

Philippine Nurses Association of Southern California

Constitution and Bylaws

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.
- 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 Board immediately preceding the nomination.
 - D. A nominee maybe 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.
 - 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 the 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 in the position.
 4. Treasurer: Assistant Treasurer shall assume office.
- Section 6. REMOVAL FROM OFFICE
- A. The absence of officers and members of the Executive Board in fifty percent (50%) of the regular meetings shall be ground for termination from office after the Executive Board validates the justification of absence.

- B. Officers and members of the Executive Board may be subject to reprimand, censure, suspension or termination from office by a two thirds (2/3) vote of the Executive Board for violating the Bylaws 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 Board. 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 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 working committees subject to the approval of the 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 properties 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 his/her absence or inability to act.
2. Perform such other duties as may be delegated by the President or the 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 of the President-Elect 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 responsible for the financial affairs of the organization.
2. Keep a record of all receipts and disbursements.
3. Carry appropriate banking transactions as designated by the Executive Board.
4. Issue checks of the organization, countersigned by the President or designated alternate signatory for purposes approved by the Executive Board.
5. Assist in the direction of fund raising activities.
6. Present financial record for examination by designated Auditor.
7. Act as chairperson of the Budget and Finance committee.
8. Submit a written report of the financial standing of the organization at the Annual General Assembly.
9. Submit an annual PNASC membership roster to PNAA with corresponding membership fees.

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. Keep on file an accurate membership roster.
4. Forward monies received and corresponding reports to the Treasurer.
5. Assume other functions as delegated by the President or the Executive Council Board.

H. The Auditor shall:

1. Be responsible for having all financial record 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 U.S. Internal Revenue Service as required by the State and Federal Government.

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 semiannually 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.

**PHILIPPINE NURSES ASSOCIATION OF SOUTHERN CALIFORNIA
POLICY & PROCEDURE**

SUBJECT: Practice		POLICY NO. P3
EFFECTIVE DATE: October 2008		REVIEW DATE: April 2016
POLICY OWNER: Assigned Board Member	EB APPROVAL DATE: October 2008	REVISED DATE:

PURPOSE:

- To provide a mechanism for review and analysis of issues affecting Philippine Nurses Association of Southern California (PNASC).
- To establish ways to formulate for, and recommends, to the Executive Board, a position statement reflective of the Association.

POLICY:

Representing the Organization:

- I. No member of PNASC Executive Council will make a statement or take public position in the name of the organization that is contrary to, or creates a misimpression of a policy or position established by the Board.
- II. When speaking or taking a public position in your behalf or on behalf of another organization, members will avoid giving impression that they are representing the organization.

- III. No member of PNASC Executive Council will give permission for his/her membership or position in the Executive Board to be used in any manner such as the letterhead or any other official publications or documents of any other organization unless such use has been approved by the Executive Board.

Organizational Assets:

- I. The members of the Executive Board are authorized to use assets that are made available for delivery of current programs, including fundraising and administrative activities necessary to carry out the mission and achieve the goals of PNASC.
- II. The right to restrict, lien, pledge, encumber, transfer PNASC's assets is within the powers of the Executive Council.

Conflict of Interest (COI):

- I. Preamble:

Every member elected or appointed to a position of authority has a duty of loyalty to and must act in the interests of, PNASC. A COI is a situation that exists when someone's loyalty maybe divided between the first organization and a second person or organization. No one should be faulted merely because a COI situation exists. A problem arises only when the member takes action related to the conflict. A member in a COI situation may act appropriately by respecting his/her duty of loyalty, or may act inappropriately by violating it. It is the action – the behavior – that is or is not appropriate.

- II. General Policy:

As part of our duty of loyalty to PNASC, members of the Executive Board, have an obligation and responsibility:

- A. To disclose any conflict or potential COI on any issue promptly as such conflict arises
- B. To abstain from participation in FINAL deliberations and decisions concerning the issue
- C. To abstain from public comment upon that issue

- III. Definition:

- A. A COI situation exists when the interest or concerns of any member or said member's immediate family, or any party, group or organization to which said member has allegiance, may be seen competing with the interests or concerns of PNASC. Members should be keenly sensitive to any interpretation of their actions which create the appearance of COI situation and should seek to avoid any such appearance.

- B. Members of the Executive Board are responsible for self-identifying those individuals that the member considers to be “immediate family members” in this policy

IV. Applicability:

This policy applies to all members of PNASC, including leaders of the Executive Council who are authorized to vote in the decision of the organization and all independent contractors such as the Certified Public Accountant.

V. Existence of COI Situations or Resolution of Conflict:

- A. The person involved is entitled to a due process to address COI issues against him/her.
- B. If the person involved is a member of the Executive Council, he/she will abstain from voting.
- C. When there is doubt as to whether there is a COI exists, the matter shall be decided by a majority vote of the members of the Executive and Advisory Council. The Executive Council's decision will be considered final. The decision will be communicated to the involved person by the President.
- D. When there is disagreement on whether a COI exists, the decision making process will be resolved by members of the Advisory Council. The Advisory Council's decision will be considered final. The decision will be communicated to the involved president by the Immediate Past President.
- E. A decision of factual inappropriate behavior and a COI does exist will lead to reprimand, censure, suspension or termination removal from office or membership.

Standards and Rules of Conduct:

- I. PNASC will strive to meet the needs of its members and will not provide services in direct conflict with its mission and goals as stated in its bylaws and Philippine Nurses Association of America's (PNAA) bylaws.
- II. PNASC is responsible for treating its constituents with utmost respect consistent with its mission and goals and as stated by our bylaws.
- III. Each member is responsible for upholding the association's commitment to professional codes of conduct and for acting in an ethical manner.
- IV. Every member is entitled to a due process to address violations or deviations against the Practice policy. PNASC will respect each member's cultural, psychosocial, spiritual values, dignity and autonomy.
- V. Officers and members will observe and maintain confidentiality of sensitive information. PNASC will provide information and share data only upon approval of the Executive Council.

VI. PNASC will follow well-established standards and Rules of Conduct as adopted by other professional organizations such as the American Nurses Association (www.nursingworld.org) and International Council of Nurses (see attachment).

VII. Resolution of conflict will be conducted fairly and objectively.

VIII. Meeting Rules of Conduct:

- a. The meeting will be conducted with the Roberts Rules of Order (see attachment)
- b. Start and end on time
- c. Cellphones and pagers will be turned off or be placed on vibrate
- d. If not attending the meeting, the President needs to be notified two days before the meeting
- e. No sidebars such as verbal and/or written
- f. Before you speak, you need to be recognized by the Facilitator
- g. Agenda planning will be sent via email by the President
- h. Agenda and minutes will be sent by assigned persons two days before the meeting day.
- i. Members will print their own copies of the agenda and minutes.
- j. Use the agenda to keep the focus