

BYLAWS

OF THE

***PHILIPPINE NURSES ASSOCIATION
OF NORTHERN CALIFORNIA, INC.***



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**BYLAWS
OF THE
PHILIPPINE NURSES ASSOCIATION OF NORTHERN CALIFORNIA, INC.**

**ARTICLE I
NAME**

The name of the Corporation shall be the Philippine Nurses Association of Northern California, Inc. (PNANC) herein referred to as the "Corporation".

ARTICLE II

The principal office of the Corporation for the transaction of business shall be designated by the PNANC Board of Directors.

ARTICLE III

A. MISSION STATEMENT

The mission of the Corporation is to promote fellowship among Philippine nurses, foster a positive image, provides activities that assist in the professional development, participate in community activities and collaborate with other organizations to achieve the mission of the PNANC.

B. GOALS

The objectives of the Corporation shall include, but not limited to the following:

1. Promote activities that unify Philippine nurses in Northern California.
2. Offer program(s) to promote professional growth and development of its members.
3. Collaborate with professional organizations and agencies to develop and implement educational programs relevant to nursing practice, education and research.
4. Participate in community activities and programs that foster health promotion, education and cultural diversity awareness.
5. Offer scholarships to qualified nursing students of Philippine ancestry.
6. Promote mentorship and fellowship of Philippine nursing students.
7. Disseminate information regarding legislation and public policies, which directly or indirectly affect nursing and health care.

**ARTICLE IV
MEMBERSHIP**

Section A. Categories of Membership

There shall be six classes of membership: Regular, Associate, Lifetime, Students, Retired, and Honorary. All individuals eligible for membership shall be residents of Northern California.

1. Regular: Active Registered Nurses of Philippine ancestry.
2. Associate: **Non registered nurses** and other **health care** professionals, who support the mission statement of the Corporation. Associate members shall be entitled to speak but may not make motions, hold office, or vote.
3. Lifetime: All past presidents of the Corporation who have successfully completed and served the term as Immediate Past President.
4. Students: Students of Philippine ancestry enrolled in a nursing program.
5. Retired: Retired Registered Nurses of Philippine ancestry.
6. Honorary: a person to whom honorary membership is conferred by virtue of majority vote of the board of Directors for distinguished service rendered or valuable assistance to the nursing profession and towards achieving the objectives of the Association.

Section B. Eligibility

Upon approval of the membership committee, an eligible individual who has completed a formal application and paid membership dues shall become a member of the Corporation.

Section C. Dues

1. The **Executive Board** shall evaluate the dues structure as necessary. The members shall be notified of any changes.
2. Exemption from membership dues: The following shall not be assessed for membership dues:
 - a. Lifetime members. .
 - b. Honorary members
3. Membership dues shall be renewed **in accordance with policy and procedures established by the Association.**

Section D: Termination **and Disqualification** of Membership

1. The membership of any member shall terminate upon:
 - a. The written resignation of the member; or
 - b. The expiration of the period of membership, unless the member renews for the subsequent period on the renewal terms set by the **Executive Board**; or
 - c. The occurrence of any event which renders such member ineligible for membership;
 - d. The determination by the **Executive Board** that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.
2. Any member terminated may be reinstated by the affirmative vote of a majority of the members of the **Executive Board**.

ARTICLE V MEETINGS

Section A: Frequency of Meetings

1. Regular meetings of the **Executive Board** shall be held six times annually. The date and time shall be specified by the **Executive Board**.
2. There shall be one annual general membership meeting. Such time and place shall be determined by the **Executive Board**.
3. Special meetings may be called by the **Executive Board** and shall be limited to consideration of subjects listed by the **Executive Board**. Such meetings may be conducted through Electronic Conference.

Section B: Place of Meetings

Meetings shall be held at any place designated by the **Executive Board**

Section C: Quorum

1. Ten percent (10%) of the total membership registered at the **annual membership meeting shall constitute a quorum**. Membership Committee will provide the current official number of members **generated at the end of the month preceding the annual meeting**.
2. A total of nine (9) members of the **Executive Board** shall constitute a quorum at any regular Board of Directors' meeting or special meeting.
3. **Executive Board** shall allow proxy votes during the board's business meetings. A board member can exercise one proxy vote per calendar year or two proxy votes during the entire term of office. The Board shall only allow two (2) proxy votes in a given meeting.

ARTICLE VI:
EXECUTIVE BOARD

Section A: Composition

The **Executive Board** is composed of the President, President-elect, Immediate Past President, Secretary, Treasurer, Public Relations Officer, Auditor, and eight (8) Board Members.

Section B: Eligibility

1. Each member of the **Executive Board** shall be a member in good standing of the Corporation.
2. The President-elect shall have served in the Corporation Board **immediately preceding nomination and**, and have current knowledge of the Corporation, Board activities or have participated actively in the Corporation's activities, shall have maintained active membership for one year, and have attended at least two business meetings preceding filing of nomination, and shall have signed a consent to serve.
3. All other elective office shall **require current and active membership** for at least a year at the time of filing of candidacy, and shall have signed consent to serve.
4. Any past president may run for any office in the **Executive Board**, two years after the end of his or her term.

Section C: Terms of Office

1. The **Executive Board** shall be elected for two year term. Each officer or director, including one elected to fill a vacancy or elected at a special meeting shall hold office until expiration of the term for which elected and until a successor has been elected.
2. Officers are required to attend at least **four** business meetings a year. Absence of officers and board of directors for more than fifty percent 50% of the regular meetings shall be grounds for termination from office after the Executive Board validates justification for absence.

Section D: Vacancies

1. If the office of the President becomes vacant, the President-elect shall succeed to the office of the President and serve the unexpired term. He/she shall continue to serve as president for the subsequent term.
2. If the office of the President-elect becomes vacant, the **Executive Board** shall appoint from the membership of the **Executive Board**, a President-elect pro tempore to serve the remaining portion of the unexpired term as President-elect. The appointed president-elect shall not succeed to the Presidency unless elected to that office in a regular election of the corporation.
3. If the office of the President and the President-elect both become vacant, the board of Directors shall appoint from the membership of the **Executive Board**, a President-elect pro tempore to serve for the remaining portion of the unexpired term. At the next regular election of the Corporation, both a president and a president-elect shall be elected.
4. A vacancy in any other office and board seats shall be filled by the appointment by the **Executive Board** of a qualified **active** member to serve for the remaining portion of the unexpired term.

Section E: Duties

1. The President shall:
 - a. Be the Administrative Chief Executive Officer of the Corporation.
 - b. Serve as Chairperson of the **Executive Board**
 - c. Preside at all business meetings of the Corporation.
 - d. Responsible for long range planning
 - e. Coordinate the activities of the Corporation.
 - f. Appoint chairpersons of standing committees and ad hoc committees.

- g. Serve as ex-officio member of all committees except the Committee on Nominations and Elections.
 - h. Present a report of the state of the Corporation at the annual meeting.
 - i. Perform such other duties as authorized by the **Executive Board**.
 - j. Oversee publication of the Corporation's newsletter.
 - k. Act as a Corporation's spokesperson and authorizes news items to the media.
 - l. Complete and submit required PNAA documents/reports on a timely manner.
2. The President-elect shall:
- a. In the absence of the President, perform all duties and assume all responsibilities of the President.
 - b. Work closely with the President in the assessment, implementation and evaluation of programs of the Corporation.
 - c. Chair the Membership committee.
 - d. Assumes the presidency when the president's term expires.
3. The Secretary shall:
- a. Conduct and maintain a file of the general correspondence of the Corporation.
 - b. Mail notices of the time and place of meetings.
 - c. Prepare correspondence for the Corporation.
 - d. Convene a meeting of the **Executive Board** if the offices of the President and the President-elect become vacant.
 - e. Keep and maintain an accurate recording of the proceedings of each meeting.
 - f. Send copy of the meeting minutes to the President within 30 days after said meeting and other copies as authorized by the board of Directors.
 - g. Be custodian of all reports and records including by-laws, **policy and procedures**, information of projects, programs and activities. Keep accurate membership roster and inventory of the properties of the Corporation.
 - h. Perform such other duties that may be delegated by the **Executive Board**.
4. The Treasurer shall:
- a. Chair the Budget and Finance Committee
 - b. Submit the annual budget for approval not later than the last regular meeting of current fiscal year.
 - c. Monitor and record all financial transactions of the Corporation.
 - d. Authenticate expenditures against the budget.
 - e. Prepare written financial report for regular meeting.
 - f. Prepare and file IRS return **if indicated**.
5. The Auditor shall:
- a. Be responsible for auditing all financial records of the Corporation at the end of the fiscal year.
 - b. Provide an auditor's report for approval at the annual membership meeting.
 - c. Together with the Treasurer, prepares the income tax form and files with the U.S. Internal Revenue Service.
6. The Public Relations Officer shall:
- a. Responsible for media relations, press releases, and other matters related to public information under the direction of the President.
 - b. Assist in the publication of the Corporation's newsletter.
 - c. Chair the Media and Community Relations Committee.
7. The Board Member shall:
- a. Act as a chairperson of a standing committee.
 - b. Perform functions as required by the **Executive Board**.

8. The **Executive Board** as a governing body shall:
 - a. Have general supervision and accountability for the affairs of the Corporation.
 - b. Maintain solvency of the Corporation by providing and monitoring the revenues to balance projected expenses.
 - c. Make policy decisions to establish rules and procedures for the **Executive Board** and the Corporation.
 - d. Ensure the preparation of the annual budget.
 - e. Approve and disapprove reports, resolutions, or actions of officers and committees.
 - f. Change the location of the principal business office of the Corporation.
 - g. Adopt, make use, and alter the corporation seal.

ARTICLE VII NOMINATIONS AND ELECTIONS

A. Composition

1. The Committee on Nominations and Elections (**NOMELEC**) shall be composed of three (3) members: the Immediate Past President as the chair and two (2) other members recommended and approved by the Board of Directors.
2. If the immediate past president is not available, the Board shall appoint any past presidents who maintain active participation in the affairs of the Corporation.
3. Committee members **are not qualified to run for any elected position during their term as committee members**
4. **The Committee on Nominations and Elections (NOMELEC)**, shall not engage in any activity that will influence the result of the election.

B. Nominations

1. The Committee shall accept names of identified nominees and decide upon their applications and eligibility in a timely fashion.
2. The nominee shall express acceptance of nomination by submitting a signed Consent-to-Serve form to the committee.

C. Elections

1. Elections shall be held by mail on even numbered years.
2. Ballots shall be mailed to active members by April 15 of the election year with a return deadline of on or before May 15 of the same year.
3. The Committee will appoint tellers, supervise the counting of the ballots and shall report the results of the election to the Board.
4. The Committee on Nominations and Elections shall announce results and notify all candidates.

ARTICLE VIII COMMITTEES

Section A: Standing Committees

1. There shall be ten (10) standing committees: namely, Bylaws and **Policy and Procedures**; Membership; Education and Professional Development; Research; Scholarship and Awards; Budget and Finance; Media and Community Relations; Social and Cultural Events; Legislative; & Nominations and Elections.
2. The broad goals of the standing committees are:
 - a. Bylaws and Standing Rules Committee: To update, **Policy and Procedures** and Bylaws, as seen fit to the changing needs of the Corporation.
 - b. Membership Committee: To develop and implement membership recruitment and retention activities and programs. To coordinate the publication of the Membership Bulletin.
 - c. Education & Professional Development & Committee: To provide relevant educational programs to the membership. To generate funds for the scholarship fund.

- d. Scholarship and Awards Committee: To develop and implement activities related to provision of scholarship and awards to qualified candidates of nursing students with Philippine ancestry as well as to recognize members of exemplary practice. To solicit donations for the scholarship fund.
- e. Budget and Finance Committee: To prepare and submit annual budget. To prepare tax returns.
- f. Media and Community Relations Committee: To coordinate community relations and media-related activities of the Corporation. To coordinate the publication of the TORCH, **maintenance and update the website information.**
- g. Social and Cultural Events Committee: To coordinate social and cultural activities of the Corporation and coordinate fundraising events of the Corporation.
- h. Legislative Committee: To appraise the membership of relevant political activities and legislative matters that may affect the Corporation and/or the nursing profession.
- i. Nominations and Elections Committee: To identify and seek out qualified nominees and conduct fair and timely election.
- j. Research Committee: To plan and coordinate research activities and projects.

3. All Committees are expected to develop and update policy and procedures to reflect changing practice.

Section B: Ad Hoc Committees

1. Ad Hoc Committees may be created by the board of Directors for specific projects.
2. Upon completion of its project, an ad hoc Committee shall present a written report after which the committee shall automatically dissolve unless the Board of Directors directs otherwise.

Section C: Committee Appointments

1. The Chairpersons of the Standing and Ad Hoc Committees, except that of the Nominations and Elections, Membership, and Budget and Finance committees shall be appointed by the President. The Committee members shall be appointed by the respective chairpersons, except for members of the Nominations and Elections who will be recommended and approved by the Board of Directors.

Section D: Committee Records

The records of each committee shall be submitted to the Secretary for permanent file at the end of its tenure.

ARTICLE IX AFFILIATIONS

The Corporation is a member of the Philippine Nurses Association of America (PNAA). The Corporation may work with other organizations and nursing alumni associations to foster the mission statement of the Corporation.

ARTICLE X ADVISORY COUNCIL

Section A: Composition

The Advisory Council is composed of past presidents **of the Association** who are willing and able to attend at least two (2) business meetings of the board of directors and one other activity of the Corporation **per year. Service as chapter president is required qualification for membership into the Advisory Council. Advisory Council must sign a consent to serve on any given administration at the beginning of a new term.**

Section B: Functions of the Advisory Council

1. Acts in an advisory capacity and participates without voting privileges in the deliberations and recommendations of the Board.
2. Participates in activities to further the purpose of the Corporation.

3. Reviews policy and procedures, bylaws and submit proposals to the Executive Board for debate and decision.
4. Members may serve on any capacity and roles identified necessary by the Executive Board.

ARTICLE XI
FISCAL YEAR

The fiscal year of this Association coincides with the calendar year.

ARTICLE XII
CORPORATE SYMBOL

1. The symbol of the PNANC shall be the PNANC flag. The official color of the flag shall be white, green, gold and orange, and light brown contained in the flag.
2. Modification to the corporate symbol is subject to the approval by the Executive Board.
3. The PNANC flag is to be displayed at all official functions, activities and events of the Association. Display and use of the PNANC flag.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

The rules contained in the Robert's Rules of Order Newly Revised and latest edition shall govern parliamentary procedure at meetings of this Corporation in all cases in which they are applicable and in which they are not inconsistent with these by-laws.

ARTICLE XIV
AMMENDMENTS

These by-laws may be amended by two-thirds vote of the members present and voting at an annual meeting of the Corporation or a majority of the total responses received by mail. Amendments to the by-laws may be brought for consideration by membership upon recommendation of the Executive Board or by petition from at least ten (10) members of the Corporation.

ARTICLE XV
DISSOLUTION

Section A: Notice of intent to dissolve the Corporation shall be authorized by the Executive Board and mailed to all members prior to voting.

Section B: Dissolution must be approved by two-thirds vote of the members present.

Section C: In the event of dissolution of this Corporation, the assets shall be liquidated to charitable, educational or similar organizations, which qualify under section 501 (c) of the IRS code.

END

Adopted October 12, 1980
Amended: October 30, 1987
Amended: October 16, 1992
Amended: June 2, 1996
Amended: October 17, 2001
Amended October 22, 2003

Amended: April 18, 2010 or August 23, 2008 or August 23, 2009?