

**WISCONSIN SOCIETY OF PERIANESTHESIA NURSES
CONSTITUTION AND BYLAWS**

ARTICLE I
NAME

Section 1.1 Name. The name of this professional organization is the Wisconsin Society of PeriAnesthesia Nurses, WISPAN, hereinafter referred to as the Society.

ARTICLE II
MISSION

Section 2.1 Mission statement. The Society is committed to the promotion of perianesthesia nursing as a speciality and enhancing the professional growth of its members.

ARTICLE III
PURPOSE AND OBJECTIVES

Section 3.1 Purpose and Objectives. WISPAN was organized for education and scientific purposes. The activities of the Society will consist of conducting public discussion groups, forums, panels, lectures, or other similar programs. This is accomplished by:

Bringing together perianesthesia nurses throughout Wisconsin and the surrounding states to share common interests, exchange ideas, and improve education for perianesthesia nurses, in order to maintain the highest degree of efficiency and quality in perianesthesia patient care.

2. Emphasizing and promoting understanding of PeriAnesthesia nursing.
3. Issuing a Newsletter quarterly in order to aid in the general purpose of the Society.
4. Adopting ASPAN's Standards of PeriAnesthesia Nursing Practice, education standards and techniques of PeriAnesthesia nursing:

- 5 Supporting the American Board of PeriAnesthesia Nursing Certification process.
6. Developing and providing educational materials and programs for continuing education of the PeriAnesthesia nurse.

Cooperating with other professional associations, hospitals, universities, industries, technical societies, research organizations, and governmental agencies in matters affecting the foregoing purposes of the Society.

ARTICLE IV MEMBERSHIP

Section 4.1 General. Membership in the Society shall be a privilege contingent upon compliance with the established requirements of these Bylaws and such other requirements as the Board of Directors may establish. Membership shall include but not limited to ambulatory, post anesthesia care, and areas that deliver conscious sedation.

Section 4.2 Classes. The Society shall have the following classes of members: Active, Affiliate, Retired, Honorary, Student.

Section 4.2.1 Active. Active members shall be duly licensed nurses who currently practice in good standing, at least part-time, in PeriAnesthesia nursing, or in the management, teaching or research of PeriAnesthesia nursing.

Section 4.2.2 Affiliate. Affiliate members shall be duly licensed health care professionals who have an interest in PeriAnesthesia patient care.

Section 4.2.3 Retired. Retired members shall be members in good standing who, immediately prior to retirement or permanent disability, were active members.

Section 4.2.4 Honorary. Honorary members shall be Past Presidents of the Society, and persons who have rendered distinguished or valuable service to the Society or PeriAnesthesia nursing and have been selected as honorary members by the Board of Directors.

Section 4.2.5 Student. Student members shall be individuals pursuing education leading to eligibility to sit for the registered nurse examination.

Section 4.3 Representation. Active members in good standing may hold office. Active and retired members in good standing may chair or serve on a committee of the Society.

Section 4.4 Benefits. All members of the Society in good standing, shall receive all official publications and notices of the Society:

Section 4.5 Application and Dues Assessment.

Section 4.5.1 Application. Any person desiring membership in the Society shall submit a written, signed membership application to American Society of PeriAnesthesia Nursing (ASPAN). Upon acceptance, membership shall include the society's benefits as well as the American Society of PeriAnesthesia Nurse's..

Section 4.5.2 Dues Assessment. All members of the Society, except for Honorary Members, shall be assessed dues, which shall be recommended by the Board of Directors. Members are delinquent if their dues are not received by ASPAN within sixty (60) days of the date upon which the dues are payable, after that point membership shall be terminated.

Section 4.5.3 Termination. Members who do not adhere to the Society'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. Upon death, membership will be terminated.

**ARTICLE V
OFFICES**

Section 5.1 Nomination of Officers. The Nominating Committee shall nominate one nominee for President-Elect and at least one nominee for Secretary and Treasurer. Curricula Vitae will be obtained by the Nominating Chairperson in accordance with Policy and Procedure.

Section 5.2 Election of Officers. The Officers elected shall be President-Elect; Secretary, and treasurer. Officers shall be elected by mailed ballot and/or in person at the Winter seminar. Officers shall assume their duties on July 1'.

Section 5.3 Terms of *Office*. The length of terms are: Secretary for two years, Treasurer for three years, President-Elect for one year as President-Elect, one year as President, and one year as Immediate Past President. Any Officer may succeed himself/herself but for only one immediately successive term in the same office. Any person serving in an unexpired term for greater than one-

half of the term shall be deemed to have served one term.

Section 5.4 Vacancies. Any vacancy of a Board position may be filled by the Board of Directors for the remaining term, with the exception of the President which is automatically filled by the President-Elect, and the Immediate Past President which will remain vacant until next term of office. In the event the vacancy is the President-Elect a special election may be called according to policy.

Section 5.5 ASPAN Representative Assembly. President and President-Elect will serve as Representatives to the ASPAN Representative Assembly. Immediate Past President is the alternate to the ASPAN Representative Assembly in the event that the President or President-Elect are unable to attend. The Board of Directors will appoint alternative representation if the President, President-Elect, and/or the Immediate Past President are unable to attend.

Section 5.6 Duties of Officers.

Section 5.6.1 President. The President shall be the principle officer of the Society and shall administer the affairs of the Society according to the policies, and subject to the control of the Board of Directors. The President shall be the Chairperson of the Executive Board and the Board of Directors.

Section 5.6.2 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 be active aid to the President, acquaint himself/herself with the duties and responsibilities of the President so that he/she may serve efficiently when succeeding to that office. In the absence of the 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 assume the office of President on July 1 ' , following his/her term as President-Elect.

Section 5.6.3 Secretary. The Secretary shall keep or cause to be kept records of the Society (other than financial records).

Section 5.6.4 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 financial records of the Society for the previous fiscal year shall be audited annually.

Section 5.6.5 Immediate Past President. The Immediate Past President shall be available to the Society for consultation to the President and shall assist other officers in their duties.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1 Powers. The Board of Directors shall be the governing body of the Society. The Board of Directors duties are as follows:

1. To direct the business and financial affairs of the Society.
2. To establish administrative policies.
3. To fill all vacancies of the Board of Directors.
4. To foster growth and development of the Society.
5. To review committee reports and determine action to be taken.

Section 6.2 Composition. The Board of Directors shall consist of the President, President Elect, the Immediate Past President, for one year after leaving the presidency, Secretary, Treasurer, and the chairpersons of the Society's Standing Committees

Section 6.3.1 Standing Committees. The Standing Committees of this Society shall be: Membership, Education, Historical, Research, Government Affairs and Standard Operations. The purpose and duties of these committees shall be listed in their Job Description. The committees of the Society shall be recommended by the president with the approval of the Board of Directors.

Section 6.3.2 Ad Hoc Committees. Special Ad Hoc Committees may be appointed by the President and/or at the request of the Board of Directors. These committees cease to exist when the purpose for which they were created is resolved.

Section 6.4 Meetings. The Board of Directors will meet at least two times per year. A quorum of half of the members plus 1 shall consist of majority of the member of the Board; a presiding *officer* and recording clerk must be present. Meetings may be held at the call of the President or at the request of any five Board members. The Board of Directors meeting expenses will be reviewed and discussed at the Board of Directors meeting. Any *Officer* unable to attend a meeting shall contact the President and forward a written report. Any Committee Chairperson, unable to attend a Board of Directors Meeting, shall contact the President and forward a written report and/or send an alternate representative.

Section 6.7 Censorship/Removal. A Board of Director member shall be automatically removed from office if the member becomes ineligible to serve by reason of change in membership status. A Board of Directors member may be subject to reprimand, censure, suspension, and/or expulsion by a $\frac{2}{3}$ majority vote of the Board of Directors for violating the Bylaws of the Society, misconduct, or neglect of duty in office, or behavior injurious to PeriAnesthesia nursing or the Society. No such action shall be taken against any member until the member has been advised of the specific charges, given a reasonable time to prepare a response

and afforded a full hearing before the Board of Directors. A Member who is expelled from office pursuant of this section shall be ineligible to serve as a member of the Board of Directors of the Society at any time in the future.

ARTICLE VII ORGANIZATIONAL UNITS

Section 7.1 Executive Board. The Executive Board shall be composed of the Officers of the Society; President, President-Elect, Immediate Past President, Secretary, and Treasurer. In between meeting of the Board of Directors, the Executive Board shall have and may exercise all of the powers and authority of the Board of Directors in the management of the Society. The Executive Board shall function under the direction and control of the Board of Directors and shall report its actions for ratification and approval to the Board of Directors. The Board of Directors shall retain the right to modify or otherwise alter action taken by the Executive Board. The President, with the approval of the Board of Directors, may appoint Committee Chairpersons and members.

ARTICLE VIII DECISION MAKING PROCESS

Section 8.1 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. The Bylaws may be altered, repealed, and/or amended by a ^{2/3} majority vote of the Board of Directors, providing that notice of the proposed alteration, repeal, and/or amendment is contained in the notice of such meeting according to policy. Bylaw changes and/or revisions shall be sent to the ASPAN Bylaws Committee to determine whether they reflect current ASPAN Bylaws.

ARTICLE X EMBLEM

Section 10.1 Emblem. The Society shall have an official emblem which shall be on such forms as approved by the Board of Directors, but which shall in any event contain the words "Wisconsin Society of Peri Anesthesia Nurses".

ARTICLE XI EARNINGS AND DISSOLUTIONS

Section 11.1 Earnings. No part of net earnings of the Society shall ensure to the benefit of, or be distributable to, its members, *Officers*, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 11.2 Dissolution. Upon dissolution of the Society, The Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, dispose of all assets of the Society to similar tax-exempt organization, as exempt under Section 501 (c) (6) of the Internal Revenue Code and its Regulations, such organization to be designed by the Board of Directors at the time of dissolution.

ARTICLE XII PROHIBITED ACTIVITIES

Section 12.1 Prohibited Activities. No member, Officer, or representative of this Society shall take any action or carry on any activity by or on the behalf of this Society 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 hereafter amended, or by an organization contribution 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.

Section 12.2 No substantial part of the activities of the Society shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or interfere in, (including the publishing and/or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XIII INDEMNIFICATION

Section 13.1 Indemnification of representatives of the Society: The Society shall indemnify any person acting on behalf of the Society against expenses, including reasonable attorney's fees, judgements, 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 of being or having been an agent of the Society, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct.

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Revised August 1999, February 2003, Reviewed February 2006