

## **PHILIPPINE NURSES ASSOCIATION OF AMERICA – MAUI CHAPTER, INCORPORATED BYLAWS**

### **Article I NAME and AFFILIATION**

#### **Section 1. NAME**

- A. This organization shall be called the Philippine Nurses Association of America – Maui Chapter, Inc., and shall also be known as Philippine Nurses Association of Maui, Inc
- B. The official abbreviation for this organization shall be PNAHMi
- C. PNAHMi is the local chapter of PHILIPPINE NURSES ASSOCIATION OF AMERICA, INC., (PNAA) with office located in the County of Maui, State of Hawaii.

#### **Section 2. AFFILIATION.**

- A. PNAHMi is affiliated with the PHILIPPINE NURSES ASSOCIATION OF AMERICA, INC., (PNAA) which is the official professional organization of Filipino-American Nurses in the United States of America. PNAA is based in the continental USA.
- B. PNAHMi is grouped with PNAA chapters in the Western Region of the continental US.

### **Article II MISSION STATEMENT and GOALS**

#### **Section 1. MISSION STATEMENT.**

PNAHMi will uplift the positive image of the Filipino as a nurse; uphold the social welfare of its constituent members; promote and support professional excellence through education and community involvement; and contribute to significant outcomes for healthcare and society.

#### **Section 2. GOALS.**

The goals of PNAHMi shall include, but, not be limited to:

- A. Network and collaborate with Filipino-American nurses in the County of Maui, State of Hawaii, the USA, and globally.
- B. Partner with other agencies or entities to develop, implement, and evaluate programs in nursing leadership, practice, education and research relevant to professional growth of its members and healthcare needs of the community.
- C. Encourage college-bound youth who are of Filipino descent to pursue nursing education.
- D. Advance professional and cultural adjustment of Filipino-American Nurses through collaboration with agencies and organizations in the State of Hawaii and in the Philippines.
- E. Participate actively in professional and cultural activities with professional organizations and agencies in the community and globally.
- F. Support legislations and public policies, locally or nationally, which directly or indirectly will favorably affect healthcare outcomes and nursing practice.
- G. Promote and support the mission and goals of PNAA, Inc.
- H. Foster health and wellness among members and the local Filipino-American community.

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### Section 3. VISION (3Vs)

Viability: Steadfast in professional existence

Vitality: Dynamic essence is our strength

Visibility: Distinct presence and being in the community

### Section 4. VALUES.

PNAMHi believes that to maintain a reputable image of Filipino nurses, the members' actions and dealings with others should mirror the following:

P: Professionalism and/or Positive Image

R: Respect

I: Integrity

D: Diversity

E: Excellence in professional practice

## ARTICLE III

### MEMBER CLASSIFICATION AND REPRESENTATION

Section 1. MEMBERSHIP in the organization is a privilege and is contingent upon compliance with the requirements specified in these by-laws.

Section 2. Members shall be eligible for scholarship, awards, recognition, and other benefits as shall be determined by the Executive Board, from time to time.

#### Section 3. CATEGORIES

A. Chapter Member. A registered nurse of Filipino descent in the state of Hawaii who has paid the required membership dues to PNAMHi

1. A Chapter Member is entitled to all appurtenant rights and privileges.

2. A Chapter Member, who is of active status can be designated by PNAMHi EB to chair one of the working and/or event committees of the organization (PNAMHi)

3. A Chapter Member may serve as delegate to the annual meeting or other special meetings of the (PNAA) national organization

B. Associate Member. An Associate Member of PNAMHi is a professional registered nurse of non-Philippine ethnic origin, who has been granted a license to practice in the country of origin and/or any state/territory of the United States, and who has paid the required PNAA and PNAMHi membership dues.

1. An Associate member shall have all the rights and privileges of Chapter Members, including voting in the local and national elections and being designated by PNAMHi EB as a delegate to the annual and/or other special meetings of PNAA and PNAMHi as in General Assembly

2. An Associate member will not be allowed to hold an elected office nor chair any PNAMHi committee.

C. Affiliate Member. An Affiliate Member is a healthcare professional other than a Registered Nurse who is supportive of the mission and goals of PNAMHi, such as anyone of the following:

1. A practical nurse of Philippine ethnic origin who has been granted a license to practice in the country of origin and in Hawaii, or

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2. A Philippine-graduate of nursing who has not acquired and/or is in the process of acquiring a RN license in the State of Hawaii.
3. An Affiliate Member has no voting power in PNAMHi and PNAA elections.
4. An Affiliate Member cannot be designated as a delegate to any PNAMHi and PNAA activity/event, such as General Assembly.
5. An Affiliate Member cannot chair but can be appointed as a member of a PNAMHi committee.

D. Student Member. A Student Member is a nursing student of Filipino descent studying in an accredited nursing school in the United States of America.

1. A Student Member has no voting power in PNAMHi elections.
2. A Student Member cannot be designated as a delegate to any PNAMHi or PNAA activity/event, such as General Assembly.

E. Honorary Consultant. An honorary consultant is a licensed registered nurse practicing in the State of Hawai'i and who has rendered distinguished service or exemplary assistance to the Filipino nurses and/or towards the achievements and advancements of PNAMHi's goals.

1. Honorary consultancy shall be conferred subject to review of the Membership Committee and a majority vote by the EB.
2. An Honorary Consultant may be asked to serve as a resource person in matters of relevance to his/her area of expertise; or,
3. At times, an Honorary Consultant may be appointed by the EB to serve in the Chapter Advisory Council as a resource person, when needed
  - a. The Honorary Consultant when serving in PNAMHi Advisory Board shall not have a voting power.
  - b. The service of Honorary Consultant in the Chapter Advisory Board shall be for consultation only and will cease to exist once the consultative period is done
4. An Honorary Consultant's term shall be for two years only, concurrent with the term of the conferring administration.
5. Honorary Consultant status will be reviewed biennially by the Membership Committee and will be renewed upon the committee's recommendation and approval of the EB
6. An Honorary Consultant does not have voting power in PNAMHi

### F. Lifetime Member

1. Lifetime membership will be conferred to all past presidents of PNAMHi upon completion of their terms.
2. Privileges of a Lifetime Member shall include:
  - a. Free annual membership at the chapter and national levels.
- b. A past president may vote on issues presented to the Executive Board during its meetings, however, only one vote will collectively be counted from all past presidents

## Section 4. STATUS is

A. Active Status. A member of 'Active Status' is one who maintains his/her membership current by paying the required membership dues on time.

1. Only members of active status will have their votes counted during elections or when decisions are being reached by votation for other matters.

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2. Active membership for two (2) or more consecutive years prior is required of an eligible member to hold elective or appointed office.
3. A member who has been of active status for two (2) or more consecutive years may be appointed to serve as chair/cochair or a member of a PNAMHi standing committee

B. Inactive Status. A member of 'Inactive Status' is one whose membership has lapsed due to nonconformance with requirements as stated in these bylaws. While inactive, the rights and privileges of a member shall be withheld until such time when said member will have fully complied with all requirements and will have updated his/her membership status.

### Section 5. ETHICAL STANDARDS/DISQUALIFICATION OF MEMBERS

- A. By a 2/3 vote, i.e., ten (10) out of fourteen (14), of all members of the Executive Board may censure or expel a member for cause(s) as outlined in these Bylaws.
- B. A censure/expulsion will be determined only after a procedural due process is exercised.
- C. Any member may be removed from the membership roster for:
  1. Violation of PNAMHi's Bylaws and Rule of Conduct.
  2. Acts, errors and/or omissions detrimental to the goals of PNAMHi.
- D. Any member suspended or expelled may be reinstated by a 2/3 vote of the Executive Board after such member has applied and paid delinquent dues and assessments.

## ARTICLE IV DUES AND FUNDS

### Section 1. MEMBERSHIP FEE

- A. Annual membership fee as determined by the EB shall be collected from each member
- B. Except for the student members, payment of membership fee guarantees automatic membership to the national (PNAA) organization.
- C. The required annual fee for students shall be one-half (1/2) the amount of the national membership fee.
- D. A privileged and nominal annual due not exceeding the amount of national membership fee shall be assessed of the following members:
  1. RN Retiree members
  2. Associate Members who are not nursing students

### Section 2. DELINQUENCY AND REINSTATEMENT

- A. Any member whose dues are not received on or before the expiration of his/her current membership shall be withdrawn from the membership list
- B. Membership shall be reinstated upon submission of a new application and payment of the required dues.

### Section 3. ADDITIONAL FUNDS

- A. Additional funds may be generated from time to time through other means to sustain the mission and support the objectives of PNAMHi and to cover operational and incidental expenses of the organization.

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1. PNAMHi will accept donations, and
2. May hold fundraising activities that are not contrary to federal laws, state regulations or public policy.

### B. Bereavement Fund.

1. PNAMHi shall donate a minimum amount of \$100.00 to an active chapter or associate member on the death of an immediate family member (spouse, parent, and biological or legally adopted child)
  2. PNAMHi shall donate a minimum amount of \$100.00 to the immediate family member (spouse, parent, or biological or legally adopted child) on the death of a paying PNAMHi member.
- C. Catastrophe Fund. PNAMHi shall donate a minimum amount of \$100.00 to an active chapter member who is a victim of fire, flood, or any other major catastrophe.
- D. Sympathetic Humane Fund. PNAMHi shall donate to disaster victims in the Philippines, through a veritable agency/organization, a minimum amount of \$100.00 or the proceeds of a fundraising activity that will be carried out for this sole purpose.

## Section 4. EDUCATIONAL FUND

- A. A current member who has been active for two (2) or more consecutive years, shall be entitled to a discounted registration fee when attending PNAMHi sponsored conventions and educational events.
- B. Active members are encouraged to attend regional, national, and international conventions sponsored by PNAA, PNAH or PNAMHi.
1. Active members attending the Education Session in a regional or national convention shall be entitled to educational reimbursement of no more than \$100.00 per convention per year
  2. Submission of a proof of attendance, e.g., certificate, within 30 days from the closing date of the convention, will be required to be reimbursed
- C. The President, and the President-Elect, shall each receive, annually, a travel subsidy to be applied to convention-related expenses when they represent PNAMHi in the regional and national conventions. The amount shall be as determined according to available funds and as deemed appropriate by the Executive Board e.g., \$500.00 for Regional Convention and \$500.00 for National Convention).
1. If the President or President-Elect is unable to attend a regional or national convention, the Vice-President, or the next/immediate downline officer (if the Vice-President is likewise unable to attend) will be designated to represent PNAMHi and will receive the travel subsidy as mentioned above.
- D. Above are contingent to availability of funds.

## Article V

### OFFICERS AND DUTIES

Section 1. The ELECTED OFFICERS of PNAMHi shall be the President, President-Elect, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Auditor, and 5 Board Members.

A. The candidates for the specific positions of Secretary and Treasurer garnering the second highest votes will automatically assume the positions of Assistant Secretary and Assistant Treasurer, respectively.

B. In times when there is only one candidate vying for each of the Secretary and Treasurer positions, said offices (Assistant-Secretary and Assistant-Treasurer) shall be filled by appointment of the President, with approval of the Executive Board

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Section 2. The APPOINTED OFFICER(S) of PNAMHi shall be the Executive Director, the Parliamentarian, and, if warranted, Assistant Secretary and Assistant Treasurer, as stated above.

Section 3. 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

1. Is responsible to and has the approval of the Executive Board for the activities of PNAMHi.
2. Presides in all business meetings of the Executive Board and General Assembly.
3. Represents PNAMHi at meetings and functions of community and professional organizations; or designates an alternate representative, in his/her absence
4. Makes recommendations regarding appointments with approval by the Executive Board
  - a. Appoints the Assistant Secretary and Assistant Treasurer if positions are not voted in during a designated election
  - b. Appoints the Executive Director and Parliamentarian
  - c. Appoints the chairperson and members of all committees, except for the Nominations and Election Committee
5. Is an ex-officio member of all standing and ad hoc committees except for the Nominations and Elections Committee.
6. Creates and terminates ad hoc committees, with the approval of the Executive Board.
7. Performs other duties pertinent to the office and as determined by the Executive Board, such as representing PNAMHi in the national and regional conventions and conferences.

### B. President-Elect

1. Assumes the duties and responsibilities of the office of the President in the latter's absence or incapacity to act
2. Performs other such duties as may be delegated by the President or Executive Board.
3. Serves as chairperson of General Assembly/Membership meetings.
4. Submits PNAMHi annual report as specified in the PNAA policies and procedures
5. Oversees the conduct of all fundraising activities of the organization.

### C. Vice-President

1. Performs the duties of the President-elect in absence or incapacity of the President-Elect to act
2. Performs such other duties as may be delegated by the President or the Executive Board.
3. Collects and edits manuscripts for submission to PNAA and PNAA website
4. Assists the President and the President-Elect in supervising the functions and activities of the organization
5. Responds to all general correspondences to PNAMHi

### D. Secretary

1. Records the proceedings of all business meetings.
2. Posts draft minutes of the monthly meeting to the Executive Board for review within a week after the date of the meeting.

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3. Submits pertinent data to respective Committee Chairperson.
4. Keeps on file accurate membership roster as compiled and reported by the Chairperson of the Membership Committee
5. Issues notice regarding meetings and activities of the organization.
6. Secures venue for EB meetings.
7. Notifies all members of the Executive Board of any updates in the directory often as they occur through regular mail or e-mail or both.

### E. Assistant Secretary

1. In the absence or incapacity of the Secretary, assumes the duties and responsibilities of the Secretary, such as recording the minutes during meetings and giving Secretary report.
2. Keeps on file and safeguards all records and documents pertinent to PNAMHi such as Bylaws, protocols, policies and procedures, and all other pertinent information regarding projects, programs, and activities of PNAMHi.
3. Maintains all records of general correspondence of PNAMHi.
4. Assists the Secretary in functions as delegated by the President or the Executive Board.
5. Assists the Secretary in keeping on file accurate membership roster as compiled and reported by the chairperson of the Membership Committee.

### F. Treasurer

1. Is responsible for the financial affairs of PNAMHi, as directed by the EB
2. Keeps a record of all receipts and disbursements.
3. Carries appropriate banking transactions as designed by the Executive Board
4. Issues checks of PNAMHi countersigned by the President, or duly authorized PNAMHi officer, for purposes approved by the Executive Board.
5. In charge of PNAMHi mail, retrieving it on a weekly basis.
6. Presents financial records for examination by designated auditor.
7. Acts as chairperson of the Budget and Finance Committee.
8. Submits a written report of the financial standing of PNAMHi to the EB and at General Assembly/Membership meetings.
9. Together with the Auditor, prepares the organization's income tax return and sends it to the US Internal Revenue Services.

### G. Assistant Treasurer

1. Receives and processes membership application and keeps accurate records of receipts and membership dues.
2. Sends out membership renewal reminders and forms to all members regularly.
3. Maintain current and accurate membership roster to be submitted to the Assistant Secretary for record-keeping.
4. Forwards monies received and corresponding reports to the Treasurer.
5. Assumes other functions as delegated by the Treasurer with the approval of the Executive Board
6. In the absence or incapacity of the Treasurer, assumes the duties and responsibilities of the office, such as preparing and giving treasurer's report to the EB and at the General Assembly/Membership meetings.

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7. Shares the treasurer's responsibility for the financial affairs of PNAMHi, as directed by the EB

8. Acts as Chairperson of Membership Committee

### H. Auditor

1. Responsible for the annual audit of all financial records of PNAMHi by a professional auditor or certified accountant.

2. Conducts at least quarterly audit, and reports results to the EB in the months of April, July, October, and January with the annual audit

3. Assists the Treasurer in preparing the organization's income tax return.

4. Responsible in making sure the annual income tax return has been filed with the US Internal Revenue Service.

### I. Board Member

1. Each board member will be assigned to chair a standing committee as appointed or designated by EB.

2. Performs functions as designated by the Executive Board

### J. Executive Director

1. Is appointed by the President, from and among qualified PNAMHi members, subject to approval of the Executive Board

2. Reviews, analyzes, and presents to the Executive Board a written report on matters which are of interest to the organization.

3. Enhances the status of PNAMHi with the national and international nursing communities.

### K. Parliamentarian

1. Is appointed by the President, from and among qualified PNAMHi members, subject to approval of the Executive Board

2. Clarifies provisions of the PNAMHi Bylaws

3. Interprets the Robert's Rule of Orders Newly Revised during meetings.

4. In the absence of a qualified appointee, the President, with approval of the EB, may assign the duties of the Parliamentarian to the Executive Director.

## Article VI

### EXECUTIVE BOARD

Section 1: The GOVERNING BODY of PNAMHi shall be the Executive Board (EB) which consists of all the elected and appointed officers. The Executive Board has the power and authority over the affairs of PNAMHi, except that of overturning the action of the General Assembly.

#### Section 2: DUTIES of the Executive Board

A. Directs the business and financial affairs of PNAMHi.

B. Establishes PNAMHi's administrative policies.

C. Fosters growth and development of PNAMHi.

D. Authorizes the formulation and awarding of contracts, if needed.

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- E. Reviews recommendations of the President and determines actions to be taken.
- F. Reviews committee reports and determines action to be taken on recommendation
- G. Disciplines members of PNAHHi for due cause.
- H. Fills all vacancies of the Executive Board, among those recommended by the President, unless otherwise specified by these Bylaws.
- I. Authorizes the representation and participation of PNAHHi in other non-profit activities and functions of PNAHHi
- J. Reviews proposed publications by any PNAHHi member and as they may affect representation of the philosophy, prerogatives, and image of PNAHHi
- K. Performs such other duties and exercises authority as prescribed in these Bylaws.

### A. President

- 1. Is responsible to and has the approval of the Executive Board for the activities of PNAHHi.
- 2. Presides in all business meetings of the Executive Board and General Assembly.
- 3. Represents PNAHHi at meetings and functions of community and professional organizations; or designates an alternate representative, in his/her absence
- 4. Makes recommendations regarding appointments with approval by the Executive Board
  - a. Appoints the Assistant Secretary and Assistant Treasurer if positions are not voted in during a designated election
  - b. Appoints the Executive Director and Parliamentarian
  - c. Appoints the chairperson and members of all committees, except for the Nominations and Election Committee
- 5. Is an ex-officio member of all standing and ad hoc committees except for the Nominations and Elections Committee.
- 6. Creates and terminates ad hoc committees, with the approval of the Executive Board.
- 7. Performs other duties pertinent to the office and as determined by the Executive Board, such as representing PNAHHi in the national and regional conventions and conferences.

### B. President-Elect

- 1. Assumes the duties and responsibilities of the office of the President in the latter's absence or incapacity to act
- 2. Performs other such duties as may be delegated by the President or Executive Board.
- 3. Serves as chairperson of General Assembly/Membership meetings.
- 4. Submits PNAHHi annual report as specified in the PNAA policies and procedures
- 5. Oversees the conduct of all fundraising activities of the organization.

### C. Vice-President

- 1. Performs the duties of the President-elect in absence or incapacity of the President-Elect to act
- 2. Performs such other duties as may be delegated by the President or the Executive Board.
- 3. Collects and edits manuscripts for submission to PNAA and PNAA website
- 4. Assists the President and the President-Elect in supervising the functions and activities of the organization
- 5. Responds to all general correspondences to PNAHHi

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## D. Secretary

1. Records the proceedings of all business meetings.
2. Posts draft minutes of the monthly meeting to the Executive Board for review within a week after the date of the meeting.
3. Submits pertinent data to respective Committee Chairperson.
4. Keeps on file accurate membership roster as compiled and reported by the Chairperson of the Membership Committee
5. Issues notice regarding meetings and activities of the organization.
6. Secures venue for EB meetings.
7. Notifies all members of the Executive Board of any updates in the directory often as they occur through regular mail or e-mail or both.

## E. Assistant Secretary

1. In the absence or incapacity of the Secretary, assumes the duties and responsibilities of the Secretary, such as recording the minutes during meetings and giving Secretary report.
2. Keeps on file and safeguards all records and documents pertinent to PNAMHi such as Bylaws, protocols, policies and procedures, and all other pertinent information regarding projects, programs, and activities of PNAMHi.
3. Maintains all records of general correspondence of PNAMHi.
4. Assists the Secretary in functions as delegated by the President or the Executive Board.
5. Assists the Secretary in keeping on file accurate membership roster as compiled and reported by the chairperson of the Membership Committee.

## F. Treasurer

1. Is responsible for the financial affairs of PNAMHi, as directed by the EB
2. Keeps a record of all receipts and disbursements.
3. Carries appropriate banking transactions as designed by the Executive Board
4. Issues checks of PNAMHi countersigned by the President, or duly authorized PNAMHi officer, for purposes approved by the Executive Board.
5. In charge of PNAMHi mail, retrieving it on a weekly basis.
6. Presents financial records for examination by designated auditor.
7. Acts as chairperson of the Budget and Finance Committee.
8. Submits a written report of the financial standing of PNAMHi to the EB and at General Assembly/Membership meetings.
9. Together with the Auditor, prepares the organization's income tax return and sends it to the US Internal Revenue Services.

## G. Assistant Treasurer

1. Receives and processes membership application and keeps accurate records of receipts and membership dues.
2. Sends out membership renewal reminders and forms to all members regularly.
3. Maintain current and accurate membership roster to be submitted to the Assistant Secretary for record-keeping.
4. Forwards monies received and corresponding reports to the Treasurer.

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5. Assumes other functions as delegated by the Treasurer with the approval of the Executive Board
6. In the absence or incapacity of the Treasurer, assumes the duties and responsibilities of the office, such as preparing and giving treasurer's report to the EB and at the General Assembly/Membership meetings.
7. Shares the treasurer's responsibility for the financial affairs of PNAMHi, as directed by the EB
8. Acts as Chairperson of Membership Committee

### H. Auditor

1. Responsible for the annual audit of all financial records of PNAMHi by a professional auditor or certified accountant.
2. Conducts at least quarterly audit, and reports results to the EB in the months of April, July, October, and January with the annual audit
3. Assists the Treasurer in preparing the organization's income tax return.
4. Responsible in making sure the annual income tax return has been filed with the US Internal Revenue Service.

### I. Board Member

1. Each board member will be assigned to chair a standing committee as appointed or designated by EB.
2. Performs functions as designated by the Executive Board

### J. Executive Director

1. Is appointed by the President, from and among qualified PNAMHi members, subject to approval of the Executive Board
2. Reviews, analyzes, and presents to the Executive Board a written report on matters which are of interest to the organization.
3. Enhances the status of PNAMHi with the national and international nursing communities.

### K. Parliamentarian

1. Is appointed by the President, from and among qualified PNAMHi members, subject to approval of the Executive Board
2. Clarifies provisions of the PNAMHi Bylaws
3. Interprets the Robert's Rule of Orders Newly Revised during meetings.
4. In the absence of a qualified appointee, the President, with approval of the EB, may assign the duties of the Parliamentarian to the Executive Director.

## Article VI

### EXECUTIVE BOARD

Section 1: The GOVERNING BODY of PNAMHi shall be the Executive Board (EB) which consists of all the elected and appointed officers. The Executive Board has the power and authority over the affairs of PNAMHi, except that of overturning the action of the General Assembly.

Section 2: DUTIES of the Executive Board

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- A. Directs the business and financial affairs of PNAMHi.
- B. Establishes PNAMHi's administrative policies.
- C. Fosters growth and development of PNAMHi.
- D. Authorizes the formulation and awarding of contracts, if needed.
- E. Reviews recommendations of the President and determines actions to be taken.
- F. Reviews committee reports and determines action to be taken on recommendation
- G. Disciplines members of PNAMHi for due cause.
- H. Fills all vacancies of the Executive Board, among those recommended by the President, unless otherwise specified by these Bylaws.
- I. Authorizes the representation and participation of PNAMHi in other non-profit activities and functions of PNAMHi
- J. Reviews proposed publications by any PNAMHi member and as they may affect representation of the philosophy, prerogatives, and image of PNAMHi
- K. Performs such other duties and exercises authority as prescribed in these Bylaws.

### A. President

- 1. Is responsible to and has the approval of the Executive Board for the activities of PNAMHi.
- 2. Presides in all business meetings of the Executive Board and General Assembly.
- 3. Represents PNAMHi at meetings and functions of community and professional organizations; or designates an alternate representative, in his/her absence
- 4. Makes recommendations regarding appointments with approval by the Executive Board
  - a. Appoints the Assistant Secretary and Assistant Treasurer if positions are not voted in during a designated election
  - b. Appoints the Executive Director and Parliamentarian
  - c. Appoints the chairperson and members of all committees, except for the Nominations and Election Committee
- 5. Is an ex-officio member of all standing and ad hoc committees except for the Nominations and Elections Committee.
- 6. Creates and terminates ad hoc committees, with the approval of the Executive Board.
- 7. Performs other duties pertinent to the office and as determined by the Executive Board, such as representing PNAMHi in the national and regional conventions and conferences.

### B. President-Elect

- 1. Assumes the duties and responsibilities of the office of the President in the latter's absence or incapacity to act
- 2. Performs other such duties as may be delegated by the President or Executive Board.
- 3. Serves as chairperson of General Assembly/Membership meetings.
- 4. Submits PNAMHi annual report as specified in the PNAA policies and procedures
- 5. Oversees the conduct of all fundraising activities of the organization.

### C. Vice-President

- 1. Performs the duties of the President-elect in absence or incapacity of the President-Elect to act
- 2. Performs such other duties as may be delegated by the President or the Executive Board.
- 3. Collects and edits manuscripts for submission to PNAA and PNAA website

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4. Assists the President and the President-Elect in supervising the functions and activities of the organization
5. Responds to all general correspondences to PNAMHi

### D. Secretary

1. Records the proceedings of all business meetings.
2. Posts draft minutes of the monthly meeting to the Executive Board for review within a week after the date of the meeting.
3. Submits pertinent data to respective Committee Chairperson.
4. Keeps on file accurate membership roster as compiled and reported by the Chairperson of the Membership Committee
5. Issues notice regarding meetings and activities of the organization.
6. Secures venue for EB meetings.
7. Notifies all members of the Executive Board of any updates in the directory often as they occur through regular mail or e-mail or both.

### E. Assistant Secretary

1. In the absence or incapacity of the Secretary, assumes the duties and responsibilities of the Secretary, such as recording the minutes during meetings and giving Secretary report.
2. Keeps on file and safeguards all records and documents pertinent to PNAMHi such as Bylaws, protocols, policies and procedures, and all other pertinent information regarding projects, programs, and activities of PNAMHi.
3. Maintains all records of general correspondence of PNAMHi.
4. Assists the Secretary in functions as delegated by the President or the Executive Board.
5. Assists the Secretary in keeping on file accurate membership roster as compiled and reported by the chairperson of the Membership Committee.

### F. Treasurer

1. Is responsible for the financial affairs of PNAMHi, as directed by the EB
2. Keeps a record of all receipts and disbursements.
3. Carries appropriate banking transactions as designed by the Executive Board
4. Issues checks of PNAMHi countersigned by the President, or duly authorized PNAMHi officer, for purposes approved by the Executive Board.
5. In charge of PNAMHi mail, retrieving it on a weekly basis.
6. Presents financial records for examination by designated auditor.
7. Acts as chairperson of the Budget and Finance Committee.
8. Submits a written report of the financial standing of PNAMHi to the EB and at General Assembly/Membership meetings.
9. Together with the Auditor, prepares the organization's income tax return and sends it to the US Internal Revenue Services.

### G. Assistant Treasurer

1. Receives and processes membership application and keeps accurate records of receipts and membership dues.

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2. Sends out membership renewal reminders and forms to all members regularly.
3. Maintain current and accurate membership roster to be submitted to the Assistant Secretary for record-keeping.
4. Forwards monies received and corresponding reports to the Treasurer.
5. Assumes other functions as delegated by the Treasurer with the approval of the Executive Board
6. In the absence or incapacity of the Treasurer, assumes the duties and responsibilities of the office, such as preparing and giving treasurer's report to the EB and at the General Assembly/Membership meetings.
7. Shares the treasurer's responsibility for the financial affairs of PNAMHi, as directed by the EB
8. Acts as Chairperson of Membership Committee

### H. Auditor

1. Responsible for the annual audit of all financial records of PNAMHi by a professional auditor or certified accountant.
2. Conducts at least quarterly audit, and reports results to the EB in the months of April, July, October, and January with the annual audit
3. Assists the Treasurer in preparing the organization's income tax return.
4. Responsible in making sure the annual income tax return has been filed with the US Internal Revenue Service.

### I. Board Member

1. Each board member will be assigned to chair a standing committee as appointed or designated by EB.
2. Performs functions as designated by the Executive Board

### J. Executive Director

1. Is appointed by the President, from and among qualified PNAMHi members, subject to approval of the Executive Board
2. Reviews, analyzes, and presents to the Executive Board a written report on matters which are of interest to the organization.
3. Enhances the status of PNAMHi with the national and international nursing communities.

### K. Parliamentarian

1. Is appointed by the President, from and among qualified PNAMHi members, subject to approval of the Executive Board
2. Clarifies provisions of the PNAMHi Bylaws
3. Interprets the Robert's Rule of Orders Newly Revised during meetings.
4. In the absence of a qualified appointee, the President, with approval of the EB, may assign the duties of the Parliamentarian to the Executive Director.

## Article VI

### EXECUTIVE BOARD

Section 1: The GOVERNING BODY of PNAMHi shall be the Executive Board (EB) which consists of all the

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elected and appointed officers. The Executive Board has the power and authority over the affairs of PNAMEHi, except that of overturning the action of the General Assembly.

### Section 2: DUTIES of the Executive Board

- A. Directs the business and financial affairs of PNAMEHi.
- B. Establishes PNAMEHi's administrative policies.
- C. Fosters growth and development of PNAMEHi.
- D. Authorizes the formulation and awarding of contracts, if needed.
- E. Reviews recommendations of the President and determines actions to be taken.
- F. Reviews committee reports and determines action to be taken on recommendation
- G. Disciplines members of PNAMEHi for due cause.
- H. Fills all vacancies of the Executive Board, among those recommended by the President, unless otherwise specified by these Bylaws.
- I. Authorizes the representation and participation of PNAMEHi in other non-profit activities and functions of PNAMEHi
- J. Reviews proposed publications by any PNAMEHi member and as they may affect representation of the philosophy, prerogatives, and image of PNAMEHi
- K. Performs such other duties and exercises authority as prescribed in these Bylaws.

## Article VII

### MEETINGS – QUORUM

#### Section 1: MEETINGS

##### A. Executive Board

- 1. The EB shall meet no less than every quarter, on a date and place agreed upon, to address routine issues or other items incidental during such meetings.
- 2. A special or emergency meeting of the Executive Board may be called by the President or upon request of three (3) members of the Executive Board.
- 3. If face-to-face meeting is not feasible, special meetings can be conducted through the best available technology such as video conferences and teleconference calls.
  - a. Ground rules during virtual meetings shall be established
  - b. Ethical guidelines shall be followed as in face-to-face meetings
- 4. Except for special and emergency meetings, notice of all other meetings of the Executive Board shall be sent to each member by E-mail, or telephone at least 30 days prior to the meeting.
- 5. An announcement of the date for the next meeting during or at the end of an EB meeting shall be deemed acceptable in lieu of the 30-day meeting notification stated in #3 above. The announced date of the next meeting as indicated in the minutes of the meeting will serve as notification for those who are present in said meeting and others who are not in attendance but who had been provided a copy of the minutes of the meeting. No other notification will be required to be served
- 6. Votes required to approve an issue: simple majority vote
  - a. Voting shall be by raise of hands, or 'Aye/Nay' votes.
  - b. Sensitive issues will be voted by secret ballot
  - c. Abstention vote indicates refusal of an officer to cast his/her vote, and such will neither be counted as Aye or Nay vote.

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7. All meetings, to include emergency meetings and meetings that are conducted via video conferences or smart phones, will follow the same quorum and voting criteria as in a regular EB meeting.

### B. General Assembly

1. All PNAMHi members shall meet at least once a year.
2. The General Assembly meeting shall include reports from the Executive Board, Standing Committees and Ad Hoc committees, and the Advisory Council.
3. The time, place and composition of other meetings including the General Assembly meeting shall be determined by the Executive Board
4. The voting body of the General Assembly shall be as follows:
  - a. The Executive Board
  - b. All active Chapter and Associate Members.
  - c. Each qualified voter is entitled to only one vote.

### Section 2: QUORUM

- A. A simple majority of the members of the Executive Board will constitute a quorum.
- B. No specified count of individuals is required in General Assembly/Membership meetings. The number of members in attendance shall be accepted as constituting a quorum and shall be considered valid voting majority in making decision on issues brought to the table.

## Article VIII

### NOMINATIONS, ELECTIONS TERMS & VACANCIES

#### Section 1: NOMINATIONS AND ELECTIONS COMMITTEE

- A. The immediate Past President shall assume the Chair position and appoint his/her members.
  1. The appointed members of the NomElec must have been active members of PNAMHi for two (2) consecutive years preceding the appointment.
  2. An appointed member of the NomElec must not be currently running in any of the elective office of the EB
  3. Members of the Nominations and Elections Committee must assume an impartial and neutral position
  4. The appointment of a member of the Nominations and Elections Committee shall be revoked if and when such member shows bias towards one candidate running for an elected position.
- B. Duties and responsibilities of the Nomination and Elections Committee:
  1. Initiates and coordinates the solicitation, reviews, and presents candidates for the next electoral office.
  2. Sends out notification or makes announcement to all members regarding the election and the deadline for nomination.
  3. Prepares a list of nominees accompanied by the nominee's written consent to serve and submits this to the Executive Board for information and review ninety (60) days prior to election.
  4. Prepares and issues the official ballot directly to designated voting members
  5. Receives all ballots for tabulation

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6. Announces election results
7. Addresses issues disputing election results received within and no later than seven (7) days after the election.
8. Settles all issues and disputes about the election results no more than seven (7) days after receiving election complaint.
9. Destroys ballots immediately upon approval or motion by the EB, or until the election issues have been settled.

### Section 2: ELIGIBILITY FOR NOMINATION IN AN ELECTED OFFICE

- A. A nominee must have active membership status for two (2) or more consecutive years immediately preceding an election.
- B. A nominee/candidate for the positions of President-Elect and Vice-President must be PNAMHi members in good standing and either:
  1. Is currently serving in the Executive Board, immediately preceding a nomination.
- OR
2. Is currently a Chairperson of one of the PNAMHi standing committees for a full term (2 years), immediately preceding the election
- C. To be eligible for the other elected offices, a nominee must have demonstrated active participation in activities of PNAMHi at the national and/or chapter level(s)
- D. A nominee may be a candidate for only one office at any given time and, if currently holding an elected office, may not be a candidate for another office, unless the current term expires at the start of the next administration.
- E. Any past president of PNAMHi may run for any office in the Executive Board after two (2) years following the end of his/her term or office
- F. All elected officers except for the President and President-Elect of EB may run for re-election in the same office for two consecutive terms.

### Section 3: ELECTIONS

- A. Elections shall be held biennially around, but no later than, the date of a designated General Assembly/Membership meeting.
- B. Voting shall be done in a manner that will allow an eligible member to cast vote for his/her candidate of choice in full secrecy, through mailed-in ballot or in person during the designated biennial general membership meeting.
  1. Mailed-in ballots should be received by mail no later than the date of the General Assembly/Membership meeting to be counted in
  2. Ballots will be counted by the Nominations and Elections Committee during the same biennial General Assembly/Membership meeting when in-person voting is done.
- C. Only currently active chapter and associate members shall be allowed to cast their votes.

### Section 4: TERMS OF OFFICE

- A. Elected officers and members of the Executive Board shall serve a term of two (2) years, except if re-elected as provided for in Article VIII, Section 2F above.
- B. The term of office of all elected and appointed officers shall start on the first day of the month immediately following their induction into office

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C. Appointed officers, except the Assistant Secretary and Assistant Treasurer, shall serve for a period equal to the term of the appointing administration, unless reappointed anew by subsequent set of officers

### Section 5: VACANCIES AND SUCCESSIONS

A. A vacancy that occurs in an elected office of PNAMHi, due to the incumbent's removal from the office, shall be filled in the following manner

1. President: President-elect shall assume office, or Vice-President, if the former is unable to do so.
  2. President-elect: The Vice-President shall assume the office if the position of President-elect is vacated.
  3. Vice-President: The Secretary shall assume office.
  4. Secretary: Assistant Secretary shall assume office upon appointment by the President with the approval of the EB.
  5. Treasurer: Assistant Treasurer shall assume office upon appointment of the President with the approval of the EB
- B. The Executive Board shall fill all other vacancies.

C. Any member filling any vacancy shall serve the remainder of the term of the office that he/she assumes.

### Section 6: REMOVAL FROM OFFICE

A. Officers and members of the Executive Board may be subject to reprimand, censure, suspension or termination by a two-thirds (2/3) vote of the Executive Board for violating the By-Laws of PNAMHi, misconduct or neglect of duty in office, and/or engaging in any behavior injurious to PNAMHi

B. NO action shall be taken against any officer or member of the Executive Board until he/she has been advised of specific charges, given reasonable time to prepare response, and afforded fair hearing process before the Executive Board.

C. It is also incumbent upon the Executive Board to validate justification of the reason or charges for the disciplinary action imposed on the officer or member of the EB.

Section 7: COMPENSATION. The elected officers shall not receive, nor shall they be entitled to compensation or salary for serving on the Executive Board.

## **Article IX COMMITTEES**

Section 1: The STANDING COMMITTEES of PNAMHi shall be:

A. By-laws

1. Reviews and recommends improvements to Chapter-Bylaws
2. May initiate amendments to the Bylaws for review by the Executive Board.
3. Submits proposed amendments with the Committee's recommendation for action to the EB and the general membership
4. Presents the proposed amendments to the Executive Board no less than 60 days prior to the General Assembly/Membership meeting.

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5. At least thirty (30) days prior to the General Assembly/ Membership meeting where ratification will be taken, presents the proposed amendment, after it has been reviewed by the EB, to the members by acceptable means, such via e-mail.
6. Endorses approval of a subchapter

### B. Education and Research

1. Plans, implements, and evaluates educational program to meet membership needs.
2. Continuously assesses and identifies educational needs of PNAMHi.
3. Collaborates with local schools/universities and PNAA in developing and implementing educational programs in answer to the needs of the members.
4. Conducts research, as needed.
5. Applies for appropriate grants to provide funding for any research project, if any
6. Maintains directory of all Filipino-American nurse researchers.
7. Monitors the progress of any on-going PNAMHi research projects.
8. Evaluates the relevance and impact of PNAA-endorsed and PNAMHi-sponsored research.
9. Identifies national healthcare trends that can be presented in educational conference.
10. Encourage members to participate in PNAMHi/PNAA sponsored research as researchers or respondents.

### C. Budget and Finance

1. Prepares an annual budget for approval by the Executive Board for each fiscal year prior to a General Assembly/Membership meeting.
2. Coordinates with the Committee on Ways and Means regarding meeting the budgetary needs of the organization.
3. Reviews financial summary and makes budget recommendations to the Executive Board.

### D. Legislative and Human Rights

1. Keeps track of the list of state and national legislative initiatives, as well as current and trending issues that directly or indirectly affect healthcare and the practice of nursing and disseminates information to the members.
2. Collaborates with other organizations/agencies in addressing legislation that affect the nursing profession and healthcare
3. Evaluates issues relating to human rights, especially those involving nurses or the minority
4. Recommends policies and positions on human rights issues to the Executive Board and General Assembly/Membership at the annual meeting.
5. Disseminates information on human rights to members, other nurses, healthcare professionals and the public.
6. Communicates knowledge of human rights violations with PNAA and all the chapters.
7. Addresses and responds to concerns related to equal opportunity in human rights

### E. Ways and Means

1. Spearheads organizational ventures to secure funds through reasonable means in support of PNAMHi's mission and goals.

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## F. Communication and Marketing

1. Explores and evaluates means of promoting the interests of PNAHMi.
2. Submits press releases to the news media as approved by the Executive Board.
3. Disseminates information to members and community allies regarding programs and activities undertaken by PNAHMi.
4. Coordinates with state chapters, and other organizations regarding the organization's participation in worthy professional, health-centered and cultural programs locally and nationally.
5. Collaborates with other professional and community organizations to uphold the Filipino culture/heritage; and enhance the professional image of the organization.
6. Works closely with Website and Newsletter Committee in updating the PNAHMi website and publishing the PNAHMi Newsletter by gathering and submitting articles involving the association and other items of interest

## G. Website and Newsletter

1. Updates content of and maintains the PNAHMi website.
2. Solicits postings to the website.
3. Formulates policies and procedures concerning the use of and/or publications to the website.
4. Prepares and submits an annual report during annual meetings.
5. In coordination with Communications and Marketing Committee, publishes the newsletter of PNAHMi.

## H. Membership

1. Develops strategies effecting organizational growth in membership, i.e., promoting recruitment of new members and retention of present/current members
2. Receives, reviews, and coordinates the approval of applications for the formation of subchapters of PNAHMi.
3. Coordinates the renewal of annual membership with the Assistant Secretary.
4. Maintains and evaluates the membership roster of PNAHMi.
5. Creates policies on Rules of Conduct and grounds for discipline

## I. Nominations and Elections

1. Refer to Article VIII, Section 1-3

## J. Awards

1. Publishes the qualifications and criteria for awards.
2. Reviews and analyzes the applications of the candidates.
3. Makes the selection of awardees and recommends it to the Executive Board.
4. Evaluates the efficacy and efficiency of Awards procedures and result.

## K. Community Outreach and Scholarship

1. Collaborates with PNAA and community organizations in promoting programs and projects that are in agreement with PNAHMi mission.
2. Continues active participation with educational programs to benefit new and foreign nursing

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graduates in Maui County and the State of Hawaii.

3. Initiates and supports programs, activities and events towards health promotion and maintenance of a healthy lifestyle for its members

### L. Archive Committee

- a. Keeps and safeguards all official records and files accrued by the organization from its inception
- b. Maintains files of each administration, such as minutes of meetings, especially of the General Assembly and Executive Board meetings

### M. Ethics and Practice

- 1. Establishes Ethical Standards and Rules of Conduct for PNAHMi
- 2. Provides mechanism and recommends actions to resolve ethical conflicts and issues presented to PNAHMi
- 3. Strengthens ethical leadership behaviors by transparency in decision-making
- 4. Addresses ethical concerns reported involving members
- 5. Reviews and analyzes ethical and practice issues affecting PNAHMi and/or local nurses in Maui and Hawaii.
- 6. Recommends and formulates for the Executive Board, a position statement reflective of the beliefs and opinions of the organization

Section 2: The President, with the approval of the Executive Board, shall appoint the chairs and members of the standing committees.

### Section 3: REMOVAL OF COMMITTEE CHAIRPERSON

A committee chairperson shall be relieved of committee leadership in the event of non-performance of duties which may include but not limited to: multiple complaints received by any member of the Executive Board, President, other committee chairs or committee members, of actions that may jeopardize the reputation and positive direction of PNAHMi

### Section 4: COMMITTEE REPORT

Each Committee Chairperson shall submit a written report on committee activities and accomplishments at the Executive Committee and annual General Assembly/Membership meetings.

## Article X

### ADVISORY COUNCIL

#### Section 1: COUNCIL COMPOSITION

- A. The Advisory Council shall be comprised of all past presidents (Circle of Presidents) and advisers as appointed by the President with approval of the EB.
- B. The past presidents as a group, shall be represented at the Executive Board with ONE designated voice from a collective vote by all of the past presidents.
- C. The appointed advisers shall not have a voting role in any decision making by the EB.

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### Section 2: FUNCTIONS OF THE ADVISORY Council

- A. Acts in a consultative capacity and participates in the deliberations and recommendations of the Executive Board.
- B. Takes part in activities to further the mission and goals of PNAMHi

## Article XI

### FISCAL YEAR AND INDEMNIFICATION STATEMENT

#### Section 1: FISCAL YEAR

- A. The fiscal year of PNAMHi coincides with the calendar year, which is January 1 to December 31.
- B. This time follows the PNAA fiscal year.

#### Section 2. INDEMNIFICATION STATEMENT

- A. The organization, PNAMHi, shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an elected or appointed officer, director, committee chair or member against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of EB who are not at that time parties to the proceeding.
- B. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified elected or appointed officer, director, or committee chair or member under this Article shall apply to such elected or appointed officer, director, or committee chair or member with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## Article XII

### OFFICIAL PUBLICATIONS/WEBSITE

#### Section 1: OFFICIAL PRINTED PUBLICATION

- A. PNAMHi shall have a printed publication that will be issued at least one (1) time a year.
- B. The printed publication shall be named as determined by EB

#### Section 2. OFFICIAL WEBSITE

- A. PNAMHi's official website is [pnamhi.com](http://pnamhi.com)
- B. PNAMHi's website will be linked to [www.mypnaa.org](http://www.mypnaa.org)

#### Section 3. OFFICIAL PNAMHI EMAIL

- A. The e-Mail address of PNAMHi will be [pnamhi@yahoo.com](mailto:pnamhi@yahoo.com)

**PNAMHi BYLAWS2022****Article XIII  
AMENDMENTS**

Section 1: Amendments to these Bylaws shall be ratified by a vote of 2/3 of the members present at the General Assembly/Membership meeting of PNAMHi.

Section 2: Voting to accept the amendments of these Bylaws shall be contingent to the proposed amendments having been considered and recommended for ratification by the Executive Board; and, having been presented to current members thirty (30) days prior to the General Assembly/Membership meeting at which time such proposed amendments shall be voted upon.

Section 3: Amendments to these Bylaws coming from members other than the Bylaws Committee shall be submitted to the Executive Board for consideration by petition from at least ten (10) members of PNAMHi at least sixty (60) days prior to the General Assembly.

Section 4: Amendments to these Bylaws shall take effect upon ratification by the General Assembly/Membership.

**Article XIV  
DISSOLUTION**

Section 1: Dissolution of PNAMHi shall be based on approval by three-fourths (3/4) majority vote of all members.

Section 2: Members shall be duly notified thirty (30) days prior to the date of dissolution.

Section 3: Liabilities shall be resolved in the Executive Board meeting and funds (fixed assets) shall be donated to non-profit organizations.

**Article XV  
NONDISCRIMINATION POLICY**

Section 1: PNAMHi is an equal opportunity organization open to all eligible individuals according to Article III.

Section 2: PNAMHi shall not discriminate against any applicant or member on the basis of creed, age, sexual orientation, religion or handicap.

**Article XVI  
PARLIAMENTARY AUTHORITY**

Section 1. PNAMHi proceedings shall be governed by Robert's Rule of Order, Newly Revised, in all cases not covered by these Bylaws.

**Article XVII****MAILING ADDRESS**

Section 1. The postal address of PNAMEHi is P.O. Box 33, Kahului, Maui, HI 96733

Section 2. The primary place of business will temporarily be the residence of the current President until such time when a physical address specific to the organization will be designated.

**SIGNATORIES:**

\_\_\_\_\_  
Lucy Porte  
Parliamentarian & Executive Director

\_\_\_\_\_  
Angelina Saiki  
President, 2022-2024

**Bylaws Committee:**

Lucy Porte, Chair

Jolly Uclary, Co-chair

Luz D. Tabajonda, Member

Approved by: PNAMEHi Executive Board \_\_\_\_\_

Ratified by General Membership: \_\_\_\_\_