

MASN, Inc. Bylaws

Revised 2007

ARTICLE I

Name

The name of this organization shall be the Mississippi Association of Student Nurses', Inc., a constituent of the National Student Nurses' Association, Inc., hereinafter referred to as MASN.

ARTICLE II

Purpose and Function

The purpose of the MASN is:

- 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 interest 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 the people in all walks of life.

The function of the MASN shall include the following:

- A. To have direct input into standards of nursing education and influence the education process.
- B. To influence health care, nursing education and practice through legislative activities as appropriate.
- C. To promote and encourage participation in community affairs and activities towards improved health care and the resolution of related social issues.
- D. To represent nursing students to the consumer, to institutions, and other organizations.
- E. To promote and encourage students' participation in interdisciplinary activities.
- F. To promote and encourage recruitment efforts, participation in student activities, educational opportunities, and spirituality, regardless of person's race, color, creed, national origin, ethnicity, age, gender, marital status, life style, disability, of economic status.

- G. To promote and encourage collaborative relationships with the American Nurses' Association, the National League for Nursing, the International Council of Nurses, as well as the other nursing and related health organizations.

ARTICLE III

Members

Section 1 Constituent Associations

Any school chapter or state association whose membership is composed of active or associate NSNA members and who have submitted the Official Application for NSNA Constituency Status (the Application) containing the areas of conformity, and upon meeting such other policies as the Board of Directors may determine, shall be recognized as a constituent.

- A. The application must be submitted annually and can be submitted at the Annual Convention site during the delegate credentialing process for the Annual House of Delegates Meeting. For those school and state associations unable to send representatives to the Annual House of Delegates Meeting, the Application may be sent to the NSNA on a date postmarked no later than 10 working days after the close of the House of Delegates meeting of the same year.
- B. Recognized Constituents shall be composed of at least ten (10) members from a school, or the total school enrollment if less than ten (10). This requirement of 10 or more members must be met on a date eight weeks prior to the Annual House of Delegates Meeting. There shall be only one chapter on each school campus.
- C. A state association shall be composed of at least two school constituents in a state. School constituents shall belong to their state association when one exists. The term "state" in these bylaws shall be understood to apply equally to any state in the United States of America, to the District of Columbia, or to any territory, possession, or dependency of the United States of America.
- D. For yearly recognition as a constituent, constituent associations shall be required to submit annually the Official Application for NSNA Constituency Status which shall include the following areas of conformity: purpose and functions, membership dues, and representation.
- E. A constituent association which fails to comply with the bylaws and policies of NSNA shall have its status as a constituent revoked by a 2/3 vote of the 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 association is given an opportunity to be heard.
- F. School chapters and state associations are entities separate and part from NSNA in their administration of activities, with NSNA exercising no control over these immediate daily and regular activities. NSNA 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 state associations of the members thereof. In the event any legal proceeding is brought against NSNA as a result of

such acts of omission or commission by a school chapter or state association, said school chapter or state association will indemnify and hold harmless the NSNA from any liability.

Section 2 Categories of Constituent Membership

Members of the constituent associations shall be:

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. Active members shall have all the privileges of membership.

B. Associate members

1. Pre-nursing students, including registered nurses, 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 the privileges of membership except the right to hold the office of president and vice president at state and national levels.

C. Individual members

Individual membership shall be open at the national level to any eligible student when membership in a constituent association is not available. Individual members shall have the privileges of membership as presented in Article III, Section 2, Item 1 and 2.

Section 3 Categories of Non-Constituent Membership

A. Sustaining members

1. Upon approval by the MASN Board of Directors, sustaining membership shall be open at the MASN level to any individual or organization interested in furthering the development and growth of MASN. Sustaining members shall receive literature and other information from the MASN secretary.
2. Sustaining membership shall be open at the national level to any individual or organization interested in furthering the development and growth of NSNA, upon

approval of the NSNA Board of Directors. Sustaining members shall receive literature and other information from the national office.

B. Honorary members

Honorary membership may be conferred by a 2/3 vote of the House of Delegates with recommendation of the Board of Directors upon persons who have rendered distinguished service or valuable assistance to MASN/ NSNA. Honorary members shall have none of the obligations or privileges of membership.

C. Student Nurse of the Year

The Student Nurse of the Year shall be an honorary award, whereas the recipient will be determined according to the following criteria:

1. Be a nursing student in good standing at an accredited school of nursing.
2. Be an individual of high moral character as evidenced by at least three letters of recommendation by his or her dean/director and/or faculty.
3. Exhibit an outstanding commitment to community service.
4. Exemplify the art of caring in his or her personal and professional lives.
5. Be anonymously presented to the Board of Directors and to be awarded at the annual convention.

Section 4 Extended Membership

- A. Active, associate, and individual membership may be extended six months beyond completion of a student's program in nursing, providing membership was renewed while the student was enrolled in a nursing program. Sustaining membership shall be renewable annually.
- B. Active, associate, and individual members who hold state office may have their membership further extended to the first state election following the member's date of graduation.

Section 5 Dues

A. Dues

1. The annual dues for NSNA shall be \$28.00 per member, payable for the appropriate dues year. The dues year shall be a period of 12 consecutive months. Payment of

NSNA and MASN dues is a prerequisite for membership. MASN dues shall be \$5.00 per member.

2. The dues for active, associate, and individual members joining for two years shall be \$66.00 per member, payable for the appropriate dues years. The dues years for these members shall be a period of twenty four consecutive months.
 3. The NSNA Board of Directors shall have the authority to change membership dues, providing such dues do not exceed the amount set in these bylaws.
 4. NSNA and MASN dues shall be payable directly to NSNA. NSNA shall remit to each state constituent the dues received on behalf of the constituent. Local dues shall not be submitted to NSNA.
- B. The annual dues for sustaining members shall be established by the Board of Directors, and shall be paid directly to the NSNA office.
- C. Any member who fails to pay current dues shall forfeit all privileges of membership.

ARTICLE IV

Officers, Directors, and Representatives

Section 1

The officers of the MASN shall be the President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

Section 2

There shall be a total of four Directors. One Director shall be the editor of the Pulse Point, One Director shall be the Director of Legislation, One Director shall be the Director at Large, and one Director shall be the Director of Breakthrough to Nursing.

Section 3

- A. There shall be a Chairperson of School Presidents
- B. There shall be a Chairperson of Fundraising.
- C. There shall be a MASN Chairperson of Internet Communications

- E. There shall be a MASN Baccalaureate Representative
- F. There shall be a MASN Associate Degree Representative North.
- G. There shall be a MASN Associate Degree Representative South.

Section 4 Eligibility

- A. Only members who shall be student nurses throughout at least ½ of a term of office and have the privileges of active membership shall be eligible for the offices of President, First Vice-President, Second Vice-President, Secretary, Treasurer, Director of Pulse Point, Director of Legislation, Director at Large, and Director of Breakthrough to Nursing, Chairperson of Fundraising, Chairperson of School Presidents, Baccalaureate Degree Representative, and Associate Degree Representative North, and Associate Degree Representative South.
- B. All voting and non-voting members of the Board of Directors must be a member of MASN or MNA throughout the term of office.
- C. Candidates for office must submit a completed application form to the Chairperson of the Nominating Committee, and must also obtain and submit a written statement from their dean or director and chapter faculty advisor, in order for their name to be placed on the ballot. Pre-slated candidates must meet the deadline as set by the Chairperson of the Nominating Committee. Candidates nominated from the floor at the House of Delegates at the annual meeting, have two hours from the close of the first House of Delegates to submit all completed forms to the Chairperson of Nominations.
- D. Candidates must sign a statement, to be prepared by the Chairperson of the Nominating Committee that indicates the candidate has read the duties of the office under consideration (See Article IV, Section 6) and has read the MASN Board of Directors Policy and Procedure Manual. By signing this document, the candidate indicates they will comply with all duties and policies as listed in the above documents throughout their term of office. The completed statements will be made available to the newly elected Secretary for archive purposes.

Section 5 Term of Office

- A. The term of office shall be one year from the Board of Directors meeting after the adjournment of the annual meeting at which the offices of President, First Vice President, Second Vice President, Secretary, Treasurer, Director of Pulse Point, Director of Breakthrough to Nursing, Chairperson of Fundraising, Chairperson of Internet Communications, Chairperson of School Presidents, Baccalaureate Degree Representative, Associate Degree Representative North, and Associate Degree Representative South are

selected to the final Board of Directors, after the adjournment of the annual meeting at which their successors are elected.

- B. If a Board member fails to comply with the assigned duties and policies of the Board and/or specific duties of their office, the Board of Directors, by a $\frac{3}{4}$ vote, may declare the office vacant. A written report which declares the office vacant shall be given to the officer involved.
- C. Any member of the MASN board that fails to complete the full term of his or her position will be subject to a $\frac{3}{4}$ vote by the board as to whether or not repayment of all funds paid to the board member shall be returned to the MASN treasurer within 30 days of vacancy.

Section 6 Duties of the Board of Directors

The officers shall perform the duties prescribed by the parliamentary authority, and more specifically shall include:

- A. The President shall:
 - 1. Preside at all meetings of the association and the Board of Directors.
 - 2. Serve as ex-officio member of all committees except the nominating committee.
 - 3. Represent MASN in all matters relating to the association and perform all other duties pertaining to the office.
- B. The First Vice-President shall:
 - 1. Assume the duties of the President in the absence or disability of the President.
 - 2. Assume the duties of the President in the event of a vacancy occurring in the office of President.
 - 3. Be responsible for planning and arranging the annual meeting (convention).
 - 4. Prepare a budget for the annual meeting by January.
 - 5. Appoint a convention committee.
- C. The Second Vice-President shall:
 - 1. Assume the duties of the President in the absence or disability of the President and First Vice-President.

2. Assume the duties of the First Vice-President in the event of a vacancy occurring in the office of First Vice-President.
3. Be responsible for review and recommendations for changes in the bylaws and policies of the association.
4. Be responsible for seeking resolutions from chapters and presenting them at the annual meeting.
5. Be responsible for maintaining and updating the MASN Board of Directors Policy and Procedure Manual.

D. The Secretary shall:

1. Prepare the minutes of all business meetings of the association and Board of Directors including all meetings of the House of Delegates.
2. Conduct the general correspondence of the association as requested by the President or the Board of Directors.
3. Keep on file as a permanent record all correspondence, reports, and documents submitted to the Secretary.
4. Be responsible for delegate credentialing for the annual meeting.

E. The Treasurer shall:

1. Act as custodian of organization funds and deposit these funds in a bank approved by the Board of Directors.
2. Prepare a budget by January and provide a financial report at each Board meeting.
3. Make monetary disbursements as authorized by the Board of Directors.
4. Keep accurate entries of acquisitions and disbursements of organization funds.
5. Prepare an annual financial report to be submitted at the annual meeting.
6. Keep a permanent record of all dues paid together with a register of all members in good standing and submitted to NSNA by each constituent association.
7. Be bonded and obtain a certified public accountant who has been approved by the Board of Directors to audit the treasurer's books within one month after the close of the annual convention.

F. The Director of Legislation shall:

1. Attend at least two of the MNA Legislative committee meetings during the sessions of the Mississippi Legislature.
2. Keep the Board of Directors and chapters aware of current health care legislation before the Mississippi Legislature.
3. Keep the Board of Directors and chapters aware of current health care legislation before Congress.
4. Conduct a legislative project.
5. Conduct a parliamentary briefing for delegates at House of Delegates meetings.

G. The Director at Large shall:

1. Obtain nominations for annual awards.
2. Work with chapters on service projects.
3. Responsible for developing a statewide community project to be implemented by each local chapter. The project must be presented in detail to the Board at the first Board meeting following the annual meeting and conveyed to each chapter or implementation by January 15th. The Baccalaureate Degree Representative, the Associate Degree Representative North, and the Associate Degree Representative South must be utilized during the implementation phase to ensure participation by all schools. The Director at Large must follow-up with each school chapter to ensure that the project is being implemented.

H. The Director of Breakthrough to Nursing shall:

1. Responsible for developing a statewide Breakthrough to Nursing project to be implemented by each local chapter. The project must be presented in detail to the Board at the first Board meeting following the annual meeting and conveyed to each chapter or implementation by January 15th. The Baccalaureate Degree Representative, the Associate Degree Representative North, and Associate Degree Representative South must be utilized during the implementation phase to ensure participation by all schools. The Director of Breakthrough to Nursing must follow-up with each school chapter to ensure that the project is being implemented.

I. The Director of Pulse Point shall:

1. Appoint a committee to assist in preparation of the Pulse Point.
2. Be responsible for publishing and distributing to all schools, three issues of the Pulse Point, with the third issue being the pre-convention issue.
3. Be responsible for publishing the convention booklet.

J. The Chairperson of School Presidents shall:

1. Communicate regularly with the school presidents.
2. Plan and conduct the meeting of chapter presidents at the annual meeting.
3. Secure nominations in advance of the annual meeting for the new Chairperson of School Presidents.

K. The Chairperson of Fundraising shall:

1. Assist the treasurer in the preparation of the fundraising portion of the annual financial report.
2. Be responsible for developing a statewide fundraising project to be implemented by each local chapter. The funds raised will be placed in the general treasury of the MASN. The project must be presented in detail to the Board at the first Board meeting following the annual meeting and conveyed to each chapter of implementation by January 15th. The Baccalaureate Degree Representative, Associate Degree Representative North, and Associate Degree Representative South must be utilized during the implementation phase to ensure participation by each local chapter.
3. Work with chapter on local fundraising projects.

L. The MASN Chairperson of Internet Communication shall:

1. Be responsible for the monthly update and maintenance of the MASN web site.
2. Communicate regularly with MASN Board members to obtain information for the web site.
3. Develop methods to increase Association usage of the web site.

M. The MASN Baccalaureate Degree Representative shall:

1. Serve as a liaison between the MASN Board of Directors and the local baccalaureate chapters
2. Communicate regularly with baccalaureate chapters.
3. Serve on the Pulse Point committee
4. Assist the Director at Large with implementation of the service project
5. Assist the Director of Breakthrough to Nursing with implementation of the statewide BTN project.

6. Fulfill the responsibilities of the Fundraising Committee.

N. The MASN Associate Degree Representative North shall:

1. Serve as a liaison between the MASN Board of Directors and the school chapters as follows:

ADN North:

Northwest Community College (Senatobia)

Northeast Community College (Booneville)

Itawamba Community College

Holmes Community College (Grenada)

Mississippi Delta Community College (Moorehead)

2. Communicate regularly with associate degree chapters.

3. Serve on the Pulse Point committee

4. Assist the Director at Large with implementation of the service project

5. Assist the Director of Breakthrough to Nursing with implementation of the statewide BTN project.

6. Fulfill the responsibilities of the Fundraising Committee.

O. The MASN Associate Degree Representative South shall:

1. Serve as liaison between the MASN Board of Directors and the school chapters as follows:

ADN South:

Jones County Junior College (Ellisville)

Hinds Community College (Jackson)

Meridian Community College (Meridian)

Copiah-Lincoln Community College (Wesson)

Pearl River Community College (Poplarville)

Southwest Community College (Summit)

East Central Community College (Decatur)

Mississippi Gulf Coast Community College (Gautier/ Gulfport)

2. Communicate regularly with associate degree chapters.

3. Serve on the Pulse Point committee

4. Assist the Director at Large with implementation of the service project

5. Assist the Director of Breakthrough to Nursing with implementation of the statewide BTN project.
6. Fulfill the responsibilities of the Fundraising Committee.

ARTICLE V Nominations and Elections

Section 1 Nominating and Elections Committee

A.

1. The Nominating and Elections Committee shall be an entity separate from MASN Board of Directors.
2. A Nominating and Elections Committee shall be composed of four members, each one a representative of one of the four geographical areas of the state (as defined by the Board of Directors). They shall be elected at the annual meeting to serve for a term of one year. Only members who shall be nursing students for at least one-half of their term of office, and have the privileges of active membership shall be eligible. If elected, members of the Committee must be a member of MASN or MNA throughout the term of office. The chairperson shall be determined by the largest number of votes cast for chairperson on the ballot from among the elected committee members.

B. A member elected to serve on the Nominating and Elections Committee shall not be eligible to be nominated as a candidate or apply for nomination as a candidate for any elected position during that term.

C. A vacancy on the nominating committee shall be filled by the Board of Directors with a nominee recommended by the nominating committee. In case of a member not performing his/her duties, the Board of Directors shall declare the position vacant and shall fill the vacancy with a nominee recommended by the nominating committee.

Section 2 Duties of the Nominating Committee

A. The nominating committee shall request a list of proposed candidates with completed application forms from each constituent chapter. These lists should be received at least six weeks prior to the annual meeting. The committee shall consider the qualifications of these proposed candidates but shall not be limited or controlled by these nominations.

B. The Nominating and Elections Committee shall choose a slate of candidates to include the following positions: President, First Vice-President, Second Vice-President, Secretary,

Treasurer, Director of Legislation, Director at Large, Director of Pulse Point, Director of Breakthrough to Nursing, Chairperson of Internet Communications, Baccalaureate Degree Representative, Associate Degree Representative North, Associate Degree Representative South, and the four members of the Nominating and Elections Committee, one from each of the four geographical areas of the state (as defined by the Board of Directors). Prior to placement on the slate, each candidate must submit a completed application to the Committee.

- C. Duties of the Nominating and Elections Committee at the annual convention will include the following:
1. Oversee the functions of the Campaign Headquarters.
 2. Present the Nominating and Elections Committee report and the official slate of candidates at the first business meeting of the annual convention.
 3. Run the Candidates Presentation and Presidential Forum.
 4. Monitor and investigate complaints of campaign violations.
 5. Present the new officers to the House Delegates.
 6. The Nominating and Elections Committee shall choose a slate of candidates prior to the opening of the MASN annual convention. Nominations may be made from the floor at the annual meeting of the association. Individuals nominated from the floor must submit a completed application packet to the Nominating and Elections Committee no later than one hour from the close of the first business meeting, the contents of which must be verified by the Committee prior to the candidates; placement on the slate Candidates nominated from the floor must be present to accept the nomination.

Section 3 Elections

- A. The President, First Vice-President, Second Vice-President, Secretary, Treasurer, Director of Legislation, Director of Pulse Point, Director at Large, Director of Breakthrough to Nursing, Baccalaureate Degree Representative, Associate Degree Representative North, Associate Degree Representative South, the Chairperson of Internet Communications, the Chairperson of Fundraising, and Chairperson of Nominations and Elections Committee, Baccalaureate Degree Representative, Associate Degree Representative North, Associate Degree Representative South, the Director of Internet Communications, and the four members of the Nominating and Elections Committee shall be elected at each annual meeting by the House of Delegates. The Chairperson of School Presidents is elected at the annual meeting of the school Presidents.

The MASN Special Consultant shall be appointed by the President, with approval of the Board of Directors.

The MNA Consultant shall be appointed by the MNA, in consultation with and subject to confirmation by the MASN Board of Directors.

- B. The election shall be by ballot. Ballots shall be issued to delegates upon presentation of identifying credentials to tellers in charge of the ballot box.
- C. A plurality vote of all delegates present and voting shall constitute an election, except in the case of a candidate running unopposed, where a majority will be required. A tie vote shall be decided by first a vote, and if necessary, by casting a lot. Any office to which an unopposed candidate is not elected shall be declared vacant, and shall be filled by the newly elected Board of Directors after the annual meeting according to the applicable bylaws and policies.
- D. Delegates shall cast their ballots in a place apart from the meeting room. The time and place of voting shall be specified by the Board of Directors.
- E. The president shall appoint tellers who shall also act as inspectors of the election.

ARTICLE VI Meetings

Section 1

The annual meeting of the association shall be held at such time and place as shall be determined by the Board of Directors. The annual meeting shall be for the purpose of holding an election, receiving reports, and conducting such other business as may properly come before the House of Delegates. Notice of the meeting shall be sent to the president of each constituent association and other members of the voting body.

Section 2

- A. The House of Delegates shall be the governing and voting body of the association and shall be composed of delegates from the constituent associations and voting members of the Board of Directors. Members of the Nominating and Elections Committee shall be given special delegate status which allows them all the privileges of a voting delegate, except that they will not be allowed to vote in the election of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Director of Legislation, Director of Pulse Point, Director at Large, Director of Breakthrough to Nursing, Baccalaureate Degree Representative, Associate Degree Representative North, Associate Degree Representative South, Chairperson of Internet Communications, and the Nominating and Elections

Committee. The business of the annual meeting shall be conducted by the House of Delegates.

- B. The non-voting members of the Board of Directors and the consultants shall attend all meetings of the House of Delegates.

Section 3 Quorum

The quorum for the annual meeting shall consist of delegates from at least 51% of the total number of delegates credentialed at the annual meeting and which represent at least 2/3 of the schools having delegates credentialed at the annual meeting, and at least four members of the Board of Directors, including the president or the first vice-president.

Section 4 Special meeting

- A. Special meetings may be called by the Board of Directors, and shall be called by the president upon written request of 1/3 or more of the constituent associations. Notice of time, place, and purpose of the meeting shall be sent to all constituent associations, not less than five days prior to the meeting.
- B. The voting body shall be the same, insofar as possible as that in an annual meeting.

Section 5

All meetings of this association shall be open unless voted otherwise by the MASN voting body.

ARTICLE VII Voting Representation

Section 1

The voting body at meetings of the association shall consist of the Board of Directors, the Nominating and Elections Committee, and accredited delegates of the constituent associations.

Section 2 State Delegate Representatives

Each constituent association shall be entitled to one voting delegate for each 10 members or major fraction thereof (5). The number of members in a constituent association shall be determined at opening registration of the annual convention by a membership list signed by the constituent advisor and president.

Section 3

Student members in attendance who are not voting delegates may discuss an issue before the House but may not make motions or vote.

Section 4

Representation at the NSNA annual meeting shall be:

A. School constituents:

1. Each school chapter that is a recognized constituency, as determined by these bylaws, shall be entitled to one voting delegate and alternate, and in addition, shall be entitled to one voting delegate and alternate for every 50 members.
2. The school chapter delegate(s) shall be a member(s) in good standing in the chapter and shall be selected and/ or elected by members of the school chapter according to chapter bylaws. The school chapter may designate an alternate delegate for each delegate by: selection and/ or election by members of the school chapter according to chapter bylaws.

All alternates shall have the same rights and privileges as an elected delegate when seated in the House.

3.
 - a) If a constituent school is unable to fill their delegation said school should provide written authorization to their State Board of Directors requesting them to appoint one member of the State Board to act as a state-appointed alternate delegate for their school chapter. School chapters shall approve of the appointment.
 - b) The state Board of Directors shall verify that any state-appointed delegate is a member in good standing of the NSNA and the state association.
 - c) A school constituent must have at least one selected and/ or elected delegate present at the NSNA Convention in order to have a state-appointed delegate seated in the House of Delegates.

- B. Each state constituent shall be entitled to one voting delegate and alternate. This delegate shall be the state president. If the state president cannot serve, a designated representative and alternate shall be elected at a state meeting or by the State Board of Directors.
- C. Each school constituent shall be entitled to delegates according to the number of members in good standing in NSNA. Delegates shall be computed on the basis of the number of members in each constituent by the annual dues received by NSNA on a date eight weeks prior to the annual meeting.

Article VIII Board of Directors

Section 1

The voting members of the Board of Directors shall consist of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Chairperson of School Presidents, Chairperson of Internet Communications, Chairperson of Fundraising, Director at Large, Director of Breakthrough to Nursing, Director of Legislation, Baccalaureate Degree Representative, Associate Degree Representative North, and Associate Degree Representative South. The non-voting member of the Board of Directors shall consist of the MASN Special Consultant, and the MNA Consultant.

Section 2

All the powers of the association are vested in and shall be exercised by the Board of Directors during the interim meetings of the association, except that the Board shall not nullify nor modify an action taken by the House of Delegates in the annual meeting and subject to the provisions of these bylaws.

Section 3

The Board of Directors shall not be responsible for any contract, claim, or obligation of any kind incurred, or for any position taken by any officer or member of a constituent association unless the same was authorized in writing by the Board of Directors.

Section 4

Management by the Board of Directors shall include the following duties:

- A. Review and approve the terms of official relationships established with other organizations singly or in coalition.

- B. Approve any commitment in the form of action, statement of policy or position, or financial obligations involved in the MASN's relationships with other organizations.
- C. Approve the budget, authorize all monetary disbursements and provide a bond for all financial affairs of the association.
- D. Have the power to make and enforce policies of this association.
- E. Have the power to fill vacancies for the unexpired term, unless otherwise specified in these bylaws and according to the following criteria:
 - 1. A vacancy on the Board of Directors, other than President, shall be filled, if deemed essential, by the Board of Directors.
 - 2. The candidates for a vacant office must meet all eligibility requirements.
 - 3. Providing a vacancy shall be filled, it shall require a 2/3 vote of the Board of Directors.
 - 4. Any resignation from a position on the Board of Directors shall be in writing and shall be effective immediately upon receipt of the same by the MASN Board of Directors.
 - 5. In the event that a verbal resignation is tendered without written confirmation as stated in Section 4E, 4, above, then the Board of Directors shall consider the removal of the individual by declaring the office vacant by $\frac{3}{4}$ vote.
 - 6. Verbal resignations shall be tendered to the President and another board member. In the case that the President is verbally resigning, the President shall tender the resignation to the First Vice-President and another board member
- F. Have the power by $\frac{3}{4}$ vote to declare an office vacant upon refusal or neglect of any member of the Board to perform the duties of the office. A written report which declares the office vacant shall be given to the officer according to the following criteria:
 - 1. A written request to declare the office vacant must be submitted to the President no fewer than 8 calendar days prior to the next Board of Directors meeting. The request must include a detailed description of the refusal or neglect to perform duties of office, must be tendered by a voting member of the Board of Directors, and must be signed by the submitting member. The origin of the request is to remain confidential.
 - 2. The President must notify the Board Member in question, and subsequently attempt to notify the entire Board of Directors within 24 hours of receiving the written request, documentation of which may be requested at the discretion of the Board of Directors.

3. The call for vacancy shall be addressed directly after roll call at the next Board of Directors meeting at which time the meeting must be closed to all but the voting Board Members and/or the member in question.
 4. If present, the member in question shall be allowed 5 minutes to speak on their behalf, followed by a 5 minute period during which the Board of Directors may ask questions directly pertaining to the refusal or neglect to perform duties of the office. The member in question will be dismissed from the meeting room allowing the Board of Directors 5 minutes to consider the evidence or lack thereof. A vote by secret ballot shall then be taken, and the member in question will be invited to return to the meeting room. Each vote for or against the vacancy will be read aloud and tabulated by the Secretary, unless he/she is the member in question in which case the votes will be announced and tabulated by the President.
 5. If the office is declared vacant by a $\frac{3}{4}$ vote, then a written report which declares the office immediately vacant shall be give to the officer involved, who shall then be dismissed from the meeting.
 6. In the case that gross neglect of duty occurs, which must be addressed immediately to ensure the continued work of the Board, a call for vacancy may be issued at a Board of Directors meeting and must follow the above procedure with the exception of a 90% vote necessary to declare the office vacant.
- G. In case of emergency, votes by referendum may be taken by the Board of Directors, provided the material is communicated in the same words to each Board member.
- H. Perform all other duties as may be specified in these bylaws.

Section 5 Meetings

- A. Regular meetings of the Board of Directors shall be held immediately before and after the annual meeting, and at such times deemed necessary by a majority of the Board. The Board shall determine the date and location of meetings.
- B. The quorum shall be a majority of the voting members of the Board of Directors and shall include the President or First Vice-President.
- C. All meetings of the Board of Directors shall be open unless stipulated otherwise by the Board.
- D. All voting and non-voting members are required to be at the pre-convention and post-convention Board of Directors meetings. All voting members are expected to be at all other Board meetings except the meeting held at NSNA convention. A voting member may miss two Board of Directors meetings (other than convention) if the President is notified in advance of the meeting. If for any reason, a voting member misses three Board of Directors

meetings, the office shall automatically be declared vacant with no vote necessary. A written report which declares the office vacant shall be issued by the Secretary to the involved member.

Section 6 Executive Committee

- A. There shall be an executive committee of the Board of Directors, comprised of the President, First or Second Vice-President, Secretary, or Treasurer, and one Consultant.
- B. This committee shall have the power to transact business only of an emergency nature which cannot wait until the next scheduled meeting of the Board of Directors.
- C. All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors.
- D. The executive committee may conduct such emergency business by telephone or mail. Whenever possible, a consultant will be contacted concerning the business meeting action.

Section 7 Policy and Procedure Manual

- A. The Board of Directors shall maintain a MASN Board of Directors Policy and Procedure Manual that contains policies and procedures that enable the Board to function more effectively. These policies shall not contradict, amend, or negate any adopted Bylaw of the Association.
- B. Each member of the Board of Directors shall review and abide by all policies and procedures set forth in the MASN Board of Directors Policy and Procedure Manual.

ARTICLE IX
Consultants

Section 1

There shall be three consultants:

- A. Two consultants shall be appointed by the Mississippi Nurses' Association in consultation with and subject to confirmation by the MASN Board of Directors. The consultants shall be appointed to serve for a two-year term, or until a successor is appointed.
- B. One consultant shall be a graduate nurse or a graduating senior student who has been an active member of the MASN the previous year, with experience on the MASN Board of

Directors or state committee. This person shall be appointed by the president with approval by the MASN Board of Directors.

Section 2

The Consultants shall:

- A. Serve as resource persons in planning, deliberating, implementing and evaluating MASN activities.
- B. Attend board meetings of the association and other official meetings, such as national and state convention and the Council of State and School Presidents.
- C. Function as executors of the MASN Policy and Procedure Manual, assuring that the principles and directives are followed.
- D. Identify resource and provide the guidance needed for decision making, problem solving, program planning, and fundraising.
- E. Provide information and guidance in organizational management, such as financial planning and record keeping.
- F. Objectively interpret major health issues and concerns of the nursing profession.
- G. Provide guidance to the student president on how to conduct effective meetings (e.g. planning an agenda, parliamentary procedure and recording minutes).
- H. Serve as an interpreter of the responsibilities, policies and goals of the MASN, MNA, and other community and professional organizations.
- I. Stimulate and encourage personal and professional development and foster the leadership skills required of officers and other members of the MASN.
- J. Facilitate discussions leading to decision making by student leaders while refraining from direction the outcomes.
- K. Facilitate the orderly transition of the outgoing and incoming members of the Board of the Directors and consultants.
- L. Identify implications for both the MASN and the MNA when action or positions are considered.
- M. Serve as a resource and liaison to administration, faculty, MNA, and others as needed.
- N. Clarify functions, programs, and operations of the MNA.

- O. Adhere to ethical principles on matters of confidentiality.

ARTICLE X Committees

Section 1

The Board of Directors, at its discretion, shall establish committees deemed necessary to carry on the work of the association and determine the functions, terms, and membership of the committees. A quorum for committee meetings shall be a majority of the members.

Section 2

Committees shall report to the Board of Directors when requested to do so. A written report of the committee's activities shall be presented at the annual meeting.

Section 3

- A. There shall be a scholarship committee consisting of the president, secretary, treasurer, associate degree representative north, associate degree representative south, and baccalaureate degree representative. The committee will gather monetary donations to offset costs and process any necessary paperwork.
- B. There shall be a Convention Committee outlined by the First Vice-President and according to these bylaws.
- C. There shall be a Pulse Point Committee outlined by the Director of Pulse Point and according to these bylaws.
- D. There shall be a Breakthrough to Nursing Committee outlined by the Director of Breakthrough to Nursing and according to these bylaws.
- E. There shall be a Director at Large Committee outlined by the Director at Large and according to these bylaws.
- F. There shall be a Fundraising Committee outlined by the Chairperson of Fundraising and according to these bylaws.

ARTICLE XI
Fiscal Year

The fiscal year shall be November 1 through October 31.

ARTICLE XII
Official Publication

The Pulse Point shall be the official publication of the MASN and shall be distributed to members as one of the benefits of membership.

ARTICLE XIII
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* where the rules apply and are not in conflict with these bylaws.

ARTICLE XIV
Amendments

Section 1

These bylaws may be amended at the annual meeting of this association by a two-thirds (2/3) vote of the delegates present, entitled to vote, and voting, provided that a copy of all amendments have been sent to all constituent associations at least one month prior to the annual meeting.

Section 2

All proposed amendments shall be prepared by the Second Vice-President and submitted to the Board of Directors for approval at least two months prior to the annual meeting.

Section 3

Proposed amendments may be submitted to the Second Vice-President by any constituent association.

Section 4

These bylaws may be amended without previous notice at the annual meeting or meetings duly called for such purpose by ninety-nine (99) percent vote of those present, entitled to vote and voting.

Section 5

An amendment to these bylaws shall become effective immediately upon its approval at the annual meeting unless the amendment specifies a time for its going into effect.

Section 6

Amendments to the bylaws of NSNA, adopted at the annual meeting, which directly relate to the business of the state constituent association in the areas of conformity (purpose and function, dues, membership, and representation) shall automatically and immediately effect the necessary amendment to the bylaws of the state constituent association and shall promptly be incorporated into their bylaws.