



AMERICAN NURSES ASSOCIATION

MASSACHUSETTS BYLAWS

As Amended by the Membership June 1, 2020

ARTICLE I
NAME, MISSION AND FUNCTIONS, AND RELATIONSHIPS

Section 1 Name

The name of this association shall be the American Nurses Association Massachusetts hereinafter referred to in these Bylaws as ANA Massachusetts.

Section 2 Mission

- a. ANA Massachusetts is committed to the advancement of the profession of nursing and of quality patient care across the Commonwealth.
- b. This mission shall be unrestricted by consideration of age, color, creed, disability, gender identity or expression, lifestyle, health status, nationality, race, religion, or sexual orientation.

Section 3. Functions

The functions of this association shall be to:

- a. Develop collaborative relationships with nursing and other health care related groups to explore common interests;
- b. Initiate, influence and advocate for legislation and public policy consistent with the mission of the Association;
- c. Provide for quality in nursing practice and nursing education by promoting the ANA Code of Ethics and the ANA Standards
- d. Promote and provide for the continuing education of nurses through the implementation of ANA's Standards for Continuing Education in Nursing;
- e. Encourage development of nursing knowledge through research and evidence based practices;
- f. Develop and advocate for initiatives that support the continuing education and professional development of nurses.
- g. Provide individual members with support, advocacy and information. Provide continuing communication with individual members through regular channels.

Section 4. Relationship with ANA

The relationship of ANA Massachusetts to the ANA shall be that of a constituent member association with mission and functions congruent with those of ANA.

- a. This relationship includes the obligation to pay ANA dues as determined by the ANA Membership Assembly.
- b. ANA Massachusetts shall continue to pay dues to the ANA pursuant to the ANA Bylaws and Membership Assembly policy until such time as 2/3 of the entire ANA Massachusetts membership votes to disaffiliate from the ANA. Such vote may occur by mail or electronic ballot, with appropriate notice and procedures to protect its integrity and validity in compliance with all applicable state laws.

- c. This relationship includes the responsibility to amend the ANA Massachusetts Bylaws within two (2) years of the year in which ANA amends or revises its bylaws.

ARTICLE II MEMBERSHIP

Section 1 Qualifications

Those eligible for ANA Massachusetts membership shall be:

- a. Any nurse who has been granted a license to practice as a registered nurse in at least one state or territory of the United States and does not have a license under suspension or revocation for professional misconduct in any state.
- b. This membership shall be unrestricted by consideration of age, color, creed, disability, gender identity or expression, lifestyle, health status, nationality, race, religion, or sexual orientation.
- c. ANA Massachusetts membership for purposes of disaffiliation is defined as the individual members of ANA Massachusetts who have ANA rights and privileges of membership as a result of their ANA Massachusetts membership.
- d. A nurse who has retired and no longer chooses to practice but whose license was in good standing with the Board of Registration in Nursing at the time the nurse made the decision not to maintain an active license.
- e. A nurse in or having completed a documented recovery.

Section 2 Category of Membership

- a. Joint Premier Member
ANA Massachusetts – ANA Premier Membership.
Registered nurses who are members of ANAMASS and ANA.
- b. Joint Standard Member
ANA Massachusetts – ANA Standard Membership (value price member)
Registered nurses who are members of ANAMASS and ANA.

Section 3 Rights of Members

Every Joint Premier and Standard member shall have the right to:

- a. Full participation in the association including the rights to the: ANA Massachusetts Newsletter, ANA member periodical, and other communications;
- b. Be a candidate for ANA and ANA Massachusetts elective and appointed positions in accordance with these bylaws;
- c. Participate in the election of officers of ANA Massachusetts;
- d. Participate in the election of officers of the ANA Massachusetts;
- e. Participate in the election of representatives to the ANA Membership Assembly in accordance with the ANA Bylaws;
- f. Attend annual and special meetings of ANA Massachusetts with voting privileges;
- g. Attend the meetings of ANA Membership Assembly, Conventions, and other unrestricted

- activities ANA activities;
- h. Attend the Congress of the International Council of Nurses (ICN);
- i. Transfer from ANA Massachusetts to another Constituent/ State Nurses Association (C/SNA) of the ANA;
- j. Due process at both the ANA Massachusetts and ANA levels.

Section 4 Responsibilities

The ANA Massachusetts member shall:

- a. Abide by the ANA Massachusetts and ANA bylaws;
- b. Abide by the ANA Code of Ethics for Nurses.
- c. Abide by the ANA Massachusetts Conflict of Interest Policy

Section 5 Dues

The annual dues shall apply to a twelve (12) month membership period from the time of enrollment.

- a. The amount of annual ANA Massachusetts dues may be changed by a majority vote at the annual business meeting, provided that the membership has been notified in writing of any proposed change in dues with the call of the annual meeting at which it is to be proposed.
- b. The dues paid by ANA Massachusetts to the ANA on behalf of each member shall be automatically added to the ANA Massachusetts dues. The annual dues for a ANA Massachusetts member shall be set forth in ANA Massachusetts dues policy and shall include the present rate of dues paid by ANA Massachusetts to the ANA. In the event that the rate of dues payable to the ANA by ANA Massachusetts is increased in the future, any such change shall be automatically added to the annual dues owed by a ANA Massachusetts member.
- c. Members who transfer to ANA Massachusetts from another ANA Constituent/ State Nurses Association shall not pay additional dues for the remainder of their twelve (12) month membership period, providing dues have been paid in full. And further, the Association shall not be required to refund dues to the individual member who transfers to another Constituent/ State Nurses Association.
- d. Additional policies on dues reduction may be set forth by the Board of Directors in ANA Massachusetts dues policy.

ARTICLE III DISCIPLINARY ACTION

Section 1

Members shall be subject to censure, suspension, or expulsion in accordance with the Disciplinary Policy and Procedure of the ANA Massachusetts Board of Directors for such conduct including but not limited to:

- a. Violation of ANA Massachusetts or ANA Bylaws;
- b. Violation of the ANA Code of Ethics for Nurses.

c. Violation of the ANA Massachusetts Conflict of Interest Policy.

Section 2

Expulsion from another Constituent/ State Nurses Association (C/SNA) shall result in expulsion from ANA- Massachusetts upon certification thereof by the relevant C/SNA.

Section 3

The member may, within 60 days after notification of disciplinary action taken against her/him, appeal such expulsion to the ANA Massachusetts Board of Directors pursuant to common parliamentary and statutory law.

Section 4

ANA Massachusetts shall provide for full recognition and enforcement of any disciplinary action taken by any ANA Constituent/ State Nurses Association (C/SNA) against its members provided that such action was taken in accordance with the disciplining constituent/ state nurses association bylaws and disciplinary procedures.

Section 5

Members expelled by another C/SNA who are subsequently reinstated by that C/SNA, shall be automatically reinstated by the ANA Massachusetts.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Definition

The Board of Directors is a corporate body composed of officers and directors elected by the membership in a secret mail or electronic ballot, with the exception of up to two directors appointed as in Section 2c.

Section 2 Composition

The Board of Directors shall consist of ANA Massachusetts elected and appointed officers and directors.

- a. There shall be four (4) officers: President, President-elect, Secretary and Treasurer;
- b. There shall be six (6) elected directors.
- c. Up to two (2) additional directors may be appointed by the Board of Directors. These directors shall be members who have been licensed as registered nurses for five (5) years or less.
- d. The Immediate past-president shall serve as a member of the Board of Directors.

Section 3 Meetings

- a. Regular meetings of the Board of Directors shall be held at least four (4) times each year and open to all members to attend as observers
- b. Special meetings of the Board of Directors may be called by the President or shall be called by the Secretary at the written request of at least six (6) members of the Board of Directors. The

purpose of the meeting shall be stated in the call to the meeting.

- c. A quorum at any meeting of the Board of Directors shall consist of a majority of the Board of Directors, of which two (2) shall be Officers. Or the two officers present, at least one (1) shall be President or President- elect.
- d. Absence of any member from two or more regularly scheduled meetings within a calendar year may be considered forfeiture of the right to continue to serve and may create a vacancy to be filled.

Section 4 Responsibilities

The Board of Directors shall:

- a. Transact the business of ANA Massachusetts between meetings of the membership.
- b. Establish administrative policies governing the affairs of the association and devise and promote measures for its growth and development.
- c. Provide for the maintenance of an office; select a place for the deposit of ANA Massachusetts funds; provide for an annual review of all financial records by a certified public accountant; and provide for an audit every three years of all financial records by a certified public accountant.
- d. Appoint and define the duties of the Executive Director and evaluate his/her performance annually.
- e. Determine the persons to be bonded, fix the amount of bond for each, and secure such bond.
- f. Establish special committees, as it considers necessary.
- g. Make appointments and fill vacancies as provided for in these bylaws.
- h. Consider recommendations submitted by committees.
- i. an annual budget.
- j. Report to the membership at annual and special meetings.
- k. Perform such other duties applicable to the Board as prescribed by the parliamentary authority as noted in Article X.

Section 5 Terms of Office:

- a. The President-elect shall be elected by secret mail or electronic ballot every two years in even number years for a term of one year or until a successor is elected. The President shall hold office for a term of two years or until his/her respective successor has been duly installed in the office of President. At the expiration of the President's term, the President-elect shall automatically assume the Office of President, and the President shall automatically assume the office of Immediate Past President for a term of one year.
- b. The Secretary shall be elected by secret mail or electronic ballot in the even-numbered years, and the Treasurer shall be elected by secret mail or electronic ballot in the odd-numbered years to serve for terms of two (2) years or until their successors are elected. Secretary and Treasurer shall not be eligible to serve more than two (2) consecutive terms in the same position.
- c. Three (3) Directors shall be elected by secret mail or electronic ballot in the even numbered years to serve for a term of two (2) years or until their successors are elected.
- d. Three (3) Directors shall be elected by secret mail or electronic ballot in the odd numbered years to serve for terms of two (2) years or until their successors are elected.

- e. No elected member, other than the President; President-elect; and Past President, shall be eligible to serve more than six (6) consecutive years on the Board of Directors.
- f. Any elected officer or director who has served more than half a term shall be considered to have served a full term in that position.
- g. Directors as noted in Article IV, Section 2, c, shall be appointed for a one (1) year term, but shall not be appointed for more than two (2) consecutive terms. These terms shall not be considered time in office should such director choose to run for an elected position.
- h. At any meeting of the Board of Directors, any Board of Director member may be removed by a vote of the majority of the Board then in office when sufficient cause exists for such removal. Such Board of Director member shall be removed for cause only after reasonable notice and opportunity to be heard by the Board, and may be represented by counsel at the meeting.

Section 6 Vacancies

- a. Vacant Board positions are filled by the Board of Directors for the remainder of the term, with the exception of President, which is automatically filled by the President-elect. Vacancy in the board position of Immediate Past President will remain vacant. In the event of a vacancy in the office of President-elect, a special election will be called in accordance with policy and procedure.
- b. Vacancy in any elected position, except that of President-elect or ANA representative, shall be filled by the Board of Directors for the remainder of that term.
- c. Vacancies in ANA representative and/or alternate positions can only be filled by election with the exception of President, which is automatically filled by the President-elect.

Section 7 Duties of Officers

The officers shall perform all duties pertaining to their office, which shall include, but not be limited to, the following:

- a. The President shall preside at all meetings of the Board of Directors and of the membership; and shall be an ex-officio member of all committees except the Nominating Committee and the Bylaws Committee; and shall serve as elected ANA Massachusetts representative to the ANA Membership Assembly and also represent ANA Massachusetts at the ANA Leadership Council.
- b. The President-elect shall assume the duties of the President in the absence of the President; and shall perform such other duties as may be designated by the President or the Board of Directors.
- c. Any ANA Massachusetts officer or member who fills a vacancy in the office of the Executive Director or assumes the duties of an absent Executive Director cannot serve as ANA Massachusetts representative to the ANA Membership Assembly unless elected to that office.
- d. The Secretary shall keep the minutes of all meetings of the Board of Directors and of the membership, and shall ensure the addition of all new policies to the policy manual.
- e. The Treasurer shall:

1. Oversee all receipts and disbursements;
2. Present written reports to all regular meetings of the Board of Directors and the membership; and
3. Be an ex-officio member of the Finance Committee.

Section 8 Indemnification

The association shall, to the extent legally permissible, indemnify each person who has served as a director or officer against all expenses and liabilities incurred in connection with any action, suit or proceeding in which that person shall be involved by reason of service when such service was performed in good faith.

ARTICLE V Nomination and Elections

Section 1

The Nominating Committee shall consist of five (5) members and be accountable to the membership.

- a. The Immediate Past President will automatically serve as chairperson of the Nominating Committee for a term of one (1) year. In even-numbered years two (2) members, and in odd-numbered years two (2) members, shall be elected by the membership for a term of two (2) years or until their successors are elected.
- b. Vacant Nominating Committee positions are filled by the Board for the remaining term. In the event of a vacancy in the Immediate Past President position, the elected member in their second year of his/her term receiving the highest number of votes shall serve as chairperson.
- c. The nominating committee shall prepare a slate of candidates for and oversee all ANA Massachusetts elections in accordance with election policy and procedures established by the Board of Directors.
- d. No person serving as an officer or director of another organization where such service might result in a conflict of interest shall be included on the slate for an elected ANA Massachusetts
- e. A candidate for President-elect must have served on the Board of Directors for at least one year prior to the start of their term as President-elect.
- f. All candidates for the office of secretary, treasurer or director (with the exception of the new graduate director(s), who is appointed by the Board of Directors) shall have been an ANA Massachusetts member in good standing for at least one year before their term of office begins.

Section 2

Schedule of election of Representatives and Alternates to the Membership Assembly.

- a. Representatives and alternates shall be elected in the even years for a two year term or until a successor is elected. The President shall serve as a representative by reason of the office. A member who resigns before completion of the two-year term shall be deemed to have served that term. The representative who moves up from alternate will be deemed to have served a full term.
- b. The Executive Director shall serve as a representative provided that s/he is a member of ANA Massachusetts in good standing and only if elected as a representative to the ANA

Membership Assembly.

- c. No member shall be elected to serve more than three consecutive terms (6 years) as a representative. This provision shall not apply to the President or the Executive Director.

Section 3

- a. The president of ANA Massachusetts will serve as a representative to the membership assembly.
- b. Other representatives to the assembly will be elected by a vote of the membership.
- c. Those members not elected will be alternates and will serve if needed. They will be called to serve in order of the amount of votes received.
- d. No member will serve for more than three consecutive terms.
- e. Membership assembly will hold one scheduled meeting per year and may be called on for more if needed.

Section 4 Election shall be by secret mail or electronic ballot and in accordance with policies and procedures established by the Board of Directors. In the event of a tie, decision shall be by lot.

ARTICLE VI MEETINGS OF THE MEMBERSHIP

Section 1 There shall be at least one (1) meeting of the membership each year which shall be the annual meeting. The annual meeting shall be held at such time and in such place as shall be determined by the Board of Directors.

Section 2 Special meetings may be called by the President or shall be called by the Secretary at the request of a majority vote of the Board of Directors or at the written request of at least fifty (50) members and one (1) officer or director. The purpose of the meeting shall be stated in the call to the meeting.

Section 3 Notice of all meetings shall be sent in writing or electronically to each member at least fifteen (15) days prior to the date of the meeting.

Section 4 A quorum at any meeting of the membership shall consist of a majority of the Board of Directors including either the President or the President-elect and twenty-five (25) members not serving on the Board of Directors.

ARTICLE VII Committees

Section 1 The Board of Directors shall appoint the members of the following standing committees to serve for a term of two (2) years or until their successors are appointed: Bylaws, Finance

Section 2 The Board of Directors may establish such additional standing committees and such special committees, groups and task forces, as it considers necessary.

Section 3 All standing and special committees with the exception of the Bylaws Committee shall be accountable to the Board of Directors. The Bylaws Committee shall be accountable to the membership.

Section 4. The Board of Directors with the recommendation of each committee shall appoint the Chair(s) of the standing committees to serve for a term of two (2) years or until their successors are appointed.

ARTICLE VIII REPRESENTATION AT NATIONAL MEETINGS

Section 1 The number of representatives to which ANA Massachusetts shall be entitled shall be determined by the ANA Membership Assembly.

Section 2 The election of representatives and alternates shall be in accordance with the election policies and bylaws of ANA Massachusetts and in accordance with ANA bylaws.

Section 3 The representatives of ANA Massachusetts at meetings of the Membership Assembly of the ANA shall be the President and the elected representatives or their designated alternates.

Section 4. ANA Massachusetts is entitled to two representatives to the ANA Leadership Council and they shall be the president and chief staff officer (Executive Director) or their designees. The ANA Massachusetts president or the president's designee shall be allowed one vote.

ARTICLE IX FISCAL YEAR

The fiscal year of ANA Massachusetts shall be July 1 through June 30.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern ANA Massachusetts in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order ANA Massachusetts may adopt.

ARTICLE XI
AMENDMENTS

Section 1. Amendments with Notice:

These bylaws may be amended at any meeting of the membership by a two-thirds (2/3) vote, provided that the amendment has been submitted to the members in writing with the call of the meeting at which it is to be proposed. Amendments shall become effective at the close of the meeting at which they were adopted unless voted otherwise in the motion to adopt.

Section 2. Amendments Without Notice:

These Bylaws may be amended without previous notice at any meeting of the membership by a 99 percent (99%) positive vote of the members present and voting.

ARTICLE XII
DISSOLUTION

If at any time ANA Massachusetts finds it necessary to formally dissolve the organization, the Board of Directors shall:

- a. Convene a special membership meeting to discuss the decision:
- b. Direct the ANA Massachusetts staff to freeze the membership roll as of the end of the membership meeting;
- c. Appoint a task force of not less than five (5) current members to facilitate the dissolution process. d. The task force shall report their recommendations to the membership as a whole and to the Board of Directors for a formal vote. The task forces' dissolution process shall include consistency with applicable Massachusetts's laws of incorporation and consideration of applicable federal and state tax laws for tax-exempt organizations;
- d. Forward to the membership a summary statement of any remaining assets after financial obligations have been met:
- e. Determine the recipients of disbursements of the remaining assets after receiving from the task force their recommendation of a select list of organizations of similar mission and purpose.
- f. Communicate to the membership the results of the task force recommendations and the Board's disbursement decision.
- g. The Chairperson of the ANA Massachusetts/ANCC Approver Unit be apprised of any discussion by the ANA Massachusetts BOD regarding possible termination of the association in advance of any decision.

Amended by the membership on June 1, 2020.