

# BYLAWS

## THE INTERNATIONAL ORGANIZATION OF MULTIPLE SCLEROSIS NURSES, INC.

### Article I. Name

The name of this corporation is "International Organization of Multiple Sclerosis Nurses, Inc." hereinafter referred to as "IOMSN" or "The Society".

### Article II. Mission Statement

The mission of the International Organization of MS Nurses (IOMSN) is the establishment and perpetuation of a specialized branch of nursing in multiple sclerosis; to establish standards of nursing care in multiple sclerosis; to support multiple sclerosis nursing research; and to educate the health care community about multiple sclerosis; and to disseminate this knowledge throughout the world.

The ultimate goal of the IOMSN is to improve the lives of all those persons affected by multiple sclerosis through the provision of appropriate healthcare services.

### Article III. Offices

Principal Office: The principal office for the transaction of business of the Society shall be located in New Jersey. The Society may have offices at such other places, either within or without the State of New Jersey as the Board of Directors may from time to time designate.

### Article IV. Membership

#### Section 1 - Classes and Qualifications for Membership

The membership in the Society shall consist of those persons who provide, direct, facilitate, or support nursing care in multiple sclerosis. Members consist of active members, junior members, corporate members, associate members, and affiliate members.

A. Active Members: An active member shall be a licensed nursing professional whose professional interest and activities are devoted to the care of patients with multiple sclerosis either through direct practice, research, or education who reside throughout the world.

B. Junior Members: A junior member shall be an individual who is enrolled in an educational program with special interest in the furtherance of the purposes of the Society. The junior member shall be a non-dues paying member and may not vote on matters of the society, hold an elective office or serve as a committee chair. A junior member may maintain their junior membership as long as they are enrolled in an educational program.

C. Associate Members: An associate member shall be a non-nurse healthcare professional engaged in MS care and who influences access to, and quality of care for the MS patient. Associate members shall be a paying member, may not vote on matters of the society, hold an elective office or serve as a committee chair.

D. Affiliate Members: An affiliate member shall be a registered nurse whose professional interest and activities are devoted to the care of patients with multiple sclerosis either through direct practice, research, or education who reside outside of the United States or Canada. Affiliate members are members of IOMSN by being a member of their respective countries organization.

E. Corporate Members: Corporations meeting requirements for support of the Society as established by the Board of Directors from time to time shall be eligible for Corporate membership. Employees of the corporation shall also be eligible for membership. Corporate members shall be paying members, may not vote on matters of the society, hold an elective office or serve as a committee chair.

## Section 2 - Application Process

Application for membership to the Society shall be made by filing an application in such form as the Society shall require. Applications shall be filed in the Executive Offices of the Society. Applications for membership or for change in membership status shall be referred to the Membership Committee for evaluation and recommendation. The recommendation of the Membership Committee concerning applications for change in membership status shall be forwarded to the Board of Directors, which still has the authority to approve or disapprove such recommendations.

## Section 3 - Voting Rights

All members in good standing may vote on matters coming before the Society, including the election of officers. Only active members may hold office in the Society.

## Article V. Forfeiture of Membership

Membership may be denied, revoked or restricted for cause only by action of the Board, which may only be taken pursuant to the Society Disciplinary Policy (Article XII). The Society Disciplinary Policy sets forth the procedures governing investigation, hearing and appeal, which shall be consistent with the following provisions.

#### Section 1 - Failure to Pay Dues

The failure of a member of the Society to pay his/her dues for one year may be considered sufficient cause for forfeiture of membership unless otherwise directed by majority vote of the Board of Directors. The executive office shall give written notice to those members who are in danger of forfeiting their membership, but failure of the member to receive such notification shall not prevent forfeiture. If the member fails to discharge this financial obligation within 90 days after mailing of notification, the Executive Office will drop the member from the Society. The Board of Directors will be informed of these removals.

#### Section 2 - Disciplinary Action

Current and proposed members of the Society shall be subject to disciplinary action as set forth in the Society's Disciplinary Policy (see Article XII). Any person may provide information to the Society about the professional conduct, performance or competence of its members. Matters shall be subject to investigation by an ad hoc Investigation Committee according to the Disciplinary Policy. The Committee shall provide the Board and the member with its written decision and recommendation for action. Disciplinary actions may include, but not be limited to censure, suspension or expulsion from the Society.

#### Section 3 - Hearing

If a hearing is warranted and requested, it shall be conducted according to the Society Disciplinary Policy before an impartial panel to be designated by the President. The member has at least the following rights at the hearing: representation by an attorney or other person of his/her choosing; to have a record of the hearing made and made available at a reasonable cost; to call, examine and cross-examine witnesses; to present evidence deemed relevant by the hearing officer; and to submit a written statement to the hearing panel at the close of the hearing.

#### Section 4 - Appeals Process

The member may appeal the decision of the hearing panel by filing an appeal with the President of the Society within 30 days of the hearing panel decision. The appeal shall be conducted by the full Board according to the Society Disciplinary Policy.

The Society Disciplinary Policy may be amended by resolution of the Board of Directors.

## **Article VI. Officers**

### **Section 1 - Eligibility and Terms of Office**

The officers of the Society shall consist of a President, President-elect, Secretary, Immediate Past-President and Treasurer. Such officers will serve without monetary compensation but shall be entitled to reimbursement of out-of-pocket expenditures made by them on behalf of the Society while discharging their duties as officers. Only active members of the Society shall be eligible to hold these offices. All officers shall be members of the Board of Directors. Officers shall hold office for a term of two (2) years; provided, however, that each officer shall hold office until his/her successor shall have been duly elected and qualified unless such officer shall have ceased to meet the qualifications of his/her office. Officers shall not be eligible to serve more than two (2) consecutive terms in the same office.

### **Section 2 - Election**

The officers of the Society shall be elected by a simple majority of the voting members of the Society. If the office of President, President-elect, Secretary, or Treasurer becomes vacant between the annual meetings the Board of Directors shall elect in a timely manner a successor to serve the unexpired term.

### **Section 3 - The President**

The President shall be responsible for the administration of the Society, including general supervision of the policies of the Society and general and active management of the affairs of the Society. S/he shall have the authority to review contracts or agreements under the seal of the Society. The President shall preside at all meetings of the members and at all meetings of the Board of Directors of the Society. S/he shall have the power to delegate the authority to preside at such meetings to any other person in the absence of the President-elect. S/he shall appoint the chairpersons of the committees described in Article IX of these Bylaws and shall fill vacancies occurring in any committee chairmanship so appointed.

### **Section 4 - The President-elect**

The President-elect shall assist the President in performing his/her duties and shall preside at any meeting in the President's absence. S/he shall succeed to the office of President upon that office becoming vacant for any reason, including death, resignation or incapacity of the President. S/he serves as chair of meetings in the absence of the President and performs specific duties assigned by the President. S/he assists in carrying

out the will of the organization and has all the powers, duties, responsibilities, and privileges of the President, when acting in his/her place.

#### Section 5 – Immediate Past President

The Immediate Past President shall assist the President and President-elect following his/her term of office. S/he shall chair the Nominating Committee for elections and shall perform any and all duties as assigned by the President.

#### Section 6 - The Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office of the Society, or such other place as the Board may order, of all meetings of the Board and membership, with the time and place of holding, the names of those present at Board Meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings required by these Bylaws, oversee the safekeeping of the seal of the Society, and approve the use of the seal. S/he shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

#### Section 7 - The Treasurer

The Treasurer shall oversee and approve the deposit of all monies and other valuables in the name of and to the credit of the Society with such depositories as may be designated with the approval of the Board. S/he shall oversee the disbursement of the funds of the Society as may be ordered by the Board and shall render to the President and the Board, whenever it is requested, an account of all the financial transactions and an accounting of the financial conditions of the Society. S/he shall develop and recommend an annual budget in cooperation with the Finance Committee and the Executive Director; s/he shall insure that all funds, physical assets, and other property of the Society are appropriately safeguarded and administered; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

#### Section 8 - Removal

Any officer of the Society may be removed from office at any time by two-thirds affirmative vote of the voting members of the Society, or by a two-thirds affirmative vote of the Board of Directors.

#### Section 9 - Vacancies

An existing or prospective vacancy in any office may be filled at any meeting of the Board of Directors, but the term of an officer elected between annual meetings of the voting members shall expire upon the conclusion of the next such annual meeting, or, if later, when the successor of such officer shall have been duly elected and qualified.

## Article VII. Board of Directors

### Section 1 - Number, Tenure, and Qualification

There shall be no fewer than 5 nor more than 20 directors, the precise number of whom shall be fixed from time to time by the Board of Directors provided that the size of the Board may not be reduced to remove a director unless such action is in accordance with Section 7.6 of these Bylaws. The current President, President-elect, Immediate Past-President, Secretary, and Treasurer of the Society shall automatically serve on the Board of Directors immediately upon effectiveness of their election to office. Directors shall be elected for three (3) year terms and serve until their successors shall be elected and qualified as provided herein. Directors shall *not* be eligible to serve more than two (2) consecutive terms.

### Section 2 - Members at Large

Members at Large shall represent affiliate MS nursing organizations located throughout the world. They shall be appointed by their respective organizations, shall be members of the Board of Directors, and voting members of the Society. They shall be afforded all other full membership privileges and shall provide the Board of Directors with input about the needs, care models, nursing research in nursing care throughout the world.

### Section 3 - Quorum

A majority of the directors then constituting the membership of the Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, all resolutions adopted and all business transactions by the Board of Directors shall require the affirmative vote of the majority of the directors present at a meeting, with each director to have one vote.

### Section 4 - Vacancies

Any vacancy occurring on the Board of Directors by reason of death, resignation, or incapacity to serve may be filled by the affirmative vote of a majority of the remaining directors, through less than a quorum of the Board, or by the sole remaining director, as the case may be, or if the vacancy is not so filled, or if no director remains, by the affirmative vote of a majority of the active members of the Society present and entitled to vote at a meeting of the members.

### Section 5 - Regular and Special Meetings

The Board of Directors shall meet annually during the annual meeting of the members provided that the failure to hold the annual meeting of the directors shall not work a

forfeiture or affect otherwise valid corporate acts. Special meetings of the Board of Directors may be called at any time by the President or by five directors on two days' notice, which may be given personally or by first class mail, telegram, cablegram, electronic mail or fax and shall be deemed given three days after mailing or when a telegram, cablegram, electronic mail, fax is sent, addressed to the director at his/her address as it appears on the membership records of the Society. Notice of any such meeting shall constitute a waiver of notice of such meeting, or the manner in which it was called or convened, except when a director states, at the beginning of the meeting, and such objection or objections to the transaction of business.

#### Section 6 - Action Without a Meeting

Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the directors, other than advisory directors, and be filed with the minutes of the proceedings of the Board of Directors.

#### Section 7 - Removal

Any elected director or advisory director may be removed from such position at any time by two-thirds affirmative vote of the active members of the Society or by a two-thirds affirmative vote of the Board of Directors.

### **Article VIII. Executive Committee**

The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee, which shall consist of the President, President-elect, Secretary, Treasurer, and immediate Past President. The Board may designate one or more directors as alternate members of the Executive Committee who may replace any absent or disqualified member at any meeting of the Committee. In the case of absence or disqualification of a member of the Executive Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. Except as otherwise stated in these Bylaws, the Executive Committee, as shall be provided in the resolution of the Board by which it is designated, shall have and may exercise all the powers and authority of the Board and therefore the Society. A majority of the entire authorized and designated number of members of the Executive Committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of the Executive Committee. The Executive Committee shall act only in the interval between meetings of the Board and all activities taken by the committee shall be reviewed for approval of the entire Board.

## **Article IX. Advisory Committees**

The advisory committees of the Society shall consist of Bylaws, Nominating, Membership, Communications, External Relations, Research and such other advisory committees as may be formed by the Board of Directors. The advisory committees shall function solely in an advisory capacity and shall have none of the powers or authority granted the Board of Directors by law, by the Articles of Incorporation, or in these Bylaws.

### Section 1 - Appointment of Chairpersons

The chairperson of each of the respective committees will be appointed by the President. Except as provided in these Bylaws, the original, substitute, and successor members of the advisory committees will be selected by the chairperson of the respective committees.

### Section 2 - Composition

The composition of each advisory committee shall be at the discretion of the chairperson with the approval of the President.

## **Article X. Meeting of Members**

### Section 1 - Annual Meeting/Notice of Meeting

The annual meeting of the members shall be held at such time and place as may be determined by the Board of Directors. Notice of meeting shall be mailed to each member at least 30 days before such meeting. The notice will specify the time, place and purpose of the meeting.

### Section 2 - Special Meetings

Special meetings for the members of the Society may be called by the President at the request of a majority of the members of the Board of Directors.

### Section 3 - Quorum

A majority of the active members shall constitute a quorum for the transaction of business. All resolutions and business transacted shall require the affirmative vote of a majority of the voting members present at the time the vote is held.

### Section 4. Telephone Meetings:



One or more of the Trustees may participate as part of the quorum of a meeting of the Board of Trustees by means of conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

## **Article XI. Contracts, Checks, Deposits, and Funds**

### **Section 1 - Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general to specific instances.

### **Section 2 - Checks, Drafts**

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 3 - Deposits**

All funds of the Society shall be deposited to the credit of the Society in such banks, trust, companies, or other depositories as the Board of Directors may select.

### **Section 4 - Gifts**

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

## **Article XII. Disciplinary Policy**

The Board of Directors shall have the duty to consider disciplinary action for any professional misconduct on the part of any member of the IOMSN for which similar disciplinary action has been taken by a State or County Agency, Board of Professional Medical Responsibility, or any other like body. Such disciplinary action shall be in the form of censure, suspension or expulsion from the IOMSN. If the member is an officer of the IOMSN, that member shall be removed from office if censured, suspended or expelled by a Board of Ethical Review for the conviction of a criminal felony or serious civil crime. The word "censure" means that the individual shall be advised, in writing, that his/her professional conduct is not consistent with the objectives of the IOMSN and that it should be changed; the word "suspended" means that the individual shall be advised, in writing, that his/her privileges as a member of the IOMSN have been suspended (or terminated) until the professional misconduct has been corrected to the satisfaction of the

statutory agencies, medical institutions, or to professional bodies supervising professional conduct; "expulsion" means that the member shall be advised that membership in the IOMSN is terminated.

### **Article XIII. Books and Records**

The Society shall keep accurate and complete books and record of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall give the registered or principal office a record giving the names and addresses of its members. All books and records of the Society may be inspected by any member, or his/her agent or attorney, for any purpose at any reasonable time.

### **Article XIV. Chief Executive Officer**

- A. Implement policies and procedures of the IOMSN under the direction of the Board of Directors.
- B. Be responsible for the day-to-day operations of the IOMSN.
- C. In consultation with the treasurer negotiate all contracts associated with the IOMSN under the direction of and with a report to the Board of Directors.
- D. Manage the financial activities of the IOMSN with oversight from the Treasurer.
- E. Provide all aspects of meetings in collaboration with the Education Committee.
- F. In collaboration with the Executive Committee interact with other professional organizations on behalf of the IOMSN in cooperation/collaboration with members of the Board of Directors.

### **Article XV. Fiscal Year**

The fiscal year of the Society shall be the calendar year, and each fiscal year shall end at midnight on December 31st.

### **Article XVI. Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of the Articles of Incorporation or by the Bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether at, before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XVII. Indemnification**

To the full extent permitted by law, the Society shall indemnify and hold harmless all officers, directors, members, employees, and agents of the Society for all acts performed by them in any good faith attempt to fulfill their duties to the Society, specifically including all costs and expenses, including attorney's fees, incurred in any action, claim, or demand concerning any such act. This provision shall be construed so as to provide and require the broadest, most complete, and extensive scope of indemnification legally permissible at the time indemnification is sought or required.

## **Article XVIII. Amendments to Articles of Incorporation and Bylaws**

### Section 1 - Amendments to Articles

The Articles of Incorporation may be amended by the affirmative vote of a majority of all of the directors, with the approval of a majority of a quorum of members.

### Section 2 - Amendments to Bylaws

The Bylaws may be amended by a majority of all of the directors, provided that the Board may not adopt, amend, or repeal a Bylaw fixing a quorum for meetings of member, increasing, or decreasing the vote required for member action, prescribing procedures for removing directors, or filling vacancies on the Board or fixing the number of directors of their classifications, qualifications or terms of office, except that the Board may adopt or amend a Bylaw to increase the number of directors. The voting members may amend the Bylaws in the manner provided by law.

## **Article XIV. No Pecuniary Gain**

No part of the net earnings of the Society shall inure to the benefit of any member, director, or officer of the Society, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Society in furtherance of one or more of its purposes). And no member, director, or officer of the Society, or any private individual shall be entitled to share in the distribution of any of the assets of the Society upon dissolution of the Society.

## **Article XX. Dissolution**

In the event of liquidation, dissolution or winding up of the Society, whether voluntary or involuntary or by operation of law, the remaining property and assets of the Society shall be distributed in such manner as the Board of Directors of the Society shall by majority vote determine, either exclusively for the purposes for which the Society is formed or consistent with



such purposes as shall at such time qualify as exempt under section 501 (C) (3) of the Internal Revenue Code.

Signed,

*Patricia Pagnotta APRN, MSCN*

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President

*Cheryl Blaschuk APRN, MSCN*

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Secretary

06/13/19

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Date

Revised March 28, 2019  
Approved by Board of Directors, IOMSN