

*California Nursing Students' Association
Bylaws
Amended by the fall 2009 House of Delegates*

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.

Section 2. Non Partisan Activity

- A. This association is organized and operated exclusively for charitable purposes within the meaning of section 501(c) (6) of the Internal Revenue Code.
- B. No substantial part of the activities of this association 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 statement) on behalf of any candidate.

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 Ph.D.) 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.

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

Section 2. Qualifications and Privileges

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, including registered nurses, enrolled in college or university programs designed as preparation for entrance into a program leading to licensure as a registered nurse or an RN to BSN program who are members in good standing of a CNSA Constituent chapter; and
2. 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 1, 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.

D. 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.

E. 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 3. 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 and approved by the House of Delegates.

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

Section 4. 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. Council of Chapter Representatives

Each constituent chapter shall, in accordance with their chapter bylaws, select one Representative to serve on the Council of Chapter Representatives (COCR).

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. COUNCIL OF CHAPTER REPRESENTATIVES (COCR)

Section 1. Composition

- A. COCR shall be a body of Constituent Chapter Representatives selected by constituent chapters in accordance with each chapter's bylaws.
- B. Each constituent chapter shall select one Chapter Representative to serve on the council.
- C. Vacancies shall be filled in accordance with the bylaws of the constituent chapter needing representation.

Section 2. Co-Chairpersons

- A. The Council of Chapter Representatives shall nominate candidates for election as co-chairpersons (one North and one South) at the annual meeting.
- B. Co-Chairpersons serve as members of the Board of Directors and may not hold any other position on the Board of Directors.
- C. Co-Chairpersons must remain the Chapter representatives of their constituent chapter.
- D. Vacancy in a co-chairperson position shall be filled according to Article VIII, Section 8, B.

Section 3. Purpose

- A. COCR shall serve as a liaison body between members of constituent chapters and the Board of Directors.
- B. COCR provides 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.
- C. COCR may make recommendations to the Board of Directors.
- D. COCR 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 4. Meetings

- A. COCR shall meet at least twice between annual meetings at times coinciding with scheduled Board of Directors meetings.
- B. Special meetings of COCR may be called by the co-chairpersons. Special meetings may be face-to-face, electronic or by telephone and may include all representatives at once or be held regionally.
- C. A quorum at any COCR meeting will be one-third (1/3) of all representatives eligible to attend.
- B. One or both of the co-chairpersons shall preside over any meeting of COCR

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, COCR, 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 membership;
 - 2. Be a nursing student for at least a majority of the term of office;
 - 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 ten (10) 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 five (5) directors elected by the House of Delegates: Convention Director; Legislative Director, Director of Breakthrough to Nursing, Communications Director and Community Health Director.
 - 3. There shall be two (2) directors elected by the House of Delegates who are chapter representatives and shall also serve as co-chairpersons of the council of chapter representatives, one representing the North (COCR-North), and one representing the South (COCR-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.
- 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. Planing 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.
- I. Facilitating the implementation of policies and procedures approved by the House of Delegates at the annual convention.
- J. Establishing and reviewing policies and procedures for nominations and elections.
- K. Conferring constituent chapter status on school chapters meeting qualifications established in these bylaws.
- L. Employing an executive director to manage the affairs of CNSA within the parameters established by the Board of Directors and these bylaws.
- M. Establishing a committee made up of board members for the purpose of ongoing evaluation of the management of the organization.
- N. Controlling the use of official CNSA insignia and the procurement and sale of replicas thereof.
- O. Establishing fees for conventions and specified activities.
- P. Establishing and maintaining relationships and collaboration with American Nurses' Association \ California
- Q. 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 regular meeting of the Board of Directors.
- 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 or the co-chairpersons of the Council of Chapter Representatives, the Board of Directors shall, by two-thirds (2/3) vote, fill the vacancy by appointment for the remainder of the term.
3. In the position of chairperson of the Council of Chapter Representatives, the Board of Directors shall, by two-thirds (2/3) vote, fill the vacancy for the remainder of the term by appointment of an eligible member who is a chapter representative,

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 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.
 - 2. Serve as member and chair of the Executive Committee
 - 3. Appoint committees with the approval of the Board of Directors and serve as an ex-officio member of the committees.
 - 4. Appoint tellers for the annual election upon recommendation from the Nominations and Elections Committee.
 - 5. Be the CNSA delegate to NSNA.
 - 6. Write articles related to the presidency of CNSA for each issue of *Range of Motion*.
 - 7. Provide a report at each of the regularly scheduled Board of Directors meetings.
 - 8. Report to the House of Delegates at the annual convention.
 - 9. Perform all other duties pertaining to the office and represent this association in all matters relating to CNSA.
 - 10. Have an understanding of the bylaws.
- B. The Vice President shall:
 - 1. Preside at association meetings and act on behalf of the president in the absence of the President.
 - 2. Serve as the chairperson of the bylaws committee and be responsible for reviewing and recommending changes in the bylaws.
 - 3. Serve as a resource person regarding parliamentary procedure
 - 4. Assume duties of the President in the event of a vacancy in that office.
 - 5. Serve as chair of the Nominations and Elections committee.
 - 6. Instruct and supervise tellers at the annual election.
 - 7. Serve as a member of the Executive Committee.
 - 8. Write articles related to the vice presidency of CNSA for each issue of *Range of Motion*.
 - 9. Provide a report at each of the regularly scheduled Board of Directors meetings.
 - 10. Report to the House of Delegates at the annual convention.
 - 11. Perform all other duties as assigned by the President.
 - 12. Have an understanding of the bylaws.

C. The Secretary / Treasurer shall:

1. Preside at association meetings in the absence of both the President and Vice President.
2. Keep files and record minutes of all association meetings including the House of Delegates, Board of Directors meetings, and meetings of the Executive Committee.
3. Oversee that notices of regular and special meetings of the House of Delegates, Board of Directors, and Executive Committee are issued in a timely and accurate manner.
4. Keep a register for roll call of all voting members of the Board of Directors and official delegates to the House of Delegates.
5. Sign with the President such association papers that come into their executive and administrative spheres.
6. Review policies and make recommendations for changes in policies as needed.
7. Be responsible for filing and for correspondence to and from the association, including correspondence with NSNA, ANA\California, and the BRN.
8. Serve as a member and recorder of the Executive Committee.
9. Keep a register of the names and addresses of the members of this association and contact information for constituent chapters.
10. Act as custodian of association funds.
11. Sign for money disbursements in accordance with policy established by the Board of Directors.
12. Cause accurate current financial records to be kept and make regular reports of those records to the membership.
13. Insure that financial records are submitted for review at the end of the fiscal year.
14. Review dues income and membership rosters in accordance with procedures designated by NSNA.
15. Work with CEO or Management company to insure financial obligations are met and State and Federal forms are filed.
16. Write articles related to being Secretary/Treasurer of CNSA for each issue of *Range of Motion*.
17. Provide a report at each of the regularly scheduled Board of Directors meetings.
18. Report to the House of Delegates at the annual convention.
19. Perform all duties as assigned by the president or as necessary to assist the Board of Directors and committees.
20. Have an understanding of the bylaws.

D. The Convention Director shall:

1. Assemble and chair the Convention Program Planning Committee;
2. Suggest convention locations and perform site visits;
3. Be involved in contract negotiations with the convention center and associated accommodations;
4. Be involved in convention logo design process;
5. Be involved in exhibitor recruitment and entertainment planning;
6. Suggest promotional activities for convention;
7. Suggest educational breakout session topics and speakers for convention
8. Create convention program outlines;
9. Work with staff in keeping records of convention expenses;
10. Address issues related to convention and convention planning

11. Evaluate effectiveness of past conventions as well as convention planned for.
12. Write articles related to convention for each issue of *Range of Motion*.
13. Provide a report at each of the regularly scheduled Board of Directors meetings.
14. Report to the House of Delegates at the annual convention.
15. Perform other duties as assigned by the president.
16. Have an understanding of the bylaws.

E. The Legislative Director shall:

1. Chair the legislative, resolutions committee;
2. Monitor legislative and political actions that affect the nursing profession and their clients on the local, state, and national levels;
3. Act as liaison among state legislators and other politically active groups;
4. Keep members informed about current political and policy issues;
5. Promote appropriate political involvement for CNSA;
6. Represent CNSA at political and professional association events/meetings;
7. Coordinate the resolutions process from development through submission and presentation to the House of Delegates at the annual convention;
8. Write articles related to legislation/resolution for each issue of *Range of Motion*.
9. Report to the House of Delegates at the annual convention.
10. Provide a report at each of the regularly scheduled Board of Directors meetings.
11. Perform other duties as assigned by the President.
12. Have an understanding of the bylaws.
13. Oversee the Nursing Students in Sacramento Internship (NSSI) program.

F. The Breakthrough to Nursing Director shall:

1. Promote a positive image of nursing students.
2. Promote diversity in nursing.
3. Promote recruitment and retention of men and minorities.
4. Serve as the chairperson of the BTN Committee.
5. Serve as a liaison between NSNA, CNSA, and the local school BTN chairpersons.
6. Coordinate activities with the NSNA Breakthrough to Nursing Project.
7. Coordinate the annual CHAPTER BTN AWARD.
8. Work to develop nursing school recruitment materials and guidelines for recruiters appropriate to the state's recruitment needs.
9. Assist local chapters in developing recruitment materials and guidelines for recruitment in the area.
10. Be responsible for keeping the BTN Center webpage current and up to date.
11. Identify and compile a listing of state and national financial aid resources for nursing students.
12. Write articles related to Breakthrough to Nursing for each issue of *Range of Motion*.
13. Provide a report at each of the regularly scheduled Board of Directors meetings.
14. Report to the House of Delegates at the annual convention.
15. Perform other duties as assigned by the President.
16. Have an understanding of the bylaws.

G. The Communications Director shall:

1. Establish and chair the Communications committee;
2. Be involved in or delegate duties associated with editing, story development, and submissions for publication of the association official newsletter publication, *Range of Motion*.
3. Oversee that *Range of Motion*, the official publication of CNSA, is distributed to members as a benefit of membership;
4. Review school chapter newsletters and assist school chapters with newsletter publications;
5. Be involved in or delegate duties associated with maintenance and development of the CNSA website;
6. Keep the website current;
7. Communicate with the Board of Directors regarding deadlines and publication dates of *Range of Motion*, updates to the website, and upcoming events;
8. Respond to emails and general questions concerning the CNSA website
9. Work with staff in negotiating contracts and evaluating contract work done involving publication of the newsletter and maintenance of the website.
10. Write articles/editorials for each issue of *Range of Motion*.
11. Provide a report at each of the regularly scheduled Board of Directors meetings.
12. Report to the House of Delegates at the annual convention.
13. Perform other duties as assigned by the president.
14. Have an understanding of the bylaws.

H. The Community Health Director shall:

1. Promote a positive image of nursing students;
2. Promote Community Health and service activities;
3. Serve as chair of the Community Health Community;
4. Serve as liaison between NSNA, CNSA, and the chapter Community Health chairpersons;
5. Coordinate activities with the NSNA *Community Health Project Award*;
6. Coordinate the annual Chapter *Community Health Award*;
7. Assist local chapters in participating, developing, coordinating, planning, and/or in implementing statewide, national, and/or international community service projects;
8. Create and maintain calendar of national health observances;
9. Write articles related to Community Health and Service for each issue of *Range of Motion*;
10. Provide a report at each of the regularly scheduled Board of Directors meetings.
11. Report to the House of Delegates at the annual convention.
12. Perform other duties as assigned by the president.
13. Have an understanding of the bylaws.

- I. The Co-Chairpersons of the Council of Chapter Representatives shall:
 1. Be members of the Nominations and Elections committee.
 2. Establish and maintain contact with each school in their respective region;
 3. Preside at meetings of the Council of Chapter Representatives;
 4. Serve as liaisons between the Council of Chapter Representatives and the Board of Directors;
 5. Reach out to nursing schools in the state that do not have chapters and serve as resource persons for starting new chapters.
 6. Write articles related to the Council of Chapter Representatives for each issue of *Range of Motion*.
 7. Provide a report at each of the regularly scheduled Board of Directors meetings.
 8. Report to the House of Delegates at the annual convention.
 9. Perform other duties as assigned by the president.
 10. Have an understanding of the bylaws.

ARTICLE X. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- A. Nominations and Elections committee (Vice President, and COCR Co-chairs) shall request that members nominate themselves or others if willing to serve as an elected officer or director in CNSA.
- B. CNSA members shall be eligible to serve in only one position on the Board of Directors 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 office 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, COCR Co-chairs (North and South), and the Directors of Convention, Legislation, Breakthrough to Nursing, Communication, and Community Health.
- 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, and Community Health.

Section 2. 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. 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 develop functions and procedures and submit them annually to the Board of Directors.

ARTICLE XII. AMENDMENTS

- A. New bylaws may be adopted or 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 has been sent to all delegates at least one month prior to the meeting.
- B. All proposed amendments shall be prepared by the Committee on Bylaws and submitted to the Board of Directors for approval at least two (2) months before the CNSA Convention and to the NSNA Committee on Bylaws for approval at least one (1) month before the CNSA convention.
- C. An amendment to these bylaws shall become effective at the close of the meeting at which they are approved.
- B. The Vice President shall make editorial changes in the bylaws as needed provided that these changes have been approved by the Committee on Bylaws.

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.