



Massachusetts Association of Public Health Nurses Bylaws

Article I NAME AND SEAL

1. **Name.** The name of the Association is the Massachusetts Association of Public Health Nurses.
2. **Seal.** The seal of the Association shall be circular in form and shall bear on its outer edge the words “Massachusetts Association of Public Health Nurses, Inc.” and in the center the words and figures “Incorporated 1998 Massachusetts”.

Article II MISSION

The Massachusetts Association of Public Health Nurses (MAPHN) supports and advocates for public health nurses by promoting education, fostering connection, and elevating the visibility and impact of the profession across the state of Massachusetts.

VISION

The Massachusetts Association of Public Health Nurses (MAPHN) is a respected and influential advocate for public health nurses, ensuring public health nurses are recognized as essential clinical experts and key contributors in shaping public health decisions across Massachusetts.

Article III MEMBERSHIP

1. **Regular Membership.** Regular Membership shall be open to Public Health Nurses who are employed by, contracted with, or otherwise engaged in public health practice through state, regional, or local municipal public health agencies; school health programs; hospitals or health systems; community-based organizations; academic or research institutions; consulting practices; or other entities whose primary or substantial role is the delivery, support, or advancement of public health services in Massachusetts.

Any Regular Member of three (3) years or more who is no longer engaged in public health nursing practice may continue involvement with the Association as a Friend of MAPHN, as defined in Article III.2. Regular Members shall pay annual dues as set forth annually by the Board of Directors. Regular Members are entitled to all benefits of membership.
2. **Friends of MAPHN.** Individuals or groups who desire to support and advance the objectives of the Association but do not meet the requirements for Regular Membership may become Friends of MAPHN. Friends of MAPHN shall have all of the privileges of membership, except that they may not vote, hold office, or serve as members of the Board of Directors. Friends of MAPHN shall pay annual dues as set forth annually by the Board of Directors.
3. **Emeritus Membership.** Emeritus Membership shall be granted to individuals who previously served as President of the Association or who held an executive-level office of the Association, as defined in these bylaws, and who are no longer engaged in active public health nursing practice. Emeritus Members shall retain all privileges of Regular Membership, except that they may not hold office or serve as members of the Board of Directors. Emeritus Members may vote. Annual dues for Emeritus Members, if any, as set forth annually by the Board of Directors,
4. **Student Membership.** Individuals currently enrolled in a degree program in nursing may join by paying dues after providing a photocopy of current student identification to verify enrollment annually. Qualifying students are taking six (6) credit hours (undergraduate) or three (3) credit hours (graduate/postgraduate) per semester.



Academic / Student members may not vote or be a representative on the Board of Directors. Student Members shall pay annual dues as set forth by the Board of Directors annually.

5. Retired Membership. A Regular Member who has retired from active employment in public health and who has participated as a member of MAPHN for three (3) or more years may be granted the status of Retired Member. Retired Members shall pay annual dues as set forth annually by the Board of Directors. Retired Members may not hold elected positions on the Executive Committee, serve as Chapter President or Chapter Representative, or serve as members of the Board of Directors.

Article IV RIGHTS AND MEETINGS OF MEMBERS

1. Rights of Members. The right of a Regular Member to vote and all their rights, including title and interest in or to the Association shall cease on the termination of their membership. A member who leaves their position during the fiscal year of MAPHN may continue their membership through the end of that year.
2. Voting Privileges. Regular and Retired Members shall have equal voting rights, with the exception of those who may have a conflict of interest on the issue upon which a vote is required/requested
3. MAPHN Representation. No member, officer, employee, or representative of the organization shall take any action to carry on any activity by or on behalf of the organization without express written approval from the Executive Committee or the Board of Directors prior to the activity or requested representation as stated in Article XI.
4. Annual Meeting. The annual meeting of the Association shall be held in conjunction with the annual Public Health Nurses Conference to be determined by the Conference Committee and with approval of the Board of Directors.
5. Notice of Annual Meeting. Notice of the time, place, and purpose of the annual meeting will be posted not less than thirty (30) days prior to the meeting to all members with voting rights.
6. Special Meetings. Special meetings of the members may be called at any time by the President or President-Elect, requested by 2 Board Directors or by one-third ($\frac{1}{3}$) of the membership in writing, and must be facilitated by the Secretary or President.
7. Quorum. At any meeting of members of the association, the presence of five (5) regular members shall be necessary to constitute a quorum. In the absence of a quorum, a meeting may be adjourned by the majority of the members present without notice other than announcement at the meeting, and without further notice to any absent members
8. Proxy Voting. At every meeting of the members, each Regular Member shall be entitled to one (1) vote. All elections and votes upon any question before the membership shall be decided by a majority vote of the members present and voting, unless otherwise specified in these bylaws.

Regular and Retired Members may vote by proxy when unable to attend any scheduled meeting of the membership, including Board of Directors, Chapters, and annual meetings, provided the absent member submits written authorization in advance of the meeting. Such authorization shall be submitted electronically (including email or other secure electronic means approved by the Board of Directors) to the Chapter President or designee prior to the vote. The authorization shall clearly indicate the member's consent to vote by proxy and shall identify the active Regular Member who will serve as the proxy representative.

The Board of Directors may adopt policies and procedures to permit secure electronic, virtual, or hybrid voting methods to facilitate statewide participation, provided such methods ensure member identity verification, voting integrity, and record retention.



9. Dues. Every member, who is required to, shall pay membership dues as set forth annually by the Board of Directors.
10. Suspension and Removal. A Member may be suspended or removed by an affirmative vote of two-thirds ($\frac{2}{3}$) of the Directors at a meeting called for such purpose, provided: that such Member shall be given at least seven (7) calendar days notice of the proposed suspension or removal and the reasons therefore, addressed to the Member's contact information as it appears in the members profile; and that notice of the proposed suspension or removal is given in the notice for the Meeting; and that the Member is given an opportunity to be heard at the Meeting. Exception: non-payment of dues shall be cause for membership removal with thirty (30) days' notice.

If a member is suspended or terminated from their workplace, the Board of Directors may review the status of that member's membership to MAPHN and potentially terminate their relationship with MAPHN.

11. Compensation and Expenses. Members shall not receive any stated salary for their services, but by resolution of the Board of Directors, a member may be reimbursed for expenses, if any. The Board of Directors shall have power in its discretion to contract for and to pay members rendering unusual or special services to the Association special compensation appropriate to the value of such services.
12. Robert's Rules of Order. Meetings shall be conducted in an orderly and business-like manner, according to the most current edition of *Robert's Rules of Order*.

Article V OFFICERS

1. Officers. The officers of the association shall be President-Elect, President, Immediate Past President, Treasurer, and Secretary. Only regular members shall be eligible to fill the offices of President-Elect, President, Immediate Past President, Treasurer, and Secretary.
2. Election, Term of Office, and Qualifications. Officers of the Association shall be elected at the Annual Meeting. Except as otherwise provided herein, officers shall serve two (2) year terms and may serve no more than two (2) consecutive terms in the same office.

The Secretary shall be elected in odd-numbered years.

The Treasurer shall be elected in even-numbered years.

The President shall serve a two (2) year term.

The President-Elect shall be elected during the final year of the President's term and shall serve a one (1) year term as President-Elect before automatically succeeding to the office of President for a two (2) year term, without further election.

The Immediate Past President shall serve a two (2) year term. A Past President shall not be eligible to serve again as President until a minimum of four (4) years has elapsed following the completion of their term as President.

Each Chapter shall appoint the President of the chapter to represent on the Board of Directors.

3. President. The President shall be the presiding officer of the Association and shall preside at the annual, regular, and special meetings of the Association and the Board of Directors. The President shall have general oversight and supervision of the affairs of the Association. The President shall be an ex officio member of all committees and task forces except the Nominations & Elections and the Awards Committees. At the conclusion of his/her term as President, the President becomes the Immediate Past President.
4. The Immediate Past President. The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and assists the Board in governing the Association. The Immediate Past



President supports the president and the President-Elect on an as-needed basis. The Immediate Past President performs the duties of the President in the absence or disability of the President.

The Immediate Past President shall serve a two (2) year term supporting the President and President-Elect. As written above in Article V.2, a past President shall not be eligible to serve again as a President until a minimum of four years has elapsed following the completion of their term as President.

5. President-Elect. The President-Elect shall serve a one (1) year term, collaborating closely with the President to learn the role, become familiar with the programs and governance of the Association, and facilitate officer transition. The President-Elect shall assist and support the President in all duties, serve as an ex officio member of all committees except the Nominating & Elections Committee and the Awards Committee, and plan for their transition to the office of President at the conclusion of the term. In addition, the President-Elect shall participate in leadership training and/or mentorship programs as designated by the Board to ensure continuity of leadership and professional development, support regional chapters, organizational committees, and strategic initiatives. As a conduit to the Executive Committee, the President-Elect will represent the Association at state-level coalitions and other committees as directed by the President, and engage in public awareness and partnership activities related to public health nursing. The President-Elect shall automatically succeed to the office of President at the end of the term.
6. Secretary. The Secretary shall be responsible for keeping all records and the minutes of the Association's meetings and its Board of Directors. The Secretary shall be responsible for keeping records suitable for future filing.
7. Treasurer. The Treasurer shall serve as the Financial Reporting Secretary and shall oversee all funds collected and received by the Association. The Treasurer shall collaborate with the Financial Director and/or the President or designee on all financial matters and shall reconcile expenditures on a quarterly basis. The Treasurer shall oversee grants and fulfill all related reporting requirements in collaboration with the Financial Director and/or the President or designee, and shall work with the Executive Committee and Board of Directors to evaluate higher-yield earning products and to identify and pursue additional grant opportunities.

The Treasurer shall prepare and present standardized, clear, and transparent financial reports on a quarterly basis to the Executive Committee and the Board of Directors, and shall provide an annual financial report to the general membership. The Treasurer and President are authorized to approve invoices submitted by the Financial Director and to authorize payment, including checks written by the Financial Director, in accordance with the Financial Manual. The Treasurer shall adhere to the Financial Manual, shall review and update the Manual as needed or biannually in collaboration with the Financial Director and the President or designee, and shall submit any proposed updates to the Board of Directors for approval.

8. Executive Committee. The President, President-Elect, Immediate Past President, Secretary, and Treasurer are members of the Executive Committee. They shall meet and transact business between Board meetings. They shall report to the Board at the next regularly scheduled Board meeting.
9. Vacancies, Uncontested Positions and Appointments. In the event that no member is nominated or elected to a Board of Directors or Officer position, the current officeholder may continue to serve in that position on an interim basis until the position is filled, provided they are willing and eligible to do so.

If a position on the Board of Directors or within the Officer structure becomes vacant due to resignation, removal, incapacity, term expiration without a successor, or failure to elect a candidate, the Board of Directors shall have the authority to fill the vacancy by appointment. The Board may establish procedures for soliciting candidates, conducting interviews, and evaluating qualifications to ensure a fair, transparent, and equitable appointment process.

Any individual appointed to fill a vacancy shall serve for the remainder of the unexpired term or until the next Annual Meeting, as determined by the Board of Directors, at which time the position shall be subject to election in accordance with these bylaws.



Article VI BOARD OF DIRECTORS

1. **Composition.** The eight/nine-member Board of Directors will consist of the Executive Committee (Executive Officers [President-Elect, President, Immediate Past President, Secretary, and Treasurer], and the President or Representative from each Chapter [Northeast, Southeast, Western, & Metrowest-Central]. No Board of Director member will serve two roles on the Board at any given time (ex: a member cannot be a Chapter President and a member of the Executive Committee of the Association at the same time). In even years there will be an 8 person board due to the fact that the President Elect will be a one year position that is elected in odd fiscal years.
2. **Resignation of Board Member.** Any member of the Board of Directors may resign at any time by giving written or oral notice of such resignation to the President of the Association.
3. **Term Limits.** A member shall not serve more than six (6) consecutive years on the Board of Directors, in any capacity (ex: 4 years as Secretary, 2 years as Treasurer OR 1 year as President-Elect, 2 years as President, 2 years as Immediate Past President).
4. **Scheduled Meetings.** The Board will meet four (4) times a year in addition to the Annual Meeting. Special meetings of the Board of Directors may be called by the President or President Elect.
5. **Quorum, Attendance, and Proxy Voting.** At all meetings of the Board of Directors, a simple majority of the current Directors shall constitute a quorum for the transaction of business. The exact number required for a quorum shall be adjusted automatically to reflect the total number of Directors serving at the time of the meeting.

All members of the Board of Directors are expected to attend all Board meetings, whether in person, virtually, or through a hybrid format. In the event of an unavoidable absence, a Board member shall notify the President or designated officer prior to the meeting.

Board members who are unable to attend a meeting may vote by proxy. To do so, the absent member must submit written authorization, including email or other secure electronic communication approved by the Board, to confer authority to vote to another active Board member prior to the meeting. Proxy authorization must clearly identify the member granting the proxy, the designated proxy holder, and the matters for which the proxy is authorized. The Board may adopt additional policies to facilitate secure electronic or virtual participation while ensuring the integrity and verification of votes.

6. **Board of Directors Responsibilities.** The Board of Directors shall be responsible for modernizing governance and leadership structures to promote equity, inclusivity, and transparency. The Board shall take reasonable steps to encourage diverse representation in leadership roles and committees. All Board members shall work in collaboration to fulfill all related grant reporting requirements. The Board shall be involved in implementing and assessing progress of the Association's Strategic Plan. All members of the Board will complete training and activities identified in the Association's Strategic Plan, which may be conducted during Board meetings or through other formats approved by the Board.

Article VII CHAPTERS

1. **Chapters.** The Association shall be composed of individual members, as defined in Article III, and regional Chapters. Any Regular Member may participate in the formation of a Chapter, subject to approval by the Board of Directors. All Chapter participants must be members of the Association in good standing.

The Board of Directors shall establish and maintain a dedicated process, including budgetary consideration, to address financial, technological, and resource inequities across Chapters. This may include, but is not limited to, funding for virtual meeting technology, communication platforms, and support for local outreach activities to ensure equitable access and participation across all regions of the Commonwealth.



2. **Chapter Responsibilities.** Each Chapter shall operate in accordance with policies and procedures approved by the Board of Directors and shall be required to:
 - a. Maintain a current list of participating members and their agency or organizational affiliation;
 - b. Hold regular Chapter meetings, all of which shall offer accessible virtual or hybrid participation options;
 - c. Utilize standardized decision-making, communication, and reporting processes as approved by the Board of Directors;
 - d. Submit standardized quarterly and annual reports to the Board of Directors documenting Chapter activities, leadership updates, member engagement, and alignment with the Association's Strategic Plan; SEE APPENDIX 1
 - e. Encourage Chapter members to participate in Association-wide events, initiatives, and committees;
 - f. Comply with all governance, reporting, and operational standards established by the Association.
3. **Chapter Financial Allocations.** Chapters shall not collect dues, maintain separate financial accounts, or manage independent budgets. All Chapter-related expenses shall be submitted to the Association for approval and payment in accordance with established financial policies and procedures. Financial oversight shall be maintained centrally by the Association's Treasurer and/or the external accountant.

The Board of Directors shall approve and oversee Chapter governance practices and reporting requirements to ensure consistency, transparency, and equitable participation across all Chapters.

Each Chapter shall be allocated an annual operating amount, the value of which shall be determined by the Board of Directors prior to the start of each fiscal year. This allocation is intended to promote equity, consistency, and access across all Chapters, regardless of geographic location or resource availability, and to support Chapter-level engagement and activities statewide.

Beginning each fiscal year on July 1, all Chapters shall receive the same allocated amount. Funds may be used at the discretion of the Chapter for reasonable Chapter-related expenses without prior approval or discussion by the Board of Directors, provided that all expenditures comply with the Association's financial policies. Chapters shall submit receipts or documentation for reimbursement or direct payment in accordance with established financial procedures; however, Chapters shall not be required to seek Board approval for the purpose or use of funds within the allocated amount.

Unused funds shall not carry forward to the subsequent fiscal year. The annual allocation shall reset at the start of each fiscal year, and all Chapters shall again receive the same standardized amount, regardless of prior-year usage.

If a Chapter anticipates that its expenses will exceed the allocated annual amount, the Chapter President shall submit a written request to the Board of Directors at least two (2) weeks prior to incurring the expense. Such a request shall include the amount requested and a brief justification. The Board of Directors shall review and vote on the request, and approval shall be required before additional funds are expended.

All Chapter-related funds shall be centrally managed by the Association. Chapters shall not maintain separate bank accounts, collect dues, or independently manage budgets.

For individual chapter members who would like to utilize funds for conferences or classes related to public health nursing, those members need to request funds through the Board of Directors in accordance with the financial procedures of the association. Regular, Emeritus, and Retired members are eligible to request funds. Those with no voting rights may not request funds through the Association.

4. **Chapter Officers.** Each Chapter shall elect a Chapter President & Chapter Representative, who shall serve as the official representatives. The Chapter President is the liaison between the Chapter and the Association's Board of Directors. The Chapter President shall be a voting member of the Board of Directors.

Duties of the Chapter Representative. The Chapter Representative shall be responsible for accurately recording and maintaining the official minutes of all meetings convened by the Chapter President. Meeting minutes shall



be retained by the Chapter Representative in accordance with *Robert's Rules of Order*, and shall be made available to the Association upon request.

Reimbursement Requests. The Chapter President and Chapter Representative shall be jointly responsible for submitting requests for reimbursement of approved Chapter expenses to the Association's Treasurer. Representatives of each Chapter shall be solely responsible for submitting reimbursement requests within ninety (90) days of the applicable event or expenditure. All reimbursement requests must include appropriate receipts and supporting documentation as required by the Association. Any reimbursement request not submitted within the ninety (90) day period, or submitted without the required documentation, may be forfeited and not be eligible for payment.

Chapter Elections. The Chapter President and Chapter Representative shall be elected by the Chapter membership biennially at a Chapter meeting held in May, which shall offer hybrid participation to ensure equitable access for all members. The term of office shall begin on July 1 following the election and shall be for a term of two (2) years. The Chapter President will be elected in even years, and the Chapter Representative shall be elected in the odd years. Officers may be re-elected for one additional consecutive two (2) year term, for a maximum of four (4) consecutive years in the same office.

The Board of Directors shall establish standardized reporting formats and metrics to ensure consistency, accountability, and transparency across all Chapters. See Chapter Policy & Procedures.

Article VIII FISCAL YEAR

1. **Fiscal Year.** The fiscal year of the Association shall commence July 1 of each year and conclude June 30 of the following year.

Article IX COMMITTEES

1. **Committees.** The Association shall maintain Committees that meet the goals and objectives of the Strategic Plan. In addition, the Association will support the following standing committees:
 - a. Conference Planning
 - b. Nominations & Elections
 - c. Awards
 - d. Advocacy
2. **Standing Committee Composition.** Standing Committees will be composed of at least three (3) members of the Association, with the exception of the Conference Planning Committee. A quorum will be reached with three (3) members present at the meeting.
3. **Committee Responsibilities.** Committees must:
 - a. select a Chair of the Committee
 - b. establish a process for decision-making
 - c. hold regular meetings, in-person or virtually/hybrid
 - d. maintain minutes of its meetings
 - e. complete its tasks as determined by the Board of Directors
 - f. submit an Annual Report
4. **Committee Chair Responsibilities.** Each Committee Chair is to serve as the liaison between that Committee and the Association's Board of Directors and perform tasks as outlined in the Committee Policy and/or Procedures.
5. **Special Committee or Special Function.** The Board of Directors may select a person(s) to steer a specific initiative where a full committee appointment or election is not necessary or required. Such individuals, appointed by the Board of Directors, shall provide reports as needed or as requested, no less than annually,



highlighting the nature, scope and contributions of their Special Functions. All Special Committees will be aligned with the Association's Strategic Plan objectives and/or workplans. This may include: Guidebook Reviewers, School Mentor, Directory & Database Update, Scribe/Photographer/Archivist, and others as may be needed or requested.

Article X AMENDMENTS

1. **By Directors.** The Board of Directors shall have the power to make, alter, amend, and repeal the bylaws of the Association by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law. All bylaws made by the Board of Directors may be altered, amended or repealed by the Association members. Approved motions to bylaw amendments shall take effect at the next regularly scheduled meeting of the Directors.
2. **By Members.** These bylaws may be altered, amended, or repealed at any Board or Annual Meeting of the members of the Association by a majority vote of voting members present, provided that the proposed action is included in the notice of such meeting.

Any member in good standing may request that a proposed amendment be brought to a vote by submitting the proposed language in writing to the Board of Directors, accompanied by the written support of no fewer than ten (10) members in good standing. Such requests must be submitted within a timeframe established by the Board of Directors prior to the meeting.

Upon receipt of a timely and properly submitted request, the Board of Directors shall include the proposed amendment in the notice of the meeting for consideration by the membership.

No proposed amendment that is substantially similar in purpose or effect to an amendment previously considered and rejected by the membership may be resubmitted for consideration until twelve (12) months have elapsed from the date of the prior vote, unless otherwise authorized by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors.

Article XI EXEMPT ACTIVITIES

1. **Exempt Activities.** Notwithstanding any other provision of these bylaws, no member, Director, Officer, employee or representative of the organization shall take any action to carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c) (2) of such Code and Regulations as they now exist or as they may be amended.

Article XII INDEMNIFICATION

1. The Association shall, to the extent legally permissible, indemnify each person who has served as an 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 XIII DISSOLUTION



1. Dissolution. The Association may be dissolved at any time by the written consent of not less than two-thirds ($\frac{2}{3}$) of the members in good standing. In the event of the dissolution of the Association, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association, its property and assets any remaining grant funding will be given back to the awarding organization or agency. Any remaining assets and all records will be given to the Public Health Museum in Tewksbury, Massachusetts.

Approved Annual Meeting 5/4/2017, Proposed 3/2021,
Approved 3/2022 Adopted 4/2022, Proposed
3/20/2023, Accepted 05/04/2023, Proposed
3/12/2024, Accepted 5/9/2024 Proposed and
Accepted BOD 3/10/2025