**BYLAWS OF THE MARYLAND ORGANIZATION OF NURSE LEADERS**

**ARTICLE I**

**Name of the Organization**

This organization shall be known as the Maryland Organization of Nurse Leaders, hereinafter referred to as "MONL".

**ARTICLE II**

**Mission and Purpose of the Organization**

MONL is a leading voice transforming health care in Maryland and the region through expert and influential nursing leadership. MONL works collaboratively with nursing leadership to be one voice advancing heath for all.

MONL fulfills its mission by:

1. Providing a medium for the interchange of ideas and the dissemination of leadership resources.
2.    Providing a platform for nurse leaders to discuss pressing issues.
3. Providing consultation and direction on matters relating to nursing and health care issues.
4. Identifying and educating members on health care and legislative issues that affect nurses and clinical practice.
5. Promoting educational programs and activities to strengthen nursing leadership.
6. Providing programs for all levels of nursing leadership to enhance personal and professional growth and development.
7. Promoting collaboration between nurse leaders, educators, and advanced practitioners to enhance the development of future nurse leaders.

MONL is established exclusively for charitable, scientific, and educational purposes as a not-for-profit association. It shall be conducted so that no part of its income or earnings will inure to the benefit of any member, director, officer or other individual.

**ARTICLE III**

**Membership**

Membership in MONL is personal to the member and is therefore, non-transferable.
3.1     Members
3.1.1    Eligibility requirement – Individuals eligible for membership in MONL shall be nurses in all health care environments who hold, aspire to hold, or function in a leadership role. All RNs are eligible for membership.

**Full Member** – “Full Members” of MONL are Registered Nurses (RN). This includes nurses in all health care environments who hold, aspire to hold, or function in a leadership role. Only Full Members shall have the right to: a) hold any elected position; b) vote on MONL issues; c) elect a slate of candidates for service on the Board of Directors; d) elect officers of MONL, (except any officers appointed by the Board of Directors as set forth in these Bylaws); e) vote on amendments to the MONL bylaws, regulations, or f) on any change in dues proposed by the Board of Directors.

**Associate Member**- “Associate Members” of MONL shall be individuals who are not Registered Nurses but who support the mission and vision of MONL. They may attend business and educational meetings but will not be considered Full Members, not be permitted to vote in the meetings of, hold office in, or vote for directors or Officers of MONL.

**Student Member**- “Student Members” of MONL shall be nursing students in Entry-to-Practice Programs preparing students for Registered Nurse licensure. They may attend MONL business and educational meetings but will not be considered Full Members, not permitted to vote in the meetings of, hold office in, or vote for directors or Officers of MONL.

3.2    Procedure for Membership Application and Certification
Upon recommendation from the Chair of the Membership Committee or designee of MONL, receipt of appropriate dues in full, and a completed application, the individual shall become a member of MONL.

**ARTICLE IV**

**Officers**

4.1    Officers
The officers of the MONL shall be President, President-Elect, Past President, Secretary, and Treasurer. The immediate past president serves on the Board as a non-voting honorary officer. Each officer shall be elected by the Full members of MONL.
4.2    Eligibility
Each elected officer of MONL shall demonstrate involvement and leadership in the purpose of MONL. Each elected officer shall be a full member of the American Organization of Nurse Leaders.
4.3    Term of Office
Terms of office shall commence on April 1 of each calendar year. The President shall serve for a term of two years. The President-Elect shall take office as President at the end of the term of the current President. The Secretary and treasurer shall serve for a term of two years with the Secretary’s term beginning in the even year and the Treasurer’s term, the odd year.
4.4    Method of Selection
A ballot listing the names of eligible candidates proposed by the Nominating Committee, together with a resume of the background experience of each candidate shall be sent by electronic mail to each voting member of MONL not less than 15 days prior to the election.  The ballot shall be returned via email to the Nominating Chair no later than 5:00 p.m. on the day of the deadline. Votes shall be tabulated by the Nominating Chair and President. The results of election shall be communicated to the membership within two weeks by way of website announcement and at the election meeting as an agenda item.

4. 5 Commitment

All elected members of the board will sign a Letter of Commitment outlining expectations of their role (Appendix A).
4.6    Resignation
Any officer may resign at any time by giving notice to the Board. The resignation shall become effective upon the date specified therein, or, if no date is specified therein, upon the receipt of such resignation by the President.

4.7    Removal from Office
Any Officer may be removed by majority vote of the Full Board of Directors whenever, in their judgment, the best interests of MONL will be served thereby. Any Officer shall be automatically removed for loss of membership status, failure to maintain eligibility for membership, or failure to meet the expectations outlined in the Letter of Commitment.
4.8    Vacancies

Any vacancy occurring among the elected Officers shall be filled by a Full Member appointed by the President and approved by the MONL Board of Directors. Each MONL Officer elected to fill a vacancy shall hold office for the unexpired term of their predecessor in office.
4.8.1. If the office of the President becomes vacant, the President-Elect shall succeed to the office of President and shall continue to serve as President for the remainder of the current term.

4.8.    Duties of Officers
4.8.1. President – The President shall:
4.8.1.1. Function as the Chief Executive Officer of MONL
4.8.1.2. Preside at all meetings of MONL and the MONL Board.
4.8.1.3. Report MONL activities to AONL, as required.
4.8.1.4. Attend annual AONL conference as an official or representative of MONL or send designee from the Board.

4.8.1.5.    Appoint the Chair of standing and special committees every two years as authorized by these bylaws.
4.8.1.6. Foster relationships with the American Organization of Nurse Leaders, American Hospital Association, Maryland Hospital Association, and other allied associations.

4.8.1.7 Chair the Nominating Committee of MONL, unless otherwise designated.

4.8.2. President-Elect – The President-Elect shall:
4.8.2.1. Perform all duties and assume all responsibilities of the President, in the absence or incapacity of the President.
4.8.2.2. Serve as Chairman of MONL Planning Committee.
4.8.2.3. Be responsible for recognition awards for MONL members.

4.8.3. Secretary – The Secretary shall:
4.8.3.1. Prepare and send correspondence on behalf of the organization as directed by the President or the Board and in collaboration with the MONL Program Manager.
4.8.3.2. Prepare, distribute, and maintain minutes of MONL membership and Board meetings in collaboration with the MONL Program Manager.
4.8.3.3. Perform such other duties as may be necessary to coordinate and advance MONL’s objectives.
4.8.3.4. Collect updates to website and facilitate changes.

4.8.4. Treasurer – The Treasurer shall:
4.8.4.1. Prepare and submit an annual budget to the Board and the membership.
4.8.4.2. Provide guidance in financial matters.
4.8.4.3. Maintain financial records and bank accounts for MONL.
4.8.4.4. Disburse funds as approved by the President and/or the Board.
4.8.4.5. Provide financial reports to MONL membership and Board.
4.8.4.6. Assure the annual audit of the financial records of MONL.
4.8.4.7. Perform such other duties as may be necessary.

4.8.5. Past President – The Past President shall:
4.8.5.1. Provide guidance in the transfer of responsibilities to the President and continuity in matters that extend into the succeeding year.

**ARTICLE V**

**Board of Directors**

5.1.    There shall be a Board of Directors comprising the Officers of MONL, the Chairs of Standing Committees, and six (6) elected Members-At-Large elected from the membership. The members at large shall be elected positions for a two-year term, elected in alternate years. Qualifications for at-large members include those Full Members who have demonstrated involvement and leadership in the purpose of MONL. Two of the 6 Members-At-large shall be academic faculty from a Maryland School of Nursing.

5.2. Officers of the Board – Vacancies
Vacancies for the Officers and Committee Chairs shall be filled as specified elsewhere in these bylaws. Vacancies in the members at large shall be appointed and approved by the Board of Directors with the approval of the Board of Directors.

5.3    Duties and responsibilities of the Board
The Board of Directors shall have authority to: a) make policy decisions for MONL between meetings of MONL; b) establish rules and procedures for MONL and the Board of Directors, and c) approve reports, resolutions or actions of officers and committees which must be addressed prior to the next regularly scheduled meetings of MONL.  The Board of Directors recommends to MONL liaison relationships and committee membership with other organizations, agencies or associations related to the MONL purpose. The Board may not unilaterally modify any action taken by the membership, including these Bylaws.
5.4    Meetings of the Board
The Board of Directors shall meet, virtually or in-person, to address the needs of the organization as needed and at least four times in a calendar year.

5.5    Quorum
Two thirds of the Board membership shall constitute a quorum, and matters submitted to vote shall be determined by a majority vote of the total Board members by proxy (in email communication to the Board) or in person as long as the board representative had the ability to participate or engage in the discussion in person, electronically or by telephone.

5.6.    Reports of Board Meetings
Minutes of Board meetings shall be made available on the MONL website.

**ARTICLE VI**

**Meetings**

6.1    Regular Meetings
There shall be at least three membership meetings per year, virtual or in-person. Each meeting will comprise a review of minutes from previous meetings, reports from the President and other officers, reports from Chairs of Standing Committees and other continuing business, in addition to an open forum for communicating issues of interest or importance to MONL members.
The President, or designee, will preside over each meeting and shall conduct the order of business at their discretion.  Notice of each meeting will be communicated to all members.

6.2. Voting
Each full member of MONL shall be entitled to one vote. Student and Associate members may not cast votes for any matter relating to MONL, including the election of officers or modification of these Bylaws. Proxy voting shall not be permitted. A majority of members casting votes will be required to elect an officer or Board Member or to modify or amend these Bylaws or take any other action put to vote.

**ARTICLE VII**

**Committees**

7.1    Standing Committees and Task Forces
There shall be core standing committees: the Planning Committee, Membership Committee, Bylaws Committee, Education Committee, Policy/Partnership Committee and Nominating Committee. The Board of Directors shall establish task forces as necessary to accomplish the purposes of the organization.
The chair shall select the members of the committee from volunteers within MONL.
7.1.1. Duties
Committee chairs may be required to produce a report for the President.
a. The Planning Committee shall develop programs and activities that promote the objectives of MONL and the educational needs of its membership.
b. The Membership Committee shall review applications, recruit new members, enhance retention of members, and maintain membership roster in collaboration with MONL Program Manager.
c. The Bylaws Committee shall review the bylaws annually and make recommendations for amendments to MONL members.

d. The Education Committee shall serve as a liaison to colleges and schools of nursing in Maryland and surrounding region to encourage membership in MONL and ensure recruitment and seamless integration of nurses into the profession.

e. Policy Committee shall serve to help the Board address state and local legislative policy issues and keep the Board informed of all current and upcoming legislation.
f. The Nominating Committee shall consist of three members, one who shall be the immediate past president of MONL/or designee and two of whom shall be selected from Members-At-Large. The immediate Past President/or designee shall be designated as Chair of the committee. The Nominating Committee shall prepare a slate of candidates for President-Elect, Secretary, Treasurer, and Members at Large.

**ARTICLE VIII**

**Special Committee**

**The Maryland Nurse Residency Collaborative Committee**

8.1.    Special Committee; Term.

The Maryland Nurse Residency Collaborative Committee (“MNRC Committee”) shall be a Special Committee.

8.2. Duties of the MNRC Committee.

 8.2.1. Duties and Responsibilities. The MNRC Committee shall develop, implement, and manage the Maryland Nurse Residency Collaborative Program (the “Collaborative Program”). The Collaborative Program’s objective is to establish a common residency program for nurses in acute care hospitals throughout the state of Maryland, combining an evidence-based approach with innovative partnerships among statewide regulatory, academic, and service organizations.

 8.2.2. Fiscal Responsibility for Collaborative Program Funds. The MNRC Committee shall be solely responsible for all grants, donations, or other funds received by MONL for the Collaborative Program (the “Collaborative Funds”). The MNRC Committee shall have exclusive authority to expend the Collaborative Funds in furtherance of the Collaborative Program purposes. Any use of the Collaborative Funds by MONL shall require the prior and express written consent of the MNRC Committee. The MNRC Committee shall keep accurate books and records of all Collaborative Funds and associated transactions, in written form or in any other form which can be converted within a reasonable time into written form for inspection by the MONL Board of Directors.

8.3. Membership.

 8.3.1. Qualifications. Each member of the MNRC Committee shall be a Full Member of MONL in good standing. No currently serving Member of the Board of Directors of MONL may be a member of the MNRC Committee.

 8.3.2. Members. The MNRC Committee shall consist of five (5) members, one designated as Executive Director, selected by the Committee.

 8.3.3. Term. MNRC Committee members shall serve for a term of five (5) years or until their successors have been chosen and assume office.

 8.3.4. Removal. Any member of the MNRC Committee may be removed, with or without cause, by the unanimous vote of four (4) MNRC Committee members if in their judgment the best interests of the MNRC Committee would be served thereby.

 8.3.5. Resignation. Any member of the MNRC Committee may resign at any time by giving written notice to the remaining members of the MNRC Committee. Such resignation shall take effect at the time the notice is received by the MNRC Committee unless the notice specifies a later effective date. Unless otherwise specified in the notice of resignation, the MNRC Committee’s acceptance of such resignation shall not be necessary to make it effective.

 8.3.6. Vacancy. Any vacancy on the MNRC Committee shall be filled by the unanimous vote of the remaining members of the MNRC Committee.

8.4. Voting; Quorum.

 The action of a majority of the members of the MNRC Committee at a meeting at which a quorum is present shall be the action of the MNRC Committee. A majority of the MNRC Committee shall constitute a quorum for transaction of any MNRC Committee business.

8.5. Amendment to this Article.

 Notwithstanding any other provision in these Bylaws, the provisions of this Article VIII may be repealed, altered, amended, or rescinded only upon the affirmative vote of less than a super majority of eighty percent (80%) of all the votes of the Full Members of MONL, as defined herein, at any meeting (as described in Article VI) of the Members called for that purpose, provided that notice of such proposal is included in the notice of such meeting.

**ARTICLE IX**

**FINANCES**

8.1.    Budget Preparation and Adoption
On an annual basis, the Treasurer shall compile a proposed budget for the subsequent year and shall submit the proposed budget to the President. The budget shall be reviewed by the President and voted upon by the Board of Directors. Upon approval of the budget, the budget shall be presented to the Membership at the annual meeting. The fiscal year shall be the period January1 – December 31.
8.2. Dues
8.2.1    The Board of Directors determine the amount of membership dues and related fees. Any increase or modification to the dues will become effective immediately upon adoption by the Board of Directors unless other provisions are made for delayed adoption. All dues paid to MONL shall become the property of MONL. Dues will not be refunded for any reason once paid by the member. Dues are personal to the member for whom they are submitted and are, therefore, not transferable. Dues are not prorated; however, dues are currently structured to be paid on a rolling 12-month schedule.
8.2.2      If the member does not submit dues, membership in MONL will be automatically relinquished.
8.2.3    AONL Annual Conference Fee – In recognition of the required representation of the President of MONL to be present at the annual AONL conference, the basic conference fee and other travel related expenses will be paid for by MONL - budget permitting.

8.3    Auditor
The Board may request an audit of MONL records, receipts, and books at any time. Such audit will be conducted by an auditor who has been approved by a majority of the Board. Any written reports or findings by the auditor will be presented to the President and will be available for review by any Full Member upon written request.
8.4     Dissolution of the Organization
Upon dissolution of the organization and the satisfaction of all creditors, all remaining assets will be turned over to the Maryland Hospital Association.

**ARTICLE X**

**Discipline of Members**

9.1.     The Board may take any action it deems fit to uphold the tenets and mission of MONL. Any member may be removed by the Full Board of Directors whenever, in their judgment, the best interests of MONL will be served thereby. Any member shall be automatically removed for loss of membership status or failure to maintain eligibility for membership.

**ARTICLE XI**

**Insurance**

10.1       MONL will maintain Directors and Officers Insurance.

**ARTICLE XII**

**Parliamentary Authority**

11.1     Decisions will be made by the Board through consensus.

**ARTICLE XIII**

**Amendments to Bylaws**

12.1.    Proposals for amendments to these bylaws may be initiated by action of the Board of Directors. Individual members may submit suggestions for bylaw changes to the Board of Directors for consideration. The bylaws may be amended through electronic vote of the membership wherein a majority vote constitutes adoption of the amendment.

**ARTICLE XIV**

**Affiliations**

13.1.    The MONL may enter into agreements of affiliation with state and/or regional associations for nursing administrators under provisions determined and described by the Board of Directors.

Revisions approved:

01/21/92
09/28/95
11/11/00
11/15/06
02/10/09
10/20/14

6/22/17

4/11/22

10/17/24

APPENDIX A

Maryland Organization of Nurse Leaders (MONL)

Board Member Commitment Form

The MONL Board of Directors role is to secure and promote the financial, legal, and ethical well-being of MONL to ensure the fulfillment of its mission.

As a member of the MONL Board of Directors of, I understand that I have a duty of care to work in the best interests of the organization, a duty of loyalty, and to avoid any conflicts of interest.

I commit to the following responsibilities:

|  |  |
| --- | --- |
|  | Attend, fully prepare for, and diligently participate in board meetings, committee meetings and special events. |
|  | Attend 75% of board meetings per year. |
|  | Attend 75% of committee meetings per year. |
|  | Attend 50% of additional MONL sponsored events. |
|  | Communicate to the president if I will be absent from an organizational activity. |
|  | Act in the best interests of the organization. |
|  | Strive to keep abreast of trends, issues, and current developments that may affect the organization. |
|  | Be an active participant in the organization and stay informed. I will participate in and take responsibility for making decisions on issues, policies, and other board matters. |
|  | Actively voice my opinions and concerns, and open-mindedly consider everyone else’s opinions and concerns, in all board decision making. |
|  | Work collaboratively with staff and other board members as partners toward achievement of our goals. |
|  | Strictly maintain the confidentiality of all privileged or sensitive information, I accept this principle as one that should survive my period of board service. |

If I do not fulfill these commitments to the organization, I will expect the board President or President-Elect to discuss my responsibilities with me. I understand that failure to meet these

duties may result in removal from the MONL Board but I will maintain my membership within MONL.

My signature certifies that I understand the foregoing expectations that accompany my board service and I will do my best to live up to them as a MONL Board Member.

Name

Signature

Date