

Bylaws

Of The

Northwest PeriAnesthesia Nurses Association

ARTICLE 1: NAME

- 1.0 This organization shall be known as the Northwest PeriAnesthesia Nurses Association, hereinafter referred to as NPANA or Association.

ARTICLE 2: MISSION STATEMENT

- 2.0 The Association exists to promote quality and cost effective care for patients, their families, and the community through public and professional education, research, and standards of practice.

ARTICLE 3: MEMBERSHIP

- 3.0 Membership in this organization is a privilege and not a right and contingent upon membership in the American Society of PeriAnesthesia Nurses.
- 3.1 This organization shall consist of the following categories:
 - 3.1.1 Active members shall be duly licensed nurses who currently practice in good standing, at least part time, in perianesthesia nursing, or in the management, teaching or research of perianesthesia nursing. They shall have the right to vote and to hold office. In the event of an interruption of perianesthesia employment not of the members choice, an active member shall have three years to find employment as a perianesthesia nurse, and during this period of time shall maintain her/his position as an active member of the Association in good standing.
 - 3.1.2 Affiliate members shall be duly licensed health care professionals who have an interest in perianesthesia patient care. They shall receive publications and notices, but shall not vote nor become eligible for office.
 - 3.1.3 Retired members shall be members in good standing who, immediately prior to retirement or permanent disability, were active members. They shall receive publications and notices, shall vote, shall not be eligible to hold office, may serve on committees, and shall be required to pay dues.
 - 3.1.4 An honorary member shall be anyone whom this Association wishes to honor for their years of service to the profession and the Association. They shall receive the publications and notices, and shall not be required to pay dues. Honorary members may concurrently hold membership in another class of membership of the Association.
- 3.2 Membership shall be by application, shall be contingent upon acceptance and compliance with the provision of these bylaws.
- 3.3 Membership shall be terminated automatically upon:
 - 3.3.1 Resignation of the member.
 - 3.3.2 Non-payment of dues.
 - 3.3.3 Revocation of the member's nursing license.
- 3.4 Dues.
 - 3.4.1 The fiscal year shall be January 1 to December 31, inclusive.
 - 3.4.2 The amount of dues for the Association shall be determined by the Board of Directors of the Association, subject to approval of the membership.
 - 3.4.3 All dues will be collected by the American Society of PeriAnesthesia Nurses (ASPN) in conjunction with the ASPAN Bylaws and the one dues structure. Members not renewing their dues will be dropped from the membership roster.

ARTICLE 4: MEETINGS OF MEMBERS

- 4.0 The annual meetings shall be held
 - 4.0.1 In varying geographical areas of the Association
 - 4.0.2 In the Fall to:
 - 4.0.2.1 Confirm election of officers
 - 4.0.2.2 Accept recommendations of the Board of Directors
 - 4.0.2.3 Receive reports of committees
 - 4.0.2.4 Conduct business of the Association
- 4.1 Other meetings and seminars of the Association shall be scheduled in compliance with the wishes of the membership and to conduct the business of the Association.
- 4.2 Notice of all meetings and seminars shall be published in *Off the Cuff*.

- 4.3 Seminar registration forms shall be made available to all members via the NPANA website, email to members with email addresses filed with ASPAN, and mailed to all members without access to the Internet.

ARTICLE 5: OFFICERS/BOARD OF DIRECTORS

- 5.0 The officers of the Association shall be elected from among the active membership for the office positions of: President, Vice-President/President Elect, Secretary and Treasurer.
- 5.1 The Vice President/President Elect will be elected every year, serving one year as Vice President/President Elect, one year as President, and one year as the Immediate Past President for a total of three years. The Treasurer shall be elected in even numbered years; the Secretary shall be elected in odd numbered years. An officer may be elected to another office or, in the offices of Secretary and Treasurer, may serve two consecutive terms. No elected officer shall serve on the Board of Directors for more than five (5) consecutive years. After an interim of a minimum of one (1) year a member may be eligible to seek office.
- 5.2 Officers will be elected by a plurality vote of all the active members by anonymous online voting according to Article 8.
- 5.3 The officers shall function in a manner befitting their office and as set apart in parliamentary procedure.
- 5.4 The term of office shall be terminated when the incumbent is:
- 5.4.1 Unable to fulfill the duties of the office.
- 5.4.2 Removed from office for cause.
- 5.4.3 Ineligible for reason of change of membership status.
- 5.5 A member holding an elective office may not be nominated for another office if the term would begin before expiration of the term of the current position.
- 5.6 Duties of the officers:
- 5.6.1 President:
The President or designated alternate shall be the official representative of the Association at all times and places.
- 5.6.1.1 Preside at all meetings of the Association.
- 5.6.1.2 Function as a member of all committees ex officio, with vote, but shall not function as a member of the Nominating Committee.
- 5.6.1.3 Appoint standing and ad hoc committees.
- 5.6.1.4 Serve as Chairperson of the Board of Directors.
- 5.6.1.5 Countersign checks with the Treasurer or Board designated person.
- 5.6.1.6 Serve on the Board of Directors for one (1) year as Past President, with vote, and assume the role of Nominating Committee Chairperson.
- 5.6.1.7 Present the ballot to the membership for voting.
- 5.6.1.8 Serve as one of the Representative to Assembly (ASPAN)
- 5.6.2 Vice-President/President Elect:
- 5.6.2.1 Performs the duties of the President in the absence or incapacity of the President.
- 5.6.2.2 Assumes the responsibility for planning the general outline of the meetings for the following new term.
- 5.6.2.3 Assumes the responsibilities set forth by the Board of Directors.
- 5.6.2.4 Serve as Chairperson of the Scholarship Committee
- 5.6.2.5 Serve as Chairperson of the Seminar Conference Committee
- 5.6.2.6 Shall become President.
- 5.6.2.7 Serve as one of the Representative to Assembly (ASPAN)
- 5.6.3 Secretary:
- 5.6.3.1 Records the minutes of all meetings of the Association and the Board of Directors.
- 5.6.3.2 Submits copies of all minutes to the Board of Directors and keeps issues of "Off the Cuff" on file.
- 5.6.3.3 Keeps a record of attendance at all Board of Director meetings.
- 5.6.3.4 Responsible for maintaining a current membership roster.
- 5.6.3.5 Serves as the official correspondent to ASPAN
- 5.6.3.5.1 Obtains a current membership roster from ASPAN monthly.
- 5.6.3.5.2 Advises ASPAN of any changes in NPANA bylaws.
- 5.6.3.5.3 Advises ASPAN of new officers and/or Representatives.
- 5.6.3.6 Creates and sends informational emails to members with email address filed with ASPAN.
- 5.6.3.7 To assist with a smooth transition of office will orient newly elected Secretary.
- 5.6.4 Treasurer:
- 5.6.4.1 Responsible to the Board of Directors.
- 5.6.4.2 Responsible for funds and financial records of receipts and disbursements of the Association.
- 5.6.4.3 Responsible for depositing such funds in a financial institution as approved by the Board of Directors.
- 5.6.4.4 May countersign checks with President or a Board designated person.
- 5.6.4.5 Obtains bonding for appropriate officers.

- 5.6.4.6 Obtains a professional audit/examination of the financial records at least every two (2) years or as directed by the Board of Directors.
- 5.6.4.7 To assist with a smooth transition of office will orient newly elected Treasurer.
- 5.6.5 Immediate Past President:
 - 5.6.5.1 Serve as the Advisor on the Board of Directors.
 - 5.6.5.2 Serve as Chairperson of the Nominating Committee.
 - 5.6.5.3 Serve as Historian.
- 5.6.6 Education Coordinator:
 - 5.6.6.1 Nonvoting member of the board.
 - 5.6.6.2 Contact local NPANA members for assistance with planning educational opportunities.
 - 5.6.6.3 Serves as chairperson of conference committee.
 - 5.6.6.4 Designated as administrative responsible person to ASPAN.
 - 5.6.6.5 Seeks contact hour approval from ASPAN.
 - 5.6.6.6 Create template for brochures and syllabus and other educational communications.
 - 5.6.6.7 Insure that conference site is rotated to maximize exposure to all members of NPANA.
 - 5.6.6.8 Provide continuing education certificate to attendees.
- 5.7 Upon retiring from office, all officers of this Association shall deliver all records, or other property of the Association, to their successors within a timely matter.

ARTICLE 6: BOARD OF DIRECTORS

- 6.0 The Board of Directors shall be the governing body of the Association. It shall consist of the President, Vice-President/President Elect, Secretary, Treasurer, Immediate Past President, and education coordinator. It is accountable to the membership through the general body.
- 6.1 The responsibilities shall be as follows:
 - 6.1.1 Determine annual goals and objectives of the Association.
 - 6.1.2 Direct business and financial affairs of the Association.
 - 6.1.3 Fill all vacancies of the Board of Directors and Representatives to ASPAN.
 - 6.1.4 Review committee reports and determine action to be taken.
- 6.2 A member of the Board of Directors shall be relieved of responsibility to the Board after two (2) unexcused absences from scheduled Board of Directors meetings.
- 6.3 Board of Directors meetings shall be held prior to annual conference membership business meeting, at the request of the President, and at the request of any three (3) Board of Directors members.

ARTICLE 7: COMMITTEES

- 7.0 **STANDING COMMITTEES:**

The term of office of the chairperson of standing and special committees shall be for the term of office of the President appointing them, unless otherwise provided for in these bylaws. A majority of the membership of a committee shall constitute a quorum.

 - 7.0.1 **Nominating Committee:**

The chairperson of this committee shall be the Immediate Past President of this Association. Shall consist of three (3) members appointed by the President, each one representing various geographical areas and different facilities. The committee will prepare a list of nominees, accompanied by a consent to serve, and biography for each nominee, and submit it to the President for approval.
 - 7.0.2 **Scholarship Committee:**

The Chairperson shall be the Vice President/President Elect. Shall consist of five (5) members appointed by the President representing the geographical areas. The committee shall review applications for the scholarships and recommend to the Board of Directors, disbursement of funds.
 - 7.0.3 **Membership Committee:**

Shall actively pursue retention of current members and recruitment of new members. The organization of the committee will be dependent on the needs of the Chairperson appointed by the President.
- 7.1 **AD HOC COMMITTEES:**

The committees are appointed by the President for a specific activity. When the project has been completed, the Chairperson files a report, and the committee is automatically dissolved.

ARTICLE 8: ELECTIONS

- 8.0 All elections shall be held annually by anonymous online ballot to be handled in the manner detailed in the NPANA Policies and Procedures.
- 8.1 A plurality of votes cast by those entitled to vote and voting shall constitute an election.
- 8.2 In case of a tie, the choice shall be determined by lot.
- 8.3 The President shall announce the results of the election at the Membership Business meeting, held at Fall Conference, at which time the installation of officers shall take place.

ARTICLE 9: VOTING

- 9.0 Ten percent of the active membership shall comprise a quorum provided three (3) of the elected officers are present.
- 9.1 A plurality of the active membership present shall constitute a decision at any regular meeting.
- 9.2 Committee meetings and meetings of the Board of Directors shall require a majority of its members.

ARTICLE 10: DISTRICTS

- 10.0 The regional groups shall be recognized as Districts to be affiliated with the Association, organized to share common interests, exchange ideas, and provide education. Bylaws of said Districts shall include those membership categories as provided in Article 3 of the Association Bylaws. The Districts Bylaws shall be consistent with the NPANA Bylaws.
- 10.1 Districts must meet at least once each calendar year to maintain an active status.
 - 10.1.1 All inactive Districts need to return District funds to the NPANA Treasurer.

ARTICLE 11: LIAISON

- 11.0 Liaison may be maintained with a member of the American Society of Anesthesiologists within our component society, who shall serve as advisor to the Association.

ARTICLE 12: PARLIAMENTARY AUTHORITY

- 12.0 Roberts Rules of Order Newly Revised shall serve as the parliamentary authority of this Association for all rules and procedures not covered by its bylaws.

ARTICLE 13: AMENDMENTS

- 13.0 Amendments and revisions to the bylaws will require two-thirds affirmative vote of the active members present at the regular meetings, provided that the proposed amendment has been presented at least ten (10) days prior to the meeting.
- 13.1 These bylaws may be suspended by a two-thirds majority vote in the affirmative at any scheduled meeting.

ARTICLE 14: RESTRICTIONS

- 14.0 Notwithstanding any provision of the articles, the organization shall not carry on any other activities not permitted to be carried on by organizations exempt from Federal Income Tax under Section (501) (c) (3), of the Internal Revenue Code. This organization is not organized for profit, and no part of the net earning shall incur for the benefit of any individual member.

ARTICLE 15: DISSOLUTION

- 15.0 Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution, shall be distributed to organizations which have qualified for exemption under Section (501) (c) (3) of the Internal Revenue Code, and none of the assets will be distributed to any member, officer, or trustee of this organization.

Reviewed and Revised October 1, 2010
Board of Directors Meeting
Coeur d'Alene, Idaho

Approved: October 2, 2010