

Academy of Medical-Surgical Nurses Bylaws

Approved by the AMSN Membership **March 31, 2021**

<p>Article I. Name The name of this Corporation is the Academy of Medical-Surgical Nurses, hereafter known as AMSN or Corporation. It is a 501 (C6) not-for-profit corporation, incorporated in the state of New Jersey.</p>
<p>Article II. Purpose AMSN is a professional organization formed to promote high standards of nursing practice, facilitate the implementation of practice guidelines, provide education programs for its members, foster scholarly activity, and disseminate new ideas for all areas of medical-surgical nursing. AMSN collaborates with other national specialty and nursing organizations, medical associations, hospitals, universities, research organizations, and governmental agencies in matters affecting medical-surgical nursing.</p>
<p>Article III. Fiscal Year The fiscal year of AMSN shall begin on the first (1st) day of January of each year and end on the thirty-first (31st) day of December of each year.</p>
<p>Article IV. Members Section 1. Membership Categories AMSN shall consist of voting and nonvoting members. Membership categories shall be further defined according to policy established by the Board of Directors.</p> <p style="margin-left: 40px;">A. Voting Members: Members shall have the privilege of voting, holding office, and serving as chairpersons and members of committees. Voting members shall be registered and/or licensed nurses in the United States or internationally.</p> <p style="margin-left: 40px;">B. Non-voting Members: Members cannot vote nor can they serve as chairpersons and members of committees or hold a seat on the Board of Directors. Nonvoting members include affiliate members, student members, and honorary members.</p>
<p>Section 2. Dues Annual membership dues shall be determined by the Board of Directors. Any price adjustments to membership dues shall coincide with the beginning of the subsequent fiscal year of the Corporation.</p>
<p>Section 3. Acceptance of Members Any person interested in becoming a member of AMSN shall submit an application to the AMSN National Office. Applicants who meet the criteria will be accepted upon payment of dues.</p>
<p>Section 4. Voting Rights Each voting member shall have one vote. Membership must be current for members to vote. Forms of voting by members may include written or electronic ballot.</p>
<p>Section 5. Written or Electronic Ballot In lieu of a member meeting, any action that may or is required to be taken by the members may be taken by ballot or in writing by mail, email, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, provided that the number of members casting votes constitutes a quorum. Voting must remain open for not less than 5 days from the date that the ballot is delivered or such longer time as required by law.</p>
<p>Section 6. Liabilities of Members The members shall not be liable for the debts or obligations of the Corporation. No member shall receive any compensation for services rendered to the Corporation, unless approved by the Board of Directors, but a member may be reimbursed for expenses, reasonably incurred on behalf of the Corporation, in accordance with policies established by the Board of Directors.</p>
<p>Section 7. Termination of Membership</p>

<p>A member shall be provided advance written notice of potential termination or suspension in compliance with the policies created and approved by the Board of Directors. The Board of Directors, by affirmative vote of 75% of all members of the Board, may suspend or expel a member for cause, as defined in AMSN’s policies or may terminate the membership of any member who becomes ineligible for membership.</p>
<p>Section 8. Transfer of Membership Membership in AMSN is not transferable or assignable.</p>
<p>Section 9. Default of Membership When any member is in default in the payment of dues, for a period of thirty (30) days from the beginning of the period for which such dues become payable, membership shall automatically be terminated, unless otherwise approved by the Board of Directors. Termination of membership shall not extinguish any membership obligations incurred prior to termination.</p>
<p>Article V. Board of Directors Section 1. Number and Composition The affairs of AMSN shall be managed by its Board of Directors. The number of the members of the Board shall not be less than seven (7) nor more than twelve (12) voting members of the Board. The members of the Board include the Officers and the Chief Executive Officer, who serves as a non-voting ex-officio member of the Board. A member of the Medical-Surgical Nursing Certification Board (MSNCB), holding the MSNCB Board of Director’s seat of AMSN appointed Director, shall serve as non-voting ex-officio member of the AMSN Board.</p>
<p>Section 2. Officers and Tenure The officers of the Corporation are the President, President-Elect or Immediate Past President, Secretary, and Treasurer who shall serve in accordance with policies and procedures established by the Board of Directors. No individual may serve in more than one (1) officer position at a time.</p>
<p>Section 2a. President The President shall be the Chief Officer of the Corporation and shall preside at all meetings of the general membership, the Executive Team, and the Board. The President shall be a primary spokesperson of the Corporation and shall apprise the general membership on subjects pertaining to the purpose, goals, and finances of AMSN. The President shall be an ex-officio nonvoting member of all committees. The President shall perform such other duties as assigned by these Bylaws and policy.</p>
<p>Section 2b. President-Elect. The President-Elect shall primarily orient to the role and function of the President. The President-Elect shall perform all the duties of the President in the absence of the President. The President-Elect shall perform such other duties as assigned by these Bylaws, policy, or the Board of Directors.</p>
<p>Section 2c. Secretary The Secretary shall serve as Secretary of the general membership and Board of Directors and ensure the minutes of all membership and Board meetings are duly recorded; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; provide oversight of the corporate records; and in general, discharge all duties incident to the office of Secretary and other duties as assigned by the President, these Bylaws, policy, or by the Board of Directors.</p>
<p>Section 2d. Treasurer The Treasurer shall monitor, record, and report all monies, securities, and other financial assets of AMSN subject to the direction of the Board of Directors. The Treasurer shall perform such other duties as are assigned by these Bylaws, policy, and by the Board of Directors.</p>
<p>Section 2e. Immediate Past President The Immediate Past President shall perform such other duties as assigned by these bylaws, policy, and by the Board of Directors.</p>
<p>Section 2f. Chief Executive Officer The Chief Executive Officer shall be responsible to the Board of Directors to conduct the affairs of the Corporation, under the direction of the Board of Directors. The Chief Executive Officer shall participate in all Board business as a nonvoting, ex-officio member.</p>
<p>Section 3. BOD Director Qualifications and Tenure</p>

The Board of Directors shall be voting members of AMSN. Any voting member in good standing is eligible to hold any office providing all qualifications for that office are met. The Board members will begin their terms of office at the beginning of the Fiscal year. Directors shall be selected to serve staggered three (3) year terms. No individual may be elected to serve more than two (2) consecutive terms on the Board of Directors except for an individual elected to the position of President-Elect or the ex-officio CEO position. An appointment to fill a Director or Officer vacancy shall not be counted towards the two (2) consecutive term limit. An individual who has served their consecutive terms on the Board may be eligible for re-election to the Board of Directors only after one (1) year's absence from the Board of Directors.

Section 4. Selection of Directors

The Nominating Committee shall submit a slate of qualified candidates to the Board of Directors for each expiring term for a Director and/or President-Elect in the year where there is an Immediate Past President. The Nominating Committee will determine the slate of candidates by consensus. The Board of Directors shall select the appointee(s) from the slate presented by the Nominating Committee. The general membership will be notified of the new Board of Directors. Unless stated otherwise in these bylaws, all rules and procedures for the conduct of nominations and candidate selection shall be in accordance with policy and procedures established by the Board of Directors.

Section 5. Authority and Responsibilities

The Board of Directors is the decision-making authority for the Corporation. The Board shall manage the business and affairs of the Corporation. It shall be the official body for determining policy, all financial matters, and strategic direction.

Section 6. Expenditures

The Board of Directors shall administer the finances of the Corporation. The Directors shall approve a budget each year for the next Fiscal year. The financial statements will be reviewed annually by an outside firm in accordance with policy and procedures adopted by the Board of Directors.

Section 7. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, will be temporarily filled by 75% vote of the Board of Directors to complete the required term. If the President is unable to fulfill the obligations of the office, the President-Elect shall become the acting President for the balance of the unexpired term and the President for a full term at the conclusion of the unexpired term. In the event of a vacancy in the office of President in the year when there is no President-Elect, a new President shall be selected using the process described in Article V Section 4 Selection of Directors to fill the unexpired term of President. The Immediate Past President shall temporarily fill the vacancy of President until the completion of the selection process. The President will automatically assume the office of Immediate Past President upon completion of the term. A vacancy in the office of President-Elect shall be filled using the process described in Article IV Section 5 Selection of Directors. A vacancy in the office of Immediate Past President may be filled by a 75% vote of the board to complete the term. A vacancy in the office of Immediate Past President may be filled with a former AMSN President or former AMSN Board member by a 75% vote of the Board to complete the term.

Section 8. Removal from Office.

Any Director may be removed by a 75% vote of the Board of Directors for just cause or change in membership status. The Director who is the subject of the vote shall abstain from any vote on his/her own removal.

Section 9. Meetings

Meetings of the Board of Directors shall be determined by the Board. The Board shall meet at least three (3) times per year. The Board shall set the time and place of the Board of Directors meetings. Meetings may be held in person or via electronic modalities. Special meetings may occur at the call of the President.

Section 10. Quorum

A two-thirds (2/3) majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 11. Board Decisions

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Board decisions may also be made via conference calls, telephone, and electronically by a majority of the Board members. The

outcome of decisions made via conference calls, telephone, and electronically shall be ratified at the next board meeting and included in the minutes of that meeting.

Section 12. Resignations

Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article VI. Executive Team

There shall be an Executive Team (ET) consisting of the President, Immediate Past President or President-Elect, and the Chief Executive Officer, which shall establish an agenda for all meetings of the Board of Directors. The Executive Team may authorize expenditures without Board approval, as per the Corporation's policies regarding expenditures.

Article VII. Advisors

The Board of Directors may, from time to time, engage advisors to the Board on topics of interest or importance to the Corporation. These advisors may be nonvoting participants in and attend Board meetings for a duration of time to be determined by the Board of Directors.

Article VIII. Committees and Task Forces

Section 1. Appointment

The President, with the approval of the Board of Directors, shall appoint chairpersons to all committees and task forces, and other such volunteer roles as deemed necessary, except as otherwise provided by these Bylaws. The Board of Directors shall define the functions of such committees and volunteer roles by charter and policy. The President shall appoint a member of the Board of Directors to serve as a Board Liaison to each committee and task force, which may or may not be one and the same as the chairperson. The President will be an ex-officio nonvoting member of the committees and task forces. The President, in consultation with the Board of Directors, fills a vacancy by appointment. All committees and task forces shall submit reports as directed by the Board of Directors.

Section 2. Appointment and Authority

Committees and Task Forces will be appointed, re-appointed, or sunset by the Board on an annual basis in conjunction with the Fiscal year. Committees and Task Forces are authorized to recommend actions and to carry out decisions of the Board at the Board's direction, but not to act on behalf of the Board. Minimally, AMSN will have a Nominating Committee and an Ethics Committee, in addition to other volunteer units, as deemed necessary.

Article IX. Chapters

AMSN and local chapters are affiliated and work together to promote the purpose and goals of AMSN. The Board of Directors shall charter and dissolve chapters according to policy. Chapter members must be members of AMSN.

Article X. Annual Membership Report

The Board of Directors will provide an Annual Report to the membership every Fiscal year.

Article XI. Execution of Contracts

The Board of Directors will authorize the entering into of any contract or the executing, delivering, changing, or termination of any instrument in the name of, and in behalf of, AMSN. The Board of Directors may grant any officer or officers or agent of AMSN authority confined to specific instances.

Article XII. Documents and Records

AMSN shall keep, at its National Office, correct and complete documents and records of account and shall also keep minutes of the proceedings of its membership and Board of Directors meetings, and a record giving the names and addresses of the members entitled to vote. All documents and records of AMSN, with exception of minutes of Executive Sessions of the Board of Directors, may be inspected by any member upon written request.

Article XIII. Compensation

The Board of Directors may be reimbursed for reasonable expenses incurred in connection with their service on the Board of Directors or in special circumstances per policy established by the Board of Directors.

Article XIV. Indemnification

The Corporation shall indemnify and protect each of its directors and officers to the fullest extent permitted by the laws of the State of New Jersey.

Article XV. Insurance

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Article XVI. Parliamentary Authority

Robert's Rules of Order, Newly Revised, shall govern the conduct of business by AMSN in all cases in which they are applicable and not in conflict with the Constitution, Bylaws, policies, special rules or standing rules of AMSN.

Article XVII. Amendment of Bylaws

A. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted. Two-thirds (2/3) of the votes cast by the membership shall be required for approval.

B. Any proposed alteration, amendment or repeal of the Bylaws must be approved by 75% of the Board of Directors prior to submission to the general membership.

C. At least thirty (30) days written notice shall be given to the Membership of intention to alter, amend, replace, or adopt new Bylaws.

D. An independent agent designated by the Board of Directors will officially oversee and certify the results of the bylaws ballot.

E. Unless stated otherwise in these bylaws, all rules and procedures for the alteration, amendment or repeal of these bylaws shall be in accordance with established policy and procedure.

Article XVIII. Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 c (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal of office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.