

BYLAWS
OF
PHILIPPINE NURSES ASSOCIATION OF NEVADA

A 501(c)3 Nevada Nonprofit Corporation

Effective Date: December 1, 2011

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BYLAWS

Philippine Nurses Association of Nevada

The Directors adopt these Bylaws of Philippine Nurses Association of Nevada as of 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., Renan Arche, R.N., and Helen 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 Nonprofit Corporation. The name of the Nonprofit Corporation is Philippine Nurses Association of Nevada.

1.3 Purpose the Nonprofit Corporation. The purpose of the Nonprofit Corporation is: To foster excellence in areas of nursing practice, leadership & research 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’s office. The 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 on October 21, 2011.

1.5 Offices. The Nonprofit Corporation shall maintain an office located at 405 Lacey Lane, Las Vegas, NV 89107. The Nonprofit Corporation may maintain additional offices at such other places as the Board of Directors determines.

1.6 Resident Agent. The name and address of the resident agent for service of process is Belen Gabato, 405 Lacey Lane, Las Vegas, NV 89107.

1.7 Members. The Nonprofit Corporation has Members. Members elect the Officers who are also Directors.

1.8 Serving Directors and Officers. Schedule “A” lists the names of each current Director and Officer. The Secretary shall maintain and update this schedule as necessary.

1.9 Corporate Records.

a. The Nonprofit Corporation shall maintain its Corporate Records at its Corporate Office which will include the following:

- 1) A current list of each Director's and Officer'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's Bylaws.

b. Any Director may inspect and copy all records kept under this Section during ordinary business hours.

c. All Directors and Officers 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 form.

f. If a Director or Officer 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 or Officer wrongfully attempting to prevent the 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 tax exempt entity and has or will apply for tax exempt status as a Public Charity.

Note: Edited to properly reflect Non-profit charitable purpose.

ARTICLE II

PURPOSES AND OBJECTIVES

The purpose of the Association is to uphold the image and foster the welfare of Filipino American nurses in the state of Nevada as a professional group. The objectives of the Association shall be;

1. Promote unity among Filipino-American nurses in the State of Nevada.
2. Provide mechanism for networking with other organizations and agencies in developing and implementing programs relevant to nursing practices, education, and research.
3. Formulate and implement strategies for acting on nursing issues, legislation, and public policies, which directly or indirectly affect nursing.
4. Provide and coordinate educational programs to assist members in the acquisition and expansion of knowledge, professional excellence, and nursing practice.
5. Promote advancement of professional nursing through scholarship and research awards.
6. Collaborate and coordinate with associations and agencies, both in the Philippines and the United States to facilitate the professional and cultural adjustments of Filipino nurses in the United States.
7. Organize and actively participate in community health programs relating to prevention of diseases, and promotion and maintenance of health.
8. Promote a positive and active image of the Filipino-American nurses and the association.

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, and the immediate past president. Each director shall hold office until death, resignation, or removal.

2.3 Admission of New Directors. Persons become Directors through election and appointment of Officers as the Board of Directors consists of all the Officers. Once a person has accepted Directorship, newly appointed Directors may vote on any matters before the Board.

2.4 Resignation. Any Director may resign at any time by giving written notice to the Board of Directors or any Officers of the Nonprofit Corporation. Unless otherwise specified in such written notice, such resignation takes effect upon receipt by the Board of Directors or such officer.

2.5 Removal. The Board of Directors may, by an affirmative majority vote of a quorum at a Director's meeting, remove any Director with or without cause.

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 any meeting of the Board. Any Director serving the Nonprofit Corporation as an Officer or in any other capacity may receive compensation in that capacity.

2.8 Committees. The Board of Directors may, designate from among its members committees for any function, delegating Board authority to that committee.

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 judgment in discharge of Director duties. Exercise of due care includes, but is not limited to:

- 1) Attend all meetings of Directors;
- 2) Exercise independent judgment; and
- 3) Read reports that the Officers 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 in activities other than those stipulated in the Bylaws;
- 4) Reviews and takes action on committee and Officer recommendations;
- 5) Fills 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 VI EXECUTIVE BOARD

Section 1. Composition

The governing body of the Association shall be the Executive Board which consists of all elected officers. The Executive Board has the power and authority over the affairs of the Association except that of modifying the action of the general assembly.

Section 2. Duties of the Executive Board

- A. Establishes Executive policies.
- B. Directs the business and financial affairs of the organization.
- C. Authorizes the participation and representation of the Association
In activities other than those stipulated in the Bylaws
- D. Reviews and takes action on committees and officer's
recommendations.
- E. Fills all vacancies of the Executive Board unless otherwise specified by the
Bylaws.
- F. Members serve as chairpersons of standing committees or assume duties as
designated by the President.
- G. Expel, suspend, or censure members of the Association for due cause.
- H. Reviews and authorizes official publications, written or through the website as
proposed by any members as a representation of the philosophy, prerogatives and image of
the Association.
- I. Performs such other duties and exercises authority as prescribed in the Bylaws.

OFFICERS

3.1 Number, Qualifications, Election and Term of Office. The Officers of the Corporation will consist of a President, President-elect, Vice President, Secretary, Assistant Secretary, a Treasurer, Assistant Treasurer, Auditor, Assistant Auditor, Public Relations Officer, Business Manager, Assistants Business Manager, Parliamentarian, Peace Officers, Area Coordinator, and any other officers the Board of Directors deems necessary.

3.2 Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or any Officer. Unless otherwise specified in such written notice, such resignation takes effect upon receipt by the Board of Directors or by such officer.

3.3 Removal. Any Officer may be removed with or without cause, and a successor elected by a 2/3 vote of the Board of Directors at any time.

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

3.5 Duties of Officers.

a. The President is the chief executive officer of the Nonprofit Corporation and shall supervise the operations of the Nonprofit Corporation. President shall:

- 1) Preside at all Directors' meetings and shall present at each annual Directors' meeting a report of the operations of the Nonprofit Corporation for the preceding fiscal year.
- 2) Appoint the editor of the official newsletter, Assistant Secretary, Assistant Treasurer, Area Coordinator, Chairperson of Standing Committees and other committees with Board approval;
- 3) Act as ex-officio member of all committees with the exception of the Nominating Committee;
- 4) Sign checks with Treasurer;
- 5) Represent the Nonprofit Corporation at meetings and functions of other organizations (or designate an alternate);
- 6) Terminate non-functioning committees with Board approval; and
- 7) Perform other duties pertinent to the office as the Board assigns.

A. President

1. Presides at all meetings of the Executive Board and General Assembly.
2. Appoints Chairperson of Standing Committees and other committees with the approval of the Executive Board.
3. Shall act as an ex-officio member of all committees with the Exception of the Nominating Committee.
4. Signs checks with the Treasurer.
5. Represents the Association at meetings and functions of other Organizations or designates an alternate.
6. Terminates non-functioning committees with the approval of The Executive Board; and
7. Performs other duties pertinent to the office as assigned by the Advisory Board.

b. President-Elect shall:

- 1) Perform duties as the President and Board designates;
- 2) Assume the office of President for the regular term after the term of the President;
- 3) Provide advice on parliamentary matters;
- 4) Serve as the chairperson of the Bylaws committee; and
- 5) Review and make recommendations to the Board regarding organizational policies and procedures.

B. President-elect

1. Performs duties as designated by the President or the Executive Board.
2. Assumes the office of the President for the regular term after the term of the President.
3. Provides advice on parliamentary matters;
4. Serves as the Chairperson of the Bylaws committee; and
5. Reviews and makes recommendations to the Executive Board regarding organizational policies and procedures.
6. Serves as Chairperson of Educational Committee.

c. Vice-President shall:

- 1) Perform duties as the President and Board designates;
- 2) Assume the office of President-Elect in the President-Elect's absence or inability to act; and
- 3) Supervise activities of Area Coordinators.

C. Vice-President

1. Performs such duties as delegated by the President or the Executive Board.
2. Assumes and performs the duties of President-Elect in his/her absence or inability to act or as delegated by the Executive Board.
3. Represents the Association at meetings and functions of other organizations or designates an alternate.
4. Serves as the Chairperson of the Ways and Means Committee

d. Secretary shall:

- 1) Attend all Directors' meetings shall keep a true and complete record of the proceedings and give notice of all Directors' meetings;
- 2) Distribute approved minutes to the Board;
- 3) Excerpt and submit pertinent data to committee chairpersons;
- 4) Preserve reports and records including Bylaws and standing rules of the Nonprofit Corporation;
- 5) Keep all other pertinent information regarding projects, programs, and activities of the Nonprofit Corporation;
- 6) Keep on file accurate membership roster as the Chairperson of the Membership committee compiles and reports;
- 7) Preserve documents and other materials related to the Nonprofit Corporation's activities, programs and projects; and
- 8) Ensure security and transfer of documents and other materials related to the Nonprofit Corporation's activities, programs, and projects to the succeeding Secretary.

D. Recording Secretary

1. Maintains a record of the proceedings of all business Meetings;
2. Distributes approved minutes to the Executive Board via e-mail
3. Excerpts and submits pertinent data to respective committee chairperson;
4. Preserves reports and records including Bylaws and standing rules of the Association in the permanent file.
5. Keeps on file all other pertinent information regarding projects, programs, and activities of the Association;
6. Keeps on file accurate membership roster as compiled and reported by the chairperson of the Membership committee;
7. Preserves documents, mementos, and other materials related to activities, programs, and projects of the Association;
8. Ensures security and transfers of documents, mementos, and other materials related to activities, programs, and projects of the Association to the succeeding Secretary.

e. Assistant Secretary shall:

- 1) Issue notices regarding meetings and activities;
- 2) Conduct and maintain a file of the Nonprofit Corporation's general correspondence;
- 3) Send information to members regarding the Nonprofit Corporation's projects, programs, and activities;
- 4) Assist the Secretary as the President or Board delegates and assume the duties of the Secretary in the Secretary's absence;
- 5) Assist the Secretary in keeping pertinent information regarding the Nonprofit's projects programs, and activities; and
- 6) Assist the Secretary in keeping on file accurate membership roster as the chairperson of the Membership Committee compiles and reports.

E. Corresponding Secretary

1. Issues notices regarding meetings and activities;
2. Conducts and maintains a file of the general correspondence of the Association;
3. Sends information to the subchapters and members-at-large
Regarding projects, programs, activities, undertaken by the
Association;
4. Assists the Secretary in functions as delegated by the President Or the Executive Board and
assumes the duties of the Secretary in his/her absence or incapacity;
5. assists the Secretary on keeping on file all other pertinent information regarding projects,
programs, and activities of the Association; and
6. Assists the Secretary in keeping on file accurate membership roster as compiled and reported
by the chairperson of the Membership Committee.

f. Treasurer shall:

- 1) Manage the Nonprofit Corporation's financial affairs;
- 2) Keep full and accurate accounts of receipts and disbursement;
- 3) Carry out appropriate banking transactions as the Board designates;
- 4) Issues Nonprofit Corporation checks countersigned by the President for purposes that the Board approves;
- 5) Assist in the direction of fund raising activities;
- 6) Presents financial records of examination by Nonprofit Corporation's Auditor and Assistant Auditor; and
- 7) Submit a quarterly written report to the Board of the Nonprofit Corporation's financial standing.

F. Treasurer

1. Is responsible for the financial affairs of the association;
2. Keeps records of all receipts and disbursements;
3. Carries appropriate banking transactions as designated by the Executive Board;
4. Issues checks of the Association countersigned by the President for purposes approved by the executive Board;
5. Assists in the direction of fund raising activities;
6. Presents financial records for examination by the Associations Elected Auditor and Assistant Auditor; and
7. Submits a quarterly written report of the financial standing of the Association at the annual meeting.
8. Serves as Chairperson of the membership committee.

g. Assistant Treasurer shall:

- 1) Process membership applications and keep accurate records of receipts and membership dues;
- 2) Distribute membership renewal forms to all annual members;
- 3) Maintain an accurate membership roster;
- 4) Forward funds received and corresponding reports to the Treasurer;
- 5) Serve as Chairperson of the Membership Committee; and
- 6) Assume other functions as the Treasurer delegates with the Board's approval and serves as Treasurer in the Treasurer's absence or incapacity.

G. Assistant Treasurer

1. Processes membership applications and keeps accurate records of receipts and membership dues;
2. Sends out membership renewal forms to all annual members;
3. Keeps on file accurate membership roster;
4. Forwards monies received and corresponding reports to the Treasurer;
5. Acts as Chairperson of the Membership Committee;
6. Submits a quarterly written update of membership; and
7. Assumes other functions as delegated by the treasurer with the approval of the Executive Board and acts in the absence or incapacity of the Treasurer.

h. Auditor shall:

- 1) Conduct annual audit of the Nonprofit Association's financial ledger;
- 2) Ensure the Nonprofit Corporation's finances are properly appropriated; and
- 3) Submit an annual financial report of the Nonprofit Corporation to the Board.

H. Auditor

1. Conducts annual audit of the Associations financial ledger;
2. Ensures that the finances of the Associated are properly appropriated; and
3. Submits annual financial report of the Association to the Executive Board.

i. Assistant Auditor shall assist the Auditor in the performance of Auditor's responsibilities.

j. Public Relations Officers shall:

- 1) Disseminate information and press releases of the Nonprofit Corporation's charitable and social activities to the Newsletter Editor and other publications; and
- 2) Serve as member of the Membership committee.

J. Public Relations Officers

1. Disseminates information and submits press releases of the social and professional activities of the Association to the media and other publications.
2. Serves as a member of the Membership committee.
3. Shall serve as the Chairman of the Research Committee.

k. Parliamentarian shall:

- 1) Assist in the revision of bylaws of the Nonprofit Corporation;
- 2) Disseminate information regarding current legislative issues and proposals that directly or indirectly affect the members and the Nonprofit Corporation.

M Parliamentarian

1. Makes sure that the most recent edition of Robert's rule of
2. Order shall govern the procedure in meetings, special meetings, and other aspects of the association in case not covered by the Bylaws;
3. Serves as the Chairperson of the Bylaws Committee of the Association;
4. Collaborates with other organization and agencies in addressing and supporting legislation that affect the nursing profession and healthcare;
5. Disseminates information regarding current legislative issues and proposals that directly and indirectly affect the members and the profession.
6. Shall serve as the Chairman of the Legislative Committee.

1. Peace Officers shall:

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

m. The Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

N. Peace Officer

1. Maintains the integrity and goodwill within the organization; and
2. Maintains peace and order.

O. Advisory Board

1. Guide and provide historical perspectives of Association to the Executive Board Area Coordinator

Note: Business Manager office removed.

3.6 Shares of Other Corporations. If the Nonprofit Corporation owns any shares or interest of any business entity, the President may, on behalf of the Nonprofit Corporation, exercise ownership rights, including, but not limited to attending meetings, requesting accountings, or voting on that business entity's matters.

3.7 Salaries. The Board of Directors shall fix the Officers' salaries, if any, reasonably, comparable to salaries in the industry, taking into account factors including, but not limited to size of the Nonprofit Corporation, its assets, its activities, and officers' experience. In determining reasonable salaries, the Board shall compile and record all data it uses to determine reasonable salary.

3.8 Officer Nominations.

a. The Board shall appoint 5 Members to serve as the Nominating Committee. The immediate past President shall serve as chairperson of the Nominating Committee.

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 nominees' consent to the Board for review and approval.

d. The Nominating committee shall mail the ballots to the Members at least 30 days before election.

Section 1 Nomination

A. The nominating committee shall consists of five(5) members who are appointed by the Executive Board. The chairperson shall be the immediate Past President.

B. The nominating committee prepares a list of nominees accompanied by written consent to serve and submits these to the Executive Board for review and approval.

C. Obtain from each nominee a written consent to serve if elected before his/her name is placed on the ballot.

D. The nominating committee shall post the slate of officers on the website.

e.

3.9 Eligibility to Serve

a. Nominee must have served as a member for at least 60 days prior to the date of election.

b. To be eligible to serve as President, President-elect, or Vice President, a nominee must have served at least one term as an officer or member of the Board of Directors.

c. A nominee may be a candidate for only one office per election, and if holding an elected office, nominee may not be candidate for another office unless nominee's current term expires at the time of the election.

Section 2. Eligibility to Serve in an elected Capacity

A. To be eligible for any elected office, the nominee must be a paid member sixty days (60) prior to the elections.

B. To be eligible to serve for the offices of President, President-elect, or Vice President, a nominee must have served one term as an officer or member of the Executive Board.

C. A nominee may be a candidate for only one 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 elections.

D. A nominee must be present during the election to be elected for office.

3.10 Elections

- a. All active Members of the Nonprofit Corporation who have been a Member for at least 60 days may vote.
- b. Simple majority of votes cast determine the outcome of the election.
- c. The Nominating Committee shall mail a copy of the ballot to the Members at least 30 days before the Annual Meeting of the Members.
- d. Members shall return their ballots to the chairperson of the Nominating Committee on or before the Annual Meeting of the Members. Ballots received after the date of the Annual Meeting of the Members are void.
- e. The Nominating Committee shall notify the Members of election results within 30 days of the ballot count.

Section 3 Elections

A. All active members of the Association, who are not Associate members, or honorary members, may vote.

B. To be eligible to vote, one must be a paid member for at least (60) \ days prior to the elections.

C. Voting is by secret ballots and plurality elects.. In case of a tie, the winner shall be decided by a repeat voting process.

D. Bi-annual election shall be held every 1st of November. E. Ballots shall be counted at the election meeting.

F The general membership shall be notified of the election results within thirty (30) days of the ballot count.

3.11 Terms of Office

- a. All Directors and Officers shall serve for terms of 2 years.
- b. All officers except the President and President-elect are eligible for reelection to the same office for another term.
- c. Absences of Officers or Directors for more than 50% of regular meetings without justification are cause for termination of office.
- d. Each term begins at the close of the Annual Meeting of the Members.
- e. Induction of Officers and Directors will follow the announcement of election results.

Section 4 Terms of Office

- A. All elected officers and members of the Executive Board shall serve for a term of two (2) years.
- B. All officers except the President and President-elect can be re- elected to the same office for another term.
- C. The absence of officers and members of the Executive Board for more than fifty (50%) percent of the regular meetings may be grounds for termination of office after the Executive Board determines that such absences are without justification.
- D. The term of office shall begin in January of the incoming year.. E. The induction of officers shall be at the Annual Valentines Party Celebration (February).

3.12 Vacancies

a. If an Officer vacancy arises due to inability or ineligibility of the Officer to perform, the following Officers shall assume the vacant office:

- 1) President: President elect shall assume office, followed by the Vice President.
- 2) President-Elect: Vice President shall assume office of President Elect.
- 3) Vice-President: the Board shall appoint as Vice President the candidate for Vice President who received the second highest votes in the preceding election. If there was no alternate candidate, the President shall appoint a Vice President with the approval of the Board.
- 4) Secretary: Assistant Secretary shall assume office of Secretary.
- 5) Treasurer – Assistant Treasurer shall assume office of Treasurer.

b. The Board of Directors shall fill other vacancies.

c. Persons filling any vacancies under this section shall serve for the duration of the office term.

Section 5 Vacancies

A. Vacancies that occur in an elected office of the Association due to inability or ineligibility of the incumbent to perform the duties of the office, or the incumbent's removal from office, shall be filled in the following manner:

1. President – Vice-President will assume office, if former is unable to do so.
 2. President-elect – Vice President shall assume office.
 3. Vice- President – the Executive Board shall appoint for the vacant position.
 4. Secretary – Assistant Secretary shall assume office.
 5. Treasurer – Assistant Treasurer shall assume the office. B. The Executive Board shall fill in the other vacancies.
- C. Any member filling any vacancies shall serve for the remainder of the term.

Article 4 MEETINGS

4.1 Annual and Regular Meetings; Notice.

- a. The Board of Directors shall hold an annual Directors' meeting.
- b. The Secretary shall give written notice 3 days in advance of any regular meeting of the Board of Directors, specifying location and time.

4.2 Special Meetings; Notice.

- a. The President or any Director may call a Special Meeting of the Board of Directors.
- b. The person calling the Special Meeting shall give written notice 3 days in advance of any Special Meeting of the Board of Directors, specifying location and time.
- c. Attendance by any Director to a Special Meeting constitutes a waiver of notice.
- d. Directors may call a Meeting outside the presence of the Officers.

4.3 Chairman. When present, President shall preside at all Board meetings. In the President's absence, the remaining Directors shall choose a chairman to preside.

4.4 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 majority of the directors present at the time and place of any regular or Special Meeting, although less than a quorum, may adjourn the same from time to time without notice until a quorum is present.

4.5 Manner of Acting.

- a. At all Board meetings, each director present has one vote.
- b. The Board may act by written consent. Any action authorized by unanimous written consent, is equivalent a unanimous vote at a duly called Board meeting.

4.6 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.

4.7 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 the

Directors discuss, and Directors' votes and resolutions. Secretary shall keep such minutes with the Company's record books.

4.8 Consent in Lieu of Meeting. Board may act by unanimous written consent, undertaking any action or decision that the Board may decide in meetings.

4.9 Ratification. Attendees ratify improperly called or noticed meetings by attendance, unless attendance is solely for the purpose of objecting and rescheduling the meeting.

Article 5

ARTICLE VII

MEETINGS, QUOROM, SPECIAL MEETINGS

Section 1. Executive Board

A. Regular monthly meetings shall be decided by the Executive Board at the annual meeting.

B. Special meetings may be called by the President and also upon request by three(3) members of the Executive Board. Special meetings may be achieved either by members in actual attendance or by conference calls.

C. Five (5) members of the Executive Board shall constitute a quorum. D. Notice of all meetings of the Executive board shall be communicated, if in writing, not less than three (3) days of the scheduled meeting and if given orally by telephone, not less than one (1) day of the scheduled meeting

Section 2. General Membership Meetings

A. The annual General membership meeting and annual election is held in November of each year .

B. General membership meeting shall be held semi-annually unless otherwise designated by the Executive board.

C. A quorum shall consist of 51% of members of the Association in attendance.

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/Policies and Procedures Committee;
- 2) Membership Committee;
- 3) Nursing Practice and Education Committee;
- 4) Fundraising and Financing Committee;
- 5) Awards Committee;
- 6) Legislative Committee;
- 7) Research Committee; and
- 8) Advisory Committee.

b. The Board shall appoint chairpersons of each committee.

c. Each committee chairperson shall submit to the Board an annual written report of activities and accomplishments 30 days prior to the Annual Meeting of the Board.

5.2 Bylaws/Policies and Procedures Committee. Bylaws/Policies and Procedures Committee shall:

- 1) Review bylaws and submit recommendation for amendments to the Board;
- 2) Present proposed amendments to the Members after the Board's review at least 30 days prior to voting;
- 3) Develop organizational policies and procedures as necessary for the Board's approval; and
- 4) Review and revise organizational policies and procedures annually.

5.3 Membership Committee. Membership Committee shall:

- 1) Initiate and coordinate the Nonprofit Corporation's recruitment program; and
- 2) Maintain the Nonprofit Corporation's membership roster.

5.4 Nursing Practice and Education Committee. Nursing Practice and Education Committee shall:

- 1) Design and implement educational programs for the nursing practice;
- 2) Coordinate an educational program as part of the annual meeting;
- 3) Serve as a knowledgebase resource for matters relevant to nursing education and practice; and
- 4) Obtain and maintain Continuing Education Unit providership status.

5.5 Fundraising and Financing Committee. Fundraising Committee shall:

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

5.6 Awards Committee. Awards Committee shall:

- 1) Publish qualifications and criteria of awards;
- 2) Review and evaluate applications of candidates; and
- 3) Select awardees and make recommendation to the Board.

5.7 Legislative Committee. Legislative Committee shall disseminate information regarding current issues and legislative proposals that directly and/or indirectly affect the members of the profession.

5.8 Research Committee. Research Committee shall:

- 1) Represent the Nonprofit Corporation in research programs, studies, or grants;
- 2) Review proposals submitted to the Nonprofit Corporation and present recommendations to the Board;
- 3) Plan and implement research programs for the Members; and
- 4) Process and select candidates for research grants based on approved criteria.

5.9 Advisory Committee.

a. Advisory Committee shall:

- 1) Act in advisory capacity and participate in deliberation and recommendations to the Board; and
- 2) Participate in activities to further the Nonprofit Corporation's charitable purpose.

b. All past presidents of the Nonprofit Corporation are members of the Advisory Committee. The Board may appoint other members to the Advisory Committee at the Board's discretion.

ARTICLE VIII COMMITTEES

Section 1. Committees

The standing committees of the Association shall be; with their
Corresponding Chairperson

1. Bylaws/Policies and Procedures - Parliamentarian
2. Membership - Treasurer
2. Nursing Practice and Education (CEU's), Awards,
Scholarships - President - Elect
3. Ways and Means – Vice -President
4. Nomination – Past President
4. Legislature – to be appointed
5. Research - PRO
6. Ad Hoc – to be appointed if needed

Section 2. Composition

A. Bylaws/Policies and Procedures committee

- i. Reviews bylaws and submits recommendation for amendments to the Executive Board.
- ii. Presents the proposed amendments to the General membership after review by the Executive board at thirty (30) days prior to voting.
- iii. Develops organizational policies and procedures as necessary for approval by the Executive Board.
- iv. Reviews and revises organizational policies and procedure annually.

B. Membership Committee

1. Initiates and coordinates recruitment programs of the association.
2. Maintains membership roster of the Association

J. Nursing Practice and Educational , Awards, and Scholarship Committee

1. Design and implements educational programs to meet identified needs of members including mentoring and informatics.
2. Coordinates the educational program for the annual convention.
3. Acts as resource in matters relevant to nursing education and practice.
4. Obtains and maintains CEU providership.
5. Publishes the qualifications and criteria awards.
6. Reviews and evaluates the applications of the candidates.
7. Makes the selection of awardees and recommends it to the Executive Board.

D. Ways and Means Committee

1. Secure funds by reasonable means to augment the treasury.
2. Prepare an annual budget for approval of the Executive Board prior to annual meeting

E. Nominating Committee

1. Prepare and submit the slate of officers for election.
2. Verifies the eligibility of each nominees from the Treasurer

Legislative Committee

1. Disseminates information regarding current issues and legislative proposals that directly and indirectly affect the members of the profession.
2. Collaborates with other organizations/agencies in

D. Research Committee

1. Represents the association in various research programs, studies, or grants.
2. Reviews proposal submitted to the association and presents recommendations to the Executive Board.
3. Plans and implements research programs for general membership.
4. Process and selects candidates for research grants based on approved criteria.

E. Ad Hoc Committee

1. The President recommends to the Executive Board creation of Ad Hoc committee to undertake special projects.

Section 4. Committee Reports

Each committee chairperson shall submit to the President an annual written report of activities and accomplishments at least 30 (30) days prior to the November General membership meeting.

ARTICLE IX ADVISORY BOARD

Section 1. Composition

The Advisory Board shall be comprised of the past Presidents of the Association and others as recommended by the Executive Board.

Section 2. Functions

- A. Acts in advisory capacity and participates in deliberation and recommendation of the Executive Board.
- B. Participates in activities to further the purpose of the Association. K. May serve as chairperson, co-chairpersons or members of standing and ad hoc committee.

MEMBERS

6.1 Member Qualification and Rights.

a. Any person who is a professional nurse, licensed to practice as a Registered Nurse in the United States, may become a Member. Such Member may vote on Director/Officer election and serve on committees.

b. Membership Committee shall determine 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 of the Members.

b. Membership dues renew annually on 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 filing 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 of 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 Nonprofit 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 basis of competence and performance.

b. The Board shall monitor compliance with this non-discrimination policy.

ARTICLE III MEMBERSHIP AND DUES

Section 1. Membership

A. Membership in the Association is a privilege and is contingent on compliance with the requirements as specified in this Bylaws.

Membership Categories

1. Active Member: Any professional nurse of Filipino heritage who has been granted a license to practice as a Nurse in the United States. Such member is eligible to vote in election, serves on committees, hold elected or appointed office and, upon appointment of the Executive Board , to serve as a delegate to any annual or specific meeting.
2. Associate Member: Any licensed professional nurse who is not of Filipino heritage shall have all the privileges of members in the Association except to vote in elections, or hold any elected or appointed office. Such member may serve in a committee.
3. Honorary Member: A person to whom honorary membership is conferred by the Executive Board for distinguished service rendered or valuable assistance to the nursing profession and compatible with the purpose and objectives of the Association. Such member may serve as resource person in matters of relevance to his or her field of expertise but shall have no right to vote nor shall such member be qualified to serve as a delegate to the annual or other special meeting.
4. Membership status and eligibility shall be determined from a verification of the information on the application form and shall be duly noted in the membership card and the roster.

Section 2. Membership Dues

- A. Annual membership dues in the Association shall be determined By the Executive Board.
- B. Honorary members shall not be assessed any membership dues.
- C. Membership dues shall be renewable annually by January 31st.

Section 3. Delinquency and Reimbursement

- A. Any members whose dues are not received on or before expiration of membership shall be removed from the membership roster and all privileges withdrawn.
- B. Reinstatement to full membership is effected by filing a new membership application and payment of current dues.

Ethical standard/Disqualification of member

- A. Any member maybe removed from the membership roster by reason of; (1) violation of the Association rules of Conduct, and (2) any acts and/or omission detrimental to the purpose and objectives Of the Association.
- B. The Executive Board, by majority vote , may censure, suspend, or expel a member for cause provided after a due process hearing. An Ad-hoc grievance committee shall be created to evaluate and resolve issues. Grievance committee/Ad-hoc committee shall be appointed by the President.
- C. Any member suspended or expelled maybe reinstated by a majority vote of the Executive Board after submitting a new membership application and paying current dues.

Article 7 CONFLICTS OF INTEREST

The purpose of this conflict of interest policy is to protect this Nonprofit Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or 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, principal officer, 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 the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest 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 insubstantial. 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 a 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 arrangement.

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 with 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 an Officer, 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 the officer, 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 will be a tax exempt entity under IRC 501(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 Generally Accepted 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. The Nonprofit Corporation shall deposit all of its funds in Board approved bank accounts. All bank drafts checks require at least 2 signatures: President's signature and that of one other Officer or Director.

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. President shall include in this report at least:

- 1) a copy of the Nonprofit Corporation's federal income tax returns for that 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.

8.1 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.

8.2 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 for management, or cede control to joint ventures.

9.2 Fundraising Standards. The Nonprofit Corporation shall apply at least 50% of all funds raised its fundraisers directly to its charitable purpose.

9.3 Public Charity. The Nonprofit Corporation shall obtain at least 33.3% of its contributions 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 the 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 or persons’ identity requires.

10.4 Amendments. The Board of Directors may amend all bylaws of the Nonprofit Corporation by an affirmative two-thirds vote of all serving Directors.

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 the 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: Maureen Nasjak

Title: Secretary

Article 11 SCHEDULE "A" – OFFICERS AND DIRECTORS

December 1, 2011

President	Cristy Sampal
Treasurer	Efren M. Bolor
Secretary	Maureen Nasjak
President Elect	Helen Ymson
Vice President	Mary Betita
Assistant Secretary	May Chevez
Secretary	Maureen Nasjak
Treasurer	Efren M. Bolor
Assistant Treasurer	Pure Hidrosollo
Auditor	Minda Banaria
Assistant Auditor	Fernando Ymson
	Delilah Lapid
	Malou Richard
Public Relations	Carmen Lemon
Public Relations	Vida Braganza
Public Relations	Amella Abello
Parliamentarian	Virgina Jacala
Peace Officer	Sergio Abello
Peace Officer	Rolando Jacala
Peace Officer	Elvis Sampal

ARTICLE XI

AMENDMENTS

- Section 1 Amendments to this Bylaws shall be ratified at the annual general membership meeting of the Association by 51% vote of the members present.
- Section 2 Amendments to this Bylaws shall be submitted to the Executive Board for consideration by petition from at least ten (10) members of the association at least ninety (90) days prior to the annual meeting.
- Section 3 Amendments to this Bylaws shall take effect upon ratification at the annual general membership meeting.

ARTICLE XII

DISSOLUTION

- Section 1 In the event of dissolution of the Association, the membership shall be notified and approval obtained by 51% vote of all members present and constituting a quorum, prior to dissolution.
- Section 2 Liabilities shall be resolved and remaining funds donated to non-profit organization or charities as agreed by the members.

ARTICLE XIII

NON-DISCRIMINATORY POLICY

- Section 1. the association shall not discriminate against any applicant or member on the basis of race, creed, age, sex, and sexual orientation, religion or handicapped. All such individuals shall be judged solely on the basis of competence and performance.
- Section 2. The Executive Board of the Association shall monitor the compliance with this non-discrimination policy and shall insert the statement that the Association is an equal opportunity group in all its advertisements and publications.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

The most recent edition of Robert's rule of Order shall govern the procedure in meetings, special meetings, and other aspects of the Association in cases not covered

by these Bylaws.

ARTICLE XV

CORPORATE ADDRESS/PLACE OF BUSINESS

- Section 1. The corporate address of the Association PNAN will be at 405 Lacy Lane, Las Vegas, Nevada 89107
- Section 2. the principal location of business will be the current President's designated address or as established and designated by the Executive Board.
- Section 3. Website address shall be;
<http://www.PNANV.org/>

ARTICLE XVI

PUBLICATIONS

- Section 1. The official publication of the Association shall be called the "**PNAN TORCH**"
- Section 2. "**PNAN TORCH**" will be published via website.
- Section 3. The editor will be appointed by the President with the approval of the Executive Board.