



**PHILIPPINE NURSES ASSOCIATION**

**OF**

**METROPOLITAN HOUSTON**

**Constitution and Bylaws**

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## **ARTICLE I**

### **NAME AND LOCATION**

**Section I: Name**

The name of this professional, voluntary, non-sectarian, and non-profit organization is “**PHILIPPINE NURSES ASSOCIATION OF METROPOLITAN HOUSTON**”. Its official abbreviation shall be **PNAMH**. **PNAMH** is a professional organization composed of registered nurses, licensed vocational nurses and student nurses.

**Section II: Location**

The office of the **PNAMH** shall be located at the residence of the current President.

## **ARTICLE II**

### **MISSION STATEMENT, VISION AND CORE VALUES**

**Section I: Mission Statement**

The mission of the Philippine Nurses Association of Metropolitan Houston is to be a united force, supporting its members who are committed to providing opportunities for educational and leadership development, research activities and community outreach for its members, thus making a difference in the society.

**Section II: Vision**

The Philippine Nurses Association of Metropolitan Houston shall be recognized as the leading nursing organization for Filipino-American nurses and its Associate members in the healthcare community.

**Section III: Core Values**

Integrity, Respect, Service, Mentoring, Engagement, Stewardship, Family and Community Collaboration.

## **ARTICLE III**

### **NON-DISCRIMINATORY POLICY**

- Section I:** The Association shall not discriminate against any applicant or member on the basis of race, creed, age, sex, religion, sexual orientation, or handicap. All individuals shall be judged solely on the basis of competence and performance.
- Section II:** The Executive Board shall monitor compliance with this non-discriminatory policy.

## **ARTICLE IV**

### **FISCAL YEAR**

**Section I: Fiscal year of the Association**

The fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

## **ARTICLE V**

### **MEMBERSHIP AND DUES**

**Section I: Membership**

Membership in this Association is a privilege and contingent upon compliance with requirements as specified by the Constitution and Bylaws.

**Section II: Categories**

Categories of membership in this Association are: Active Member, Associate Member, and Honorary Member.

- A. Active Member:** Any Filipino-American nurse who has been granted a license to practice as a Registered Nurse (RN) in the Philippines and/or any state in the United States and its territories.
- B. Associate Member:** Any RN and Licensed Vocational Nurse (LVN) who has been granted a license to practice in the United States and its territories. Student Nurses can be included in this category.
- C. Honorary Member:** A person to whom honorary membership is conferred by virtue that he/she has rendered distinguished service(s) and valuable assistance to the organization in support of achieving the objectives of this

Association. This privilege shall be bestowed upon the approval of the Executive Board.

- D. **Lifetime Member:** Awarded to paid lifetime PNAMH members only and to all past presidents.

### **Section III: Representation**

- A. Active Members are eligible to hold elected offices, have the right to vote, serve on appointed Committees, and exercise and delegate power.
- B. Associate Members shall have the rights and privileges of Active Members except for the following: hold an elected office, act as a Chairperson of a Committee, serve as a delegate to conventions, and have the right to vote.
- C. Honorary Members may serve as resource persons in matters relevant to their specific field of expertise. They have neither voting privileges nor the power to delegate.
- D. Membership status and eligibility shall be determined from information on the application form and shall be noted on the membership card and roster.

### **Section IV: Dues**

- A. Annual membership dues to the Association shall be determined by the Executive Board.
  - 1. Membership dues shall be payable every year with a discount of \$10 for two years' membership.
  - 2. Active and Associate Members shall pay the same membership dues, with the exception of LVNs, who will pay \$25, and student nurses, who will pay \$10.
  - 3. Lifetime members shall only pay the annual PNAA membership fee.
  - 4. Any PNAMH member who recruits four (4) or more members in the current year will be awarded free membership for the next calendar year.
- B. Membership shall be renewed annually in January. Mid-year membership will be prorated as needed.
- C. Delinquency and reinstatement:
  - 1. Any member whose dues are not received on or before expiration of Membership shall be removed from the active roster list and all privileges from the Association shall be withdrawn.
  - 2. Reinstatement will occur upon payment of renewal dues.

## **ARTICLE VI**

### **PARLIAMENTARY AUTHORITY**

All meetings of the Association shall be conducted and governed by the most recent edition of Robert's Rules of Order.

## **ARTICLE VII**

### **OFFICERS AND DUTIES**

**Section I:** The elected officers, numbering fourteen (14), of this Association shall consist of the:

- President
- President-Elect
- Vice-President
- Secretary
- Treasurer
- Auditor
- Business Manager
- Public Relations Officer
- Six (6) Board Members

**Section II:** The appointed officers of this Association shall be the Assistant Secretary the Assistant Treasurer, and the Parliamentarian.

**Section III:** The Elected and appointed officers and the Advisory Board shall constitute the Executive Board of the Association.

**Section IV:** The duties and powers of the officers of the Association shall be such as implied by the inherent nature of their respective titles and all such duties as specified in the Constitution and Bylaws of the PNAMH.

#### **A. President**

The President shall be responsible for the operation of the Association. He/She shall:

1. Prepare the Agenda for all meetings
2. Preside over all meetings of the Board and the Association.
3. Appoint, suspend or remove an officer from office for a legitimate cause with the approval of the Executive Board.
4. Sign all official documents.
5. Appoint all Committee Chairpersons
6. Act as an ex-officio member of all committees with the exception of the Nominating Committee.
7. Represent the Association at meetings and functions of other organizations, or designate an alternate.
8. Appoint Ad Hoc Committees and special task forces.

#### **B. President-Elect**

The President-Elect shall:

1. Perform the duties of the President in the absence or inability of the President to act.
2. Perform other duties as designated by the President or Executive Board.
3. Serve as the chairperson of the Constitution and Bylaws Committee.

**C. Vice-President**

The Vice-President shall:

1. Perform the duties of the President and the President-Elect in their absence.
2. Perform other duties as delegated by the President or Executive Board.
3. Serve as the chairperson of the Policy and Procedure Committee.

**D. Secretary**

The Secretary shall:

1. Record and maintain proceedings of all business meetings.
2. Prepare and distribute meeting minutes to the Executive Board.
3. Report previous General Assembly meeting minutes to the General Assembly.
4. Function as a historian for the Association.
5. Maintain current directory information of all Executive Board members.
6. Preserve reports and records, including Constitution and Bylaws, and standing rules of the Association in the permanent file.
7. Keep on file all pertinent information related to projects, programs, and activities of the Association.
8. Keep on file accurate membership roster compiled and reported by the Membership Committee Chair.

**E. Assistant Secretary**

The Assistant Secretary shall:

1. Issue notices regarding meetings and activities.
2. Assist the Secretary in functions as delegated by the President and/or the Executive Board, and assume the duties of the Secretary in his/her absence.
3. Notify the Executive Board members for Board and special meetings.
4. Serve as a member of the Membership Committee.
5. Send information to subchapters and members regarding projects, programs and activities undertaken by the Association.
6. Keep information on the website current.

**F. Treasurer**

The Treasurer shall:

1. Be responsible for all the financial affairs of the Association.
2. Keep a complete record of all receipts and disbursements.
3. Solicit proposed budget from each Committee chair annually.
4. Prepare annual budget and present to the Executive Board.
5. Perform appropriate banking transactions as designated by the President or Executive Board.
6. Issue the Association's checks, countersigned and approved by the President for all expenditures.
7. Assist in the direction of fund raising activities.
8. Act as a Chairperson of the Budget and Finance Committee.
9. Serve as a member of the Subchapter Formation Committee.
10. Present the financial report at the Executive Board and the General Assembly meetings.

11. Endorse a complete Treasurer's records and funds to the incoming Treasurer no later than 30 days after the incoming Treasurer's induction.

**G. Assistant Treasurer**

The Assistant Treasurer shall:

1. Perform the duties of the Treasurer in his/her absence, excluding issuing checks for reimbursements.
2. Perform such duties as may be delegated by the President or Executive Board.
3. Forward any financial activity received from any source to the Treasurer.
4. Serve as the Vice-Chair of the Membership Committee.

**H. Auditor**

The Auditor shall:

1. Perform a quarterly audit of the Association's funds or as deemed necessary.
2. Submit a written bi-annual audit report to the Executive Board in June and December.
3. Perform other duties as delegated by the President or Executive Board.
4. Serve as a member of the Budget and Finance Committee.
5. Coordinate with the Treasurer for an annual audit performed by an independent auditor.

**I. Business Manager**

The Business Manager shall:

1. Coordinate the business aspects of projects undertaken by the Association.
2. Act as the Chairperson of the Ways and Means Committee.
3. Serve as the Vice-Chair of the Budget and Finance Committee.
4. Serve as the liaison to the PNAMH Foundation.

**J. Public Relations Officer**

The Public Relations Officer shall:

1. Coordinate public relations activities of the Association.
2. Convey all publicity and advertisements to the community and to the public.
3. Act as the Chairperson of the Publicity Committee.

**K. Board Members**

Each Board Member shall:

1. Act as a Chairperson of a standing Committee or be an active member of one or more committees.
2. Perform functions as required by the President or Executive Board.

**L. Parliamentarian**

Ensures compliance with Robert's Rules of Order during meetings.



## **ARTICLE VIII**

### **EXECUTIVE BOARD**

#### **Section I: Executive Board**

The Executive Board, being the governing body of this Association, has power and authority over all affairs of the Association. The Executive Board is composed of all elected and appointed officers. The subchapter presidents are standing members of the Executive Board without voting privileges. In addition, the Advisory Council shall be represented with one (1) designated vote.

#### **Section II: Duties of the Executive Board**

The Executive Board shall:

1. Direct the business and financial affairs of the Association.
2. Review and approve administrative policies.
3. Authorize representation and participation in activities outside of the Association.
4. Review and authorize appropriate publications proposed by any member as they affect the mission and vision of the Association.
5. Approve all filled vacancies appointed by the President.

## **ARTICLE IX**

### **ADVISORY COUNCIL**

#### **Section I: Composition of the Advisory Council**

The Advisory Council shall comprise the past presidents of the Association who have maintained good standing and active participation.

#### **Section II: Functions of the Advisory Council**

The Advisory Council shall:

1. Act in an advisory capacity and participate, with a one (1) vote privilege as a group, in deliberations and proposals during the Executive Board meetings.
2. Participate in activities to further the mission and vision of the Association.

## ARTICLE X

### MEETINGS AND QUORUM

#### **Section I: Meetings**

##### **A. Executive Board**

1. The Board shall meet every other month or as deemed necessary by the President.
2. Special Executive Board meetings may be called by the President or upon request by three members of the Executive Board.
3. A schedule for all meetings shall be sent to all Executive Board members by e-mail on or before January 31<sup>st</sup>.
4. The presence of at least seven (7) members of the Board shall constitute a quorum.
5. The Executive Board members are expected to attend at least 50% of scheduled meetings.
6. For voting purposes, the composition shall be made up of a minimum of six (6) members of the Executive Board and one (1) from the Advisory Council.

##### **B. General Assembly**

1. The General Assembly meeting shall be on the 3<sup>rd</sup> Thursday of the month or as designated by the Executive Board.
2. July and December are designated as sabbatical months.
3. The voting body shall consist of the Executive Board and all members-at-large present at the meeting. A majority, defined as fifty percent (50%) plus one (1), decides. In case of a tie, the officer presiding over the meeting shall break the tie with his/her vote.

#### **Section II: Committees**

Standing and Ad Hoc Committees shall meet as often as necessary.

#### **Section III: Quorum (General Assembly)**

- A. The presence of at least nine (9) members, including 2 members of the Executive Board shall constitute a quorum.
- B. All meetings shall be conducted according to Robert's Rules of Order.

## ARTICLE XI

### COMMITTEES

**Section I: The standing Committees of this Association shall be:**

- |                            |                                     |
|----------------------------|-------------------------------------|
| A. Constitution and Bylaws | H. Legislative/Human Rights         |
| B. Budget/Finance          | I. Scholarship & Awards Recognition |
| C. Ways and Means          | J. Nominations and Elections        |
| D. Membership              | K. Policy and Procedure             |
| E. Education               | L. Sub-chapter Formation Ad Hoc     |
| F. Publicity               | M. Kalusugan Ad Hoc                 |
| G. Community Outreach      | .                                   |

**Section II: The Chairperson and members of the standing Committees**

The Chairperson and members of the standing Committees shall be appointed by the President with the Executive Board's approval. The Committee shall consist of a Chairperson, who is either a member of the Board or an active member, Vice-Chair and at least three (3) members.

**Section III: Composition and Duties**

- A. The standing Committee shall assume its responsibilities relative to its specified objectives.
- B. The President shall appoint the Chairperson of each Committee.
- C. The Chairperson shall have the privilege to select his/her Committee members.

**Section IV: Committee Responsibilities shall be as follows:**

**A. Constitution and Bylaws Committee:**

1. Reviews the Constitution and Bylaws of the Association and submits proposals for amendments to the Executive Board.
2. Presents the proposed amendments to the membership after approval by the Executive Board at least thirty (30) days prior to voting.
3. Endorses approval of membership of a new subchapter.

**B. Budget/Finance Committee:**

1. Prepares an annual budget for approval by the Executive Board.
2. Keeps a record of all disbursements and revenues.
3. Disburses funds for incurred expenses with approval by the President.

**C. Ways and Means Committee:**

1. Secures funds through reasonable means to augment the treasury.
2. Coordinates fund-raising activities.

**D. Membership Committee:**

1. Develops strategies to promote the Association's membership growth, recruitment and retention.
2. Maintains an accurate membership roster of the Association.
3. Acts as a member of the Subchapter Formation Ad Hoc Committee.

**E. Education Committee:**

1. Plans, implements and evaluates educational programs to meet the membership's continuing education requirements.
2. Acts as a resource for subchapters and other nursing organizations in planning and implementing educational programs.
3. Keeps permanent records related to educational offerings specified by the PNAAF and Texas Nurses Association accreditation.
4. Maintains status as a Continuing Education Unit Provider.

**F. Publicity Committee:**

1. Explores means of promoting the interests of the Association.
2. Submits press releases to the news media as approved by the Board.
3. Assists in publishing the newsletter of the Association.

**G. Community Outreach Program Committee:**

1. Keeps the volunteer participation records.
2. Disseminates information about the community activities to members.
3. Serves as the official representative to other community organizations.
4. Assists with the Kalusugan Wellness Program.

**H. Legislative/Human Rights Committee:**

1. Disseminates information regarding current issues and legislative bills that directly and indirectly affect the members and the nursing profession.
2. Collaborates with other organizations/agencies in addressing and supporting legislation affecting the nursing profession and health care.
3. Addresses violation of human rights against any PNAMH member.

**I. Scholarship and Recognition Committee:**

1. Coordinates the nursing scholarship and recognition awards.
2. Reviews the policy regarding the eligibility criteria and qualifications of the applicants and presents to the Executive Board for approval.
3. Presents the list of proposed winners to the Executive Board for approval.

**J. Nominations and Elections Committee:**

Refer to Article XII, Section 1.

**K. Policy and Procedure Committee:**

1. Develops policies and procedures as indicated by the Executive Board.
2. Presents any completed policies to the Executive Board for approval.

**L. Ad Hoc Committees:**

**1. Sub-chapter Formation**

- a. Develops strategies to promote the Association's growth in membership in strategic geographical areas.
- b. Coordinates and assists in the application process for formation of new sub-chapters of this Association.

- c. Submits proposed recommendations for new sub-chapters to the Executive Board for endorsement and approval.

**2. Kalusugan**

- a. Promotes wellness through physical exercises and promotion of good health habits.
- b. Coordinates and assists with community outreach / wellness programs.

**Section V: Committee Report**

Each Committee Chairperson shall submit a report on Committee activities and accomplishments at the Executive Board and General Membership meetings, as well as an annual report at the end of each fiscal year.

**ARTICLE XII**

**NOMINATIONS AND ELECTIONS  
TERMS AND VACANCIES**

**Section I: Nominations and Elections (NOMELEC) Committee**

- A. The Immediate Past President shall automatically serve as the Chairperson of the Nominations and Elections (NOMELEC) Committee.
- B. The NOMELEC Committee shall consist of a Chairperson and three (3) members from the general membership.
- C. To be eligible to serve on the NOMELEC Committee, the appointee must have been an active member of the Association for one (1) year preceding the appointment.
- D. Duties of the Nominations and Elections Committee:
  - 1. Prepares a list of nominees, accompanied by a written intent to serve and submit to the Executive Board for review, sixty (60) days prior to election.
  - 2. Prepares and issues the electronic official ballots to voting members.
  - 3. Officiates election proceedings and tally the ballots.
  - 4. Announces election results.

**Section II: Eligibility to serve in an elected office**

- A. To be eligible to serve for an elected office, a nominee must be a current PNAMH member with at least one (1) year of membership.
- B. To be eligible to serve for the office of President-Elect, a nominee must have been elected and served one term (2 years) in the Executive Council immediately preceding the nomination.
- C. Nominees must have demonstrated active participation in the Association's activities.
- D. A nominee must be a candidate for only one (1) office at any given time.

If currently holding an elected office, a nominee may not be a candidate for another office, unless the current term expires at the time of election.

**Section III: Elections**

- A. The elections shall be held every two (2) years.
- B. Eligibility to vote shall be validated by the current membership list submitted to the NOMELEC at least ninety (90) days prior to election day.
- C. The electronic ballots will be available to the voting members at least thirty (30) days prior to election day.
- D. Plurality elects and in case of a tie, re-voting will be done.

**Section IV: Terms of office**

- A. All elected officers and members of the Executive Board shall serve a term of two (2) years and may be re-elected to the same office for another term. The President and the President-Elect shall each serve only a single two (2)-year term, with no re-election.
- B. When an officer is unable to finish his/her term, the President, with the Executive Board's approval, shall appoint a successor to assume office for the remainder of the term.
- C. In the event the President resigns, the President-Elect will assume the remainder of the term. If the remaining term is six months or more, this will constitute his/her term of office as the President. If the remaining term is less than six months, he/she will serve this remaining term as President in addition to his/her elected term. The Vice-President will assume the term of the President-Elect if the President-Elect vacates office before completion of his/her term.

**Section V: Resignation**

Resignation by any officer shall be submitted in writing to the President. The President will notify the Executive Board and shall respond within two (2) weeks upon receipt of such notice.

**ARTICLE XIII**

**AMENDMENTS**

**Section I:** Amendments to the Constitution and Bylaws shall be ratified by two-thirds (2/3) majority vote at the general membership meetings.

**Provisions:**

- a. Revision of the Constitution and Bylaws shall be limited to no more than one (1) time a year.
- b. The proposed revision of the Constitution and Bylaws shall be presented to the Executive Board by the Constitution and Bylaws Committee Chairperson.
- c. Approval of the revised Constitution and Bylaws shall require two-thirds (2/3) of the Executive Board's vote.

**Section II:** Amendments to the Constitution and Bylaws shall be submitted to the Executive Board for consideration through a petition from at least five (5) members, at least thirty (30) days prior to an Executive Board meeting.

**Section III:** Amendments to the Constitution and Bylaws shall take effect upon ratification by the general membership.

## **ARTICLE XIV**

### **OFFICIAL PUBLICATION**

**Section I: Official Publication of the Association**

The official publication of the Association is named “ PNAMH Matters”.

## **ARTICLE XV**

### **DISSOLUTION**

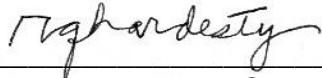
**Section I: In the event of dissolution of the Association**

In the event of dissolution of this Association, approval must be obtained by two-thirds (2/3) majority vote of the Executive Board members. The general membership will be notified within thirty (30) days of dissolution approval. Liabilities and funds will be donated to non-profit organizations.

**END**

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**Signature:**



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Rosnela Hardesty, BSN, RN, CNOR  
President-Elect (2014- 2016))  
Chairperson, Constitution and Bylaws Committee  
Philippine Nurses Association of Metropolitan Houston

**Signature:**



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Pam Windle, MS, RN, NE-BC. CPAN, CAPA, FAAN  
President (2014-2016)  
Philippine Nurses Association Metropolitan Houston

**Revision dates:**

May 21, 2015  
June 10, 2012  
June 12, 2009  
August 20, 2008  
August 31, 2006