

**Revision OF THE BY-LAWS OF THE
PHILIPPINE NURSES ASSOCIATION OF SAN ANTONIO, INC.
AS OF June 9, 2013**

ARTICLE I - NAME

Section 1. Name

- a. This organization is called the Philippine Nurses Association of San Antonio, Inc. hereinafter, referred to as PNASA.

ARTICLE II - DESCRIPTION, PURPOSE AND OBJECTIVES

Section 1. Description

- a. The PNASA is an educational, professional, voluntary, non-sectarian, and non-profit organization.
- b. PNASA has established Conflict of Interest Policies in compliance with the Internal Revenue Services guidelines (See Policy and Procedures).
- c. PNASA has established Rules of Conduct. (See Policies and Procedures)
- d. Fiscal year of the organization begins every July and ends in June of the following year.

Section 2. Purpose

- a. The purpose of the PNASA shall be to provide a structure that will uphold the professional positive image and foster the welfare of the Filipino-American nurses in San Antonio, Texas and nearby counties.

Section 3. Objectives

- a. Promote professional nursing standards as defined by the Texas Board of Nursing and accrediting agencies in the United States.
- b. Collaborate with professional organizations and agencies to develop and implement educational programs related to nursing practice, administration, education and research.
- c. Provide support to the new Filipino-American nurses relevant to their orientation to the health care system and cultural adjustment in San Antonio.
- d. Encourage participation of its members in professional, educational, research, and community activities.
- e. Support the goals and objectives of the Philippine Nurses Association of America.

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ARTICLE III – MEMBERSHIP

Section 1. Classification and Qualifications

a. Regular Member

- 1) Any registered nurse with Filipino heritage who is licensed to practice professional nursing in the United States and /or its territories and who has paid the required membership dues.

b. Associate Member

- 1) LVN/LPN with Filipino heritage who is interested in promoting the objectives of the PNASA, upon payment of the regular membership fee.
- 2) An undergraduate student nurse with Filipino heritage enrolled in an accredited School of Nursing who is interested in promoting the objectives of PNASA, upon payment of the membership dues.

c. International Associate Member

- 1) Any professional nurse of non-Philippine ethnic origin and other Filipinos who has been granted a license to practice as registered nurse in the country of origin and/or any state in the United States. Such member shall not have all the privileges of members in the Association except to vote in elections, serve on committees or hold any elected or appointed office nor shall such member serve as delegate to the annual meeting or other special meeting.

d. Honorary Member

- 1) A person other than a regular or associate member who is conferred by two-thirds vote of the Executive Board for distinguished service and valuable assistance to the nursing profession and are compatible with the purpose and objective of the association. This member will serve as resource person in his/her field of expertise for matters of relevance to the association

e. Lifetime Member

- 1) Category 1. A PNASA member, who is moving out of San Antonio, may choose to and be qualified as a lifetime member, provided that he/she has maintained a minimum of one year membership, with good standing, and upon payment of the fee prescribed by the Executive Board.
- 2) Category 2. PNASA Officers who served as President, Vice-President, Secretary, Treasurer and Auditor upon retirement.

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Section 2. Dues

- a. Regular and Associate members shall pay the annual membership fee as prescribed by the PNASA Executive Board.
- b. An undergraduate nursing student shall pay the membership fee of 50% of the regular membership fee annually.
- c. The membership period shall be 12 months. Annual membership renewal will be due by anniversary date.
- d. Lifetime members Category 1 (refer to Article III, Sec 1, letter d, 1) shall pay the one time fee prescribed by the PNASA Executive Board. In case he/she moves back to San Antonio, he or she will be reverted to a regular member upon payment of annual membership dues.
- e. Lifetime members Category 2 (refer to Article III, Sec 1, letter d, 2) shall not pay the one time fee.

Section 3. Duties, Rights and Privileges

- a. Any member is of good standing if he/she has paid his/her membership fee and upholds and abides by the by-laws of the PNASA.
- b. Regular member has the right
 - 1. To run for office
 - 2. To vote in election.
 - 3. To serve on committees.
 - 4. To hold elected or appointed office and, upon due appointment by the Executive Board.
 - 5. To serve as a delegate to any annual or special meeting.
 - 6. To inspect the financial records of the PNASA for a legitimate purpose upon written request to the President and approval by the Executive Board.
 - 7. To voice their comments, suggestions and recommendations for action by the Executive Board
- c. At least five members may ask for a special meeting of the general assembly upon written request to the President and approval by the Executive Board.
- d. Associate, International Associate and Honorary members shall have the same duties, rights and privileges as the regular members, with the following exceptions: to run for office, the right to vote and to inspect the financial records of the PNASA.
- e. Lifetime members shall have the same duties, rights and privileges as the regular members.

ARTICLE IV - OFFICERS

Section 1. Officers

- a. The elected officers of the PNASA shall be the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the Auditor, and eight members of the Board of Directors.

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- b. The appointed officers of the PNASA shall be the Assistant Secretary, Assistant Treasurer and the Parliamentarian.
- c. These officers shall perform the duties as prescribed in the By-laws of the PNASA.

Section 2. Qualifications

- a. Each officer shall be a member of good standing prior to election to office and during the term of office, and shall be registered to practice professional nursing in the United States.
- b. Candidates for President, President-Elect, Vice President, Secretary, Treasurer and Auditor should have served at least one term on the Executive Board, have served as chair of a committee of PNASA or have served as member of a PNAAC committee and preferably have served on the Executive Board.

Section 3. Terms of office

- a. The officers shall hold office for a term of two years.
- b. Elected officers shall not hold the same office for more than two consecutive terms except in inevitable circumstances as approved by the Executive Board.
- c. A 30-day written resignation notice shall be submitted if an officer decides not to continue assuming his/her duties and responsibilities. The successor to any vacancy will be appointed by the Executive Board.
- d. In the event that the President resigns, the President-Elect shall take over. The President-Elect will remain vacant until the next election.

Section 4. Duties

- a. The President shall:
 - 1. Preside at all Executive Board and General Assembly meetings of the PNASA.
 - 2. Plan, lead, coordinate and evaluate activities of the PNASA.
 - 3. Sign or countersign all official documents of the PNASA.
 - 4. Be an ex-officio member of all committees except the Committee on Nominations and Election.
 - 5. Officially represent the PNASA at meetings and conventions.
 - 6. Call special meetings of the Executive Board as deemed necessary.
 - 7. Submit an annual report to the PNASA Executive Board every year of term.
 - 8. Appoint the Assistant Secretary, Assistant Treasurer and Parliamentarian.
 - 9. The President shall be bonded.
- b. The President-Elect shall:
 - 1. Perform duties delegated by the President or the Executive Board.
 - 2. Be the ex-officio to review the PNASA By-Laws.
 - 3. Be the next President after the completion of the current President's term.

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- c. The Vice President shall:
 - 1. Assume the duties of the President and/or the President-Elect in their absence.
 - 2. Be the chairman of Policies and Procedures committee.
 - 3. Perform other duties delegated by the President or the Executive Board.

- d. The Secretary shall:
 - 1. Record minutes of all Executive Board and General Assembly meetings of the PNASA.
 - 2. Record attendance of all meetings.
 - 3. Issue notices and minutes of meetings to all members.
 - 4. Keep a roster of names and addresses of all members of the PNASA.
 - 5. Be the custodian of all official documents and correspondence of the PNASA.
 - 6. Ensures security and transfer of documents, mementos and other materials related to activities, programs, and projects of the association to the succeeding secretary.

- e. The Assistant Secretary shall:
 - 1. Be responsible for retrieving mails from the PNASA P.O. Box.
 - 2. In collaboration with the appropriate officers, send correspondences with regard to the retrieved mails.
 - 3. Provide monthly reports to the Executive Board on all received mails and appropriate replies.
 - 4. Assume the duties of the Secretary in her/his absence.
 - 5. Manages registration of educational program or other events of PNASA.

- f. The Treasurer shall:
 - 1. Receive all funds due to the PNASA.
 - 2. Deposit all funds and valuables of the PNASA in a bank designated by the Executive Board.
 - 3. Co-sign withdrawal money with the President.
 - 4. Submit a written financial report to the PNASA at its regular Executive Board and General Assembly meetings.
 - 5. Disburse funds designated for various purposes as authorized by the Executive Board.
 - 6. Reimburse expenses incurred by authorized persons on behalf of the PNASA.
 - 7. Keep financial records up-to-date for auditing purposes.
 - 8. Collaborate with the Budget and Finance Committee in developing the annual budget for the PNASA.
 - 9. Assist the Auditor in preparing documents for Income Tax Return.
 - 10. The Treasurer shall be bonded.
 - 11. Chair of Budget and Finance Committee

- g. The Assistant Treasurer shall:
 - 1. Assist the Treasurer in functions as delegated by the President and Executive Board.
 - 2. Assume the duties of the Treasurer in her/his absence.
 - 3. Assist during registration at educational programs or other events of the PNASA.

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4. Chair of Membership Committee.
 5. Member of Budget and Finance Committee
- h. The Auditor shall:
1. Audit or review all financial records of the PNASA quarterly and/or as deemed necessary and submit a written audit report to the Executive Board.
 2. Prepare the income tax return form by March 31st of each year and file it with the U.S. Internal Revenue Service each year with the assistance of the President and/or Treasurer.
- i. The Parliamentarian shall:
1. Interpret the Robert's Rule of Orders.
 2. Advise the President and the Executive Board on parliamentary procedures.

ARTICLE V - EXECUTIVE BOARD

Section 1. Membership

- a. The Executive Board is composed of all elected and appointed officers and members of the Board of Directors and a representative vote from the Advisory Council. See Article VII, section 2 c).
- b. The immediate past President may serve as an ex-officio member of the Executive Board for one term provided he/she is not a member of the current Executive Board.

Section 2. Duties

- a. The general management of the PNASA shall be vested on the Executive Board.
- b. The Executive Board shall formulate the administrative policies and procedures of the PNASA according to its objectives.
- c. The Executive Board shall transact the business of the PNASA.

ARTICLE VI - POWERS

Section 1. General

- a. The Executive Board of the PNASA solicits areas of interests of the members as the basis for developing programs to be undertaken by the organization.
- b. The PNASA, through its Executive Board, reviews and takes positions on health care issues and concerns voiced by the members.

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c. Recommendations and position statements are established by majority vote of the Executive Board.

ARTICLE VII - ADVISORY COUNCIL to PNASA

Section 1. Membership

a. The Advisory Council shall be comprised of past Presidents after completion of term and who maintained good standing and active participation.

b. Nurse leaders who are recognized in their fields of specialty and good resource persons, who have demonstrated interest in pursuing the goals of PNASA, may be appointed by the Executive Board.

c. Criteria for membership of Advisory Council other than past President shall be determined by the Executive Board.

Section 2. Functions of the Advisory Council

a. Act in advisory capacity and participates in deliberations and proposals made by the Executive Board.

b. Participate in PNASA activities to support the goals and objectives of the Association.

c. Voting privileges will be limited to one vote to represent the voice of the Advisory Council.

d. The representative of the Advisory Council shall be determined at the meeting to officially designate the vote.

ARTICLE VIII - STANDING COMMITTEES

Section 1. Standing Committees

- a. By-Laws Committee
- b. Education and Research Committee
- c. Scholarship Committee
- d. Membership Committee
- e. Human Rights and Welfare Committee
- f. Publicity/ Public Relations and Website Committee
- g. Ways and Means Committee
- h. Committee on Nominations and Elections
- i. Community Service Committee
- j. Budget and Finance Committee
- k. Excellence Award Committee
- l. Policies and Procedures Committee

Section 2. Composition

a. The President shall appoint a member of the Board of Directors to be the Chair of a committee.

b. The President may appoint an active member to chair a committee. Such committee shall be co-chaired by a member of the Board of Directors.

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- c. The Chair shall choose their committee members.
- d. Each Committee Chair and committee members shall serve for one term.

Section 3. General Functions of the Committee:

- a. Each Chair shall submit annual Plans and Objectives of the Committee, along with the proposed annual budget at the beginning of the fiscal year to the Budget and Finance Committee.
- b. Each chair shall submit an annual written report to the President prior to the President's annual report to the PNASA.
- c. Each Committee Chair shall provide an official hand-off to the in-coming committee chairs.

Section 4. Specific Functions of Each Committee

- a. The By-Laws Committee shall:
 - 1. Initiate amendments to the By-Laws of the PNASA.
 - 2. Receive and recommend the proposed amendments to the Executive Board for approval.
 - 3. Submit approved proposed amendments at a general assembly meeting for ratification and adoption.
 - 4. Archive PNASA By-Laws based upon retention guidelines established by the Executive Board.
- b. The Education and Research Committee shall:
 - 1. Assess the educational needs and research interests of its members.
 - 2. Plan and implement educational and research endeavors as deemed necessary.
 - 3. Inform members of forthcoming research and educational presentations in the community.
- c. The Scholarship Committee shall:
 - 1. Assist members in seeking financial assistance for further education in nursing.
 - 2. Establish criteria for selecting recipients of the Nursing Scholarship Awards.
 - 3. Screen and recommend applicants for scholarship awards to the Executive Board.
- d. Membership Committee shall:
 - 1. Develop effective strategies for membership recruitment and retention.
 - 2. Coordinate with the Treasurer related to membership dues and renewal.
 - 3. Keep an updated membership roster.
 - 4. Be responsible for sending the Welcome Packet to each new member.
- e. The Human Rights and Welfare Committee shall:
 - 1. Assist Filipino-American nurses upon request, on their professional and socio-cultural concerns related to equal employment opportunity and human rights and welfare.
 - 2. Plan welcome activities for Filipino-American nurses who are new to San Antonio.
 - 3. Communicate with the Executive Board when there are allegations that human rights are violated.
 - 4. Disseminate information on human rights to members.
- f. The Publicity/Public Relations and Website Committee shall:

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1. Handle all the publicity, advertising and public relation activities of the PNASA.
 2. Be responsible for the official publication of the Newsletter and PNASA Website.
 3. Manage the Social Media sites of the PNASA, including, but not limited, to Facebook, Twitter, and YouTube
- g. The Ways and Means Committee shall:
1. Assess and prioritize the current needs of the PNASA.
 2. Plan and implement fundraising activities for the PNASA.
 3. Secure funds through reasonable means to augment the treasury.
- h. The Committee on Nominations and Elections shall:
1. Establish rules on the mechanism of nominations and elections.
 2. Announce the offices to be filled, the date and place of election, eight weeks before the election
 3. Obtain nominations of candidates to these offices with the consent of the nominee.
 4. Appoint tellers to count election returns.
 5. Announce the official results of the election on Election Day.
 6. Collaborate with Excellence Awards Committee in planning for the Induction of the incoming Executive Board Members.
- i. The Community Service Committee shall:
1. Attend official meetings of the community organizations affiliated or involved with PNASA.
 2. Disseminate information of PNASA community activities.
 3. Address and respond to community services such as health fairs, disasters, etc.
 4. Keep record of current volunteer activities.
- j. The Budget and Finance Committee shall:
1. Keep record of all disbursement and revenues.
 2. Prepare the annual budget and financial plan of the PNASA for approval of the Executive Board.
 3. Evaluate the yearly budget to determine if the projected and actual income and expenses are in line.
 4. Evaluate and monitor the treasury record of the PNASA in collaboration with the treasurer and auditor.
- k. The Excellence Awards Committee shall:
1. Plan for the Annual Nursing Excellence Award Ceremony of PNASA.
 2. Establish selection criteria for the Excellence Awards.
 3. Submit nominations for Excellence Awards to PNAA and other awards programs from various professional associations.
 4. In collaboration with the Nominations and Elections Committee, plan for the awarding ceremony and Induction of the incoming Executive Board.

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- I. The Policies and Procedures Committee shall:
 1. Formulate guidelines for the submission, review and approval of policies and procedures affecting the business of the Association.
 2. Coordinate the annual review of policies and procedures and present a summary at the annual meeting.
 3. Archive policies and procedures based upon record retention guidelines established by the Executive Board.

ARTICLE IX - MEETINGS

Section 1. Executive Board

- a. The Executive Board shall meet regularly every last Saturday of the month to conduct the business of the Association.
- b. The President may call special meetings as deemed necessary.
- c. As appropriate, the Association will conduct its business meetings using the best available technology including but not limited to teleconferencing, eMeetings, and emails.

Section 2. General Assembly

- a. The general membership shall assemble at least annually and when called for/e-mail by any member according to Article III, Section 3c.

Section 3. Standing Committees

- a. The standing committees shall meet as deemed necessary by each Committee Chair.

ARTICLE X - ELECTIONS

Section 1. Election shall be held by every two (2) years.

Section 2. The election into any office will be decided by the plurality votes cast. In case of a tie, the election shall be decided by lot.

Section 3. The induction of the newly elected and appointed officers and members of the Board of Directors shall be held within forty-five (45) days immediately after the election.

Section 4. All newly elected and appointed officers and members of the Board of Directors shall assume office at the beginning of the year.

ARTICLE XI - AMENDMENTS

Section 1. These By-Laws may be amended and approved by the Executive Board and ratified at a general membership meeting of the PNASA by the plurality vote of members present.

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Section 2. Proposals for amendments shall be submitted to the By-Laws Committee by the members. The By-Laws Committee shall act on the proposals according to the provisions of Article VIII, Section 4a.

ARTICLE XII - DISSOLUTION OF THE ASSOCIATION

Section 1. Procedure

- a. Notice of intent to dissolve by the members of PNASA shall be authorized by the Executive Board and mailed to all members not less than ninety (90) days prior to voting.
- b. Alternatives to dissolution of the PNASA may be proposed by any member at any business meeting of the Executive Board or the general membership meeting prior to the notice of intent and prior to the actual voting for dissolution.
- c. Dissolution may be approved by 2/3 of the members voting in person and by email or mailed absentee ballot at the specified period for that purpose.

Section 2. Distribution of Assets

- a. In the event of dissolution of the PNASA, all outstanding debts and liabilities of the Association shall be settled immediately by the Executive Board.
- b. The total remaining assets, after paying all debts and liabilities, shall be disbursed to the non-profit organizations as recommended by the Executive Board and approved by two thirds (2/3) vote of the PNASA Executive board.
- c. Regular members of the PNASA may recommend a list of beneficiary.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The latest edition of the Robert's Rule of Order shall be the authority in all matters not provided for in the By-Laws of the PNASA.

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Signature: Nelson Tuazon
Chair, Bylaws Committee

Signature: Gertrude Umaming
President, PNASA

Signature: Hedda Gonzalez
Member, Bylaws Committee

Signature: Annaline Dellosa
Member, Bylaws Committee

Signature: Marietta Dela Cruz
Member, Bylaws Committee

Signature: Aurora Parrocha
Member, Bylaws Committee