

**BYLAWS OF THE
SOUTH CAROLINA ASSOCIATION OF PERIANESTHESIA NURSES**

**ARTICLE I
NAME**

Section 1.1 Name: The name of this professional organization shall be the South Carolina Association of Perianesthesia Nurses (SCAPAN), hereinafter referred to as the Association

**ARTICLE II
CORE PURPOSE**

Section 2.1 The core purpose of the South Carolina Association of Perianesthesia Nurses is to promote excellence in all aspects of Perianesthesia Nursing practice through education, specialty certification, nursing research, support for specialty certification, and ASPAN Standards in an environment this is respectful of others and adaptive to change.

**ARTICLE III
MEMBERSHIP**

Section 3.1 General: Membership in the Association is a privilege contingent compliance with the requirements of these Bylaws and such other requirements as the Board of Directors may establish.

Section 3.2 Classifications: The Association shall have the following classes of members Active, Affiliate, Retired, Honorary, and Student

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

Section 3.2.2 Affiliate: Affiliate category members shall be duly licensed health care professionals who have an interest in perianesthesia patient care.

Section 3.2.3 Retired: Retired category members shall be members in good standing who, immediately prior to retirement or disability, were Active category members.

Section 3.2.4 Honorary: Honorary category members shall be those persons who have rendered distinguished or valuable service to the Association of perianesthesia nursing and have been selected as honorary members by a majority vote of the BOD.

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

Section 3.3 Representation: Active category members in good standing may hold office. Active and Retired category members in good standing may serve on or chair a committee of the Association (Provided they meet other criteria for that position/committee as stated in by laws). Affiliate category members in good standing are eligible to serve on appointed committees.

Section 3.4 Benefits: All members of the Association in good standing shall receive all official publications and notices of the Association and be eligible for any special benefits of members provided they meet other criteria (e.g. point system award)

Section 3.5 Application, Dues Assessment, and Termination of Memberships

Section 3.5.1 Application: Any person desiring membership in the Association also must submit a membership application to ASPAN with SCAPAN as the component

Section 3.5.2 Dues Assessment: All members of the Association shall be assessed dues which are recommended and approved by the Executive Committee yearly (exception honorary members). Dues shall be due and payable as defined by ASPAN. Non-membership in ASPAN will also result in membership termination for the SCAPAN Association. Membership is delinquent if dues are not received by the ASPAN's dues payable date.

Section 3.6 Termination: Members who do not adhere to ASPAN's/SCAPAN's bylaws and/or policies and procedures may have their membership terminated by ASPAN's Board of Directors in collaboration with the member's component organization (SCAPAN). No termination action shall be taken until a member is advised of specific rationale for termination and given the opportunity for due process as described in Robert's Rules of Order Newly Revised.

Termination of membership shall automatically occur upon death of a member.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.1 Annual Meeting: The annual general membership meeting time and location is designated by the Board of Directors. This shall usually be recommended at the time of the annual State Conference.

Section 4.2 Other Meeting(s): Other meeting(s) of members, in addition to the annual meeting, may be called at any time by a majority of the Board of Directors (BOD) or upon written request of twenty-five percent (25%) of the active and retired members.

BOD Meetings may be personal appearance, or may be electronic meeting requiring response of 51% or more of the members of the BOD as noted in section 4.3 – quorum with voting. In the event of an e-meeting, a time must be specified for final vote by members.

Section 4.3 Quorum BOD: The presence of fifty-one percent (51%) of the Board of Directors constitutes a quorum for all meetings of the board. A majority vote rules. Proxy voting is not permitted.

ARTICLE V

EXECUTIVE COMMITTEE / BOARD OF DIRECTORS

Section 5.1 Powers: The Board of Directors has the power, right and authority to manage the affairs of the Association, including the preparation and approval of the annual budget. Board of Directors votes

may be conducted by voice vote, written vote, phone vote, mail vote, or via electronic communications (e.g. email or faxed votes).

Section 5.2 Composition: The Board of Directors shall consist of elected Officers and six district directors. The Executive Committee shall consist of the elected Officers.

Section 5.2.1 Officers: The officers of the Association shall be the President, Vice President/President Elect, Secretary, Treasurer and Immediate Past President. All officers shall be elected by a vote at the annual meeting in accordance with Policy and Procedure. Each officer shall have had a minimum of one-year active Association Membership. Experience at the District level as an officer, board member or committee chair is recommended.

Section 5.2.2 District Directors: The directors shall consist of six members at large. Directors shall be elected by a vote at the annual meeting in accordance with Policy and Procedure. The responsibilities of each director shall be set forth in Policy and Procedure. Active Association membership for the previous year and two years of perianesthesia nursing practice is recommended.

Section 5.3 Terms and Eligibility. No member of the Board SCAPAN of Directors may hold more than one Board position at a time. No member shall be a candidate for more than one office at the same time.

Section 5.3.1 President, Vice President/President Elect and Immediate Past President shall hold office for a term of one year or until their respective successors have been duly qualified and elected. At the end of the President's term the Vice President/President Elect shall automatically assume the Presidents role and the President shall assume the role of Immediate Past President.

Section 5.3.2 Secretary: Shall hold office for a two-year term following election in even numbered years.

Section 5.3.3 Treasurer: Shall hold office for a two-year term following election in odd numbered years.

Section 5.3.4 District Directors: Shall serve a two-year term. Three directors will be elected in even years and three in odd numbered years. The nominating committee and BOD will encourage director representatives from various districts or locations across the state to ensure input from most areas

Section 5.4 Term Limits: The elected offices of Secretary, Treasurer and Director may succeed him/herself for one immediately successive term in the same office or until their respective successors have been duly qualified and elected. Any person filling an un-expired term for more than one-half of the term shall be deemed to have served one term.

Section 5.5 Vacancies: President: the Vice President/President Elect shall automatically fill the office of President if this office is vacated for any reason. The office of Immediate Past President that would have been filled by the vacated officer will remain vacant until the next term of office changes. Vice President / President Elect: 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 and Procedure to fill this office. Secretary / Treasurer / Directors: The Board of Directors may appoint by a majority vote members to fill all vacancies other than President and VP/President Elect.

Section 5.6 Removal: Any member of the Board of Directors, regardless of the manner of election or appointment, may be removed by the Board upon a two-thirds (2/3) affirmative vote for removal, when in the BOD's judgment the best interest of the Association would be served thereby. Such action shall provide that the member, upon request, has the opportunity to have a hearing providing for due process as described in Robert's Rule of Order newly revised.

Section 5.7 Compensation: Board of Director Members shall serve in a voluntary capacity. Position related compensation/reimbursement for expenses as set forth in Policy and Procedure may be received, based on funds available.

Section 5.8 Meetings: The Board of Directors shall meet a minimum of four times per year. One of the meetings will be held at the annual state conference. The dates and locations of the remaining three meetings will be decided by and published by the board. All meetings of the BOD are open to any Association member in good standing. Special meetings and or executive council meetings may be called as stated in Policy and Procedure.

Section 5.9 National Representatives: Two members from the Board of Directors will be appointed to represent the Association at the Representative Assembly at ASPAN National Conference. One representative will be the current president of the Association; the second shall be the Vice President/President Elect or a duly appointed member of the board. (In the event that the designated individual is unable to attend, the BOD may approve an alternate representative.)

ARTICLE VI **ORGANIZATIONAL UNITS**

Section 6.1 Committees: The committees of the Association shall be appointed annually by the Board of Directors.

Section 6.1.1 Standing Committees: The standing committees of the Association shall be

- Finance
- Nominating/Elections
- Membership/Marketing/PR
- Education/Research
- Communications (Web Site and Newsletter)
- Bylaws/Policy & Procedure
- Governmental Affairs/Professional

The purpose and duties of each of these committee /members shall be defined in Policy and Procedure.

Section 6.1.2 Special Committees: May be appointed by the President and/or at the request of the Board of Directors, including Ad-Hoc or Strategic Work Teams. The purpose and duties of these shall be defined in Policy & Procedure.

Section 6.2 District Organizations: The district organizations of the Association shall be duly chartered district structures that exist to serve the needs of the membership at the district level. Each district president must present in writing any proposed date(s) for district conferences to avoid any conflict within SCAPAN component.

Section 6.2.2 Removal of a district: a two-thirds (2/3) affirmative vote of the Board of Directors may revoke the charter of a district when in its judgment the best interest of the Association would be served hereby. Such action shall allow a due process hearing request. The Association shall not be liable for any district debts.

ARTICLE VII MANAGEMENT

Section 7.1 Seal: The Association shall have an official seal which has been approved by the Board of Directors. The seal shall contain the words “*South Carolina Association of PeriAnesthesia Nurses*”.

Section 7.2 Fiscal Year: The fiscal year for the Association shall be from Jan01 through Dec 31.

Section 7.3 Expenditures: All expenditures shall be in accordance with Policy and Procedure. The Treasurer shall provide a written report at the Annual Conference and at each Board of Directors meeting. The Treasurer will maintain all financial records/reports of the Association.

Section 7.4 Records: The Secretary shall maintain all Association records except financial. These records should be available for Board of Director and/or membership meetings. Meeting minutes from the previous meeting will be provided by the Secretary at each BOD meeting. These minutes will be available to members in good standing on SCAPAN’s web site.

Section 7.5 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 not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Section 7.6 Indemnification: The Association shall indemnify any person acting on behalf of the Association against expenses, including reasonable attorney’s fees, judgments, fines and amounts paid in settlement incurred by them in connection with the defense or settlement of any action in which they are made parties or party, by reason being or having been as agent of the Association, except in relation to matters as to which such person shall be determined / considered in such action, suit or proceeding to be liable for willful misconduct.

Section 7.7 Dissolution: upon dissolution of the Association or any partial or entire liquidation of property or assets, all the Associations property of every nature and description shall, after making provisions for discharge of all liability of the Association, be paid over and transferred to such one or more organizations or the purpose of which are similar to those of the Association, which are exempt from Federal Income Tax under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended, and shall be selected by the majority of the Executive Committee of the Association.

ARTICLE VIII AMENDMENTS

Section 8.1 Amendments: These Bylaws may be altered; amended, repealed or new Bylaws may be adopted upon notification of SCAPAN membership. Members will be required to notify SCAPAN in writing/electronically with two (2) weeks of notification if they do not approved the amendment(s).

Section 8.2 Submission: Each proposed amendment must be submitted to the Board of Directors thirty (30) days prior to the quarterly meeting or a specially called meeting.

Section 8.3 Adoption of Proposed Bylaws Amendment: The adoption of any proposed amendment to these bylaws shall require a two-thirds (2/3) affirmative vote of the BOD

Section 8.4 Emergency Procedures: Procedure from Robert's Rules of Order Newly Revised will be followed if it is necessary for the Association to take action to amend, repeal or alter these Bylaws in order to meet an emergency situation which threatens to impair the ability of the Association to carry out, perform or accomplish any of its purposes or objectives.

ARTICLE IX
PROHIBITED ACTIVITIES

Section 9.1 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)(3) of the Internal Revenue Code and its Regulations, as they now exist or may be hereafter amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations, as they now exist or as they may hereafter be amended.

Revisions proposed Aug 2001, April 2006

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Revision October 2009

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