

REGISTERED NURSES ASSOCIATION
IN MICHIGAN
(RN-AIM)

BYLAWS

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**REGISTERED NURSES ASSOCIATION IN MICHIGAN
BYLAWS**

**Article I
Name, Mission, Functions and Seal**

Section 1. Name

The name of this association shall be the Registered Nurses Association in Michigan, hereinafter referred to in these Bylaws as RN-AIM.

Section 2. Mission and Values

- a. Mission – RN-AIM is the organization for all professional nurses - that creates a community of excellence through networking and collaboration. This mission shall be unrestricted by consideration of age, color, creed, disability, gender, health status, income, lifestyle, nationality, race, religion or sexual orientation.
- b. Values – As an organization of professional nurses, RN-AIM is committed to:
 - (i) Compassion, caring and ethical values;
 - (ii) Client-centered relationships;
 - (iii) Continuous development of self and others;
 - (iv) Accountability and responsibility for evidence based practice; and
 - (v) Collaboration and flexibility

Section 3. Functions

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

- j. Support affirmative action.
- k. Elicit cooperation of all Educational Regions and Councils to ensure securing minority candidates for appointed and elective positions within the organization.
- l. Provide services to Educational Regions and Districts.
- m. Maintain communication with Members through e-newsletters and other means of communication.
- n. Advocate for and provide systematic attention to the human rights concerns of nurses and health care consumers.
- o. Cooperate with other organizations in developing and implementing activities of mutual concern.
- p. Represent nurses and act as a voice for RN-AIM with state allied professional, community and governmental groups, and the public.
- q. Promote relationships with nursing students by inviting them to participate in the RN-AIM Councils.
- r. Annually review reports of nurse resource surveys in Michigan.
- s. Advocate for accessible and affordable health care for patients and consumers.
- t. Promote nursing practice in Michigan that enhances the health and well being of individuals, families and communities.
- u. Develop and influence social and institutional policies for the benefit of all people of Michigan.
- v. Promote the professional, intellectual, and leadership development of Michigan registered nurses.
- w. Advance the scholarly development of the nursing profession.
- x. Ensure adherence to the Code of Ethics for Nurses established by the ANA.

Section 4. National Affiliation.

RN-AIM shall be affiliated with the American Nurses Association (ANA) as a constituent member association (CMA) and shall maintain the qualifications for membership in ANA as defined by ANA bylaws. The CMA shall remain affiliated with the American Nurses Association until such time as 2/3 of the entire CMA membership votes to disaffiliate from the ANA. "CMA membership," for these purposes, is defined as individual members of the CMA who have ANA rights and privileges of membership as a result of their CMA membership. The vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect the integrity and validity of the vote.

Section 5. Seal

The Board of Directors may adopt, alter, or terminate the use of a corporate seal or logo at any

time. The seal or logo may be used by causing it or a facsimile to be impressed, affixed, or reproduced.

Article II. Members, Associates and Dues

Section 1. Composition

- a. Membership in RN-AIM and ANA shall be composed of:
 - (i). Members who are Registered Nurses licensed in the State of Michigan, who are:
 - (1) Currently employed and either reside in Michigan or reside in other states, territories or possessions of the United States, or
 - (2) Retired Registered Nurses, who are not employed, in any capacity, on a full time or part time basis and maintain their nursing license.
- b. Membership in RN-AIM only shall be composed of:
 - (i) Members who are Registered Nurses licensed in the State of Michigan, who have elected not to be a member of ANA, and who are:
 - (1) Currently employed and either reside in Michigan or reside in other states, territories or possessions of the United States, or
 - (2) Retired Registered Nurses, who are not employed, in any capacity, on a full time or part time basis and maintain their nursing license.
- c. Institutional Members in RN-AIM shall be composed of:
 - (i) Members who are Registered Nurses licensed in the State of Michigan, who :
 - (1) Maintain their nursing license, and are currently employed by an institutional or health facility that has made application for membership in RN-AIM, and either reside in Michigan or reside in other states, territories or possessions of the United States,
- d. Nursing Student Associates shall be individuals: (i) currently enrolled in an accredited/ approved nursing programs (ADN or BSN); (ii) or who have not completed the examination for registered nurse licensure; or (iii) who are enrolled in a RN-Completion program to earn one's baccalaureate degree. Student Associates are not Members, but have access to specified RN-AIM materials and networking opportunities.

Section 2. Qualifications

- a. A Member is a qualified member of RN-AIM and ANA:
 - (i) Who does not have a professional registered nursing license under suspension or revocation in any state, except the impaired registered nurse who is receiving or has received treatment for impairment is eligible for membership;
 - (ii) Whose application for membership has been accepted in accordance with the RN-AIM Bylaws;
 - (iii) Whose dues are not delinquent; and
 - (iv) Whose membership is not under revocation for violation of the ANA Code of Ethics for Nurses.
- b. A Nursing Student Associate is a participant:

- (i) Who is either currently enrolled in an accredited/ approved nursing program (ADN or BSN), or who has not completed the examination for registered nurse licensure; or who is enrolled in a RN-Completion program to earn a baccalaureate degree.
 - (ii) Whose application has been accepted in accordance with the RN-AIM Bylaws; and
 - (iii) Whose participation fees are not delinquent.
- c. A Nursing Student Associates' participant status shall be changed to a Member contingent upon having been granted registered nurse or a baccalaureate degree in a RN-Completion program.
- d. Membership is unrestricted by consideration of age, color, creed, disability, gender, health status, income, lifestyle, nationality, race, religion, or sexual orientation.

Section 3. Member Rights and Obligations

- a. Each Member shall have the right to:
- (i) Receive a RN-AIM membership card and regularly issued e- newsletter, provided the Member is a RN-AIM Member;
 - (ii) Be a candidate for RN-AIM elected and appointed positions in accordance with the RN-AIM Bylaws and policies, provided the Member is a member of RN-AIM;
 - (iii) Be a candidate for ANA elected and appointed positions in accordance with the ANA Bylaws and policies, provided the Member is a member of ANA;
 - (iv) Participate in RN-AIM elections, provided the Member is a member of RN-AIM only;
 - (v) Participate in RN-AIM elections including the election of delegates to the ANA House of Delegates, provided the Member is a member of RN-AIM and ANA; and
 - (vi) Participates in RN-AIM and other unrestricted RN-AIM activities, provided the Member is a member of RN-AIM only;
 - (vii) Participate in the RN-AIM Assembly, annual meeting, ANA House of Delegates and other unrestricted RN-AIM and ANA activities, provided the Member is a member of RN-AIM and ANA.
 - (viii) Attend the Congress of the International Council of Nurses of which ANA is a member, provided the Member is a member of ANA.
 - (ix) Receive an ANA membership card and ANA news periodicals, provided the Member is a member of ANA.
- b. Each Member shall have the obligation to:
- (i) Abide by the RN-AIM and ANA Bylaws, as applicable to their membership status; and
 - (ii) Abide by the ANA Code of Ethics for Nurses, whether the Member is a member of ANA only or RN-AIM and ANA.
- c. Members of RN-AIM who reside in Michigan shall be members of an Educational Region where one exists. Each Educational Region shall require of its members the same qualifications for membership status, rights, responsibilities and discipline as herein stated. Members residing outside of Michigan, or those in Michigan who prefer, shall be Members of the Cyber Educational Region.

Section 4. Disciplinary Action

- a. Cause for disciplinary action by RN-AIM against a Member shall be limited to failure to fulfill

the obligations as cited in these Bylaws and other actions detrimental to the purposes, goals, and functions of RN-AIM.

- b. The procedure for Member discipline is as follows:
 - (i). RN-AIM shall recognize the disciplinary action taken by any constituent member association of the ANA against an individual RN-AIM member who is also an ANA Member.
 - (ii) All complaints falling in the above categories must be in writing, signed by the complainant and addressed to the President of RN-AIM and the Association Administrator.
 - (iii) Upon receipt of a written, signed complaint, the President or Association Administrator of RN-AIM shall, within ten business days:
 - (1) Acknowledge receipt of the complaint;
 - (2) Notify the accused, in writing, of the complaint;
 - (3) Provide both the accused and the complainant with a copy of this procedure; and
 - (4) Forward the complaint to the chair of the Ethics Committee to investigate the complaint and recommend its dismissal or the issuance of charges.
- d. Within a period of fifteen business days after receipt of a complaint, the full Ethics Committee shall:
 - (i) Determine whether additional information is necessary;
 - (ii) Conduct interviews with the complainant and the accused if deemed necessary, or if requested in writing, by the either complainant or accused; and
 - (iii) Prepare a written report summarizing its investigation for the Board of Directors.
- e. Within a period of fifteen business days after receipt of the Ethics Committee's summary of the investigation, the Board of Directors shall:
 - (i) Meet in executive session to review and act upon said report;
 - (ii) Recommend either that the complaint be dismissed or that charges be issued against the accused.
 - (iii) In the event charges are recommended, the Board of Directors shall formulate in writing the charge(s), and specify the offense(s) the Member is alleged to have committed, along with supporting facts; and
 - (iv) Notify the complainant and the named individual of the action taken in subparagraph (ii).
 - (v) If no charges are recommended, the complainant and the accused will be notified in writing that the charges have been dismissed.
- f. If charges are issued, the RN-AIM Executive Committee shall:
 - (i) Schedule and conduct a full and fair hearing no later than thirty (30) business days after the decision to issue charges;
 - (ii) Notify the complainant and the named Member, in writing, of the hearing date at least twenty-one (21) calendar days prior to the scheduled date and provide them with the rules governing conduct of the hearing;
 - (iii) Meet in executive session immediately following the hearing to determine disposition of the charges; and
 - (iv) Notify involved parties, in writing, within five (5) business days of its determination.
- g. A Member's request for reconsideration or appeal of the Executive Committee's determination shall be submitted in writing to the President and the Association

Administrator of RN-AIM within thirty (30) calendar days after the Member's receipt of the written determination. The Member shall set forth, in writing, the basis for the reconsideration or appeal, documentation to support the reconsideration or appeal, and the desired outcome or disposition. Such documentation shall be submitted at the time the request for reconsideration or appeal is made by the Member.

- h. In the event a Member requests a reconsideration or appeal, the Board of Directors will appoint an appeal committee, comprised of at least three (3) but not more than five (5) RN-AIM Members who have had no previous involvement in the processing, investigation, consideration, or review of the charges, or prior disposition. The appeal committee will process and dispose of a request for appeal or reconsideration within fifteen (15) business days of its receipt, by providing the Member requesting recommendation and the Board of Directors with a written determination on the appeal or reconsideration. The appeal committee's written determination shall be final.
- i. Members suspended or expelled under provision of this article shall be eligible for reinstatement at all levels upon application approved by two-thirds secret ballot vote of the Board of Directors.
- j. All action taken under these Bylaws shall be in accordance with established policies and procedures for handling alleged violations.
- k. Disciplinary action taken by another professional registered nurse organization or professional registered nurse specialty organization shall be reviewed and given careful consideration by the Ethics Committee.

Section 5. Dues and Student Associate Participation Fees

- a. RN-AIM annual dues shall be established by the RN-AIM Assembly and shall include the dues payment required by the American Nurses Association for those who are members of both organizations. . Increases in ANA dues shall be automatically passed through to RN-AIM Members who are also ANA Members, upon the effective date of the ANA dues increase.
- b. Annual dues may be changed by a two-thirds (2/3) majority vote of the Assembly at its annual meeting.
- c. Membership rights shall be forfeited upon failure to pay dues as required by current policy. The annual dues for a Member shall be for a membership year of twelve consecutive months, commencing on October 1 of each year.
- d. Dues for Educational Regions shall be paid in addition to and at the same time as the dues for RN-AIM. Region dues shall be uniform and established by the RN-AIM Assembly.
- e. Retired Registered Nurses may elect to pay 50% of the annual dues of RN-AIM.
- f. Dues for Institutional RN-AIM Members will be subject to an annual discount based on the following number of Registered Nurses applying for membership at the same time each year. The discount on dues shall be paid once per year as follows:
 - (i) Discount of ten percent (10%) for the membership of 50 – 99 Registered Nurses;
 - (ii) Discount of fifteen percent (15%) for the membership of 100-199 Registered Nurses;
 - (iii) Discount of twenty percent (20%) for the membership of 200-299 Registered Nurses;

- (iv) Discount of twenty-five percent (25%) for the membership of over 300 Registered Nurses.
- g. Nursing Student Associates shall pay participation fees in the amount stipulated by the Board of Directors of RN-AIM if Nursing Student Associates are either
 - (i) enrolled in full-time study in an accredited/approved nursing program (ADN or BSN);
 - (ii) have not completed the examination for registered nurse licensure; or
 - (iii) Who are enrolled in a RN-Completion program to earn a baccalaureate degree.
- h. For the first year of Membership following graduation from an ADN, BSN or RN-Completion Program, if the application for membership in RN-AIM is initiated within three years of graduation from an ADN, BSN or RN-Completion Program, the RN-AIM member fees will be the same as the student participation fee.
- i. No monies shall be refunded or additional monies collected when a change in dues category is made within a membership year, including when an individual transfers membership to or from another constituent members association of the ANA.

Article III Educational Regions and Districts

Section 1. Educational Region Definition

- a. The RN-AIM Board shall designate nine (9) Educational Regions of RN-AIM.
- b. The nine (9) Educational Regions shall consist of eight (8) Geographic Educational Regions and one (1) Cyber Educational Region. Geographic Educational Regions shall be defined and recorded by the Board of Directors and may be changed by a two-thirds (2/3) vote of the Board of Directors, provided such change has been approved by each Geographic Educational Region and that the total number of Geographic Educational Regions remain at eight (8). Boundaries of the Geographic Educational Regions are consistent with one or more counties. The Cyber Educational Region shall not have any geographic boundaries.

Section 2. Functions

Each Educational Region shall:

- a. Require that all of its Members have the qualifications specified in Article II, Section 2 a.
- b. Conform to these Bylaws and policies established by the RN-AIM Assembly and Board of Directors.
- c. Each Educational Region shall:
 - (i) In the month of May, per the schedule set forth below, elect a minimum of: three (3) Officers for the Educational Region (a minimum of President, Secretary and Treasurer); one (1) Liaison to the RN-AIM Board of Directors; two (2) Representatives to each of the Councils; and one (1) Member of the RN-AIM Nominating Committee, as well as appoint or elect chairpersons to those committees identified in the Educational Region's bylaws. To provide for continuity between incoming and outgoing officers and positions, those officers and positions in place prior to the Annual Assembly shall remain in office until

adjournment of the Annual Assembly, and those officers and positions scheduled to assume their respective offices/positions at the Annual Assembly shall do so upon commencement of the Annual Assembly when installed at the Annual Assembly, as applicable.

- (1) The President and Secretary shall be elected in odd numbered years to serve for two years or until a successor is appointed or duly elected.
- (2) The Treasurer and other Officers, as applicable, shall be elected in even numbered years to serve for two years or until a successor is appointed or duly elected.
- (3) The Liaison to the Board of Directors shall be elected at the initial annual meeting of the Assembly; with even numbered Educational Regions electing the Liaison to serve for two years and odd numbered Educational Regions electing the Liaison to serve for one year, or until a successor is appointed or duly elected, and thereafter the Liaison to the Board of Directors shall be elected by odd numbered Educational Regions in odd-numbered years; even numbered Educational Regions to elect in even-numbered years, with the Liaison to serve for two years or until a successor is appointed or duly elected.
- (4) Two Representatives to each of the four Councils shall be elected as follows: one (1) Representative shall be elected in odd numbered years to serve for two years or until a successor is appointed or duly elected; one (1) Representative shall be elected in even numbered years to serve for two years or until a successor is appointed or duly elected.
- (5) One member to the Nominating Committee shall be elected in odd numbered years to serve for two years or until a successor is appointed or duly elected.
- (6) Elections to a committee of an Educational Region shall be in accordance with the Educational Region's policies.
 - (ii) Maintain operating policies and procedures, which are congruent with those of RN-AIM.
 - (iii) Meet as an Educational Region at least two times each year.
 - (iv) Annually submit to RN-AIM by June 1, a standardized form that includes:
 - (1) Names, addresses and telephone numbers of all Officers, the Liaison to the Board of Directors, Representatives to the Councils, representative to the Nomination Committee and other Educational Region committee chairpersons as determined by the Educational Region;
 - (2) A statement of Educational Region's financial status and transactions;
 - (3) A statement of the actions taken by the Educational Region to support the functions of the Councils and/or Assembly.

Section 3. Disqualification

An Educational Region that fails to comply with the requirements of these Bylaws and policies established by the RN-AIM Assembly and Board of Directors may be disqualified by two-thirds vote of the Board of Directors, provided due notice of the impending disqualification has been given, in writing, to the Educational Region at least three months before the vote is taken. Upon disqualification, the Board of Directors will then create a new Educational Region.

Section 4. Reinstatement

An Educational Region that has been disqualified may be reinstated by a two-thirds (2/3) vote of the RN-AIM Board of Directors. Such disqualified Educational Region shall submit a request for reinstatement, in writing, to the President and Association Administrator of RN-AIM, within ninety (90) days of disqualification. Such request shall set forth the basis for such reinstatement and address what action(s) have taken place to address the basis for the disqualification. Such documentation shall be submitted at the time the request for reinstatement is made.

Section 5. District Definition

- a. An Educational Region shall promote the formation of local Districts made up of a least four (4) registered nurses, at least two (2) of whom are current RN-AIM Members. The Districts will have no governing responsibilities or voting rights related to RN-AIM. The purpose of the District shall include:
 - (i) Exchange of information related to RN-AIM activities, Assembly decisions, and current nursing practice and health topics.
 - (ii) Discussion of legislative and policy issues as presented in RN-AIM publications and by Educational Region representatives.
 - (iii) Networking for improved work environments, job opportunities and support.
 - (iv) Exploration of and connection to volunteer opportunities in the district in nursing, healthcare and related endeavors.
 - (v) Promotion of standards of practice of a variety of professional nursing organizations and the ANA Code of Ethics for Nurses.
 - (vi) Review journal articles and/or CEU modules with study questions.
 - (vii) Identification of local nursing "experts" for representation of RN-AIM on state, regional and local committees and hearings.
 - (viii) Assessment of structure, process, function and benefits of RN-AIM by local Members with feedback to the Educational Region officers and liaison.
 - (ix) Provide written report of District meeting to an officer of the Educational Region.
- b. Districts shall have no governing responsibilities of RN-AIM.

**Article IV.
Assembly**

Section 1. Assembly Definition

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

Section 2. Composition

- a. All RN-AIM Members, who are Members in good standing and have been a Member for at least sixty (60) days prior to the Assembly's annual meeting or special meeting, as applicable, shall have a voice and vote at the Assembly on matters related to RN-AIM.
- b. All RN-AIM Members who are also Members of ANA who are Members in good standing and have been a Member for at least sixty (60) days prior to the Assembly's annual meeting or special meeting, as applicable, shall have a voice and vote at the Assembly on matters related to ANA.

- c. Nursing Student Associates , in good standing, are encouraged to attend the Assembly, and shall have a voice, but no voting rights at the Assembly.

Section 3. Functions

- a. The Assembly shall have all power and authority to adopt, initiate and implement policies, methods, and measures it deems to be in the interest of registered nurses in RN-AIM. In the exercise of such power and duties, but without limitation thereof, the Assembly shall:
 - (i) Adopt and amend Bylaws for this association;
 - (ii) Determine the criteria for eligibility of the Educational Regions;
 - (iii) Recommend to the Board program priorities for RN-AIM
 - (iv) Define requirements and privileges of membership;
 - (v) Determine the structure, policies and objectives of RN-AIM;
 - (vi) Involve itself with and advise the public as to the interest of the nursing profession;
 - (vii) Review and determine by vote upon actions and resolutions deliberated upon by the Assembly at annual meetings and special meetings;
 - (viii) Grant to the Board of Directors, power and duties to implement action between meetings when prompt action is necessary; and
 - (ix) Elect the President, President Elect, Recording Secretary, Corresponding Secretary and Treasurer of the Board of Directors, as set forth in the RN-AIM Bylaws.

Section 4. Meetings and Quorum

- a. The Assembly shall meet at least annually at the time and place recommended by the Board of Directors.
- b. Notice of the Assembly's annual meeting, business matters to come before the Assembly, and election ballots meeting secret ballot requirements shall be mailed (regular mail or by internet) at least two months before the first day of the annual meeting. Election ballots and action on business matters must be returned, per the written instructions, and post marked (or emailed date stamped) no later than seven (7) days prior to the first day of the annual meeting in order to be valid and counted. Notices of special meetings shall be mailed at least ten days before the day of the special meeting, and election ballots and action on business matters must be returned, per the written instructions, and post marked (or emailed date stamped) not later than two (2) days before the special meeting in order to be valid and counted.
- c. Special meetings may be called by the Board of Directors, and shall be called upon written request of a majority of the Educational Regions.
- d. The President of RN-AIM or President Elect, in the President's absence, or in the event of a conflict of interest, in order of rank shall preside at all meetings.
- e. Members shall become Members of the Assembly when registered and seated at the meeting of the RN-AIM Assembly.
- f. Each Member may vote one time on any business issues under consideration, either in person or by valid mail or email voting, as applicable to their membership status.
- g. All matters initially introduced and presented for a vote at the time of the Assembly shall be decided on a two-thirds (2/3) vote of the Assembly present.

- h. Nursing Student Associates shall be given voice without vote.
- i. A quorum for the transaction of business of the Assembly shall consist of the presence of a majority of the Board of Directors, one of whom shall be the President or President Elect, and a majority of the Members registered for the annual meeting.
- j. Nursing Student Associates are encouraged to attend meetings of the Assembly.

Section 5. Removal of Elected Official

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

Article V Board of Directors

Section 1. Board of Directors Definition

The Board of Directors is the corporate body composed of Officers elected by the Assembly, Liaisons elected by the Educational Regions, Representatives elected by the Councils, and a Representative elected by the Conference Planning Committee.

Section 2. Authority

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

Section 3. Composition

The Board of Directors shall consist of five (5) voting Officers, one (1) non-voting, ex-officio member (Past President), nine (9) voting Liaisons, four (4) voting Representatives (One from each of the Councils), and one (1) voting Representative from the Conference Planning Committee, as identified below:

- a. Officers shall be a President, President Elect, Recording Secretary, Corresponding Secretary and Treasurer (5).
- b. The Past President shall serve as an ex-officio member, who shall be given voice without vote at the Board of Directors.
- c. One Liaison shall represent each Educational Region (9)
- d. One Representative shall represent each of the four (4) Councils
- e. One Representative shall represent the Conference Planning Committee

Section 4. Accountability

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

Section 5. Responsibilities

The RN-AIM Board of Directors shall:

- a. Assume responsibility to implement the objective and directives of the RN-AIM Assembly and to transact affairs of RN-AIM during the interim between annual meetings.
- b. Provide for the operation, evaluation and maintenance of the state headquarters and regional offices when established, programs and the activities of RN-AIM;
- c. Adopt an annual budget, provide for the management and surveillance of funds, fix and approve amount of bond for Officers, Liaisons, and Representatives, and staff, and arrange for the annual auditing of all books of account by a certified public accountant;
- d. Make appointments to committees as defined in the Bylaws;
- e. Make appointments to reflect cultural and geographical diversity;
- f. Appoint, define duties, determine compensation, and conduct annual reviews of the Association Administrator's job accountabilities;
- g. Assume responsibility with regard to Educational Regions as specified in Article III;
- h. Appoint Members in good standing to vacancies on committees and Officers of the RN-AIM Board;
- i. Establish registration fee, date and place of the annual meeting, and hold meetings as provided in these Bylaws;
- j. Provide for the establishment and dissolution of any component part of RN-AIM in accordance with these Bylaws;
- k. Annually recommend to the Governor of Michigan qualified Members willing to serve on the Michigan Board of Nursing and other relevant commissions;
- l. Provide for refunding necessary expenses incurred by Members, Directors and staff in service of RN-AIM, as determined by the Board of Directors; and
- m. Appoint a chief teller from the host Educational Region for the annual meeting of the Assembly.
- n. Receive, review and report on proposals submitted for consideration of the Assembly;
- o. Move for hearings on proposals submitted by the Assembly;
- p. Recommend action on proposals to be considered by the Assembly;
- q. Develop procedures for presentation of proposals to the Assembly for adoption;
- r. Ensure that activities and tasks outline in the RN-AIM Strategic Plan are assigned to the appropriate Councils and Committees;

- s. Provide assistance to the appropriate Council and Committee in prioritizing tasks and finances in completing their assigned activities, and evaluate progress towards completion of such activities; and
- t. Annually submit an updated Strategic Plan to the Assembly.
- u. Annually review policies and procedures and update the bi-annual calendar.
- v. Exercise the authority accorded to a non-profit Board of Directors for a membership organization under Michigan law unless specifically constrained by these bylaws.

Section 6. Election and Terms of Office

- a. At alternating annual meetings (in even years) of the Assembly, the President shall assume the office of President and serve for a two year term, or continue to serve until a successor is appointed or duly elected.
- b. At the annual meeting of the Assembly, in the year in which the President commences his/her last year as President, the President Elect shall be elected by the Assembly to serve one year or continue to serve until he/she assumes the President position, or a successor is appointed or duly elected.
- c. Following the President Elect's term of office, the President Elect will assume the position of President, for a two year term, or until a successor is appointed or duly elected.
- d. Following the President's term of office, the President will assume the position of Past President, for a one year term, as an ex-officio member of the Board of Directors.
- e. At alternating annual meetings of the Assembly (in odd years), the Recording Secretary shall be elected by the Assembly in the odd numbered years to serve for a two year term, or until a successor is appointed or duly elected.
- f. At alternating annual meetings of the Assembly (in even years), the Corresponding Secretary shall be elected by the Assembly in the even numbered years to serve for a two year term, or until a successor is appointed or duly elected.
- g. At alternating annual meetings (in odd years) of the Assembly, the Treasurer shall be elected by the Assembly to serve for a two year term, or until a successor is appointed or duly elected.
- h. At the respective annual meetings of the Assembly, the Board of Directors shall appointment members of the Bylaws, Finance, Ethics and Conference Planning Committees consistent with Article VII Section 3 of the Bylaws.
- i. All terms of office begin upon election/appointment at the end of the annual meeting of the Assembly.
- j. No Officer or Liaison representing an Educational Region shall serve for more than two consecutive terms in the same office. No Representative representing a Council shall serve for more than four consecutive terms in the same office. No Officer or Liaison shall serve more than nine consecutive years on the Board of Directors (except where there are no candidates, in which case a Member may be appointed to serve in excess of 9 years). A Board member who has served more than half a term shall be considered to have served a

full term.

Section 7. Qualifications

To be eligible to serve on the Board of Directors a person shall:

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

Section 8. Vacancies

1. In the event of a vacancy occurring:

- (i) In the office of President, the President Elect shall become President for the remainder of the President's term.
- (ii) In the office of the President Elect, the Recording Secretary shall succeed to the vacant office until the position is filled by election.
- (iii) In the event that the President Elect must assume the role of the President within the first year of the President's term of office, the President Elect position shall remain vacant until a new President Elect shall be elected at the applicable annual meeting.
- (iv) In the case of a simultaneous vacancy in the above offices, the Recording Secretary shall act as President, and vacant offices shall be filled by a quorum of the remaining Board of Directors, at a special meeting of the Board.
- (v) All other vacancies shall be filled by appointments by the Board of Directors, and respective Educational Regions and Councils, as applicable.

Section 9. Meetings and Quorum

- a. The Board of Directors shall meet four (4) times per year, or more often as necessary, to conduct the business of RN-AIM.
- b. Special meetings may be called by the President, and shall be called upon the written request of no less than five (5) Educational Regions, or no less than nine (9) members of the Board of Directors.
- c. A majority of the Board of Directors, two of whom shall be Officers, one must be the President and/or President Elect, but excluding the Past President, shall constitute a quorum.
- d. Business, which requires immediate action by the Board of Directors, may be conducted, in good faith, as determined by the President. Following such action, the President shall notify the Board of Directors of the action taken, and shall report for ratification all transactions at the next Board of Directors meeting.
- e. Meetings of the Board of Directors may be held by means of conference telephone or similar communication equipment, provided that all people participating in the meeting can hear and speak to each other. Participation in a meeting in this manner shall constitute presence at the meeting.

Section 10. Voting and Deadlock

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

Section 11. Absences

- a. An unexcused absence of an Officer or Liaison from three consecutive meetings during each twelve (12) month period following election or appointment shall constitute an automatic resignation.
- b. Attendance at another RN-AIM Educational Region or Council meeting as a Liaison or Representative, held contemporaneously with a Board of Directors meeting, shall constitute an excused absence.
- c. After two consecutive unexcused absences from meetings, notification in writing shall be sent to the absent Officer or Liaison, stating that an additional unexcused absence shall constitute an automatic resignation as an Officer or Liaison, as applicable.
- d. A resignation resulting from three consecutive unexcused absences may be appealed to the Board of Directors in accordance with its policies and procedures. The process for appealing such resignation will be consistent with Article II, Section 4, e. - h.

Section 12. Functions of Officers

- a. Officers shall assume duties usually performed by such Officers and as defined by these Bylaws and by the Board of Directors.
- b. The President shall be chairperson of the Board of Directors, the Executive Committee, and ex-officio member of all committees, except the Nominations Committee.
- c. The President Elect shall assume all duties of the President in the President's absence.
- d. The Past President shall provide counsel and advice to the Board of Directors.
- e. The Corresponding Secretary shall be accountable for drafting and providing correspondence and other documents to persons and organizations, as needed, on behalf of RN-AIM.
- f. The Recording Secretary shall be accountable for record keeping and reporting of meetings of RN-AIM.
- g. The Treasurer shall be accountable for the fiscal affairs of RN-AIM and shall provide reports and interpretation of RN-AIM financial condition, as may be requested to the Board of Directors, the Assembly and the membership.

Section 13. Executive Committee

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

Section 14. Association Administrator

- a. The Board of Directors shall delegate to the Association Administrator, the authority to manage the day-to-day affairs of RN-AIM according to policies established by the Assembly and the Board of Directors.
- b. The Association Administrator shall be accountable to the Board of Directors.
- c. The Association Administrator shall employ, direct, promote and terminate staff of RN-AIM.

Article VI. Councils

Section 1. Council Definition

A Council is an organized deliberative body to which the Assembly and Board of Directors assign specific responsibility related to fulfilling the mission, functions and goals of RN-AIM. Each Council will formulate strategies and action plans designed to address issues of concern to Michigan's diverse nursing professionals. Expertise in the areas of research, education, ethics and human rights based on ANA or other nursing organizations' position statements as guidelines, shall be represented in the formulation of these strategies and action plans.

The Councils shall be:

- a. Administration & Education
- b. Nursing Excellence in Practice
- c. Public Policy
- d. Research and Evidence Based Practice

Section 2. Composition, Election and Terms of Office

- a. Each Council shall consist of 18 Representatives – two from each Educational Region. Each Educational Region shall elect two Representatives to each Council in May of the respective calendar year, with one (1) Representative being initially elected for a one year term and one (1) Representative being initially elected for a two year term, thereafter Representatives will be elected for alternating two year terms. The names of the elected Representatives will be forwarded to RN-AIM by June 1 of the election year. To provide for

the continuity between incoming and outgoing officers and positions, those officers and positions in place prior to the Annual Assembly shall remain in office until adjournment of the Annual Assembly, and those officers and positions scheduled to assume their respective offices/positions at the Annual Assembly shall do so upon commencement of the Annual Assembly when installed at the Annual Assembly, as applicable. No Representative shall serve more than four consecutive terms in the same Council. A Representative who has served more than half of a term shall be considered to have served a whole term. If there are vacant representative positions from any of the Regions, these vacant positions may be filled by At Large members from any of the Regions. Nursing Student Associates are welcome to participate in any Council, as there are an unlimited number of participation and networking opportunities open to Nursing Student Associates.

- b. Prior to the close of the annual meeting of the Assembly each Council shall elect one (1) Representative to the RN-AIM Board of Directors. The Administration & Education and Research and Evidence Based Practice Councils shall each elect one (1) Representative to the Board of Directors for an initial one year term, thereafter Representatives for each Council shall be elected for subsequent two year terms. The Nursing Excellence in Practice and Public Policy Councils shall each elect one (1) Representative to the Board of Directors for an initial two year term, thereafter Representatives for each Council shall be elected for subsequent two year terms. All terms of office shall begin upon election at the annual meeting of the Assembly. No Representative to the RN-AIM Board of Directors shall serve more than two consecutive terms. A Representative who has served more than half of a term shall be considered to have served a whole term.
- c. Councils shall meet at least quarterly.
- d. Councils shall submit an annual informational report and/or an oral presentation at the meeting of the Assembly.

Section 3. Functions

- a. Each Council shall:
 - (i) Assess current and future environmental trends relevant to its focus.
 - (ii) Investigate and identify pertinent issues of concern to RN-AIM Members.
 - (iii) Develop and coordinate with other Councils action plans related to educational activities and strategies.
 - (iv) Recommend and support implementation action plans and strategies to Members, Educational Regions, and RN-AIM Board of Directors.
 - (v) Evaluate outcomes.
 - (vi) Establish coalitions.
 - (vii) Recommend or establish short-term task forces to address specific issues, projects or programs as needed.
 - (viii) Develop, clarify and recommend to the Board of Directors positions and issues of concern to the Members.
 - (ix) Educate and support Members on strategies that will enhance their voices related to public policy and nursing practice.
- b. The Council on Administration and Education shall:
 - (i) Analyze current trends and needs in nursing education.
 - (ii) Analyze emerging health care administration trends and needs.
 - (iii) Recommend educational and administrative models that better match the needs of both.

- (iv) Promote activities designed to enhance career resiliency, educational advancement, and maintain an adequate nursing workforce.
- c. The Council on Nursing Excellence in Practice shall:
- (i) Define and clarify nursing practice issues in the State of Michigan.
 - (ii) Identify barriers to creating respectful and professional work environments.
 - (iii) Promote models of work environments that create respectful, collegial relationships and excellence in health care and promote the practice of safe patient care.
 - (iv) Market these models to the general public, health care systems and policy makers.
 - (v) Set a tone and policy of excellence and ethical conduct throughout RN-AIM.
 - (vi) Define and clarify nursing practice in the State of Michigan. (vii) Educate and support Members to implement strategies that will enhance their voice in organizational policy matters.
- d. The Council on Public Policy shall:
- (i) Develop public policy and legislative initiatives related to RN-AIM's legislative platform.
 - (ii) Analyze public policies and proposed legislation.
 - (iii) Educate and collaborate with legislators and public policy makers.
 - (iv) Alert Members on timely pertinent issues.
- e. The Council on Research and Evidence Based Practice shall:
- (i) Identify nursing research evidence based nursing issues, projects and trends in Michigan.
 - (ii) Highlight research and evidence based practice results for membership
 - (iii) Promote research and evidence based nursing practices
 - (iv) Educate and mentor Members on research and evidence based practice guidelines, processes and funding.

Section 4. Meetings and Quorum

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

Section 5. Absences

An unexcused absence of a Council Representative from three consecutive meetings during each twelve (12) month period following election or appointment shall constitute an automatic resignation as a Council Representative. After two consecutive unexcused absences from meetings, written notification shall be sent to the absent Council Representative, stating that an additional unexcused absence shall constitute an automatic resignation as a Council Representative. A resignation resulting from three consecutive unexcused absences may be appealed to the respective Council. The process for appealing of such resignation shall be consistent with the process, as applied to the Council, set forth in Article II, Section 4, e. – h.

Section 6. Funding

A Council, upon a verified majority vote of the Council members, may request funds from RN-AIM for furtherance of the Council sponsored activities. Written requests for funding shall be forwarded to the Board of Directors, along with a summary of the Council sponsored activity, itemized costs to provide such Council sponsored activity, and any other pertinent information requested by the Board of Directors. The Board of Directors may approve such expenditure of funds, provided approval is in the best interests of RN-AIM, and such approval would not adversely affect the financial status of RN-AIM.

Article VII Committees

Section 1. Committees Definition

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

Section 2. Standing Committees shall be:

- a. Bylaws
- b. Nominations
- c. Finance
- d. Ethics
- e. Conference Planning

Section 3. Composition of Standing Committees

- a. Committees shall consist of the following number of members:
 - (i) Bylaws Committee – five (5) members
 - (ii) Nominations Committee – nine (9) members [One member from each Educational Region, with At Large members appointed by the Board of Directors to fill any vacant positions]
 - (iii) Finance Committee – five (5) members
 - (iv) Ethics Committee – five (5) members
 - (v) Conference Planning – five (5) members
- b. The Bylaws Committee shall be appointed by the Board of Directors to serve two year terms of office with three-fifths (three of five committee members) appointed in even numbered years, and the other members (two of five committee members) appointed in odd numbered years.
- c. The Nominations Committee shall serve for a two-year term. Each Educational Region shall elect one Representative to the Nominations Committee. Even- numbered Educational Regions will elect their Representatives in even-numbered years. Odd-numbered Educational Regions will elect their representatives in odd-numbered years.

- d. The Finance Committee shall be appointed by the Board of Directors to serve two year terms of office with three-fifths (three of five committee members) appointed in even numbered years, and the other members (two of five committee members) appointed in odd numbered years.
- e. The Ethics Committee shall be appointed by the Board of Directors to serve two year terms of office with three-fifths (three of five committee members) appointed in the even numbered years, and the other members (two of the five committee members) appointed in the odd numbered years.
- f. The Conference Planning Committee shall be appointed by the Board of Directors to serve two year terms of office with three-fifths (three of the five committee members) appointed in the odd numbered years, and the other members (two of the five committee members) appointed in the even numbered years. In every other year, at the annual meeting of the Assembly, the Conference Planning Committee shall elect a representative to the Board of Directors, to serve for a two year term. All terms of office shall begin upon election/appointment at the annual meeting of the Assembly
- g. All terms of committee membership shall begin upon election/appointment at the respective annual meeting of the Assembly
- h. Each member of a committee shall be limited to two consecutive terms except where there are no candidates, in which case a member maybe appointed to serve in excess of two consecutive terms.
- i. The members of each committee shall elect a chairperson, vice chairperson and secretary at the first meeting following the annual meeting of the Assembly. These terms shall be for one year.

Section 4. Non-Standing Committees and Task Forces

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

Section 5. Functions

- a. The Bylaws Committee shall:
 - (i) Study, prepare and propose amendments and revisions of the Bylaws for action by the Board;
 - (ii) Present the recommended amendments and revisions to the Assembly for action ;
 - (iii) Prepare model Bylaws for Educational Regions;
 - (iv) Provide for review of Bylaws of Regions for brevity, clarity and conformity of requirements specified in RN-AIM Bylaws;

- (v) Review changes in standing rules of Educational Regions to comply with these Bylaws; and
 - (vi) Review and revise the procedures as necessary and report changes to the next Assembly.
- b. The Nominations Committee shall:
- (i) Perform the duties described in Article IX of the Bylaws and the procedures adopted by the Board of Directors; and
 - (ii) Oversee nominations for RN-AIM awards.
 - (iii) Recommend nominations to the Advisory Board.
- c. The Finance Committee shall:
- (i) Prepare the budget and summary of expenses and income for RN-AIM on a regular basis, and as requested by the Board of Directors.
 - (ii) Oversee the financial status of RN-AIM, and advise the Board of Directors of any issues that may be brought to or come to the attention of the Finance Committee.
- d. The Ethics Committee shall:
- (i) Oversee the business practices of RN-AIM to ensure decisions and actions of RN-AIM are consistent with the mission and function of RN-AIM and good business practices.
 - (ii) Investigate complaints or conflict of interest concerns involving RN-AIM and/or its members, consistent with Article II, Section 4.
 - (iii) Serve as a resource to Educational Regions, Councils and Committees regarding ethics in the practice of professional nursing.
- e. The Conference Planning Committee shall:
- (i) Plan the annual educational conference and RN-AIM Assembly program.
 - (ii) Prepare a three year strategic plan for regional sponsorships.
 - (iii) Seek input from Members on educational topics and speakers.
 - (iv) Develop an annual Assembly and conference budget to be submitted to the Board of Directors for prior approval for the following year's Assembly program and conference.

Section 6. Meetings and Quorum

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

Section 7. Absences

An unexcused absence of a committee member from three consecutive meetings during each twelve (12) month period following election or appointment shall constitute an automatic resignation as a committee member. After two consecutive unexcused absences from meetings, written notification shall be sent to the absent committee member, stating that an additional unexcused absence shall constitute an automatic resignation as a committee member. A resignation resulting from three consecutive unexcused absences may be appealed

to respective committee. The process for appealing such resignation will be consistent with Article II, Section 4, e. - h.

Article VIII. RN-AIM Advisory Body

Section 1. Advisory Body Purpose

The RN-AIM Advisory Body, if convened at the discretion of the Board, shall:

- a. Provide feedback to RN-AIM on nursing and healthcare issues affecting consumers in the State of Michigan;
- b. Provide laypersons' perspectives on nursing, healthcare and consumer issues; and
- c. Provide commentary on issues of concern to RN-AIM.

Section 2. Composition

The RN-AIM Advisory Body, if convened, will consist of nine (9) members, having the following credentials/expertise:

- a. Two (2) registered nurses
- b. One (1) physician
- c. One (1) business representative
- d. One (1) higher education representative
- e. One (1) health care organization representative
- f. One (1) health care insurer representative
- g. One (1) government representative
- h. One (1) advocacy representative

Section 3. Appointments and Terms of Office

- a. Members will be recommended by the Nomination Committee and appointed by the RN-AIM Board of Directors to three (3) year terms. In the first year these terms will be staggered as follows:
 - (i) One (1) registered nurse shall be appointed at the first RN-AIM annual meeting, to serve for a three year term; One (1) registered nurse shall be appointed at the second RN-AIM annual meeting, to serve for a three year term.
 - (ii) Of the remaining members, such members shall be appointed at the discretion of the Board of Directors as follows:
 - (1) Three (3) members shall be appointed for one (1) year
 - (2) Three (3) members shall be appointed for two (2) years
 - (3) Three (3) members shall be appointed for three (3) years

- b. All terms of the Advisory Body shall begin at the close of the RN-AIM Assembly annual meeting, as applicable.
- c. An Advisory Body member who has served more than half a term shall be considered to have served a full term.

Section 4. Functions

The RN-AIM Advisory Body will meet bi-annually to:

- a. Serve in an advisory capacity to the RN-AIM Board of Directors and the Association Administrator;
- b. Review selected reports and projects from the Councils; and
- c. Review all organizational structure revision proposals.

Section 5. Meetings

Meetings of the RN-AIM Advisory Body may be held by means of conference telephone or similar communication equipment, provided that all persons participating in the meeting can hear and speak to each other. Participation in a meeting in this manner shall constitute presence at the meeting.

Article IX. Nominations and Elections

Section 1. Nominations

- a. The RN-AIM Committee on Nominations shall request names of candidates for elective Board officers (President, President Elect, Recording Secretary, Corresponding Secretary and Treasurer) from individual members, Educational Regions and Councils. Notice for election of RN-AIM delegates to the ANA House of Delegates from among the Members who are ANA Members, shall be provided to RN-AIM members who are also ANA members via mail or email.
- b. Nominees selected shall have consented to serve if elected and shall have met established qualifications.
- c. The RN-AIM Committee on Nominations shall prepare a ballot and attempt to have at least two nominees for each elected RN-AIM or ANA position.
- d. This ballot shall reflect cultural and geographical diversity.

Section 2. Elections

- a. Elections shall be held by secret ballot in conjunction with the annual meeting of the Assembly. A Member, who meets the qualifications set forth in Article II, Section 2 a., and who has been a Member of RN-AIM at least thirty (30) days prior to the annual meeting or special meeting, as applicable, shall have voice and vote in conjunction with the business before the Assembly, consistent with Article IV of the Bylaws. Voting may be in person or by absentee ballot, but in no event shall a Member be entitled to more than one vote on any business matter or election.

- b. The Board of Directors shall determine dates and hours of voting of the Assembly.
- c. The Board of Directors shall appoint a chief teller from the membership of the Educational Region hosting the annual meeting. The chief teller shall be responsible for the counting of all ballots, certifying the election and reporting the results.
- d. All elections shall be by secret ballot.
- e. A plurality vote shall constitute an election; in case of a tie, the choice shall be determined by lot.
- f. To be eligible to serve in any elected position, a person must hold a current, unrestricted RN license in the State of Michigan.

Article X Disbursements of Funds

Section 1. Disbursements of Funds

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

Article XI Bylaws Amendment

Section 1. Bylaws Amendment

- a. The Bylaws may be amended at any Assembly meeting by two-thirds (2/3) vote of the Members of the voting body present and voting. All proposed amendments shall be referred to the Bylaws Committee for study and be submitted to the Recording Secretary of RN-AIM at least two months before the date of the annual meeting, and shall be appended to the call for the meeting.
- b. These Bylaws may be amended, without previous notice at any Assembly meeting, by a ninety-nine percent of the voting body present and voting, provided such amendment serves to amend or clarify a bylaw provision previously proposed and submitted, as set forth in subparagraph a. above.

Article XII Dissolution

Section 1. Dissolution of RN-AIM

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