

CNSA

California Nursing Students' Association
- Fresno State Chapter -

Bylaws

CALIFORNIA STATE UNIVERSITY, FRESNO
CNSA CHAPTER

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 healthcare.

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

Rights/Responsibilities

Students have a right to and a responsibility for:

- having a creative sound education opportunity;
- having the highest quality practitioner-teacher;
- achieving input into curriculum planning;
- achieving self-directed learning;
- achieving equal participation in all areas of clinical practice;
- participating in interdisciplinary activities;
- due process;
- insuring peer review and self-evaluation;
- the privileges of internal governance;
- organizing and participating in an organization directed toward achieving professional goals;
- facilitating change in health care delivery through various channels;
- assembling and exploring fundamental and current professional issues and concerns;
- organizing in a flexible structure to encompass and represent the diversities within nursing and be representative of the fundamental and current professional issues and concerns;
- fostering a better correlation between nursing education and practice

ARTICLE I

Name and Auspices

Section 1. The name of this organization shall be the California Nursing Students' Association, Fresno State Chapter, a constituent of the California Nursing Students' Association and the National Student Nurses' Association, Inc., hereinafter referred to as the CNSA, Fresno State Chapter.

ARTICLE II Offices

Section 1. **Principal Office**
The principal office for the transaction of the organization's business (principal executive office) is located at California State University, Fresno, Nursing Department, McLane Hall Room 190. The directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary in these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. **Other Offices**
The President may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

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, to the university, and to other organizations;
- H. To encourage and promote opportunities for underrepresented student 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 and the Sigma International, Mu Nu chapter, as well as all the other nursing and health-related organizations.

Section 2.

Organizational Status

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c) (6) of the Internal Revenue Code. CNSA, Fresno State Chapter will follow all federal and state rules for organizations with designation.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the association shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate.

ARTICLE IV
Membership

Section 1.

Any student enrolled in California State University, Fresno Nursing program leading to a licensure as a Registered Nurse 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 the CNSA- Fresno State Chapter. Individuals in good standing shall constitute the voting membership of CNSA.

Section 2.

A. Active Members:

1. Students enrolled at California State University, Fresno, leading to licensure as a registered nurse.
2. Registered nurses enrolled in said program leading to a baccalaureate degree with a major in nursing.
3. Active members shall have all of the privileges of membership.

B. Associate Members:

1. Pre-nursing students, enrolled at CSU, Fresno and who are members in good standing with CNSA, Fresno State Chapter; and
2. Registered nurses enrolled at CSU, Fresno and who are members in good standing with CNSA, Fresno State 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. Sustaining Membership

1. Active and associate members may be extended six months beyond completion of the member's nursing program: graduated students may resign their office at the time of graduation or the current BOD may choose leave said person in office until their term has been served.

D. 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. Honorary members shall have none of the obligations or privileges of membership.

Section 3.

Fees, Dues, & Assessments

- A. Each member in good standing must pay, within the time of the conditions set by the Board of Directors, annual dues in amounts to be fixed from time to time by the Board of Directors and approved by the membership. The dues and fees shall be equal for all members of each class. Payment of NSNA and CNSA dues is a prerequisite for membership in CNSA in accordance with NSNA membership enrollment procedure.
- B. CNSA, Fresno State Chapter members can join at a local level by paying chapter dues. These dues will not include membership for CNSA and NSNA.

Section 4. Termination of Membership

- A. Causes of Termination: To be determined by state bylaws.
- B. Procedure for Expulsion: The CNSA must follow the expulsion procedure of California Corporations Code Section 5341.

Section 5. Transfer of Membership

No members may transfer a membership or any right arising from it. All rights of membership cease on the member's death.

ARTICLE V
Officers, Qualifications and Duties

Section 1. Definition and Qualifications

- A. The governing body of the CNSA, Fresno State Chapter
- B. To be eligible to serve on the Board of Directors the person shall
 - 1. Hold current CNSA, Fresno State membership;
 - 2. Hold current CNSA and NSNA membership;
 - 3. Be a nursing student for at least a majority of the term of office;
 - 4. Hold no more than one 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 four (4) officers: President, Vice President, Secretary; and Treasurer, elected by voting members of CNSA, Fresno State Chapter
 - 2. There shall be eight (8) directors: Publications and Apparel Director, Legislative Director, Events Director, Breakthrough to Nursing Director, Community Health Director, Fundraising Director, Membership Director, and Social Media Director, elected by voting members of CNSA, Fresno State Chapter.
- B. The Class Representatives shall consist of up to two (2) representatives for each cohort.
 - 1. The Class Representatives shall be divided according to their current semester in the California State University, Fresno undergraduate Baccalaureate Nursing Program. (ex: 1st semester, 2nd semester, 3rd semester and so on.)
 - 2. For classes with less than 10 members there shall be at least one. Members will elect a representative during the 1st or 2nd week of classes.

3. The Class Representative(s) with the most votes in each cohort will have the responsibility of keeping their respective cohort informed with the information from the BOD.
4. The Class Representative(s) with the most votes will also be the chairperson for their cohort's committee on student affairs.
5. If Class Representatives are not elected by the 1st or 2nd week of classes, the President will select representatives with the approval of the Board of Directors. The Class Representatives shall be divided according to their current semester in the California State University, Fresno Nursing Program.

C. The Committee Pool shall consist of as many members deemed necessary by the directors of their respective committees.

1. Committee members will not be voted on, and will instead be a voluntary position.
2. Committee members will be required to make a commitment of ten (10) hours a semester to their respective director.
3. Time commitments can be changed as deemed fit by the director.
4. Every committee member is required to attend all CNSA meetings.
5. Committee members receive one unexcused absence each semester.

D. Terms of Office

1. Members of the Board of Directors are elected once a year at the annual voting poll on the California State University, Fresno campus, take office at the annual transition meeting (determined by the current Board of Directors), and serve a one (1) year term or until a successor is elected.

Section 3. Accountability

The Board of Directors shall report and be accountable to voting members of the CNSA, Fresno State Chapter

Section 4. Responsibilities

The Board of Directors shall be responsible for:

- A. Manage the corporate and fiduciary affairs of the association consistent with applicable provisions of the law
- B. Establishing and reviewing policies and procedures for the transaction of business and coordination of association activities
- C. Establish committees making appointments and seeking consultants as deemed necessary to facilitate the business of the associations and the Board of Directors
(The Board of Directors from here on will be referred to as BOD.)
- D. Making appointments and filling vacancies as delegated in these bylaws
- E. Designate the place and time for all regular or special meetings of the BOD and the voting members
- F. Transacting all business and managing all affairs between monthly meetings
- G. Planning means and ways for development and growth of the association through

- strategic planning for chapter development
- H. Facilitate the implementation of policies and procedures approved by the voting members of the CNSA CSUF Chapter
- I. Establishing and reviewing policies and procedure for nominations and elections
- J. Establishing and maintaining relationships with American Nurses Association/California

Section 5. Meetings

- A. Regular meetings of the BOD shall be held as deemed necessary by the president or by a majority of the BOD, but at least twice a year to carry out its specific responsibilities
- B. Special meetings of the BOD may be called at any time by the president, vice president, secretary, or treasurer with 48-hour advance notice.
- C. Officers and Directors must be physically present in attendance to vote at regular or special meetings. No votes may be made by proxy, mail, telephone, or any electronic means at regular or special meetings.
- D. Business requiring action by the BOD between regular meetings may be conducted via mail, telephone, electronic or other media. Such action shall be ratified for inclusion in the minutes at the next regular meeting of the Board of Directors.
- E. No Board of Directors meeting shall be closed to the CNSA members except for the discussion of matters deemed by the BOD to be sensitive nature or matters relating to personnel when deemed necessary by the BOD.

Section 6. 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 BOD.

Section 7. Vacancies

In the event of a vacancy

- A. In the office of President, the Vice President shall become president for the remainder of the term.
- B. In the office of an Officer or Director other than the President, the BOD shall by two-third (2/3) vote, fill the vacancy by appointment for the remainder of the term

Section 8. Removal of an Officer

The removal of officers can be for any circumstance deemed worthy by the vote of the BOD. A petition of removal with signature of an advisor can be submitted to the secretary and president; for which the president calls an emergency meeting of the board. All BOD must be present, along with the advisor who must also attend. Approval of removal needs $\frac{3}{4}$ affirmative votes. The meeting will be lead by the President unless this person is in question. Thus, the Executive vice-president will lead this meeting. Ex-officio officers and all other high-ranking members (that are not elected) may be removed by the President with a simple majority approval by the BOD.

Section 9. Resignation

Resignations of positions are to be sent to the Secretary and the President with a minimum of a two weeks notice.

Section 10. Executive Committee

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

All business and actions by the Executive Committee shall be reported to the BOD at the next scheduled meeting.

Section 11. Compensation

Officers, Directors, Class 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 procedure of the BOD.

**ARTICLE VI
Officers & 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 of the association except for the offices of President and Vice President
- C. Any member running for an elected position shall be a nursing student for at least a majority of the term of office.

Section 2. Duties

A. The President shall:

1. Preside at all meetings of the association and provide leadership to all members of the BOD.
2. Serve as member and chair of the Executive Committee
3. Appoint committees with the approval of the BOD and serve as an exofficio non-voting member of the all committees.
4. Be a CNSA, Fresno State delegate to NSNA and CNSA convention.
5. Perform all other duties pertaining to the office and serve as the primary representative in all matters relating to CNSA, Fresno State Chapter.
6. Attend and provide report at each regularly scheduled BOD meeting.

B. The Vice President shall:

1. Act on behalf of the president at association meetings in the absence of the President.
2. Attend all CNSA, Fresno State Chapter BOD meetings.
3. Serve as a member of the Executive Committee.
4. Assume duties of the President in the event of a vacancy in that office.

5. Serve as the chair of the bylaws committee and be responsible for reviewing and recommending changes in the bylaws.
6. Serve as a resource person regarding parliamentary procedure.
7. Serve as chair of the Nominations and Elections committee.
 - a. Attend and provide report at each regularly scheduled BOD meeting.
8. Perform other duties as assigned by the President.

C. The Secretary 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.
6. Attend and provide report at each regularly scheduled BOD meeting.
7. Perform other duties as assigned by the President.

D. The Treasurer shall:

1. Act as custodian of chapter funds.
2. Sign for monetary disbursements with the approval of the President and as authorized by the BOD.
3. Cause accurate current financial records to be kept and make regular reports of those records to the membership.
4. Be chairperson of the Appropriations Committee.
5. Perform all other duties as assigned by the President or as necessary to assist the Board and committees.
6. Serve as a member of the Executive Board.
7. Coordinate funds and tax records with a Certified Personal Accountant
8. Attend and provide report at each regularly scheduled BOD meeting.
9. Perform other duties as assigned by the President.

E. The Publications and Apparel Director shall:

1. Serve as Publisher and Editor of the newsletter.
2. Provide copies of the newsletter to the Dean of Health & Human Sciences, Division Chair, Faculty Advisor, Board, Class Representatives, and general membership.
3. Serve on the BOD.
4. Attend and provide report at each regularly scheduled BOD meeting.
5. Perform duties as assigned by the President. Perform duties as assigned by the President.

F. The Legislative Director shall:

1. Monitor legislative and political actions that affect the nursing profession and their clients on the local, state and national level.
2. Act as a liaison between state legislator and other politically active groups.
3. Keep members informed about current political and policy issues.

4. Promote appropriate political involvement in CNSA , Fresno State Chapter.
5. Serve as an active member in the Chapter Bylaws committee.
6. Serve as a member on the BOD
7. Attend and provide a report at each regularly scheduled BOD meeting.
8. Perform other duties as assigned by the President.

G. The Events Director shall:

1. Coordinate (at minimum) one event each semester to include all Fresno State School of Nursing Students.
2. Serve as a member of the BOD.
3. Attend and provide report at each regularly scheduled BOD meeting.
4. Perform other duties as assigned by the President.

H. The Breakthrough to Nursing Director shall:

1. Serve as membership recruitment officer for the local CNSA chapter.
2. Represent the CNSA-CSUF Chapter to local schools and organizations.
3. Perform duties as assigned by the President.
4. Serve on the BOD.
5. Serve as a member of the RN Boot Camp Committee.
6. Attend and provide report at each regularly scheduled BOD meeting.
7. Perform other duties as assigned by the President.

I. 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 and CNSA to promote collaboration on community service projects
5. Provide report at each regularly scheduled BOD meeting.
6. Perform other duties as assigned by the President.

J. The Membership Director shall:

1. Keep record of all current members while collecting dues when appropriate
2. Serve as member of the Nominations and Elections committee
3. Serve as liaison between chapters, CNSA and NSNA
4. Coordinate Membership Meetings
5. Provide report at each regularly scheduled BOD meeting.
6. Perform other duties as assigned by the President.

K. The Social Media Director shall:

1. Serve as historian of CNSA, Fresno State Chapter Share photos, upcoming events, announcements and all other information pertinent to members through multiple platforms
2. Serve on the BOD.
3. Perform other duties as assigned by the President

4. Provide report at each regularly scheduled BOD meeting
5. Perform other duties as assigned by the President.

L. The Fundraising Director shall:

1. Coordinate all fundraising sales and activities in collaboration with the Board of Directors.
2. Attend all meetings of CNSA, Fresno State Chapter and report any and all fundraising activities to the BOD and membership.
3. Perform other duties as assigned by the President.
4. Serve on the Board of Directors.
5. Write articles for the RN Formation that pertain to fundraising and activities.
6. Provide report at each regularly scheduled BOD meeting.
7. Perform other duties as assigned by the President.

M. The Class Representatives shall:

1. Elected by their individual class or selected
2. Attend all meetings and report proceedings to their class.
3. Act as a liaison between their class and the Board of Directors.
4. Perform all duties as assigned by the President.

ARTICLE VII Nominations and Elections

Section 1. Nominations

- A. Nominations and Elections Committee (Vice President and Membership Director) shall request that members nominate themselves or others if willing to serve as an elected officer or director of CNSA, Fresno State Chapter.
- B. A slate of eligible candidates who have submitted consents to serve shall be prepared by the nominations and elections committee and presented at the general meeting prior to Election Day
- C. Nominations may be made from the floor during Election Day.
- D. Candidate nominations from the floor of Election Day may be made by any CNSA member. No campaigning may precede that individual's nomination.

Section 2. Elections

- A. Officers shall be elected from the CNSA membership by a simple majority of the votes, cast by secret ballot, scheduled so that all members may have an opportunity to vote.
- B. Each active and associate member in good standing shall have one vote.
- C. A tie vote shall be decided by a revote, and if necessary decided by the Current President.

ARTICLE VIII Association Committees

Section 1. Definition

The committees of CNSA, Fresno State Chapter shall be Legislative Committee, RN Boot Camp Committee, and Fundraising Committee.

Section 2. Committee Structure

A. The chairperson for the Legislative Committee shall be the Legislative director and shall consist of:

1. President
2. Vice President
3. Secretary
4. Community Health Director
5. Any other members as deemed necessary by the Legislative Director

B. The chairperson for the RN Bootcamp Committee shall be the Vice President and shall consist of:

1. President
2. Fundraising Director
3. Events Director
4. Membership Director
5. Community Health Director
6. Breakthrough to Nursing Director
7. Treasurer
8. Secretary
9. Social Media Director
10. Publication and Apparels Director
11. Any other members as deemed necessary by the Vice President

C. The chairperson for the Fundraising Committee shall be the Fundraising Director and shall consist of:

1. President
2. Vice President
3. Events Director
4. Community Health Director
5. Social Media Director
6. Treasurer
7. Any other members as deemed necessary by the Fundraising Director

ARTICLE IX
Amendments

Section 1. Amendments of the Bylaws

New bylaws may be adopted or these bylaws may be amended or repealed at regular monthly general meetings by a 2/3 vote of the entire membership present and voting, provided that notice of the proposed action has been posted at least ten days prior to the meeting.

Section 2. Submission of Amendments

Proper amendments shall be submitted to the board for review at least 15 days prior to the regular BOD meeting. Proposed amendments may be submitted only by the Board, and CNSA, Fresno State Chapter committee, or a member.

- Section 3. Conformity to NSNA and CNSA
Amendments to the bylaws of NSNA and CNSA adopted at the annual meeting which directly relate to the business of the constituent association shall automatically effect the necessary amendments to the bylaws of the constituent association and shall be promptly incorporated into the bylaws.

ARTICLE X Parliamentary Authority

- Section 1. All meetings of this association shall be conducted according to the parliamentary laws as set forth in Robert's Rules of Order, newly revised, latest edition, where the rules apply and are not in conflict with these bylaws.

ARTICLE XI Records and Reports

Maintenance of CNSA Records

The association shall keep:

Adequate and correct books and records of account in coordination with a Certified Personal Accountant; Minutes in written form of the proceedings of its members, Board, and committees of the Board; A record of its members listing names, addresses, and class rankings for each membership held. All such records shall be kept at the corporation's principal executive office or, if its principal executive office is not in the State of California, at its principal business office in this state.

Membership Inspection Rights

Any member of CNSA may inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand of the association, stating the purpose for which the inspection rights are requested; or,

Obtain from the Secretary of the organization, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled; and, therefore, under good reasons, any member of CNSA may inspect and copy the records of members' names and voting rights during usual business hours with five days prior written demand of the

association, stating the purpose for which the inspection rights are requested. Obtain from the Secretary of the organization, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names of members who are entitled to vote for the election of directors.

Any member of CNSA may inspect the accounting books and records and minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

Maintenance & Inspection of Articles & Bylaws

The association shall keep at its principal executive office or, if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during business hours. If the principal executive office of the corporation is outside the State of California and the corporation has not principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws as amended to date.

Inspection by Officers

Every officer shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by an officer may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE XII Disbursal of Organization Assets

In the event California Nursing Students' Association should become defunct, all assets will be turned over to the California State University, Fresno Associated Students, Inc. to be used to promote student programming on the campus.

ARTICLE XII Conflict of Interest

Section 1. Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.

3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XIII

Meetings

- Section 1. Meeting times
Business meetings of the association shall be held twice a month and as necessary as deemed necessary by the President.
- Section 2. Notice of Meetings
Notice of normal meetings shall be posted in the nursing resource center, and to the membership listserv, indicating time, place and purpose at least one week in advance.
- Section 3. Motions and Voting
The privileges of making motions and voting shall be limited to current members. A quorum is necessary for voting. (See Article V, Section 6)
- Section 4. Constituency
The constituency of delegates representing CNSA, Fresno State Chapter for the annual CNSA & NSNA conventions shall be selected by the President and approved by the BOD
- Section 5. Chairing of BOD Meetings
The President or Vice-President has the authority to chair BOD meetings. The President may appoint an alternate chair for BOD meetings when necessary. Alternate chairs must be current elected members of the BOD.

ARTICLE XIV

Advisor

- Section 1. There shall be one advisor who shall be a member of the Fresno State nursing faculty who is working at least part-time.
- Section 2. Advisor Qualifications
- A. Knowledge of the history, policies and bylaws of the student association is desirable.
 - B. The faculty advisor must be available for meetings and remain a resident of the state of California throughout the term.

Section 3. Duties

- A. Provide for the interchange of information between the board and the faculty.
- B. Provide background for issues and concerns which apply to the student organization
- C. Advise the chapter on organizational matters and areas of major concern within the community
- D. Attend meeting of the chapter
- E. Approve removal (impeachment) requests

Section 4. Appointment

- A. The BOD will select or re-confirm the advisor for the upcoming year during its first meeting.

Section 5. Removal

- A. The BOD may remove the advisor with a $\frac{3}{4}$ vote and 100% quorum, at any BOD meeting.