



American Nurses Association-Maine

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ANA-MAINE Bylaws References: Duties of the Board of Directors and its Officers

ANA-MAINE BYLAWS, ARTICLE V: BOARD OF DIRECTORS

[Section 5. Responsibilities]

The Board of Directors shall:

- ▶▶ Exercise the corporate responsibility and fiduciary duties of the association consistent with applicable provisions of law.
- ▶▶ Provide for implementation of association policies and positions approved by the ANA-MAINE Board of Directors.
- ▶▶ Establish policies and procedures for the transaction of business, coordination of association activities and operation and maintenance of ANA-MAINE.
- ▶▶ Establish financial policies and procedures, adopt the budget, submit all books annually to a certified public accountant for audit, and present an annual financial statement to the membership.
- ▶▶ Establish policies and procedures for approving publications and other printed materials prior to their distribution.
- ▶▶ Establish policies and procedures for the collection, analysis and dissemination of information.
- ▶▶ Establish policies and procedures for nominations and elections.
- ▶▶ Establish standing and special committees of the Board as deemed necessary for the performance of its duties, and define the purpose and authority of such committees.
- ▶▶ Make appointments and fill vacancies as delegated to the Board in these bylaws.
- ▶▶ Define qualification for appointive office unless otherwise specified in these bylaws.
- ▶▶ Appoint, define the authority and responsibilities of, and annually review, the performance of the executive director as the chief executive officer.
- ▶▶ Confer constituent membership on associations meeting qualifications established in these bylaws.
- ▶▶ Establish policies and procedures for disciplinary action against members.
- ▶▶ Establish fees for conventions, specified activities, and services.
 - a. Control the use of the official ANA-MAINE insignia and the procurement and sale of replicas thereof.

- b. Provide for constituent member liaison or representation at meetings of voluntary organizations and of public or governmental agencies.
- c. Establish relations and collaboration with the Maine Student Nurses Association.
- d. Assume other duties as may be provided for elsewhere in these bylaws.

[Section 7. Qualification]

To be eligible to serve on the Board of Directors, a person shall:

- ▶▶ Hold current membership.
- ▶▶ Not concurrently serve as an officer or director of another organization if such participation might result in a conflict of interest with ANA-MAINE.

[Section 8. Vacancies]

In the event of a vacancy:

- ▶▶ In the office of president, the first vice-president shall become president for the remainder of the term.
- ▶▶ In the office of first vice-president, the second vice-president shall become first vice-president by appointment until the next annual meeting of the membership, when such vacancy shall be filled by election for the unexpired term.
- ▶▶ In the office of another officer or of a director, the Board of Directors shall fill the vacancy by appointment until the next annual meeting of the membership, when such vacancy shall be filled by election for the unexpired term.

[Section 9. Duties of Officers]

- ▶▶ The **president** of ANA-MAINE shall serve as the official representative of the association and as its spokesperson on matters of association policy and positions; as the chairperson of the membership meetings, the Board of Directors, and the Executive Committee of the Board; and as the ex-officio member of all committees except the Committee on Nominations; and, if elected, as a delegate to the House of Delegates of the American Nurses Association.
- ▶▶ The **vice-presidents**, in order of rank, shall assume duties of the president in the president's absence or at the discretion of the president.
- ▶▶ The **secretary** shall be responsible for ensuring that records are maintained of meetings of the membership, the Board of Directors, and the Executive Committee of the Board of Directors, and shall notify constituent associations of meetings of the membership.
- ▶▶ The **treasurer** shall be responsible for monitoring the fiscal affairs of the association and shall provide reports and interpretation of ANA-MAINE's financial condition to the Board of Directors and the membership.
- ▶▶ Officers and directors shall fulfill the responsibilities of the Board of Directors as defined in these bylaws.

[Section 10. Executive Committee]

There shall be an executive committee of the Board of Directors composed of the officers, which shall have all powers of the Board of Directors to transact business between Board meetings in accordance with rules established by the Board. Such transactions shall be reported at the next regular meeting of the Board of Directors.