



BLUE STAR MOTHERS OF AMERICA, INC.

BYLAWS

Effective 17 August, 2013

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BYLAWS

ARTICLE I. NAME AND GOVERNING AUTHORITY

Section 1. This Corporation shall be known as the Blue Star Mothers of America, Inc.¹

Section 2. The Corporation shall be governed by the following documents in the order listed: United States Constitution; United States Code, Title 36, Chapter 305 – Blue Star Mothers of America, Inc., and the following organizational documents: Constitution, Bylaws, Code of Conduct and the Affiliation Agreements, for National, Departments, and Chapters and between the NEB, Each Department, and Each Chapter². The most current version of *Robert's Rules of Order* shall be the source of parliamentary procedure to be used at all levels of the Corporation. Disciplinary procedures will be governed and administered by Article XV of the Code of Conduct.

ARTICLE II. AMENDMENT OF THESE BYLAWS

Section 1. These Bylaws may be amended at the annual National Convention by a two-thirds (2/3) vote of the eligible voting Delegates present and voting.

Revision: Submitted by: Kathryn Venable, CA9, National Financial Secretary

Section 1. These Bylaws may be amended every two years at the annual National Convention by a two-thirds (2/3) vote of the eligible voting Delegates present and voting.

EXPLANATION: I am submitting this amendment because I believe our governing documents are pretty well defined and that any new changes that are voted in need a little time to be in place to see if the amendment really works or if it needs to be revised. There have been many times that an amendment has been voted in then immediately repealed the next year without seeing how the amendment would benefit in our organization just because someone did not like it.

Section 2. Any proposed amendments and resolutions shall be circulated to all Departments and Chapters at least thirty (30) days prior to Convention, so that the membership will have the opportunity to review all proposed amendments and make recommendations to their respective Convention delegates. Any member, chapter and/or department submitting proposed amendments and/or resolutions shall include an “explanation” for the proposed change or be present at convention or have a representative at convention to speak to the proposal.

¹ Blue Star Mothers of America, Inc., (*hereafter known as the “Corporation”*).

² Constitution, Bylaws, Code of Conduct, Affiliation Agreements for National, Departments and Chapters between the NEB, Each Department and Each Chapter (*hereafter known as the “Governing Documents”*)

Section 3. Amendments passed by the convention body shall be reviewed by the National Executive Board³ and the Corporation's legal counsel for conformity and compliance with the Corporation's Charter and IRC⁴, as amended.

Section 4. Amendments to the Governing Documents shall take effect at the close of the National Convention at which they are adopted. With a two-thirds (2/3) vote of the convention body, a specific amendment may take effect immediately.

ARTICLE III. MEMBERS AND ASSOCIATE MEMBERS

Section 1. A Member is considered to be in good standing whose dues have been paid, who adheres to the Governing Documents, and the Membership Oath, which was signed upon joining the Corporation and has not received any written discipline within the last six (6) months from the NEB, their Department or their Chapter.

Section 2. The Corporation does not allow Members-at-Large. All Members must belong to a Chapter. A Member may not hold membership in more than one Chapter. Members may attend meetings and functions of the Corporation, with the exception of: (a) disciplinary hearings, and (b) executive sessions of either the NEB, Department, or Chapter level.

Section 3. A Member of a disbanded Chapter, if in good standing at the time the Chapter is disbanded, may within one-year transfer to another Chapter in accordance with the Code of Conduct.

Section 4. A Member may be expelled from the organization for subversive activities or other behavior unbecoming or harmful to the Corporation. Disciplinary procedures as set forth in the Code of Conduct shall be used as guidelines for termination of membership. Grounds for termination include, but shall not be limited to:

- a. Failure to maintain the requirements for membership;
- b. Failure to uphold the organization objectives, purposes and policies;
- c. Mishandling of the organization's funds or donations; and
- d. Consistent disruptive behavior that obstructs the organization's ability to function efficiently.

Section 5. Membership dues are required for annual membership. Membership dues renewals are due to the National Organization by September 25 of every year. If a Member belongs to a Chapter that is part of a Department, dues are payable to the Chapter. The Chapter will keep one-half (1/2) of the dues for the Chapter treasury and send the remainder to the Department. The Department will keep one-half (1/2) of the amounts sent by each Chapter, *i.e.*, one fourth (1/4) of the dues paid by each Member, for the Department treasury. The remaining amount will

³ National Executive Board (*hereafter known as the "NEB"*)

⁴ Section 501(c)(3) of the Internal Revenue Code of 2008 (*hereafter known as the "IRC"*).

be sent to National. For Chapters that do not belong to a Department, each Chapter will keep one-half (1/2) of the dues for its Chapter treasury. The remainder will be sent to National. Dues will be considered delinquent if not paid by September 25. Dues must be paid by January 15 for the Member to be eligible to attend the National Convention with the exception of those that join after January 15. Members who do not pay dues by January 15 will have their Membership in the Corporation canceled. A Member can be reinstated only when all dues are paid. All memberships expire on August 31 of the current year.

Revision: Submitted by WEBSITE Team, Charilyn Damigo Chair

~~**Section 5.** Membership dues are required for annual membership. Membership dues renewals are due to the National Organization by September 25 of every year. If a Member belongs to a Chapter that is part of a Department, dues are payable to the Chapter. The Chapter will keep one-half (1/2) of the dues for the Chapter treasury and send the remainder to the Department. The Department will keep one-half (1/2) of the amounts sent by each Chapter, *i.e.*, one-fourth (1/4) of the dues paid by each Member, for the Department treasury. The remaining amount will be sent to National. For Chapters that do not belong to a Department, each Chapter will keep one-half (1/2) of the dues for its Chapter treasury. The remainder will be sent to National. Dues will be considered delinquent if not paid by September 25. Dues must be paid by January 15 for the Member to be eligible to attend the National Convention with the exception of those that join after January 15. Members who do not pay dues by January 15 will have their Membership in the Corporation canceled. A Member can be reinstated only when all dues are paid. All memberships expire on August 31 of the current year.~~

Section 5. Membership dues are required for annual membership. For Chapters that do not belong to a Department, one-half (50%) of the dues amount is allocated to the chapter treasury; the remainder goes to the National treasury. For chapters belonging to a Department, dues allocation is different with one-half (50%) going to the chapter treasury, one-fourth (25%) allocated to the Department treasury and the remaining one-fourth (25%) going to the National treasury. All memberships expire on August 31 of the current year. Dues not paid by September 1 will place the Member in a lapsed status. Dues must be paid by January 15 for the Lapsed Member to be eligible to attend the National Convention. Lapsed Members, who do not pay dues by January 15, will have their Membership in the Corporation canceled. A Member can be reinstated only when all dues are paid.

EXPLANATION: New language states the dues allocation, defines lapsed membership status, and, most importantly, permits adherence to the governing documents. The old wording described a process that was no longer capable of being followed if using the web site's forms placing us all at odds with our governing documents. It is our belief that governing documents should state the corporation's requirements and the NEB should define the processes which satisfy these requirements. Doing so permits the NEB to incrementally improve the various processes -- taking advantage of the various factors, and their resultant changes, that exist in today's environment; e.g., computers, web sites, e-commerce, etc.

ARTICLE IV. ORGANIZATION DIVISIONS

Section 1. The Corporation may be composed of members in Chapters, Departments, and Regions, with the NEB acting as the Board of Directors of the Corporation. All Chapter, Department, and Regional Officers must sign the Affiliation Agreement, attached to these Bylaws, binding their Chapter, Department, and Region to the terms of the Agreement. A signed copy of this Affiliation Agreement must be submitted annually to the NEB.

Section 2. Auxiliaries shall be subgroups working beside the parent organization with Bylaws that must not conflict with the Corporation's Governing Documents and other procedures of the parent organization. Auxiliaries may form into Chapters, collect dues, and elect officers. Auxiliaries may hold a meeting, with the approval of the NEB, in conjunction with the annual National Convention. Annual reports to be included in the proceedings must be submitted at the annual National Convention.

Section 3. The following are standing auxiliaries:

Big Dipper (Fun Group)

The purpose shall be for Scholarship/Educational Assistance.

Blue Star Dads' Association

The purpose shall be the same as the parent organization with independent programs, if desired.

Associates

The purpose shall be to assist the Chapters in the mission of the parent organization.

Gavel Club

Membership in the Gavel Club shall be limited to Past NP. The purpose shall be the promotion of educational and social activities.

ARTICLE V. CHARTERS

Section 1. Three (3) or more Chapters may submit an application to the NEB to institute a Department. All Chapters in the state will have the option to join, but will not be required to join, the newly organized Department. Upon approval, the NP and the National Membership Chair shall issue a charter.

Section 2. Upon approval of an application by the N4thVP⁵, Chapters of not less than five (5) Members shall be chartered by the NP and the N4thVP. Upon chartering a new Chapter, the N4thVP shall notify the Department President if the Chapter will be part of a Department. A copy of the Charter, names of Charter Members, and fees must be forwarded to the N4thVP.

⁵ National Fourth Vice President (*hereafter known as* "N4thVP")

Section 3. Chapters formed before 1990 shall not be required to have a minimum number of Members. The last remaining Member shall turn in the Chapter Charter. Any chapter falling in this category who is accepting new members and/or collecting contributions must comply with all requirements of the organization, including but not limited to National documentation filings required by January 15th of each year. Any chapter falling in this category that is not accepting new members and/or collecting contributions may relinquish their EIN by filing a 990 and marking it termination. A copy of this 990 will be submitted to the National Financial Secretary. At the acceptance of the termination 990 by the IRS, the Chapter will no longer be required to file and submit annual reports and financial documents to National. They will still need to complete an Affiliation Agreement annually.

Section 4. No Department or Chapter shall be named after any person. Departments/Chapters named after an individual and chartered before 1990 will not be required to change their name.

Section 5. All properties including the Charter, flag, history, financial records, minutes, money, other assets, etc., of a disbanded Chapter shall revert to the Department under which the Chapter functioned. If no Department exists, then all of the above materials, funds, and assets must be returned to the NFS, unless entity hold its own IRC designation from the IRS.

Section 6. All Chapter Members in good standing must be notified in writing at least fifteen (15) days prior to the meeting for the purpose of disbanding the Chapter. The NP and Department President must be notified of the meeting. The NEB must be notified in writing within fifteen (15) days of the meeting whether the Chapter voted in favor of disbandment or in the favor of continuation. In the case of a Department, all Chapter Presidents in good standing must be notified in writing at least fifteen (15) days prior to the meeting, for the purpose of disbanding the Department. The NEB must be notified of the meeting. The NEB must be notified in writing within fifteen (15) days of the meeting whether the Department voted in favor of disbandment or in the favor of continuation.

The NEB must be notified in writing within fifteen (15) days of the meeting whether the Chapter voted in favor of disbandment or in the favor of continuation.

Section 7. A Chapter may be reinstated upon application of at least five (5) paying Members. A Department may be reinstated upon application of at least three (3) Chapters in good standing.

ARTICLE VI. EXECUTIVE BOARDS

Section 1. The NEB and all DEB⁶ shall meet within twenty-four (24) hours after the adjournment of the National and/or Department Convention (whichever is applicable) and immediately before the opening of the National and/or Department Convention (whichever is applicable).

⁶ Department Executive Board (*hereafter known as* "DEB").
BSMoA, Inc.'s Bylaws
Adopted and Approved by the
71st Annual Convention of the BSMoA, Inc.
Effective 17 August, 2013

Section 2. Special meetings of the NEB may be called by the NP or upon request of not less than five Members of the NEB. Special meetings of the DEB may be DP or upon request of not less than five Members of the DEB. Meetings may be face to face or by conference call.

Section 3. The NEB/DEB must hold meetings as needed to transact all Corporation business not less than quarterly. Meetings may be face to face or via conference call.

Section 4. Seven (7) Members of the NEB, five (5) Members of the DEB and three (3) Members of the Chapter Executive Board shall constitute a quorum for their respective meetings.

Section 5. The Executive Board at each level (National, Department, and Chapter) shall ensure compliance of the Corporation's Governing Documents to all laws enacted by the U.S. Congress and State and local governments.

Section 6. Executive Boards at each level shall consist of a minimum of five (5) elected officers, including two (2) financial officers.

ARTICLE VII. CONVENTIONS

Section 1. There must be a National Convention held annually for purposes of electing new officers, acting on proposals, resolutions, and motions, conducting business as may be brought before the body and planning for the upcoming year. Departments must likewise have an annual Convention for the same purposes.

REVISION: Submitted by: Charilyn Damigo, National 4th VP, CA4

Section 1. There must be a National Convention held annually for purposes of electing new officers, acting on proposals, resolutions, and motions, conducting business as may be brought before the body and planning for the upcoming year. Departments must likewise have an annual Convention for the same purposes. **While the Convention is traditionally hosted in the home state of the National President, an effort should be made to ensure that the location of the Convention is rotated throughout the country over a period of years.**

EXPLANATION: The burden of travel costs for delegates should not fall unduly on any one section of the country.

Section 2. At least sixty (60) days before the National Convention, a Call for Convention shall be ordered by the NP to be forwarded to all Departments and Chapters. Members with access to e-mail may elect to receive said notification electronically or through the U.S. Postal Service. Department Conventions must be held at between September 1 and December 31.

Section 3. The NP and NEB Members must be notified of the date and time of any Department conventions and a formal invitation extended to them. National Officers, unless they are Members of the Department holding the Convention, have no voting status at a Department Convention.

Section 4. With the exception of the NP, each Member of the NEB and DEB shall be a Delegate at their respective Conventions. Each Department and Chapter President shall be a Delegate at the National Convention.

Section 5. The National Convention shall be held annually within sixty (60) days prior to the close of the organization's fiscal year or August 31.

Section 6. Each chapter's delegate entitlement will be checked by the N1stVP and verified at the registration desk. Only those verified delegates will be issued a delegate badge. Delegate badges may not be transferred if a delegate cannot attend a session or departs the convention early.

Section 7. Each Chapter is entitled to one (1) Delegate for every ten (10) Members in good standing or fraction thereof. All Delegates must be Members in good standing. All Chapter Presidents are entitled to vote at National/Department Conventions and are NOT counted in Chapter.

Section 8. The proceedings of the National Convention shall be reviewed by the NEB prior to the distribution to all Departments and Chapters. The proceedings, including a copy of all reports presented at the Convention, shall be sent to the National Archives. The proceedings shall be so distributed within forty-five (45) days of the close of the Convention. These proceedings should include Chapter reports, election results, Financial Rules and Financial Reports.

Section 9. The proceedings of all Department Conventions shall be forwarded to the NEB within forty-five (45) days of the close of the Department Convention. These proceedings shall include Chapter reports, election results, Financial Policy, and detailed Financial Reports.

Section 10. Immediately upon an officer's retiring from office or removal from office for any reason, all papers, books, keys, flags, Charters, or any other item which is the property of the Corporation shall be turned over to the successor, along with an inventory to be signed by the outgoing and incoming Officers. National Officers must return laptops, printers, etc. cited in the equipment contract they signed when they took office and took possession of said equipment. The equipment contract will be kept by the NRS⁷ as a permanent record.

Section 11. The installation of officers shall be performed before the Convention closes.

ARTICLE VIII. FINANCIAL MATTERS

Section 1. There shall be no elected/appointed salaried officers or salaried chairs.

Section 2. The NEB shall have the discretion to hire staff to handle administrative matters for the Corporation or a service provider for needed services. The NEB shall set the compensation for

⁷ National Recording Secretary (*hereafter known as* "NRS").

such staff person. Such compensation must be reasonable within the meaning of the IRC, *i.e.* such compensation shall be comparable to compensation paid by similar organizations for similar services.

Section 3. Expenses incurred by National Officers and Chairs of Standing Committees in the exercise of their services and duties may be paid from the National Treasury, by the order of the NEB and the NFC⁸. All persons submitting reports and receipts should retain a copy of all materials sent, at least until receipt of the materials has been confirmed by the NP.

Section 4. The National elected officers shall receive sums to cover General Expenses, as defined in the Code of Conduct, the amount of which shall be decided by the National Convention Body. The NFC shall decide when and how often expense reports must be submitted, and what documentation must be included in the expense report. It may make recommendations to the NEB with detailed reason if it believes that certain expenses should be disallowed.

Section 5. At the NEB/DEB meeting prior to the National/Department Convention, the NEB/DEB shall prepare proposed Financial Policies and a budget for the upcoming year. The Financial Policies and budget shall be voted on by the Convention Body. Upon acceptance by the Convention Body, the Financial Policies and budget for the upcoming year shall be entered into the Convention minutes.

Section 6. There must be a yearly audit of the National financial records by a licensed certified public accountant. A copy of the National yearly audit must be included in the minutes of the Convention.

Section 7. Reasonable travel expenses of the Department Presidents to the Convention and NEB meetings shall be borne by their respective Departments.

ARTICLE IX. ELECTIONS

Section 1. All Members nominated for office shall be in good standing.

Section 2. There shall be no campaigning for office or any demonstration during the Convention.

Section 3. The NFS and the N1stVP shall verify the identity of each voting delegates. During elections, non-voting Members and all other non-voting attendees shall move to an area of the Convention hall designated by the NP. The NP shall call for the doors of the Convention hall to be secured by the Sergeant-At-Arms. No individual will be permitted to enter or leave the convention hall during elections.

Section 4. A nomination committee, appointed by the NP, will receive nominations and qualifications for each position, to be distributed to the membership, no later than thirty (30) days before convention. Nominations may also be made from the floor. Nomination speeches

⁸ National Finance Committee (*hereafter known as* “NFC”).

must be no longer than two (2) minutes and be limited to specific qualifications for the nominated office.

Section 4. A nomination committee, appointed by the NP, will receive nominations and qualifications for each position, to be distributed to the membership, no later than thirty (30) days before convention. Nominations may also be made from the floor. Nomination speeches must be no longer than two (2) minutes and be limited to specific qualifications for the nominated office.

**Revision: Submitted by: Four Corners Blue Star Mothers, NMI
President Judy Sinclair-Leczel -**

Section 4. A nomination committee, appointed by the NP, will receive nominations and qualifications for each position, to be distributed to the membership, no later than thirty (30) days before convention. Nominations may also be made from the floor, **without prior distribution being required. Verification that all nominees are in good standing and meet the qualifications for the position will be made prior to election.** Nomination speeches must be no longer than two (2) minutes and be limited to specific qualifications for the nominated office.

EXPLANATION: The current wording is contradictory stating nominations are to be distributed 30 days before convention and then that nominations can be made from the floor. It's impossible to distribute nominations from the floor. Therefore this is to clarify how nominations can be made from the floor, and also that whether nominated prior to convention or from the floor, all nominees must be verified in good standing and that they meet the qualifications.

Section 5. Nominees, except under extreme circumstances (such as temporary illness, accident, family emergency, natural disaster, or act of war or terrorism) must be present to accept the nomination. In the case of absence, a letter must be addressed to the NEB or the DEB prior to the Convention citing the office, qualifications for office, acceptance if nominated, and a detailed explanation of absence. Upon receipt of this letter, the candidate will be added to the ballot.

Section 6. Delegates must be present in the Convention hall to vote. There will be no proxy or absentee voting.

Section 7. The NP may represent any state. All remaining elected officers may represent any Department or Chapter.

Section 8. Election of officers shall be by ballot.

Section 9. At the opening Board meeting, the NP and NEB shall appoint a Judge and three (3) Tellers for the Convention elections. The Judge should be a Past President, if possible. The Tellers should be chosen from different states. All ballots shall be counted in private and the Member with the majority announced as having been elected. If there is not a majority, the two

(2) leading candidates remain on the ballot and a second (2nd) vote is taken. The candidate on the second (2nd) ballot with a majority is announced as having been elected. Ballots shall be secured by the NRS until the next Convention.

REVISION: Submitted by: Charilyn Damigo, National 4th VP, CA4

Section 9. At the opening Board meeting, the NP and NEB shall appoint a Judge and three (3) Tellers for the Convention elections. The Judge should be a Past President, if possible. The Tellers should be chosen from different states. All ballots shall be counted in private and the Member with the majority announced as having been elected. If there is not a majority, the two (2) leading candidates remain on the ballot and a second (2nd) vote is taken. The candidate on the second (2nd) ballot with a majority is announced as having been elected. **If there is only one name on a ballot, the nominee must receive a majority vote in order to take office.** Ballots shall be secured by the NRS until the next Convention.

EXPLANATION: The current system of allowing an office to be filled with only a single vote does not accurately represent the will of the Convention body.

Section 10. An officer of the NEB or DEB shall hold office for a term of one (1) year, or until a successor is elected. The term of office begins immediately upon completion of the installation ceremony held immediately after elections. An officer may serve one additional term, or year, in the same office, whether consecutively or non-consecutively.

Section 11. An officer of a chapter shall hold office for a term of one (1) year, or until a successor is elected. The term of office begins immediately upon completion of the installation ceremony. An officer may serve additional terms in the same office, whether consecutively or non-consecutively as the need arises (upon the request and with the consent of her chapter).

ARTICLE X. ELECTED OFFICERS

Section 1. National Officers must have the following qualifications:

- a.) The newly elected NP must have served as an elected officer at least one (1) full year on NEB, or have served as least one (1) full year as the Department President;
- b.) If the newly elected NP held any elected or appointed financial offices, such as Treasurer or Financial Secretary, Big Dipper and Yearbook positions at any level, she must resign from these duties immediately upon her acceptance of the higher office;
- c.) The Vice Presidents shall be nominated from National, Department, and Chapter officers; and
- d.) The newly elected NT or NFS must have served as a Finance Officer in a Department or Chapter, or have an accounting or financial background.

REVISION: Submitted by: *Blue Star Mothers of Henderson & Boulder City, NV, NV4 Dorothy Fusco, Charter President,*

Section 1. National Officers must have the following qualifications:

- a.) The newly elected NP must have served as an elected officer at least one (1) full year on NEB. ~~or have served as least one (1) full year as the Department President;~~
- b.) If the newly elected NP held any elected or appointed financial offices, such as Treasurer or Financial Secretary, Big Dipper and Yearbook positions at any level, she must resign from these duties immediately upon her acceptance of the higher office;
- c.) The Vice Presidents shall be nominated from National, Department, and Chapter officers; and
- d.) The newly elected NT or NFS must have served as a Finance Officer in a Department or Chapter, or have an accounting or financial background.

EXPLANATION: Our chapter, referenced above, strongly believes that in order to serve as the president, on this national board, one must first have served in some capacity on the NEB, for at least one year, having accumulated that level of experience necessary to fulfill the duties and obligations of the office of the president.

Section 2. Department Officers must have the following qualifications:

- a.) The President must have served as an elected officer at least one (1) full year on the DEB;
- b.) The VPs shall be nominated from Department or Chapter officers; and
- c.) The Treasurer or Financial Secretary must have either served as a Financial Officer in Department or Chapter or have an accounting background.

REVISION: Submitted by: Charilyn Damigo, National 4th VP, CA4

Section 2. Department Officers must have the following qualifications:

- a.) The President must have served as an elected officer at least one (1) full year on the DEB;
- b.) The VPs shall be nominated from **past or present** Department or Chapter officers; and
- c.) The Treasurer or Financial Secretary must have either served as a Financial Officer in Department or Chapter or have an accounting background.

EXPLANATION: A nominee need not be currently serving as a Department or Chapter officer, but should have previous experience at the officer level in order to be qualified to be a National officer.

ARTICLE XI. VACANCIES

Section 1. Elected Officers. The NEB shall declare an elective office vacant upon a resignation, death, or after three months of inactivity. The NEB shall appoint a replacement with a two-thirds (2/3) majority vote of the entire NEB for a vacancy not filled by succession. Written notification must be sent to the Departments and Chapters.

Section 2. Appointed Officers and Chairs. The President shall declare a vacancy upon resignation, death or after three (3) months of inactivity and appoint a replacement. Notification shall be made to Departments and Chapters.

Section 3. If an elected officer, at any level of the Corporation, is temporarily unable to fulfill her office, then the applicable NEB may, by a majority vote, choose a person to temporarily take over the responsibilities of that officer. If an appointed officer is temporarily unable to fulfill her duties, then the NP shall appoint a person to temporarily take over the responsibilities of that officer.