

**BYLAWS OF  
PHILIPPINE NURSES ASSOCIATION OF NEVADA  
(PNANV)**

**A 501(c)3 Nevada Nonprofit Corporation**

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## BYLAWS

### Philippine Nurses Association of Nevada

The Board of Directors adopted these Bylaws of the Philippine Nurses Association of Nevada on November 1, 2011.

#### ARTICLE 1 INCORPORATION AND PURPOSE OF NONPROFIT CORPORATION

This Article addresses basic formation issues of the Nonprofit Corporation.

##### 1.1 Formation of Nonprofit Corporation

The Incorporators, Joy Guideng, R.N., Pure Hidrosollo, R.N., Minda Arche, R.N. and Belen Gabato, R.N., incorporated this Nonprofit Corporation on March 17, 1993, on behalf of the initial Board of Directors, pursuant to Nevada Revised Statutes (“NRS”) Chapter 82.

##### 1.2 Name of the Nonprofit Corporation

The name of the Nonprofit Corporation is Philippine Nurses Association of Nevada.

##### 1.3 Purpose of the Nonprofit Corporation

The purpose of the Nonprofit Corporation is: To foster excellence in areas of nursing practice, leadership through education of its constituents, to promote professional growth and to help address the growing health care needs of the general public.

##### 1.4 Articles of Incorporation

- a. The Incorporators executed and filed Articles of Incorporation (“Articles”) with the Nevada Secretary of State Office. The Board of Directors shall execute, acknowledge, file, record and/or publish all other documents legally required for the formation, preservation and operation of the Nonprofit Corporation.
- b. The Board of Directors amended the Articles of Incorporation and filed the amended Articles with the Secretary of State Office on October 21, 2011.

##### 1.5 Offices

The Nonprofit Corporation shall maintain an office at the current President’s address. The Nonprofit Corporation may maintain additional offices at other places as determined by the Board of Directors.

##### 1.6 Resident Agent

The name and address of the resident agent for service of process will be the current President and his/her place of residence.

##### 1.7 Members

The Nonprofit Corporation has Members. Members elect the Board of Directors. The majority of its members shall be Registered Nurses.

1.8 Serving Board of Directors

The Secretary shall maintain and update as necessary a roster of the current Board of Directors and current members.

1.9 Corporate Records

- a. The Nonprofit Corporation shall maintain its Corporate Records at its Corporate Office located at the current President's address which will include the following:
  - 1) A current list of each Board of Director's full name and last known business address;
  - 2) A copy of the filed Articles of Incorporation and all amendments, with any relevant executed powers of attorney; and
  - 3) A current copy of the Nonprofit Corporation Bylaws.
- b. Any Director may inspect and copy all records kept under this Section during ordinary business hours.
- c. All Directors shall protect the right of each Director to inspect all records kept under this Section.
- d. Any Director may exercise this right to inspect through an agent or representative.
- e. The Nonprofit Corporation may keep records specified in this section in electronic format.
- f. If a Director wrongfully attempts to prevent another Director from accessing the records kept under this section, that Director may seek a court order under authority of these Bylaws to order access to such records. The Director wrongfully attempting to prevent another Director from accessing the records shall personally and individually pay for court costs, attorney fees, and any other fees that the other Director incurs in attempting to gain access to the records kept under this section.

1.10 Tax Exemption

The Board intends for Nonprofit Corporation to operate as a tax exempt entity and has or will apply for tax exempt status as a Public Charity.

**ARTICLE 2 BOARD OF DIRECTORS**

2.1 Mission

Management authority of the Nonprofit Corporation vests in the Board of Directors and Board shall act to carry out the nonprofit purpose.

## 2.2 Number and Term of Office

The Board of Directors will consist of all elected and appointed officers.

## 2.3 Admission of New Directors

Members become Directors through election and/or by appointment. Once a person has accepted Directorship, newly appointed Directors may vote on any matters sanctioned by the Board.

## 2.4 Resignation

Any Director may resign at any time by giving written notice to the Board of Directors. Resignation takes effect upon receipt of written notice by the Board of Directors.

## 2.5 Removal

The Board of Directors may, by an affirmative majority vote of a quorum at a Director's meeting, remove the Director with cause.

- 1) Inability to attend more than 50% of regular meetings without justification; or
- 2) Engage in conduct materially and seriously prejudicial to the intent of the association; or
- 3) Removal from office shall require 2/3 votes of the Board of Directors.

## 2.6 Duties and Powers

The Board of Directors shall control and manage the affairs, property, and interests of the Nonprofit Corporation and may exercise all powers of the Nonprofit Corporation provided under Nevada law.

## 2.7 Compensation

The Nonprofit Corporation shall not pay compensation to Directors for their services. The Board of Directors may reimburse Directors for expenses of attendance of any meeting of the Board.

## 2.8 Committees

The Board of Directors may designate from among its members, committees for mission related functions.

## 2.9 Decision Making Authority

Except as otherwise specified in these Bylaws, all Board of Director actions require approval by an affirmative vote of a majority of Directors.

## 2.10 Duty of Care

Each Director shall use reasonable business judgement in discharge of Director duties. Exercise of due care includes, but is not limited to:

- 1) Attend all meetings of Directors;
- 2) Exercise independent judgement; and

- 3) Read reports that the Directors provide to the Board regarding the condition of the Nonprofit Corporation.

### 2.11 Duty of Loyalty

Each Director has a duty of loyalty to act in the best interests of the Nonprofit Corporation.

### 2.12 Specific Board Duties

The Board shall:

- 1) Establish all Board policies;
- 2) Direct the business and financial affairs of the Nonprofit Corporation;
- 3) Authorize the participation and representation of the Nonprofit Corporation activities other than those stipulated in the Bylaws;
- 4) Review and take action on committees and Director recommendations;
- 5) Fill all vacancies of the Board, unless otherwise specified in these bylaws;
- 6) Expel, suspend or censure Members for cause; and
- 7) Review and authorize official publications proposed as a representation of the philosophy, message and image of the Nonprofit Corporation.

## **ARTICLE 3      DIRECTORS**

### 3.1 Composition, Qualifications, Election and Term of Office

The Board of Directors of the Corporation will consist of a President, President-elect, Vice President, Secretary, Treasurer, Auditor, Parliamentarian, two Public Relations Officers and two Sergeant at Arms.

### 3.2 Vacancies

The Board of Directors may fill a vacancy in any office for the unexpired portion of the term by a majority vote.

### 3.3 Duties of Board of Directors

- a. The **President** is the chief executive officer of the Nonprofit Corporation.
  - 1) Supervises the operations of the Nonprofit Corporation.
  - 2) Presides at all Director's meetings and shall present at each annual Director's meeting a report of the operations of the Nonprofit Corporation of the preceding fiscal year.

- 3) Appoints the editor of the official Newsletter, Chairpersons of Standing Committees and other committees with Board approval;
- 4) Acts as an ex-officio member of all committees with the exception of the Nominating Committee;
- 5) Signs checks with the Treasurer;
- 6) Represents the Nonprofit Corporation at meetings and functions of other organizations or designates an alternative;
- 7) Terminates non-functioning committees with Board approval; and
- 8) Performs other duties pertinent to the office as the Board assigns.

**b. President-Elect**

- 1) Assumes the office of President for the regular term after the term of the President
- 2) Provides advice on parliamentary matters;
- 3) Serves as the Chairperson of the Bylaws Committee; and
- 4) Reviews and makes recommendations to the Board regarding organizational policies and procedures.

**c. Vice-President**

- 1) Performs duties as the President and/or as the Board designates; and
- 2) Assumes the office of the President in the President's absence or inability to serve.

**d. Secretary**

- 1) Attends all Director's meetings; keeps a complete record of the proceedings and gives notices of all Board of Director's meetings;



- 2) Distributes minutes to the Board for approval;
- 3) Submits pertinent data to the committee chairpersons;
- 4) Maintains reports, Bylaws and standing rules of the Nonprofit Corporation;
- 5) Keeps all other pertinent information regarding projects, programs, and activities of the Nonprofit Corporation;
- 6) Keeps on file an accurate membership roster;
- 7) Ensures security and transfer of documents and other materials related to the Nonprofit Corporation's activities, programs, and projects to the incoming Secretary; and
- 8) Gives written notice 7 days in advance of any regular and special meetings of the Board of Directors, specifying location and time.

**e. Treasurer**

- 1) Manages the Nonprofit Corporation's financial affairs;
- 2) Keeps full and accurate accounts of receipts and disbursement;
- 3) Caries out appropriate banking transactions as the Board designates;
- 4) Issues Nonprofit Corporation checks **countersigned by the President** for purposes that the Board approves;
- 5) Assists in the Direction of fund raising activities;
- 6) Presents financial records for examination by Nonprofit Corporation's Auditor;
- 7) Submits a quarterly written report to the Board of the Nonprofit Corporation's financial standing;
- 8) Serves as the Chairperson of the Membership Committee;
- 9) Processes membership applications and keeps accurate records of receipts and membership dues; and
- 10) Notifies members of membership renewal annually.

**f. Auditor**

- 1) Conducts annual audit of the Nonprofit Corporation's financial ledger;
- 2) Ensures the Nonprofit Corporation's finances are properly appropriated; and
- 3) Submits an annual audited financial report of the Nonprofit Corporation to the Board of Directors,

**g. Public Relations Officers**

- 1) Disseminates information and press releases of the Nonprofit Corporation's charitable and social activities to the Newsletter Editor and other publications; and
- 2) Serves as a member of the Membership Committee.

**h. Parliamentarian**

- 1) Assists in the review of Bylaws of the Nonprofit Corporation,
- 2) Keeps abreast of information regarding current legislative issues and proposals that directly or indirectly affect the members of the Nonprofit Corporation; and
- 3) Enforces the Robert's Rules of Order at meetings and conventions.

**i. Sergeants at Arms**

- 1) Maintains the integrity and goodwill within the Nonprofit Corporation; and
- 2) Maintains peace and order.

**3.4 Director Nominations**

- a. The Board of Directors shall appoint 5 Members to serve as the Nominating Committee. The immediate past president shall serve as the chairperson.
- b. The Nominating Committee shall prepare a list of nominees and request from those nominees a written consent to serve if elected.
- c. The Nominating Committee shall submit this list with the nominee's consent to the Board for review and acceptance.

- d. The Nominating Committee shall mail the ballots to the members at least 30 days before election.

### 3.5 Eligibility to Serve

- a. A nominee must have served as a member for at least 60 days prior to the election.
- b. To be eligible to serve as President, President-elect, or Vice President, a nominee must have served at least one term as a member of the Board of Directors in the last 5 years.
- c. A nominee may be a candidate for only one office per election, and if holding an elected office, nominee may not be a candidate for another office unless nominee's current term expires at the time of the election.

### 3.6 Elections

- a. Board of Directors elections shall be held every 2 years at General Assembly Meeting.
- b. All Members of the Nonprofit Corporation who have been a member for at least 60 days may vote.
- c. Simple majority of votes cast determines the outcome of the election.
- d. The Nominating Committee shall mail a copy of the ballot to the Members at least 30 days before the General Assembly Meeting.
- e. Members shall return their ballots to the chairperson of the Nominating Committee on or before the General Assembly Meeting. Ballots received after the date of the Annual Meeting of the Members are void.
- f. The Nominating Committee shall notify the Members of election results within 30 days of the ballot count.

### 3.7 Terms of Office

- a. All Directors serve for a term of 2 years.
- b. Directors may serve for a maximum of 2 consecutive terms of the same office.
- c. All Directors except the President and the President-elect are eligible for reelection to the same office.

- d. Each term starts at the beginning of the fiscal year following the election. Fiscal year starts January 1<sup>st</sup> and ends December 31<sup>st</sup> of the same year.
- e. Induction of the Board of Directors will follow the announcement of the election results.

## **ARTICLE 4 MEETINGS**

### 4.1 Annual and Regular Meetings; Notice

- a. The Board of Directors shall have at least a quarterly meeting.
- b. The Board of directors shall have an Annual General Assembly meeting.

### 4.2 Special Meetings; Notice

- a. The President or any Director may call a Special Meeting of the Board of Directors.

### 4.3 Quorum and Adjournments

- a. At all Board meetings, the presence of a majority of the entire Board constitutes a quorum for the transaction of business.
- b. A scheduled regular or special Board of Director's meeting may proceed although attendance is less than a quorum. However, if a vote is required, votes are to be solicited from absent Board of Directors to achieve a quorum.
- c. At all Board meetings, each Director present has one vote.

### 4.4 Technological Communication

All written communications transmitted by e-mail or by fax are equivalent to hand delivery of a paper instrument. Presence at any meeting by telephone, teleconference, web-conference, or any technology based method which allows all participants to communicate with each other simultaneously is equivalent to physical presence.

### 4.5 Meeting Minutes

Secretary shall keep minutes of all Director meetings, recording the time and day of the meeting, reports given to the Directors, topics that Directors discuss, and Directors' votes and resolutions. Secretary shall keep such minutes with the company's record books.

## **ARTICLE 5    COMMITTEES**

### 5.1    Standing Committees

- a. The following Standing Committees shall provide services on behalf of the Board as described in this Article:
  - 1)      Bylaws Committee
  - 2)      Membership Committee
  - 3)      Nursing Practice and Education Committee
  - 4)      Ways and Means Committee
  - 5)      Scholarship Committee
  - 6)      Communications Committee
  - 7)      Advisory Committee
- b. The President shall appoint chairpersons of each Committee with Board approval.
- c. Each committee chairperson shall submit to the Board an annual written report of activities and accomplishments 30 days prior to the General Assembly meeting.

### 5.2    Bylaws Committee

- 1)      Reviews Bylaws and submit recommendation for amendments to the Board;
- 2)      Presents proposed amendments to the Members after the Board's review at least 30 days prior to voting.

### 5.3    Membership Committee

- 1)      Initiates and coordinates the Nonprofit Corporation's recruitment program; and

- 2) Maintains the Nonprofit Corporation's membership roster.

#### 5.4 Nursing Practice and Education Committee

- 1) Designs and implements educational programs for nursing practice;
- 2) Coordinates an educational program as part of the annual meeting;
- 3) Serves as a knowledgebase resource for matters relevant to nursing education and practice; and
- 4) Obtains and maintains Continuing Education Unit providership status.

#### 5.5 Ways and Means Committee

- 1) Prepares annual budget for the Board's approval;
- 2) Develops fundraising activities; and
- 3) Applies for appropriate grants in support of the Nonprofit Corporation's mission.

#### 5.6 Scholarship Committee

- 1) Publishes qualifications and criteria of scholarships;
- 2) Reviews and evaluates applications of candidates; and
- 3) Select awardees and make recommendations to the Board.

#### 5.7 Communications Committee

- 1) Disseminates information regarding current issues and legislative proposals that directly and/or indirectly affect the members of the profession.
- 2) Maintains the Nonprofit Corporation's Website, Publications and other Social Media Platforms.

#### 5.8 Advisory Committee

- 1) All past presidents of the Nonprofits Corporation are members of the Advisory Committee. The Board may appoint other members to the Advisory Committee at the Board's discretion
- 2) The Advisory Committee acts in an advisory capacity and participates in deliberation and recommendations of the Board; and
- 3) Participates in activities to further the Nonprofit Corporation's charitable purpose.

## **ARTICLE 6 MEMBERS**

### 6.1 Member Qualification and Rights

- a. Any Nurse in the United States may become a Member. Such Member may vote on Board of Directors election and serve on committees.
- b. Membership Committee shall verify eligibility and verify information the applicant provides.
- c. Membership is not transferrable.

### 6.2 Dues

- a. Board of Directors shall determine annual membership dues, subject to ratification by majority vote.
- b. Membership dues renew annually on January 31. One twelfth (1/12) of annual dues, rounded to the nearest dollar, per month may be paid if dues are not paid by January 31.
- c. Membership Committee shall remove members whose dues are not received before renewal date above from the membership roster and all membership privileges withdrawn.
- d. Members removed due to failure to pay dues may be reinstated to full membership by filling a new membership application and paying current dues.

### 6.3 Personal Liability

No Member is liable for debts of the Nonprofit Corporation.

#### 6.4 Ethical Standards

- a. The Board may, by majority vote, expel any Member for violation Code of Ethics for Nurses or for any acts or omissions detrimental to the Nonprofit Corporation's purpose.
- b. The Board may, by majority vote, censure, suspend, or expel a member for cause after a due process hearing.
- c. A person expelled from Membership may only be reinstated by a majority vote of the Board.

#### 6.5 Non-Discrimination Policy

- a. The Non-profit Corporation shall not discriminate against any applicant or Member on the basis of race, creed, age, sex, sexual orientation, religion or handicap. All such individuals will be judged solely on the basis of competence and performance.
- b. The Board shall monitor compliance with this non-discriminatory policy.

### **ARTICLE 7 CONFLICTS OF INTEREST**

The purpose of this conflict of interest policy is to protect the Nonprofit Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of the Nonprofit Corporation or might result in a possible excess benefit transaction. This policy supplements but does not replace any applicable state and federal laws governing conflict of interest applicable to the Nonprofit Corporation.

#### 7.1 Definitions

- a. "Interested Person" – Any Director, or Member of a Committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. "Financial Interest" – A person has a financial interest if a person has, directly or indirectly, through business, investment or family:
  - 1) An ownership or investment in any entity with which the Nonprofit Corporation has a transaction or arrangement;



- 2) A compensation arrangement with the Nonprofit Corporation or with any entity or individual with which the Nonprofit Corporation has a transaction or arrangement; or
  - 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Nonprofit Corporation is negotiating a transaction or arrangement.
- c. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not substantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that conflict of interest exists.

## 7.2 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person shall disclose the existence of the financial interest and shall disclose all material facts to the directors and Members of Committees with governing board delegated powers considering the proposed transaction or agreement.

## 7.3 Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Nonprofit Corporation can obtain reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Nonprofit Corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## 7.4 Violation of the Conflict of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a Director or member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines a Director, or member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **ARTICLE 8 ACCOUNTING**

This Article addresses the Nonprofit Corporation's accounting and bookkeeping records.

### **8.1 Tax Exempt Status**

The Nonprofit Corporation shall be a tax exempt entity under IRC501(c)(3).

### **8.2 Fiscal Year; Accounting Method**

The Nonprofit Corporation's fiscal year will be from January 1 to December 31, and it will report its income or losses on a **cash basis** for tax purposes.

### **8.3 Nonprofit Corporation Accounting Books**

- a. The Treasurer shall keep complete, proper accounting books of business at the Nonprofit Corporation's office or at any place the Board designates. The Treasurer shall maintain these books of account on a **cash basis** in accordance with General Assembly Accounting Principles, showing all items of income and expense.
- b. Each Director may audit, examine and copy the Nonprofit Corporation's accounting books during usual business hours. The Director may exercise this right through any agent or representative.

### **8.4 Bank Accounts**

- a. The Nonprofit Corporation shall deposit all of its funds in Board approved bank accounts.
- b. Two (2) Directors shall be appointed by the Board of Directors, by majority vote, to be as authorized signers to the Nonprofit Corporation accounts.
- c. All bank checks require at least 2 signatures: President's signature and that of the Treasurer. In the event that the President and/or Treasurer is unavailable, the Vice President and/or Secretary will assume responsibility.

#### 8.5 Annual Report

The President shall make available to each Director an annual report within 90 days after the Nonprofit Corporation's fiscal year end or within a reasonably longer period if necessary. The President shall include in this report at least:

- 1) A copy of the Nonprofit corporation's federal income tax returns for the fiscal year, and
- 2) Any additional information that the directors may require for appraising the financial status of the Nonprofit Corporation and its effectiveness in carrying out its mission.

#### 8.6 Valuation of Contributions

Before accepting any contributions of non-cash property over the amount of \_\_\_\_\_, the Board shall first obtain a reasonable appraisal of the fair market value of the contribution.

#### 8.7 Payroll Taxes

The President shall keep the Nonprofit Corporation current on all required payroll taxes.

### **ARTICLE 9 RESTRICTIONS**

#### 9.1 Restricted Activities

The Nonprofit Corporation shall not engage in political lobbying, non-exempt activities, inurement, hire for profits, or cede control of joint ventures.

#### 9.2 Fundraising Standards

The Nonprofit Corporation shall apply 50% of all funds raised in it fundraisers directly to charitable purpose.

#### 9.3 Public Charity

The Nonprofit Corporation shall obtain at least 33.3% of its contribution from grants.

#### 9.4 Restricted Contributions

If the Nonprofit Corporation accepts any restricted contributions, the Nonprofit Corporation shall comply with the restrictions placed on the contribution in applying such contribution to the Nonprofit Corporation's charitable purpose.

### **ARTICLE 10 MISCELLANEOUS**

#### 10.1 Definitions – General

Capitalized words and phrases used in this Agreement have the following meanings:

1. Code or IRC means the Internal Revenue Code of 1986;
2. “Regulations” mean the income tax regulations promulgated under the Code.

10.2 Notices

- a. The Directors deem, that any written notice required or permitted under this Agreement is duly given:
  - 1) On the date of service, if personally served on the party to whom notice is to be given; or
  - 2) On the second day after mailing, if mailed to party to whom notice is to be given,
- b. Mailed Notice is only effective if mailed by registered or certified mail, postage prepaid and addressed to the party at its last known address.
- c. Members shall give similar notices to the Company, addressed to it at its principal place of business.

10.3 Variation of Pronouns

All pronouns and any variations refer to masculine, feminine, or neuter, singular or plural, as the person's identity requires.

10.4 Amendments

The Bylaws or any parts thereof may be amended at the General Assembly meeting. A majority vote of 50% plus 1 of paid members present shall constitute approval of the amendment.

10.5 Dissolution

The Board of Directors may dissolve the Nonprofit Corporation by an affirmative 90 percent vote of all serving Directors. Upon dissolution, the Directors shall distribute all Nonprofit Corporation's remaining assets exclusively for Nonprofit Corporation's purpose under Section 1.3.

10.6 Governing Law

The Nevada law governs all issues arising out of this Agreement.

PHILIPPINE NURSES ASSOCIATION OF NEVADA

By: \_\_\_\_\_

Name: Amelia Abello

Title: President

By: \_\_\_\_\_

Name: Doris Bauer

Title: President-Elect

**Incorporated:** March 17, 1993

**Adopted:** November 1, 2011

**Articles of Incorporation amended:** October 21, 2011

**Revision Dates:** December 1, 2011

October 29, 2016 and ratified on November 5, 2016

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