

# BYLAWS OF THE TEXAS ASSOCIATION OF PERIANESTHESIA NURSES

## ARTICLE I NAME

**Section 1.1** Name. The name of this professional organization shall be the Texas Association of PeriAnesthesia Nurses (TAPAN), hereinafter referred to as the Association.

## ARTICLE II MISSION

**Section 2.1** Mission Statement. The Texas Association of PeriAnesthesia Nurses, as a component of the American Society of PeriAnesthesia Nurses, advances nursing practice through education, research and standards.

## ARTICLE III MEMBERSHIP

**Section 3.1** General. Membership in the Association shall be a privilege contingent upon compliance with the bylaws of ASPAN and such other requirements as the ASPAN Board of Directors may establish. To qualify for membership in the Association, the individual must be a member of ASPAN.

**Section 3.2** Classes. The classes of members are determined by ASPAN and are as follows: Active, Affiliate, Retired, Honorary, Student, Corporate, International. Corporate membership is not available at the Association level.

**Section 3.2.1** Active. Active members shall be duly licensed nurses who currently practice in good standing, at least part-time, in perianesthesia nursing, or in management, teaching, or research of perianesthesia nursing.

**Section 3.2.2** Affiliate. Affiliate members shall be duly licensed health care professionals who have an interest in perianesthesia nursing.

**Section 3.2.3** Retired. Retired members shall be members in good standing who, immediately prior to retirement or permanent disability, were active members.

**Section 3.2.4** Honorary. Honorary members shall be past presidents of ASPAN, and persons who have rendered distinguished or valuable service to ASPAN or perianesthesia nursing and have been selected as honorary members by the Representative Assembly.

**Section 3.2.5 Student.** Student members shall be individuals pursuing education leading to eligibility to sit for the registered nurse licensing examination.

**Section 3.2.6 Corporate.** Corporate members shall be companies or organizations that support the mission, purpose and goals of ASPAN.

**Section 3.2.7 International.** International members shall be any duly licensed health care professionals who have an interest in perianesthesia patient care and reside outside of the U.S. and Bermuda.

**Section 3.3 Representation.** Active members in good standing may hold office in the Association. Active and retired members in good standing may serve on or chair a committee of the Association. Active and retired members shall have the right to vote on matters submitted to a vote of the general membership of the Association. Proxy voting is not permitted.

**Section 3.4 Benefits.** All members of the Association in good standing shall receive all official publications and notices of ASPAN and the Association.

**Section 3.5 Application and Dues Assessment.**

**Section 3.5.1 Application.** Any person desiring membership in the Association shall submit a written, signed membership application to ASPAN.

**Section 3.5.2 Dues Assessment.** All members of ASPAN, except Honorary Members, shall be assessed dues which shall be recommended by the ASPAN Board of Directors and shall be approved by the Representative Assembly of ASPAN. Members are delinquent if their dues are not received within sixty (60) days of the date upon which the dues are payable; after that point, membership shall be terminated.

**Section 3.5.2.1** The Association Component dues are determined by the Executive Board. This portion of the dues shall be reviewed and amended as necessary, in accordance with ASPAN policy.

**Section 3.6 Termination.** Members who do not adhere to ASPAN's Bylaws and Policies, may have their membership terminated by the Board of Directors. Termination action shall not be taken until a member is advised of specific rationale for termination and given the opportunity for due process in accordance with policy. Termination of membership shall also occur upon death of the member.

## **ARTICLE IV MEETING OF MEMBERS**

**Section 4.1** Annual Meeting. The annual meeting is designated as the State Conference, with the time and place determined by the Executive Board.

**Section 4.2** Special Meetings. A special meeting of the membership may be called at any time by the Association President, by a majority vote of the Executive Board, or upon written request of twenty-five (25) percent of the Active and Retired members. If a special meeting is called other than by the action of the President or the Executive Board, the persons requesting the meeting shall deliver a written request to the President or Secretary with the date, time, place and purpose of the meeting. The officer receiving the request shall cause notice for such special meeting to be given to the members as provided in the Bylaws.

**Section 4.3** Notice of Annual or Special Meetings. Electronic notice of any annual or special meeting of members shall be delivered not less than ten (10) or more than fifty (50) days before the date of such meeting. The notice shall specify the place, date and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called.

**Section 4.4** Quorum. The presence of one-tenth of the members eligible to vote shall constitute a quorum for the transaction of business.

## **ARTICLE V EXECUTIVE BOARD**

**Section 5.1** Powers. The Executive Board has the power, authority, and responsibility to manage the affairs of the Association.

**Section 5.2** Composition. The Executive Board consists of the elected officers of the Association and ex-officio members appointed by the President.

**Section 5.2.1** During the first year of a new treasurer's term of office, the outgoing treasurer shall assume the ex-officio office of Treasurer Emeritus.

**Section 5.3** Officers. The officers of the Association shall be the President, Vice-President/President-Elect, Second Vice-President, Immediate Past President, Secretary, and Treasurer. All officers shall be elected by a vote of the membership in accordance with policy and procedures. The responsibilities of each officer will be set forth in policies and procedures. Each officer shall hold current ASPAN/TAPAN membership, have been an active member of the Association for a minimum of two (2) years, have served in a leadership role at any level in the Association, or have previous experience in a leadership role in another professional organization.

**Section 5.4** Terms and Eligibility. Active members in good standing shall have the right to hold office in the Association. Only one office may be held by the same person at any one time.

**Section 5.4.1** President, Vice-President/President-Elect, and Immediate Past President. The President, Vice-President/President-Elect and Immediate Past President shall hold office for a term of two (2) years, or until their respective successors have been duly elected and qualified. At the expiration of the President's term, the Vice-President/President-Elect shall automatically assume the office of president and the President shall automatically assume the office of immediate past president. The office of vice-president/president-elect shall require experience at the Association level as a region officer or committee chair or at the national level as Regional Director or committee chair.

**Section 5.4.2** Second Vice-President. The Second Vice-President shall be elected for a two-year term in the odd-numbered years. The office of second vice-president requires experience as an Association region officer or committee chair.

**Section 5.4.3** Secretary. The Secretary shall be elected for a two-year term in the odd-numbered years. The office of secretary shall require experience as an officer or committee chair in a professional organization.

**Section 5.4.4** Treasurer. The Treasurer shall be elected for a two-year term in the even-numbered years. The office of treasurer shall require experience as an officer or committee chair in a professional organization.

**Section 5.4.5** Ex-Officio Members. Ex-officio members of the Executive Board shall be appointed by the President, and shall not have voting privileges on the Board. With the approval and consent of the Executive Board, ex-officio members, excepting the Treasurer Emeritus, may serve unlimited consecutive terms.

**Section 5.4.5.1** Policy and Procedure Coordinator. The Policy and Procedure Coordinator shall be appointed to a two year term, on even numbered years, by the President at the beginning of her/his term. The Policy and Procedure Coordinator shall also serve as Parliamentarian at Executive Board meetings.

**Section 5.4.5.2** Treasurer Emeritus. The outgoing Treasurer shall assume the ex-officio of Treasurer Emeritus, and serve a one year term only. In a year with no newly elected Treasurer, there shall be no Treasurer Emeritus.

**Section 5.4.6** ASPAN Representatives. The President and Vice-President/President-Elect shall represent the Association at the ASPAN Representative Assembly. Alternates shall be appointed by the President as necessary. At least one of the appointed alternates shall be a member of the Executive Board.

**Section 5.5** Terms of Office. Any elected member of the Executive Board, other than the President, Vice-President/President-Elect, and Immediate Past President, may succeed herself/himself for one successive term in the same office. Any person filling an unexpired term for not less than one-half of the term shall be deemed to have served one term.

**Section 5.5.1** In the event that no qualified candidate steps forward to seek election for an expiring office, the Executive Board shall, by a majority vote, and with the consent of the incumbent officer, override the term limit for one additional term.

**Section 5.6** Vacancies. Any vacancy of an Executive Board position shall be filled by the Board for the remaining term, with the exception of President which is automatically filled by the President-Elect. If the President-Elect fills the President's unexpired term, the office of Immediate Past President shall remain vacant until the next term of office. In the event of a vacancy in the Office of the Vice-President/President-Elect, a special election may be called in accordance with policy.

**Section 5.6.1** In special circumstances, when a vacancy in the office of Vice-President/President-Elect occurs, and no candidate steps forward in a timely manner to seek election to fill the unexpired term, the incumbent President and Immediate Past President shall remain in office for one additional term to provide continuity in the governance of the affairs of the Association.

**Section 5.7** Removal. Any member of the Executive Board, regardless of the manner of election or appointment, may be removed from office by a majority affirmative vote by the Executive Board, when in its judgment, the best interests of the Association would be served thereby. Such action shall provide that the Officer, upon request, has an opportunity to have a hearing providing for due process as described in *Roberts Rules of Order, Newly Revised*.

**Section 5.8** Compensation. Board members shall serve in a voluntary capacity, but may receive position-related compensation/reimbursement for expenses as set forth in the Association's policies.

**Section 5.9** Meetings. The Executive Board shall meet a minimum of three (3) times a year; once prior to and once following the State Conference, and at least once in the interim between State Conferences. Special meetings may be called by the President or upon the written request of two (2) members of the Executive board. Three (3) members of the Board shall constitute a quorum.

## **ARTICLE VI REGIONS AND CHAPTERS**

**Section 6.1** Number of Regions. The Association shall be divided into geographical regions determined by membership distribution. The divisions of the Association exist to serve the needs of the membership. A region may consist of members from more than one county within the state. All regions shall be approved by the Association through the Executive Board in accordance with policy and procedure.

**Section 6.2** Application and Approval of Additional Regions. Members within a

geographical area may petition to form a new region by submitting an application to the Executive Board which must include: a list of officers, members and potential members living or working in the area, and a declaration of intent to support the bylaws and purposes of the Association. The application shall be sent to the President who will review the application for completeness and present it to the Executive Board for consideration. The President shall notify the applicant of the Board's decision.

**Section 6.3** Formation of Chapters within a Region. A chapter shall be a group of at least five (5) members who choose to meet locally on a regular basis. A chapter may be formed if the area is at least twenty (20) miles from the region headquarters. The group shall select a chairperson who will be responsible to the region President. The chapter shall not be eligible to receive the portion of the membership dues returned to the region by the Association for the chapter members, but should a need arise, the region President may offer financial assistance. Chapter members shall be strongly encouraged to attend region functions whenever possible. An application for chapter formation shall be made to the Executive Board. The region President and chapter chairperson will be notified of the Board's decision by the Association President.

**Section 6.4** Inactivation of a Region. Any region for which there are no declared officers at the Annual State Conference will be placed on probationary status. Failure to present a slate of officers by the next Annual State Conference will result in dissolution of the region and reassignment of region members per policy.

**Section 6.5** Revocation of Region Approval. The Executive Board, by a majority of its voting members, may revoke the approval of a chapter or region for any action which it considers to be in conflict with the bylaws of the Association or detrimental to the interests of the Association. A due process hearing may be requested by the affected chapter or region as described in *Robert's Rules of Order Newly Revised*.

**Section 6.6** Assets and Debts of Regions and Chapters. No region or chapter may incur debt in the name of the Association. No region or chapter shall have any right to the assets of the Association.

**Section 6.6.1** In the event that a region has its approval revoked or is dissolved, all financial assets of the region shall be forwarded to the Association Treasurer.

## **ARTICLE VII ORGANIZATIONAL UNITS**

**Section 7.1** Standing Committees. The committees of the Association are appointed by the incoming President at the beginning of her/his term, and approved by the Executive Board.

**Section 7.1.1** Committees. Committees will be appointed to carry

out specific tasks directed toward the goals of the Association. The committees shall cease to exist when the purpose for which they are created is achieved. The purpose and goals of each committee will be described in the Association policies and procedures.

## **ARTICLE VIII MANAGEMENT**

**Section 8.1** Registered Office and Agent. The Association shall maintain a registered agent for service and have Articles of Incorporation filed with the State of Texas.

**Section 8.2** State Office. An office shall be continuously maintained in the State of Texas for the duration of this Association. The Executive Board may change the address of the office by a duly adopted resolution.

**Section 8.3** Seal. The Association shall have an official seal which shall be in such form as approved by the Executive Board, but shall in any event contain the words, "Texas Association of PeriAnesthesia Nurses.....1976."

**Section 8.4** Fiscal Year. The fiscal year for the Association shall be from January 1 through December 31.

**Section 8.5** Expenditures. All expenditures shall be in accordance with policies and procedures. The Treasurer shall present a financial report at the annual State Conference.

**Section 8.6** Records. All records of the Association shall be maintained by the appropriate office holder per policy.

**Section 8.7** Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are consistent with these bylaws and any special rules of order the Association may adopt.

## **ARTICLE IX AMENDMENTS**

**Section 9.1** Amendments. The Association bylaws may be altered, amended, repealed or new bylaws adopted by a majority vote of the Executive Board. The general membership shall be informed of the intent to alter, amend, repeal or adopt new bylaws at least thirty (30) days prior to the presentation for action by the Executive Board, either in writing, or through publication in the Association Newsletter.

**Section 9.1.1** Proposal. All bylaw amendments must be proposed by: The Executive Board or at least five (5) active members of the Association acting as a group.

**Section 9.2** Emergency Procedure. Notwithstanding anything in these bylaws to the contrary, the Executive Board, by a majority vote, may alter, amend, repeal or adopt new bylaws on an emergency basis where such action is necessary to enable the Association to comply with any statute, regulation, judicial or administrative decision, or to meet an emergency situation which threatens to impede the ability of the Association to carry out, perform or accomplish any of its purposes or objectives.

## **ARTICLE X PROHIBITED ACTIVITIES**

**Section 10.1** Prohibited Activities. No member or agent of this Association shall take any action or carry on any activity by or on behalf of the Association which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its Regulations, as they now exist or may be hereafter amended, or by an organization receiving contributions which are deductible under Section 170(c)(2) of such Code and Regulations, as they now exist or as they may hereafter be amended.

Reviewed/Revised October 2016