

**Bylaws of the**

**GEORGIA**

**ASSOCIATION OF**

**PERIANESTHESIA**

**NURSES**

**Revised 1/30/04, April 09, Jan 2010, Jan 2011**

Bylaws of the

**GEORGIA ASSOCIATION OF PERIANESTHESIA NURSES**

**ARTICLE I**  
**NAME**

**Section 1.1** **Name.** The name of this professional organization shall be the Georgia Association of Perianesthesia Nurses (GAPAN), hereinafter referred to as the Association.

**Section 1.2** **Name.** Component Societies shall be identified as the \_\_\_\_\_ District of GAPAN.

**ARTICLE II**  
**MISSION**

**Section 2.1** **Mission Statement.** To promote quality care and enhance excellent perianesthesia nursing practice through education and leadership.

**ARTICLE III**  
**MEMBERSHIP**

**Section 3.1** **Classification and Privileges of Membership.** The Association shall have the following classification of membership: Active, Retired, Student and Affiliate. All shall adhere to the Bylaws and Policies of the Association.

**Section 3.1.1** **Active Members.** Active members shall be any 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. Active members have the right to hold office, serve on committees and vote.

**Section 3.1.2** **Retired Members.** Retired members shall be members in good standing who, immediately prior to retirement or permanent disability, were active members. They shall have the right to vote and serve on committees.

**Section 3.2.3** **Student Members.** Student members shall be individuals pursuing education leading to eligibility to sit for the registered nurse licensing examination. Student members shall receive all publications and notices but shall not vote, be eligible to hold office, or serve on committees.

**Section 3.1.4** **Affiliate Members.** Affiliate members shall be duly licensed health care professionals who have an interest in perianesthesia patient care. Affiliate members shall receive all publications and notices, shall not vote, be eligible to hold office or serve on committees.

**Section 3.2** **Honorary Members.** Honorary members shall be those who have rendered distinguished or valuable service to the Association or Perianesthesia nursing. Honorary

members are selected by the Board of Directors (BOD). Honorary members shall be recognized at the Annual State Seminar when inducted. Honorary members may currently hold another class of membership in the Association.

**Section 3.3**     **Application and Dues Assessment.**

**Section 3.3.1**   **Application.** Any person desiring membership in the Association shall hold dual ASPAN membership.

**Section 3.3.2**   **Dues Assessment.** All members, except for Honorary members, shall be assessed dues, which are recommended and approved by the Board of Directors. Dues shall be due and payable as defined by ASPAN. Non-membership in ASPAN will result in membership termination.

**Section 3.4**     **Status Changes.** Those members whose membership status changes from active to retired or affiliate, while holding office, shall be eligible to complete the term of their office.

**ARTICLE IV**

**MEETINGS OF MEMBERS**

**Section 4.1**     **Annual Meeting.** The Association shall hold an annual meeting in conjunction with the State Seminar.

**Section 4.2**     **Special Meetings.** A special meeting may be called at any time by:

- A. The President
- B. A majority of the BOD
- C. Written request to the BOD by twenty-five percent (25%) of the active and retired members

**Section 4.3**     **Notification of Meetings.** Written and or electronic notification of any annual or special meetings must be transmitted to all members. The notice shall specify place, time, date and purpose of the meeting no less than 14 days prior to meeting.

**Section 4.4**     **Quorum.** One tenth (1/10) of the total membership shall constitute a quorum to transact business.

**ARTICLE V**

**BOARD OF DIRECTORS/EXECUTIVE COMMITTEE**

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

**Section 5.2**     **Offices.** The following officers will constitute the Association's BOD, having voting privileges, and shall be required to follow the guidelines and duties set forth in the Policy and Procedure Manual. All officers shall be an active member of the Association and ASPAN. All officers shall have a minimum of one year active membership in the Association prior to becoming an officer. **President-Elect nominations must have one year of active membership on the Board of Directors.**

- A. President
- B. President-Elect
- C. Immediate Past President
- D. Secretary
- E. Treasurer
- F. President or President Elect from each district (one vote per district)
- G. Membership Chair
- H. Legislative Chair

**Section 5.3 Terms of Office.** The term of office for each member shall be one year, with exception of the Treasurer and Chair (Membership, Legislative), which shall be a two (2) year term. The President, President-Elect, and Immediate Past President shall hold office for a term of one year or until their respective successors have been duly elected and qualified. At the expiration of the President's term, the President-Elect shall automatically assume the office of President and the President shall automatically assume the office of Immediate Past president. Secretary and Chair (Membership, Legislative), may be elected to a second consecutive term. The term of office will begin immediately following the election.

**Section 5.4 Executive Committee.** This committee shall consist of the following State Officers, and have the power of the BOD between meetings of the Board.

- A. President
- B. President-Elect
- C. Immediate Past President
- D. Secretary
- E. Treasurer
- F. Chair (Membership)
- G. Chair (Legislative)

**Section 5.5 Election Procedure.** Election of officers shall take place at the Annual Meeting as stated in Section 4.1. The Chair (Membership) shall present a slate of officers to be voted on by the membership. Nominations may be received by the Chair (Membership) by petition before the election. Election shall be by simple majority of votes cast. Candidates for State office shall have served as a District officer for one year or have prior approval to run for office by the BOD.

**Section 5.6 Scheduled Meetings.** Scheduled meetings of the BOD shall be held quarterly each year as decided by the President and/or the BOD.

**Section 5.7 Special meetings.** Special meetings of the BOD will be called by the President or at the request of no less than five (5) Board members in writing to either the President or Secretary. Special meetings could be in the form of an electronic meeting or teleconference meeting. Notification to the BOD will occur within seven days of the request's receipt .

**Section 5.8 Quorum.** One-half (1/2) of the BOD with at least four (4) officers of the Executive Board shall constitute a quorum to transact business. In the event a quorum is not present, the meeting will be adjourned and reopened under special meeting procedures.

**Section 5.9 Vacancies.** The President-Elect shall automatically fill the office of the President and the office of Immediate Past President will remain vacant until the next term of office changes. In the event of a vacancy in the office of the President-Elect, a special election

may be called in accordance with Policy and Procedure. The BOD may appoint all other vacancies.

**Section 5.10 Removal of Officers.** Any member of the BOD, regardless of the manner of election or appointment, may be removed by the Board for failure to perform job requirements by a two-thirds (2/3) affirmative vote for removal, when in its 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 provided for due process as described in the latest edition of Robert's Rule of Order by the Executive Committee of the BOD.

**Section 5.11 Compensation.** Members of the BOD shall not receive compensation for their services, but may be reimbursed for reasonable expenses as set forth in Policy and Procedure.

## **ARTICLE VI COMMITTEES/APPOINTMENTS**

**Section 6.1 General.** The Association shall have the standing committees or appointments as stated in this article. The BOD shall create additional committees or appointments as deemed necessary. The BOD shall appoint the committee chair(s) and review the committee chairs annually. The chair(s) shall appoint the committee members and fill vacancies as needed.

**Section 6.2 Removal of Committee Chairperson/Appointee.** A Committee Chairperson or Appointee may be removed by the BOD upon a two-thirds (2/3) affirmative vote for removal, when in its judgment the best interest of the Association would be served thereby.

**Section 6.3 Newsletter Editor.** The Newsletter Editor shall be appointed by the BOD and is responsible for publishing and editing *The Awakener*.

**Section 6.4 Bylaws, Policy and Procedures Committee.** The President-Elect shall chair this committee. It shall interpret the bylaws and policies as requested from the BOD, officers, districts and members of the Association. It shall review, approve and make recommendations for amendments and changes to the BOD. This committee shall keep the Association Bylaws, the Bylaw Policy and Procedure Committee annually. The President-Elect, as chair of this Policies and Procedures current and consistent with those of ASPAN. District Level Bylaws and Procedures shall be submitted to committee, will review all Component . Bylaws and Procedures and then present to the State Committee any recommended changes. Recommended changes will then be transmitted to the Component Secretaries at the District Level.

**Section 6.5 Seminar Committee.** This committee shall be responsible for preparing and conducting the Annual Seminar.

**Section 6.6 Historian.** The Historian shall be appointed by the BOD and is responsible for maintaining the history of the Association.

**Section 6.7 Web Editor.** The Web Editor shall be appointed by the BOD and is responsible for establishing and maintaining the GAPAN website.

**Section 6.8 Research Chair.** The Research Chair shall be appointed by the BOD and is responsible for establishing a committee to conduct and coordinate research.

## ARTICLE VII

### MANAGEMENT

**Section 7.1 Fiscal Year.** The fiscal year of the Association shall begin the first (1) day of October and end the thirtieth (30) day of September.

**Section 7.2 Expenditures.** All expenditures of the Association shall be in accordance with Policy and Procedure. The Treasurer will maintain all financial records/reports of the Association including record of a final accounting of the seminar account, which is maintained by the seminar chairperson.

**Section 7.3 Records.** The Secretary shall maintain all Association records except financial. These records should be available for the BOD and /or membership meetings.

**Section 7.4 Parliamentary and Procedural Authority.** Official authority of the Association shall be the latest edition of Robert's Rules of Order.

**Section 7.5 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 an agent of the Association, except in relation to matters as to which such person shall be adjudicated in such action, suit or proceeding to be liable for willful misconduct.

## ARTICLE VIII AMENDMENTS

**Section 8.1 Amendments.** These Bylaws may be altered, amended, repealed or new Bylaws may be adopted by a two-thirds (2/3) vote of the BOD provided that written notice of the intention to alter, amend, repeal or adopt new Bylaws shall be sent to each member of the BOD.

**Section 8.2 Submission.** Each proposed amendment must be submitted to the BOD prior to the scheduled meeting or a specially called meeting. Included must be a specific rationale for the proposed change, additional amendment if the change affects any other section of the Bylaws, be in accord with the Association mission, meets all state and federal laws, includes a budget proposal if the amendment affects the Association's revenue/expenses.

**Section 8.3 Emergency Procedure.** Procedure from the latest edition of Robert's Rules of Order 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 COMPONENT DISTRICTS

**Section 9.1 General.** A district is an organization of licensed nurses, physicians and other medical personnel who are engaged or otherwise interested, in the care of patients in all phases of the Perianesthesia period, which has been organized for purposes consistent with those of the

Association and has been approved by the BOD.

**Section 9.2 Application and Approval.** An organization desiring to become a district of the Association shall have an organizational meeting, elect officers, adopt policies and bylaws, select a name for their district, and submit copies to the BOD for approval. Approved districts will be granted seed money of five hundred dollars (\$500.00) for their district account.

**Section 9.3 District Organization and Bylaws.** Each district shall have a President, Secretary, Treasurer, and other officers as it may desire or require all of who shall be active members of the Association. The policies and bylaws of the district must be consistent with those of the Association. Each component should submit a yearly copy of their bylaws/policies and procedures to the President elect for review.(First meeting after State Conference.)

**Section 9.4 Debts of Districts.** The Association shall not be liable for any debts of any districts unless the BOD of the Association authorized such debt.

**Section 9.5 Dissolution of Districts.** A district may be dissolved or placed on temporary hiatus at the request of the officers or majority of the active members of the district, or at the discretion of the BOD. All monies will be returned to the State Treasurer and placed in the Association state treasury. The treasurer will return seed monies of five hundred dollars (\$500.00) at such a date upon written request from the district and approval by the BOD.