



# **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 the “**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 professional nursing organization for Filipino-American nurses and its Associate/Affiliate members in the 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 based on race, creed, age, sex, religion, sexual orientation, and disabilities. 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 May 1 to April 30.  
The current President is expected to provide a yearend report by April 30 annually.

### **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 Members, Associate Members, Student Nurse Members, 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:** A professional nurse of non-Philippine ethnicity, who has been granted a license to practice in the country of origin and or any state / territory of the United States (US).
- C. Affiliate Members:**
1. Licensed Vocational Nurse (LVN) who has been granted a license to practice in the United States and its territories.
  2. Student Nurse Member: Any student nurse/s enrolled in any accredited Nursing School.
- D. 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.

- E. **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: holding an elected office, chairing a committee, or serving as a delegate to the annual and/or other special meetings.
- C. Affiliate member: LVN 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 and only eligible to vote on PNAMH election.
- D. Affiliate member – Student nurse is not eligible to vote.
- E. 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.
- F. 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 EB. Membership dues can be re-assessed anytime as needed.
  - 1. Membership dues can be payable every year or every 2 years with discount.
  - 2. LVNs shall pay PNAMH dues.
  - 3. Student Nurses shall pay PNAMH dues.
  - 4. Lifetime members shall only pay PNAA membership fee per year.
- B. All new members and renewals applications shall be registered electronically through PNAA website. Membership Chair shall assist electronic application as requested or as needed.
- C. Renewal, delinquency and reinstatement:
  - 1. PNAA Membership Chair sends renewal list to PNAMH President and/or PNAMH Membership Chair. PNAMH Membership Chair will follow up and send notice of renewal to members before expiration dates.
  - 2. Reinstatement will occur upon payment of membership 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:** A total of thirteen (13), elected officers of this organization shall consist of the:

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

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

**Section III:** The Elected and appointed officers and the Advisory Council (AC) shall constitute the Executive Board (AC) 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 prior to the scheduled meeting.
2. Preside over all meetings of the EB and the general membership.
3. Recommend suspension or removal of an officer from office for a legitimate cause with the approval of the EB.
4. Sign all official documents.
5. Appoint all Committee Chairpersons as approved by the EB.
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.
9. Serve as the liaison to the PNAMH Foundation.

#### **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. Serve as the chairperson of the Policy and Procedure(P&P) Committee.
3. Perform other duties as delegated by the President or EB.

**D. Secretary**

The Secretary shall:

1. Record and maintain proceedings of all business meetings.
2. Prepare and distribute EB meeting minutes to the EB members and AC.
3. Report previous General Assembly meeting minutes to the General Assembly meeting.
4. Maintain current directory information of all Executive Board members.
5. Keep reports and records, including Constitution and Bylaws, P & P, and standing rules of the Association in the permanent file.
6. Keep on file all pertinent information related to projects, programs, and activities of the Association.
7. Collaborate with Archives Committee in preserving documents.

**E. Assistant Secretary**

The Assistant Secretary shall:

1. Assist the Secretary in functions as delegated by the President and or the EB and assume the duties of the Secretary in his/her absence.
2. Issue notices regarding meetings and activities.
3. Notify the EB and AC for all 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.

**F. Treasurer**

The Treasurer shall:

1. Be responsible for all the financial affairs of the Association.
2. Act as a Chairperson of the Budget and Finance Committee.
3. Keep a complete record of all receipts and disbursements.
4. Solicit proposed budget from each Committee chair annually.
5. Prepare annual budget and present to the Executive Board.
6. Perform appropriate banking transactions as designated by the President or Executive Board.
7. Issue the Association's checks, countersigned and approved by the President for all expenditures.
8. Present monthly financial report to the EB and at General Assembly meetings.
9. Endorse a complete Treasurer's records and funds to the incoming Treasurer.

**G. Assistant Treasurer**

The Assistant Treasurer shall:

1. Perform the duties of the Treasurer in his/her absence, excluding issuing checks for reimbursements.
2. Serve as the Vice-Chair of the Membership Committee.

3. Perform such duties as may be delegated by the President or EB.

#### **H. Auditor**

The Auditor shall:

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

#### **I. Public Relations Officer**

The Public Relations Officer shall:

1. Act as the Chairperson of the Publicity Committee.
2. Act as Website administrator
3. Coordinate public relations activities of the Association
4. Convey all publicity and advertisements to the community, and to the public.
5. Coordinates and in charge of all vendors before and during seminars.
6. Write and publish all PNAMH events to the website and social media.

#### **J. Board Members**

Each EB shall:

1. Act as a Chairperson of a standing Committee.
2. Perform functions as required by the President or EB.

#### **K. Immediate Past President**

1. Act as chair for Nomination Committee

#### **L. Parliamentarian**

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

## **ARTICLE VIII** **EXECUTIVE BOARD**

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

The EB, being the governing body of this Association, has power and authority over all affairs of the Association. The EB is composed of all elected and appointed officers. In addition, the AC shall be represented by 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 AC shall comprise of the past presidents of the Association who have maintained PNAA membership and good standing. AC can be a member and or advisor of other PNAA Chapter.

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

The Advisory Council shall:

1. Act in an advisory capacity and participate in deliberations and proposals during the Executive Board meetings.
2. The Advisory Council shall have one (1) representative during the meetings to cast one (1) vote on deliberations/proposals.
3. AC Representative is responsible for communicating to all AC.
4. Participates 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. Scheduled meetings shall be sent by the President to all EB members and AC by e-mail immediately after assuming office.
4. The presence of at least seven (7) members of the Board shall constitute a quorum.
5. The EB members are expected to attend at least 50% of scheduled meetings per year.
6. For voting purposes, the composition shall be made up of a minimum of six (6) members of the EB and one (1) from the AC.

##### **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 all PNAMH members 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. Ethics                           |
| F. Publicity/Website       | M. Archives                         |
| G. Community Outreach      |                                     |

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

1. Six (6) elected Board Members shall be the Chairperson of the following standing Committees: Membership, Education, Community Outreach, Ways and Means, Legislation/Human Rights, and Scholarship/Awards.
2. After election, the President with the Executive Board's approval shall appoint each elected Board Member as Committee Chairperson.
3. The Committee shall consist of a Chairperson, Co-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 Chairperson shall have the privilege to select his/her Co-Chair, and Committee members.

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

**A. Constitution and Bylaws Committee:**

1. Shall be chaired by the President-Elect
2. Reviews the Constitution and Bylaws of the Association at least once during the 2 year term; submits proposals for amendments to the **EB**.
3. Presents the proposed amendments to the membership after approval by the EB at least thirty (30) days prior to voting.

**B. Budget/Finance Committee:**

1. Shall be chaired by the Treasurer.
2. Prepares an annual budget for approval by the Executive Board.
3. Keeps a record of all disbursements and revenues.
4. 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 and the business aspects of projects undertaken by the Association.
3. Serve as the Member of the Budget and Finance Committee.

**D. Membership Committee:**

1. Develops strategies to promote the Association's membership growth, recruitment, and retention; leads strategic program developed to promote the Association membership recruitment.
2. Coordinates with PNAMH President in maintaining accurate PNAMH membership roster to synchronize with PNAA Membership Chair list.

**E. Education Committee:**

1. Plans, implements and evaluates educational programs to meet the members' education needs.
2. Apply and obtain Continuing Education efficiently and timely.
4. Keep records of all educational activities and its contact hours.

**F. Publicity Committee/Website:**

1. Shall be chaired by the PRO
2. Explores means of promoting the interests of the Association.
3. Submits press releases to the news media as approved by the Board.
4. Assists in publishing PNAMH activities in the website and social media.
5. Writes, edits and publishes events locally and to PNAA newsletter

**G. Community Outreach Program Committee:**

1. Evaluates, plans, recommends, and implements all community outreach programs that are beneficial to PNAMH and the community it serves.
2. Generates a yearly calendar of all community outreach activities.
3. Disseminates the community outreach information to the EB and general membership.
4. Provides and keep volunteer participation records.
5. Serves as the official representative to other community organizations.

**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 Awards Committee:**

1. Coordinates the nursing scholarship; Outstanding Filipino Nurse and Associate recognition awards annually.
2. Reviews the policy regarding the eligibility criteria and qualifications of the applicants annually and presents to the Executive Board for approval.
3. Presents the committee reviewed / approved awardees to the Executive Board for approval.
4. Sends formal letter to awardees and non-awardees.
5. Facilitate and coordinate induction awarding venue and event as approved by President and Executive board

**J. Nominations and Elections Committee:**

1. Shall be chaired by the immediate Past President  
Refer to Article XII, Section 1.

**K. Policy and Procedure Committee:**

1. Shall be chaired by the Vice President
2. Develops policies and procedures as indicated by the Executive Board.
3. Review and revise current P & P at least once during the 2 year term.
4. Presents any completed policies to the Executive Board for approval.

**L. Ethics**

1. Chairperson is appointed by the President
2. Develops ethical standards and rules of conduct.
3. Ensure that all PNAMH members are always compliant at all meetings and activities.

**M. Archives:**

1. To store, preserve documents, and records of PNAMH activities for legacy and as a learning center for research of the past, the present, and vision for the future.

**Section V: Committee Report**

Each Committee Chairperson shall provide a verbal report on Committee activities and accomplishments at the Executive Board and General Membership meetings. Submit a written report to the President if unable to attend the 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. NOMELEC will validate members' voting eligibility from current membership list obtained at least ninety (90) days prior to election.
- C. NOMELEC will send electronic ballots to eligible members at least thirty (30) days prior to election.
- D. Election will be held for 2 weeks.
- E. 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 of the members present 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".

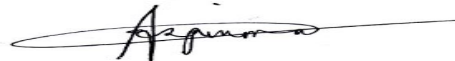
## **ARTICLE XV** **DISSOLUTION**

### **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 EB members. The general membership will be notified within thirty (30) days of dissolution. Funds will be donated to non-profit organizations selected and approved by the EB.

**END**

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**Signature:**

\_\_\_\_\_  
Aleza G. Espinosa MBA-HCM, BSN, CVRN-BC  
President-Elect (2020-2022)  
Chairperson, Constitution and Bylaws Committee  
Philippine Nurses Association of Metropolitan Houston



**Signature:**

\_\_\_\_\_  
Arlita C. Pang, BSN, RN  
President, 2020-2022  
Philippine Nurses Association Metropolitan Houston

#### **Revision dates and Chair:**

**March 10, 2022:** Aleza Espinosa, President Elect  
May 13, 2020: Arlita C. Pang, President Elect  
May 21, 2015: Rosnela Hardesty, President Elect  
June 10, 2012  
June 12, 2009  
August 20, 2008  
August 31, 2006