

**PHILIPPINE NURSES ASSOCIATION OF VIRGINIA, INC.
CONSTITUTION AND BYLAWS**



PREAMBLE

We, the Philippine Nurses Association of Virginia, Inc., a non-profit organization, do hereby proclaim:

**ARTICLE I
NAME**

The Official Name: The name of this organization shall be the **Philippine Nurses Association of Virginia, Inc.** The official abbreviation shall be **PNAVA, Inc.**

**ARTICLE II
MISSION STATEMENT**

Our Mission is to promote health equity, service, advocacy, education, and collaboration in the communities we serve.

**ARTICLE III
PURPOSE**

- A. To uphold the standards of the nursing profession in the United States of America.
- B. To unite the Filipino-American nurses in Virginia and strengthen the common bond as a professional group.
- C. To network with other Philippine Nurses Associations and other health care professional organizations in the United States of America or in the Philippines.
- D. To promote quality health care by actively seeking opportunities to maintain competence through education, research, and advanced clinical practice.
- E. To participate in activities that promote health and wellness in the communities we serve.
- F. To review and act on legislation and public policies that directly and indirectly affect healthcare and nursing practice.

ARTICLE IV MEMBERSHIP AND DUES

Membership in the association is a privilege and is contingent upon compliance with the requirements specified in these Bylaws.

Section 1: Categories of Members

- A. Active membership. Any professional registered nurse of Philippine ethnic origin who is licensed to practice in the United States and or in the Philippines who shall have paid appropriate dues will be considered for active membership. Members who are retired and paid their membership dues are included in this category.
- B. Associate membership: A professional registered nurse of non-Philippine ethnic origin who is licensed to practice in the United States and has paid the membership dues.
- C. Affiliate membership:
 - 1) Student Members: Any student enrolled in an accredited/certified nursing and other healthcare program. Student members shall have all the privileges of members of PNAVA except those of voting, holding office, serving as chairpersons of standing committees or serving on committees limited to full members. Reduced chapter dues are assessed.
 - 2) Other Licensed and certified healthcare providers: Any individual healthcare provider that does not fall under the above category of licensed RN (i.e. Licensed Practical Nurse, Certified Nursing Assistant, Patient Care Technicians/Associates). Reduced chapter dues are assessed.
- D. Lifetime membership. All past presidents are lifetime members of PNAVA.

Section 2: Membership Dues and Funds

- A. To support the purpose, the Association may collect fees from each member, solicit and accept donations and may hold fundraising activities in accordance with law and public policy.
- B. PNAA and chapter membership fees are due annually. This fee covers the local chapter and the PNAA membership.
- C. Lifetime members pay the PNAA membership annually.
- D. Membership fee is due before the member's anniversary date.
- E. No funds, tangible properties, or any part of, or the proceeds earned or derived thereof shall benefit anyone connected to the association.
- F. Funds or properties collected or received on behalf of the Association shall belong to PNAVA, INC. and shall be used to fulfill the mission and purpose of the association.

Section 3: Benefits of Membership

- A. Members may run for office and vote during general meetings and elections.
- B. Members may review the books and records of the association upon a written request to the Executive Board.
- C. Members may apply for scholarship awards.
- D. Members may participate in any of the standing committees.

Section 4: Ethical standards

All members shall:

- A. Uphold the PNAA and PNAVA Constitution and Bylaws as well as the Rules of Conduct
- B. Abide by the Bylaws and Code of Ethics of the American Nurses Association (ANA)
- C. Comply with the Ethics Committee standards of practice and protocols
- D. Be accorded due process by the Ethics Committee, in reviewing ethical infractions.
- E. Receive appropriate action/s by the Executive Board.
- F. Adhere to these Rules of Conduct:
 - a. Attendance at all PNAVA General Assemblies and other meetings, as requested
 - b. Pay annual membership and renewal dues as required.

- c. Maintenance of professional decorum at all PNAVA meetings and activities.
- d. Compliance with Articles IV, V and IX as applicable.

ARTICLE V OFFICERS AND DUTIES

Section 1: Elected Officers

The elected officers of this association shall be: President, President-elect, Secretary, Treasurer, Business Manager, Auditor, and Public Relations Officer.

Section 2: Appointed Officers

The appointed officers of this association shall be: Corresponding Secretary (5), Assistant Treasurer, Assistant Business Manager, Assistant Auditor, and Assistant Public Relations Officer.

ARTICLE V OFFICERS AND DUTIES

Section 1: Duties and Powers

The duties and powers of the **OFFICERS** shall be such as implied by the inherent nature of their respective titles and all such duties as specified in these Bylaws.

- A. President. The president shall:
 - 1) Be the chairperson of the Executive Board.
 - 2) Preside at all meetings of the association.
 - 3) Serve as ex-officio member of all committees except the committee on election.
 - 4) Officially represent the association at meetings and conventions or designates an alternate.
 - 5) Be an ex-officio member of the Advisory Board.
 - 6) Present a proposed annual budget to the Advisory Board and the Executive Board for approval.
 - 7) May disburse funds not to exceed \$100.00.
 - 8) Has signatory power over all funds.
 - 9) Appoint the Corresponding Secretary, Assistant Treasurer, Asst. PRO, Asst. Business Manager, Assistant Auditor, chairpersons and advisors of standing committees, and the parliamentarian.
- B. President-Elect. The president-elect shall:
 - 1) Assume the duties of the president in her/his absence.
 - 2) Chair the Constitution and Bylaws Committee.
 - 3) Assist the president in the performance of his/her duties as requested.
- C. Secretary. The secretary shall:
 - 1) Record, report, and keep the minutes of all meetings to include Executive Board, general meetings and reports of committees.
 - 2) Communicate all correspondences, meeting dates, minutes, and updates as delegated by the President.
 - 3) Preserve all reports and records including Bylaws, Policy and Procedures, minutes, letters, and transactions of the association in a permanent file.
 - 4) Delegate duties to the corresponding secretaries as needed.
- D. Corresponding Secretaries. The corresponding secretaries shall:
 - 1) Notify all members of the date, time and place of meetings.
 - 2) Send to each member, Executive Board, and Advisory Board all addresses of all officers and committee chairpersons after their election or appointment.
 - 3) Assists the secretary in functions as delegated by the president
- E. Treasurer. The treasurer shall:
 - 1) Be the fiduciary custodian of all financial matters of the association
 - 2) Chair Budget and Finance Committee.

- 3) Execute appropriate banking transactions as designated by the Executive Board.
 - 4) Submit a written financial report to the association at its regular meeting.
 - 5) Disburse monies designated for various purposes as authorized by the Executive Board.
 - 6) Reimburse expenses incurred by authorized persons on behalf of the association.
 - 7) Have signatory power over all funds.
 - 8) Keep financial records current and available for review and audit.
 - 9) Keep an inventory of the association's tangible properties and keepers of it.
- F. Assistant Treasurer. The assistant treasurer shall:
- 1) Chair the Membership Committee.
 - 2) Assume the duties of the treasurer in her/his absence. Informs the President, Secretary, and PRO of the membership status.
 - 3) Keep an accurate record of names and addresses, including Emails of all members.
 - 4) Perform responsibilities designated in article X, section 4, and letter C.
- G. Business Manager. The business manager shall:
- 1) Chair the Ways and Means Committee.
 - 2) Plan and organize fundraising activities.
- H. Assistant Business Manager. The assistant business manager shall:
- 1) Assume the functions of the business manager in her/his absence.
 - 2) Assume other duties assigned by the President or the Executive Board.
- I. Public Relations Officer (PRO). The public relations officer shall:
- 1) Serve as the Editor of the PNAVA Newsletter and website master.
 - 2) Implement measures that would enhance the public image of the association.
 - 3) Foster goodwill and cooperation members through publicity, personal contact, and group action.
- J. Assistant PRO. The assistant PRO shall:
- 1) Assist the PRO in performing all duties.
- K. Auditor. The auditor shall:
- 1) Examine and certify receipts, disbursements, and reimbursements of the association. Be a member of the Budget and Finance Committee
 - 2) Maintain adequate internal control regarding financial matters of the association.
 - 3) Audits financial records at least quarterly, and provide oral and written reports of the results of the audit to the Executive Board.
 - 4) Be responsible for the annual audit of all financial records of the Association by a professional auditor or certified accountant.
 - 5) Prepares (together with the treasurer) the income tax form and files it with the U.S. Internal Revenue Service.
- L. Assistant Auditor. The assistant auditor shall:
- 1) Assist the auditor in performing her/his duties as designated in Article V, Section 3 and letter K of the bylaws.
 - 2) Shall be a member of the Budget and Finance Committee.

ARTICLE VI BOARDS

Section 1: Executive Board

- A. The Executive Board shall be the governing body of this association and shall consist of all elected and appointed officers.
- B. The Executive Board shall formulate the administrative policies according to the mission and purpose of the association.
- C. Have oversight of all business and financial activities of the association.

Section 2. The Advisory Board

- A. The Advisory Board shall be made up of past presidents. They may serve in an advisory role to the Executive Board and standing committees. The five immediate past presidents shall serve as the Advisory Board.
- B. Acts in an advisory capacity and participates, with a one (1) vote privilege as a group, in the deliberations and recommendations of the Executive Board.
- C. Participates in activities to further the purpose and functions of this Association.

ARTICLE VII MEETINGS AND QUORUM

Section 1: Meetings

- A. The General Assembly and Executive Board meetings are held in alternating months.
- B. The chairperson shall call standing committee meetings.
- C. A special meeting may be called in an emergency.

Section 2: Quorum

- A. General Assembly: The quorum for a general meeting shall be the presence of 50% plus 1 of the members to include the officers in attendance.
- B. Executive Board Meeting: The quorum shall be 50% plus 1 of the members of the Executive Board present (odd number for voting purposes).
- C. The quorum for election is 50% plus 1 of the members present.

ARTICLE VIII PARLIAMENTARY PROCEDURE

- A. The President or his/her designee shall appoint a parliamentarian at every meeting.
- B. Robert's Rule of Order Newly Revised shall govern this Association for meetings and elections and in all cases not covered by these Bylaws.

ARTICLE IX ELECTION, TERMS, VACANCIES

Section 1: Elections

- A. Elections shall be held every other year in November.
- B. Installation of officers shall be held in January.
- C. The president-elect shall automatically assume the position of the president.
- D. There shall be no proxy except in extreme emergencies (i.e. illness, family death, etc.).

Section 2: Nomination & Election Committee (NOMELEC)

- A. The immediate past president shall chair the NOMELEC committee with two members appointed by the Executive Board.
- B. The NOMELEC committee shall secure the letter of intents, prepare the slate, and count the ballots.
- C. The chairperson shall present the slate of candidates for each office at the Executive Board or general meeting assembly and preside over the election.
- D. Members of the NOMELEC committee may not run for office.

Section 3: Eligibility for Elected Office

The candidate for elected office shall:

- A. Be an active member.
- B. Be eligible for one office only.

- C. Submit a letter of intent to the chairman of the Election Committee stating her/his qualification, office desired, and her/his goals.

Section 4: Terms of Office

All elected officers and members of the Executive Board shall serve a term of two (2) years.

Section 5: Compensation

No officers shall receive compensation for serving in the Executive Board.

Section 6: Vacancies

- A. When a vacancy in an elected office occurs the position shall be filled in the following manner:
 - 1) President: President-elect shall assume the office.
 - 2) Secretary: Shall be appointed with the discretion of the president with the approval of the Executive Board.
 - 3) Treasurer: Assistant Treasurer shall assume the office.
- B. The Executive Board shall fill all other vacancies.
- C. Any member filling any vacancy shall serve the remainder of the term.
- D. In the event of a vacancy in the office of President, the President-Elect shall become the President for the remainder of the term.
- E. In the event of a vacancy in the office of President-Elect, the office shall be left vacant until the next election at which time an **Interim** President-elect shall be appointed at the discretion of the President and the Executive Board.
- F. The Executive Board shall fill vacancies in other offices until the next General Assembly when such offices shall be filled by election for the unexpired portion of the terms.

Section 7: Removal from Office

Holding an office in the association is a great honor and a privilege.

- A. Any officer shall be removed from office for infraction/s in Article IV, Section 2 and 4, Article V, Section 3 and Article IX, Section 5.
- B. Less than 50% attendance in the general meeting and Executive Board meetings.
- C. No action shall be taken until due process is completed.

ARTICLE X COMMITTEES

Section 1: Standing Committees

- A. Constitution and Bylaws
- B. Education and Research
- C. Membership
- D. Public Relations
- E. Ways and Means
- F. Legislative
- G. Ethics and Human Rights
- H. Community Outreach
- I. Scholarship and Award
- J. Nomination and Election
- K. Health and Wellness Promotion
- L. Budget & Finance Committee
- M. Policy & Procedure Committee
- N. Historical Committee

Section 2: Committee Chairman

The president, with the approval of the Executive Board, shall appoint the Chairman of each standing committee. Each committee shall consist of a chairperson who is either a member of the Executive Board or an active member, and at least (2) two other members.

Section 3: Ex-Officio Member

The president shall be an ex-officio member on all committees except the committee on elections.

Section 4: Roles and Responsibilities

- A. Constitution and Bylaws Committee. The Constitution and Bylaws Committee shall consist of the president elect as chairperson and at least two persons. The committee shall:
 - 1) Receive and review all proposed revisions and make recommendations for amendments.
 - 2) Submit the proposed amendments to the voting body of this association in accordance with the provisions for amendments to the bylaws, Article XIII.
- B. Program/Education and Research Committee. The Program/Education and Research Committee shall consist of the chairperson and at least two members. This committee shall:
 - 1) Develop plans for the program meetings to be held throughout the year.
 - 2) Assess the educational needs and implement educational programs and publish official conference brochures.
 - 3) Collaborate with other organizations in the communication of information, new development in science, education and nursing practice
 - 4) Offer CEU's to all members.
- C. Membership Committee. The Membership Committee shall consist of the appointed Assistant Treasurer as the chairperson and at least two members. The committee shall:
 - 1) Develop strategies for recruitment and retention of members.
 - 2) Maintain an accurate roster of members.
- D. Public Relations Committee. The Public Relations Committee shall consist of the Public Relations Officer as the chairperson and two members. The committees shall:
 - 1) Be responsible for the publication of the Newsletter.
 - 2) Coordinate all media events of the PNAVA, Inc.
 - 3) Keep the website current.
 - 4.) Work collaboratively with organizations and other groups to ensure that PNAVA has its place in the larger community.
- E. Ways and Means Committee. The Ways and Means Committee shall consist of the Business Manager as the chairperson and at least two members. This committee shall:
 - 1) Develop methods and resources for raising the necessary revenues for the financial status of the association.
- F. Legislative Committee. The Legislative Committee shall consist of a chairperson and least two members and shall:
 - 1) Communicates information regarding current issues and legislative proposals that directly or indirectly affect the members and the profession.
 - 2) Collaborates with other organizations/agencies in addressing and supporting legislation that affect the nursing profession and health care.
- G. Ethics and Human Rights Committee. The Ethics and Human Rights committee shall consist of a chairperson and at least two members and shall:
 1. Monitor compliance and adherence to article IV, section 4: Ethical Standards.Promote advocacy of human rights and welfare of nurses and the community we serve.
 2. Recommend actions to the Executive Board.
- H. Community Outreach Committee. The Community Health and Affairs Committee shall consist of a chairperson and two members and shall:
 - 1) Provide communication on education programs, resources for community services, and community outreach initiatives.

- I. Scholarship and Awards Committee. The Scholarship Committee shall consist of at least three persons and shall:
 - 1) Formulate criteria for the scholarship award.
 - 2) Select and recommend the candidate to the Executive Board.
- J. Nomination and Election Committee (NOMELEC). The immediate past president shall chair the Nomination and Election Committee and shall consist of at least two members. The Committee shall follow the guidelines stated in Article IX, Sections 1, 2 and 3.
- K. Health & Wellness Promotion Committee. The Health & Wellness Promotion Committee shall consist of a chairperson and two members. The committee shall provide information and coordinate activities to maintain the health of the members.
- L. The Budget and Finance Committee: shall consist of the treasurer as chair, auditor and assistant auditor and shall:
 - 1) Maintain all financial matters of the association to include budget, assets and programs
 - 2) Assist the president in preparing the annual budget.
- M. Policy and Procedure Committee: Shall consist of a chairperson and at least 2 members; and shall define detailed processes to operationalize the bylaws.
- N. Historical Committee: The Historical Committee shall consist of a chairperson and at least 2 members; and shall define detailed processes to operationalize the bylaws.

Section 5: Removal of Committee Chairperson

- A. A chairperson shall be relieved of his/her responsibilities due to inability to lead the committee as designated in Article X, Section 4. This may include other actions and conduct that may jeopardize the positive direction of the association.
- B. No action shall be taken without due process.

ARTICLE XI FISCAL YEAR

Section 1: The fiscal year of this Association shall be from January 1 to December 31.

ARTICLE XII OFFICIAL PUBLICATION

Section 1: The official publication of this Association shall be “**The Filipino Nurse**” and the official online website of the Association is: **PNAVA.ORG**.

Section 2: The Newsletter shall be published at least twice (2) a year.

ARTICLE XIII AMENDMENTS

Section 1: Bylaws

These bylaws may be amended at any meeting of the association by a majority (50% +1) vote of members present and voting provided the proposed amendment has been submitted in writing two (2) weeks prior to the membership annual meeting.

Section 2:

If a proposed amendment is merely editorial or clarification of language and does not alter or change the substance of the existing Bylaw, the Executive Board shall make the necessary editorial changes. Legal Counsel will determine if it is editorial or a substantive change.

Section 3: Amendments to the Bylaws shall be submitted to the Executive Board by the Bylaws Committee Chair or its designee, 2 weeks prior to the General Assembly.

Section 4: The Executive Board shall deliberate on the proposed amendment and approve with a majority (50% +1) vote of members present for recommendation to the General Assembly.

Section 5: The Bylaws Committee Chair, the parliamentarian and the president shall review Executive Board's approved amendments for consistency and congruence to the current Bylaws. Dissemination to the General Assembly shall be initiated within 2 weeks prior to the General Assembly.

Section 6: Amendments to the Bylaws shall be ratified at the consideration and recommendation by the Executive Board.

Section 7: Amendments to the Bylaws shall take effect upon ratification by the General Assembly.

Section 8: The General Assembly, by a majority (50% +1) of the members present, shall ratify the bylaws. Ratified bylaws shall be made available to the general membership via the website and other means of current communication within thirty (30) days after the General Assembly.

ARTICLE XIV DISSOLUTION

Section 1: Proceedings

- A. Notice of intent to dissolve PNAVA Inc. shall be authorized by the Executive Board and be mailed to all members of the PNAVA, Inc. no less than ninety (90) days prior to voting.
- B. Alternatives to the dissolution of the association may be proposed by any member at any business meeting prior to the notice of intent and actual voting for dissolution.
- C. Dissolution must be approved by a majority (50%+1) members votes at a special or regular meeting.

Section 2: Remaining Association Funds

Upon dissolution, all funds remaining after all liabilities have been paid shall be donated to a charitable organization to be determined by the members.

ARTICLE XV NON-DISCRIMINATORY POLICY

Section 1: Discrimination

The association shall not discriminate against any applicant or member on the basis of race, creed, age, sex and sexual orientation, religion, or disability. All such individuals will be judged solely on the basis of competence and performance.

Section 2: Compliance

The Executive Board of this association shall monitor compliance with this policy and shall include a statement that the association is an equal opportunity group in all its advertisements and publications.

ARTICLE XVI PLACE OF BUSINESS

The place of business and mailing address of the Association shall be the address of the president.

The Philippine Nurses Association of Virginia, Inc Constitution and Bylaws

Ratified on: June 12, 2021

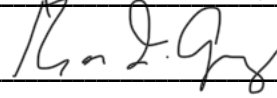
President: Catherine Palar

Signature: _____



President Elect: Teresa Gonzalvo

Signature: _____



Legal Counsel: Emmanuel Voces

Signature: _____

N/A