



PNASC, INC.

PHILIPPINE NURSES ASSOCIATION OF SOUTHERN CALIFORNIA

CONSTITUTION & BY-LAWS

ARTICLE I NAME

Section 1 - NAME

The name of this professional organization shall be the PHILIPPINE NURSES ASSOCIATION OF SOUTHERN CALIFORNIA, INC.

The official abbreviation shall be PNASC, INC., hereafter referred to as Association.

ARTICLE II MISSION STATEMENT & GOALS

MISSION STATEMENT:

As the official professional organization of Filipino American Nurses in Southern California, PNASC, INC. will uphold the positive image and welfare of its Constituent members, promote professional excellence and contribute to significant outcomes to healthcare and society.

GOALS:

1. Promote activities which will unify the Filipino American Nurses in Southern California.
2. Collaborate with professional organizations and agencies in developing and implementing programs relevant to nursing practice, education and research.
3. Participate actively in community activities which directly and indirectly impact nursing and healthcare.

ARTICLE III MEMBERSHIP/DUES

Section 1. MEMBERSHIP

The PNASC, INC shall consist of Filipino American Registered Nurses (RNs) residing in Southern California. The members are classified as follows: Lifetime, Annual; Associate; Honorary; and Auxiliary members.

- A. Lifetime members are those who paid the required lifetime membership fees prior to January 1, 2005.
- B. Annual members are those who are paying their membership dues annually.
- C. Associate members are RNs of non-Philippine ethnic origin, vocational nurses of Philippine ethnic origin licensed to practice in the country of origin/or any state/territory of the United States, retired RNs, student nurses, who have paid the required membership dues.
- D. Honorary members are persons to whom membership is conferred by virtue of a majority vote of the Executive Board for distinguished service rendered or valuable assistance to the nursing profession and towards achieving the objectives of this association.
- E. Auxiliary members are non-RNs who demonstrate strong support and commitment to serve the overall goals and initiatives of the PNASC, INC. The PNASC Auxiliary (PNASCA) Constitution and By-laws shall govern the dues, duties and responsibilities of the auxiliary members.

Section 2. ETHICAL STANDARDS/DISQUALIFICATION OF MEMBERS

- A. By a majority vote, the Executive Board may censure and expel a member for cause provided there was a due process hearing at which the member was permitted to defend him/herself.
- B. Any member maybe removed from the membership roster for:
 - 1. Violation of the Association's By-Laws and rules of conduct.
 - 2. Acts, errors, and omissions detrimental to the goals of the association.
- C. Failure to pay membership dues.
- D. Any member suspended or expelled may be reinstated by a majority vote of the Executive Board after such member has submitted an application and paid current dues and assessments.

Section 3. DUES AND FUNDS

- A. Annual dues shall be recorded by calendar year from the date the membership/renewal fee was received. PNAA membership dues shall be recorded as calendar year from January to December.
- B. Delinquency and Reinstatement:
 - 1. Any member whose dues are not received on or before expiration of membership shall be removed from the membership roster and all privileges from the association shall be withdrawn.
 - 2. Reinstatement shall be by submission of an application and payment of current dues.

- C. In support of its objectives, the Association may collect fees from its members, solicit and accept donations and may hold fundraising activities not contrary to law or public policy.
- D. As a non-profit organization, no funds, properties tangible or any part thereof, or the proceeds earned or derived from there shall inure to the benefits of anyone connected with the association. Funds, properties collected or received for or on behalf of the association shall belong to PNASC and shall be used solely for the fulfillment of the mission and goals of the Association.

ARTICLE IV
DUTIES/RIGHTS/PRIVILEGES OF MEMBERS

- Section 1. Membership in the association is a privilege and is contingent upon compliance with the requirements specified in these By Laws.
- Section 2. Members shall have the right to vote except Honorary and Auxiliary members.
- Section 3. Members may request for a special meeting from the Executive Board upon written request to the President, signed by at least 5 members.
- Section 4. Members may inspect the financial records of the Association with definitive purpose with the consent of the President.
- Section 5. Associate members shall have the rights and privileges of active members except that of holding elected office, chairing a committee, or serving as delegate to the annual meeting or other special meetings.
- Section 6. Members who meet established criteria shall be eligible for scholarship awards recognition, and other benefits as determined by the Executive Board
- Section 7. Lifetime and annual members are eligible to hold elective office, serve on elected or appointed committees, and exercise delegate power.
- Section 8. Honorary members shall serve as resource persons in matters relevant to their expertise but have no vote or delegate power.

ARTICLE V
EXECUTIVE BOARD

- Section 1. The ultimate authority in the association shall be vested on the Executive board consisting of elected nine (9) elected officers and eight (8) Board of Directors. A duly qualified member appointed by the President and approved by the Executive Council shall fill any vacancy.

Section 2. DUTIES OF THE EXECUTIVE BOARD SHALL

- A. Direct the business and financial affairs of the association.
- B. Establish the Association's administrative policies.
- C. Promote growth and development of the Association.
- D. Authorize the formulation and awarding of contracts.
- E. Review recommendations of the President and determines actions to be taken.
- F. Review committee reports and determines action to be taken on recommendation.
- G. Suspend or expels members of the association for due cause.
- H. Authorize the representation and participation of the association in activities other than the non-profit activities and functions of the association.
- I. Review and authorize publications proposed by any member in adherence to the mission and goals of the Association.
- J. Perform such other duties and exercises authority as prescribed in these By-laws.

ARTICLE VI
EXECUTIVE BOARD/BOARD OF DIRECTORS ELECTION/
DUTIES AND RESPONSIBILITIES

Section 1. The officers consist of the President, President-Elect, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, Auditor, Public Relations Officer, and eight (8) Board of Directors. The Advisory Board as a group shall be represented at the Executive Council with one designated vote.

Section 2 ELECTION/ELIGIBILITY

- A. Election of Officers and Board of Directors shall be held biennially at a place designated by the Nominations and Election Committee.
- B. To be eligible to serve for an elected office, a nominee must have current membership and have expressed interest and commitment to serve the term of office.
- C. To be eligible to serve for the office of President-Elect, a nominee must have been elected and served one term (2 years) in the Executive Council immediately preceding the nomination.
- D. A nominee may be a candidate for only one (1) office at any given time and if holding an elected office, he/she may not be a candidate for another office unless the current term expires at the time of the election.
- E. Plurality elects. In case of a tie, choice shall be by lot through the Executive Board.

Section 3. TERMS OF OFFICE

- A. All elected officers and Board of Directors shall serve for two (2) consecutive years and can be re-elected to the same office for a second term except for the President and President-Elect.
- B. The President-Elect assumes the position of the President at the end of the current term.

- C. Any member filling a vacant position for more than one half of the term shall be considered to have served one term.

Section 5. VACANCIES

- A. A vacancy that occurs in an elected office of the association due to the inability or ineligibility of the incumbent to perform duties of the office, or the incumbent's removal from the office, shall be filled in the following manner:
 - 1. President: President-Elect shall assume office, or Vice-President, if former is unable to do so.
 - 2. President-Elect: Vice-President shall assume office.
 - 3. Vice-President: The candidate for Vice-President who obtained the second highest vote in the preceding election shall be appointed to fill the vacant position with the approval of the Executive Board. If there is no second candidate available, the President, upon the approval of the Executive Board shall appoint an individual to fill the position.
 - 4. Treasurer: Assistant Treasurer shall assume office.

Section 6. REMOVAL FROM OFFICE

An Executive Board member may be subject to reprimand, censure, suspension or termination from office by a two thirds (2/3) vote of the Executive Board for violation of the By-laws of the Association, misconduct or neglect of duty in office, absence in 50% of the regular meetings and/or any behavior injurious to the Association. NO action shall be taken against any member of the Executive Board until he/she has been advised of specific charges, given reasonable time to prepare response, afforded a fair hearing process before the Executive Council. It is also incumbent upon the Executive Board to validate justification of reason for charges for removal from office.

Section 7. COMPENSATION

The elected officers shall not receive nor shall they be entitled to compensation or salary for serving on the Executive Board

Section 8. DUTIES OF THE OFFICERS

- A. The President shall:
 - 1. Call and preside at the regular Executive Board and general assembly meetings.
 - 2. Represent the Association at meetings and functions of other organizations, or designates an alternate.
 - 3. Appoint all chairpersons of standing committees subject to approval of the Executive Board.
 - 4. Act as ex-officio member in all committees except in the Nomination and Election Committee.

5. Sign or countersign all official documents.
6. Endorse a written summary of all transactions, activities, official documents, accounts, money and other assets of the organization to the incoming Executive Board within thirty (30) days after his/her term of office.

B. The President-Elect shall:

1. Perform the duties of the President in the absence or inability to act.
2. Perform such other duties as may be delegated by the President or the Executive Board.
3. Serve as the Chair for the Policy and Procedure Committee

C. The Vice-President shall:

1. Perform the duties of the President-Elect in the absence or inability to act.
2. Perform such other duties as may be delegated by the President or Executive Board.

D. The Recording Secretary shall:

1. Record the proceedings of all business meetings.
2. Distribute approved minutes to the members of the Executive Board and pertinent data to respective committee chairperson.
3. Preserve all official reports/ documents.

E. The Corresponding Secretary shall:

1. Issue notices regarding meetings and activities.
2. Receive and send general correspondence as directed by the President.
3. Send out information to chapter members regarding projects, programs, and activities undertaken by the organization.
4. Assist the Recording Secretary in the functions as delegated by the President, and assumes the duties of the Recording Secretary in his/her absence.

F. The Treasurer shall:

1. Be accountable and responsible for the financial affairs of the Association.
2. Keep a record of all receipts and disbursements.
3. Perform appropriate banking transactions as designated by the Executive Council.
4. Issue checks of the Association, countersigned by the President or designated alternate signatory for purposes approved by the Executive Council.
5. Assist in the accounting and reconciliation of transactions In fundraising activities.

6. Present financial record for examination by designated Auditor.
7. Act as chairperson of the Budget and Finance committee.
8. Submit a written financial report of the Association at the Executive Board meetings and at the Annual General Assembly.
9. Submit an annual PNASC, INC. membership roster to PNAA with corresponding membership fees as requested.

G. The Assistant Treasurer shall:

1. Perform duties and responsibilities of the Treasurer in his/her absence.
2. Send out membership renewal forms and reminders annually for payment of dues.
3. Maintain an accurate membership roster.
4. Submit monies received and corresponding reports to the Treasurer.
5. Assume other functions as delegated by the President or the Executive Board.

H. The Auditor shall:

1. Be responsible for having all financial records audited at least quarterly and immediately after every major events/fundraisers.
2. Assist the Treasurer in finalizing the financial reports for submission to the Executive Board.
3. Together with the Treasurer, prepare the yearly income tax report and file it with the State and the Internal Revenue Service.
Act as Manager whose responsibility is to safeguard, maintain, and control PNASC, INC. assets.

I. The Public Relations Officer shall:

1. Be responsible for media releases as approved by the Executive Board.
2. Assist in the collection of articles for publication in the newsletter published semi-annually in coordination with the Editorial Staff.

J. The Board of Directors shall:

1. Act as chairperson of a standing committee as appointed or designated by the President.
2. Perform functions as designated by the Executive Board.

ARTICLE VII
MEETINGS/QUORUM

Section 1. MEETINGS

A. Executive Board

1. Shall meet regularly every month, or more frequent whenever necessary.
2. The date, time and place of all meetings shall be determined by the Executive Board.

B. General Assembly

1. Shall meet once a year.
2. The General Assembly meeting shall be scheduled as established the Executive Board. It shall include a report from the Executive Council, Standing and Ad Hoc Committees.
3. The voting body of the General Assembly shall be as follows:
 - a. Executive Board.
 - b. Any present paid member.
 - c. Each qualified voter is entitled to only one (1) vote.

C. Quorum

1. Any number of present paid members constitutes a quorum in the General Assembly.
2. A majority fifty percent (50%) plus one (1) of the Executive Board shall be necessary at all meetings to constitute a quorum.
3. Proposals submitted for voting shall be determined by majority vote of members present during the meetings.

ARTICLE VIII
STANDING COMMITTEES

Section 1. The Standing Committees of this association shall be:

- Membership & Retention
- Education & Research
- Legislative
- Constitution & By-laws
- Budget & Finance
- Publicity/Public Relation
- Nominations & Election
- Program & Awards
- Ways & Means
- Human Rights
- Community Outreach
- Archives
- Website
- Policy & Procedure
- Practice
- Scholarship

Section 2. The President, with the approval of the Executive Board, shall appoint the Chair and Adviser of the standing committees at the beginning of each term. The committee shall consist of a Chair, a Co-chair, and at least two (2) other members appointed by the Chair.

Section 3. Committee responsibilities shall be as follow:

- A. Membership and Retention Committee
 - 1. Initiate program for membership recruitment and retention.
 - 2. Recommend strategies for recruitment and retention of members.
- B. Education/Research Committee
 - 1. Plan/implement/evaluate the educational programs to meet membership needs.
 - 2. Collaborate with other professional organization in co-sponsoring educational programs.
- C. Legislative Committee
 - 1. Disseminate information regarding current issues and legislative proposals that directly or indirectly affect the members and the nursing profession.
 - 2. Collaborate with other organizations/agencies in addressing and supporting legislations that affect the nursing profession and health care.
- D. By-laws Committee
 - 1. Initiate amendments to the By-Laws as needed. Present the amendments to the Executive Board for review and approval at least 15 days prior to ratification.
 - 2. Present amendments to the general membership during the Annual General Assembly for ratification.
- E. Budget and Finance Committee
 - 1. Prepare an annual budget for approval of the Executive Board prior to the annual meeting.
 - 2. Coordinate the completion of professional audit within thirty (30) days following the end of the calendar year.
- F. Public Relations/Cultural Affairs Committee
 - 1. Explore and evaluate means of promoting the interests of this Association.
 - 2. Submit press releases to the news media as approved by the Executive Board.
 - 3. Assist the Editorial Staff in gathering articles for PNASC Newsletter.
 - 4. Publish the PNASC newsletter semi-annually.
- G. Nomination and Election Committee
 - 1. Coordinate the nomination and election process.

2. Develop/propose revisions to the Nomination and Election Policy and Procedure and present to the Executive Board for approval.
- H. Program and Awards Committee
1. Coordinate with the Education Committee in planning programs for the professional and personal enrichment of the members.
 2. Publish the qualifications and criteria for awards.
 3. Review and analyze the applications of the candidates.
 4. Implement the selection of awardees and recommends to the Executive Board for approval.
 5. Evaluate the efficacy and efficiency of awards procedures and results.
- I. Ways and Means Committee
1. Identify other resources/logistics to augment the treasury.
 2. Coordinate with Program and Awards Committee.
- J. Human Rights Committee
1. Provide a system/mechanism to investigate issues of concern for nurses and explore resources for support.
- K. Community Outreach Committee
1. Coordinate appropriate programs and services for the community.
 2. Collaborate with other organizations/agencies in organizing community outreach programs.
 3. Develop an ongoing partnership with community agencies/organizations.
- L. Archives Committee
1. Coordinate the collection, organization, and preservation of significant historical records and properties of PNASC, INC.
- M. Website Committee
1. Coordinate/maintain/update appropriate information for the website.
- N. Practice Committee
1. Review and analyze the issues affecting PNASC.
 2. Develop a position statement affecting healthcare and nursing.
- O. Policy and Procedure Committee.
1. Review and revise policies and procedures and submits to Executive Board for approval.
 2. Formulate policies and procedures in accordance to the By-Laws of PNASC.
- P. Scholarship Committee
1. Develop criteria/guidelines for scholarship awards.
 2. Review scholarship applications and make recommendations for approval by the Executive Board.

ARTICLE IX
ADVISORY COUNCIL

Section 1. The Advisory Council shall comprise of:

- A. Elected past- PNASC Presidents of the PNASC , INC. after the completion of his/her term and who have maintained a good standing and active participation.
- B. Any past elected PNAA President residing in Southern California and who has paid the required chapter membership dues with the approval of the Executive Council.

Section 2. Functions of the Advisory Council shall be :

- A. To serve as an adviser for specific standing committee/s as appointed by the President.
- B. Participate with one (1) vote in deliberation of PNASC, INC. related issues.

ARTICLE X
FISCAL YEAR

Section 1. The fiscal year of this Association shall coincide with the calendar year.

ARTICLE XI
OFFICIAL PUBLICATION

Section 1. The official publication of the association shall be the “PNASC Newsletter”

Section 2. The PNASC Newsletter shall be published at least twice (2) a year.

ARTICLE XII
DISSOLUTION

Section 1. In the event of dissolution of this organization, the membership shall be notified and approval obtained by two thirds (2/3) majority vote, thirty (30) days prior to the dissolution. Liabilities will be resolved and funds shall be distributed according to the rules of the Internal Revenue Service.

ARTICLE XIII
AMENDMENTS

Section 1. Amendments of these By-Laws shall be ratified at the General Assembly. The By-laws shall be amended by the affirmative vote of the majority of members present at any general membership meetings, provided such proposed amendments have been considered and recommended by the

majority of the Executive Council prior to voting.

ARTICLE XIV
INTERPRETATION

Section 1. The Constitution and By-Laws shall be constructed and interpreted liberally but objectively in order to attain the goals of the Association.

ARTICLE XV
NONDISCRIMINATION POLICY

Section 1. The Association shall not discriminate against any applicant or member on the basis of race, creed, age, gender, and sexual orientation, religion or disability.

ARTICLE XVI
PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order, Newly Revised, shall govern this Association in all cases not covered by these By-Laws.

ARTICLE XVII

The principal location and mailing address of the association shall be the incumbent President's designated address.

Reviewed by By-Laws Committee:	January 15, 2011 October 24, 2007 December 11, 2007 (Final)
➤ Draft of recommended changes revised and approved by Executive Board	April 16, 2011/ May 1, 2011
➤ Ratified by General Assembly: (Attendance roster on file)	May 7, 2011

CONSTITUTION & BY-LAWS COMMITTEE MEMBERS:

Carmelita Rafols, Chair
Glenda Totten, Co-Chair
Warlita Galzote, Member

Mila Velasquez, Advisor

Sarla F. Duller, President