

**Bylaws of the
Massachusetts School Nurse Organization, Inc.
*Restated by Vote of the Members as of September 21, 2019***

Article 1. General Provisions.

1.1 Bylaws Established. These are the restated Bylaws of the Massachusetts School Nurse Organization, Inc. (“MSNO”). These Bylaws, the powers of MSNO and its members, directors, and officers, and all matters concerning the conduct and regulation of the activities of MSNO will be subject to applicable provisions, if any, contained in the Articles of Organization.

1.2 Principal Address. The principal address of MSNO will be located in Massachusetts. The Board of Directors of MSNO may establish and change the address or have other addresses as they may determine from time to time.

1.4 Fiscal Year. Except as otherwise determined by the Board, the fiscal year of MSNO will end on August 31 of each year.

Article 2. Mission

2.1 Mission. MSNO is organized (a) to promote and advance quality school health services throughout the Commonwealth; (b) to promote the interests, rights and professional growth of its members; and (c) to carry on any other activity in support of and to benefit the above mission as may be carried on by a corporation organized under Chapter 180 of the Massachusetts General Laws and described in Section 501(c)(6) of the Internal Revenue Code of 1986, as now in force or hereafter amended (the “Code”). MSNO will not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in Section 501(c)(6) of the Code or the corresponding section of any future federal tax code.

2.2 Affiliation. MSNO is affiliated with the National Association of School Nurses, Inc (“NASN”).

Article 3. Members

3.1 Classes. MSNO will have four classes of members, including Active, Associate, Retired, and Student.

a) Active - Active membership is open to any registered professional nurse who meets the requirements for school nursing in Massachusetts, and who is in compliance with such other qualifications or requirements set forth in these bylaws. Active members shall be entitled to exercise full membership rights. To be eligible for Active membership a person must:

- Be a registered professional nurse;
- Meet the criteria for state certification or licensure as a school nurse (if mandated certification or licensure exists);
- Be primarily assigned to the administration, education or the provision of school health services; and

- Be eligible for active membership in the state school nurse association, if one exists.

b) Associate – Associate membership is open to any licensed nurse who serves with the primary assignment, the administration, education, or the provision of school health services, or who is employed by MSNO, but who is not eligible for Active membership. Associate members do not vote or hold office in MSNO.

c) Retired – Any active or associate member shall, upon retirement, be eligible to become a retired member upon notification to MSNO and NASN. Any retired member who desires to remain in the active membership classification shall be required to pay full active dues. Retired members shall not vote or hold office in MSNO or NASN.

d) Student – Student membership is open to any person enrolled in a professional nursing program with the intention to become a school nurse, which program issues no more than an undergraduate degree. This does not include enrollment in masters or doctoral degree programs or participation in the MA Department of Public Health-mandated orientation to school health for MA Department of Elementary & Secondary Education nursing licensure to work in MA public schools. Student members must submit proof of appropriate enrollment with their MSNO membership forms. Student membership may not extend past five years. Student members shall not vote or hold office in MSNO or NASN.

3.2 Dues. Annual dues will be set by the Board of Directors and will include the unified dues set by NASN. Dues are payable on the anniversary date of the individual member or in installments.

3.3 Removal. Membership may be withdrawn for failure to pay dues, failure to maintain the qualifications and/or requirements of class of membership, or failure to act in the best interests of MSNO as determined by the Board.

Article 4. Meetings of the Members

4.1 Annual Meeting. The annual meeting of the members will be held at a time and place to be determined by the Board of Directors. Unless otherwise provided by law, members may participate in the annual meeting by means of videoconferencing software or similar communications equipment by means of which all persons may participate in the meeting at the same time.

4.2 Special Meetings. The Executive Committee may call special meetings as deemed necessary. Special meetings of the members may also be called by any director upon written application of any member or members entitled to vote.

4.3 Quorum. At any meeting of the members, a majority of Active members registered at the meeting will constitute a quorum.

4.4 Notice. Meetings of the members will be called by giving at least 15 calendar days' notice to each member stating the place, day and hour for the meetings and the purpose and, if the meeting is to be held virtually, a link or other instructions to register for and attend the meeting.

4.5 Roberts Rules of Order, Revised - *Roberts Rules of Order, Revised* will be the governing authority for meetings of the members, as well as meetings of MSNO's Board and committees, as applicable, provided they are not inconsistent with these Bylaws.

Article 5. Board of Directors

5.1 Composition. MSNO will have a Board of Directors (the “Board”), which will include the Executive Committee (the individuals holding the positions of President, President-Elect, Vice-President, Treasurer, Secretary, NASN Director, and immediate past-President) and the chairperson(s) of each Region, the chairperson(s) of each standing committee, and a Retired member who has retained Active status with all the privileges, upon payment of full dues.

5.2 Election. The Executive Committee members, with the exception of the Immediate Past-President, and such other officers as the Board may determine will be elected by the members at the annual meeting of the members, and the remaining (non-officer) directors will be appointed by the President in consultation with the Executive Committee. All directors will hold office until their respective successors are elected or appointed.

5.3 Chairpersons of Regions. The regions of MSNO will be determined by the Board of Directors. Each region will have a Chairperson or Co-Chairpersons, who will be members of the Board of Directors. Regional MSNO events will be supported if possible with MSNO funding when regional co-chairs have consulted with Executive Committee members prior to the events.

5.4 Meetings. The Board of Directors will meet at least six times per year at such times and places as the Board may determine. The Executive Committee may call additional meetings when deemed necessary. The Board of Directors will review the budget submitted by the Executive Committee and make general policy recommendations to the annual meeting of members.

5.5 Quorum. At any meeting of the Board, a majority of the total number of directors, including at least two elected officers, will constitute a quorum.

5.6 Ad Hoc Board Appointee(s). In cases when the Board appoints member(s) of MSNO to represent MSNO in connection with events or other organizations (“Ad Hoc Board Appointee(s)”), the Board may ask such Ad Hoc Board Appointee(s) to attend the Board meetings where the events or organizations will be discussed, and the Ad Hoc Board Appointee (s) will be expected to attend in a non-voting capacity.

5.7 Resignations. A director who wishes to resign must give written notice thereof to the President.

5.8 Removals. A director may be removed from office (a) if she/he fails to attend or to participate in two consecutive or three non-consecutive duly called meetings without good cause, as determined by the President in consultation with the Executive Committee; or (b) by vote of a majority of the directors at a meeting called for that purpose provided notice of such action has been given to all directors prior to the meeting and the director to be removed has been given reasonable notice and opportunity to be heard before the Board.

5.9 Vacancies. A vacancy in the Board may be filled by the remaining directors at any meeting of the Board. Each successor will hold office for the unexpired term until her/his successor is either chosen by the members, in the case of an officer position, or by the President in consultation with the Executive Committee, in the case of a non-officer, or until she/he resigns or is removed. The directors will have all

their powers notwithstanding the existence of one or more vacancies in their number.

5.10 Presence at Meetings. Unless otherwise provided by law, members of the Board may participate in any meeting by means of a conference telephone, video or similar communications equipment by means of which all persons may participate in the meeting at the same time.

5.11 Notice of Meetings. A written notice stating the day, hour, and place, if relevant, of any meeting of the Board will be given to each director at least 30 calendar days before the meeting date. The notice need not specify the purposes of the meeting unless required by law, the Articles of Organization, or these Bylaws, or unless there is to be considered at the meeting (i) a contract or transaction between MSNO and one or more “interested persons” (as defined in Article 10 below).

5.12 Action by Writing. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents will be treated for all purposes as a vote at a meeting.

Article 6. Officers

6.1 Number and Qualification. The officers of MSNO will be the President, the President-Elect, Vice President, Treasurer, Secretary, Immediate Past-President, and NASN Director (the Executive Committee) and such other officers as the Board may determine. All officers will be voting members.

6.2 Nomination, Election and Terms. The Nominating Committee will present a slate of officers to be elected at the annual meeting of the members. Newly elected officers will assume office on July 1, except for the NASN Director, whose term will begin January 1 or otherwise in accordance with NASN guidelines. All officers except the NASN Director will serve for a term two years or until their successors are elected. The NASN Director will serve for a term of four years. The Immediate past President will not be elected, but will assume office following her/his term as President.

6.3 Re-Election. No officer will be eligible for consecutive re-election to the same office with the exception of the Vice President, Secretary and Treasurer, who may be re-elected for a second term or until a successor has been elected.

6.4 President. The President will preside at all meetings of the Executive Committee, Board of Directors, and members. She/he will appoint the members of all committees in consultation with the Executive Committee, serve as ex-officio member of all committees except the Nomination Committee, and perform all duties specific to the office of President and any other duties as may be assigned by the Executive Committee.

6.5 President-Elect. The President-Elect will act for the President in her/his absence. In case of death or resignation of the President, the President-Elect may succeed the President for her/his unexpired term until her/his successor is elected or until she/he sooner resigns, is removed, or becomes disqualified. If for any reason the President-Elect cannot serve her/his term or fulfill the duties of the office, her/his successor will be elected at the annual meeting of the members.

6.6 Vice-President. The Vice-President will act in the absence of the President and the President-Elect and will assume such other duties as may be designated by the President. The Vice-President will be chairperson of the Program Committee.

6.7 Treasurer. The Treasurer will keep full and correct account of receipts and disbursements in the books of MSNO, dispose of funds as may be ordered by the Executive Committee or the Board, and perform such other duties as may be assigned by the President or the Executive Committee or Board. The Treasurer will chair the Finance Committee and with the Executive Committee present a budget annually for approval by the Board of Directors`.

6.8 Secretary. The Secretary or her/his designee will keep minutes of all meetings of the Executive Committee, the full Board of Directors and the members, and will perform such other duties as may be assigned by the President or Executive Committee.

6.9 Immediate Past President. The Immediate Past-President will serve as Chair or Co-Chair of the Nominations Committee and other duties as assigned by the President or Executive Committee.

6.10 NASN Director. To qualify as the NASN Director, an individual must be a member of MSNO and NASN for at least three consecutive years. The NASN Director will attend at least two NASN board meetings annually on behalf of MSNO and perform such other duties as may be assigned by MSNO (or NASN).

6.11 Resignations. Any officer may resign at any time by giving written notice to the President. Such resignation will be effective upon receipt or at such other time as may be agreed upon by the rest of the Executive Committee.

6.12 Removals. An officer may be removed from office (a) if she/he fails to attend or to participate in two consecutive or three non-consecutive duly called meetings without good cause, as determined by the Executive Committee; or (b) by vote of a majority of the directors at a meeting called for that purpose provided notice of such action has been given to all directors prior to the meeting and the director to be removed has been given reasonable notice and opportunity to be heard before the Board.

6.13 Vacancies. The directors will elect a successor if an officer position becomes vacant. Each such successor will hold office for the unexpired term until her/his successor is elected or until she/he sooner resigns, is removed, or becomes disqualified. The officers will have all their powers notwithstanding the existence of one or more vacancies in their number.

6.14 Other Powers and Duties. Each officer will have, in addition to the powers and duties specifically set forth in these Bylaws, such powers and duties as are customarily incident to his/ her office, and such powers and duties as the directors may from time to time designate.

Article 7. Committees

7.1 Appointment. The President, with the approval of the Executive Committee, will appoint standing committees and special committees as deemed necessary, including but not limited to a Program Committee and a Finance Committee. The members of any committee will remain in office at the discretion of the Executive Committee. Committee members must be members of MSNO, but need not be Board members. Committee chairs must be Board members. The Executive Committee will determine the make-up of each committee, term of membership, eligibility for reappointment, and committee chairs. Except for the Executive Committee, all committees, both standing and special, will act through recommendations to the Board, and such recommendations will take effect if approved by the Board.

7.2 Executive Committee. There will be an Executive Committee consisting of the President, President-Elect, Vice-President, Treasurer, Secretary, Immediate Past-President and the NASN Director. The Executive Committee will approve all standing committee appointments, implement programs at official meetings of MSNO, determine policy between official meetings of MSNO, and authorize all official meetings of MSNO. The Executive Committee will work with the Treasurer to prepare an annual budget for approval of the Board of Directors. The Executive Committee will fill any vacancy occurring in that body, except the office of the President-Elect.

7.3 Quorum. A majority of committee members present will constitute a quorum for all committees.

7.4 Committee Meetings. Committee meetings will be held at such places and at such times as the chair of each committee will determine. The provisions of Article 5 regarding notice of meetings, quorum, and action by writing will apply to committee meetings as nearly as may be.

Article 8. Documents of MSNO

8.1 Execution of Papers. Except as the Board may otherwise authorize, all checks, contracts and other obligations made, accepted or endorsed by MSNO will be signed by an officer.

8.2 Corporate Records. The original or attested copies of the Articles of Organization, these Bylaws, and minutes of all meetings of the directors will be kept in Massachusetts at the principal office of MSNO or at another location as the directors may designate or electronically. Such copies and records will be made available at all reasonable times for inspection for any proper purpose relative to the interests or activities of MSNO.

Article 9. Compensation

Directors and officers will not be entitled to receive compensation for their services as Board members. They will be entitled to reimbursement of expenses incurred in connection with their services if funding permits. Subject to the Articles of Organization and Article 10 below, directors will not be precluded from serving MSNO in any other capacity and receiving compensation for any such services they provide. In establishing compensation, if any, for any officers, directors, or highly compensated employees and independent contractors, the directors will:

- Act in accordance with the Conflicts of Interest provisions set forth in Article 10 below;
- Approve compensation arrangements in advance of paying compensation.
- Document in writing the date and terms of approved compensation arrangements.
- Record in writing the decision made by each director who decided or voted on a compensation arrangement.
- Approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, and/or actual written offers from similarly situated organizations.

- Record in writing both the information on which the Board relied to base its decision and its source.

Article 10. Conflicts of Interest

10.1 Recusal. A director may recuse her or himself from voting or participating in a meeting if the director believes that she/he may have a conflict of interest with respect to a matter before the Board, or that she/he is an “interested person,” and that voting or participating in deliberations on the matter would not be appropriate. Such director will disclose to the Board the reasons for her/his recusal. For purposes of these Bylaws, an “interested person” is a director, a member of a director’s family, or a business associate of a director, who has a material financial interest in a transaction to which MSNO is to be a party.

10.2 Contracts and Transactions. No transaction between MSNO and its directors, or between MSNO and any other organization in which an MSNO director is a director or has a financial or other interest, will be void solely because of this relationship, or solely because such director is present at or participates in the meeting of the Board or committee that authorized the transaction, or solely because such director’s votes are counted to authorize the transaction; nor will any director be under any liability to MSNO on account of any the transaction *provided*:

- The relevant facts as to the director’s interest in the transaction are disclosed or are known to the Board or the committee, and the Board or committee authorizes the transaction by the affirmative vote of a majority of the disinterested directors; or
- The transaction is fair as to MSNO as of the time it is authorized, approved or ratified by the Board, a committee of the Board or otherwise by MSNO.

Article 11. Liability, Indemnification and Insurance

11.1 No Personal Liability. No director or officer of MSNO will be personally liable to MSNO for monetary damages arising out of a breach of fiduciary duty unless such liability is imposed by applicable law (i) for breach of the director’s or officer’s duty of loyalty, (ii) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit. This provision will not eliminate or limit the liability of a director or officer for any act or omission occurring prior to the date on which this provision became effective.

11.2 Indemnification. MSNO will, to the extent legally permissible, indemnify each of its current and former directors, officers and committee members (each, an “Indemnitee”), against all expenses and liabilities, including reasonable attorneys’ fees, incurred by or imposed on the Indemnitee in connection with any claim, action, suit or other proceeding or investigation (“Claim”), in which the Indemnitee may become involved due to having acted on behalf of MSNO in any activity authorized by MSNO. Such indemnification will include payment by MSNO of reasonable expenses incurred in defending a Claim, upon receipt of an understanding by the Indemnitee to repay such payment if she/he is adjudicated not to have acted in good faith and in the reasonable belief that her action was in the best interests of MSNO. The Indemnitee will, as a condition precedent to the Indemnitee’s right to be indemnified, give MSNO written notice as soon as practicable of any facts for which indemnity could or will be sought pursuant to

this Article.

11.3 Insurance. The Board may authorize the purchase and maintenance of insurance, in amounts that the Board deems appropriate, on behalf of any person who is or was an Indemnitee, against any liability incurred by such Indemnitee in any such capacity, or arising out of such person's status as Indemnitee, whether or not such person is entitled to indemnification by MSNO pursuant to this Article 11 or otherwise and whether or not MSNO would have the power to indemnify the person against such liability.

Article 12: Amendment of the Bylaws

Any MSNO member may propose amendments to these Bylaws by providing such proposed amendments in writing to the President at least 60 calendar days prior to the members' meeting at which a vote to amend will be held. The Board will provide any proposed amendments to the membership at least 15 calendar days prior to the annual meeting or any meeting of the members called for the purpose of amending the Bylaws. Any amendment of the Bylaws requires the affirmative vote of at least two-thirds of the voting members present at the meeting. All amendments will take effect immediately.