



BYLAWS

ARTICLE I: NAME

The name of the organization is the "Midwest Nursing Research Society", hereinafter referred to as MNRS or the "Society."

ARTICLE II: PURPOSES

Section 1. Not-For-Profit. The Society is incorporated under the Illinois Nonprofit Corporation Act, hereinafter referred to as the "Act."

Section 2. Purpose. The purpose of the Society is to support, encourage, and improve the quality of nursing research.

Section 3. Rules. The following rules shall conclusively bind the Society and all persons acting for or on behalf of it:

- a. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these bylaws, the Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- b. Upon the dissolution of the Society, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine.

ARTICLE III: REGISTERED OFFICE AND AGENT

The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Executive Committee may, from time to time, determine.

ARTICLE IV: MEMBERSHIP

Section 1. Classes. Membership of the Society shall be composed of Regular, Student, and Retired members, all of whom agree to support the Society's purposes and abide by these Bylaws

and such other rules and regulations as the Board of Directors may adopt. Members may vote, hold office, serve on committees, and partake of all other benefits of membership as may be determined from time to time by the Board of Directors.

- a. Regular Membership. Regular membership in the Society may be granted to any person who is engaged or interested in nursing research.
- b. Student Membership. Student membership in the Society may be granted to persons currently enrolled in a college or university who have an interest in nursing research.
- c. Retired Membership. Retired membership may be granted to individuals who are retired and who have an interest in the goals and activities of the Society.
- d. Other categories. The Board may establish other such membership categories and member benefits as they may choose.

Section 2. Application. Any person submitting an application for membership shall be approved for membership under procedures established by the Board of Directors.

Section 3. Voting Rights. Each member shall be entitled to one vote on all matters coming before the membership.

Section 4. Dues and Assessments. Initial and annual dues for each class of member of MNRS, and the time for paying such dues and any other assessments shall be determined by the MNRS Board.

Section 5. Resignation. Members may resign as active members from the Society at any time by giving written notice to the Secretary. The Society shall not refund any portion of dues or assessments paid by an individual during the period of their membership in the Society.

Section 6. Discipline. Pursuant to a fair process, membership in the Society may be terminated or other disciplinary action imposed for cause. This process shall include: a statement of the reasons for termination shall have been mailed by certified mail to the last recorded address of the member at least 15 days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the reasons for termination shall be considered. The member shall have the opportunity to be heard, orally or in writing. The Board of Directors shall have 15 days to respond. Termination or other discipline shall be by two-thirds vote of the entire membership of the Board of Directors.

In addition, the membership of any member who becomes ineligible for membership or who is 60 days in default in the payment of any dues or charges shall be terminated automatically.

ARTICLE V: MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An Annual Meeting of the members for receiving reports, and for such other business as may properly come before the members, shall be held at such day, time and place as may be determined by the Board of Directors.

Section 2. Special Meeting. A Special Meeting of the members may be called by the President or by the Board of Directors. In addition, a Special Meeting of the members shall be called upon written application of twenty-five percent (25%) of the members. No business shall be transacted at a Special Meeting except that stated in the notice of such meeting.

- Section 3.** Notice. Notice of the Annual Meeting and any Special Meetings shall state the time, date and place of the meeting and shall be sent via US postal mail or electronic mail no fewer than 30 days prior to the meeting.
- Section 4.** Quorum. The presence in person of ten percent (10%) of the members in attendance shall constitute a quorum for the conduct of business at Annual Conference or Special Meetings.
- Section 5.** Meeting Voting Procedures. All votes of the membership taken at the annual conference will be conducted by voice vote. Each voting member shall be entitled to one vote. Voting by proxy shall not be permitted. Unless otherwise required, all actions of the membership shall be carried by majority vote.
- Section 6.** Written Ballot Procedure. With respect to any action that the Board of Directors determines should be submitted to members for a vote other than at a meeting, MNRS shall send a ballot to each member's last known postal or email address and the vote shall be conducted in accordance with the written ballot procedure set forth in the Act.

ARTICLE VI: BOARD OF DIRECTORS

- Section 1.** Composition and Authority. The Board of Directors shall be comprised of the President, President-Elect, Vice President, Immediate Past President, Secretary, Treasurer, Foundation President and four (4) Directors-at-Large, one of whom is a member of the Emerging Scholars Network (ESN). The Board of Directors shall have supervision, control, and direction of the affairs of the Society; shall determine its policies or changes therein within the limits of these Bylaws; shall actively carry out its purposes and have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may create such committees and appoint such agents as it may consider necessary.
- Section 2.** Qualifications and Term of Office of Directors-at-Large. The at-large members of the Board of Directors shall be members of the Society in good standing and shall serve a two-year term of office. No one may serve more than two (2) consecutive terms as Director-at-Large.
- Section 3.** Election. The President-Elect, Vice President, Secretary, Treasurer, and Directors-at-Large shall be elected by the membership, after nomination by the Nominating Committee. Ballots shall be mailed to members at least sixty (60) days before the Annual Meeting.
- Section 4.** Regular Meetings. The Board of Directors shall meet annually at the Annual Meeting of MNRS and at other such times as may be determined.
- Section 5.** Special Meetings. Special meetings of the Board of Directors may be called by the President or three (3) directors, given five (5) days notice to all Board members. Special meetings shall be conducted in person or via telephone conference at a date and time determined by the President.
- Section 6.** Quorum. A majority of the Board of Directors, three (3) of whom are officers, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section 8. Vacancies. Any vacancy of a director-at-large position for any reason shall be filled by the Board of Directors. A director selected according to this provision shall serve the unexpired portion of the term. .

Section 9. Resignation or Removal. Any member of the Board of Directors may resign at any time by giving written notice to the President. Any member of the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in their judgment, the best interests of the Society would be served thereby.

ARTICLE VII: OFFICERS

Section 1. Officers. The officers of the Society shall be the President, President-Elect, Vice President, Immediate Past President, Secretary, and Treasurer.

Section 2. Qualifications and Terms of Office. Any member in good standing for more than one year will be eligible for elective office.

1. The term of office for the President is one (1) term of two (2) years.
2. The term of office for each the President-Elect and Immediate Past President is one (1) term of one (1) year. The President-Elect and Immediate Past President will serve in alternative years.
3. The term of office to which the Secretary, Treasurer, or Vice President are elected is two (2) consecutive years.

No one may serve more than two (2) consecutive terms as Secretary, Treasurer, or Vice President. Each officer shall serve until their successor has been duly elected.

Section 3. Vacancies. A vacancy of the President's office shall be filled by the President-Elect or the Vice President, as set forth in Sections 6 and 7, below. Any vacancy occurring among the other officers for any reason shall be filled by the Board of Directors. Any officer selected according to this provision shall serve the unexpired portion of the term.

Section 4. President. The President shall be the Chair of the Board of Directors and shall have the authority, power and responsibility vested in the office and consistent with the Bylaws. The President shall preside over all meetings of the Society and the Executive Committee. The President shall be a member *ex-officio* of every committee of the Society, except the Nominating Committee, and shall serve as Chair of the Executive Committee, with voting rights. The President shall appoint all committee chairs and members with approval of the Board, except as otherwise provided in these Bylaws, and shall succeed to the office of Immediate Past President at the conclusion of his/her term as President.

Section 5. President-Elect. The President-Elect shall perform such duties as may be delegated to him/her by the President or the Board of Directors and shall succeed to the office of President at the expiration of the President's term of office. If the President is not able to complete his/her term, the President-Elect shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions on the President.

- Section 6.** Vice President. The Vice President shall perform such duties as may be delegated to him/her by the President or the Board of Directors. If the President-Elect is not able to complete his/her term, the Vice President shall perform the duties of the President-Elect.
- Section 7.** Immediate Past President. The Immediate Past President shall serve as an advisor to the President during the first year of the President's two (2) year term. The Immediate Past President shall serve as the chair of the Nominating Committee and shall perform such duties as may be delegated to him/her by the President or Board of Directors.
- Section 8.** Secretary. The Secretary shall be custodian of records; shall keep or cause to be kept at the principal office of the Society all corporate documents and the minutes of all Board meetings shall see that all notices are duly given in accordance with applicable law; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or Board of Directors. The duties of the Secretary may be delegated by the Board of Directors in whole or in part to an Executive Director.
- Section 9.** Treasurer. The Treasurer shall be the principal financial officer of the Society and shall have charge of and be responsible for the maintenance of the financial records for the Society; shall have charge and custody of all funds and securities of the Society, and be responsible for the receipt and disbursement thereof; ; shall see that periodic audits or reviews of the Society's books are conducted by a certified public accounting firm; and shall in general perform all the duties incident to the office of treasurer and such other duties as may be assigned from time to time by the President or Board of Directors. The duties of the Treasurer may be delegated by the Board of Directors in whole or in part to the Executive Director.

ARTICLE VIII: EXECUTIVE DIRECTOR

The Board of Directors may appoint an Executive Director or contract the services of an association management company (AMC), who shall report to the Board. The Executive Director shall be responsible for the supervision and management of MNRS, and its administrative, business, financial and other operational affairs, consistent with these bylaws, corporate policies and directives of the Board of Directors. The Executive Director and others as designated and authorized by the AMC shall have the authority and duty to implement all operational and administrative policies of MNRS including but not limited to signing contracts, checks and other legal documents on behalf of and as authorized representatives of MNRS with respect to administrative, operational and business affairs. The Executive Director shall perform other such duties as may be designated by the Board of Directors.

ARTICLE IX: COMMITTEES

- Section 1.** Executive Committee. The Executive Committee shall consist of the officers of the Society, and shall exercise all powers and authority of the Board of Directors during the periods between meetings of the Board.
- Section 2.** Nominating Committee. The Nominating Committee shall consist of five (5) members. Four (4) elected members shall each serve for two years with two members rotating off the committee each year. The Immediate Past-President shall chair the committee and serve a two-year term. Members of the Nominating Committee shall not be nominated for office. The Nominating Committee shall be responsible annually for verifying members' eligibility for office, soliciting nominations, and determining the slate. The completed slate shall be presented to the Board for approval.

- Section 3.** Other Standing Committees. The Society shall also maintain any other standing committees as may be determined from time to time by the Board of Directors.
- Section 4.** Special Committees or Task Forces. Special committees or task forces may be established as needed from time to time by the Board of Directors. Such special committees or task force shall be dissolved upon the completion of their appointed tasks.
- Section 5.** Chair. The chair of each committee shall be approved by the Board of Directors.
- Section 6.** Committee Membership. The members of each committee shall be approved by the Board of Directors.
- Section 7.** Term of Office. Each member of a committee shall serve a two year term and may be reappointed for a second two year term.
- Section 8.** Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.
- Section 9.** Quorum. Unless otherwise provided by resolution of the Executive Committee or of the Board designating the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

ARTICLE X: RESEARCH SECTIONS

The Board of Directors may authorize the establishment of Research Sections which shall be organized and operated in accordance with the rules and policies adopted by the Board of Directors of the Society. All members of research sections must be members of the Society.

ARTICLE XI: MNRS FOUNDATION

- Section 1.** The MNRS Board may establish a Foundation as a supporting organization for the purpose of developing funding for grants in support of nursing research. The Foundation will be named The Midwest Nursing Research Society Foundation.
- Section 2.** The MNRS treasurer shall serve on the Foundation Board.
- Section 3.** The MNRS Board will annually review Foundation needs and determine an amount to be allocated as a contribution in support of grant funding and administrative support.
- Section 4.** The MNRS Board of Directors shall have authority to approve the members of the Foundation Board of Trustees.
- Section 5.** The MNRS Foundation President will serve as a member of the MNRS Board of Directors with full voting privileges.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all meetings of the Society in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

ARTICLE XIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- Section 1.** Contracts. The Executive Committee may authorize in writing any officer or officers, agent or agents of the Society, in addition to the officers and Executive Director so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.
- Section 2.** Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Executive Committee.
- Section 3.** Deposits/Investments. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Executive Committee may select.
- Section 4.** Bonding. The Board of Directors may provide for the bonding of such officers of the Society as it may from time to time determine.
- Section 5.** Gifts. The Executive Committee may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

ARTICLE XIV: FISCAL YEAR

The fiscal year of the Society shall be determined by the Board of Directors.

ARTICLE XV: WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois Nonprofit Corporation Act or under the provisions of the Articles of Organization or the Bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI: INDEMNIFICATION

The Society shall indemnify all officers, employees, and agents of the Society to the full extent permitted by the Illinois Nonprofit Corporation Act, and shall be entitled to purchase insurance for such indemnification to the full extent as determined by the Board of Directors.

ARTICLE XVII: AMENDMENTS TO BYLAWS

These Bylaws may be amended with the approval of two-thirds (2/3) of the members voting, provided that a quorum is represented and further provided that the substance of any such amendment has been submitted to the Board of Directors at least two months before the vote and has been circulated to all Members.

Revised September 2003

Revised November 2009

Revised October 2012

Revised May 2015