



**PeriAnesthesia Nurses
Association of California**

Bylaws Update

ARTICLE I

NAME

Section 1.1 The name of this professional organization shall be the PeriAnesthesia Nurses Association of California (PANAC), a component of the American Society of PeriAnesthesia Nurses (ASPAN). Herein after PANAC is referred to as the Association.

ARTICLE II

MISSION STATEMENT

Section 2.1 In collaboration with ASPAN, we promote the specialty of PeriAnesthesia Nursing

ARTICLE III

MEMBERSHIP

Section 3.1 General. Membership in the Association shall be a privilege contingent upon compliance with the requirements of these Bylaws and such other requirements as the Board of Directors may establish.

Section 3.2 Classes. The Association shall have the following classes of members: Active, Associate, Retired, Honorary, and Student.

- Section 3.2.1 Active. Active members shall be licensed health care professionals who are in good standing with their appropriate licensing body and who are presently employed at least part time in any phase of perianesthesia nursing. Active members are eligible to hold office, vote, and serve on elected or appointed committees.
- Section 3.2.2 Associate. Associate members shall be any persons in related fields who are interested in the care of patients in the perianesthesia field. They may not hold office, vote or serve on elected or appointed committees.
- Section 3.2.3 Retired. Retired members shall be members in good standing who immediately prior to retirement or permanent disability, were active members. Retired members shall have the right to vote and serve on committees but not hold office.
- Section 3.2.4 Honorary. Honorary members shall be Past Presidents of the Association. Rights and privileges of honorary members shall be determined by their corresponding membership classification (i.e. active, associate, or retired).
- Section 3.2.5 Student. Student members shall be those enrolled in a school of nursing and not currently licensed as nurses. Applicants for Student membership must provide the name of their nursing school and a copy of student ID. Student members shall receive all publications and notices but shall not vote, be eligible to hold office or serve on committees.

Section 3.3 Benefits. All members of the Association shall receive all official publications and notices of the Association as well as other benefits approved by the Association's Board of Directors.

Section 3.4. Application. Any person desiring membership in the Association shall submit a signed membership application to ASPAN.

Section 3.5 Dues Assessment. Annual membership dues shall be due and payable as defined by ASPAN.

Section 3.6 Termination. Members who do not adhere to the Association's Bylaws and policies may have their membership terminated by the Board of Directors and in cooperation with ASPAN. Termination action shall not be taken until a member is advised of specific rationale for termination and given the opportunity for due process in accordance with Policy. Termination of membership shall occur upon death of the member.

ARTICLE IV

MEETINGS OF THE MEMBERS

Section 4.1 Annual Meeting. Shall be held yearly in conjunction with the Association's Annual Seminar as determined by the Board of Directors. Notice of the meeting shall be made by mail to membership at least 15 days prior to the meeting date. Business to be conducted is delineated in policy and procedure. Fifty (50) voting members shall constitute a quorum.

Section 4.2 Special Meetings. May be called and held at the discretion of the Board of Directors.

Section 4.3 District Meetings. The Association shall cooperate with the District Directors and others in sponsoring meetings for the purpose of educational and professional presentations. The planning and sponsorship of these meetings shall be in accordance with the District Director job description.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Powers. The Board of Directors shall be the governing body of the Association.

Section 5.2 Composition. The Board of Directors are the voting members of the association, and shall consist of the Executive Board, Education Chair Elect, and District Directors elected by the general membership as outlined in policy and procedure.

Section 5.3 Executive Board. The Executive Board consist of the President, Vice President/President Elect, Immediate Past President, Secretary, Treasurer and Education Chair.

Section 5.4 Terms of Office. The qualifications, responsibilities and term of office for the officers and Board of Directors shall be defined in the appropriate job description.

Section 5.5 Vacancies. Any vacancy of a Board position shall be filled by the Board for the remaining term, with the exception of President which is automatically filled by the Immediate Past-President or by the President Elect, whichever is incumbent at time of vacancy. The Immediate Past-President or President Elect shall remain vacant until the next term of office. In the event of a vacancy in the Office of the Vice President/President Elect, a special election may be called in accordance with Policy and Procedure.

Section 5.6 Special Circumstances; Unfilled elected positions. In the event that an elected position remains unfilled, procedures will be followed as outlined in Policy and Procedures.

Section 5.7 Removal. Any official of the Board, regardless of the manner of election or appointment, may be removed by the Board, following the appropriate Policy and Procedure, upon a two-thirds (2/3) affirmative vote for such removal; when in its judgment the best interest of the Association would be thereby served.

Section 5.8 Compensation. Board members shall serve in a voluntary capacity, but may receive position related compensation/reimbursement for expenses as set forth in Policy and Procedure.

Section 5.9 Meetings. The Board of Directors shall meet a minimum of two (2) times annually. Special meetings may be called by the President or upon written request of at least five (5) members of the Board. Six (6) voting members of the Board shall constitute a quorum.

ARTICLE VI

ORGANIZATIONAL UNITS

Section 6.1 Committees. The Association shall have the following committees whose duties and responsibilities shall be designated in Policy and Procedures.

- Section 6.1.1 Standing Committees. The standing committees of the Association shall be delineated in Policy and Procedures. The purpose and duties of each of these committees shall also be delineated in Policy and Procedures.
- Section 6.1.2 Special Committees or taskforce. Special ad hoc committees or taskforce may be appointed by the President and/or at the request of the Board of Directors. These committees/taskforce cease to exist when the purpose for which they were created is resolved.

Section 6.2 Districts of the Association Districts shall exist to serve the needs of the Membership at the local level. Each district shall have a Director, elected by the general membership, who serves on the Association's Board of Directors and other officers as it may deem necessary. Each District may establish one or more Chapters in order to better meet the needs of the grass roots member. These Chapters work through and in collaboration with the elected District Director. The PANAC Board of Directors, by a two-thirds vote, may revoke the existence of a District. A due process hearing may be requested by the affected District in accordance with Policy and Procedure. The Association shall not be liable for any District organization debts.

Section 6.3 Past Presidents Council. The Past Presidents Council shall be composed of each of the Past Presidents of the Association. This council shall be both honorary and advisory in nature. The Immediate Past President shall serve as Chair of this council. The Past Presidents Council shall serve in an advisory capacity in any matter requested by any member of the Board of Directors.

ARTICLE VII

ADMINISTRATIVE GUIDELINES

Section 7.1 Headquarters Office. The Board of Directors shall maintain a post office box for all incoming Association mail. A record of the names and addresses of the members of the Association who are entitled to vote shall be maintained by the Membership Committee Chairperson or designee. Additional administrative personnel and consultants may be retained by the Board of Directors.

Section 7.2 Fiscal Year. The fiscal year of the Association shall be from June 1 - May 31.

Section 7.3 Expenditures. All expenditures shall be in accordance with Policy and Procedures. The Treasurer shall authorize a written report to be provided at the Annual Meeting.

Section 7.4 Records. The Secretary shall maintain all records of the Association except financial and educational seminar records. The financial records for the Association shall be maintained by the Treasurer. Records pertaining to educational offerings and the Board of Registered Nursing provider number requirements shall be maintained by the Education Chairperson.

Section 7.5 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE VIII

AMENDMENTS

Section 8.1 Amendments With Notice. Amendments of the Bylaws will require a two-thirds (2/3) affirmative vote, provided that the proposed amendments have been sent to all members of the Association at least fifteen (15) days prior to the annual meeting.

- Amendments may be sent to all members of the Association via electronic or non-electronic media.
- The membership may vote via electronic or non-electronic media.

Section 8.2 Amendments Without Notice. These Bylaws may be amended by a three-fourths (3/4) affirmative vote of the Board of Directors without notice as defined in Policy and Procedures.

ARTICLE IX

DISSOLUTION

Section 9.1 Dissolution. In the event of dissolution, the residual assets of the Association will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (C) (3) and 170 (C) (2) of the Internal Revenue Code and its Regulations, as they now exist or may be hereafter amended; or corresponding sections of any prior or future law, or to the Federal, State, or Local government of exclusive public purposes.

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