



ILLINOIS SOCIETY OF PERIANESTHESIA NURSES BYLAWS

ARTICLE I NAME

Section 1.1 Name

This Society, a nonprofit organization, shall be known as the Illinois Society of PeriAnesthesia Nurses (ILSPAN); and is a component of the American Society of PeriAnesthesia Nurses (ASPAN).

ARTICLE II MISSION

Section 2.1 Mission

The society 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.

ARTICLE III MEMBERSHIP

Section 3.1 General

Membership in this Society shall be a privilege, not a right and is contingent upon compliance with the requirements specified in these Bylaws.

Section 3.2 Classes

The categories of membership in this Society shall be Active, Affiliate, Retired, Honorary, Student, and Corporate.

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 the management, teaching or research of perianesthesia nursing as defined by ASPAN's scope of practice.

Section 3.2.2 Affiliate

Affiliate members shall be duly licensed healthcare professionals who have an interest in perianesthesia patient care.

Section 3.2.3 Retired

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

Section 3.2.4 Honorary

Honorary members shall be persons who have rendered distinguished or valuable service to Perianesthesia nursing. The Board of Directors elects them as honorary members. Any ILSPAN member may nominate candidates.

Section 3.2.5 Student

Student members shall be individuals pursuing education leading to eligibility to sit for the registered nurse licensing examinations.

Section 3.2.6 Corporate

Corporate members shall be companies or organizations that support the mission, purposes and goals of the Society.

Section 3.3 Benefits

All members of the Society in good standing shall receive all official publications and notices of the Society.

Section 3.4 Application for Membership

Any person desiring membership in the Society shall submit a written, signed ASPAN membership application, available from the ILSPAN Board of Directors or ASPAN's National Office. A person must be a member of ASPAN to become a component member under the single dues structure.

Section 3.5. Amount of Annual Assessment

All members of the Society, except for honorary members, shall be assessed dues, which shall be recommended by the Board of Directors. This annual assessment is forwarded to ILSPAN from the ASPAN National Office. Members are delinquent if their dues are not received by the Society within Ninety (90) days of the date upon which the dues are payable, after that point membership shall be terminated.

Section 3.6 Termination

Members, who do not adhere to the Society's Bylaws and Policy, 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 opportunity for due process in accordance with policy. Termination of membership shall also occur upon death of a member.

ARTICLE IV
MEETINGS OF MEMBERS

Section 4.1 General Sessions

This Society shall hold two general meetings per year, which shall be attended by members. The Board of Directors will determine the details of the membership meetings.

Section 4.2 Quorum

Ten percent (10%) of the last recorded voting membership shall constitute a quorum.

Section 4.3 Special Sessions

The President upon the approval of the Board of Directors may call special sessions of this Society. Special sessions shall be held at the time and place determined by the Board of Directors. Notice of special sessions and the subjects to be presented shall be forwarded to each member of the Society at least two (2) weeks in advance of the date established.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1 Powers

It shall be the responsibility of the Board of Directors to determine the goals and activities of this Society. The Board of Directors of this Society shall be charged and entrusted with specific responsibilities as set forth in the Policies & Procedures. District Directors shall be the liaison between Chapter Coordinators and the Board of Directors.

Section 5.2 Composition

The Board of Directors shall consist of the President, Vice President/President Elect, Secretary, Treasurer, District I Director, District II Director, and District III Director. Each member of the Board shall have one (1) vote except the President, who shall only vote in the case of a tie, if that vote will change the decision. The Immediate Past President, Publication Chair,

Membership/Marketing Chair, Technology Chair shall serve as an ex-officio members of the Board of Directors and are nonvoting members.

Section 5.3 *Terms & Eligibility*

No person shall be eligible as an officer or Board member of this Society unless he/she is a voting member in good standing of this Society.

Section 5.3.1 *President, Vice-President/President-Elect, and Immediate Past President*

The President and Vice-President/President-Elect shall hold office for a term of one year at the adjournment of the general membership meeting held in conjunction with the annual spring conference. The Vice-President/President-Elect shall be elected for a period of one (1) year. 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.

Section 5.3.2 *Secretary*

The Secretary shall be elected for two (2) years commencing at the adjournment of the general membership meeting held in conjunction with the annual spring conference. He/she may be re-elected but not for more than two (2) terms in succession. The Secretary is elected in odd-numbered years.

Section 5.3.3 *Treasurer*

The Treasurer shall be elected for two (2) years commencing at the adjournment of the general membership meeting held in conjunction with the annual spring conference. He/she may be re-elected but not for more than two (2) terms in succession. The Treasurer is elected in even-numbered years.

Section 5.3.4 *District Director*

District Directors shall be elected for two (2) years commencing at the adjournment of the general membership meeting held in conjunction with the annual spring conference. He/she may be re-elected but not for more than two (2) terms in succession. District I and III Directors are elected in odd-numbered years. District II Director is elected in even-numbered years.

Section 5.3.4.1 *District Boundaries*

The Component shall be divided into three (3) sections: District I (north), District II (central), and District III (south). Each District shall be represented by a District Director. The delineation of boundaries shall be determined by the Board of Directors.

Section 5.3.4.2 *Chapter Coordinators*

Chapter Coordinators shall be appointed by the President and shall report to their respective District Director on a regular basis. The respective District Director shall be the liaison between the Board of Directors and the chapter.

Section 5.4 *Vacancies*

The Board shall fill any vacancy of a Board position for the remaining term, with the exception of the President, which is automatically filled by the President-Elect.

Section 5.5 *Removal*

Any officer or other elected or appointed official of this Society may be removed from office for a good cause. Such action shall provide that the official upon request has an opportunity to have a hearing providing for due process as described in Robert's rules of Order Newly Revised.

Section 5.6 *Compensation*

Board members shall serve in a voluntary capacity, but may receive position-related compensation/reimbursement for expenses as set forth in Policy & Procedure.

Section 5.7 Meetings

The Board of Directors shall meet four times a year. The time and place of each meeting shall be determined by the consensus of the Board of Directors. Notification of said meeting shall be provided to each Board member at least 30 days prior to the meeting date. The President shall insure that board meetings are alternated between designated districts. Board members shall be required to attend all meetings unless prior notice is made to the President. A quorum will consist of 60% of the Board of Directors with no less than two (2) officers present.

ARTICLE VI
ELECTION PROCEDURES

Section 6.1 Nominations

It shall be the duty of the Nominations Committee to prepare a slate of nominees for all elected positions. Those interested in a vacant office shall submit a Willingness to Serve form, inclusive of resume and goals to the chairperson of the Nominations Committee.

Section 6.2 Elections

The Officers and Board of Directors shall be elected by a simple majority of members present at the general meeting and absentee votes submitted on-line at www.ilspan.org by the published deadline in Periscope. Write-ins shall be acceptable with the consent of the nominee. The elected officers and Board of Directors shall be announced at the annual spring meeting.

ARTICLE VII
STANDING COMMITTEES

Section 7.1 Committees

The committees of this Society shall be as follows:

Standing Committees:

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|-------------------------|-------------------------|
| 1. Executive | 6. Bylaws |
| 2. Nominations | 7. Governmental Affairs |
| 3. Membership/Marketing | 8. Publication |
| 4. Finance | 9. Technology |
| 5. Education | |

As the need arises, the President may appoint additional committees. The purpose and duties of each of these committees shall be set forth in the ILSPAN Manual.

ARTICLE VIII
MANAGEMENT

Section 8.1 Registered Agent

The Society shall maintain a registered agent in the state of Illinois. The registered agent shall be responsible for submitting the annual reports to the Secretary of State in accordance to the General Not For Profit Corporation Act of 1986.

Section 8.2 Seal

The Society shall have an official seal, which shall be in such forms as approved by the Board of Directors, but shall contain the words "Illinois Society of PeriAnesthesia Nurses".

Section 8.3 Fiscal Year

The fiscal year of this Society shall begin July 1st and end June 30th.

Section 8.4 Authorization of Expenditures

Expenditures shall be appropriated by the Treasurer and President with approval by the Board of Directors in accordance with Policy & Procedures.

Section 8.5 Parliamentary Authority

The latest edition of Robert's Rules of Order and Procedures shall govern all questions of parliamentary procedures on order.

Section 8.6 Indemnification

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.

Section 8.7 Dissolution

Upon the dissolution of the Society, the Board of Directors shall dispose of all the assets of the Society, after paying or making provisions for the payment of all liabilities of the Society. These assets shall be distributed to an organization or organizations formed and operated for charitable or educational purposes.

ARTICLE IX
AMENDMENTS

Section 9.1 Amendments with Notice

These Bylaws may be amended by two-thirds (2/3) vote of all the voting members who are present at a general meeting or special session, and only if one of the following requirements has been fulfilled:

- a. If the amendment has been introduced by the Board of Directors or the Bylaws Committee and has been circulated to the entire active membership at least thirty (30) days prior to the aforementioned vote. This circulation shall constitute a notice.

Or

- b. If the amendment has been introduced by a voting member, or by the Board of Directors or the Bylaws Committee, at the previous general session. This previous introduction shall constitute a notice.

Section 9.2 Amendment without Notice

The Bylaws may be amended by a three-fourths (3/4) vote of all the voting members who are present at a general meeting or special session. A notice at the previous meeting or prior publication and circulation shall not be required.

Section 9.3 Previous Actions

All previous actions of this Society shall remain in effect unless altered by these Bylaws or subsequent actions of this Society.

These Bylaws shall become effective March 21, 2009.

Revised 7/02 7/04 9/07 9/08

Reviewed 7/02, 7/04, 7/06, 9/07, 9/08