



## **California Nursing Students' Association Bylaws**

### **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 toward 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, and*

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

### **ARTICLE I. NAME AND AUSPICES**

The name of this organization shall be the California Nursing Students' Association, a constituent of the National Student Nurses' Association, Inc., hereinafter referred to as CNSA and NSNA, respectively.

### **ARTICLE II. OFFICES**

The principal office for the transaction of the organization's business ("principal executive office") must be located in a city in California. The Board of Directors may change the principal office from one location to another within the state.

### **ARTICLE III. OBJECTIVES AND PURPOSES**

Section 1. The objectives and purposes of this association shall be:

- A. To assume responsibility for contributing to nursing education in order to provide for the highest quality health care;
- B. To provide programs representative of fundamental and current professional interests and concerns;
- C. To aid in the development of the whole person, his/her professional role, and his/her responsibility for the health care of people in all walks of life;

- D. To have direct input into standards of nursing education and influence the education process;
- E. To influence health care and nursing education and practice through legislative activities as appropriate;
- F. To promote and encourage participation in community affairs and activities toward improved health care and the resolution of related social issues;
- G. To represent nursing students to the consumer, to institutions, and other organizations;
- H. To encourage and promote opportunities for underrepresented students in nursing and in CNSA;
- I. To promote and encourage students' participation in interdisciplinary activities;
- J. To promote and encourage collaborative relationships with ANA\California as well as all other nursing and health-related organizations.
- K. To remain involved in shaping the future of nursing through active participation in the California Action Coalition.

## Section 2. Organizational Status

This association is organized and operated exclusively for charitable purposes within the meaning of section 501(c) (6) of the Internal Revenue Code. As such CNSA will follow all federal and state rules for organizations with this designation.

## **ARTICLE IV. MEMBERSHIP**

### Section 1. Definition

Any student enrolled in a state-approved program leading to licensure as a registered nurse (associate degree, baccalaureate, generic Master's or generic Doctorate) and any student who is a registered nurse enrolled in a program leading to a baccalaureate degree with a major in nursing is eligible for membership in CNSA.

CNSA membership may be extended up to six months beyond completion of a student's program in nursing.

CNSA members who hold a state office may have their membership further extended to the first state election following the member's date of graduation

### Section 2. Categories of Constituent Membership:

- A. Active Members are:
  - 1. Students enrolled in state-approved programs as defined in Section 1 who are members in good standing of a CNSA Constituent chapter; and
  - 2. Afforded all the privileges of membership in CNSA.
- B. Associate Members are:
  - 1. Pre-nursing students, enrolled in college or university programs designed as preparation for entrance into a program leading to licensure as a registered nurse, and who are members in good standing of a CNSA Constituent chapter; and

2. Registered nurses enrolled in college or university programs designed as preparation for entrance into a program leading to a bachelor degree in nursing, and who are members in good standing of a CNSA Constituent chapter; and
3. Afforded all the privileges of membership in CNSA except the right to hold office as President or Vice President at State and National levels.

C. Individual Members are:

1. Eligible students, as identified in Section 2 A & B, who do not have membership in a constituent chapter available to them; and
2. Afforded all the privileges of membership in CNSA except for voting representation at the House of Delegates, and as identified in Section 2 A & B as is appropriate for their enrollment status.

Section 3. Categories of Non-Constituent Membership:

A. Sustaining Memberships

1. Sustaining memberships shall be open at the state level to individuals, upon approval of the Board of Directors, interested in furthering the development and growth of CNSA.
2. Sustaining members shall receive literature and other information from the association but shall have none of the obligations or privileges of membership.

B. Alumni Membership

1. Alumni membership shall be open at the state level to individuals who are registered nurses who had been CNSA members during their pre-licensure or AD to BSN education and are interested in furthering the development and growth of CNSA.
2. Alumni membership shall be recognized at the annual convention as “Alumni Member” or “Alumni Board of Director Member” as appropriate and in accordance with policy.
3. Alumni members have none of the obligations or privileges of membership.

C. Honorary Membership

1. Honorary membership may be conferred by a 2/3 vote of the Board of Directors to persons who have rendered distinguished service or valuable assistance to CNSA, nursing and/or nursing education.
2. Honorary members have none of the obligations or privileges of membership.

Section 4. Fees, Dues, and Assessments

Each member in good standing must pay, within the time of the conditions set by the Board of Directors, annual dues in the amount determined by the Board of Directors.

Any increase in CNSA dues greater than 50% in one calendar year must be approved by the House of Delegates. Any changes made to membership dues will be presented by the Board of Directors and reviewed at the following House of Delegates meeting.

Payment of NSNA and CNSA dues is a pre-requisite for membership in CNSA in accordance with NSNA membership enrollment procedure.

#### Section 5. Transfer of Membership

Membership, or any right arising from it, is not transferable for any reason.

### **ARTICLE V. CONSTITUENT CHAPTERS**

#### Section 1. Definition

School chapters, composed of at least 10 CNSA active and associate members and who have submitted the Official Applications for NSNA Constituent Status in the time and manner determined by the Board of Directors shall be recognized as constituent chapters.

There shall be only one chapter at each school campus.

#### Section 2. Qualifications

A school chapter shall be recognized as a constituent chapter in good standing when yearly recognition requirements have been met and CNSA and NSNA have received dues and appropriate bylaws

#### Section 3. Revocation of Status

A constituent chapter that fails to comply with the bylaws and policies of NSNA and CNSA may have its status as a CNSA constituent chapter revoked by a two-thirds (2/3) vote of the CNSA 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 chapter is given an opportunity to be heard.

#### Section 4. Representation

##### A. Membership Meetings Representative

Each constituent chapter shall, in accordance with their chapter bylaws, determine how the chapter will be represented at the CNSA membership meetings.

##### B. House of Delegates

Each constituent chapter shall, in accordance with their chapter bylaws, select delegates and alternates according to the formula set forth in Article VII, Section 1 to represent them at the annual convention and any special meeting of delegates for purposes of voting in the House of Delegates.

#### Section 5. Relationship between CNSA and Constituent chapters

Constituent chapters are entities separate and apart from CNSA in their administration or activities with CNSA exercising no supervision or control over their immediate daily and regular activities. CNSA has no liability for any loss, damages or injuries sustained by third parties as a result of the negligence or acts of constituent chapters or the members thereof. In the event any legal proceeding is brought against CNSA as a result of such acts of omission or commission by a constituent chapter, said chapter will indemnify and hold harmless the CNSA from any liability.

## **ARTICLE VI. MEMBERSHIP MEETINGS**

### **Section 1. Purpose**

- A. Membership meetings provide a forum for consideration of concerns to CNSA members and Constituent Chapters that are of a general nature and within the purposes and objectives of CNSA.
- B. Membership meetings may result in recommendations to the Board of Directors.
- C. Membership meetings shall serve as a resource and provide support for existing chapters, schools with CNSA members but no chapter, geographically close chapters wishing to coordinate activities and other activities related to the recruitment and retention of members in CNSA.

### **Section 2. Meetings**

- A. Membership meetings shall be held at least twice between annual meetings at times coinciding with scheduled Board of Directors meetings.
- B. Special meetings may be called by the Membership Directors. Special meetings may be face-to-face, electronic or by telephone and may include representation by all chapters or be held regionally.
- C. One or both of the Membership Directors shall preside over any membership meeting of CNSA other than the House of Delegates

## **ARTICLE VII. HOUSE OF DELEGATES**

### **Section 1. Composition**

- A. Voting members at the House of Delegates shall be all members of the Board of Directors and all eligible delegates in attendance. No member shall be eligible to cast more than one vote.
- B. Each constituent chapter of CNSA is entitled to be represented at the House of Delegates with two (2) delegates. Chapters with 20 or more active and/or associate members are entitled to additional delegates at a ratio of 1 delegate for each 20 members. (e.g. chapters with 20 - 39 members are entitled to a total of 3 delegates; chapters with 40 - 59 members are entitled to a total of 4 delegates, etc.)
- C. Members and alternate delegates in attendance at the House of Delegates who are not voting delegates may discuss an issue before the House when recognized by the presiding officer but only official delegates and directors may make motions and vote.

## Section 2. Meetings

### A. Annual Convention

The annual meeting shall be held at some time during the fall of each year with the time and place of the meeting determined by the Board of Directors.

### B. Special Meetings

A special meeting of the House of Delegates may be called at any time by the President at the request of the Board of Directors or five percent or more of the constituent chapters.

Any request for a special meeting must be submitted in writing specifying the general nature of the business proposed to be transacted. No other business may be transacted at a special meeting.

Special meetings should be held 30 - 90 days following receipt of the request.

### C. Notice of Meetings

Notice of the annual or any special meeting of the House of Delegates must be sent to all eligible Delegates, Directors, and Alternates at least four (4) weeks before the date of the meeting.

The official notice of the meeting shall specify the place, date, and hour of the meeting and include the general nature of the business to be presented to the delegates for action.

The official notice of any meeting must be in writing and can be delivered by mail, facsimile transmission, or electronic means.

### D. Quorum

Thirty-three and one-third percent (1/3) of the credentialed delegates shall constitute a quorum for the transaction of business at any meeting of the House of Delegates.

## Section 3. Delegate Responsibility

- A. Delegates must be physically in attendance to vote at the House of Delegates. No votes may be made by proxy, mail, telephone, facsimile transmission, or any electronic means.
- B. Delegates shall be responsible for informing the members of their constituent chapters of all proposals and transactions occurring at the House of Delegates.

## **ARTICLE VIII. BOARD OF DIRECTORS**

### Section 1. Definition and Qualifications

- A. The governing body of CNSA shall be the Board of Directors.
- B. To be eligible to serve on the Board of Directors, a person shall:
  - 1. Hold current constituent membership as defined in Article IV;
  - 2. Be enrolled as a nursing student at the time of election;
  - 3. Hold no more than one (1) voting position on the Board of Directors.

## Section 2. Composition

- A. The Board of Directors shall consist of twelve (12) elected officers and directors.
  - 1. There shall be three (3) officers: President; Vice-President; and Secretary/Treasurer, elected by the House of Delegates
  - 2. There shall be nine (9) directors elected by the House of Delegates: Convention Director; Legislative Director, Director of Breakthrough to Nursing, Communications Director, Community Health Director, Image of Nursing Director, Cultural Awareness Director, Membership Director-North and Membership Director-South.
- B. Term of Office

Members of the Board of Directors are elected at the annual convention, take office at the close of the annual meeting of the House of Delegates and shall serve a one (1) year term, or until a successor is elected.

## Section 3. Authority

The Board of Directors shall have the authority delegated to it by the House of Delegates and other duties and powers as defined in these bylaws, including the duty and power to act on behalf of the membership in the intervals between meetings of the House of Delegates, except that of overturning any action taken by the House of Delegates.

## Section 4. Accountability

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

## Section 5. Responsibilities

The Board of Directors shall be responsible for:

- A. Managing the corporate and fiduciary affairs of the association consistent with applicable provisions of law.
- B. Establishing and reviewing policies and procedures for the transaction of business and coordination of association activities including nominations and elections.
- C. Establishing committees, making appointments and seeking consultants as deemed necessary to facilitate the business of the association and the Board of Directors.

- D. Making appointments and filling vacancies as delegated in these bylaws.
- E. Designating the place and time for all regular or special meetings of the Board of Directors and the House of Delegates.
- F. Transacting all business and managing all affairs between annual meetings of the House of Delegates and making recommendations to the House of Delegates.
- G. Planning ways and means for the growth and development of the association through strategic plans for programs and chapter development.
- H. Establishing policies and procedures to sustain a communication infrastructure including representation and liaisons with other groups including the American Nurses' Association\California.
- I. Facilitating the implementation of policies and procedures approved by the House of Delegates at the annual convention.
- J. Conferring constituent chapter status on school chapters meeting qualifications established in these bylaws.
- K. Employing a CEO to manage the affairs of CNSA within the parameters established by the Board of Directors and these bylaws.
- L. Establishing a committee made up of Board members for the purpose of ongoing evaluation of the management of the organization.
- M. Controlling the use of official CNSA insignia and the procurement and sale of replicas thereof.
- N. Establishing fees for conventions and specified activities.
- O. Facilitating communication between, and advocating on behalf of, school chapters and NSNA
- P. Assuming other duties as may be provided for elsewhere in these bylaws and by the House of Delegates.

#### Section 6. Meetings

- A. Regular Meetings of the Board of Directors shall be held as deemed necessary by the President or by a majority of the Board of Directors, but at least twice annually at a time and place determined by the Board of Directors.
- B. Special meetings of the Board of Directors may be called at any time by the President or at the written request of any two members of the Board of Directors or any five Chapter Representatives.
- C. Officers and Directors must be physically in attendance to vote at Regular or Special meetings. No votes may be made by proxy, mail, telephone, facsimile transmission, or any electronic means at Regular or Special meetings.
- D. Business requiring action by the Board of Directors between Regular meetings may be conducted by mail, telephone, electronic, or other media. Such action shall be ratified for inclusion in the minutes at the next meeting of the Board of Directors where minutes are recorded.
- E. No Board of Directors meeting shall be closed to CNSA members except for the discussion of matters deemed by the Board of Directors to be of a sensitive nature or matters relating to personnel when deemed necessary by the Board of Directors.

#### Section 7. Quorum



A majority of the voting members of the Board of Directors, including at least one of the elected Officers, shall constitute a quorum at any meeting of the Board of Directors.

#### Section 8. Vacancies

##### A. Declaring a vacancy

1. The President may declare a vacancy in a position held by an Officer or Director upon receipt of a written resignation.
2. The Board of Directors, by two-thirds (2/3) majority vote may declare a vacancy in a position held by an officer or director when evidence exists that the board member is consistently absent from board meetings or conference calls, consistently neglects the duties or responsibilities of his/her position, does not meet the eligibility requirements to serve on the board, or engages in behavior that is unlawful, unethical, or inconsistent with the mission, objectives, or purposes of CNSA.

##### B. Filling a vacancy.

In the event of a vacancy:

1. In the office of President, the Vice President shall become President for the remainder of the term;
2. In the office of an Officer or Director other than President, the Board of Directors shall, by two-thirds (2/3) vote, fill the vacancy by appointment for the remainder of the term.

#### Section 9. Executive Committee

There shall be an Executive Committee of the Board of Directors composed of the President, Vice-President, and Secretary/Treasurer, which shall have all powers of the Board of Directors to transact business between meetings of the Board of Directors in accordance with rules established by the Board of Directors.

All business discussed and action taken by the Executive Committee shall be reported to the Board of Directors at the next scheduled meeting.

#### Section 10. Compensation

Officers, Directors, Chapter Representatives, and members of committees may receive such compensation, if any, for their services and such reimbursement of expenses, as may be determined by policies and actions of the Board of Directors.

### **ARTICLE IX. OFFICERS AND DIRECTORS**

#### Section 1. Qualifications

- A. Any active or individual member in good standing may be nominated to serve in any elected position of the association.
- B. Any associate member in good standing may be nominated to serve in any elected position except for the offices of President and Vice-President.
- C. No individual shall hold more than one (1) voting position on the Board of Directors
- D. Any member running for an elected position shall be enrolled as a nursing student at the time of the election.

## Section 2. Duties

- A. The President shall:
  - 1. Preside at all meetings of the association and provide leadership to all members of the Board of Directors;
  - 2. Serve as member and Chair of the Executive Committee;
  - 3. Appoint committees with the approval of the Board of Directors and serve as a non-voting member of all committees;
  - 4. Collaborate with CEO and management team on overall operation of CNSA;
  - 5. Be the CNSA delegate to NSNA;
  - 6. Be responsible for promoting and ensuring members and chapters know the importance of serving as a delegate at the state and national level;
  - 7. Perform all other duties pertaining to the office and serve as the primary representative in all matters relating to CNSA.
- B. The Vice President shall:
  - 1. Act on behalf of the President and preside at association meetings in the absence of the President;
  - 2. Serve as a member of the Executive Committee;
  - 3. Assume duties of the President in the event of a vacancy in that office;
  - 4. Serve as the Chair of the Bylaws Committee and be responsible for reviewing and recommending changes in the bylaws;
  - 5. Serve as a resource person regarding parliamentary procedure;
  - 6. Serve as Chair of the Nominations and Elections Committee.
- C. The Secretary / Treasurer shall:
  - 1. Preside at association meetings in the absence of both the President and Vice President;
  - 2. Serve as a member and recorder of the Executive Committee;
  - 3. Capture, review and ensure the accuracy of the minutes of all business meetings of the association and the Board of Directors;
  - 4. Sign with the President such association papers that come into their executive and administrative spheres;
  - 5. Keep a register for roll call of all voting members of the Board of Directors and official delegates to the House of Delegates;
  - 6. In collaboration with the CEO and management team: act as custodian of organization funds and ensure annual financial report is prepared; provide guidance to the Board on financial decisions and recommendations; monitor and report all

- financial transactions and investments of the corporation; prepare an annual budget; and ensure CNSA records, including minutes, financials and correspondence, are in order and filed with or communicated to appropriate agencies and organizations.
- D. The Convention Director shall:
1. Serve as the Chair of the Convention Program Planning Committee;
  2. In collaboration with CNSA advisors, management team and Board of Directors, coordinate, plan, execute, and evaluate all aspects of the annual CNSA Convention.
- E. The Legislative Director shall:
1. Serve as the Chair for the legislative/ Resolutions committee;
  2. Act as liaison between CNSA, state legislators and other politically active groups, including the Americana Nurses' Association\California;
  3. Keep members informed about current political and policy issues affecting nursing and healthcare;
  4. Recommend appropriate political involvement for CNSA;
  5. Act with the President to represent CNSA at political and professional association events/meetings;
  6. Coordinate the resolutions development process; the presentation of resolutions to the House of Delegates at the annual convention and ensure the submission of the CNSA resolution to NSNA.
- F. The Breakthrough to Nursing Director shall:
1. Promote recruitment of youth and underrepresented populations in nursing;
  2. Promote retention of underrepresented populations in nursing education;
  3. Serve as the Chair of the BTN Committee;
  4. Serve as a liaison between NSNA, CNSA, and chapter BTN chairpersons.
- G. The Communications Director shall:
1. Serve as the Chair of the Communications committee;
  2. Oversee and be responsible for all aspects of development, production, and distribution of the association's official newsletter publication, *Range of Motion*, and CNSA/NSNA email broadcasts with the aid of the management team;
  3. Be involved in or delegate duties associated with maintenance, development, and associated correspondence related to the CNSA website, social media pages and email accounts.
- H. The Community Health Director shall:
1. Promote Community Health and service activities;
  2. Promote recognition of nursing students' positive contribution to community health;
  3. Serve as Chair of the Community Health Committee;
  4. Serve as liaison between NSNA, CNSA, and chapter Community Health chairpersons and promote collaboration on statewide, national, and international community service projects.
- I. The Membership Director-North and Membership Director-South shall:
1. Serve as members of the Nominations and Elections Committee;

2. In collaboration with CNSA advisors, management team, and the Board of Directors, coordinate, plan, execute, preside at and evaluate Membership Meetings other than the House of Delegates;
  3. Serve as liaisons between chapters, CNSA and NSNA;
  4. Serve as resource persons for new chapters.
- J. The Image of Nursing Director shall: *(see proviso)*
1. Serve as the Chair of the Image of Nursing Committee;
  2. Coordinate CNSA participation in local, state and national education, advocacy and awareness programs promoting a positive image of nursing;
  3. Coordinate CNSA responses to media portrayals related to the profession of nursing and nursing education;
  4. Serve as a liaison between NSNA, CNSA, and chapter Image of Nursing representatives and promote collaboration on Image of Nursing projects.
- K. The Cultural Awareness Director shall: *(see proviso)*
1. Serve as the Chair of the Committee on Cultural Awareness;
  2. Coordinate advocacy for increased cultural humility and sensitivity in nursing practice and education;
  3. Serve as a liaison between NSNA, CNSA, and chapter Global Initiatives/Cultural Awareness representatives

## **ARTICLE X. NOMINATIONS AND ELECTIONS**

### Section 1. Nominations

- A. Nominations and Elections committee (Vice President, and Membership Directors North and South) shall request that members nominate themselves or others if willing to serve as an elected Officer or Director.
- B. CNSA members shall be eligible to serve in only one elected position at any one time.
- C. A slate of eligible candidates who have submitted consents to serve shall be prepared by the Nominations and Elections committee and presented at the annual convention to the delegates.
- D. Nominations may be made from the floor at the annual convention.
- E. Nominees for elected positions shall participate in "meet the candidate" activities at the annual convention.

### Section 2. Elections

- A. Elections shall be by ballot.
- B. Members eligible to vote at the House of Delegates shall be eligible to cast votes for elections of titled Officers, Membership Directors North and South, and the Directors of Convention, Legislation, Breakthrough to Nursing, Communication, Community Health, Image of Nursing and Cultural Awareness.
- C. A plurality vote shall elect.
- D. A tie vote shall be decided first by a revote, and if necessary, then by casting a lot.

## **ARTICLE XI. ASSOCIATION COMMITTEES**

### Section 1. Definition

The association committees of CNSA shall be Legislative/Resolution, Break Through to Nursing, Bylaws, Convention, Communication, Community Health, Image of Nursing, Cultural Awareness, and Nominations and Elections.

### Section 2. Appointment (Except as otherwise noted in these bylaws)

- A. Association committees are chaired as outlined within these bylaws.
- B. Committee chairs shall submit the names of CNSA members willing to serve on the committee to the President for appointment.
- C. Committee members shall be appointed by the President with the approval of the Board of Directors with consideration of recommendations made by the chairpersons of each committee.
- D. Appointments to committees are for a one-year term but members may be re-appointed to the committee to serve consecutive terms.

### Section 3. Functions

Committees shall review existing committee policies and submit any revised policies and procedures annually to the Board of Directors.

- A. The Legislative/Resolution committee shall:
  - 1. Prepare and disseminate information regarding current legislation related to the field of nursing.
  - 2. Prepare and disseminate information regarding Nursing Students in Sacramento Internship (NSSI) and determine the annual interns from the applications submitted
  - 3. Provide information and resources to the CNSA constituency for developing a resolution.
  - 4. Assist authors with the preparation and submission of resolutions to the CNSA House of Delegates.
  - 5. Preside at the resolutions hearing at the annual convention and confer with authors of resolutions following the hearing to prepare revisions as necessary to present to the House of Delegates.
- B. The Breakthrough to Nursing committee shall:
  - 1. Prepare and distribute information regarding the Breakthrough To Nursing Recruitment Project Award and determine annual winners.
  - 2. Assist in nursing outreach efforts within the community to increase the number of minorities interested in the profession of nursing and promote a positive image of nursing.
  - 3. Assist with the creation and retention of local level Breakthrough To Nursing committees within California.

4. Maintain a database of non-monetary resources for the Breakthrough to Nursing Chapter directors to utilize.
- C. The Bylaws committee shall:
1. Review the bylaws of CNSA and its chapters, recommend corrections or amendments as appropriate, and ensure harmony among NSNA, CNSA and Chapter bylaws.
  2. Prepare and distribute proposed amendments to CNSA bylaws with rationale in a timely manner according to Article XII of these bylaws.
  3. Preside at the bylaws hearing at the annual convention and assist delegates in developing motions to amend the noticed proposals, as necessary.
- D. The Convention committee shall:
1. Prepare and disseminate information regarding the annual CNSA convention.
  2. Assist with planning and preparation for the CNSA Annual Convention.
- E. The Communication committee shall:
1. Prepare and distribute information regarding the newsletter and website award and determine annual winners.
  2. Prepare and publish the CNSA official publication, *Range of Motion*.
  3. Maintain CNSA website with current events and other pertinent information as requested by the CNSA Officers, Board of Directors, Committee Chairpersons and advisors and associated staff.
  4. Maintain and update communications utilizing social media as applicable.
- F. The Community Health committee shall:
1. Prepare and distribute information regarding the Community Health Project Award and the Multi-Chapter Community Service Project Award and determine annual winners.
  2. Distribute information regarding community health issues and assist with community outreach projects across the state of California
  3. Assist with the creation and retention of local level Community Health committees within California
- G. The Image of Nursing committee shall:
1. Promote a positive image of nursing.
  2. Assist local chapters in planning, developing, and participating in local and state education, advocacy, and awareness programs related to a positive image of nursing
  3. Inform CNSA membership regarding the image of nursing and the public's perception of the nursing profession through various means such as: writing articles for issues of *Range of Motion*, and updating the "Image of Nursing" page on the CNSA website.
  4. Coordinate CNSA responses to appropriate and/or inappropriate image of nursing issues in the media.
- H. The Committee on Cultural Awareness shall:

1. Advocate the need for increased culturally competent nursing practice into nursing education curriculum throughout the state.
2. Work with CNSA Board of Directors and local chapters to increase education in culturally sensitive nursing practice and integrate culturally sensitive awareness into all activities.
3. Inform CNSA membership regarding culturally sensitive nursing care, as well as current issues and events through various means such as: writing articles for issues of *Range of Motion*, and updating the “Committee of Cultural Awareness” page on the CNSA website.

I. The Nominations and Elections Committee shall:

1. Prepare and distribute the Nominations and Elections Packet
2. Promote constituent members to run for elected positions for which they are eligible
3. Review candidates’ consent-to-serve to ensure completeness
4. Prepare and update the slate of candidates
5. Organize and facilitate “Meet the Candidates” at annual convention

## **ARTICLE XII. AMENDMENTS**

Section 1.

These bylaws may be amended by a two-thirds (2/3) vote of the credentialed delegates present at an annual convention or special meeting providing that a copy of all proposals to the bylaws as prepared by the Bylaws Committee has been sent to all delegates and made available to the CNSA constituency at least one month prior to the meeting.

Section 2.

Amendment proposals, with rationale, may be submitted to the Bylaws Committee by any CNSA constituent member, constituent chapter, or the Board of Directors for review at least 3 months prior to the annual convention.

Section 3.

The Bylaws Committee shall submit all proposed bylaw amendments to the Board of Directors prior to their presentation to the delegates and shall submit a copy of the newly amended bylaws to NSNA following their approval at the annual convention or special meeting.

Section 4.

An amendment to these bylaws shall become effective at the close of the meeting at which they are approved.

Section 5.

The Vice President shall make editorial changes in the bylaws and changes required for conformity with NSNA (consistent with NSNA Bylaws, Article XIII, Section 4.) as needed provided that these changes have been approved by the Committee on Bylaws and presented to the Board of Directors.

### ARTICLE XIII. PARLIAMENTARY AUTHORITY

The most recent edition of *Robert's Rules of Order Newly Revised* governs this association in all parliamentary situations that are not provided for in applicable law, these Bylaws, or adopted standing rules of CNSA.

### ARTICLE XIV. DEDICATION OF ASSETS

The property of the association is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

### ARTICLE XV. INDEMNIFICATION

#### Section 1. Right of Indemnity

This corporation shall indemnify its agents to the fullest extent allowed under Section 7237 of the California Nonprofit Mutual Benefit Corporation of Law.

#### Section 2. Approval of Indemnity

On written request of the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 7237(d). Otherwise the Board shall promptly determine by majority vote of a quorum consisting of directors who are not parties of the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 7237(b) or Section 7237(c), and, if so, shall authorize indemnification.

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*Provisos adopted at the October, 2017 House of Delegates:*

*Article IX. Officers and Directors, Section 2 Duties, J. Image of Nursing Director*

*Proviso: The CNSA member elected (in 2017) to the position of Chair of the Image of Nursing Committee shall assume the role of Image of Nursing Director at the close of the 2017 House of Delegates*

*Article IX. Officers and Directors, Section 2 Duties, K. Cultural Awareness Director*

*Proviso: The CNSA member elected (in 2017) to the position of Chair of the Cultural Awareness Committee shall assume the role of Cultural Awareness Director at the close of the 2017 House of Delegates*