

Bylaws of the Oklahoma Society of PeriAnesthesia Nurses Revised October 2019

Article I Name and Offices

Section 1.1 Name. The name of this professional organization shall be the Oklahoma Society of PeriAnesthesia Nurses, herein referred to as OSPAN or the Society.

Article II Mission

Section 2.1 Mission Statement. OSPAN exists to promote quality and cost effective care for patients, their families, and the community, through public and professional education, research, and standards of practice for all PeriAnesthesia nurses, including those in Phase 1 and Phase 2 PACU's, Same Day Surgery units, Endoscopy Labs, Cath Labs, and all other areas where IV sedation is administered.

Article III Purpose and Dissolution

Section 3.1 Clause. The organization is organized exclusively for charitable and educational purposes under section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV Membership

Section 4.1 General. Membership in OSPAN shall be a privilege contingent upon compliance with the requirements of these Bylaws and such other requirements as the Board of Directors may establish.

Section 4.2 Classes. OSPAN shall have the following classes of members: Active, Affiliate, Retired and Student. No member may hold membership in more than one class of membership at a time.

Section 4.2.1 Active. Defined as any licensed nurse, in good standing, who currently practices at least part-time, in PeriAnesthesia nursing or management. Practice includes teaching or research of PeriAnesthesia nursing, including PACU phase 1 and phase 2, same day surgery, endoscopy, Cath lab, and all other areas where IV sedation is administered. Each of the active members is subject to the membership provisions of these Bylaws. Active members have the right to hold office and serve on committees.

Section 4.2.2 Affiliate. Defined as any healthcare professional, not currently working in PeriAnesthesia nursing, who has an interest in PeriAnesthesia patient care. Affiliate members shall receive all publications and notices but shall not vote, be eligible to hold office, or serve on committees.

Section 4.2.3 Retired. Shall be those nurses who have ceased their active practice in the PeriAnesthesia care setting by reason of retirement or permanent disability. They shall have the right to serve on committees.

Section 4.2.4 Student. Defined as those enrolled in a school of nursing and **not currently licensed as nurses.** Applicants for Student membership must provide the name of their nursing school and a copy of student ID. Student members shall receive all publications and notices but shall not vote, be eligible to hold office or serve on committees.

Section 4.3 Benefits. Only active and retired members in good standing shall have the right to vote. Each member being entitled to one vote per matter submitted. Only active members in good standing shall have the right to hold office in the Society. Only active and retired members in good standing may serve on committees of the Society. A person who is not a member of the Society may serve as an assistant in the matters of facilitating audits, correspondences or web management. All members of OSPAN in good standing shall receive all official publications and notices of OSPAN. A current record of names and addresses of active voting members shall be maintained by the Board of Directors.

Section 4.4 Application and Dues Assessment.

Section 4.4.1 Application. Any person desiring membership in OSPAN shall submit a written, signed membership, or electronic application to ASPAN, designating OSPAN as the Component Affiliation of choice.

Section 4.4.2 Dues Assessment. All members of the Society shall be assessed dues, payable annually. All component and national dues are collected by the ASPAN National office in a single dues payment. The amount of OSPAN dues are determined annually by the OSPAN Board of Directors, and shall be approved by the general membership. Membership is billed by ASPAN. Members are delinquent if their dues are not received by the Society within sixty (60) days of the date upon which the dues are payable. After that point membership shall be terminated. Termination of membership shall also occur upon recommendation by the membership for breach of faith or criminal conduct involving organizational finances, or upon death of the member.

Section 4.5 Membership Identification. ASPAN shall provide to its members a means of membership identification. This provides verification of membership.

Article V Meeting of Members

Section 5.1 Annual Meeting. The Spring State Conference shall be designated as Annual meeting. The time and place shall be recommended by the Board of Directors. The members of the Society shall meet at a specified time during the Annual Spring State Conference. The meeting shall include a business session for the purpose of hearing reports of the directors, officers and committees, receiving the results of the election of directors and officers as conducted by mail ballot, direct ballot, or email ballot and conducting other business as shall properly be brought before the meeting.

Section 5.2 Special Meetings. Special meetings of the members may be called at any time by the President, by a majority of the Board of Directors, or upon the written request of twenty-five (25) percent of the active and retired members. If a special meeting is called, the persons requesting the meeting shall make such request in writing, stating time and place of the meeting and the general nature of the business proposed, and shall deliver the request to the President and Secretary of the Society who shall cause notice of such special meeting to be given to the members as provided in the Bylaws.

Section 5.2.1 Notice of Annual and Special Meetings. Notification of any annual or special meeting of members shall be distributed to each member, whether or not entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days before the date of such meeting. The notice shall specify the place, day and hour of the meeting and the purpose for which the meeting is called. The record of the meeting notification shall be maintained by the Secretary of the Society.

Section 5.2.2 Sponsorship of Educational Meetings. OSPAN shall cooperate with members-at-large in sponsoring regional meetings within the State of Oklahoma for the purpose of conducting educational programs. The Board of Directors shall determine the degree of sponsorship provided by the Society and shall be guided by the needs and desires of the district members or potential members.

Section 5.3 Quorum. A quorum is at least one-tenth of the eligible voting membership. Represented in person, mail, or email shall constitute a quorum for the transaction of business.

Section 5.4 Voting. Members entitled to vote at any special meeting may vote in person or by proxy executed in writing by the member. Where directors or officers are to be elected by eligible voting members; such election shall be conducted by direct ballot, mail ballot or email.

Article VI Board of Directors

Section 6.1 Powers. The affairs of the Society shall be managed by the Board of Directors; however, the Board of Directors shall not modify any actions of the general membership.

Section 6.2 Duties/Responsibilities. The Board of Directors shall consider the activities of the Society and determine its policies to the extent not otherwise determined by the members. In discharging this responsibility, the Board of Directors shall:

1. Direct the business and financial affairs of the Society
2. Establish administrative policies for the Society
3. Superintend and direct the publication and distribution of all official documents and reports of the Society
4. Review committee reports and determine action to be taken
5. Foster growth and development of the Society
6. Exercise the full corporate powers of the Society in between meetings of members
7. Perform other such functions as are provided for in the Bylaws
8. Provide ballot information to the voting membership
9. Attendance is expected of all Board of Director meetings and more than one absence per year can be considered excessive

Section 6.3 Composition. The Board of Directors shall consist of the officers and four (4) elected directors at large.

Section 6.4 Officers. The officers of OSPAN shall be the President, President Elect, Immediate Past President, Secretary, and Treasurer; and such other officers as the Board of Directors may authorize and as may be elected in accordance with the Bylaws. The President and President Elect shall also serve as the Oklahoma component ASPAN Assembly Representatives. Each officer and officer candidate shall have had a minimum of two (2) years of active Society membership, unless approved by the Board of Directors.

Section 6.5 Selection Process. Notification of available Board Positions shall be provided to membership either electronically or written at least two (2) months prior to the annual membership meeting. The Secretary of the Society shall compose a ballot with professional information of each candidate and distribute to each member of the Society a ballot. This notification based on current membership list shall be posted at least three (3) weeks prior to the membership meeting for the purposes of election of officers.

Section 6.6 Offices

Section 6.6.1 President, President Elect, and Immediate Past President. The President, President Elect, and Immediate Past President shall hold office for the term of 1 year or until their respective successors have been duly elected and qualified.

Section 6.6.2 Secretary. The Secretary shall be elected for a two-year term in even numbered years.

Section 6.6.3 Treasurer. The Treasurer shall be elected to a two-year term in odd numbered years. The office of Treasurer shall require experience on the OSPAN Board of Directors, unless otherwise approved by the board.

Section 6.6.4 Director-At-Large (Four Positions). The Directors-At-Large shall be elected to a one-year term.

Section 6.7 Position Responsibility.

Section 6.7.1 President. The President shall be the principal executive officer of the Society, and shall, in general administer the affairs of the Society per the policies and subject to the control of the

Board of Directors and be a liaison for ASPAN. The President shall preside at all meetings of the Society; execute, along with the Secretary and Treasurer, all conveyances, notes, contracts and other instruments authorized by the membership; appoint all committees and the Chairman thereof except for those specified in the provisions of the Bylaws. The President shall serve as ex-officio member of all standing committees and perform and discharge all duties as may be assigned by the membership. The President shall prepare an annual report for presentation at the business sessions of the annual meeting of members and provide an advanced agenda of the business to be conducted during the membership meeting. Upon expiration of his/her term of office, the President shall automatically become Immediate Past President.

Section 6.7.2 President Elect. The President Elect shall witness the administration of the affairs of the Society in anticipation of his/her term of office as President and shall, by active aid to the President, acquaint himself/herself with the duties and responsibilities of the office of President or in the event of the President's inability to serve, the President Elect shall perform the duties of the President and when so acting shall have the powers of and be subject to all restrictions upon the President. The President Elect shall automatically succeed to the office of President at the close of the regular membership meeting during which elections of officers is completed. In the event of the death, resignation, or removal of the President, the President Elect shall automatically succeed to the office of President.

Section 6.7.3 ASPAN Assembly Representatives. The President and President Elect, or designated board member, shall also serve as the two ASPAN Assembly Representatives. The Representatives serve the Oklahoma component by participating in the ASPAN Representative Assembly, which serves as the voting body of the National Society. The Representative Assembly shall convene at least twice during the national conference. The Representatives shall have the responsibility to reflect the decisions and directions of the Society's Board of Directors and membership at the national level, and bring matters requiring such action to the Society prior to voting. The Representatives shall provide a report to the members by publication in the newsletter and orally by submitting a prepared report to members during the business meetings of the annual membership meeting of the Society. As the representatives of ASPAN, the Representatives shall promote the purposes of the Society and ASPAN and shall attend all meetings of the Society as directed by the Bylaws. The conduct and performance of the Directors shall promote the professional image of the PeriAnesthesia Nurse, the Society and ASPAN at all times and require attention to the requirements of this office for both ASPAN and ASPAN.

Section 6.7.4 Immediate Past President. The Immediate Past President shall make himself/herself available for consultation to the Board of Directors.

Section 6.7.5 Secretary. The Secretary shall keep the corporate books and records of the Society, including corporate assets. The Secretary shall be responsible for giving or causing to be given notice of all meetings of members, the Board of Directors and the Executive Committee in accordance with the Bylaws, and for keeping the minutes of such meetings, and shall have a copy of the Bylaws available at all such meetings for reference. The secretary shall also keep the Bylaws, Articles of Incorporation, and a Register of all names and mailing addresses of each member of the Society as furnished by ASPAN. The Secretary shall notify the nominees of their election to office or their appointment to committee and shall forward pertinent materials to Directors, Officers and committee members as necessary. The Secretary shall provide the mailing of ballots prior to membership meeting for the purposes of election of officers.

Section 6.7.6 Treasurer. The Treasurer shall receive, disburse, manage, and account for all funds, assets and securities of the Society as directed by the Board of Directors. The Treasurer shall

prepare an annual written report for presentation at the business session held in conjunction with the annual meeting of members and at each meeting of the Board of Directors. The Treasurer shall prepare and request an annual reconciliation of financial records to insure correct procedures, upon request.

Section 6.7.7 Directors at Large. There are four (4) Directors within the state. They serve on the Board of Directors as adjunct members for guidance of the Society. They assume voting privileges, attend all business meetings, and assume duties as assigned.

Section 6.8 Terms of Office. Any member of the Board may succeed himself/herself immediately in successive term in same office. Any person filing an unexpired term for not less than one-half of the term shall be deemed to have served one term.

Section 6.9 Vacancies. Any vacancy of a Board position shall be filled by the Board for the remaining term, except for President which is automatically filled by the President-Elect, and Immediate Past President which will remain vacant until the next term of office. In the event of unusual vacancies of officers, the Board of Directors will call a special meeting.

Section 6.10 Removal. Any official of the Board, regardless of the manner of election or appointment, may be removed by the Board of Directors upon two-thirds (2/3) affirmative vote of the Board of Directors for such removal, when in its judgment the best interests of the Society would be served thereby. Such action shall provide that the official shall be informed in writing of the reason for dismissal thirty (30) days prior to Board action, and upon request, has an opportunity to have a hearing providing due process prior to removal from the Board of Directors.

Section 6.11 Compensation. Board members shall serve in a voluntary capacity, but may receive position-related compensation/ reimbursement for expenses as set forth in policy and procedure.

Section 6.12 Meetings. The Board of Directors shall meet a minimum of two (2) times annually and as required for the purposes of the Society. Special meetings may be called by or at the request of the President or upon written request of any four (4) directors submitted to the President or Secretary.

Section 6.13 Quorum. One-half of the Directors, and at least two (2) of whom are officers of the Society, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors if each Director has received adequate notice of the meeting ten (10) days in advance. Unless otherwise restricted by law or by Articles of Incorporation or Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all the Directors consent verbally or in writing to such action. The verbal, written, or email consents to such action shall be filed with the minutes of the proceedings of the Board.

Section 6.14 Chairperson. The President of the Society shall serve as Chairperson of the Board of Directors unless the President so directs the President Elect to assume Chairmanship for a specific meeting.

Article VII Organizational Units

Section 7.1 Committees. The Society shall have the standing committees referred to in this Article. The Board of Directors may appoint special committees, as deemed necessary. However, no such committee shall have and exercise the power and authority of the Board of Directors to amend, alter or repeal the Bylaws, or other such power or authority as may be prohibited by law. Committees may be present upon nomination by the President from time to time as deemed necessary to conduct the business and purposes of the Society, if such committees shall be limited to the tenure of office of the President nominating them.

Section 7.1.1 Qualifications. Only active, affiliate, and retired members of the Society in good standing may serve on committees. A majority of the members of the committee shall constitute a quorum of the committee and the majority vote of these members shall rule as the committee's decision.

Section 7.1.2 Vacancies, Removal of Committee Members. Any member of a committee may be removed by the person or persons authorized to elect or appoint such member whenever the best interests of the Society shall be served by such removal. Reasons for removal may include neglect of duties or attendance. Vacancies on any committee may be filled for the unexpired period of the term in the same manner utilized in the case of original appointment.

Section 7.2 Executive Committee. The Executive Committee shall consist of the officers of the Society, and in between meetings of the Board of Directors or membership, to the extent permitted by law, shall have and may exercise all the powers and authority of the Board of Directors in the management of the Society. The Executive Committee shall advise the President and shall act on only the matters requiring urgent decisions that ordinarily would be the decision of the Board of Directors and membership. The Board of Directors and membership shall retain the right to modify or otherwise alter action taken by the Executive Committee unless precluded by law.

Section 7.3 Membership / Marketing Committee. The Membership Committee shall consist of at least three active or retired members of the Society with a chairperson appointed by the President. The Membership Committee shall encourage qualified persons to apply for membership by means of publicity, membership drives, and other appropriate methods. The Committee shall investigate questions of membership of members and decide all disputes with respect to membership.

Section 7.4 Public Relations

Section 7.5 Education and Evidence based Practice Committee. The Education and Evidence based Practice Committee shall coordinate educational programs to all members of the Society. Additionally, the Committee shall maintain a catalog of special articles of interest for membership including tapes, special programs, and printed material. The Education and Evidence based Practice Committee shall be chaired by the first person appointed by the President to the Committee and shall prepare a report to be submitted at the Board of Directors and annual membership meeting.

Section 7.6 Special Committees. Designated committees may be appointed by the President and/or at the request of the Board of Directors or general membership. These committees cease to exist when the purpose for which they were created is resolved.

Article VIII Management

Sections 8.1 Principal Office. The principal office of OSPAN shall be in the City of Oklahoma City, Oklahoma until otherwise established and ordered by the membership. The mailing address is OSPAN, P.O. Box 11392, 701 N. Kelley Avenue, Oklahoma City, Oklahoma 73118.

Section 8.2 Other Offices. The Society may have other offices at such places within the State of Oklahoma as the Board of Directors may determine.

Section 8.3 Seal. OSPAN shall have an official seal which shall be in such form as approved by the Board of Directors, but shall in any event contain the words, "Oklahoma Society of PeriAnesthesia Nurses."

Section 8.4 Fiscal Year. The fiscal year for OSPAN shall be from January 1st - December 31st.

Section 8.5 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Society, and such authority may be general or may be confined to specific instances.

Section 8.6 Funds and Deposits. Funds of OSPAN shall be derived from dues and assessments of members, bequests, gifts, contributions, scholarships, and financial aid that might be bestowed on the Society and accepted by the Board of Directors and funds accruing from any of the activities, such as educational programs, of the Society. All the funds of the Society shall be deposited to the credit of OSPAN in such banks or other depositories as the Board of Directors may select. The Treasurer shall act as an official custodian of the funds of the Society and shall supervise the deposit of such funds of the Society and shall invest and reinvest them upon the direction of the Board of Directors.

Section 8.7 Expenditures. All expenditures must be for purposes authorized by the Articles of Incorporation or the Board of Directors and must be within the annual budget, unless approved by the board. The Treasurer shall provide a written report to be provided at the Annual Membership Meeting.

Section 8.8 Checks, Drafts, and Notes. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers and in such a manner as shall be determined by the resolution of the Board of Directors. In most instances, these instruments will be signed by the Treasurer and/or President of OSPAN.

Section 8.9 Financial Responsibilities. The society may provide financial support under special considerations and with prior approval of the Board of Directors in promoting the purposes of the Society on a state-wide level, such as speaker sponsorship during educational meetings.

Section 8.10 Dispersion of Funds in the Event of Dissolution of the Association. Complying with the 501 (C) (3) of the Internal Revenue Code and its regulations, OSPAN shall assign its funds to a similar organization with the purposes of the Society that holds a 501 (C) (3) classification.

Section 8.11 Records. The Secretary shall maintain all records of the Society except financial records.

Section 8.12 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

Article IX Amendments

Section 9.1 Amendments with notice. These Bylaws may be amended by a majority vote of the Board of Directors, if notice is sent to each Board of Directors and publication of the intent is placed in the Newsletter.

Section 9.2 Amendments without notice. These Bylaws may be amended by a majority vote of the general membership without notice.

Article X Prohibited Activities

Section 10.1 Prohibited Activities. No member, officer, employee, or representative of this Society shall take any action or carry on any activity by or on behalf of the Society which is not permitted to be taken or carried on by an organization exempt under Section 501 (C) (3) of the Internal Revenue Code and its Regulations as they now exist or may be hereafter amended, or by any organization contributions which a deductible under Section 170 (C) (2) of such Code and Regulations, as they now exist or as they may hereafter be amended.

Article XI OSPAN District Formation

Section 11.1 General. The Oklahoma Society of PeriAnesthesia Nurses, OSPAN, shall be the governing board of any district chapters thus created by petition of the Board of Directors of the Society. These district chapters shall comply with the purposes and the Bylaws of the Society, and follow Internal Revenue Code guidelines for 501 (C) (3).

Section 11.2 Application for and Approval for District Status. The Board of Directors shall approve the application for district status. A group desiring to become a district society shall submit an application which shall include; a copy of its proposed area of service, list of officers and members, summary of its formation history, and a declaration of intent to abide by aims, principles, and purposes of the Society. The application shall be forwarded to the Secretary, who shall review such application to assure that it is complete. If the application is found by the Secretary to be complete the

recommendation for approval shall be presented to the Board of Directors. The Secretary shall advise the applicant organization of the Board's action on its application and if such application has been approved by the Board of Directors, the Secretary shall issue a district status in such form as shall be determined by the Board of Directors.

Section 11.3 Dissolution of the District. The President of the district chapter shall notify the Society Secretary of intent to dissolve. Members of the dissolving district chapter shall be notified by mail by the Society Secretary. The members in the chapter will inform the Society Secretary as to which chapter preference they have. The Society Secretary will then transfer their membership and issue a new membership card. Any monies in the dissolving chapter will become the property of the Society and transferred to the Society Treasurer upon notice of intent.