



California Nursing Students' Association Bylaws

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ARTICLE I. NAME AND AUSPICES

Section 1. CNSA and NSNA

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.

Section 2. The Board

The body of officers and directors shall be known as the Board of Directors, hereinafter referred to as "The Board."

ARTICLE II. OBJECTIVES AND PURPOSES

AS PER NSNA Bylaws:

Section 1. The Purpose of CNSA

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

Section 2. The Function of CNSA

- A. To have direct input into standards of nursing education and influence the education process;
- B. To influence health care, nursing education, and practice through legislative activities as appropriate;
- C. To promote and encourage participation in community affairs and activities towards improved health care and the resolution of related social issues;
- D. To represent nursing students to the consumer; to institutions, and other organizations;
- E. To promote and encourage students participation in interdisciplinary activities;
- F. Refuse to engage in, or condone, discrimination on the basis of race, sex, sexual orientation, gender identity, age, citizenship, religion, disability, illness, legal status, or personal attributes;
- G. To promote and encourage collaborative relationships with nursing and related health organizations.

Section 3. Organizational Status

This association is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. As such CNSA will follow all federal and state rules for organizations with this designation.

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ARTICLE III. 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 may change the principal office from one location to another within the state.

ARTICLE IV. MEMBERS

AS PER NSNA Bylaws:

Section 1. Constituent Associations

Any school chapter or state association, whose membership is composed of active or associate NSNA members, that has submitted the Official Application for NSNA Constituency Status (the Application) containing the areas of conformity shall be recognized as a constituent upon meeting such other policies as the Board of Directors may determine.

- A. The online application must be submitted annually before the annual convention and delegate credentialing process for the Annual House of Delegates meeting. For school and state associations unable to send representatives to the Annual House of Delegates meeting, the application may be submitted online no later than 10 business days after the close of the House of Delegates meeting of the same year.
- B. Recognized Constituents shall be composed of at least 10 members. Requirement of 10 or more members must be met on a date eight weeks prior to the Annual House of Delegates Meeting. There shall be only one chapter in each school campus.
- C. A state association shall be composed of at least two (2) school chapters in any state, or only one (1) school chapter if there is only one (1) nursing school in the state. There shall be only one (1) state association in any state. School chapters shall belong to their state association when one exists. The term "state" in these bylaws shall be understood to apply equally to any state in the United States of America, to the District of Columbia, or to any territory, possession, or dependency of the United States of America.
- D. For yearly recognition as a constituent, constituent associations shall be required to annually submit the Official Application for Constituency Status which shall include the following areas of conformity: purpose and function, membership, dues, and representation.
- E. A constituent association which fails to comply with the bylaws and policies of NSNA shall have its status as a constituent revoked by a 2/3 vote of the Board of Directors, provided that written notice of the proposed revocation has been given at least 60 days prior to the vote and the constituent association is given an opportunity to be heard.
- F. School chapters and state associations are entities separate and apart from NSNA in their administration of activities, with NSNA exercising no supervision or control over these immediate daily and regular activities. NSNA has no liability for

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

Section 2. Categories of Constituent Membership:

1. Active members
 - a. Students enrolled in state approved programs leading to licensure as a registered nurse.
 - b. Registered nurses enrolled in programs leading to a baccalaureate degree with a major in nursing.
 - c. Active members shall have all the privileges of membership.
2. Associate members
 - a. Pre-nursing students, including registered nurses, enrolled in college or university programs designed as preparation for entrance into a program leading to an associate degree, diploma or baccalaureate degree in nursing.
 - b. Associate members shall have all of the privileges of membership except the right to hold office as president or vice president at state and national levels.
3. Individual members: Individual membership shall be open at the national level to any eligible student when membership in a constituent association is not available. Individual members shall have the privileges of membership as prescribed in Article IV, Section 2, items 1 and 2.
4. Active, associate and individual membership shall be renewable annually.

Section 3. Categories of Non-Constituent Membership:

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

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Section 4. Extended Memberships

- A. Active, associate, and individual membership may be extended six (6) months beyond graduation from a student's program in nursing, providing membership was renewed while the student was enrolled in a nursing program. Sustaining membership shall be renewable annually.
- B. Active, associate, and individual 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 5. Dues

- A. The annual NSNA dues for active, associate, and individual members shall be \$30 per member, plus \$20 state dues, payable for the appropriate dues year. The dues year for members shall be a period of twelve (12) consecutive months.
- B. The annual NSNA dues for active, associate, and individual members joining for two years shall be \$50 per member, plus \$40 state and school dues payable for the appropriate dues years. The dues years for these members shall be a period of twenty-four (24) consecutive months.
- C. The NSNA Board of Directors shall have the authority to change membership dues, providing such dues do not exceed the amounts set in these bylaws.
- D. National and state dues shall be payable directly to NSNA. NSNA shall remit to each state constituent the dues received in behalf of the constituent.
- E. Any member who fails to pay current dues shall forfeit all privileges of membership.
- F. Any increase in CNSA dues greater than 50% in one calendar year must be approved by the CNSA House of Delegates;
 - a. Any changes made to membership dues will be presented by The Board and reviewed at a House of Delegates meeting.

ARTICLE V. CNSA CONSTITUENT CHAPTERS

Section 1. Definition

Any school chapter whose membership is composed of at least 10 active or associate members of NSNA and who has bylaws that incorporate the required areas of conformity, has submitted the Official Application for NSNA Constituency Status on an annual basis, and has met and abided by all the requirements set forth by the NSNA and the CNSA Board of Directors shall be recognized as a CNSA constituent chapter. There shall be only one chapter at each school campus.

Section 2. House of Delegates

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

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Section 3. Council of Chapter Presidents

Each constituent chapter shall have one (1) seat on the Council of Chapter Presidents. The Council of Chapter Presidents shall meet at least monthly, or more often at the discretion of The Board. This body has no authority to take action on behalf of CNSA, but can request a special meeting of the House of Delegates whenever business needs to take place.

Section 4. 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 CNSA from any liability.

Section 5. Revocation of Status

A constituent chapter that fails to comply with the bylaws and policies of NSNA or 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 60 days prior to the vote and the constituent chapter is given an opportunity to be heard.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Composition

- A. The Board shall consist of twelve (12) members:
 1. Elected Officers. There are three (3) elected officers: President, Vice-President, and Secretary/Treasurer;
 2. Elected Directors. There shall be nine (9) elected directors: Breakthrough to Nursing Director, Communications Director, Community Health Director, Convention Director, Diversity Director, Image of Nursing Director, Legislative Director, Membership Director North, and Membership Director South;
 3. The Executive Director and Director of Operations shall be advisors, to the board, with the right to participate in discussion, and shall have no other powers.
- B. No individual shall hold more than one (1) voting position on The Board.

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Section 2. Qualifications

A. Elected Officers and Directors

- a. Any active or individual NSNA constituent member in good standing may be nominated to serve in any elected director position of the association, and:
 - i. Any associate member in good standing may be nominated to serve in any elected position except for officers on the Executive Committee;
 - ii. Any eligible member must have a minimum of 6 months remaining in a nursing school program at the time of their election;
 - iii. Will take office at the close of the annual convention House of Delegates and shall serve a one (1) year term, or until a successor is elected.
- b. For the office of President, the candidate must meet the following criteria:
 - i. Be a current or past board member of a constituent CNSA chapter;
 - ii. Have at least 6 months left in their nursing program as a student nurse.

B. Appointed Officers

- a. The Executive Director:
 - i. Shall hold the office ex officio if a current contract for management services provides an executive officer;
 - ii. In the absence of an ex officio officer, then The Board shall appoint an officer.
- b. The Director of Operations:
 - i. Must be a previous or current NSNA member;
 - ii. Must have served at least one full term as a CNSA Board member in good standing;
 - iii. Serves a term of two (2) years, or until a successor is appointed.

Section 3. Authority

1. The Board holds the duty and authority to act on behalf of the membership in the intervals between meetings of the House of Delegates, except for when the decision involves:
 - a. Overturning any action taken by the House of Delegates;
 - b. Adopting a plan for dissolution of CNSA;
 - c. Approve any merger, consolidation or sale or mortgage of all or substantially all of the assets of CNSA;
 - d. Borrow any sum without a meeting of the House of Delegates;

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- e. Modification of the CNSA bylaws as outlined in Section XIV;
- f. Raising CNSA dues more than 50% in one calendar year;
- g. Approving any action or operational policy not in accordance with the current NSNA and CNSA policies and bylaws.

Section 4. 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, 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 of CNSA.

B. Filling 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 shall, by two-thirds (2/3) vote, fill the vacancy by appointment for the remainder of the term.

Section 5. Duties

- 1. The President shall:
 - a. Serve as Chair of the House of Delegates;
 - b. Serve as Co-Chair of The Board;
 - c. Serve as Chair of the Philanthropy and Awards Committee;
 - d. Serve as a member of the Executive Committee;
 - e. Co-chair the Council of Chapter Presidents;
 - f. Be the primary CNSA delegate at NSNA annual convention;
 - g. Be the primary CNSA representative at NSNA Mid-year Conference;
 - h. Appoint committee members and support committee activity as requested;
 - i. Coordinate with school chapters to ensure they send delegates to both the CNSA and NSNA annual conventions;
 - j. Serve as the CNSA representative at professional activities as deemed appropriate by The Board.

- 2. The Vice President shall:
 - a. Serve as Chair of the Bylaws Committee;
 - b. Serve as Chair of the Nominations & Elections Committee;

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- c. Serve as a member of the Executive Committee;
 - d. Serve as Co-chair and coordinate the monthly meetings of the Council of Chapter Presidents;
 - e. Coordinate all meetings and delegate credentialing for the House of Delegates;
 - f. Develop the slate of candidates and coordinate elections;
 - g. Review and recommend changes to the bylaws;
 - h. Act on behalf of the President as requested and in their absence;
 - i. Act as President in the event of a vacancy.
3. The Secretary / Treasurer shall:
- a. Serve as a member and recorder of the Executive Committee;
 - b. Serve as a member of the Communications Committee;
 - c. Preside at association meetings in the absence of the Executive Director, President, and Vice President;
 - d. Capture minutes and ensure accuracy for all meetings of the association;
 - e. Send all required correspondence to NSNA including updated board rosters, board meeting minutes, and submission of the annual state constituency form.
 - f. Sign with the President such association papers that come into their executive and administrative spheres;
 - g. Keep a register for roll call of all voting members of The Board and the House of Delegates;
 - h. In collaboration with the contracted management agency:
 - i. Act as custodian of organization funds and ensure a quarterly and annual financial report is prepared for The Board;
 - ii. Provide guidance to The Board on financial decisions and recommendations; monitor and report all financial transactions and investments of the corporation;
 - iii. Ensure all records including minutes, financials, and correspondence are in order and filed with or communicated to appropriate agencies and organizations.
4. The Breakthrough to Nursing Director shall:
- a. Serve as the Co-Chair of the Diversity and Breakthrough to Nursing Committee;
 - b. Provide youth and underrepresented populations opportunities to explore a career in nursing;
 - c. Serve as a liaison between NSNA, CNSA, and chapter boards of directors.
5. The Communications Director shall:
- a. Serve as the Co-Chair of the Communications Committee;
 - b. Oversee all official CNSA communication including email, website, and social media;
 - c. Support a positive image of CNSA for both internal and external audiences.

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6. The Community Health Director shall:
 - a. Serve as Chair of the Community Health Committee;
 - b. Actively engage nursing students' in enhancing the health of their communities;
 - c. Serve as liaison between NSNA, CNSA, and chapter boards of directors.

7. The Convention Director shall:
 - a. Serve as Chair of the Convention Committee;
 - b. Manage convention budget and planning in collaboration with the contracted management company and The Board;
 - c. Lead The Board and support staff during convention.

8. The Diversity Director shall:
 - a. Serve as the Co-Chair of the Diversity and Breakthrough to Nursing Committee;
 - b. Cultivate interest and engage diverse populations in the activities of CNSA;
 - c. Provide education and increase awareness of diversity topics that affect patients and/or healthcare providers.

9. The Image of Nursing Director shall:
 - a. Serve as a Co-Chair the Image of Nursing Committee;
 - b. Coordinate CNSA presence in press and/or media to promote a positive image of nursing;
 - c. Provide education to students and/or the public to promote an accurate portrayal of nurses in healthcare;
 - d. Oversee an alumni program that promotes mentoring as a way to sustain a positive image of nursing amongst past and current members of CNSA.

10. The Legislative Director shall:
 - a. Serve as Chair for the Legislative & Resolutions committee;
 - b. Act as liaison between CNSA, state legislators, and other politically active groups, including but not limited to the American Nurses' Association\California;
 - c. Coordinate the annual implementation of a program or internship that actively engages student nurses in the health policy process;
 - d. Support and educate chapters in the resolutions development process including their presentation at the annual convention House of Delegates;
 - e. Coordinate implementation of the resolved clauses in resolutions adopted by the CNSA House of Delegates;
 - f. Ensure the CNSA resolution chosen at the annual convention House of Delegates is submitted to NSNA by the deadline each year;
 - g. Present and defend the CNSA resolution at the NSNA House of Delegates.

11. The Membership Director North and Membership Director South shall:

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- a. Serve as members of the Convention Committee and the Nominations & Elections Committee;
 - b. In collaboration with The Board, organize at least two (2) annual membership meetings;
 - c. Monitor constituent chapters of NSNA in California and provide support and mentorship for schools with low NSNA membership;
 - d. Serve as a resource for developing chapters.
12. The Executive Director shall:
- a. Serve as a non-voting member of the Executive Committee;
 - b. Perform all duties and obligations as outlined by either the current Executive Director job description or contracted management services contract as applicable;
 - c. Serve as a representative for day-to-day matters relating to CNSA;
 - d. Perform all other duties pertaining to the office as deemed appropriate by The Board.
13. The Director of Operations shall:
- a. Serve as Chair and non-voting member of the Executive Committee;
 - b. Serve as Co-chair of The Board;
 - c. Maintain association's policy/procedure and board manual;
 - d. Oversee the annual budget in collaboration with the Executive Director;
 - e. Provide orientation and leadership to all members of The Board;
 - f. Oversee coordination and implementation of the annual board retreat;
 - g. Accompany The Board to NSNA Annual Convention and act as a resource;
 - h. Preside at all business meetings and provide an annual business report;
 - i. Conduct an annual evaluation of the Executive Director;
 - j. Serve as a representative for day-to-day matters relating to CNSA.

ARTICLE VII. BOARD MEETINGS

Section 1. Meetings

- A. Regular meetings of The Board shall be held as deemed necessary by the Co-chairs or by a majority of The Board;
- B. Special meetings of The Board may be called at any time by the Co-chairs or at the written request of any two members of The Board or any five chapter delegates;
- C. Officers and Directors must be in attendance to vote at regular or special meetings;
- D. Business requiring action by The Board between regular meetings may be conducted electronically;
- E. No board meeting shall be closed to CNSA members except for the discussion

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of matters deemed by The Board to be of a sensitive nature.

Section 2. Quorum

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

ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominations

1. The Nominations & Elections Committee shall request that members nominate themselves or others to serve as an elected Officer or Director;
2. CNSA members shall be eligible to serve in only one elected position at any time;
3. A slate of eligible candidates who have submitted consent to serve shall be prepared by the Nominations & Elections Committee and presented at the annual convention to the House of Delegates;
4. Nominees for elected positions must participate in designated campaign activities at the annual convention.

Section 2. Elections

1. Elections shall be conducted by ballot and a plurality vote shall elect;
2. Only credentialed delegates present in the House of Delegates shall be eligible to vote for any position elected to the Board;
3. A tie vote shall be decided first by a revote, and if necessary, by casting a lot.

ARTICLE IX. CNSA HOUSE OF DELEGATES

Section 1. Composition

- A. Voting members at the House of Delegates shall be all members of The Board 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. Each constituent chapter may designate one alternate for each official delegate. Alternates may observe the House of Delegates but cannot enter the House until the delegate status is transferred.
- D. Members and alternate delegates in attendance at the House of Delegates who

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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 Convention shall be held in the months of September, October or November at a time and place determined by the board.

B. Special Meetings

Special meetings of the House of Delegates may be called at any time by the president at the request of The Board.

Special meetings of the House of Delegates may also be called by 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. Special meetings should be held no more than 60 days following receipt of the request.

C. Notice of Meetings

Official notice of the annual or special meeting of the House of Delegates must be sent to all eligible Delegates, Directors, and Alternates at least 30 days and not more than 45 days prior to 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.

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 present in the meeting to vote at the House of Delegates. No votes may be made by proxy.
- B. Delegates shall be responsible for informing members of their constituent chapters of all proposals and transactions occurring at the House of Delegates.

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ARTICLE X. NSNA HOUSE OF DELEGATES

AS PER NSNA Bylaws:

Section 1. Delegate Representation

A. School constituents:

- a. Each school chapter that is a recognized constituency, as determined by these bylaws, shall be entitled to one voting delegate and alternate, and in addition, shall be entitled to one voting delegate and alternate for every 50 members;
- b. The school chapter delegate(s) shall be a member(s) in good standing in the chapter and shall be selected and/or elected by members of the school chapter according to chapter bylaws. The school chapter may designate an alternate delegate for each delegate by one of the following two mechanisms:
 - i. Selection and/or election by members of the school chapter according to chapter bylaws; or
 - ii. Written authorization to the State Board of Directors requesting them to appoint a member of the State Board to act as a state appointed alternate for their school chapter.
 1. School chapters shall approve the appointment.
 2. The State Board of Directors shall verify that any state appointed alternate is a member in good standing of the NSNA and the state association.
 3. A school chapter must have a selected and/or elected delegate present at the NSNA Convention in order to have a state-appointed alternate seated in the House of Delegates.
 4. All alternates, whether school selected or state appointed, shall have the same privileges as an elected delegate when seated in the House.
 5. Each school constituent shall be entitled to delegates according the number of members in good standing in NSNA. Delegates shall be computed on the basis of the number of members in each constituent as evidenced by the annual dues received by NSNA on a date eight weeks prior to the annual meeting

Section 2. State Constituents

Each state constituent shall be entitled to one voting delegate and alternate.

This delegate shall be the state president. If the state president cannot serve, a

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designated representative and alternate shall be elected at a state meeting or by the state Board of Directors.

ARTICLE XI. ASSOCIATION COMMITTEES

Section 1. Appointment

- 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. Appointments to committees expire at the end of annual convention each year.

Section 2. Committee Functions

Committees shall review their committee description on an annual basis and submit any suggested revisions to the Bylaws Committee.

- A. The Bylaws Committee shall:
 - 1. Review the bylaws of CNSA and recommend corrections or amendments as appropriate;
 - 2. Ensure bylaw alignment to NSNA conformity standards;
 - 3. Prepare and distribute proposed amendments according to Article XIV of these bylaws.
- B. The Convention Committee shall:
 - 1. Assist the Convention Director in the planning and coordinating of the convention including speakers, location, agenda, marketing, and further assistance as deemed appropriate;
 - 2. Seek exhibitors and sponsors to support convention implementation;
 - 3. Create marketing and manage registration in collaboration with the Communications Committee.
- C. The Communications Committee shall:
 - 1. Prepare and distribute information regarding the CNSA Newsletter and Website Awards and determine annual winner;
 - 2. Prepare and publish all-membership communication;
 - 3. Maintain website with current events and other pertinent information;
 - 4. Maintain and update social media.
- D. 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. Coordinate at least one (1) statewide outreach initiative that addresses a

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- community health issue;
 - 3. Assist chapters with community outreach projects across the state of California;
 - 4. Assist chapters with the creation and retention of community health committees.
- E. The Diversity and Breakthrough to Nursing Committee shall:
- 1. Prepare and distribute information regarding the Breakthrough To Nursing Award and determine annual winners;
 - 2. Coordinate at least one (1) nursing outreach initiative within the community to increase the number of underrepresented populations interested in the profession of nursing;
 - 3. Provide education on diversity topics at membership meetings, the annual convention, and in CNSA communications.
- F. The Executive Committee
- 1. Serve as ex-officio members of all other committees of the association;
 - 2. Shall have all powers of The Board to transact business between meetings of The Board in accordance with rules established by The Board;
 - 3. All business discussed and action taken by the Executive Committee shall be recorded in minutes and submitted to The Board at the next scheduled meeting.
- G. The Image of Nursing Committee shall:
- 1. Seek press or media coverage for NSSI, membership meetings, annual convention, and other CNSA activities in collaboration with the Communications Committee;
 - 2. Develop an educational opportunity for students and/or the public that promotes the accurate portrayal of nurses in healthcare;
 - 3. Sustaining a connection between alumni members and current members by cultivating an alumni program.
- H. The Legislative/Resolution Committee shall:
- 1. Prepare and disseminate information regarding Nursing Students in Sacramento Internship (NSSI) and determine the annual interns from the applications submitted;
 - 2. Provide information and resources to the CNSA constituency for developing a resolution;
 - 3. Assist authors with the preparation and submission of resolutions to the CNSA House of Delegates;
 - 4. 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.
- I. The Nominations & Elections Committee shall:

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1. Prepare and distribute the Nominations & Elections packet;
 2. Encourage members to run for elected positions, review candidates' documentation, and prepare the slate of candidates;
 3. Organize and facilitate the campaign and election process at annual convention.
- J. The Philanthropy and Awards Committee shall:
1. Coordinate an annual CNSA awards and scholarship process in collaboration with The Board;
 2. Provide opportunities for ongoing recognition of chapters, members, and alumni;
 3. Seek out and apply for corporate philanthropy, charitable giving, grants, and/or other sources of fundraising for The Board.

ARTICLE XII. ASSOCIATION MANAGEMENT

Section 1. Definition

An association management agency may be contracted by The Board to manage the financial and operational affairs of CNSA.

Section 2. Contract

- A. The contract will be reviewed and approved on an annual basis by The Board.
- B. The Director of Operations shall conduct an ongoing assessment of the management of the organization as a function of the Executive Committee.

Section 3. Termination

- A. The contract with the association management agency may be terminated by a two-thirds (2/3) vote of The Board.
- B. Termination details will be defined in the contract with the association management agency.

Section 4. Vacancy

- C. CNSA may enter a contract with an association management agency initiated by a two-thirds (2/3) vote of The Board.

ARTICLE XIII. CONSULTANTS

Section 1. Positions

- A. The Board shall appoint up to eight (8) Board Consultants;
- B. All consultants shall have the right to attend and participate in all meetings of the Board and Executive Committee except Executive sessions. Consultants shall hold no voting powers.

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Section 2. Qualification

- A. Board Consultants must be a current or past board member of a professional organization at the state or national level.

Section 3. Appointment

Consultants are appointed for a one (1) year term by The Board on an annual basis. Consultants may serve multiple terms.

Section 4. Vacancy

A. Declaring a vacancy

1. The President may declare a vacancy in a position held by a Consultant upon receipt of a written resignation;
2. The Board, by two-thirds (2/3) majority vote may declare a vacancy in a position held by a Consultant when evidence exists that the Consultant is consistently absent from board meetings or conference calls, consistently neglects the duties or responsibilities of his/her position, or engages in behavior that is unlawful, unethical, or inconsistent with the mission of CNSA.
3. In the event of a Consultant vacancy, The Board may, by two-thirds (2/3) vote, fill the vacancy by appointment for the remainder of the term.

ARTICLE XIV. AMENDMENTS

Section 1.

These bylaws may be amended by a two-thirds (2/3) vote of the credentialed delegates at the annual convention or a special meeting of the House of Delegates providing a copy of all proposals to amend the bylaws has been sent to all delegates and made available to the CNSA constituency at least 30 days 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 for review at least 60 days prior to the annual convention.

Section 3.

The Bylaws Committee shall submit all proposed bylaw amendments to The Board 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.

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Section 5.

The Vice President shall have the authority to change the bylaws to meet NSNA conformity standards provided that those changes have been prepared by the Bylaws Committee and approved by The Board.

ARTICLE XV. 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 XVI. 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 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.

ARTICLE XVII. 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.