



Bylaws

California Nursing Students' Association
1215 K Street, Suite 730
Sacramento, CA 95814

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Revised April 2004

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- Section 12. MANNER OF CASTING VOTES
Voting may be by voice or ballot.

ARTICLE IX
Board of Directors

Section 1. COMPOSITION OF BOARD

- A. The governing body of CNSA shall be the Board of Directors. The Board of Directors shall consist of the officers, the directors elected by the House of Delegates, including: the Convention Chair, the editor of *Range of Motion*, the Legislative Director, the Director of Breakthrough to Nursing, the Website Director, the Chapter Representatives and the co-chairs (north and south) of the Council of Chapter Representatives.
- B. A member of this association shall be eligible to be a candidate for office provided he/she shall be a nursing student for at least 3/4 of the term of office.
- C. No individual shall hold more than one (1) voting position on the Board of Directors. Each Chapter Representative shall be entitled to one written vote on agenda items at the biannual board meetings when unable to attend.
- D. Any delegate in good standing present in person may place names in nomination and may vote to elect members of the Board of Directors. Each delegate shall be entitled to cast one (1) vote on all matters submitted to a vote of the delegates at large. Candidates receiving the highest number of votes shall be elected to these positions.
- E. Members of the Board of Directors, except Chapter Representatives, shall be elected at the annual convention and shall serve a one (1) year term or until a successor is elected. Chapter Representatives shall be selected by chapters as described in Article VII of the bylaws. If an elected director is unable to fulfill the required nursing student status for 3/4 of his/her term, said Board member may complete that term of office at the discretion of the Board of Directors providing that a) extenuating circumstances apply, b) said Board member remains in good academic standing in his/her nursing program, c) said Board member re-enrolls in his/her nursing program at the earliest available opportunity.
- F. Each director shall act in an advisory capacity to the newly elected director taking his/her place and shall be available in this capacity until at least 90 days after election..

Section 2. REGULAR MEETINGS

The Board of Directors shall meet as is deemed necessary by the President or by a majority of the Board of Directors, but no less than twice per year. Regular meetings

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of the Board of Directors shall be held with notice to all directors as set forth in Section 6 (B) of this article or such time as shall from time to time be fixed by the Board of Directors.

Section 3. SPECIAL MEETINGS

Authority to call: Special meetings of the Board of Directors for any purpose may be called at any time by the president, vice president, secretary, any two directors, or any five Chapter Representatives.

Section 4. OPEN MEETINGS

No Board of Directors meeting shall be closed to CNSA members except for the discussion of matters relating to personnel when deemed necessary by the Board of Directors.

Section 6. PLACE OF MEETINGS: MEETING BY TELEPHONE

A. Regular meetings: Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice or, if there is no notice, at the principal executive office of the corporation. Notwithstanding the provisions of Section 6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

B. Notice

1. Manner of giving: Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by mail, postage paid, or any other form of written communication; (b) by telephone communication, either directly to the director or through a message left on an answering machine; or, (c) fax; or, (d) by email. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.
2. Time requirements: Notices sent by mail shall be postmarked by at least four days before the time set for the meeting. Notices given by telephone or fax or email shall be delivered at least 48 hours before the time set for the meeting.
3. Notice contents: The notice shall set the time and place for the

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meeting.

Section 7. QUORUM

A majority of the authorized number of officers and directors and all present Chapter Representatives, at a meeting scheduled with proper notice as outlined in Section 6.b of this article shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 9 of Article IX. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 8. WAIVER OF NOTICE

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 9. ADJOURNMENTS

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 10. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given, as per Article IX, Section 6. B.1 b or c above, before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 11. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force

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and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such written consent may be communicated by fax or email.

Section 12. DIRECTORS AND TERM OF THE OFFICE

Unless otherwise provided herein, directors shall hold office for one year. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until a successor has been elected and qualified.

Section 13. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE

Without authorization of the Board, no association funds may be expended to support a nominee for director.

Section 14. DIRECTORS' POWERS

- A. General corporate powers: Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the delegates, the business and affairs of CNSA shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
1. The Board of Directors shall delegate to the Executive Board the timely management of the business affairs of CNSA in accordance with the responsibilities defined in Article XI, Section 8 of the bylaws.
 2. The Executive Board shall report to the Board of Directors its actions in management of the business affairs of CNSA.
 3. The Executive Board may act with all general corporate powers between meetings of the Board of Directors and/or if a quorum of the Board is not achieved following appropriate notice as defined in these bylaws
- B. Specific powers: Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
1. Set policies within its specific powers; create committees as necessary; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.
 2. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
 3. Transact all business and manage affairs between meetings of this association, and report such transactions at the next meeting of the association. Make recommendations to the House of Delegates.
 4. Plan ways and means for the growth and development of the association through strategic plans for programs and chapter

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- development.
- 5. Have the power to fill a vacancy occurring in any office, except the President and the Vice President.
- 6. Authorize monetary disbursements.
- 7. Perform all other duties as may be specified in these bylaws.

Section 15. VACANCIES

- A. Events causing vacancy: A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal, or disqualification of any officer or director; (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of an officer or director who has been declared of unsound mind by an order of the court, or has been found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Corporation Law. Except as otherwise set forth in these bylaws; a vacancy in any office shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.
- B. Removal of officers and directors: Subject to the rights, if any, of an officer or director under any contract of employment, any officer or director may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.
- C. Resignation of officers and directors: Except as provided in this paragraph, any officer or director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. Any resignation is without prejudice to the rights, if any, of the association under any contract to which the officer is a party. No officer or director may resign when the corporation would then be left without a duly elected officer or director in charge of its affairs.
- D. Replacement of directors: A majority of directors remaining in office may elect a successor to a vacancy, except as provided in Article X, Section 2.
- E. Vacancies filled by delegates: The delegates may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors, but any such election by written consent shall require the consent of a majority of the voting power.
- F. No vacancy on reduction of number of directors: No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
- G. Restriction on interested directors: Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An

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interested person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 16. **FEES AND COMPENSATION OF DIRECTORS**

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the delegates to be just and reasonable.

Section 17. **COMMITTEES OF DIRECTORS**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- A. Take any final action on matters which under the Nonprofit Corporation Law of California also requires members' approval or approval of a majority of all the members;
- B. Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- C. Fix compensation of the directors for serving on the Board or on any committee;
- D. Amend or repeal bylaws or adopt new bylaws;
- E. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.

ARTICLE X

Officers, Qualifications and Duties

Section 1. **OFFICERS**

The officers of CNSA shall consist of the following: President, Vice President, and Secretary/Treasurer.

Section 2. **REPLACEMENT OF OFFICERS**

Notwithstanding the provisions of Article IX, Section 15.D, the Vice President shall

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assume the office of President in the event of a vacancy occurring in that office. The President shall, upon the approval of 2/3 of the Board of Directors present, appoint a Vice President or any other officer in the event of a vacancy occurring in that office.

Section 3. DUTIES OF THE OFFICERS

A. The President shall:

1. Presides at all meetings of this association.
2. Appoint committees with the approval of the Board of Directors, and serve as an ex-officio member of the committees.
3. Appoint tellers for the annual election.
4. Perform all other duties pertaining to the office and represent this association in all matters relating to CNSA.
5. Be the CNSA delegate to NSNA.
6. Serve as a member and chair of the Executive Board.

B. The Vice President shall:

1. Be responsible for reviewing and recommending changes in the bylaws.
2. Serve as a resource person regarding parliamentary procedure.
3. Assume duties of the President in the event of a vacancy occurring in that office.
4. Instruct and supervise tellers at the annual election.
5. Perform all other duties as assigned by the President.
6. Serve as a member of the Executive Board.
7. Be the alternate CNSA delegate, if feasible, to NSNA.

C. The Secretary/Treasurer shall:

1. Keep files and record minutes of all corporation transactions.
2. Keep a register for roll call of all official delegates and members.
3. Sign with the President such corporation papers that come into their executive and administrative spheres.
4. Review the policies and be responsible for recommendations of policy change.
5. Be responsible for filing and correspondence with NSNA, ANA\California, and the BRN.
6. Serve as a member of the Executive Board.
7. Keep a register of the names and addresses of the members of this association.
8. Act as custodian of corporate funds.
9. Sign for monetary disbursements in accordance with Board policy.
10. Cause accurate current financial records to be kept and make regular reports of those records to the membership.
11. Insure that financial records are submitted for review at the end of the fiscal year as described in Article XIII of these Bylaws.

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12. Review dues income and membership rosters in accordance with procedure designated by NSNA.
13. Be chairperson of the Finance Committee.
14. Assume responsibilities for insuring that both State and Federal tax forms are filed.
15. Perform all other duties as assigned by the President or as necessary to assist the Board and committees

ARTICLE XI Executive Board

Section 1. COMPOSITION

The members of the Executive Board shall be officers, the Convention Chair, the editor of Range of Motion, the Legislative Director, the Director of Breakthrough to Nursing, the Website Director, and the co-chairs of the Council of Chapter Representatives as ex officio members.

Section 2. REGULAR MEETINGS

The Executive Board shall meet as is deemed necessary by the President or by a majority of the members, but at least one time per year to carry out its specific responsibilities.

Section 3. SPECIAL MEETINGS

Authority to call: Special meetings of the Executive Board for any purpose may be called at any time by the president, vice president, or secretary.

Section 4. OPEN MEETINGS

No Executive Board meeting shall be closed to CNSA members except for the discussion of matters relating to personnel or contracts when deemed necessary by the President.

Section 5. PLACE OF MEETINGS: MEETING BY TELEPHONE

Meetings of the Executive Board may be held at any place within or outside the State of California that has been designated from time to time by the President. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Notice of Executive Board meetings shall be given to all Board of Directors members in as set forth in Article IX, Section 6 (B) of the bylaws or such time as shall from time to time be fixed by the Board of Directors. Meetings may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

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Section 6. QUORUM

A majority of the authorized number of executive board members shall constitute a quorum for the transaction of business.

Section 7. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Executive Board of Directors may be taken without a meeting, if all members of the Executive Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Executive Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Board. Such written consent may be communicated by fax or email.

Section 8. RESPONSIBILITIES

- A. The Executive Board shall make decisions on corporate business, acting with all general corporate powers, between meetings of the Board of Directors with the limitation that the Executive Board cannot rescind or make substantive changes of the policies of the Board of Directors. A report of any action taken shall be made part of the minutes and notification of any action shall be given to the Board of Directors within fourteen (14) days.
- B. Select and remove all agents and employees of CNSA; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws, and fix their compensation.
- C. Retain and terminate the CNSA Executive Director.
- D. Approve the budget; authorize monetary disbursements and provide for the annual audit or financial review of accounts at the close of the fiscal year.
- E. Change the principal executive office or the principal business office in the State of California from one location to another.
- F. Cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California.
- G. Approve CNSA contracts.
- H. Establish committees as necessary.
- I. Approve the President's appointment of committee chairpersons.
- J. Develop strategic plans and set policies for management of the business affairs of CNSA.
- K. Make recommendations to the Board of Directors and House of Delegates.

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ARTICLE XII
Consultants

The Board of Directors may appoint and/or remove consultant(s) as deemed necessary.

ARTICLE XIII
Fiscal Year

The fiscal year of this association shall be from April 1 through March 31.

ARTICLE XIV
Parliamentary Authority

All meetings of this association shall be conducted according to parliamentary laws as set forth in Robert's Rules of Order, newly revised, latest edition, where the rules apply and are not in conflict with these bylaws.

ARTICLE XV
Hold Harmless

School or constituent chapters are entities separate and apart from CNSA in their administration of activities with CNSA exercising no supervisor or control over these 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 school 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 school chapter, said school chapter will indemnify and hold harmless the CNSA from any liability.

ARTICLE XVI
Indemnification of Directors, Officers, Employees, and Other Agents

Section 1. **DEFINITIONS**

For the purpose of this Article:

- A. "Agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;
- B. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- C. "Expenses" includes, without limitation, all attorneys' fees, costs, and any

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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

Section 1. PRINCIPAL OFFICE

The principal office for the transaction of the organization's business ("principal executive office") must be located in a city in California. The directors may change the principal office from one location to another within the state. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

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;

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other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorney's fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. **SUCCESSFUL DEFENSE BY AGENT**

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent in connection with the claim. If an agent settles any such claim or sustains a judgment rendered against her/him, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. **ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION**

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by and officer, director, or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code, Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. **ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION**

- A. Claims settled out of court: If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

- B. Claims and suits awarded against agent: This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonable incurred in connection with the defense of that action, provided that both of the following are met:
 - 1. The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section, and,
 - 2. Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent

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should be entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

- A. Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner she/he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he/she believed to be in the best interest of this corporation or that he had reasonable cause to believe that her/his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his/her conduct was unlawful.
- B. Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph A. above shall be made by:
1. The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or,
 2. The members of an affirmative vote (or written ballot in accord with Article IX, Section 7) of a majority of the members represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or,
 3. The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 6. LIMITATIONS

No indemnification or advance shall be made under this Article in any circumstance when it appears:

- A. That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or,

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- B. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. **ADVANCE OF EXPENSES**

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance, unless it is determined ultimately that the agent is indemnified as authorized in this article.

Section 8. **CONTRACTUAL RIGHTS OF NON DIRECTORS AND NON OFFICERS**

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. **INSURANCE**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE XVII
Records and Reports

Section 1. **MAINTENANCE OF CNSA RECORDS**

The association shall keep:

- A. Adequate and correct books and records of account;
- B. Minutes in written form of the proceedings of its members, Board, and committees of the Board;
- C. A record of its members, giving their names and addresses and the class of membership held by each. All such records shall be kept at the corporation's principal executive office or, if its principal executive office is not in the State of California, at its principal business office in this state.

Section 2. **MEMBERS' INSPECTION RIGHTS**

- A. Any member of CNSA may inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand of the association, stating the purpose for which the inspection rights are requested; or,

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- B. Obtain from the Secretary of the organization, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled; and,
- C. Any member of CNSA may inspect the accounting books and records and minutes of the proceedings of the members and the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.
- D. Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS**

The association shall keep at its principal executive office or, if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during business hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws as amended to date.

Section 4. **INSPECTION BY DIRECTORS**

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE XVIII

Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

ARTICLE XIX

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Dedication of Assets

The property of the corporation 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 of this corporation 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 XX
Amendments

Section 1. **AMENDMENT BY DELEGATES**

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the delegates at the annual convention provided that a copy of all proposed amendments has been sent to all delegates at least a month prior to convention. Further, where any provisions of these bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provisions may not be altered, amended or repealed except by vote of such larger number of members. No amendment may extend the term of a director beyond that for which such director was elected.

Section 2. **COMMITTEE ON BYLAWS**

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.

Section 3. **PROPOSED AMENDMENTS**

Proposed amendments may be submitted to the Committee on Bylaws, by any constituent chapter, the Board of Directors, CNSA Executive Director, or individual members.

Section 4. **AMENDMENT WITHOUT NOTICE**

These bylaws may be amended without previous notice at an annual convention or meeting called for such purpose by a 90 percent vote of those members present, entitled to vote, and voting.

Section 5. **EFFECTIVE DATE**

An amendment to these bylaws shall become effective immediately upon its approval at the annual meeting unless otherwise stated.

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Section 6. EDITORIAL CHANGES

The Vice President shall make editorial changes in the bylaws as needed, provided that these changes have been approved by the Committee on Bylaws.

Section 7. AMENDMENT BY DIRECTORS

Subject to the rights of delegates under Section 1 of this Article XX and the limitations set forth below, the Board of Directors may adopt, amend, or repeal bylaws. Such power is subject to the following limitations:

- A. The limitations set forth in Section 1 on the delegates' power to adopt, amend, or repeal bylaws shall apply to actions by the Board of Directors.
- B. The Board of Directors may not amend a bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors. However, if the articles or bylaws provide for a variable number of directors within specified limits, the directors may, subject to the other limitations of this section, adopt, amend or repeal a bylaw fixing the exact number of directors within those limits.
- C. If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.
- D. The Board of Directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of the delegates:
 - 1. Any provision increasing the terms of directors;
 - 2. Any provision allowing one or more directors to hold office by designation or selection rather than election by the members;
 - 3. Any provision giving the Board of Directors power to fill vacancies on the Board created by removal of directors;
 - 4. Any provision repealing, restricting, creating or expanding proxy rights;
 - 5. Any provisions increasing the quorum for delegates' meetings.

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Revisions: Edited 8/96; Revised 2/95; Amended 2/97; Amended 2/98; Amended 2/9; Amended 2/00; Amended 2/01; Amended 2/02; Reformatted and Revised 2/2004.

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- 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 and the California League for Nursing, as well as all the other nursing and health-related organizations.

ARTICLE IV
Membership

Section 1. Individuals in good standing shall constitute the voting membership of CNSA.

Section 2.

A. Active Members:

- 1. Students enrolled in state-approved programs leading to licensure as a registered nurse.
- 2. Registered nurses enrolled in programs leading to a baccalaureate degree with a major in nursing.
- 3. Students enrolled in articulate advanced degree program i.e. generic RN program leading to Master's or PhD degree.
- 4. Active members shall have all of the privileges of membership.

B. Associate Members:

- 1. Pre-nursing students, including registered nurse, enrolled in college or university programs designed as preparation for entrance into a program leading to an associate degree, diploma, or baccalaureate degree in nursing.
- 2. Associate members shall have all of the privileges of membership except the right to hold office as President and Vice President at State and National levels.

C. Individual Members: Individual membership shall be open at the state and national level to any eligible student when membership in a constituent chapter is not available. Individual members shall have all the privileges of membership in CNSA.

Section 3. Active and associate membership may be extended six months beyond completion of a student's program in nursing.

Section 4. Sustaining memberships shall be open at the state level to any individual interested in furthering the development and growth of CNSA, upon approval of the Board of Directors. Sustaining members shall receive literature and other information from the

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association but shall have none of the obligations or privileges of membership.

Section 5. 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. Honorary members shall have none of the obligations or privileges of membership.

Section 6. **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 amounts to be fixed from time to time by the Board of Directors and approved by the membership. The dues and fees shall be equal for all members of each class, but the Board of Directors may set different fees and dues for each class. Payment of NSNA and CNSA dues is a pre-requisite for membership in CNSA in accordance with NSNA membership enrollment procedure.

Section 7. **TERMINATION OF MEMBERSHIP**

A. Causes of Termination: The membership of any member shall terminate upon occurrence of any of the following events:

1. The resignation of the member.
2. The failure of a member to renew his or her membership for the following year by paying annual dues within the times set forth by the board of directors.
3. The occurrence of any event which renders such member ineligible for membership, provided that termination for such cause shall take effect only upon expiration of the period (not to exceed one year) for which such member's current membership runs.
4. The determination by the board of directors or a committee designated to make such determination that the member has failed in the rules of conduct of CNSA or has engaged in conduct materially and seriously prejudicial to the interests of the corporation.

B. Procedure for Expulsion: The CNSA must follow the expulsion procedure of California Corporations Code Section 5341.

Section 8. **TRANSFER OF MEMBERSHIPS**

No members may transfer a membership or any right arising from it. All rights of membership cease on the member's death.

ARTICLE V
Nonpartisan Activity

Section 1. **NON PARTISAN ACTIVITY**

A. This corporation is organized and operated exclusively for charitable purposes

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- within the meaning of section 501(c) (6) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation 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 statements) on behalf of any candidate.

ARTICLE VI
Constituent Chapters

Section 1. **CONSTITUENT STATUS**

School chapters whose membership is composed of active or associate members and who have submitted the Official Applications for NSNA Constituent Status containing the areas of conformity and upon meeting such other policies as the board directors may determine shall be recognized as constituents. Constituent chapters are required to submit the Application for CNSA Constituency Recognition to the CNSA Vice President at the CNSA office by the date so designated.

Section 2. **SCHOOL CHAPTERS**

A school chapter shall be composed of at least 10 CNSA members from a school, or the total school enrollment if less than 10. There shall be only one chapter at each school campus.

Section 3. **DUES AND BYLAWS**

Subject to Article VI, Section 4 (Yearly Recognition), a school chapter shall be recognized as a constituent in good standing when dues and appropriate bylaws have been received by CNSA and NSNA.

Section 4. **YEARLY RECOGNITION**

For yearly recognition as an NSNA constituent and CNSA constituent chapter, each chapter shall be required to submit annually the official applications for NSNA and CNSA Constituency Status (2 separate applications) which shall include the following areas of conformity: purpose and functions, membership, dues, and representation.

Section 5. **REVOCAION OF STATUS**

A constituent chapter which fails to comply with the bylaws and policies of NSNA and CNSA may have its status as a CNSA constituent revoked by a two-thirds 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.

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Section 6. REPRESENTATION

Each constituent chapter shall be represented on the Council of Chapter Representatives as defined in Article VII and the Board of Directors as defined in Article IX of the bylaws.

Section 7. DELEGATES

At a proper meeting the members of each constituent chapter of CNSA shall, by a democratic process, select and/or elect delegates to represent them at the annual convention for purposes of voting in the House of Delegates. Each constituent of CNSA is entitled to representation at all membership meetings of the association based on the formula set forth in Article VIII, Section 8, and CNSA chapters shall have NSNA delegates as set out in the NSNA bylaws.

ARTICLE VII

Council of Chapter Representatives (COCR)

Section 1. BOUNDARIES

- A. COCR shall be a body of Chapter Representatives selected by constituent chapters. Each constituent chapter shall select one Chapter Representative to serve on the council.
- B. Chapter Representatives may be placed or changed within COCR by:
 - 1. Petition to and approved majority vote of the board of directors of CNSA, or
 - 2. Majority vote of the Board of Directors of CNSA pending approval of each school chapter involved.

Section 2. RESPONSIBILITIES

- A. Each constituent chapter shall select one representative to serve on the Council of Chapter Representatives (COCR).
- B. All Chapter Representatives shall be members of the CNSA Board of Directors and the Chapter Representatives shall be responsible to their constituent chapters. The Council of Chapter Representatives may make recommendations to the CNSA Board of Directors.
- C. The Council of Chapter Representatives shall function within the scope of the CNSA bylaws. Chapter Representatives shall be selected by their respective chapters and shall serve for a 1-year term or until their successors are selected
- D. The Council of Chapter Representatives shall elect co-chairpersons (one North and one South) at the annual meeting.
- E. A quorum at meetings of the Council of Chapter Representatives shall be all

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present designated representatives at a meeting scheduled with proper notice as outlined in Article IX, Section 6 of the bylaws.

F. MEETINGS

1. This Council shall meet at least once at each scheduled Board of Directors meeting.
2. Smaller groups of Chapter Representatives, based on geographic proximity or specific task, may meet more often as deemed necessary by chapters and are encouraged to do so.

ARTICLE VIII
House of Delegates

Section 1. VOTING BODY

The voting body at all members meetings of this association shall consist of the elected State officers, other directors elected by the House of Delegates, and accredited delegates from the constituent chapters

Section 2. ANNUAL CONVENTION

The annual convention shall be held on the third week of February each year, unless the Executive Board of Directors fixes another date and so notifies the delegates as provided in Article VIII, Section 5 of these bylaws. If the scheduled date falls upon a legal holiday, the annual convention shall be held the next business day. The voting body at the annual convention is the House of Delegates.

Section 3. MEETINGS OF DELEGATES AND PLACE OF MEETING

Meetings of the delegates shall be held at any place within or outside the State of California designated by the Board of Directors. In the absence of any such designation, members meetings shall be held at the principal executive office of the corporation.

Section 4. SPECIAL MEETING

- A. Authorized persons who may call: A special meeting of the delegates may be called at any time by any of the following: The Board of Directors, the President, or five percent or more of the constituent chapters.
- B. Calling meetings by chapters: If a special meeting is called by chapters other than the President, the request shall be submitted in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or other facsimile transmission and electronic means to the President, Vice President, or the Secretary of the association. The officer receiving the request shall cause notice to be promptly given to the chapters entitled to vote, in accordance with the

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provisions of Section 5 of Article VIII that a meeting will be held, and the date for such a meeting, which date shall not be less than 35 nor more than 90 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of chapters may be held when the meeting is called by action of the Board of Directors.

Section 5. NOTICE OF HOUSE OF DELEGATES' MEETING

- A. General notice contents: All notices of delegates' meetings, whether regional or the annual convention shall be sent or otherwise given in accordance with Subsection (c) of Article VIII not less than 20 nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual convention, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.
- B. Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Delegate action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal (s):
1. Removing a director without cause;
 2. Filling vacancies on the Board of Directors by the members;
 3. Amending the articles of incorporation;
 4. Voluntarily dissolving the corporation.
- C. Manner of giving notice: Notice of the CNSA Convention or of any meeting of delegates shall be made by mail, prepaid, addressed to each delegate either at the address of that delegate appearing on the books of the corporation or the address given by the delegate to corporation for the purpose of notice. If no address appears on the organization's books and no address has so been given, notice shall be deemed to have been given if either notice is given to the Chapter Representative or to the school of nursing comprising the constituent chapter.
- D. Affidavit of mailing notice: An affidavit of the mailing or other means of giving any notice of any delegates' meeting may be executed by the secretary, assistant secretary, or any transfer agent of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.
- E. Waiver by attendance: Attendance by a delegate at a meeting shall also constitute a waiver of notice of that meeting, except when the delegate objects

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at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 6. QUORUM

- A. Percentage required: Thirty-three and one-third percent of the credentialed delegates shall constitute a quorum for the transaction of business at a meeting of the delegates.
- B. Percentage of vote: If a quorum is present, the affirmative vote of the majority of the delegates represented at the meeting, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the delegates, unless the vote of a greater number is required by California Nonprofit Corporation Law or by the Articles of Incorporation.

Section 7. ADJOURNED MEETING

Any delegates' meeting (annual convention or special), whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the delegates represented at the meeting, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this article. No meetings may be adjourned for more than 45 days.

Section 8. DELEGATE VOTING

Each constituent chapter of CNSA is entitled to representation at all delegate meetings of the corporation based on two (2) delegates and two (2) alternates per local constituent chapter and in addition shall be entitled to one (1) delegate and one (1) alternate for every 20 members. Each delegate eligible to vote shall have been selected in compliance with Article VI, Section 7 of the bylaws.

Section 9. MEMBER INPUT

Members in attendance at the annual convention who are not voting delegates may discuss an issue before the House of Delegates, but only official delegates may make motions and vote.

Section 10. DELEGATE ACTION

Delegates may only act personally at meetings and may not act by proxy, written consent, or written ballot.

Section 11. DELEGATE RESPONSIBILITY

Delegates shall be responsible for informing their respective chapters of all proposals and transactions of this association.