<table>
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<tr>
<th>Article I. Name</th>
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<tr>
<td>The name of this organization is the Academy of Medical-Surgical Nurses, hereafter known as AMSN or organization. It is a not-for-profit corporation incorporated in the state of New Jersey.</td>
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<th>Article II. Purpose</th>
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<tr>
<td>AMSN is a professional organization formed to promote high standards of nursing practice, facilitate the implementation of practice guidelines, provide education programs for its members, foster scholarly activity, and disseminate new ideas for all areas of medical-surgical nursing. AMSN collaborates with other national specialty and nursing organizations, medical associations, hospitals, universities, research organizations, and governmental agencies in matters affecting medical-surgical nursing.</td>
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<th>Article III. Members</th>
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<tr>
<td>Section 1. Membership Categories</td>
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<td>A. Full Members. Any licensed registered nurse interested in medical-surgical nursing is eligible for membership.</td>
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<td>B. Associate Members. Any duly licensed health care professional interested in medical-surgical nursing. Associate members shall have all the privileges of members of AMSN except those of voting, holding office, serving as chairpersons of standing committees, or serving on committees limited to full members.</td>
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<tr>
<td>C. Senior Members. Full members over the age of 60 are eligible to become senior members. Full membership privileges apply but reduced dues are assessed. Associate members over the age of 60 are eligible to become senior associate members. Associate membership privileges apply but reduced dues are assessed.</td>
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<tr>
<td>D. Lifetime Members. This category of membership is in recognition of special service to AMSN or for unusual work in the field of interest of AMSN by a registered nurse. It is awarded by a two-thirds (2/3) vote of the Board of Directors. They hold all rights and privileges of full membership, but dues are not assessed. The general membership may recommend candidates for consideration by the Board of Directors. Past presidents are awarded lifetime membership after their term as president expires.</td>
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<tr>
<td>E. Honorary Members. This category of membership may be awarded by a two-thirds (2/3) vote of the Board of Directors in recognition of special service to AMSN or for unusual work in the field of interest of AMSN. They do not have the privilege of voting, holding office, serving as chairpersons of standing committees, or serving on committees limited to full members. Dues will not be assessed.</td>
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<tr>
<td>F. Corporate Members. Any corporation or foundation interested in the purposes of AMSN may, upon invitation and presentation of financial contribution, become members. Corporate members do not have the privilege of voting, holding office, serving as chairpersons of standing committees, or serving on committees limited to full members.</td>
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<tr>
<td>G. Student Members. Any student enrolled in a nursing program that will lead to LPN, LVN, or RN licensure who is interested in medical-surgical nursing is eligible for membership. Student members shall have all the privileges of members of AMSN except those of voting, holding office, serving as chairpersons of standing committees or serving on committees limited to full members. Reduced dues are assessed.</td>
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<tr>
<th>Article III. Section 2. Dues</th>
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<td>Annual membership dues shall be determined by the Board of Directors.</td>
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<tr>
<th>Article III. Section 3. Acceptance of Members</th>
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<td>Any person interested in becoming a member of AMSN shall submit an application to the AMSN National Office. Applicants who meet the criteria will be accepted upon payment of dues.</td>
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<th>Article III. Section 4. Voting Rights</th>
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<td>Each full member shall have one vote in the approval of bylaws amendments. Membership must be current for members to vote.</td>
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Article III. Section 5. Termination of Membership
The Board of Directors, by affirmative vote of two-thirds (2/3) of all members of the Board, may suspend or expel a member for just cause after an appropriate hearing and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership.

Article III. Section 6. Transfer of Membership
Membership in AMSN is not transferable or assignable.

Article III. Section 7. Default of Membership.
When any member is in default in the payment of dues, for a period of thirty (30) days from the beginning of the period for which such dues become payable, membership shall automatically be terminated.

Article IV. Board of Directors
Section 1. Board of Directors
The affairs of AMSN shall be managed by its eight (8) member Board of Directors. The Board of Directors includes President, President-Elect (every other year), Immediate Past President (every other year), Secretary, Treasurer, and four (4) Directors. The Chief Executive Officer shall serve as a non-voting ex-officio member of the Board.

Article IV. Section 2. Officers
The officers of the organization are the President, President-Elect (every other year), Immediate Past President (every other year), Secretary, and Treasurer.

Article IV. Section 3. Qualifications and Tenure
The Board of Directors shall be full members of AMSN. Any full member in good standing is eligible to hold any office providing all qualifications for that office are met. The Board members will begin their terms of office at the end of the annual national convention following their selection. The President-Elect shall serve a term of one year in the year in which there is no Immediate Past President and shall become President immediately following the term as President-Elect. The President shall serve a term of two years and will serve as the Immediate Past President for one year following completion of the term as President in the year when there is no President-Elect. The Treasurer, Secretary, and four Directors shall be selected to serve staggered three (3) year terms. No individual may serve more than two (2) consecutive terms on the Board of Directors except for an individual pursuing the position of President-Elect.

Article IV. Section 4. Length of Term
Any part of a term equaling or exceeding one-half (1/2) the regular term shall be considered a term in deciding eligibility for an additional term.

Article IV. Section 5. Selection of Directors
The Nominating Committee shall submit a slate to the Board of Directors with one candidate for each available office annually. The selected candidates shall be approved by the Board of Directors. The plurality of the Nominating Committee will determine the slate of candidates. In case of a tie, the selection of candidates will be decided by the Board of Directors. The general membership will be notified of the new Board of Directors. Unless stated otherwise in these bylaws, all rules and procedures for the conduct of nominations and candidate selection shall be in accordance with established policy and procedure.

Article IV. Section 6. Authority and Responsibilities
The Board of Directors is the decision-making authority for the organization. The Board shall manage the business and affairs of the association. It shall be the official body for determining policy, all financial matters, and strategic direction.

Article IV. Section 6a. President
The President shall be the Chief Officer of the organization and shall preside at all meetings of the general membership and the Board. The President shall apprise the general membership on subjects pertaining to the purpose and goals of AMSN. The President shall be an ex-officio member of all committees. The President shall perform such other duties as assigned by these Bylaws.

Article IV. Section 6b. President-Elect.
The President-Elect shall primarily orient to the role and function of the President. The President-Elect shall perform all the duties of the President in the absence of the President. The President-Elect shall perform such other duties as assigned by these Bylaws or the Board of Directors.

**Article IV. Section 6c. Secretary**
The Secretary shall serve as Secretary of the general membership and Board of Directors, and duly record the minutes of all membership and Board meetings. The Secretary shall perform such other duties as assigned by these Bylaws and by the Board of Directors.

**Article IV. Section 6d. Treasurer**
The Treasurer shall monitor, record, and report all monies, securities, and other financial assets of AMSN subject to the direction of the Board of Directors. The Treasurer shall perform such other duties as are assigned by these Bylaws and by the Board of Directors.

**Article IV. Section 6e. Immediate Past President**
The Immediate Past President shall perform all the duties of the President in the absence of the President. The Immediate Past President shall perform such other duties as assigned by these bylaws and by the Board of Directors.

**Article IV. Section 6f. Directors**
The Directors shall develop, execute, and oversee organizational goals. They shall assume other duties as are assigned by these Bylaws and by the Board of Directors.

**Article IV. Section 6g. Chief Executive Officer**
The Chief Executive Officer shall be responsible to the Board of Directors to conduct the affairs of AMSN under the direction of the Board of Directors. The Chief Executive Officer shall participate in all board business as a nonvoting member.

**Article IV. Section 7. Vacancies**
A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, will be temporarily filled by two-thirds (2/3) vote of the Board of Directors to complete the required term. If the President is unable to fulfill the obligations of the office, the President-Elect shall become the acting President for the balance of the unexpired term and the President for a full term at the conclusion of the unexpired term. In the event of a vacancy in the office of President in the year when there is no President-Elect, a new President shall be selected using the process described in Article IV Section 5 Selection of Directors to fill the unexpired term of President. The Immediate Past President shall temporarily fill the vacancy of President until the completion of the selection process. The President will automatically assume the office of Immediate Past President upon completion of the term. A vacancy in the office of Immediate Past President may be filled by a 2/3 majority vote of the board to complete the term.

**Article IV. Section 8. Removal from Office.**
Any Director may be removed by a two-thirds (2/3) vote of the Board of Directors for just cause or change in membership status.

**Article IV. Section 9. Meetings**
Meetings of the Board of Directors shall be determined by the Board. The Board shall meet at least three (3) times per year. The Board shall set the time and place of the Board of Directors meetings. Meetings may be held in person or via electronic modalities. Special meetings may occur at the call of the President.

**Article IV. Section 10. Quorum**
A two-thirds (2/3) majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

**Article IV. Section 11. Board Decisions**
The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Board decisions may also be made via conference calls, telephone, and email by a majority of the Board members. The outcome of decisions made via conference calls, telephone, and email shall be ratified at the next board meeting and included in the minutes of that meeting.

**Article V. Committees and Task Forces**

**Section 1. Appointment**
The President, with the approval of the Board of Directors, shall appoint chairpersons to all committees and task forces and other such committees as deemed necessary, except as otherwise provided by these Bylaws. The Board of Directors shall define the functions of such committees. The President shall appoint a member of the Board of Directors to serve as a Board Liaison to each committee and task force. The President will be an ex officio member of the committees and task forces. The President, in consultation with the Board of Directors, fills a vacancy by appointment. All committees and task forces shall submit reports as directed by the Board of Directors.

**Article V. Section 2. Nominating Committee**
The chair and members of the Nominating Committee shall be appointed by the President.
The Nominating Committee shall be composed of five (5) members. The Immediate Past President shall serve as chairperson for two (2) years. In the event the Immediate Past President is unable to serve as chairperson, the President shall appoint a chairperson. One (1) member from the current board of directors shall serve for one (1) year and may be reappointed for an additional term. Three (3) members appointed by the Board of Directors from the general membership shall serve for two (2) years and may be reappointed for an additional term.
The Nominating Committee shall submit a slate to the Board of Directors with one candidate for each available office annually.

**Article VI. Chapters**
AMSN and local chapters are affiliated and work together to promote the purpose and goals of AMSN. The Board of Directors shall charter and dissolve chapters according to policy.

**Article VII. Annual Membership Report**
The Board of Directors will provide an Annual Report to the membership every year.

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

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

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

**Article XI. Amendment of Bylaws**
A. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted. Two-thirds (2/3) of the votes cast by the membership shall be required for approval.
B. Any proposed alteration, amendment or repeal of the Bylaws must be approved by the Board of Directors prior to submission to the general membership.
C. At least thirty (30) days written notice shall be given of intention to alter, amend, replace or adopt new Bylaws. If thirty (30) days written notice is not given, ninety-five percent (95%) of the votes cast shall be required for approval.
D. An independent agent designated by the Board of Directors will officially oversee and certify the results of the bylaws ballot.
E. Unless stated otherwise in these bylaws, all rules and procedures for the alteration, amendment or repeal of these bylaws shall be in accordance with established policy and procedure.

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