

Filed October 23, 1950 – No. 220411

STATE OF OHIO ARTICLES OF INCORPORATION
DISTRICT #12
OF THE OHIO STATE NURSES ASSOCIATION

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under the provisions of Title XVII, Revised Code of Ohio, do hereby certify:

FIRST

The name of said corporation shall be District #12 of the Ohio State Nurses' Association.

SECOND

The place in this state where the principal office of the corporation is to be located is Columbus, Franklin County.

THIRD

The purpose for which said corporation is formed are:

ARTICLE I: NAME

The name of this organization shall be District No. 12 of the Ohio State Nurses Association and shall include the following territory: Franklin, Fairfield, Fayette, Madison, and Pickaway Counties.

ARTICLE II: OBJECT

The object of this Association shall be to advance high standards of ethical and professional conduct among nurses; to promote their professional and educational advancement in every proper way; and to establish and conduct a Bureau of Nursing Service for Ohio registered nurses as deemed advisable for the purpose of supplying efficient care for the sick; provided, however, that all income from such Bureau shall be used in service of nurse applicants and the general community in accordance with the minimum standards approved by the Ohio State Nurses Association. No part or any other person, except in the form of reasonable compensation to employees of such Bureau and to support and defend the law relative to nurses.

ARTICLE III

All members of this Association shall be Ohio-registered nurses, graduates of accredited schools of nursing connected with general hospitals giving a continuous course of instruction and experience in a hospital of not less than three years, or giving an equivalent preparation in one or more hospitals. This preparation must include practical experience in caring for men, women and children, together with theoretical and practical instruction in medical, surgical, obstetrical and children's nursing. The preparation for male nurses must include practical experience in caring for men, together with theoretical and practical instruction in medical, surgical and urological nursing.

FOURTH

The following persons shall serve said corporation as trustees until the first annual meeting or other meeting called to elect trustees: Juanita R. Retterer, Ann Gallagher and Catherine M. Forrest.

IN WITNESS WHEREOF

We have hereunto subscribed our names, this 23rd day of October Juanita R. Retterer; Ann Gallagher; and Catherine M. Forrest

AMENDMENTS TO THESE ARTICLES:

AMENDED Feb. 29, 1968 Changing name from District #12 of the Ohio State Nurses Association to Mid-Ohio District Nurses Association.

AMENDED Feb. 29, 1968 Changing territory from Franklin, Fairfield, Fayette, Madison and Pickaway Counties to Franklin, Fairfield, Fayette, Madison, Pickaway and Union Counties.

AMENDED Jan. 25, 1978 Changing object clause to read: "The object of this association shall be to advance high standards of ethical and professional conduct among nurses and to promote their professional and educational advancement in every proper way."

AMENDED Jan. 25, 1978 Changing description of membership to read: "Any person who is a registered nurse is eligible for membership in this Association."

AMENDED Jan. 23, 1980 Changing structure by eliminating "Sections" to conform with American Nurses Association and Ohio Nurses Association.

AMENDED Dec. 9, 1998 Changing the territory from Franklin, Fairfield, Fayette, Madison, Pickaway and Union counties to Franklin, Fairfield, Fayette, Madison, Pickaway, Union and Delaware counties.

Amended May 12, 2015 Changing the membership criteria and membership dues to align with recent changes in ONA membership dues.

Amended May 10, 2017 Changed board of directors composition to include one seat for a collecting bargaining member of district; added the Nursing Transitions Initiative as a new standing committee; removed all references to special interests groups.

* All amendments were duly filed with the Secretary of State

MID-OHIO DISTRICT NURSES ASSOCIATION BYLAWS

ARTICLE I: NAME, PURPOSE AND FUNCTIONS

Section 1: Name

The name of this Association shall be the Mid-Ohio District Nurses Association (MODNA) and shall comprise such geographic territory to include the counties of: Delaware, Fairfield, Fayette, Franklin, Logan, Madison, Pickaway, and Union.

Section 2: Affiliations

MODNA is an affiliate member of the Ohio Nurses Association (ONA), and ONA is an affiliate member of the American Nurses Association (ANA).

Section 3: Purposes

The purposes of the Association shall be as stated in the Articles of Incorporation and, further, to 1) stimulate and promote the profession of nursing and 2) to promote the delivery of quality health care through professional nursing. These purposes shall be unrestricted by considerations of nationality, race, religion, creed, lifestyle, color, gender, disability, sexual orientation, health status, or age.

Section 4: Functions

The functions of MODNA shall include:

- a. To promote standards of nursing practice as defined by the American Nurses Association (ANA).
- b. To promote adherence to the ANA's *Code of Ethics for Nurses with Interpretive Statements*.
- c. To advocate on behalf of nurses and healthcare consumers
- d. To influence legislation, governmental programs, and health policy.
- e. To promote the economic and general welfare/workplace advocacy of nurses.
- f. To represent members by serving as their spokesperson with the interprofessional, community, governmental groups, and with the public.
- g. To provide for representation in the Ohio Nurses Association (ONA) House of Delegates.
- h. To recruit nursing professionals into membership in this association.
- i. To support nursing students.
- j. To educate students and the public about the profession of nursing.
- k. To collaborate with related nursing, health and community organizations in activities which are relevant to nurses.

ARTICLE II: MEMBERS AND DUES

Section 1: Qualifications for Membership

- a. MODNA shall consist of members who 1) have been granted a license to practice as a registered nurse in at least one state, or District of Columbia of the United States, and who do not have a License under suspension or revocation in any state and reside or work in the Ohio counties of Delaware, Fairfield, Fayette, Franklin, Logan, Madison, Pickaway, or Union; or 2) whose application for membership has been accepted in accordance with association policy; and 3) whose dues are not delinquent; and 4) whose membership is not under revocation for violation of the Code for Nurses or ONA Bylaws.
- b. Membership shall be unrestricted by considerations of nationality, race, religion, creed, lifestyle, color, gender, disability, sexual orientation, health status or age.

Section 2: Rights of Members

- a. Members of MODNA are members of ONA and ANA and shall have all privileges of this Association, ONA and ANA.
- b. Membership privileges shall include: 1) participating in elections of MODNA; 2) serving as MODNA delegates to ONA Conventions and Special Meetings, or in any MODNA elected or appointed position, if so qualified and selected; 3) attending meetings or other unrestricted activities of MODNA, ONA and ANA; 4) receiving regular communications of MODNA, ONA and ANA; 5) utilizing services of MODNA, ONA and ANA as may be available to members; and 6) having representation in the International Council of Nurses (ICN) through ANA.

Section 3: Renewal of Membership

Renewal of membership shall be contingent upon having been granted RN licensure and in accordance with Article II, Section I.

Section 4: Dues

- a. Dues for MODNA shall be paid in addition to and at the same time as the dues for ONA, which includes per capita dues to the ANA. Membership rights shall be forfeited upon failure to pay as required by current policy.
- b. Dues for a member of MODNA shall be recommended by the Board of Directors after an analysis of the Association's financial status and approved by the membership. Dues will be for a membership year of 12 consecutive months.
- c. Special rates for the following dues categories apply as follows:
 1. Newly licensed registered nurses may elect to pay fifty percent (50%) of the rate otherwise owed for the first year following initial licensure with that amount increasing by twenty-five percent (25%) in each subsequent year until reaching one hundred percent (100%) of the amount owed for all payments that can be discounted.
 2. Members who are not employed, nurses 62 years of age or older who are not earning more than the social security system allows at age 62, or registered nurses who are full time students may elect to pay fifty percent (50%) of the rate otherwise owed by non-collective bargaining unit members for all state and national payments that can be discounted.
 3. Members who are totally disabled or members who are sixty-two (62) years of age or older who are not employed may elect to pay twenty-five percent (25%) of the payment owed by non-collective bargaining members for all payments that can be discounted.
 4. In addition to the special payment rates set forth in this paragraph, the Board may establish membership pilot programs that would allow payments to be adjusted to encourage membership for non-collective bargaining members.
- d. No monies shall be re-funded nor additional monies collected when a change in dues category is made within a membership year, provided the member was eligible for the dues category in which the member was placed when dues were paid.

Section 5: Procedure for Transfer to or from Another State

- a. Any member who moves out of this state may apply to the Executive Director of MODNA or ONA for transfer of membership to another constituent association of ANA.
- b. A member of another ANA constituent association who has paid dues or the membership year and who moves into this district may transfer into MODNA through ONA without further payment of dues for the remainder of the membership year.

Section 6: Procedure for Transfer within Ohio

- a. Any member who changes residence to another constituent association in this state may request a transfer from the Executive Director of MODNA who shall notify ONA.
- b. A member of another constituent association of ONA who has paid dues for the membership year and who moves to this constituent association may transfer to MODNA without further payment of dues for the remainder of the membership year.

Section 7: Honorary Recognition

MODNA Honorary Recognition may be conferred upon any professional registered nurse, upon recommendation by the Board of Directors of MODNA, who has rendered distinguished service. The district dues will be waived and ONA and ANA dues paid by MODNA.

ARTICLE III: DISCIPLINARY ACTION OF MEMBERS**Section 1: Disciplinary Action**

Members shall be subject to censure or expulsion by a two thirds vote of the Board of Directors for violation of the ANA Code of Ethics for Nurses; and no such action shall be taken against a member until such member shall have been served with written specific charges, given a reasonable time to prepare any defense, and afforded a full and fair hearing by the Board of Directors of MODNA.

Section 2: Procedure for Disciplinary Action

The institution of action by MODNA to censure or expel a member of this Association shall be according to the Policies for Disciplinary Action established by MODNA and approved by ONA.

Section 3: Results of Expulsion

Expulsion from MODNA shall be certified by the Board of Directors of this Association to ONA.

Section 4: Right to Request Review

Members censured or expelled under the provisions of this Article may, within thirty days after notification of such action, request the Board of Directors of ONA to review any questions of law or procedure involved therein.

Section 3: Renewal of Membership

Renewal of membership shall be contingent upon having been granted RN licensure and in accordance with Article II, Section I.

ARTICLE IV: MEETINGS

Section 1: Annual Meeting:

The Annual meeting of MODNA shall be the last meeting of the fiscal year.

Section 2: Regular Meetings

Regular meetings of MODNA shall be decided by the Board of Directors.

Section 3: Special Meetings

Special meetings of MODNA may be called by the President, a majority vote of the Board of Directors, or upon the written request of ten members of MODNA; and a minimum of two weeks advance notice shall be given to the membership.

Section 4: Ohio Nursing Students Association

Members of the Ohio Nursing Students Association may attend meetings of MODNA.

ARTICLE V: REPRESENTATION OF MODNA AT MEETINGS OF ONA

Section 1: Biennial Conventions and Special Meetings

MODNA is entitled to representation at the biennial conventions and special meetings of ONA as provided in the bylaws and policies of ONA.

Section 2: Delegates for ONA Convention

- a. MODNA shall have representation at conventions and special meetings of ONA in accordance with the provisions of the ONA bylaws.
- b. The number of delegates is determined by ONA in accordance with its bylaws.
- c. Delegates and their alternates shall be elected for two-year terms.
- d. Delegates are entitled to cast one vote each.

ARTICLE VI: OFFICERS AND THEIR DUTIES

Section 1: Definition of Officers

The Officers of MODNA shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer.

Section 2: Length of Service

- a. Each officer shall be elected for a term of two years.
- b. No officer shall serve for more than two consecutive terms in the same office, or more than eight consecutive years on the Board. Service for a portion of the term greater than half shall be considered a term.

Section 3: Duties of Officers

Officers shall perform the duties as described by these bylaws.

Section 4: Duties of President

- a. Serve as Chairperson of the Board of Directors and the Executive Committee;
- b. Preside at all meetings of MODNA;
- c. Serve as an ex-officio member of all committees, except Nominations;
- d. Serve as delegate to ONA Convention and/or special meetings;
- e. Serve as representative of MODNA at meetings of the Leadership Forum of ONA.

Section 5: Duties of Vice-Presidents

- a. In the absence of the President, the Vice-Presidents in order of rank shall assume the duties of the President;
- b. In the event of a vacancy in the office of the President, the First Vice-President shall assume the duties of the President until the next annual meeting or until a successor is elected; and
- c. In the event of a vacancy occurring in the office of First Vice President, the Second Vice-President shall assume the duties of the First Vice President until the next annual meeting or until a successor is elected.

Section 6: Duties of Secretary

The Secretary is responsible for reporting minutes of the Board and Executive Committee meetings.

Section 7: Duties of Treasurer

The Treasurer shall report the financial standing of MODNA to the Board of Directors at scheduled meetings, to the MODNA membership as requested, and at each Annual Meeting.

ARTICLE VII: BOARD OF DIRECTORS

Section 1: Definition of Board of Directors

The Board of Directors shall consist of the following: The officers of MODNA and eight directors, one of which shall be a member of a collective bargaining unit. If seat cannot be filled by a collective bargaining unit member, then the board seat may be filled by a non collective bargaining member.

Section 2: Length of Service

No person shall be eligible to serve on the Board of Directors more than eight consecutive years.

Section 3: Meetings of the Board of Directors

The Board of Directors shall meet at times and dates as determined by the Board of Directors.

Section 4: Authority

The Board of Directors shall have the authority delegated to it by the membership including the duty and power of acting for the membership in the intervals between meetings and other duties and powers defined in these bylaws.

Section 5: Special Meetings

Special meetings of the Board of Directors may be called by the president and shall be called by the president upon request of at least four members of the Board of Directors; and each member shall receive at least seven days notice.

Section 6: Absences from Meetings

If any member of the Board of Directors is absent from three consecutive meetings, unless excused by the Board of Directors, the office shall automatically become vacant and such vacancy shall be filled as provided.

ARTICLE VIII: DUTIES OF THE BOARD OF DIRECTORS

Section 1: Duties

- a. Attend Board meetings, district meetings, and meetings of the committees to which Board members serve as liaisons;
- b. Assure compliance with district duties, as outlined in ONA bylaws;
- c. Transact the general business of MODNA in the interim between district meetings;
- d. Report the business transacted by the Board of Directors to MODNA at each scheduled meeting.
- e. Plan and implement how MODNA will perform its functions as stated in these bylaws.
- f. Provide a liaison function between the Board and each standing committee and/or task force. The Board liaison attends committee meetings, provides guidance, and reports back to the Board.
- g. Direct and coordinate the activities of all committees, task forces, and special interest groups to insure that their activities contribute to the attainment of the purposes of MODNA and are in accordance with the functions of MODNA;
- h. Provide for the proper care of materials, equipment and funds of MODNA;
- i. Provide for payment of legitimate expenses and for the annual auditing of all books of account by a certified public accountant.
- j. Appoint an Executive Director, define the duties and determine the compensation for such position.
- k. Allocate financial resources to approved programs and activities of MODNA.
- l. Appoint chairpersons for standing committees and task forces except Nominations and Finance and groups established by the Board of Directors;
- m. Review a quarterly report of factual and projected income and expense items and submit any comments, suggestions and/or recommendations to the Finance Committee;
- n. Fill vacancies in the Committee on Nominations and on the Board of Directors, except those occurring in the office of President, or the First Vice-President.
- o. Provide for establishment and dissolution of task forces in accordance with these Bylaws;
- p. Decide the date, place and registration fee of the regular and/or special meetings; and
- q. Have the exclusive right to authorize the use of the official insignia of the MODNA adopted in 1974.

ARTICLE IX: ELECTIONS

Section 1: Eligibility

- a. Any member may submit their name for nomination to an elected position,
- b. No person shall run for more than one seat on the board of director officer position in any given election year.

Section 2: Committee on Nominations

- a. Shall consist of five members. Three committee members shall be elected in even years and two shall be elected in odd years.
- b. The candidate receiving the most votes in even-year elections shall serve as chairperson for a term of two years.
- c. No name shall be placed on the ticket without a written statement of qualifications and consent of nominee to serve.
- d. Shall conduct the elections for MODNA in accordance with Article IX: Sections 4-9.

Section 3: The Ticket

The ticket of nominees shall be presented to the Board of Directors prior to the election, and subsequently the ticket shall be presented to the membership for further nominations.

- a. Delegates and alternates for conventions and special meetings of ONA shall be elected at any regular meeting of MODNA preceding the convention or special meeting of ONA in conformity of ONA Bylaws.
- b. Each delegate and alternate shall be elected for a two-year term or until a successor is elected.
- c. The required number of delegates will be selected by rank ordering of those members receiving the highest number of votes. When necessary to replace delegates with alternates, the alternates will be selected by rank ordering of those members receiving the next highest number of votes.

Section 4: Presentation of Slate

- a. Slate as prepared by the Committee on Nominations and approved by the Board of Directors shall be presented to the membership at the Annual Meeting.
- b. Nominations from the floor will be accepted at the Annual Meeting.
- c. No person shall be nominated from the floor without a written statement of qualifications and consent to serve if elected.
- d. Nominations shall be closed at the end of the Annual Meeting.

Section 5: The Ticket

The ticket of nominees shall be presented to the Board of Directors prior to the election, and subsequently the ticket shall be presented to the membership for further nominations.

Section 6: Voting

- a. All elections shall be by secret ballot. No name shall be placed on the official printed ballot without the written consent of the nominee.
- b. All ballots will contain provision for write-in of candidates. If a write-in candidate receives majority of votes, confirmation of qualifications and consent to serve must be obtained.
- c. The procedure for voting shall be determined by the Board of Directors of MODNA, and may include electronic or mailed ballots..

ARTICLE X: STANDING COMMITTEES**Section 1: Functions**

Each committee shall:

- a. Submit meeting minutes to the Board of Directors of MODNA;
- b. Submit a proposed budget to the Committee on Finance;
- c. Review functions and submit written recommendations for proposed bylaws revisions to the Committee on Bylaws; and
- d. The committee chairperson shall submit a written annual report to the MODNA Board of Directors. .

Section 2: Sub-committees

- a. If a standing committee has sub-committees, the chairperson of the standing committee and the chairpersons of the respective subcommittees may constitute a committee for action between meetings of the standing committee; and
- b. All transactions of this committee shall be reported in full at the next scheduled meeting of the standing committee.

Section 3: Bylaws Committee

This committee shall:

- a. Meet annually to suggest and/or receive all proposed amendments to the Bylaws of MODNA;
- b. Submit proposed amendments to the Board of Directors for approval two months prior to the Annual Meeting and subsequently to the voting body of MODNA for action, in accordance with the provisions for amendments in these Bylaws;
- c. Ensure that the Bylaws of MODNA are in conformity with ONA Bylaws.

Section 4: Continuing Education and Program Planning

This committee shall:

- a. Assess needs for continuing education programs for nurses in MODNA;
- b. Plan, implement and evaluate educational programs in collaboration with other committees and Board of Directors of MODNA;
- c. Prepare and submit applications to ONA for the approval to offer contact hours for continuing education offerings.

Section 5: Finance Committee

This committee shall

- a. The treasurer of MODNA shall serve as chairperson. The past treasurer will sit on the Finance Committee for a period of one year following term of office.
- b. Receive and review proposed budgetary requests submitted by standing committees;
- c. Prepare the annual budget for MODNA;
- d. Review and revise the annual budget at the request of the Board of Directors;

- e. Review and report quarterly to the Board of Directors all short- and long-term financial obligations and all existing and projected assets of MODNA;
- f. Submit recommendations and feasibility for expenditures and investment of funds to the Board of Directors;
- g. Submit recommendations to the Board of Directors for maintaining and/or improving the financial solvency of MODNA;

Section 6: Legislation Committee

This committee shall:

- a. Foster relationships with legislators and regulators that allow for dialogue to occur relative to legislative and regulatory issues important to members and those we serve.
- b. Monitor proposed federal, state and local legislation for its implications for nurses, nursing and health care consumers;
- c. Advise the Board of Directors of MODNA on legislative and regulatory matters; and
- d. Educate the membership of MODNA on legislative and regulatory matters.

Section 7: Nominations Committee

This committee shall:

- a. Prepare a slate for each office to be filled. This slate shall include members selected from the various areas of nursing represented by MODNA members and,
- b. Present the slate to the Board of Directors of MODNA. No name shall be added to the ticket presented by the Committee on Nominations nor from the floor without the written consent of the nominee to serve, if elected.
- c. Shall conduct the elections for MODNA in accordance with Article IX: Sections 4-9

Section 8: Scholarship/Awards Committee

This committee shall:

- a. Determine availability of scholarship awards based upon financial considerations recommended by the Columbus Foundation and approved by the Board of Directors.
- b. Review criteria and policies for awarding scholarships to MODNA members.
- c. Review scholarship applications based on established criteria and rate on point system basis.
- d. Recommend to the Board, for approval, the names of scholarship applicants who have met scholarship criteria.
- e. Review nominations for the Expert Nurse Award and select recipient based on established criteria and policies. .

Section 9: Nursing Transitions Initiative Committee

This committee shall:

- a. Provide support for nurses in professional role transitions with a primary focus on new nurses entering the profession.

MODNA by Laws Committee
January 10, 2017

MODNA BOD
3/17/2017

Approved by MODNA Membership
5/10/2017