

**BYLAWS OF THE  
MISSISSIPPI NURSES ASSOCIATION  
POLITICAL ACTION COMMITTEE  
(MNA-PAC)**

**ARTICLE I: Name**

Section 1 The name of this organization shall be the Mississippi Nurses Association Political Action Committee (MNA-PAC).

(a) MNA-PAC is a voluntary unincorporated, non profit, registered non partisan organization of nurses which shall function in conformity with the policies, goals, and platforms of the Mississippi Nurses Association (MNA).

**ARTICLE II: Purpose**

The purpose of the MNA-PAC shall be to promote the improvement of the health care of the people by raising funds to support candidates without regard to party affiliation who support the legislative agenda of MNA.

**ARTICLE III: Regulation**

The MNA-PAC is a political action committee of MNA which is registered with and subject to the requirements of the Mississippi State Election Laws.

**ARTICLE IV: Location**

The principal office of MNA-PAC shall be located at the Mississippi Nurses Association in Madison, Mississippi.

**ARTICLE V: Participation**

Any individual, business or entity is eligible to contribute to MNA-PAC and the Board of Trustees is authorized to solicit and accept contributions from any person from whom contributions may be lawfully solicited in accordance with applicable law.

**ARTICLE VI: Contributions**

Section 1 **Solicitation** - All contributions to MNA-PAC shall be voluntary and may be made by anyone.

Section 2 **Compliance with Statute** - All expenditures of MNA-PAC funds shall be recorded and all reports required by state law shall be made in accordance with provisions in these by-laws.

Section 3 **Oversight** - Basic policies with respect to the receipt, expenditure, or distribution of all contributions to MNA-PAC shall be within the sole discretion of the Board of Trustees.

Section 4 **Financial Oversight** - No contributions shall be accepted and no expenditure shall be made, by or on behalf of MNA-PAC, at a time when there is a vacancy in the office of Treasurer.

Section 5 **Separate Segregated Fund** - All contributions to MNA-PAC shall be maintained as a separate segregated fund (SSF) in one or more designated campaign depositories, and all expenditures by MNA-PAC in support of any candidate or political committee shall be made from the fund and no other source.

#### **ARTICLE VII: Board of Trustees**

Section 1 **Composition and Appointments** - The governing body of MNA-PAC shall be the Board of Trustees, composed of nine (9) members of MNA. Four (4) Trustees shall be appointed by the Board of Directors of the Mississippi Nurses Association and five (5) of the Trustees shall be appointed by the MNA-PAC Board of Trustees.

- (a) One (1) of the four (4) Trustees appointed by the MNA Board of Directors must be a sitting member of the MNA Board of Directors while serving on the MNA-PAC Board of Trustees.
- (b) The Executive Director of MNA shall be a member ex-officio of the Board of Trustees.
- (c) One (1) member of the Mississippi Association of Student Nurses shall be a member ex-officio of the Board of Trustees. This member shall be appointed by the MASN Board and recommended to the MNA-PAC Board of Trustees.

Section 2 **Terms of Office** - The term of each Trustee shall be for two years. Trustees appointed by the MNA Board of Directors shall be appointed in odd-numbered years and Trustees appointed by the MNA-PAC Board of Trustees shall be appointed in even-numbered years. Terms begin at the close of the annual meeting of the MNA House of Delegates and continue until the close of the meeting of the MNA House of Delegates two years hence. No trustee shall serve more than two (2) consecutive two-year terms.

Section 3 **Vacancies** - A Trustee appointed to fill a vacancy who serves more than one-half (1/2) of a term shall be deemed to have served a full term. Any vacancy occurring on the Board of Trustees shall be filled by the original appointing body.

Section 4 **Absences** - Unexcused absence by a Trustee from two (2) consecutive meetings of the Board of Trustees shall result in the Trustee's position being declared vacant.

Section 5 **Responsibilities** - The Board of Trustees shall:

- (a) Manage the affairs of the MNA-PAC;
- (b) Determine procedures for collection and distribution of funds to candidates and political committees;
- (c) Establish criteria and processes for endorsement of State candidates; and
- (d) Establish committees of the Board of Trustees as necessary.

Section 6 **Accountability** - The MNA-PAC Board of Trustees shall report at least annually and as appropriate during activity and be accountable to the Board of Directors of the Mississippi Nurses Association.

**ARTICLE VIII: Officers**

Section 1 **Officers** - The officers of the Board of Trustees shall be Chairperson, Vice-Chairperson, Treasurer, and Secretary/Assistant Treasurer.

Section 2 **Election** - The officers shall be elected by the Board of Trustees at the first meeting of the calendar year following the close of the annual meeting of the MNA House of Delegates. Officer elections shall be conducted by secret ballot and proxy voting shall not be allowed. A majority vote shall constitute an election, and, in the event of a tie vote, the choice shall be by lot. A quorum shall be required for officer elections.

Section 3 **Terms of Office** - Officers shall serve a term beginning with their election and continuing until the close of the MNA House of Delegates the following year, provided further that, notwithstanding any other provision of these Bylaws, the officers shall continue in office without a vote until the successor to each is elected and takes office. No officer shall serve more than two (2) consecutive two (2) year terms in the same office. Any officer who succeeds to another office to fill a vacancy and any Trustee who is elected to an office to fill a vacancy who serves more than one-half (1/2) of a term shall be deemed to have served a full term in the office. Any vacancy in an office not filled by succession shall be filled by special election in which any Trustee, including existing officers, shall be eligible for election, provided further that any sitting officer not elected to new office shall retain his or her existing office. Any vacancy created by election of a then sitting officer shall be filled by succession or further special election as provided herein.

Section 4 **Chairperson** - The Chairperson shall be the chief executive officer of MNA-PAC and shall preside at the meetings of the Board of Trustees, and be an ex-officio member of all committees.

Section 5 **Vice-Chairperson** - The Vice-Chairperson shall preside at meetings of the Board of Trustees in absence of the Chairperson and succeed to the office of Chairperson in the event of a vacancy of that office.

Section 6      **Treasurer** - The Treasurer shall be the chief financial officer, shall keep complete and accurate financial records, and shall cause to be filed all financial statements and reports and other statements as required by law or requested by the Board of Trustees.

Section 7      **Secretary/Assistant Treasurer** - The Secretary-Assistant Treasurer shall perform such duties as are customarily performed by the Secretary of an organization or assigned by the Board of Trustees and shall succeed to the office of Treasurer in the event of a vacancy in that office.

**ARTICLE IX: Meetings**

Section 1      **Notice** - Meetings of the Board of Trustees shall be called on seven (7) days' written notice by the Chairperson or upon the written request of four (4) members of the Board of Trustees.

Section 2      **Meetings via telecommunication** - Meetings may be held by telephone conference call or by Internet.

Section 3      **Quorum** - Five (5) trustees including the Chairperson or Vice-Chairperson shall constitute a quorum at any meeting of the Board of Trustees.

**ARTICLE X: Parliamentary Authority**

All parliamentary situations in this organization not provided for in these Bylaws shall be governed by the current edition of Robert's Rules of Order Newly Revised.

**ARTICLE XI: Amendments to Bylaws**

The Bylaws may be amended by a two-thirds (2/3) vote of the Board of Trustees present and voting at a meeting, provided the Trustees have been given written notice of the proposed amendments at least fifteen (15) days prior to the meeting. A quorum shall be required when voting on Bylaw amendments.

**ARTICLE XII: Reporting Year**

The reporting year of MNA-PAC shall be the calendar year and shall be concurrent with the membership year: January 1 through December 31.

**ARTICLE XIII: Adverse Actions**

When the recommendations of the MNA-PAC Board of Trustees involves actions deemed adverse to the policies, goals and platforms of MNA, then the MNA Board of Directors reserve the right to override the decision.

**ARTICLE XIV: Dissolution of MNA-PAC**

Section 1 MNA-PAC may be dissolved as follows:

- (a) (i) The Board of Trustees, by a two-thirds (2/3) vote may recommend dissolution to the MNA Board of Directors. Notification of the recommendation must be made to the Board of Directors within two (2) weeks of the vote.
- (ii) The MNA Board of Directors by a two-thirds (2/3) vote following recommendation of the Board of Trustees shall vote upon the recommendation; or
- (b) The MNA Board of Directors by a two-thirds (2/3) vote may dissolve the MNA-PAC.

Section 2 The MNA Board of Directors will notify the membership of dissolution within a reasonable period of time.

Section 3 All remaining assets of the MNA-PAC in the event of dissolution after all debts have been paid shall become the property of MNA with the proviso that such assets be used for political education purposes.