



**THE PHILIPPINE NURSES ASSOCIATION OF AMERICA,  
INCORPORATED  
BYLAWS**

**9 July 2022**

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**THE PHILIPPINE NURSES ASSOCIATION OF AMERICA,  
INCORPORATED**

**ARTICLE I**

***NAME***

The name of this organization shall be the PHILIPPINE NURSES ASSOCIATION OF AMERICA, INC., hereinafter referred to as the *Association*. The official abbreviation shall be PNAA.

**ARTICLE II**

***MISSION STATEMENT AND GOALS***

**Mission Statement and Goals:**

As the official professional organization of Filipino-American Nurses in the United States of America (USA), PNAA will uphold the positive image and welfare of its constituent members, promote professional excellence, provide innovative leadership and contribute to significant outcomes to healthcare and society.

**Goals:**

The Goals of the Association shall include, but not be limited to:

- A. Unify Filipino-American Nurses in the USA and its territories.
- B. Develop, implement and evaluate programs in nursing leadership, practice, education and research relevant to professional growth of its members and health care needs of the community.
- C. Facilitate professional and cultural adjustment of Filipino-American Nurses in the USA through collaboration with agencies and organizations in the USA and the Philippines.
- D. Participate actively in professional and cultural activities with professional organizations and agencies in the community and globally.
- E. Review and act on legislation and public policies that directly and indirectly affect healthcare and nursing practice.

F. Advocate for Filipino-American Nurses nationally and globally.

**ARTICLE III**  
***CHAPTERS/REGIONS***

**Section 1: Chapter Formation**

- A. Chapters shall promote the mission and goals of the Association.
- B. Chapters may be organized with a minimum of thirty (30) members that are not members of another Chapter.
- C. The Executive Board shall approve the formation of a Chapter, in accordance with established PNAA Bylaws and procedures.
- D. A chapter may form a subchapter. Formation of a sub chapter must be in accordance with the PNAA and Chapter's Bylaws & Procedures.

**Section 2: Regional Formation**

- A. The Association shall be composed of the following four regions: Western, North Central, South Central and Eastern.
- B. The Executive Board may realign regional boundaries at the request of the membership-at-large.

**ARTICLE IV**  
***MEMBERSHIP and DUES***

**Section 1: Membership** in the Association is a privilege and is contingent upon compliance with the requirements specified in these Bylaws.

**Section 2: Categories of membership** in this Association are:

a) membership through state chapter and b) member-at-large (defined as those with no local state chapter).

- A. **Chapter Member**: A professional registered nurse who is a member of a state local chapter that holds

membership in PNAA, except military personnel who has the option of a Chapter or member-at-large status.

- B. Member-at-large: A professional registered nurse residing in a state where a local chapter does not exist and membership is therefore obtained directly through PNAA.

Section 3: Classification of Members: PNAA members are classified into these categories:

- A. Active member: A professional registered nurse of Philippine ethnic origin, who has been granted a license to practice in any state of the of the United States and/or its territories; and who has paid the required PNAA membership dues to their Chapter or directly to the Association as a *member-at-large*.
- B. Associate member: 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 membership dues to their Chapter.
- C. Student Membership: Any student actively enrolled in an accredited prelicensure Registered Nursing program.
- D. Other member: A professional nurse who has been granted free membership to PNAA for distinguished service to the association. They are:
  - a) honorary member, and b) lifetime members.
  - 1. Honorary member: A professional registered nurse to whom honorary membership is conferred upon by virtue of a majority vote of the PNAA Executive

Board for distinguished service/s rendered towards the achievement of the Association's goals, and/or valuable assistance to the nursing profession.

2. *Lifetime member*:\_Awarded only to all past presidents of the Philippine Nurses Association of America, Incorporated. Past president's privileges include:
  1. Annual membership at the Chapter and national levels,
  2. Complimentary registration at the regional conference' leadership day, education day, networking, and *gala* night.
  3. Complimentary registration at the national convention's leadership day, education day, networking, general assembly, and *gala* night.
  4. Complimentary registration at the international conference' education program and *gala* night.
  5. Votes in national elections.

#### Section 4: Representation/Privileges:

- A. Active members are eligible to hold elected office, serve on elected or appointed committees, and exercise delegate power.
- B. Associate members shall have all the rights and privileges of active members except holding an elected office, chairing a committee, or serving as a delegate to the annual and/or other special meetings.
- C. Honorary members have a voice and may serve as subject matter and resource-consultants in areas of nursing expertise. Honorary members do not have voting or delegate power.
- D. Student Members have the following privileges:

1. May attend regional and national meetings,
  2. May be members of committees
  3. Will not be eligible to vote,
  4. Will not be eligible to hold office in the executive board.
- E. Membership status and eligibility shall be determined from documented data on the application form, and membership shall be duly noted on the current PNA membership roster.
- F. Members shall be eligible for scholarship, awards, recognition, and other benefits as approved by the Executive Board.

#### Section 5: Ethical Standards/Disqualification of Members

- A. The Executive Board may censure or expel a member for cause provided:
1. There was a due process hearing at which the member was permitted to defend himself/herself.
  2. Expulsion from membership requires two thirds (2/3) of the voting members of the Executive Board present.
- B. Any member shall be removed from the membership roster for:
1. Violation of the Association's Bylaws and Rules of Conduct.
  2. Acts of errors and omissions detrimental to the goals of the Association.
  3. Failure and continuous refusal to pay membership fees.
- C. Any member suspended or expelled may be reinstated by a majority vote of the Executive Board members after such



member applied and paid past/delinquent and current dues and assessments.

## Section 6: Dues and Fund

- A. Annual membership dues to the Association shall be determined by the Executive Board, subject to approval, and voted upon by the majority of chapters and members-at-large.
- B. Chapter member dues: The local chapter shall submit a list of their paid PNAA members with addresses; telephone numbers; and the appropriate PNAA fees during their anniversary date for the membership year Jan 1 to Dec 31.
- C. Member-at-large dues: The completed membership application form with the appropriate fee shall be forwarded to the treasurer of the Association (PNAA) and shall be renewed during the member's anniversary date.
- D. Delinquency and Reinstatement
  - 1. Any member whose dues are not received on or before expiration of membership shall be removed from the membership roster and all privileges from the Association shall be withdrawn.
  - 2. Reinstatement shall be by submission of an application and payment of current and delinquent dues.
  - 3. Chapters who do not renew on time and have membership lapsed for more than one (1) year will be assessed a reinstatement fee of \$100.00 and *any additional dues as defined by the Executive Board*.
  - 4. If a member Chapter does not renew for over two (2) years, the Chapter shall complete and follow the application process as a new member chapter *including*:
    - A. *Submission of Chapter Bylaws*
    - B. *Acceptance by the Executive Board*.
- E. In support of its objectives, the Association may collect fees from its members; solicit and accept donations;

and may hold fund raising activities not contrary to law or public policy.

- F. As a non-profit organization, no funds, tangible properties, or any parts thereof; or the proceeds earned or derived from such properties, shall be used to benefit anyone connected with the Association. Funds and/or properties collected or received for, or on behalf of the Association shall belong to PNAA and shall be used solely for the fulfillment of the mission and goals of the Association.

## **ARTICLE V** ***OFFICERS AND DUTIES***

Section 1: The elected officers of this Association shall be: President, President-Elect, four (4) Regional Vice Presidents (RVPs), and four [4] Circle of Presidents Regional Representatives (COPRR) to represent the following regions: Western, North Central, South Central and Eastern; Secretary, Treasurer, Auditor, and five (5) Board Members.

Section 2: The appointed officers of this Association shall be: Assistant Secretary, Assistant Treasurer, Executive Director, and Parliamentarian.

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 this Bylaws.

A. President:

1. Is responsible to the Executive Board and have the approval of the Board for the activities of the Association.
2. Presides at all business meetings of the Executive Board and General Assembly.
3. Represents the Association at meetings and functions of other organizations or designates an alternate.
4. Appoints the Assistant Secretary, Assistant Treasurer, Executive Director, Parliamentarian, all committee chairpersons, and committee members with the approval of the Executive Board.
5. Acts as ex-officio member of all committees except the Committee on Nominations and Elections.
6. Terminates non-functioning committees with the approval of the Executive Board.
7. Performs other duties pertinent to the office.

**B. President-elect:**

1. Performs the duties of the president in the absence or inability of the president to act.
2. Performs other such duties as may be delegated by the president or Executive Board.

**C. Regional Vice-Presidents**

1. Perform the duties of the president-elect in the absence or inability of the president-elect to act.
2. Perform such other duties as may be delegated by the president or Executive Board.
3. Coordinate affairs in the region and be responsible for the proper conduct of such affairs in coordination with the president.
4. Act as the secretary and treasurer of the represented region.

5. Assist in the planning of regional conferences.
6. Collect and edit manuscripts from chapters for submission to the Philippine American Nurses and to the PNAA website.
7. Submit annual report of the region represented as specified in the PNAA policies and procedures.

*D. Secretary:*

1. Records the proceedings of all business meetings.
2. Distributes approved minutes to the Executive Board.
3. Excerpts and submits pertinent data to respective committee chairperson.
4. Preserves reports and records including Bylaws and standing rules of the Association in the permanent file.
5. Keeps on file all other pertinent information regarding projects, programs, and activities of the association. Keeps on file accurate membership roster as compiled and reported by the chairperson of the Membership Committee.
6. Notifies all members of the Executive Board of any updates in the directory as often as they occur through regular mail, e-mail, or both.

*E. Assistant Secretary:*

1. Issues notice regarding meetings and activities.
2. Conducts and maintains a file of the general correspondence of the Association.
3. Sends out information to local Chapters and members-at-large regarding projects, programs, and activities undertaken by the Association.
4. Assists the secretary in functions as delegated by the president, or the Executive Board, and assumes the duties of the secretary in his/her absence or incapacity.

5. Assists the secretary in keeping on-file all other pertinent information regarding projects, programs, and activities of the Association.
6. 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 the Association.
2. Keeps a record of all receipts and disbursements.
3. Executes appropriate banking transactions as designated by the Executive Board.
4. Issues checks of the Association countersigned by the president for purposes approved by the Executive Board.
5. Assists in the direction of fund-raising activities.
6. Presents financial records for examination by designated auditors.
7. Acts as chairperson of the Budget and Finance Committee.
8. Submits a written report of the financial standing of the Association at the annual meeting.

*G. Assistant Treasurer:*

1. Processes membership applications and keeps accurate records of receipts and membership dues.
2. Sends out membership renewal forms to members-at-large and to local chapters.
3. Keeps on file accurate membership roster.
4. Forwards monies received and corresponding reports to the treasurer.
5. Acts as chairperson of the Membership Committee.

6. Assumes other functions delegated by the treasurer with the approval of the Executive Board, and acts in the absence or incapacity of the treasurer.

*H. Auditor*

1. Be responsible for the annual audit of all financial records of the Association by a professional auditor or certified accountant.
2. Prepares (together with the treasurer) the income tax form and files it with the U.S. Internal Revenue Service.

*I. Board Members*

1. Act as chairpersons of a standing committee as appointed or designated.
2. Performs functions as designated by the Executive Board.

*J. The Circle of Presidents Regional Representative (COPRRs)*

1. Performs the duties of the RVP in his/her absence. In the event that the RVP is unable to perform the duties of the office, the Circle of Presidents Regional Representatives (COPRR) will act as the interim RVP until a new RVP has been appointed or elected.
2. In the event that the COPRR has been appointed to the office of the RVP, the region's chapter Presidents may elect or appoint a new COPRR.
3. Reports regional and Chapter issues/concerns and provides information to the RVP.
4. Assesses, plans, implements, and evaluates structures and functions of the *Circle of Presidents*, and makes revisions necessary to meet the changing needs of the Association at the regional and Chapter levels.

*K. Executive Director:*

1. As designated by the Executive Board or President shall:
  - a. Works with the various standing committees and presidents of state chapters to expedite information exchange.
  - b. Enhances the status of PNAA with the national and international nursing communities.
  - c. Implements other decisions of the Executive Board and executes the job description as spelled out in the Bylaws, and the Policy and Procedure Committee guidelines.

L. Parliamentarian

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

**ARTICLE VI**  
***EXECUTIVE BOARD***

Section 1: Executive Board

1. The governing body of this Association shall be the Executive Board, which consists of all elected and appointed officers - including four (4) Circle of Presidents Regional Representatives (COPRR).
2. The Advisory Council as a group shall be represented at the Executive Board with ONE designated vote. The Executive Board has the power and authority over the affairs of the association, except that of modifying the action of the General Assembly.

A. Circle of Presidents

1. The Circle of Presidents (COP) is composed of current chapter presidents from 4 different regions of the PNAA.

2. The COP shall meet annually to discuss and resolve chapter level issues.
3. Current chapter presidents elect their COPRR during the annual COP Forum Meeting held during PNAA National Convention.

*Section 2: Duties of the Executive Board*

1. Directs the business and financial affairs of the Association.
2. Establishes the Association's administrative policies.
3. Fosters growth and development of the Association.
4. Authorizes the formulation and awarding of contracts.
5. Reviews recommendations of the president and determines actions to be taken.
6. Reviews committee reports and determines action to be taken on recommendation.
7. Suspends or expels members of the Association for due cause.
8. Fills all vacancies of the Executive Board unless otherwise specified by the Bylaws.
9. Authorizes the representation and participation of the Association in activities other than the non-profit activities, and functions of the Association.
10. Reviews and authorizes publications proposed by any member as they may affect representation of the philosophy, prerogatives, and image of the Association.
11. Performs other duties, and exercises authority as prescribed in the Bylaws.

**ARTICLE VII**  
***MEETINGS – QUORUM***



## Section 1: Meetings

### A. Executive Board

1. Regular Meetings-Official business of the PNAA can be conducted at regularly scheduled monthly meeting. This can be conducted via electronic meetings using the best available technology.

2. Special Meetings:

The President may call for special meetings of the Executive Board or upon the request by three (3) members of the Executive Board.

This can be conducted through the best available technology. Executive Board members shall be notified of the special meetings at least 24-72 hours prior to the meeting.

2.1 Executive Session: A motion to go into Executive Session is adopted by the majority vote (Fifty percent plus one) of the voting members of the Executive Board present.

3. Notice and agenda of the meeting shall be sent to the Executive Board through the e-mail at least one (1) week prior to the scheduled meeting.
4. Fifty percent (50%) plus one of voting Executive Board members will constitute a quorum.
5. Voting: Fifty percent (50%) plus one of the voting members of the executive board present. The presiding officer breaks the tie.

6. All EB and special EB meetings minutes shall be presented and approved on the next EB meeting.

B. The General Assembly

1. Shall meet once a year.
2. The General Assembly meeting shall be during the summer and shall include a report from the Executive Board, RVPs, President's Circle, Standing and Ad Hoc committees, and the Advisory Council.
3. The time, place, and composition of other meetings and 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 paid members, i.e. PNAAC Chapters, and members-at-large registered at the meeting.
  - c. Each qualified voter is entitled to only one vote (1:1 vote).

Section 2: Quorum

- A. The presence of 20% of the members registered at the convention/conference constitutes a quorum in all meetings.

**ARTICLE VIII**

***NOMINATIONS, ELECTIONS TERMS & VACANCIES***

Section 1: Nominations and Elections Committee

- A. The Nominations and Elections Committee shall consist of five (5) members representing various geographical areas in the

country, appointed by the immediate Past President and approved by the Executive Board.

- B. The immediate past president shall assume the chair position and appoint committee members.
- C. The appointees must have been active members of the Association for two (2) consecutive years preceding the appointment.
- D. Duties and responsibilities of the Nomination and Elections Committee:
  - 1. Initiates and coordinates the solicitation, reviews and presents candidates for national and regional office.
  - 2. Issues circulars and announcements to potential regional and national candidates.
  - 3. Prepares and issues Nomination & Election packets to potential candidates.
  - 4. Prepares the list of nominees accompanied by a written consent to serve and submit this to the Executive Board for information and review ninety (90) days prior to the election.
  - 5. Facilitates display of candidacy materials at regional and national convention meeting events.
  - 6. Prepares (with Website committee) electronic ballots for 1:1 voting members' access.
  - 7. Announces election results to Executive Board within 24 hours of end of voting.
  - 8. Destroys/deletes electronic ballots upon approval or by a motion from the Executive Board.

Section 2: Eligibility to Serve in an Elected Capacity

- A. To be eligible to serve for an elected office, a nominee must have active membership status for two (2) consecutive years immediately preceding the election.

- B. Candidates for the regional vice presidents must be a member in good standing within their respective regions.
- C. To be eligible to serve the offices of president-elect or regional vice presidents, a nominee must have served 2 years within the last 6 years (including the current term)) as either one of the following:
  1. A member of the National Executive Board, OR
  2. A chairperson of a National committee (standing or Adhoc), OR
  3. A president of a chapter

A nominee for Regional Vice-President must come from the region represented.
- D. To be eligible to serve the office of Circle of Presidents Regional Representative (COPRR), the nominee must be a current chapter president of the region he/she is representing. The term of office for a COPRR shall be one (1) year.
- E. To be eligible for any other elected office, the nominee must have demonstrated active participation in activities of the Association at the chapter and national level.
- F. A nominee may be a candidate for only one office at any given time.
- G. Any past president of this Association may run for any office in the Executive Board after two (2) years following the end of his/her term of office.

### Section 3: Elections

- A. One to one (1:1) member electronic elections shall be held biennially.
- B. All chapter members, who have paid their PNAA membership dues, and included in the chapter membership list submitted to PNAA no later than 90

days prior to the first day of the election shall be eligible to vote.

- C. All members-at-large who have paid their PNAA dues no later than 90 days prior to the first day of election are eligible to vote. The member-at-large list shall be provided to the Nomination and Election Committee by the PNAA Membership Chair no later than 60 days prior to the first day of election.
- D. The list of voters shall be provided to the Nomination and Elections Committee by the PNAA Membership Chair no later than 60 days prior to the first day of the election.
- E. Eligibility for 1:1 electronic voting shall be validated against the current list of PNAA paid chapter members submitted to Chair, Membership Committee at least sixty-(60) days prior to Electronic Voting.
- F. Plurality elects, and in case of a tie, choice shall be made by a predetermined process whereby the Executive Board will break the tie.

#### Section 4: Terms of Office

- A. All elected officers and members of the Executive Board, Regional Vice Presidents (RVPs), shall serve a term of two [2] years.
- B. The Circle of Presidents Regional Representatives (COPRR), shall serve a term of one [1] year.
- C. All, except for the president and president-elect, can be re-elected to the same office for another term.

#### Section 5: Vacancies

A vacancy that occurs in an elected office due to inability or ineligibility of the incumbent to perform the duties of the office, or the incumbent's removal from office, shall be filled in the following manner:

1. President: President-elect shall assume office, of vice president, if former is unable to do so.
  2. President-elect: The candidate for RVP who obtained the highest vote in the preceding election shall assume the office.
    - 2.1 The person who assumes office does not automatically become the President-Elect in the next coming Executive Board. The President Elect must be elected.
  3. Regional Vice-President: The Circle of Presidents Regional Representative [COPRR] from the same region will act as the interim RVP. The COPRR will perform the duties of the RVP in the latter's absence or if the RVP is unable to perform the duties of his/her office, until a new RVP has been elected or appointed.
    - 3.1 In the event that the COPRR becomes the interim RVP, the region's chapter presidents shall elect or appoint a new COPRR.
  4. Secretary: Assistant Secretary shall assume office.
  5. Treasurer: Assistant Treasurer shall assume office.
- B. The Executive Board shall fill all other vacancies.
- C. Any members filling any vacancy shall serve the remainder of the term.

Section 6: REMOVAL FROM OFFICE

- A. Absence of officers and members of the Executive Board in fifty percent (50%) of the regular meetings

shall be grounds for termination from office after the Executive Board validates unjustified and/or unexcused absence.

- B. Officers and members of the Executive Board may be subject to reprimand, censure, suspension, or termination from office by a two-thirds (2/3) vote of the Executive Board for violating the By-Laws of the Association; misconduct or neglect of duty in office, absence in 50% of the regular meetings and/or any behavior injurious to the Association.
- C. 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(s), afforded a fair hearing process before the Executive Board.
- D. It is also incumbent upon the Executive Board to validate justification of reason or charges for removal from office.

### 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 this Association shall be:

- 1. Archives
- 2. Awards
- 3. Bylaws
- 4. Budget and Finance
- 5. Communications and Marketing
- 6. Community Outreach

7. Education
8. Ethics
9. Global Affairs
10. Human Rights
11. Legislative
12. Membership
13. Nomination and Election
14. Policy and Procedure
15. Practice
16. Research
17. Scholarship
18. Ways and Means
19. Website

*Section 2: The President, with the approval of the Executive Board, shall appoint the chairs and members of the standing committees. A national committee must have at least four (4) members representing all regions of the PNAA. The committee shall consist of a chairperson who is either a member of the Executive Board or an active member, and at least two (2) other members.*

### Section 3: Removal of Committee Chairperson

A committee chairperson shall be relieved of committee responsibilities in the non-performance of duties which may include but not limited to: multiple complaints that jeopardizes the reputation and positive direction of the Association is received by any member of the Executive Board, chapter presidents, other committee chairs or committee members.

*Section 4: Committee responsibilities shall be as follows:*

1. *Archives*



- a. To store, preserve documents, and records of PNAA activities for legacy and as a learning center for research of the past, the present, and vision for the future.
2. Awards
    - a. Publishes the qualifications and criteria for awards.
    - b. Reviews and analyzes the applications of the candidates.
    - c. Makes the selection of awardees and recommends it to the Executive Board.
    - d. Evaluates the efficacy and efficiency of Awards procedures and results.
3. Bylaws
    - a. Submits to the EB proposed amendments to the Bylaws with the Committee's recommendation for action.
    - b. May initiate amendments to the Bylaws for review by the Executive Board.
    - c. Presents the proposed amendments to the membership after review/approval by the Executive Board. This must be done at least thirty (30) days prior to voting.
    - d. Reviews and recommends changes of chapter Bylaws.
    - e. Endorses approval of a new chapter as a member of PNAA, Inc.
4. Budget and Finance
    - a. Prepares an annual budget for approval by the Executive Board prior to the annual meeting.
    - b. Reviews financial summary and makes budget recommendation on regional conferences, National Convention and International Conference.
5. Communications and Marketing
    - a. Communicates and promotes the interests of the Association.
    - b. Releases newsflash of the Association's current events and publishes a newsletter in a regular basis.

- c. Disseminates information to members through newsflash, newsletter, and social media.
- d. Collaborates with other professional organizations, and community organizations to uphold the Filipino culture/heritage and enhance the professional image of the Association.
- e. Documents and publishes the events of the association in all media forms: newsprint and electronic, on behalf of the association.
- f. Consults and confers with the Executive Board and facilitates the press release of stories and statements affecting the general interests of the association.

#### 6. Community Outreach

- a. Provide a communication and resource forum for chapter community services and programs.
- b. Collaborate with governmental agencies i.e., Office of Minority Health and non-governmental organizations for resource utilization in addressing the health care needs of poor communities in the Philippines and minority groups in the US.
- c. Empower chapters and members of the community to actively participate in their health promotion utilizing our clinical and cultural competencies in health care delivery.
- d. Assist and provide guidance to health-related demonstration programs including research studies that will impact on improving community and global health and prevention of diseases.
- e. Evaluate effectiveness, compliance to regulatory requirements, of community outreach initiatives of chapters in domestic and international locations.

#### 7. Education

- a. Plans, implements, and evaluates educational programs to meet membership needs.

- b. Acts as a resource for local chapters and other nursing organizations in developing and implementing educational programs.
- c. Continuously assesses, identifies, and implements educational programs and needs of the Association.
- d. Prescribes educational content of all regional, national, and international programs.
- e. Identifies core content of all Leadership programs.
- f. Prepares and publishes official education brochures for national and international education programs.
- g. Collaborates with Regional Vice Presidents in planning, and implementing all regional programs
- h. Identifies national health care trends that need to be presented in regional, national, and international educational conferences.

#### 8. Ethics

- a. Establishes Ethical Standards and Rules of Conduct for PNAA.
- b. Provides mechanism and recommends actions to resolve ethical conflicts and issues presented to PNAA.
- c. Strengthens ethical leadership behaviors by transparency in decision-making.
- d. Addresses ethical concerns reported involving chapters/members.

#### 9. Global Affairs

- a. Reviews past and current projects and prioritizes the committee's work.
- b. Provides guidance to interested groups outside of the United States for potential formation of Philippine Nursing organizations.
- c. Collaborates with other PNAA Committees on issues affecting the nursing profession globally such as legislation, practice, human rights, labor migration and ethical recruitment.

- d. Collaborates and coordinates with the Philippine government agencies, non-government organizations (NGO), and educational institutions to promote the welfare of the Filipino-American nurses through education, research, practice, and community outreach.
- e. Collaborates with nursing, health care organizations and other health care entities to advance PNAA goals locally and globally.

**10. Human Rights**

- a. Evaluates issues relating to human rights.
- b. Recommends policies and positions on human rights to the Executive Board at the annual meeting.
- c. Disseminates information on human rights to members, other nurses, healthcare professionals, and the public.
- d. Communicates with all the chapters when human rights are violated.
- e. Addresses and responds concerns related to equal opportunity in human rights

**11. Legislative**

- a. Disseminates information regarding current issues and legislative proposals that directly or indirectly affect the members and the profession.
- b. Collaborates with other organizations/agencies in addressing and supporting legislation that affect the nursing profession and health care.

**12. Membership**

- a. Develops strategies to promote organizational growth in membership and recruitment.

- b. Receives reviews and coordinates the approval of applications for formation of new chapters of this Association.
- c. Endorses approval of the application of a new chapter to the Executive Board after all criteria for membership are met.
- d. Coordinates the annual renewal of chapter membership.
- e. Maintains and evaluates the membership roster of the association.
- f. Monitors and alerts the President and EB to address organization issues and barriers to organizational stability and viability such as:
  - i. Any noticeable decline in chapter membership by 50%,
  - ii. Chapter membership issues, concerns and dissatisfaction.

**13. Nomination and Election:**

Refer to Article VIII, Section 1-3

**14. Policy and Procedure**

- a. Leads, guides, and facilitates the development of organization-wide policies and procedures to standardize operational functions.*
- b. Reviews and recommends as necessary all new and revised PNAA Policies and Procedures and Committee Charter prior to the Executive Board review and approval.*
- c. Promotes consistency in the process of organization-wide policy development.*

**15. Practice**

- a. Reviews and analyzes issues affecting PNAA.

- b. Recommends and formulates for the Executive Board, a position statement reflective of the Association.

*16. Research*

- a. Applies for appropriate grants to provide funding for any research project.
- b. Acts as a resource to any PNAA member who is interested in research.
- c. Reviews all requests and applications for research.
- d. Maintains directory of all Filipino-American nurse researchers.
- e. Monitors the progress of any on-going PNAA research projects.
- f. Evaluates the relevance and impact of PNAA sponsored research projects.

*17. Scholarship*

- a. Develops criteria for various scholarships available to PNAA members.
- b. Receives and reviews applications for scholarships.
- c. Selects scholarship recipient(s) based on determined criteria.
- d. Recommends to the Executive Board the qualified PNAA member as scholarship recipient(s).
- e. Initiates publicity regarding PNAA scholarships.

*18. Ways and Means*

- a. Secures funds through reasonable means to augment the treasury.

*19. Website*

- a. Updates content of the PNAA website.
- b. Solicits postings to the website.

- c. Formulates policies and procedures.
- d. Prepares an annual report during annual meetings.

**Section 4: COMMITTEE REPORT**

Each committee chairperson shall submit a written report on committee activities and accomplishments at the annual business meeting.

**ARTICLE X**  
**ADVISORY COUNCIL**

**Section 1: The Advisory Council** shall be comprised of past presidents after successful completion of term.

**Section 2: Functions of the Advisory Council**

- A. Acts in an advisory capacity and participates, with a one (1) vote privilege as a group, in the deliberations and recommendations of the Executive Board.
- B. Participates in activities to further the purpose and functions of this Association.

**ARTICLE XI**  
**FISCAL YEAR**

Section 1: The fiscal year of this Association coincides with the fiscal year, which is January 1 to December 31.

**ARTICLE XII**  
**OFFICIAL PUBLICATIONS**

PNAAs will have for its official media communication: a website, a peer reviewed journal, and a newsletter.

**ARTICLE XIII**

## ***AMENDMENTS***

### **Section 1:**

Proposed amendments to the Bylaws shall be sponsored by a PNAA Committee or a PNAA EB Sponsor.

If proposed by a member, a chapter, or a special interest group, other than by a PNAA Committee, a member of the Executive Board must sponsor such proposal.

### **Section 2:**

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

Section 3: Amendments to the Bylaws shall be submitted to the Executive Board by the Bylaws Committee Chair or its designee, no later than ninety [90] days prior to the General Assembly.

Section 4: The Executive Board shall deliberate on the proposed amendment and approve with a two-thirds [2/3] vote of members present for recommendation to the General Assembly.

Section 5: The Bylaws Committee Chair, the parliamentarian and the president shall review Executive Board's approved amendments for consistency and congruency to the current Bylaws. Dissemination to the General Assembly shall be initiated within thirty (30) days prior to the General Assembly.

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



Section 7: Amendments to the Bylaws shall take effect upon two-thirds (2/3) vote ratification by the General Assembly.

Section 8: Ratified Bylaws shall be made available to the general membership via the website and other means of current communication within thirty (30) days after the General Assembly.

**ARTICLE XIV**  
***DISSOLUTION***

Section 1: In the event of dissolution of this Association, the membership shall be notified, and approval obtained by two-thirds (2/3) vote of members of the Executive Board, thirty (30) days prior to dissolution.

Liabilities will be resolved in the executive board meeting and funds (fixed assets) donated to non-profit organizations.

**ARTICLE XV**  
***NONDISCRIMINATION POLICY***

Section 1: The Association shall not discriminate against any applicant or members on the basis of race, creed, age, sex, and sexual orientation, religion, or handicap. All such shall be judged solely on the basis of competence and performance.

Section 2: The Executive Board of the Association shall monitor compliance with this nondiscrimination policy and shall include a statement that the "Association is an equal

opportunity group or employer” in all its advertisements and publications.

**ARTICLE XVI**  
***PARLIAMENTARY AUTHORITY***

*Robert’s Rule of Order Newly Revised*, shall govern this Association in all cases not covered by these Bylaws.

**ARTICLE XVII**  
***PLACE OF BUSINESS***

The principal location and mailing address of the Association shall be: 1346 How Lane, Suites 109,110 North Brunswick, NJ 08902

**Submitted by:**

**Jeanette N. Livelov, DNP, MS/MBA,RN, NEA-BC**  
Chairperson, Bylaws Committee, 2016-2018  
August 14, 2017

**Approved by:**

**Dino Doliente III, MBA, BSN, RN**  
President, PNAA Inc. 2016-2018  
August 14, 2017

**Appendix A**  
**The Philippine Nurses Association of America, Incorporated**  
*Assessing Bylaws Rubric*

**PNAA Bylaws** are the governing documents of the organization.

They are set core rules that must be followed in conducting PNAА affairs.

**PNAА Bylaws Committee** reviews PNAА bylaws regularly to ensure relevance, clarity, consistency and alignment with PNAА mission and goals. This Bylaws Assessment Form specifies core articles, rules and criteria for writing, formatting and evaluating PNAА bylaws and can be used as a guideline in reviewing chapter members' Bylaws.

Criteria	Met	Not Met	Comments
<p><b>Article I: Name</b></p> <p><input type="checkbox"/> States complete name and any abbreviations used.</p>			
<p><b>Article II: Mission Statement &amp; Goals</b></p> <p><input type="checkbox"/> States the mission of your <b>Organization</b></p> <p><input type="checkbox"/> States the goals of your <b>Organization</b></p>			
<p><b>Article III: Chapter Formation (Optional)</b></p> <p><input type="checkbox"/> States the process of forming sub chapters.</p>			
<p><b>Article IV: Membership &amp; Dues</b></p> <p><input type="checkbox"/> Specifies who can be a member.</p> <p><input type="checkbox"/> Specifies categories of membership.</p> <p><input type="checkbox"/> States membership privileges.</p> <p><u>Provides information regarding:</u></p> <p><input type="checkbox"/> Process for determining annual membership dues.</p> <p><input type="checkbox"/> Consequence when dues are not paid.</p> <p><input type="checkbox"/> Process as how a member gets reinstated.</p> <p><input type="checkbox"/> Grounds for disqualification as a member.</p>			
<p><b>Article V: Officers &amp; Duties</b></p> <p><input type="checkbox"/> States the elected officers of the organization</p> <p><input type="checkbox"/> States the duties and powers of the officers.</p>			

Criteria	Met	Not Met	Comments
<p><b>Article VI: Executive Board</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> State the members of the Executive Board.</li> <li><input type="checkbox"/> States the duties of the Executive Board members</li> </ul>			
<p><b>Article VII: Meetings - Quorum</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> States the frequency of the Executive Board.</li> <li><input type="checkbox"/> States the frequency of the General Assembly meetings.</li> <li><input type="checkbox"/> Identify the exact number or percentage of attendees in determining a quorum.</li> </ul>			
<p><b>Article VIII: Nominations, Election Terms &amp; Vacancies</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Explains the nominations process.</li> <li><input type="checkbox"/> States the duties and responsibilities of the Nominations and Elections Committee.</li> <li><input type="checkbox"/> Identifies the chair and members of the Nomination and Elections Committee.</li> <li><input type="checkbox"/> States the eligibility to serve in an elected capacity.</li> <li><input type="checkbox"/> Explains the election procedures, dates and requirements.</li> </ul>			

Criteria	Met	Not Met	Comments
<input type="checkbox"/> States duration of terms of the officers. <input type="checkbox"/> Explains the process of filling up vacancies. When vacancies occur which position(s) is/are not automatically filled, include nomination process. <input type="checkbox"/> Explains the process of removing officers and members of the Executive Board.			
<b>Article IX: Committees</b> <input type="checkbox"/> List standing committees. <input type="checkbox"/> States committee members' responsibilities.			
<b>Article X: Advisory Council</b> <input type="checkbox"/> States the composition of the Advisory Council. <input type="checkbox"/> States the responsibilities of the Advisory Council.			
<b>Article XI: Fiscal Year &amp; Indemnification</b> <input type="checkbox"/> States the fiscal year of <b>the Organization</b> <input type="checkbox"/> Includes a statement of indemnification.			
<b>Article XII: Official Publications</b> <input type="checkbox"/> States the official publication of the Organization			

Criteria	Met	Not Met	Comments
<input type="checkbox"/> States the frequency of publication.			
<b>Article XIII: Amendments</b> <input type="checkbox"/> Explains amendments process and outcomes. <input type="checkbox"/> Explain required timelines for amendments. <input type="checkbox"/> States required votes for amendments to pass.			
<b>Article XIV: Dissolution</b> <input type="checkbox"/> States the process for dissolution <input type="checkbox"/> States the required votes for dissolution to occur.			
<b>Article XVI: Nondiscriminatory Policy</b> <input type="checkbox"/> Includes a nondiscriminatory policy in the bylaws.			
<b>Article XVI: Parliamentary Authority</b> <input type="checkbox"/> States the meeting rules of order.			
<b>Article XVII: Place of Business</b> <input type="checkbox"/> State the primary location and mailing address of the Organization			

Revised from PNAA Bylaws 2012-2014 July 30, 2014

PNAA Form for Assessing PNAA and Chapter Members Bylaws

  
Maria Rosario D. Gonzales DPA, RN, MSN, NE-BC

Chairperson, PNAA Bylaws Committee 2014-2016  
August 12, 2016

**Approved by:**

**Leticia Hermosa RN Esq.**

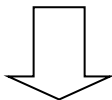
President, PNAA Inc. 2014-2016  
August 12, 2016

Date Reviewed: August 14, 2017

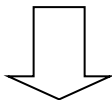
**APPENDIX B**

**The Philippine Nurses Association of America, Incorporated**  
*PNAA Membership List Submission to NOMELEC Flowchart*

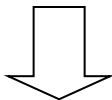
**On or Before Ninety (90) days Prior to the First Day of the Election**  
**PNAA Chapters submits Chapter Membership List of Paid**  
**PNAA Members to PNAA**



**PNAA Membership Chair Receives Paid Membership List of Chapters**  
**PNAA Membership Chair Reconcile Paid Member-at-Large List and**  
**Paid Chapter Membership List with PNAA Treasurer**



**On or Before Sixty (60) Days Prior to the First Day of the Election**  
**PNAA Membership Chair Submits all Paid Chapter Membership List**  
**and Member-at-Large list to NOMELEC**



**NOMELEC Receives List and Generates List of PNAA Voting**  
**Members**

**Membership List Submission to NOMELEC Process**

**Jeanette N. Livelio, DNP, MS/MBA, RN, NEA-BC**  
Chair, PNAA Bylaws Committee 2016-2018  
August 14, 2017

**Approved by:**

**Dino Doliente III, MBA, BSN, RN**  
President, PNAA Inc. 2014-2016  
August 14, 2017

**Ratified on July 24, 2021**

*emcdejesus*

**Elena De Jesus BSN RN**  
**Bylaws Committee Chair 2020-2022**

*Mary Joy Garcia-Dia*

**Mary Joy Garcia- Dia, DNP, RN, FAAN**  
President, 2020-2022

Reviewed and amended Articles IV, VII, VIII, and IX  
Executive Board Approval on March 30, 2022  
Ratified by the General Assembly on July 9, 2022

*emcdejesus*

**Elena De Jesus BSN RN**  
**Bylaws Committee Chair 2020-2022**

*Mary Joy Garcia-Dia*

**Mary Joy Garcia-Dia DNP, RN, FAAN**  
**PNAA President 2020-2022**