



BYLAWS

GOAL

To foster the professional and personal growth of Filipino and Filipino-American nurses in North Carolina.

INTRODUCTION

This is the constitution, otherwise known as the bylaws of the Philippine Nurses Association of North Carolina, as adopted by the general membership. The Association was founded by a group of Filipino nurses in the fall of 2000. The Association is non-profit, non-political, and non-labor-oriented. What makes it unique is that this is an organization of, by, and for the Filipino and Filipino-American nurses of North Carolina, established on a common bond of friendship, shared goals, and ideals.

ARTICLE I OFFICIAL NAME AND LOGO

SECTION 1: The Association shall be known as the Philippine Nurses Association of North Carolina, herein referred to as the Association. The official acronym shall be PNA-NC.

SECTION 2: The image below shall be the official logo of the Association.



SECTION 3: The official name, acronym, or logo of the Association may be changed by a majority vote of the members during a General Membership Meeting.

ARTICLE II MISSION STATEMENT

SECTION 1: The mission of the PNA-NC is twofold: to promote professional excellence in nursing practice among its members and to support the acculturation of Filipino nurses and their families in North Carolina. This mission is based on the following principles that the PNA-NC endorses:

- A. The PNA-NC believes that Filipino and Filipino-American nurses have unique and multifarious needs that must be met to ensure positive acculturation as well as professional success in a diverse American society while preserving one's identity.
- B. The PNA-NC believes that as members of the community and the health profession, they have the responsibility to be involved in activities that promote health with a holistic approach to care.
- C. The PNA-NC believes that as health care professionals, it is the members' duty to keep abreast of legislative and public policies that have an impact on the health care agenda and to exert a positive influence in keeping with its commitment to advance the nurses' economic welfare as well as promote public health and safety.

ARTICLE III VISION STATEMENT

SECTION 1: The vision of the PNA-NC is to be an organized and stable infrastructure whereby its members can grow professionally and personally amidst an atmosphere of collegiality.

ARTICLE IV MEMBERSHIP

SECTION 1: Membership in the PNA-NC is a privilege and is contingent on compliance with requirements as specified in the bylaws.

SECTION 2: Qualifications for Membership

- A. The primary members of the PNA-NC shall be individuals who are North Carolina residents, at least eighteen years of age; professionally registered or licensed nurses, including practical or vocational nurses, who practice in the state of North Carolina or who are qualified to seek licensure in the state of North Carolina; Filipinos and Filipino-Americans by heritage or any individual regardless of race, formally expressing interest and support to the PNA-NC's goals and objectives.
- B. Honorary memberships may be extended by a majority vote of the Executive Board to individuals by virtue of their contributions to the advancement of the profession and/or the PNA-NC.
- C. Membership status and eligibility shall be determined by verifying the information on the application form and duly noted in the membership database.
- D. All active members of the PNA-NC are members of the Philippine Nurses Association of America (PNAA), except for Honorary Members, who are only members of the PNA-NC.
- E. Membership Categories
 - 1. Active Member:
 - a. Any professional nurse of Philippine ethnic origin who has been granted a license to practice as a registered nurse in North Carolina.
 - b. Any PNA-NC Subchapter member who is a professional nurse of Philippine ethnic origin and has been granted a license to practice as a registered nurse in North Carolina.
 - c. Such a member is eligible to vote in elections, serve on committees, hold elected or appointed office, and, upon due appointment by the Executive Board, serve as a delegate to annual national meetings, regional meetings, or other special meetings.
 - 2. Associate Member:
 - a. Any professional nurse of Philippine ethnic origin who has been granted a license to practice as a registered nurse in the Philippines or any country outside of the United States.
 - b. Any professional nurse of Philippine ethnic origin who has been granted a license to practice as a registered nurse in the United States but outside of North Carolina.
 - c. Any professional nurse who has been granted a license to practice as a licensed or vocational nurse in North Carolina.
 - d. Such a member shall have all the privileges of members in the PNA-NC except that of chairing a committee, holding any elected or appointed office, or serving as a delegate to annual national meetings, regional meetings, or other special meetings.
 - 3. International Associate Member:

- a. Any professional nurse of non-Philippine ethnic origin who has been granted a license to practice as a registered nurse in the country of origin and/or any state in the United States.
 - b. Such a member shall have all the privileges of members in the PNA-NC except that of chairing a committee, holding any elected or appointed office, or serving as a delegate to annual national meetings, regional meetings, or other special meetings.
4. Honorary Member:
- a. A person to whom honorary membership is conferred by a majority vote of 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 a member may serve as a resource person in matters relevant to their field of expertise. Such a member shall have all the privileges of members in the PNA-NC except that of chairing a committee, holding any elected or appointed office, or serving as a delegate to annual national meetings, regional meetings, or other special meetings.
5. Retired Nurse Member:
- a. A person who is retired and no longer holds an active registered nurse license. Such a member shall have all the privileges of members in the PNA-NC except that of chairing a committee, holding any elected or appointed office, or serving as a delegate to annual national meetings, regional meetings, or other special meetings. An exemption would be when the nurse has served as a member of the Executive Board of the PNA-NC while still holding an active registered nurse license, in which case, such a member shall have the privileges of continuing to serve on the Executive Board. Their continued involvement and leadership experience are valued assets in supporting the PNA-NC's mission and governance.
6. Student Membership:
- a. Any student actively enrolled in an accredited prelicensure Registered Nursing program.
 - b. Student Members are eligible to attend regional and national meetings and may serve as members on committees.
 - c. Student Members are not eligible to vote, serve as committee chairs or co-chairs, or hold positions on the executive board.

SECTION 3: Dues and Funds

- A. Each member, except for the honorary member, shall pay annual membership dues each year through the PNAA membership website, which shall begin on the first day of joining the Association.
- B. Any member joining the PNA-NC shall renew his/her membership on his/her anniversary, based on the date when he/she first joined the PNA-NC or on the date when he/she renewed his/her membership.

- C. An Honorary member shall not pay the annual membership dues to the PNA-NC. The PNA-NC shall not remit the annual membership dues to the PNAA for honorary members, thereby making them solely members of the PNA-NC.
- D. Each member may voluntarily terminate his or her membership by notifying the Chairperson of the Membership Committee in writing.
- E. Should a member fail to pay his/her membership dues for a year, his/her membership shall be considered dormant. Membership shall be automatically terminated due to failure to pay renewal fees for two consecutive years.
- F. Reinstatement to full membership is effected by completing a new membership application and payment of current dues.
- G. In support of its objectives and mission, the PNA-NC may collect fees from members, solicit and accept donations, and hold fundraising activities that are not contrary to law and public policy.
- H. As a non-profit organization, no funds, properties, tangible or any part thereof, or proceeds earned or derived therefrom shall be ensured to the benefit of anyone connected with the PNA-NC. Funds and properties collected or received for or on behalf of the PNA-NC shall belong to the PNA-NC and shall be used solely for the fulfillment of the mission and objectives of the PNA-NC.
- I. Each member should inform the Chairperson of the Membership Committee of changes in his/her name, address, or any other pertinent data that is kept in the records of the PNA-NC.

ARTICLE V

NOMINATION OF CANDIDATES AND ELECTION OR APPOINTMENT OF OFFICERS

SECTION 1: The nomination of candidates for officers shall be held in November of the second year of the incumbent officers' term. The nomination is open to active members.

SECTION 2: The Nominations and Elections Committee shall be responsible for accepting nominations for each elected position and identifying members who should receive ballots, counting or tallying ballots, proclaiming the winners of the election, and mediating disputes arising from the election process (i.e., recount if necessary). Members of the Nominations and Elections Committee should not be candidates for any office and are prohibited from actively campaigning for any particular candidate.

SECTION 3: To be qualified for nomination, each nominee must be an active member in good standing and have paid membership dues for at least one year prior to the election.

SECTION 4: Nominations shall close three months before election ballots are electronically sent out. The nomination form will include:

- A. Application form
- B. Consent to serve in the stated position
- C. Conflict of interest disclosure statement

SECTION 5: The names of all candidates shall be emailed to all members of the PNA-NC.

SECTION 6: Voting shall be done by electronic ballot only. An Active member who has paid his/her membership dues shall receive one electronic ballot by email. Votes shall be tallied by the Nominations and Elections Committee one month after the deadline for receiving the completed electronic ballots.

SECTION 7: In the event that there is only one nominee for each position, an election shall be omitted. The nominee for each position shall be appointed by the Nominations and Elections Committee to hold said position, and the incumbent Executive Board shall approve the appointment of the incoming set of officers.

SECTION 8: The appointed officers shall be presented to and approved by the membership during the next General Membership Meeting by a majority vote following the approved appointments by the Executive Board.

SECTION 9: The Nominations and Elections Committee shall announce the result of the election or of the approved appointments on the PNA-NC's official website and/or official social media account.

ARTICLE VI EXECUTIVE BOARD AND RESPONSIBILITIES

SECTION 1: Officers of the PNA-NC shall be composed of a President, President-Elect, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and Auditor.

SECTION 2: All officers shall assume office beginning in June and shall serve a term of two (2) years. Officers may be re-elected or re-appointed at the end of their term but shall not serve more than two consecutive terms unless the position is not filled despite repeated calls for nominations.

SECTION 3: The Assistant Secretary and Assistant Treasurer shall be appointed by the Vice-President, and the appointment shall be approved by the Executive Board by a majority vote. The aforementioned appointments shall commence at the completion of the election or appointment of the new set of officers.

SECTION 4: The Assistant Treasurer shall automatically become the Chairperson of the Membership Committee.

SECTION 5: The Executive Board of the PNA-NC shall be comprised of the officers as identified in Article VI, SECTION 1, and of Committee Chairpersons as identified in ARTICLE VIII, SECTION 2.

SECTION 6: Responsibilities of the Elected (or Appointed) Officers

The duties of the officers shall be implied by the inherent nature of their respective titles and all such duties specified in these bylaws.

A. President:

1. Shall preside over all meetings of the PNA-NC.
2. Shall report matters that affect the welfare of the PNA-NC as a whole and such matters that promote the interest, goals, and objectives of the PNA-NC.
3. In the event of a vacancy or when the elected officer resigns before the end of his/her term, the President shall appoint an interim replacement for the vacated office, subject to the approval of the Executive Board. Such appointment shall end when the successor is duly elected or appointed.

B. President-Elect:

1. Shall perform the duties of the President in the absence or inability of the President to discharge his/her duties. Shall perform other duties as delegated by the President or the Executive Board.
2. Assumes the post of President after the term of the incumbent President expires.

C. Vice-President:

1. Shall perform the duties of the President-Elect in the absence or inability of the President-Elect to discharge his/her duties. Shall perform other duties as delegated by the President or the Executive Board.
2. Shall appoint the Assistant Secretary, Assistant Treasurer, and Chairpersons and Co-Chairpersons of the Committees.

D. Secretary:

1. Shall keep the record book of the PNA-NC.
2. Is responsible for producing, collecting, and storing all records of the PNA-NC and shall determine which records remain permanent or be destroyed.
3. Shall submit records and documents to the Public Relations, Promotions, and Archives Committee for archiving.
4. Shall work collaboratively with the Public Relations, Promotions, and Archives Committee to preserve the history and electronic documents of the PNA-NC.

E. Assistant Secretary:

1. Issues notice regarding meetings and activities.
2. Conducts and maintains a file of the general correspondences of the PNA-NC.
3. Sends out information to members regarding projects, programs, and activities undertaken by the PNA-NC.
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 in keeping on file all other pertinent information regarding projects, programs, and activities of the PNA-NC.
6. Assists the Secretary in keeping on file an accurate membership roster as compiled and reported by the Chairperson of the Membership Committee.

F. Treasurer:

1. Shall collect, receive, and account for all finances and properties belonging to the PNA-NC.

2. Shall disburse funds with prior approval of the President.
3. Shall report all transactions of the PNA-NC in the scheduled meetings of the PNA-NC.

G. Assistant Treasurer:

1. Acts as Chairperson of the Membership Committee.
2. Processes membership applications and keeps accurate records of receipts and membership dues.
3. Sends out membership renewal notifications to members.
4. Maintains membership roster of the PNA-NC.
5. Receives and collects membership dues.
6. Forwards monies received and corresponding reports to the Treasurer.
7. Prepares and sends membership list to the PNAA.
8. Shall report current membership information and recruitment initiatives of the PNA-NC in the scheduled meetings of the PNA-NC
9. Initiates and coordinates recruitment programs for the PNA-NC.
10. 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:

1. Shall be responsible for auditing the annual Treasurer's Report prepared by the Treasurer before being presented to the Executive Board and the membership.
2. Shall work with the Treasurer to prepare the income tax forms and file them with the U.S. Internal Revenue Service.

SECTION 7: Refer to ARTICLE VIII, SECTION 4 for the responsibilities of the Committee Chairpersons.

SECTION 8: The Executive Board, from time to time, by a majority vote, appoints members to certain positions necessary for conducting the business of the PNA-NC.

SECTION 9: Executive Officers' Attendance Requirements

- A. Any member of the Executive Board who incurs two (2) quarterly meeting absences within a year shall have his/her office revoked after a majority vote of the Executive Board has been attained. An attendance review of the Executive Board shall be held at the first Executive Board meeting in July of the succeeding year.

SECTION 10: Consent to Serve and Conflict of Interest Disclosure Statement

- A. All elected (or appointed) officers and appointed committee chairpersons and chairpersons shall sign a Consent to Serve and a Conflict of Interest Disclosure Statement.
- B. The signed Consent to Serve and Conflict of Interest Disclosure Statement shall be effective for the term of their offices.
- C. The signed Consent to Serve and Conflict of Interest Disclosure Statement shall be kept by the Secretary of the PNA-NC.

ARTICLE VII MEETINGS

SECTION 1: Executive Board Meeting

- A. Meetings of the Executive Board shall begin with a quorum. A quorum shall consist of 50% of the Executive Board - plus one. If the Executive Board does not present a quorum, the President may decide to adjourn the meeting. Alternatively, the President may convene the meeting unofficially. Any resolution approved at an official meeting shall be in effect from the time of approval until its amendment or repeal. The following shall be the order of the meetings:
 - 1. Call to order and express the purpose of the meeting.
 - 2. Approval of the minutes of the previous meeting
 - 3. Approval of the agenda
 - 4. Report of the committees
 - 5. Discussion of unfinished business
 - 6. Discussion of new business
 - 7. Adjournment
- B. A majority vote shall be a two-thirds (2/3) vote of the Executive Board present.
- C. The Executive Board shall meet quarterly, and the President can call a meeting as needed.
- D. All minutes of meetings shall be recorded accurately by the Secretary or designee and forwarded by email within two weeks to the Executive Board.
- E. The Executive Board consists of the following:
 - 1. Officers, as noted in ARTICLE VI, SECTION 1
 - 2. Subchapter President and President-elect
 - 3. Committee Chairpersons and Co-chairpersons
 - 4. Advisory Board
- F. The voting body during the Executive Board Meeting shall be as follows:
 - 1. One vote for each Officer
 - 2. One vote for the Subchapter President. In the absence of the Subchapter President, the Subchapter President-elect may cast the vote.
 - 3. One vote for each Committee Chairperson. In the absence of the Chairperson, the Co-chairperson may cast the vote.
 - 4. One vote for the Advisory Board
- D. If the Subchapter President is unable to attend PNA-NC Executive Board meetings, the Subchapter President-Elect or a Subchapter Executive Board representative may attend on their behalf.

SECTION 2: General Membership Meeting

- A. It shall be held once a year.
- B. The General Membership Meeting shall include a report from the Executive Board, Standing Committees, and Ad Hoc Committees.
- C. The time, place, and agenda of the General Membership Meeting shall be determined by the Executive Board.
- D. The voting body of the General Membership shall be as follows:

1. The Executive Board
2. All paid members of the PNA-NC and its Subchapters
3. Honorary members
4. Each qualified voter is entitled to only one vote
5. A majority vote shall be two-thirds (2/3) of the voting body present.

SECTION 3: Emergency Meeting

- A. The President, President-Elect, or Vice-President may call for an emergency Executive Board meeting for any purpose relating to the PNA-NC deemed of such importance that its discussion can not be delayed until the next Executive Board meeting.

SECTION 4: Parliamentary Authority

- A. The most recent edition of Robert's Rules of Order shall govern the procedure in meetings and other aspects of the PNA-NC's activities in cases not covered by these bylaws.

SECTION 5: Chapter Representation in Circle of Presidents (COP) and Circle of Presidents Regional Representative (COPRR)

- A. Monthly COP Meetings: The Chapter President and Chapter President-Elect will represent the Chapter during the monthly Circle of Presidents (COP) meetings. Subchapter Presidents are required to submit a report of activities, issues, and concerns to the Chapter President prior to each monthly COP meeting. The Chapter President shall also disseminate PNAA initiatives, updates, and relevant issues to the Subchapters' Presidents to ensure alignment and coordination across all levels.
- B. Eastern Regional COPRR Meetings: The Chapter President, the Chapter President-Elect, and the Subchapter President shall serve as the official representatives of the Chapter during the COPRR meeting held at the Eastern Regional Conference.
- C. National Convention COPRR Meeting: The Chapter President and Chapter President-Elect shall serve as the official representative of the Chapter during the COPRR meeting held at the National Convention.

**ARTICLE VIII
COMMITTEES**

SECTION 1: The standing committees of the Association shall be:

- A. Bylaws/Policies and Procedures
- B. Membership
- C. Education
- D. Nominations and Elections
- E. Recognition and Scholarship
- F. Public Relations, Promotions, and Archives
- G. Community Service and Events
- H. Ad Hoc

SECTION 2: The chairpersons and co-chairpersons of the aforementioned committees shall be members of the Executive Board.

SECTION 3: Composition

- A. A committee shall be composed of a Chairperson and, if needed, shall have a Co-chairperson and two or more committee members from the membership.
- B. The Chairperson shall either be a member of the Executive Board or an Active Member of the PNA-NC.
- C. The Chairperson, Co-Chairperson, and members of standing committees shall be appointed annually by the Vice-President, except for the Bylaws/Policy and Procedure Committee and Nominations and Elections Committee. The Chairperson of the Bylaws/Policies and Procedures Committee shall be the President-Elect, and the Chairperson of the Nominations and Elections Committee shall be the immediate past President.
- D. Each Chairperson of the committee shall appoint the Co-chairperson and members. The appointments shall be approved by the Executive Board by a majority vote.

SECTION 4: Responsibilities

- A. Bylaws/Policies and Procedures Committee
 - 1. Reviews bylaws and submits recommendations for amendments to the Executive Board.
 - 2. Presents and proposes amendments to the Bylaws to the membership after review by the Executive Board at least thirty (30) days prior to voting.
 - 3. Develops organizational Policies and Procedures as necessary for approval by the Executive Board.
 - 4. Reviews and revises the PNA-NC's Policies and Procedures annually and presents them to the Executive Board for approval.
- B. Membership Committee
 - 1. Refer to the responsibilities of the Assistant Treasurer in ARTICLE VI, SECTION 6, Letter G.
- C. Education Committee
 - 1. Plans and implements educational programs to meet the identified needs of members.
 - a. In-services focusing on new developments in nursing and clinical practice.
 - b. Workshops and seminars on current issues and challenges in nursing.
 - c. Acts as a resource in matters relevant to nursing education and practice.
 - d. Obtains and maintains contact hours and providers.
 - e. Coordinates the educational programs hosted by the PNA-NC.
- D. Nominations and Elections Committee
 - 1. Prepares a list of nominees accompanied by written consents to serve and submits these to the Executive Board for review and approval.
 - 2. Obtains the following from each nominee before his/her name is placed on the electronic ballot:
 - a. Completed application form

- b. Signed consent to serve if elected before his/her name is placed on the ballot
 - c. Signed conflict of interest statement.
- 3. Prepares and electronically sends official ballots to eligible members at least thirty (30) days before the election.
- E. Recognition and Scholarship
 - 1. Coordinates the selection of annual candidates to receive stipend money to attend a PNAA National Convention or an Eastern Regional Conference.
 - 2. Coordinates the selection of annual candidates deserving the support of the PNA-NC for nominations for national or state recognition in the nursing profession.
 - 3. Publishes the qualifications and criteria for awards and scholarships.
 - 4. Reviews and evaluates the applications of the candidates for the PNA-NC Nursing Excellence Awards.
 - 5. Conducts the selection of awardees of the PNA-NC Nursing Excellence Awards and submits to the Executive Board for approval.
 - 6. Maintains a list of recipients of excellence awards and scholarships and submits the list each year to the Public Relations, Promotions, and Archives Committee.
- F. Public Relations, Promotions, and Archives Committee
 - 1. Keeps an electronic record of all PNA-NC documents.
 - 2. Keeps an active membership email list.
 - 3. Sends out regular emails to members whenever there is an update to the website, including information approved by the Executive Board that needs to be communicated to the members.
 - 4. Maintains and updates the PNA-NC's website.
 - 5. Maintains the PNA-NC's official social media account.
- G. Community Service and Events Committee
 - 1. Design and implement community service activities to meet identified needs of the community.
 - 2. Coordinates with other organizations for a collective effort to implement services to the community.
 - 3. Attends planning meetings of partner organizations where the PNA-NC will be represented.
 - 4. Disseminates information regarding current community health issues that directly affect the members and the nursing profession.
 - 5. Reserves the venue for the PNA-NC's approved and scheduled official events.
 - 6. Coordinates the catering for the reception of the official events.
 - 7. Prepares the program for the official events.
 - 8. Prepares the invitations/tickets for the official events and divides them among the Executive Board for distribution to the membership and to the public.
- H. Ad Hoc Committee:
 - 1. The President recommends to the Executive Board the creation of Ad Hoc Committees to undertake special projects.

SECTION 5: Chairpersons of the committees shall be appointed by the Vice-

President with the approval of the Executive Board by a majority vote. The aforementioned appointments shall commence at the completion of the election or appointment of the new set of officers.

SECTION 6: Each Committee Chairperson shall submit a written report on committee activities and accomplishments at least two (2) weeks prior to the annual PNA-NC Retreat.

SECTION 7: The PNA-NC may, from time to time, establish committees to support its operations and management. Such committees shall be appointed by the Vice-President.

ARTICLE IX SUBCHAPTER

SECTION 1: Name

- A. The name of the Subchapter should not duplicate another Chapter/Subchapter name.
- B. The Subchapter's name should be officially approved by the PNA-NC's Executive Board.
- C. All official documents, promotional materials, and merchandise should reflect the approved name.

SECTION 2: Governance and Alignment

- A. The Subchapter operates under the bylaws of the PNA-NC, ensuring consistency in mission, goals, and policies.
- B. Any additional guidelines set by the Subchapter should be presented to and approved by the PNA-NC Executive Board. It should complement and not contradict the PNA-NC's bylaws.

SECTION 3: Bylaws

- A. The Subchapter bylaws shall be adopted from the PNA-NC bylaws to ensure consistency and alignment with the Chapter.

SECTION 4: Leadership and Structure

- A. The Subchapter will have its own officers and committee chairs, elected or appointed by members of the Subchapter, but will remain accountable to the Chapter leadership.
- B. Subchapter officers shall be inducted by the President of the PNA-NC or his/her designee.
- C. Subchapter officers shall follow the Chapter term of office, which is provided in ARTICLE VI, SECTION 2.
- D. Regular communication with the Chapter is essential for coordination, reporting, and support.

- E. Subchapter Leadership will provide quarterly updates to the PNA-NC Executive Board on activities and membership engagement during the Executive Board quarterly meeting.

SECTION 5: Election of Officers

- A. The Subchapter should adhere to the Chapter's Nomination of Candidates and Election or Appointment of Officers as specified in Article V of the Chapter's bylaws.
- B. Election Schedule Alignment: All Subchapter elections shall be conducted concurrently with the Chapter elections. This synchronization ensures uniformity in leadership transitions and promotes organizational operations.
- C. Election communications for both the Chapter and the Subchapter shall be consistently and simultaneously disseminated to maintain clarity among members.

SECTION 6: Membership and Membership Dues Allocation

- A. Members of the Subchapter are also members of the Chapter.
- B. Members shall pay membership dues electronically via the PNAA website.
- C. 40% of the membership dues collected from Subchapter members shall be remitted to the Chapter. The remaining 60% shall be retained by the Subchapter for local operations, events, and initiatives. Any modifications to the membership dues allocation require approval of the PNA-NC Executive Board.
- D. Any changes to the membership dues structure or allocation must be reviewed and approved by the PNA-NC Executive Board before implementation.

SECTION 7: Financial Oversight and Reporting

- A. The Subchapter Treasurer shall submit a quarterly report to the Chapter Treasurer for the Quarterly Education Business Meeting detailing income, expenses, and beginning and ending balance for the reporting period.
- B. The Subchapter Treasurer shall be responsible for maintaining accurate financial records, tracking income and expenses, and submitting reports to the Chapter.
- C. The PNA-NC Treasurer shall have the authority to request an audit of the Subchapter's finances if discrepancies or concerns arise.
- D. Financial reports shall be made available for review, ensuring full transparency and accountability.
- E. Any suspected financial mismanagement or irregularities must be reported immediately to the PNA-NC Executive Board for investigation and corrective action.

SECTION 8: Activities and Events

- A. The Subchapter can organize its own meetings, networking events, and initiatives that should align with the Chapter's calendar and priorities.
- B. Collaboration between the Subchapter and Chapter to strengthen overall engagement.

- C. The Subchapter may focus on local or specialized initiatives while still contributing to the overall goals of the Chapter.

SECTION 9: Logo

- A. Each Subchapter logo should be adapted from the Chapter's logo. If a Subchapter wishes to create its own logo, the Chapter Executive Board must approve it.
- B. The Subchapter logo should reflect the values and ethics of the PNA-NC.
- C. The PNA-NC Executive Board shall have the right to approve and/or disapprove the use of the logo other than those specified for official representation of PNA-NC or its Subchapter.
- D. Design Approval:
 - 1. Subchapters must submit logo designs to the Chapter Executive Board for approval.
 - 2. Logo designs must adhere to the PNA-NC's branding guidelines, including color schemes, fonts, and overall design.
 - 3. Logos must comply with all legal and ethical standards, including trademark laws.
 - 4. Usage: Logos must not be altered or used in a manner that misrepresents the Association.
 - 5. All official documents, promotional materials, and merchandise of the Subchapter must prominently display both the Chapter and Subchapter logos.

SECTION 11: Dissolution

- A. A Subchapter may be considered for dissolution by a PNA-NC Executive Board resolution under the following circumstances:
 - 1. Low Membership Census: Persistent failure to meet minimum membership threshold for Subchapter status. Membership of less than 20 in 6-12 consecutive months.
 - 2. Financial Mismanagement: Repeated failure to submit required financial reports, misappropriation of funds, or inability to maintain financial accountability.
 - 3. Non-compliance with Governing Bylaws: Failure to adhere to PNA-NC and PNAA Bylaws, policies, and procedural requirements.
 - 4. Leadership Vacancies: There is an absence of elected officers or appointed officers and a failure to maintain an operational leadership structure capable of fulfilling Subchapter duties and responsibilities.
 - 5. Loss of Good Standing: Failure to maintain good standing with the Chapter and National Association (e.g., unpaid dues, unresolved disciplinary issues).
 - 6. Liabilities will be resolved by the Subchapter, and the remaining funds will be turned over to the PNA-NC Treasurer.
 - 7. Voluntary Dissolution: A formal vote by the Subchapter membership or Executive Board to dissolve the Subchapter, with approval by PNA-NC and PNAA.
 - 8. Existing members of the Subchapters will be sent a letter from the President of the PNA-NC via email informing them of the dissolution process. Members will be given the option to choose an alternate Subchapter by default.

9. Reinstatement of the Subchapter status requires a minimum of 20 members, proof of election or appointment of a new set of officers, and payment of membership dues into the treasury.

ARTICLE X BYLAWS ADOPTION

SECTION 1: A majority vote by the Executive Board shall accept and approve these bylaws before they shall be considered adopted and effective.

SECTION 2: For purposes of the approval of the bylaws, a majority vote is defined as two-thirds (2/3) of the Executive Board.

SECTION: The bylaws shall be posted on the PNA-NC's website.

ARTICLE XI AMENDMENTS

SECTION 1: The incumbent Executive Board may alter, amend, or repeal these bylaws.

SECTION 2: Any member of the Executive Board may propose an amendment in writing to the President of the PNA-NC, who, in turn, shall present such proposal in the forthcoming Executive Board meeting.

SECTION 3: A proposed amendment presented and discussed in an Executive Board meeting may be voted upon during the said meeting. The amendment shall be approved by a majority vote of the Executive Board.

SECTION 4: An amendment shall be adopted only upon approval by a majority vote of the membership during the General Membership Meeting, after which the amendment shall be incorporated into the bylaws of the PNA-NC.

SECTION 5: It is obligatory that all bylaws be reviewed every two years to determine if they need any major revision. Any changes to the bylaws become effective when the next Executive Board assumes office, although the bylaws may be effective immediately if decided by a majority vote of the Executive Board and ratified by a majority vote of the membership at the following General Membership Meeting.

ARTICLE XII FISCAL YEAR

SECTION 1: The fiscal year of the Association shall run from the first day of January to the last day of the following December.

ARTICLE XIII DISSOLUTION

SECTION 1: If for any reason PNA-NC is to be dissolved or ceases to exist, the membership shall be notified, and approval shall be obtained by a majority vote of the membership present at a General Membership Meeting thirty days prior to the dissolution.

SECTION 2: Its assets shall be distributed in accordance with the provisions of section 501c(3) of the Internal Revenue Code and the regulations thereunder as they may then exist.

SECTION 3: The PNA-NC's legal counsel shall act as the chief executor of its assets.

ARTICLE XIV OFFICIAL ADDRESS AND PLACE OF BUSINESS

SECTION 1: The official address of the PNA-NC is the current Treasurer's mailing address.

SECTION 2: The principal location of business shall be the current President's designated address or as established and designated by the Executive Board.

ARTICLE XV ADVISORY BOARD LEADERSHIP RESPONSIBILITIES

Adopted: 2007 March

SECTION 1: The advisory Board shall operate as a consultant on all official and organizational matters to the current President and Executive Board of the PNA-NC. The Advisory Board shall also act in other capacities as requested by the current President.

SECTION 2: Membership to the advisory Board shall be strictly composed of all past presidents of the PNA-NC.

SECTION 3: The Advisory Board shall be the guardian of the PNA-NC's vision and mission. It bears responsibility for the integrity of governance and maintains total authority and accountability to the public for all corporate activity.

SECTION 4: The Advisory Board, working as executive consultants, will focus on, but not limited to, the following activities: goal-setting, planning, policy development, information gathering, resource development, corporate oversight, evaluation, decision-making, and delegating.

SECTION 5: Members of the Advisory Board must observe their duties with care and loyalty to the PNA-NC, including, without limitation, those pertaining to confidentiality and conflict of interest.

ARTICLE XVI POLICIES AND PROCEDURES

SECTION 1: The PNA-NC shall develop and implement its own policies and procedures for the purpose of guiding its operations.

SECTION 2: The Bylaws/Policies and Procedures Committee shall develop, keep, and maintain the PNA-NC's policies and procedures.

SECTION 3: New policies and procedures shall be developed by the Bylaws/Policies and Procedures Committee and shall be presented to the Executive Board for approval prior to adoption.

SECTION 4: Amendments to existing policies and procedures shall be initiated by the Chairperson of the Bylaws/Policies and Procedures Committee and presented to the Executive Board for approval prior to adoption.

SECTION: Approval of new or amendments to existing policies and procedures shall be approved by the Executive Board; they do not need to be presented to and approved by the membership.

SECTION: Approved and established policies and procedures shall be posted on the PNA-NC's website.

- E N D -

Adopted and Effective: August 23, 2003

Signatories:

Luisito Pascual, BSN, RN, CCRN: President

Jesse Pasion, BSN, RN, CCRN, MBA: President-Elect

Monette Mabolo, BSN, RN, CPAN: Vice-President

Leonora Tapales, BSN, RN: Secretary

Erlinda Zaballero, BSN, RN: Treasurer

Helen Grinstead, BSN, RN: Auditor

Reginaldo Horwitz, BSN, RN, CCRN, CEN: Chairperson, Education and Research

Angie Kabigting, BSN, RN, CNOR: Chairperson, Legislative Agenda

Amendments:

June 9, 2007

February 28, 2009

February 26, 2011

May 5, 2018

April 26, 2025