

**NURSING STUDENTS' ASSOCIATION OF NORTH DAKOTA  
BYLAWS  
2023-2024 EDITION**

<b>Code of Professional Conduct</b>
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As a member of the Nursing Students' Association of North Dakota, I pledge myself to:

- Maintain the highest standard of personal and professional conduct.
- Actively promote and encourage the highest level of ethics within nursing education, the profession of nursing and the nursing students' association.
- Uphold all bylaws and regulations relating to the nursing students' association at the chapter, state, and national levels, reserving the right to criticize rules and laws constructively, but respecting the rules and laws as long as they prevail.
- Strive for excellence in all aspects of decision-making and management at all levels of the nursing students' association.
- Use only legal and ethical principles in all association decisions and activities.
- Ensure the proper use of all association funds.
- Serve all members of the nursing students' association impartially, provide no special privilege to any individual member, and accept no personal compensation from another member or non-member.
- Maintain the confidentiality of privileged information entrusted or known to me by virtue of an elected or appointed position in the association.
- Refuse to engage in, or condone, discrimination, on the basis of race, gender, age, citizenship, religion, national origin, sexual orientation, or disability.
- Refrain from any form of cheating or dishonesty and take action to report dishonorable practices to proper authorities using established channels.
- Always communicate internal and external association statements in a truthful and accurate manner by ensuring that there is integrity in the data and information used by the nursing students' association.
- Cooperate in every reasonable and proper way with association volunteers and staff, and work with them in the advocacy of student rights and responsibilities and the advancement of the profession of nursing.
- Use every opportunity to improve faculty understanding of the role of the nursing students' association.
- Use every opportunity to raise awareness of the nursing students' association's mission, purpose, and goals at the school chapter level.
- Promote and encourage entering nursing students to join and become active in NSNA.
- Promote and encourage graduating seniors to continue their involvement by joining professional associations upon licensure as registered nurses.

## **PREAMBLE**

We, students of nursing, preparing for initial licensure as registered nurses, as well as those nurses enrolled in baccalaureate completion programs, believe there is a common need to organize, to represent ourselves to the consumer and other health disciplines, and to assume our rightful place in the profession of nursing.

We believe every citizen has a right to the highest quality of health care.

We believe in the development of the whole person towards his/her professional role with its rights, responsibilities and ideals.

We believe every right bears inherent responsibility.

We believe responsibilities are participatory, not purely philosophical or ideological.

We believe the quality and quantity of participation are not exclusive but bear the responsibility of participation.

Rights/Responsibilities:

Students have a right to a sound education:

- A right to and a responsibility for having a creative educational opportunity;
- A right to and a responsibility for having the highest quality practitioner teacher;
- A right to and a responsibility for achieving input into curriculum planning;
- A right to and a responsibility for achieving self-directed learning;
- A right to and a responsibility for achieving equal participation in all areas of clinical practice.
- A right to and a responsibility for participating in interdisciplinary activities.

Students have a right to due process:

- A right to and a responsibility for ensuring peer review and self-evaluation;

Students have all the rights, responsibility and privileges of internal governance.

Students have a right to and a responsibility to organize and participate in an organization directed towards achieving professional goals:

- A right to and a responsibility for facilitating change in health care delivery through various channels;
- A right to and a responsibility for assembling and exploring fundamental and current professional issues and concerns;
- A right to and a responsibility for organizing in a flexible structure to encompass and represent the diversities within nursing and be representative of the fundamental and current professional issues and concern;
- A right to and a responsibility for fostering a better correlation between nursing education and practice.

## **ARTICLE I – NAME**

The name of this organization shall be the Nursing Students' Association of North Dakota, a constituent of the National Student Nurses Association, hereinafter referred to as NSAND.

## **ARTICLE II – PURPOSE AND FUNCTION**

A. The purpose of the NSAND is:

1. To assume responsibility for contributing to nursing education in order to provide for the highest quality health care.
2. To provide programs representative of fundamental and current professional interest and concerns.

3. To aid in the development of the whole person, his/her professional role, and his/her responsibility for the healthcare of people in all walks of life.
- B. The function of the NSAND shall include the following:
1. To have direct input into standards of nursing education and influence the educational process.
  2. To influence health care, nursing education, and practice through legislative activities as appropriate.
  3. To promote and encourage participation in community affairs and activities towards improved health care and resolution of related social issues.
  4. To represent nursing students to the consumer, to institutions, and other organizations.
  5. To promote and encourage students' participation in interdisciplinary activities.
  6. To promote and encourage recruitment efforts, participation in student activities, and educational opportunities regardless of person's race, color, creed, gender, age, lifestyle, national origin, or economic status.
  7. To promote and encourage collaborative relationships with the North Dakota Nurses' Association as well as with other nursing and related health organizations.

### **ARTICLE III – MEMBERS**

#### Section 1. Constituent Associations :

- A. Any school chapter whose membership is composed of active or associate NSAND members and who has submitted the Official Application for NSNA Constituency Status (the Application) containing the areas of conformity, and upon meeting such other policies as the Board of Directors may determine, shall be recognized as a constituent. This application shall be received by NSAND on a date eight weeks prior to the annual convention.
- B. A school chapter shall be composed of at least 10 members from a school, or the total school enrollment if less than 10. There shall be only one chapter on each school campus.
- C. The state association shall be composed of at least two school chapters in North Dakota. School chapters shall belong to the state association. There shall be only one state association.
- D. For yearly recognition as an NSNA constituent, constituent associations shall be required to submit annually the Official Application of NSNA Constituency Status which shall include the following areas of conformity for active and associate members: purpose and function, membership, dues, and representation.
- E. A constituent association which fails to comply with the bylaws and policies of NSNA shall have its status as a constituent revoked by a two-thirds vote of the Board of Directors, provided that written notice of the proposed revocation has been given at least two months prior to the vote and the constituent association is given an opportunity to be heard.
- F. School chapters and state associations are entities separate and apart from NSNA in their administration of activities with NSNA exercising no supervision or control over these immediate daily and regular activities. NSNA has no liability for any loss, damages, or injuries sustained by third

parties as a result of negligence or acts of school chapters or state associations, or the members thereof. In the event any legal proceeding is brought against NSNA as a result of such acts of omission or commission by a school chapter or state association, said school chapter or state association will indemnify and hold harmless the NSNA from any liability.

## Section 2. Categories of Constituent Membership

Members of the constituent association shall be:

### A. Active members

1. Undergraduate students enrolled in state approved programs leading to licensure as a registered nurse.
2. Registered nurses enrolled in programs leading to a baccalaureate degree with a major in nursing.
3. Active members shall have all the privileges of membership.

### B. Associate members

1. Pre-nursing students enrolled in college or university programs designed as preparation for entrance into an undergraduate program leading to an associate degree, or baccalaureate degree in nursing.
2. Associate members shall have all the privileges of membership except the right to hold office as president and vice president at state and national levels.

### C. Individual members

1. Individual membership shall be open at the state and national level to any eligible student when membership in a constituent association is not available. Individual members shall have the privileges of membership as prescribed in Article III, Section 2, items A and B.
2. Active, associate and individual membership shall be renewable annually.

## Section 3. Categories of Non-constituent Membership

### A. Sustaining members

1. Sustaining membership shall be open at state level to any individual or organization interested in furthering the development and growth of NSNA, upon approval of the Board of Directors. This membership category is not open to those eligible for active or associate membership. Sustaining members shall receive literature and other information from the national office. Membership is not transferred to the state level and the state does not receive monetary compensation. Sustaining members shall have none of the obligations or privileges of membership in NSAND.

### B. Honorary Members

1. Honorary membership may be conferred by two-thirds vote of the voting members present at the annual meeting with recommendation of the Board of Directors upon persons who have

rendered distinguished service of valuable assistance to NSAND. Honorary members shall have none of the obligations or privileges of membership.

#### Section 4. Membership Extension

- A. Active, associate, and individual membership may be extended six months beyond graduation from a student's program in nursing, providing membership was renewed while the student was enrolled in a nursing program. Sustaining membership shall be renewable annually.

#### Section 5. Dues

- A. Payment of NSNA and NSAND dues is a prerequisite for membership. The annual dues for active, associate, and individual members shall be \$40.00-per member, payable for the appropriate due's year. This includes the National Student Nurses' Association dues of \$30.00 and NSAND dues of \$10.00. The dues year shall be for a period of twelve (12) consecutive months. The dues from members joining for two years shall be \$70.00 per member; \$50.00 to NSNA, \$20.00 to NSAND. The dues years for those members shall be a period of twenty-four (24) consecutive months. National and state dues shall be payable directly to NSNA. NSNA shall then remit to each state constituent the dues received on behalf of the constituent.
- B. Any member who fails to pay current dues shall forfeit all privileges of membership.

### **ARTICLE IV – OFFICERS AND DIRECTORS**

#### Section 1. Elected Officers

- A. The elected officers of NSAND shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, Breakthrough to Nursing Director, Co-Directors of Publicity and Communications (2), Director of Funds, a Legislative/Educational Chairperson, a Director of Membership, a Director of Community Health, and two Local Arrangements Chairpersons. If a school is not represented on the NSAND board, the current President at that school will become a non-voting, honorary NSAND board member for that term in office.

#### Section 2. Ex-officio Officer

- A. The ex-officio officer will be the SNOY. The title of SNOY is an honor and the position on the board will be that of a voting member.

#### Section 3. Eligibility

- A. Only members who shall be nursing students throughout at least three fourths (3/4) of the school year during their term of office and have the privileges of active membership shall be eligible for the office of President.
  - i. They must have previously served at least one (1) semester of office on their local NSA or NSAND Board to be eligible for the office of President. In the event that no member having served one (1) semester of office on either board is eligible, or no eligible member having served one (1) semester of office on either board is nominated for the office of President, nomination shall be opened to all eligible members.
- B. Only members who shall be nursing students throughout at least three fourths (3/4) of the school year during their term of office and have the privileges of active membership shall be eligible for the offices of First Vice President, Second Vice President, Secretary, Treasurer, Co-Directors of publicity and Communications, Director of Funds, Legislative/Educational Chairperson, Director of Membership, Director of Community Health, and Local Arrangements Chairpersons.

- C. Only members who shall be nursing students throughout at least three fourths (3/4) of the school year during their term of office and have the privileges of active membership and are attending a college of nursing in the host city of the upcoming annual convention shall be elected as Local Arrangements Chairpersons.
  - i. If two members from the upcoming convention host city are unable to run for office, or are not fulfilled at the time of elections, the convention will move to the next city on the rotation, with eligible students to run for and hold the position.
- D. The SNOY must be enrolled in an approved school of nursing in North Dakota and hold active membership status in NSAND. The SNOY must be of junior status or less at the time of local election in order to fulfill the obligations of the office.
- E. Only members present at the annual meeting may be nominated from the floor.
- F. Should an officer decide he/she cannot fulfill the term of office to which he/she was elected; written notification must be made to the board as soon as this is determined, and the officer will be expected to resign.
- G. No member shall hold more than one elected state position at any time.

#### Section 4. Term of Office

- 1. The term of office shall be one year and one official meeting of the newly elected board with the outgoing board. The first official meeting does not include the meeting following the annual convention at which binders/flash drives are passed on.

#### Section 5. Duties of Officers and Directors

The officers shall perform the duties described by the parliamentary authority, and more specifically shall include:

##### A. The President shall:

- 1. Serve as a principal officer of NSAND and preside at all meetings of NSAND, the Board of Directors and the Executive Committee.
- 2. Ascertain that directions given by the House of Delegates and actions of the Board of Directors are affected.
- 3. Report to the membership and the Board of Directors on the conduct of the affairs of NSAND.
- 4. Create an agenda for the upcoming meeting and distribute to all board members at least one (1) week in advance of the meeting.
- 5. Appoint committees and their chairpersons, subject to the approval of the Board of Directors, and make other appointments as necessary.
- 6. Serve as ex-officio member of all committees except the Nominating Committee.
- 7. Approve and co-sign meeting minutes with the secretary for distribution to local, state and national chapters.
- 8. Participate in an internal audit of NSAND's finances, both at the beginning and the end of his/her term of office.

9. Represent NSAND in matters relating to the association, including representation to the North Dakota Nurses' Association Board of Directors and Nursing Organization Alliance (NOA).
  10. Attend NSNA National Convention to represent NSAND at the national level. NSAND will fund the cost of air travel and the hotel room provided they are booked 21 days in advance of the convention. Other board members attending the convention may stay in the room as well; followed by past board members, should no current board members choose to attend. If President is unable to attend, benefit will go to next officer in line (1<sup>st</sup> VP, 2<sup>nd</sup> VP, Secretary, Treasurer, etc.).
  11. Have such other powers and perform such other duties as may be assigned by the Board of Directors.
  12. Oversees Nurse Educator of the Year (NEDY) Award. Local NEDYs will be selected by each local chapter and the state winner will be selected at the board's discretion. The state winner will be awarded a plaque and a \$100.00 monetary prize which will be taken from NSAND funds.
- B. The First Vice President shall:
1. Assume the duties of the President in the absence or disability of the President.
  2. Accede the office of the President in the event of a vacancy occurring in the office of the President.
  3. Serve as Recruiter Exhibits Chairperson for the annual meeting.
  4. Serve as Auction Coordinator for the annual meeting.
  5. Perform all other duties as assigned by the President.
- C. The Second Vice President shall:
1. Assume the duties of the First Vice President in the absence or disability of the First Vice President.
  2. Accede the office of First Vice President in the event of a vacancy occurring in the office of the First Vice President.
  3. Serve as chairperson of the Nominating Committee.
  4. Coordinate collection of information pertaining to National Convention.
  5. Act as Chief Parliamentarian at the annual meeting and business meetings and advise constituent chapters on implementing Parliamentary Procedures at the local level.
  6. Be responsible for and work in collaboration with the NSAND Board of Directors in drafting and revising resolutions and bylaws for NSAND and shall serve as a contact person to members wishing to make amendments to bylaws and/or draft resolutions.
  7. Resolutions/bylaws committee representative shall attend the NDNA Reference Committee and Bylaws Committee by invitation, whenever possible.
  8. Keep all current resolutions/bylaws on flash drive. Make a copy of the current flash drive for NSAND President and Secretary.

9. Perform all other duties as assigned by the President.

D. The Secretary shall:

1. Submit and sign the minutes of all business meetings of the association and Board of Directors in a timely manner and distribute to the board members within two (2) weeks after the meeting date.
2. Inform the NSNA and local chapter presidents of all current programs and activities and provide up-to-date names and addresses of state and local officers.
3. Secure addresses, including e-mail when available, and telephone numbers of current NSAND officers, directors, consultants, chapter presidents, and chapter faculty advisors and distribute to these individuals.
4. Review the NSAND policies and be responsible for recommendations of policy changes.
5. Serve as Co-chairperson of State Convention Registration Committee.
6. Perform all other duties as assigned by the President.
7. The Secretary will keep two years of minutes in his/her binder/flash drive.

E. The Treasurer shall:

1. Act as a custodian of organization funds and see that an annual financial report is prepared and published in such a manner that members may access it.
2. Report income/expenses at midyear and annual convention and when requested by local chapters.
3. Work in collaboration with the Director of Funds and Director of Membership in recruitment and fund-raising efforts.
4. Provide an annual budget for Board approval at the first regular meeting of the newly elected Board of Directors.
5. Participate in an internal audit of NSAND's finances, both at the beginning and end of his/her term of office.
6. Serve as Co-Chairperson of the State Convention Registration Committee.
7. Be bound by the guidelines set forth in the Guidelines for Treasure's Handbook in discharging the duties of the Treasurer as the custodian of the operating funds of the Nursing Students' Association of North Dakota.
8. Any reimbursement requests NSAND receives must be accompanied with a receipt of purchase and shall be voted on by the board for approval. This includes, but is not limited to; any monies reimbursed to the president for the annual convention but does not include mileage.
9. Perform all other duties as assigned by the President.

F. The Breakthrough to Nursing Director shall:



1. Communicate with school counselors in North Dakota concerning nursing career opportunities. Act as a liaison and information source for area hospitals and high schools.
2. Serve as host/hostess for the state convention.
3. Submit a report of the year's activities as Breakthrough to Nursing Director to the Board of Directors.
4. Make personal appearances on the request of organizations if funds are available. All such functions need approval of the Breakthrough to Nursing Director's local nursing school.
5. Assist in organizing and implementing the State SNOY Contest at the State Convention.
6. Communicate with the NSNA Breakthrough to Nursing Director.
7. Coordinate the State Leadership Award contest.
8. Serve as chairperson of the Breakthrough to Nursing Committee.
9. Perform all other duties as assigned by the President.

G. The Student Nurse of the Year (SNOY) shall:

1. Organize and implement the State SNOY Contest at the State Convention.
2. Provide each chapter with the criteria and information concerning selection of Chapter SNOY and state leadership award content.
3. Make personal appearances on the request of organizations if funds are available. All such functions need approval of the SNOY's local nursing school.
4. Perform all other duties as assigned by the President.

H. The Co-Directors of Publicity and Communications shall:

1. Contact NSAND member's local newspapers to inform them of the student's activities in NSAND.
2. Serve as co-chairpersons of the Publicity Committee for the State Convention.
3. Recognize supporters of NSAND and donations received from sponsors.
4. Serve as contact persons for advertising NSAND activities.
5. Work in collaboration with Local chapter director(s) of publicity and communication representative.
6. Produce and promote brochure sponsorship for the state convention.
7. The Co-Directors of Publicity and Communication will maintain and update the NSAND website as needed.
8. Responsible for updating and maintaining public NSAND Facebook, Twitter, and Instagram pages.

9. Submit an article to the North Dakota Nurse publication four (4) times a year.
10. Perform all other duties as assigned by the President.

I. The Director of Funds shall:

1. Plan and implement fund raising activities for NSAND.
2. Work in collaboration with the Treasurer for fund raising activities.
3. Submit to the Treasurer a total of the costs, revenues, and profits from each fundraiser following the completion of fundraising events.
4. Assist the First Vice President in both organizing and hosting recruiter exhibits.
5. Serve as contact person to members planning fund raising activities at the chapter level.
6. Perform all other duties as assigned by the President.

J. The Legislative/Education Chairperson shall:

1. Keep NSAND informed of relevant legislative issues concerning members.
2. Maintain contact with state and local legislators regarding issues pertinent to NSNA and act as liaison between NSAND and legislators.
3. Collaborate with the Governor regarding designation of Student Nurses' Week to correspond with the state convention.
4. Act as a liaison to the North Dakota Nurses Association (NDNA) and attend the NDNA Government Advocacy meeting representing NSAND's position concerning legislative action, and report back to the NSAND board.
5. Become a Director of the Board of the North Dakota Center for Nursing (NDCN), attend meetings representing NSAND's position concerning legislative action, and report back to the NSAND board.
6. Obligations should be voluntary and equal with both NDNA and NDCFN in efforts to foster working relationships with each.
7. Maintain contact with North Dakota schools of nursing (deans, directors, and faculties) regarding pertinent issues.
8. Provide consultation services to local school chapters.
9. Perform all other duties as assigned by the President.

K. The Director of Membership shall:

1. Actively encourage membership and involvement at all levels of the NSNA.
2. Aid Treasurer in recruitment drives to increase NSAND membership.
3. Keep a running membership record for the state and each chapter.

4. Inform each chapter, at times deemed appropriate by the Board, of its number of members and their membership expiration dates.
5. Inform each district of the number of delegates they are allowed for the annual NSAND convention.
6. Aid in recruitment for North Dakota Nursing Schools.
7. Coordinate the NSAND Membership Challenge Award.
8. Contact NSNA to obtain a list of North Dakota NSNA members and distribute to each North Dakota nursing school's chapter President and school advisors.
9. Serve as chairperson of the Quarters Challenge at the annual NSAND convention.
  - i. The money raised from the Quarters challenge is dispersed as follows: 50% of the earnings will be dispersed to the SNOY award recipient and 50% of the earnings will be dispersed to the leadership award recipient under the Brenda Sperle Scholarship to encourage the education and advancement of student nurses statewide. A minimum of a 100-dollar scholarship, paid from NSAND funds, will be ensured to each recipient in the event that the quarters challenge does not meet this minimum.
10. Perform all other duties assigned by the President.

L. The Director of Community Health shall:

1. Encourage implementation of community health projects in each chapter.
2. Serve as the contact person for community health activities.
3. Actively look for new ideas for community health projects.
4. Keep a record of each chapter's community health projects.
5. Communicate with the NSNA Community Health Director.
6. Coordinate two statewide philanthropic activities per year.
7. Coordinate the Most Active Chapter Contest.
8. Perform other duties assigned by the President.

M. The Local Arrangements Chairperson(s) shall:

1. Two persons that are voted on by the delegation.
2. Reside in the city of the annual NSAND convention.
3. Must be enrolled as students for the entire term in office.

4. Coordinate the state convention by:
  - a. Securing a convention site
  - b. Securing sponsors
  - c. Organizing a Program
5. Perform all other duties as assigned by the President.

#### Section 6. Vacancies

1. A vacancy in the office of President or First Vice President shall be filled as specified in these bylaws.
2. A vacancy on the Board of Directors, other than President or First Vice President, shall be filled, if deemed essential, by the NSAND Board of Directors. In any case, a written explanation must be provided to all chapter presidents as soon as the NSAND Board of Directors has reached a decision.
3. The candidates for a vacant office must meet all eligibility requirements.
4. Providing a vacancy shall be filled, it shall require two-thirds (2/3) vote of the NSAND Board of Directors.
5. Any resignation from a position on the NSAND Board of Directors shall be in writing and shall be effective immediately upon receipt of it by the NSAND Board of Directors.
6. In the event that a verbal resignation is tendered without written confirmation as stated in Section 6.2. above, the NSAND Board of Directors shall consider removal of the individual by declaring the office vacant by three fourths (3/4) vote.
7. Verbal resignations shall be tendered to the President and another Board Member. In the case that the President is verbally resigning, the President shall tender the resignation to the First Vice President and another Board Member.

### **ARTICLE V – NOMINATIONS AND ELECTIONS**

#### Section 1. Appointment of Nominating Committee

1. A Nominating Committee shall be composed of three members. The Board of Directors shall appoint two at a time deemed appropriate by the Board of Directors. The term of the appointment shall be until the close of the next annual meeting. Appointees shall submit verification of willingness to accept this position. Both members shall be nursing students throughout the full term of the office and have the privileges of membership. The Second Vice President shall serve as chairperson of the Nominating Committee. If the Second Vice President is seeking another term in any office, there shall be a proxy substituted when that office is dealt with.
2. Members of the Board of Directors running for another term in any office are not eligible for appointment to the Nominating Committee.

#### Section 2. Duties of the Nominating Committee

1. The Chairperson of the Nominating Committee shall notify the local chapters to submit qualified candidates' names to the Board of Directors.
2. The Chairperson of the Nominating Committee shall contact candidates and obtain their consent to run for office.

3. The Nominating Committee shall prepare a ballot with candidates for office to be used at the annual meeting.
4. Candidates may run for only one state office.
5. The Nominating Committee shall tabulate ballots to determine the majority vote for each office. In the event a committee member is nominated for office, the president will appoint a replacement to tabulate ballots.

#### Section 3. Elections

1. The members-at-large shall elect the officers and directors at each annual meeting during the NSAND convention. Each state board member shall be entitled to one vote with the exception of the state president.
2. Election shall be by ballot. A majority vote shall elect. A tie vote shall be decided by re-vote. In the event of a second tie vote, the President shall cast the deciding vote.
3. Members must submit proof of membership to obtain a ballot.
4. Ballots shall be destroyed at the conclusion of the annual meeting by shredding or burning, by the nomination's chairperson.

### **ARTICLE VI – MEETINGS**

#### Section 1. Elections

The annual meetings of the association shall be held at such a time and place as shall be determined by the Board of Directors. The annual meeting shall be for the purpose of holding an election, receiving reports, and conduction such other business as may properly come before the voting members. Notice of the meeting shall be sent to the President of each Constituent association.

#### Section 2. Membership

1. Members-at-large at annual meetings shall be active or associate members in good standing in the chapter.
2. The Membership shall be the governing and voting body of the association and shall be composed of members present from each of the school chapters and the NSAND officers and directors; the two exceptions for voting are: The President who will cast a vote only in a second-tier situation (Article V, Section 3.2.) and the consultants who are ex-officio members (Article VII, Section 1). The Membership shall conduct the business of the annual meeting.
3. The SNOY shall not be able to cast a vote during meetings of the NSAND board but shall be allowed to cast a vote during business at the state convention as a local and NSNA member.

#### Section 3. Privileges

The privileges of making motions and voting shall be limited to the voting body. A voting member shall have but one vote in any election or on any question. Voting members shall be identified by a mark on their name tags, said mark to be designed by the school hosting the yearly convention.

#### Section 4. Open Meetings

In accordance with the North Dakota State Law, all meetings of the association shall be open and publicly announced at least two weeks in advance.

#### Section 5. Quorum

The quorum for the annual meeting shall consist of members from at least 51% of the total number of members credentialed at the annual meeting and which represent at least 2/3 of the schools having members credentialed at the annual meeting, and at least four members of the Board of Directors, including the President or First Vice President.

#### Section 6. Special Meetings

1. A special meeting may be called by the Board of Directors and shall be called by the President upon written request of one-third or more of the constituent associations. Notice of time, place, and purpose of the meeting shall be sent to all constituent associations not less than five days prior to the meeting.
2. The voting body shall consist of all elected state officers and NSAND members present.
3. A quorum at a special meeting consists of representation from one-third of the constituent associations and at least four members of the Board of Directors including the President or First Vice President.

### **ARTICLE VII – BOARD OF DIRECTORS**

#### Section 1.

The Board of Directors shall consist of the elected officers and the Directors. The consultants shall serve as ex-officio members without a vote. Constituency Presidents shall serve as ex-officio members without a vote when present at the Board meetings.

#### Section 2.

All the powers of the association are vested in and shall be exercised by the Board of Directors during the interim between meetings of the association, except that the Board shall not nullify nor modify any action taken by the Membership in convention, and subject to the provisions of these bylaws.

#### Section 3.

The Board of Directors shall not be responsible for any contract, claim or obligation of any kind incurred, or for any position taken by any officer or members unless the Board of Directors authorized the same in writing.

#### Section 4.

Management by the Board of Directors shall include the following duties:

1. Review and approve the terms of official relationships established with other organizations singly or in coalition.
2. Approve any communication in the form of action, statement of policy or position, or financial obligations involved in NSAND relationships with other organizations.
3. Approve the budget and provide the annual audit of accounts at the close of the fiscal year.
4. Fill vacancies for an un-expired term unless otherwise specified by these bylaws.

5. Declare an office vacant by two-thirds majority vote.
6. In the case of an emergency, the Board of Directors may take votes by referendum vote or by conference call, provided the content is conveyed in the same words to each member.
7. Approve the Treasurer's Handbook, Guidelines for Treasurer, as a binding guide to the handling of the organization's funds. Changes to the treasurer's Handbook, Guidelines for Treasurer, will be approved by the Board of Directors.
8. Officers and directors of the NSAND Board of Directors, including ex-officio members, absent from the meetings must submit a report to the NSAND Board in advance of the meeting. Officers and directors absent from two meetings without submitting a report may be terminated by the NSAND Board of Directors.
9. The NSAND Board may terminate officers and directors of the NSAND Board of Directors, including ex-officio members, absent from two (2) or more meetings during a yearly term of office, with or without submitting a report.
10. If a member of the NSAND Board of Directors fails to fulfill his or her responsibilities as defined in the bylaws and the policies of NSAND, the NSAND Board of Directors shall have the option of removing that Board member from the office. The action will require a three-fourths (3/4) vote of the NSAND Board of Directors. An appeal to this decision must be submitted in writing to the NSAND President, within two weeks of receipt of decision. In the event the President is removed from office, the appeal must be submitted in writing to the First Vice President. The appeals case will be considered by the NSAND Board of Directors via conference call or special board meeting within two weeks of receipt of the appeal. The appealing officer shall be reinstated by a three-fourths (3/4) vote of the Board of Directors.
11. An evaluation may be done on any Board Member including ex-officio members by a three-fourths (3/4) vote of the Board at a regular meeting.

#### Section 5. Meetings

1. Regular meetings of the Board of Directors shall be held immediately before and after the annual meeting, and at such other times deemed necessary by a majority of the Board. The President shall determine the date and place of the meetings.
2. The first regularly scheduled meeting after the annual meeting will be combined meeting with the old and new officers in attendance.
3. The quorum shall be a majority of the elected voting members of the Board including the President of First Vice president and at least one consultant.
4. A quorum must be present to conduct business, and to elect and install new officers.

#### Section 6. Attendance Policy

1. In the event of an absence from any Board of Directors meeting, a written report of the month's activities shall be sent to the President prior to the meeting, except in the case of an emergency, at the discretion of the President.
2. Members of the Board of Directors who have missed more than two regularly scheduled meetings of any current term year without prior notification to the Board of Directors, and who offer no valid reason for such absences may be removed from office by a plurality vote of the current membership at the next scheduled meeting. The officer in question will be notified in advance of the meeting.
3. An officer may also be removed from office by a plurality vote of the members of the Board of Directors present at a meeting called for that purpose if that officer is deemed negligent in the functions of that office as stated in these bylaws.

4. Prior notification of two weeks shall be given to the individual in question, and a special Board of Directors meeting shall be held to review the circumstances.

#### Section 7. Executive Committee

There shall be an Executive Committee of the Board of Directors composed of the President, First Vice President, Secretary, Treasurer, and Consultant. This committee shall have the power to transact business only of an emergency nature, which cannot wait until the next scheduled meeting of the Board of Directors. All transactions of this committee shall be reported in full at the next regular meeting of the Board of Directors. The Executive Committee may conduct such emergency business by telephone, e-mail, or mail.

### **ARTICLE VIII – CONSULTANTS**

#### Section 1. Consultants

There shall be at least two and no more than four consultants (consisting of two graduate consultants and two additional external consultants specified within). One consultant shall be an active member of the North Dakota Nurses' Association appointed to serve for two years or until the Board appoints a successor. A second consultant shall be an active member of the National League of Nursing in Higher Education and be appointed by the NSAND Board of Directors to serve for three years or until the Board appoints a successor; these consultants shall be appointed on alternating years. There may be up to two (2) graduate consultants. He/she/they shall be a graduate nurse(s) or graduating senior nurse who has been a member of NSAND and who has experience on the State Board of Directors or a state committee. The graduate consultant(s) shall be elected at the annual meeting to serve for one year, or until a successor is elected or appointed by the Board.

#### Section 2. The consultant shall:

1. Be responsible for providing for interchange of information between the Board of Directors of the NSNA and NSAND.
2. Attend meeting of NSAND.
3. Provide critical thinking skills to foster problem solving, objective analysis, and goal centered planning in the pursuit of the objectives and activities of NSAND.
4. Serve as a resource person in planning, deliberations, implementation, and evaluation of NSAND activities as needed by the NSAND board.
5. Identify potential resources and expertise needed for the NSAND in decision-making and program planning.
6. Assist, as necessary, in providing direction and assistance in operational aspects as needed by the NSAND board.
7. Communicate and objectively interpret major issues and concerns for the nursing profession.
8. Stimulate and encourage personal and professional growth and skill development of officers and other members of the NSAND.
9. Facilitate the orderly transfer of the outgoing and incoming boards of directors and consultants.
10. Participate in an internal audit of NSAND's finance both with the beginning and end of each Board of Director's term.



## **ARTICLE IX – COMMITTEES**

### Section 1. Committee membership

1. The Nominating Committee shall have the composition and duties as outlined in Article V, Section 1 and 2 of these bylaws.
2. The Board of Directors, at its discretion, shall establish other committees deemed necessary to carry on the work of the association and determine the function, terms, and membership of the committees.
3. NSAND will offer representation to NDNA and NDCFN committees based on need and interest.
4. The Breakthrough to Nursing Committee will ideally consist of the NSAND Breakthrough to Nursing Director as chairperson and one committee member from each local chapter. The committee shall consist of no less than 4 people (including the chair) and has no maximum number.
5. The Executive Committee shall have the composition and duties as outlined in Article VII, Section 6 of these bylaws.

### Section 2. Duties of committee representatives

1. The Legislative/Education Committee representative shall attend the NDNA Advocacy Committee meetings and shall represent NSAND's position concerning legislative action.
2. The Resolutions/Bylaws Committee representative shall attend NDNA Advocacy Committee meetings and NDNA Bylaws Committee meetings by invitation. He/she will work in collaboration with the NSAND Board of Directors in drawing up and revising resolutions and bylaws for NSAND and shall serve as a contact person to members wishing to make amendments to bylaws and draw up resolutions.

## **ARTICLE X – OFFICIAL ONLINE PUBLICATIONS**

### Section 1.

The NSAND website shall be the official publication of this association and shall be made available to members as one of the benefits of membership.

### Section 2.

The NSAND website shall be updated quarterly on dates determined by the NSAND Board of Directors to be timely for the association.

## **ARTICLE XI – PARLIAMENTARY AUTHORITY**

### Section 1.

All meetings of this association shall be conducted according to parliamentary laws set forth in Robert's Rules of Order Newly Revised where the rules apply and are not in conflict with these bylaws.

## **ARTICLE XII – AMENDMENTS**

### Section 1.

These bylaws may be amended at any annual or special meeting of the attending members by a two-thirds vote of the members present and voting, providing previous notice has been sent to members at least 30 days prior to the meeting.

Section 2.

An NSAND Board of Directors member, consultant, or a chapter president may submit proposed amendments. Proposed amendments shall be submitted in writing, carrying the proponent's signature, to the Board of Directors for review at least six (6) weeks prior to the annual meeting.

Section 3.

These bylaws may be amended at any annual or special meeting of the attending members without previous notice or Board approval by a ninety-nine percent vote of members present and voting, providing previous notice shall have been given at an earlier meeting of the same session, and provided the proposed amendments have been given to the presiding officer and the parliamentarian before the meeting where previous notice was given.

Section 4.

Amendment to the bylaws of NSAND, adopted at the annual meeting, which directly relate to the business of the state constituency, will be incorporated immediately after passage.

**Revised: August, 2023**

**Approved by NSAND House of Delegates: May, 2023**