. If a vacancy occurs in the office of vice president or treasurer, the Board of Directors shall appoint a successor.

Section 5. Duties.

- (a) The president shall:
 - (1) Preside at all meetings of the membership and of the Board of Directors.
 - (2) Be an ex officio member, without vote, of all committees except the nominating committee.
 - (3) Perform such other duties as are incident to the office or that may be assigned by the Board of Directors.
 - (4) Act as a representative to the National League for Nursing.
 - (5) Appoint chairpersons of standing and special committees and task forces with approval of Board of Directors.
 - (6) Serves as chair of the Executive Committee.
- (b) The president-elect shall:
 - (1) Work closely with the president in all matters pertaining to the office of president.
 - (2) Perform such duties as are incident to the office of president-elect or that may be assigned by the Board of Directors.
- (c) The vice president shall:
 - (1) Perform the duties of the president during his/her absence or inability to serve.
 - (2) Serve as chairperson of the annual convention program.
 - (3) Perform such other duties as may be assigned by the Board of Directors.
- (d) The treasurer shall:
 - (1) Submit a financial statement to the Board of Directors quarterly and submit a written report to the Board of Directors and the membership annually at the annual meeting.
 - (2) Serve as a member of the finance committee and perform such other duties as may be assigned by the Board of Directors.
- (e) The secretary shall:
 - (1) Have the custody of the Seal of the organization.
 - (2) Perform all duties incident to the office of secretary.

Section 6. Compensation. Elected officers shall not receive any compensation for their services as such but may be reimbursed for their expenses.

Section 7. Removal of Officers or Directors. Any officer or board member may be removed by the Board with cause at any regular or special meeting of the Board; it shall be stated in the notice of such that among the objects of the meeting shall be the removal of an officer or board member. The affirmative vote of two-thirds of the Board shall be required to remove any officer or board member prior to the expiration of her or his term.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Powers.

- (a) All powers of this organization are vested in and shall be executed by the Board of Directors unless otherwise prescribed by Statute, Certificate of Incorporation, or Bylaws. Duties are listed in the Missouri League for Nursing Policy and Procedures Manual.
- (b) The Board of Directors may from time to time delegate such powers and duties to such employees, agents, attorney, or other persons as it shall deem necessary or desirable.

Section 2. Number. The Board of Directors shall include the elected officers, unit chairpersons, the immediate past president, and chairpersons of the standing committees. The Board of Directors may appoint a consumer member to the board.

Section 3. Eligibility. Any Individual member shall be eligible to serve on the Board of Directors.

Section 4. Term of Office. Board members shall serve a two-year term for no more than three consecutive terms. The term of the position shall commence immediately at the close of the annual meeting. Any member who has served for more than one-half of a term shall be considered to have served a full term.

Section 5. Vacancies.

- (a) Any board member who fails to attend two successive board meetings may be deemed to have submitted a resignation, and the Board of Directors may declare the position vacant.
- (b) If a vacancy occurs, the remaining board members may elect a successor to hold the position for the unexpired portion of the term vacated.
- (c) Resignations from the Board shall be deemed effective upon receipt of notice by the Secretary.

Section 6. Quorum. Simple majority of board members of the Board of Directors shall constitute a quorum of all meetings thereof.

Section 7. Meetings.

- (a) Regular Meetings. The Board of Directors shall hold at least four regular meetings a year.
- (b) Special Meetings. Special meetings may be held at the request of the president or at least five members of the board specifying the purpose of such meeting. Meetings may be held in such a place or such a manner as determined by the Executive Director, including by telephone or electronic means. Meetings are open to members.

Section 8. Voting.

- (a) By Referendum. Votes by referendum may be taken by the Board of Directors provided the material is sent in the same words to each member. Such votes require approval of the majority of the entire membership of the board, unless otherwise specified in these Bylaws or required by law. The result of a referendum shall control the action of the League and its board.

- (b) At Meetings. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of the board members present shall decide any matter brought before such meeting, unless otherwise specified in the Bylaws or required by law.

Section 9. Compensation. Members of the Board of Directors shall not receive compensation for their services as such but may be reimbursed for their expenses as specified in policies and procedures.

Section 10. Notice of Board Meetings.

- (a) The Secretary shall give at least ten days written notice of all Board meetings to each Board member to the last address on the records of the League. An announcement by the President or Secretary at the annual meeting shall constitute sufficient notice of any meeting to be held, during or directly following the annual meeting, in the city where the annual meeting is held.
- (b) The notice of any special meeting of the Board other than one announced at an annual meeting as provided above shall include a statement of the purpose of such a meeting.
- (c) In the event a special meeting of the Board is called by the Secretary at the written request of the President or of a quorum of the Board and such request specifies that the purpose of such meeting is an emergency situation, the Secretary shall give at least four hours telephone notice of such a meeting where practical to each member to the last residence and/or business telephone number on the records of the League.

ARTICLE VIII - ELECTIONS

Section 1. Officers. The president-elect and treasurer shall be elected in even-numbered years for a two-year term of office. The president-elect takes office as president in the next even-numbered year for a two-year term of office. The vice president shall be elected in odd-numbered years for a two-year term of office. Additional representatives to the Board of Directors (as specified in Article VI, Section 2) shall be elected in odd-numbered years for a two-year term of office.

Section 2. Unit Chairpersons. The term of the chairpersons of units shall be two years. One-half (1/2) of the unit chairpersons shall be elected in even-numbered years; one-half (1/2) of the unit chairpersons shall be elected in odd-numbered years as designated by the Board of Directors.

Section 3. Nominating Committee. The term of office of members of the nominating committee shall be one year. Three members shall be elected each year.

Section 4. Method of Election.

- (a) All positions shall be filled by election prior to the annual meeting.
- (b) All voting members in good standing by the first day of the month preceding the month of the annual meeting shall receive ballots.
- (c) All elections shall be held within two months preceding the annual meeting.
- (d) All elections shall be held by secret ballot by the date specified.

Section 5. Votes.

- (a) A plurality of votes of those entitled to vote and voting shall constitute an election.
- (b) In case of a tie, the choice shall be decided by lot.

Section 6. Report. Three tellers appointed by the president shall count and record all votes and give a written report to the executive director. The results shall be announced at the annual meeting.

ARTICLE IX - COMMITTEES

Section 1. Standing Committees. The standing committees shall be:

- (a) Executive Committee
- (b) Finance Committee
- (c) Nominating Committee
- (d) Program Committee
- (e) Scholarship and Awards Committee
- (f) Strategic Planning

Section 2. Special Committees. The president or the Board of Directors may establish such special committees, as they deem appropriate. Such committees shall have such membership, duties, and terms of office as shall be determined by the Board of Directors.

Section 3. Term of Office. Except as otherwise specified in these Bylaws, members and officers of all committees shall serve for two years & may be reappointed for unlimited terms.

Section 4. Composition.

- (a) Any member shall be eligible for membership on a committee.
- (b) The Board of Directors shall appoint one-half (1/2) of the chairpersons of committees in even-numbered years and one-half (1/2) of the chairpersons of committees in the odd-numbered years as designated by the Board of Directors unless specified in these Bylaws.
- (c) All Standing Committee chairpersons shall be members of the Board. Committee chairpersons shall select members for their committees with suggestions and approval from the Board unless otherwise provided in these Bylaws. The Board may appoint non-members to committees when special expertise is needed.

Section 5. Duties.

- (a) Committees shall assume such duties as specified in these Bylaws and such other duties as may be assigned by the Board of Directors.
- (b) All standing and special committees approved by the Board of Directors shall work under its direction.
- (c) Committees shall operate under rules, which shall be consistent with the bylaws and policies of the League as determined by the Board.

Section 6. Executive Committee. The executive committee shall consist of the president, president-elect, immediate past president, vice president, treasurer, and executive director as ex-officio member. The committee shall have all powers of the Board of Directors that lawfully may be delegated between meetings of the Board. All action taken shall be reported to the Board of Directors at its next meeting. Three members of the committee shall constitute a quorum.

Section 7. Finance Committee. The finance committee shall consist of the treasurer and at least two members who shall be appointed by the Board of Directors. This committee shall consider and recommend means for securing adequate income, recommend an annual budget to the Board of Directors, advise concerning investments and other financial matters, and provide for an annual audit. The executive director shall be an ex officio member of the finance committee.

Section 8. Nominating Committee.

- (a) The nominating committee shall consist of at least five members representing various regions of the state. Three committee members shall be elected as provided in these Bylaws and the remaining two shall be appointed by the Board of Directors. If any vacancy shall occur, the board shall appoint a successor to complete the term. Members of this committee shall be ineligible for nomination.
- (b) The committee shall consult with each unit for nominations and prepare a report to the executive director at least three months prior to the annual meeting. The report shall set forth a slate of candidates for each position to be filled and the procedures followed by the committee. The Board of Directors shall approve only the procedures followed.

Section 9. Program Committee. The program committee shall consist of at least three appointed members and representatives of special interest program areas. This committee shall receive suggestions for programs, plan programs and workshops, subject to board approval, and act in an advisory capacity to units.

Section 10. Scholarship and Awards Committee. The scholarship committee shall consist of at least five members representing the different levels of nursing education. This committee shall be responsible for developing the rules and regulations for each scholarship, work with the finance committee to secure funds for each scholarship, and develop the rules for all MLN Awards.

Section 11. Strategic Planning Committee. The Strategic Planning Committee shall consist of at least five members. The Past President shall serve as the chair. This committee shall be responsible for researching, planning, and developing proposed products and services and make recommendations to the Board for approval, implementation, and evaluation.

ARTICLE X - UNITS

Section 1. Definition. Local units may be organized in such geographical areas as determined by the Board of Directors. All members who reside in the area designated by the Board of Directors shall be members of the unit.

Section 2. Purpose. The purpose of units shall be to provide a mechanism for local planning and action in furthering the purposes of this organization. Local units shall operate within Rules of Procedure consistent with these Bylaws and policies of the Missouri League for Nursing.

Section 3. Formation. Any segment of the membership may make application to the Board of Directors to form a unit. In addition, units may be formed by the Board of Directors at its discretion. A majority vote of the Board of Directors of the Missouri League for Nursing shall be required for the formation of a unit.

Section 4. Dissolution. A unit may be dissolved at any time by the majority vote of the members of the respective unit and by the Board of Directors.

ARTICLE XI - BONDING, SIGNATURES, AND INDEMNIFICATIONS

Section 1. Bonding. The treasurer, executive director, and all personnel and agents responsible for the receipt, custody, or disbursement of funds or securities may be required to give bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors may deem.

Section 2. Signatures. All checks, drafts, and other orders of payment of money shall be signed by such agent or agents of the organization and in such manner as shall be determined by resolution of the Board of Directors from time to time.

Section 3. Indemnifications. To the maximum extent permitted by law, the League shall indemnify each present and future board member and officer of the League, and any person who may have served at its request as board member or officer of another organization, against expenses actually and necessarily incurred by such board member or officer in connection with the defense of any action, suit, or proceeding in which such board member or officer is made a party by reason of being or having been such board member or officer; except in relation to matters as to which such board member or officer shall be adjudged in such action, suit, or proceeding to have not acted in good faith in the performance of a duty. Such indemnification shall not be exclusive of any other rights to which such board member or officer may be entitled by law, by vote of the Board of Directors, or otherwise.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Missouri League for Nursing shall be the calendar year.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in the most recent revision of Robert's Rules of Order shall govern meetings of the Missouri League for Nursing in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules or order the League may adopt.

ARTICLE XIV – AMENDMENTS

Section 1. Amendments to Bylaws with Previous Notice. These Bylaws may be amended after notice as provided in this section by a majority of the votes cast at any annual meeting of the members at which a quorum is present. Proposals for amendments to these Bylaws may be initiated by the Board of Directors, the constitution and bylaws committee, or by petition of ten members in good standing. All proposed amendments shall be referred to the constitution and bylaws committee for study and recommendation. The committee shall see that all proposed amendments are in the possession of the executive director at least three months before the date of the annual meeting. Executive Director shall cause notice of each proposed amendment, with the recommendations thereon, if any, of the constitution and bylaws committee to be given to all members of the organization. Such notice shall be mailed to each member not less than ten days nor more than sixty days prior to the meeting of the members at which the amendment is to be considered.

Section 2. Amendment of Bylaws without Previous Notice. These Bylaws may be amended without previous notice at any annual meeting by the vote of 75% of the members in good standing who are present and voting.

Section 3. Amendment of Bylaws without Meeting. These Bylaws may be amended by 75% vote of those members voting by mail ballot, provided the criteria for a quorum is met.

A mail ballot may be utilized for the consideration of amendments to these Bylaws in any case in which the Board of Directors shall determine that it is in the best interest of the League to follow such procedure and not to await the next annual convention or to call a special meeting of the membership. In any such case notice of such proposed amendment(s) and the related ballot may not be mailed to the membership less than six months prior to the date on which the annual convention is scheduled to commence.

In any case where mail ballots are to be utilized, a notice of the exact language of the proposed amendment(s), together with a statement detailing the purpose and effects of the proposed amendment(s), shall be mailed to each member at least 45 days before the completed ballot is required to be received by the League.

Proposed changes related to more than one Article or Section of the Bylaws may be grouped as one question on the ballot. Each ballot shall provide clearly a means whereby the member may designate an affirmative or a negative vote on each question presented to the membership, together with a place for the signature of the member. Incidental rules for the conduct of the voting may be prescribed by the Board of Directors in the notice, which accompanies the ballot.

One ballot with accompanying notice shall be sent to each member. Members not in default of payment of dues as of the date on which the notices and ballots are mailed to the members are eligible to vote. Ballots shall be sent to such members at their last address on the records of the League and shall be returned by the date and to the address prescribed by the Board of Directors and stated in the notice.

Section 4. NLN Approval. No action may be taken by the Board or members to amend these bylaws without first receiving approval in writing from the NLN.

ARTICLE XV – OFFICIAL ORGAN

The MLN shall establish and maintain or designate an official organ with the appropriate title.

ARTICLE XVI – DISSOLUTION

In the event of the dissolution or liquidation of the League, liabilities will be discharged and assets will be distributed as per Missouri Statute, Chapter 355.691 for a public benefit corporation, among other 501c3 organizations in Missouri. The Missouri League for Nursing Board of Directors will be responsible for determining the 501c3 organization(s) relating to health care in Missouri supporting nursing/health care education to receive any balance of assets.

MISSOURI LEAGUE FOR NURSING -- ARTICLES OF INCORPORATION

We, the undersigned, being natural persons of the age of 21 years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

1. The name of the corporation is: Missouri League for Nursing.
2. The period of duration of the corporation is: Perpetual.
3. The address of its initial Registered Office in State of Missouri is: 527 Madison Street in the City of Jefferson of Missouri County of Cole and the name of its initial Registered Agent at said address is Miss Marjorie Elmore, R.N.
4. The first Board of Directors shall be eleven in number, their names and addresses being as follows:

Sister M. Agnita Claire, S.S.M.,R.N., 101 Memorial Dr., Kansas City
Miss Ruth Lanfersieck, R.N., 5533 Delmar Blvd., St. Louis
Miss Honora Camden, R.N., 416 S. Kingshighway, St. Louis
Miss Dillie Rose Gulmi, R.N., 5400 Arsenal Street, St. Louis
Mrs. Amyne Cowie, R.N., 5612 Lydia, Kansas City
Sister M. Eleanor, D.C., 7300 St. Charles Rock Rd., St. Louis
Miss Estelle Naes, R.N., 1402 S. Grand Blvd., St. Louis
Sister Hilda Muensterman, R.N., 6150 Oakland Avenue, St. Louis
Mrs. Isabel Baer, 4917 Pershing Avenue, St. Louis
Dr. Jerome D. Simon, Ste. 830, 3720 Washington Blvd., St. Louis
Miss Catherine Guess, R.N., 815 E. High Street, Jefferson City

5. The purpose or purposes for which the corporation is organized are:

To foster the development and improvement of hospital, industrial, public health and other organized nursing services and nursing education through the coordinated action of nurses, allied professional groups, and other citizens to the end that the nursing needs of the people will be met.

On November 6, 1953, the Secretary of the State of Missouri issued to the Missouri League for Nursing a Certificate of Incorporation.