

## **Article I. Name**

The name of this corporation is Multiple Sclerosis Nurses International Certification Board, Inc., hereinafter referred to as “MSNICB”.

## **Article II. Mission and Objectives**

### Section 1. Mission

The mission of the MSNICB is to provide a certification examination that validates a nurse's specialized knowledge and skills within the specialty of multiple sclerosis nursing and promote continued competence through certification renewal.

### Section 2. Objectives:

- A. Develop, administer and evaluate the examination for the certification of multiple sclerosis nurses.
- B. Ensure the examination is based on the current evidence-based practices.
- C. Develop criteria for maintaining certification.

## **Article III. Offices**

The principle office for the transaction of business of the MSNICB shall be located in New Jersey. The MSNICB may have offices at such other places, either within or without the State of New Jersey as the Board of Trustees may from time to time designate.

## **Article IV. Finance**

The fiscal year shall be the calendar year January 1, - December 31. An annual budget shall be presented by the Treasurer to the Board of Trustees at a meeting or conference call and approved by the Board. The books of the MSNICB shall be audited by an auditor and approved by the Board of Trustees

## **Article V. Board of Trustees and Officers**

**Section 1. Composition:** Members of the Board of Trustees shall be representative of the constituency it serves.

The Board of Trustees shall include:

(a) One (1) Trustee shall be appointed by the Board of Directors of the International Organization of Multiple Sclerosis Nurses (IOMSN), a non-profit corporation organized under New Jersey law. This Trustee shall also be a member of the IOMSN Board. This Trustee shall be Ex Officio and may not hold office.

(b) At least one (1) Trustee who represents each country/region in which the MSNICB currently administers a certification examination (other than North America) will be appointed by the MSNICB Trustees.

(c) At least six (6) Trustees who are multiple sclerosis nursing certified.

## **Section 2. Officers:**

The officers of the MSNICB shall be President, President-elect, Secretary and Treasurer. Officers shall be elected from among the Trustees serving on the Board. Ex officio members and members of the IOMSN board shall be exempt from Officer positions. Such officers will serve without monetary compensation but shall be entitled to reimbursement for out-of-pocket expenses incurred by them on behalf of the MSNICB while discharging their duties as officers.

## **Section 3. Term of Office**

(a) The term of office shall begin on January 1, in the year following the election.

(b) One (1) Trustee shall be appointed by the IOMSN Board for a three year term. This trustee is not eligible to hold office or to vote.

(c) The Trustees representing countries other than North America shall be **appointed** by their affiliate with no term limit.

(d) All other Trustees shall be appointed by the voting members of the MSNICB from a slate of nominees who are multiple sclerosis certified nurses and who represent varied areas of expertise and years of experience within MS nursing. The selected nominees shall be appointed for three (3) year terms and may be re-appointed for one (1) additional three (3) year term for a maximum of two (2) three (3) year terms.

(e) Officers shall be elected for two (2) year terms and may be elected to the same office for a maximum of two (2) two (2) year terms.

## **Section 4. Nominations and Elections:**

(a) The MSNICB will solicit potential candidates among MS certified nurses to apply for open Board of Trustee Positions.

(b) All multiple sclerosis certified nurses are given the opportunity to submit nominations, including self-nominations, for a Trustee position.

(c) To be eligible for an office, a member must have served as a voting member of the Board for a minimum of one (1) year.

d) Only the voting members of the MSNICB Board of Trustees vote in officer elections.

(e) The nominees will be submitted to the MSNICB Board of Trustees for review. Selection of a nominee for appointment to the MSNICB is by majority vote of the Board of Trustees. Candidates receiving the highest number of votes for each Trustee or Officer position shall be declared elected.

#### **Section 5. Vacancies:**

(a) In the event a vacancy occurs in the office of President, the President-elect shall automatically take over the duties of the President and the office of the President-elect shall remain vacant until the next scheduled election.

(b) In the event that there is an unscheduled vacancy in an officer's position, the board should elect a new member to that position.

#### **Section 6. Duties:**

The Board of Trustees shall manage the business and affairs of the MSNICB and shall be the official group determining MSNICB policy, budget, and strategic plans. The Board of Trustees shall have the authority to set and charge fees for certification and recertification. Officers shall perform those duties prescribed by law, the Articles of Incorporation, these By-laws and the Board of Trustees.

#### **Section 7. Meetings:**

Meetings shall be held at least one time per year. Meetings are held at such times and places as the Board of Trustees may determine. All Board members must be contacted to schedule a meeting. A quorum must be present for the meeting to be held.

#### **Section 8. Notice:**

Notice of any meeting shall be given to each Officer and Trustee by email, or telephone at least ten (10) days prior to the meeting.

#### **Section 9. Quorum:**

Six (6) voting members of the Board of Trustees shall constitute a quorum, at least one of whom is an international member.

#### **Section 10. Action Without a Meeting:**

Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting by email ballot if there is a unanimous vote to pass the action. If the

ballot is not unanimous, the action must be tabled until the next meeting, at which time the action can be discussed.

## **Article VI. Committees**

Section 1. Standing and Special Committees: Unless otherwise specified in these Bylaws, all standing and special committees shall be appointed by the Board of Trustees. The composition, terms, powers, and duties of all Committees shall be determined by the Board of Trustees. The composition, terms, powers, and duties of all Committees shall be determined by the Board. Non-Trustees may serve on MSNICB Committees. Any MSNICB Committee composed of non-Trustees shall be advisory and shall not exercise the authority of the Board. The President or designee shall be an ex officio member of all Committees except the Appeals Committee.

Section 2. Chairpersons: Chairpersons of all committees shall be appointed by the President with the Board of Trustees' approval. Appointments shall be made annually. Except for the Appeals Committee, committee members shall be appointed by the chairpersons, with the approval of the Board of Trustees.

## **Article VII. Certification**

Section 1. Certification: An applicant for certification shall comply with the Multiple Sclerosis Certified Nurse (MSCN) Certification Examination/ Recertification Guidelines as approved by the Board of Trustees. Upon such compliance, the MSNICB shall certify that the qualified applicant has met the eligibility and/or requirements set forth by the MSNICB by granting permission to said applicant to use the certification mark.

Section 2. Discipline:

- (a) A candidate who does not meet the eligibility and testing requirements as determined by the Board of Trustees will be denied certification.
- (b) A candidate who does not meet the requirements for recertification prior to their expired certification period will be considered lapsed.

Section 3. Review and Appeals: A review and appeals process, as outlined in the MSNICB Guidelines, is available to individuals seeking an amendment of a decision denying access to certification or withdrawing active certification status.

Section 4. Certification of Board Trustees: Board Trustees are granted continued certification for the duration of their term on the board and for an additional 5 years after they have ceased to be a board member. .

## **Article VIII. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern the MSNICB in all cases to which they are applicable and in which they are not inconsistent with these By-laws, any special rules of order adopted by the MSNICB, and any status applicable to the MSNICB.

#### **Article IX. Notice**

Section 1. Form of Notice: Whenever, under the provisions of the statute or of the articles of incorporation or of these By-laws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or electronic communication with return receipt, to his address appearing in the books of the MSNICB or, in the case of Trustees, supplied by him to the MSNICB for the purpose of notice. If the notice is sent by mail or electronic communication with return receipt, it shall be deemed to have been given to the person entitled hereto when deposited in the United States mail or with electronic communication with return receipt. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the New Jersey Domestic Nonprofit Corporation law of 1972.

Section 2. Waiver of Notice: Whenever any written notice is required to be given by statute or by the articles of incorporation or by these By-laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### **Article X. Personal Liability of Trustees**

Except for personal liabilities arising under a criminal or tax statute or ordinance, no Trustee of the MSNICB shall be personally liable for monetary damages for any action taken, or for any failure to take action, on behalf of the MSNICB unless such Trustee had failed to perform the duties of his position in good faith, in a manner reasonably believed to be in the best interest of the MSNICB, and with such reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances and unless such failure to perform constitutes self-dealing, willful misconduct or recklessness.

#### **Article XI. Indemnification of Trustees, Officers and Employees**

Section 1. Right to Indemnification: Except as prohibited by law, every Trustee and Officer of the MSNICB shall be entitled as of right to be indemnified by the MSNICB against all expenses, liabilities and loss (including without limitation, attorney's fees, judgments, fines, taxes, penalties and amounts paid in settlement) paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the MSNICB or otherwise, in which he may be involved, as a party or otherwise, by reason of such person being or having been a Trustee or Officer of the MSNICB, or by reason of the fact such person is or was serving at the request of the MSNICB as a Trustee or Officer, employee, fiduciary or other representative of another domestic or foreign corporation for not-for-profit, partnership, joint venture, trust, employee benefit plan or other entity of enterprise (such claim, action, suit or proceedings hereinafter being referred to as an ("Action")); provided, that no such right of indemnification shall exist with respect to and Action brought by and Indemnitee (as hereinafter defined) against the MSNICB except as provided in the last sentence of Section 1. Persons who are not Trustees or Officers of the MSNICB may be similarly indemnified in respect of service to the MSNICB or to another such entity at the request of the MSNICB to the extent the Board of Trustees at any time denominates any of the such persons as entitled to the benefits of this Article XI. As used in the Article XI., "Indemnitee" shall include each Trustee, and Officer of the MSNICB and each other person denominated by the Board Trustees as entitled to the benefits of this Article XI. An Indemnitee shall be entitled to be indemnified pursuant to this Section 1 for expenses incurred in connection with any Action brought by such Indemnitee against the MSNICB only if the Action is a claim for indemnity or expenses under Section 3 of this Article XI if otherwise and either (i) the Indemnitee is successful on whole or in part on the Action for which expenses are claimed or (ii) the indemnification or expenses is included in a settlement of the Action or is awarded by a court.

Section 2. Right of Advancement of Expenses: Every Indemnitee shall be entitled as of right to have his expenses in any Action (other than action brought by such indemnitee against the MSNICB) paid in advance by the MSNICB prior to final disposition of such Action subject to any obligation which may be imposed by law or by provision of the MSNICB Articles of Incorporation, these By-laws, and agreement or otherwise to reimburse the MSNICB in certain events.

Section 3. Right of Indemnitee to Initiate Action: If a written claim under Section 1 or Section 2 of this Article XI is not paid in full by the MSNICB within thirty (30) days after such claim has been received by the MSNICB, the Indemnitee may at any time thereafter initiate an Action against the MSNICB to recover the unpaid amount of the claim and, if successful in whole or in part, the Indemnitee shall also be entitled to be paid the expenses of

prosecuting such Action. It shall be a defense to any Action to recover a claim under Section 1 of this Article XI that the indemnitee's conduct was such that, under New Jersey law, the MSNICB is prohibited from indemnifying the Indemnitee for the amount claimed; the burden of proving such defense shall be on the MSNICB. Neither the failure of the MSNICB (including its Board of Trustees and independent legal counsel) to have made a determination prior to the commencement of such Action that indemnification of the Indemnitee is proper in the circumstances, nor an actual determination by the MSNICB (including its Board of Trustees or independent legal counsel) that the Indemnitee's conduct was such that indemnification is prohibited by law. The only defense to any such Action to receive payment of expenses in advance under Section 2 of this Article XI shall be failure to make an undertaking to reimburse if such an undertaking is required by law or by provision of the MSNICB's Articles of Incorporation, these By-laws, an agreement, or otherwise.

Section 4. Insurance and Funding: The MSNICB may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any expense, liability or loss asserted or incurred by such person in connection with any Action, whether or not the MSNICB would have the power to indemnify such person against such expense, liability or loss by law or under the provision of this Article XI. The MSNICB may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section 5. Non-Exclusivity: Nature and Extent of Rights: The rights of indemnification and advancement of expenses provided for in this Article XI (i) shall not be deemed exclusive of any other rights whether now existing or hereafter created, to which any Indemnitee may be entitled under the MSNICB's Articles of incorporation or these By-laws, any agreement, any vote of Trustees or otherwise, (ii) shall be deemed to create contractual rights in favor of each Indemnitee, (iii) shall continue as to each person who has ceased to have the status pursuant to which he was entitled or was denominated as entitled to indemnification hereunder and shall 8

insure to the benefit of the heirs and legal representatives of each Indemnitee and (iv) shall be applicable to Actions commenced after the adoption hereof, whether arising from acts of omissions occurring before or after the adoption hereof. The rights of indemnification provided in the Article XI may not be amended or repealed so as to limit in any way the indemnification or the right to advancement of expenses provided for herein with respect to any acts or omissions occurring prior to the adoption of any such amendment or repeal.

## **Article XII. Amendments**

These By-laws may be altered, amended or repealed by a majority vote of the Board of Trustees at any meeting duly convened, after notice to the Trustees of that purpose.

## **Article XIII. Liquidation/Dissolution**

Upon dissolution of the MSNICB, the Board of Trustees shall, after paying or making provision for payment of all liabilities of the MSNICB, dispose of all the assets of the MSNICB for one or more exempt purposes within the meaning of section 501 C(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to a state or local government, for public purpose as the Board of Trustees shall determine.

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