



By-Laws
Of
Massachusetts Association of Public Health Nurses

Article I
NAME AND SEAL

1. **Name.** The Name of the association is Massachusetts Association of Public Health Nurses.
2. **Seal.** The seal of the association shall be circular in form and shall bear on its outer edge the words "Massachusetts Association of Public Health Nurses, Inc." and in the center the words and figures "Incorporated 1998 Massachusetts".

Article II
PURPOSE

1. **Purpose.** The purpose of the Massachusetts Association of Public Health Nurses is to enhance the leadership role of the Public Health Nurse in the Commonwealth of Massachusetts. The association shall provide information relating to public health issues to public health nurses. The association will provide education and a common voice on issues of public health nursing, enhancing the health status of Massachusetts residents, while maintaining regional chapters to further its goals and recognize differences in regional needs. The association will function as the official state organization for public health nurses.

Article III
MEMBERSHIP

1. **Regular Membership.** Regular membership will consist of any current or formerly employed public health nurses.
2. **Associate Membership.** Associate membership is available to individuals who desire to join and support the Association but do not meet the requirements of regular membership. Associate members may not vote or be a representative on the Board of Directors.

Article IV
RIGHTS AND MEETINGS OF MEMBERS

1. **Rights of Members.** The right of a regular member to vote and all his/her right, title and interest in or to the association shall cease on the termination of his/her membership.
2. **Annual Meeting.** The annual meeting of the association shall be held in conjunction with the annual Public Health Nurses Conference to be determined by the conference committee and with approval of the Board of Directors.
3. **Notice of Annual Meeting.** Notice of the time, place and purpose of the annual meeting will be posted not less than 30 days prior to the meeting to all Regular and Associate members.
4. **Special Meetings.** Special meetings of the members may be called at any time by the President or a Vice President or by two Directors and must be called by the President or a Secretary, on receipt of the written request of one third of the members of the association.
5. **Quorum.** At any meeting of members of the association the presence of ten regular members shall be necessary to constitute a quorum. In the absence of a quorum, a meeting may be adjourned by the majority of the

members present without notice other than announcement at the meeting, and without further notice to any absent members.

6. Voting. At every meeting of members each regular member shall be entitled to one vote. All elections and the vote upon any question before the meeting will be decided by the majority vote of the persons present.
7. Dues. Every regular and associate member shall pay annual dues as set by the membership.
8. Removal of Members, Directors or Officers. Any member, Director or officer, may be removed from membership, or from office by the affirmative vote of two-thirds of the full membership, registered either in person at any regular or special meeting, called for that purpose, for conduct detrimental to the association, or for refusal to render reasonable assistance in carrying out the associations objectives. Any such member, officer or Director proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.
9. Compensation and Expenses. Members shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a member may be reimbursement for expenses if any. The Board of Directors shall have power in its discretion to contract for and to pay members rendering unusual or special services to the association special compensation appropriate to the value of such services.
10. Robert's Rules of Order. Meetings shall be conducted in an orderly and business like-manner, according to the most current edition of Robert's Rules of Order.

Article V OFFICERS

1. Numbers. The officers of the association shall be President, Vice President, Treasurer, and Secretary. Only regular members shall be eligible to fill the offices of President or Vice President, Treasurer and Secretary.
2. Election, Term of Office and Qualifications. The officers shall be elected at the Annual Meeting and shall serve a term of two years, with a maximum of two consecutive terms. The President and the Secretary will be elected in the odd numbered years. The Vice President and Treasurer will be elected in the even numbered years.
3. President. The President shall be the presiding officer of the association and shall preside at the annual, regular and special meetings of the association and the Board of Directors. The President shall have general oversight and supervision of the affairs of the association. The President shall be an ex-officio member of all committees and task forces except the Bylaws Committee and Nominations & Elections Committee.
4. Vice President. The Vice President shall assist the President, accept assignments and upon the absence or disability of the President shall perform the duties and exercise the powers of President.
5. Secretary. The Secretary shall be responsible for keeping all records and the minutes of the associations meetings and its Board of Directors. The Secretary shall be responsible for keeping records suitable for future filing.
6. Treasurer. The Treasurer shall have the custody of all funds collected and received by the association. The Treasurer shall be responsible for disbursing all funds, making an accounting of receipts and disbursements at each annual and Board of Directors meetings. In the absence of the Treasurer, the President is authorized to issue checks with the approval of the Executive Committee.
7. Executive Committee. The President, Vice President, Secretary and Treasurer are members of the Executive Committee. They shall meet and transact business between Board meetings. They shall report to the Board at the next regularly scheduled Board meeting.

Article VI BOARD OF DIRECTORS

1. Composition. The Board of Directors will consist of the officers, one Director from each chapter and two at-large Directors elected at the annual meeting for a two year term. One at-large director will be elected in the even year and one in the odd year.
2. Resignation. Any Director may resign at any time by giving written notice of such resignation to the President of the Association.
3. Vacancies. Any Vacancy on the Board of Directors, occurring during the term may be filled by the Board by a majority vote. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the association.
4. Term Limits. A member shall not serve more than ten consecutive years on the Board of Directors.
5. Scheduled Meetings. The Board will meet four times a year in addition to the Annual Meeting. Special meetings of the Board of Directors may be called by the President or Vice President.
6. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall be sufficient to constitute a quorum for the transaction of business.
7. Attendance. All members of the Board of Directors shall attend all Board meetings. In the event of an unavoidable absence, the board member shall inform the President of the absence prior to the meeting.

Article VII CHAPTERS

1. Chapters. The Association is composed of individual members (see Article III) as well as Chapters. Any regular member may form a Chapter. All chapter members must be a member of the Association.
2. Chapter Responsibilities. Each Chapter is required to
 - a. maintain a list of current members and their agency affiliation
 - b. establish a process for the selection and replacement of Officers and Chapter Representative (see below)
 - c. establish a process for decision-making
 - d. hold regular meetings
 - e. record minutes of Chapter meetings
 - f. select a Chapter Representative to serve as a Director on the Association's Board of Directors
 - g. encourage Chapter members to serve on the Association's Standing and Special Committees
 - h. encourage Chapter members to participate in events and activities offered by the Association or its Chapters
3. Chapter Representative's Responsibilities. Each Chapter Representative is to serve as the liaison between that Chapter and the Association's Board of Directors. As voting members of the Board of Directors, Chapter Representatives are required to:
 - a. Attend all meetings of the Association's Board of Directors. The Executive Committee of the Board will make every effort to facilitate the participation of Chapter Representatives at these meetings (e.g. arranging conference call capabilities).
 - b. Prepare a brief written report on the activities of the Chapter for distribution two weeks before the quarterly meeting of the Board of Directors. The brief reports should be emailed or faxed to the Association's President.

- c. Report back to the Chapter members at the next Chapter meeting all relevant information, summaries, decisions, and future meeting topics discussed at the quarterly Board of Directors' meetings.

Article VIII FISCAL YEAR

1. Fiscal Year. The fiscal year of the Association shall commence July 1 of each year and conclude June 30 of the following year.

Article IX COMMITTEES

1. Standing Committees. The Association shall have the following Standing Committees:
 - a. By-laws
 - b. Conference Planning
 - c. Education & Practice
 - d. Finance
 - e. Membership
 - f. Nominations & Elections
 - g. Visibility
2. Standing Committee Composition. Standing Committees will be composed of at least 3 members of the Association.
3. Standing Committee Responsibilities. Standing Committees must:
 - a. select a Chair of the Committee
 - b. establish a process for decision-making
 - c. hold regular meetings (quarterly or semi-annually) in-person or by conference call
 - d. maintain minutes of its meetings
 - e. complete its tasks as determined by the Board of Directors
 - f. submit an Annual Report
4. Committee Chair Responsibilities. Each Committee Chair is to serve as the liaison between that Committee and the Association's Board of Directors and perform the following tasks:
 - a. attend, if requested, meetings of the Association's Board of Directors. The Executive Committee of the Board will make every effort to facilitate the participation of a Committee Chair at a meeting of the Board of Directors (e.g. arranging conference call capabilities).
 - b. prepare a brief written report on the activities and, when appropriate, recommendations for the Committee for distribution two weeks before the quarterly meeting of the Board of Directors. The brief reports should be emailed or faxed to the Association's President and copied to the Board Secretary.
 - c. report back to the Committee members at the next meeting all requests, directives, summaries, decisions, and future meeting topics discussed at the quarterly Board of Directors' meetings.
5. Special Committee or Special Function. The Board of Directors may select a person(s) to steer a specific initiative where a full committee appointment or election is not necessary or required. Such individuals, appointed by the Board of Directors, shall provide reports as needed or from time to time as requested, no less than annually, highlighting the nature, scope and contributions of their Special Functions. This may include: Guidebook Reviewers, School Mentor, Directory & Database Update, Scribe/Photographer/Archivist, and others as may be needed or requested.

**Article X
AMENDMENTS**

1. By Directors. The Board of Directors shall have power to make, alter, amend, and repeal the By-Laws of the Association by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law. All By-Laws made by the Board of Directors may be altered, amended or repealed by the association members. Approved motions to by-law amendments shall take effect at the next regularly scheduled meeting of the Directors.
2. By Members. The By-Laws may be altered, amended or repealed at any board or annual meeting of members of the association by a majority vote of all the members present provided that the proposed action is inserted in the notice of such meeting.

**Article XI
EXEMPT ACTIVITIES**

1. Exempt Activities. Notwithstanding any other provision of these by-laws, no member, Director, officer, employee or representative of the organization shall take any action to carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c) (2) of such Code and Regulations as they now exist or as they may be amended.

**ARTICLE XII
DISSOLUTION**

1. Dissolution: The Association may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Association, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association, its property and assets any remaining grant funding will be given to back to the awarding organization or agency. Any remaining assets and all records will be given to the Nursing Archives at the Howard Gotlieb Archival Research Center located in the Mugar Memorial Library at Boston University, Boston, Massachusetts.