**BYLAWS**

**of**

INTERNATIONAL COLLABORATION of

PERIANAESTHESIA NURSES, INC.

## August 10, 2015

***DRAFT* BYLAWS**

**of**

INTERNATIONAL COLLABORATION of

PERIANAESTHESIA NURSES, INC.

July 28, 2015

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**of**

INTERNATIONAL COLLABORATION of

PERIANAESTHESIA NURSES, INC.

July 28, 2015

ARTICLE 1

General Provisions

Section 1.1. Name. The name of this professional organization shall be the International Collaboration of PeriAnaesthesia Nurses, Inc. (ICPAN).

Section 1.2. Glossary of Terms: PeriAnaesthesia: including but not limited to: Pre-Admission, Pre-Anaesthesia, Anaesthesia, Ambulatory or Day Surgery, General or Specialist PACU (Post Anaesthetic Care Unit/Recovery Room). GAC: Global Advisory Council.

Section 1.3. Offices. The principal business office of ICPAN shall be: ICPAN c/o Hurwit & Associates; 1150 Walnut Street; Newton, Massachusetts 02461, USA. The organization may also have offices at other locations as the organization may require.

Section 1.4. Fiscal Year. The fiscal year of the ICPAN shall begin on January 1 and end on the following December 31 of each year.

###### **ARTICLE 2**

###### **Purposes, Goals and Objectives**

 The International Collaboration of PeriAnaesthesia Nurses, Inc. is organized for charitable, educational and scientific purposes including, but not limited to, strengthening collaboration among perianaesthesia nurses globally with the intent of ensuring beneficial outcomes to the public; sharing, discussing and debating strategies and innovations that advance perianaesthesia nursing clinical practice, education, research and management; and providing opportunities for the support and development of current and emerging perianaesthesia leaders and organizations. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by an organization formed under the laws of Delaware and which are not inconsistent with the organization’s qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE 3

Membership

Section 3.1. Eligibility. Membership is open to nurses and other health care professionals working or interested in perianaesthesia practice that includes any environment/location where clients are undergoing general, regional or local anaesthesia or sedation.

Section 3.2. Categories. ICPAN shall have as a minimum the following membership categories: Organizational and Affiliate Health Care Members.

Section 3.2.1. Organizational Membership. An established national association that promotes perianaesthesia nursing practice, supports the goals/objectives of ICPAN and pays annual membership fees. This category has the responsibility of electing a member of the national association who will represent their country as the National Organizational Representative on the GAC with the right to one vote. There can only be one national perianaesthesia organization in any given country that has the right to join ICPAN as the official national representative of perianaesthesia nurses in that country.

Section 3.2.2. Affiliate Health Care Member. Any healthcare professional who is currently working in perianaesthesia care or has an interest in perianaesthesia patient care. This member supports ICPAN goals/objectives and pays an annual membership fee. These members are not eligible to sit on the GAC but receive all other membership benefits. Affiliate members shall have no voting rights.

Section 3.3. Application, Dues and Termination of Memberships.

Section 3.3.1. Any organization or person desiring membership shall submit a membership application to the Membership Secretary. The board of directors, in consultation with the GAC, shall have the sole authority to review and approve or deny membership in ICPAN.

Section 3.3.2. All members of ICPAN shall be invoiced annual dues as recommended and set forth by the board of directors in collaboration with the GAC. Membership is delinquent if dues are not received by the ICPAN membership payment deadline, in accordance with adopted policy and procedure.

Section 3.3.3. Members who do not adhere to the ICPAN Bylaws and policies and procedures may have their membership terminated by vote of the board of directors in consultation with the GAC.

# ARTICLE 4

**Global Advisory Council**

Section 4.1. Global Advisory Council. There shall be a Global Advisory Council (“GAC”).

Section 4.2. Composition. The Global Advisory Council shall be composed of National Organizational Representatives. Each National Organizational Representative shall be appointed to the GAC by his or her national association as specified in Section 3.2.1 of these Bylaws and shall have one vote. If a National Organizational Representative on the GAC is elected to the board of directors then that National Organization may elect a new GAC member.

Section 4.3. Responsibilities. The members of the GAC, by majority vote except where noted, shall have the following powers and responsibilities: 1) to elect directors of the corporation based upon a slate of nominees proposed by the board of directors, as provided in Article 5.2 of these Bylaws; 2) to approve the repeal or amendment of any provision in the Bylaws affecting the rights or authority of the GAC; and 3) to serve in an advisory capacity to the board of directors by providing advice to the board of directors on matters including, but not limited to, developing the Conference Bid Selection Worksheet, selecting the biennial conference site; and to nominate National Organizational Representatives to serve on committees.

Section 4.4. Meetings. The GAC shall hold a regular meeting in conjunction with the ICPAN conference, which is held on a biennial basis. Other GAC meetings may be requested by 2 voting GAC members. A proposal outlining the purpose of the meeting will be submitted to the board of directors for review. A majority of the GAC shall constitute a quorum for the transaction of business at any meeting of the GAC. At any meeting of the GAC at which a quorum is present, a majority of those GAC members present shall decide any matter, unless a different vote is specified by law, the Certificate of Incorporation or these Bylaws. One or more members of the GAC may attend any annual, regular, special or committee meeting of the GAC through telephonic, electronic, or other means of communication by which all members of the GAC have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting. Proxy voting shall not be permitted.

Section 4.5. GAC Chair. The Vice-Chair of the board of directors of ICPAN shall serve as the Chair of the GAC. In such capacity, the Vice-Chair shall call GAC meetings, oversee the activities of the GAC, appoint a secretary to scribe minutes at meetings, and report to the Chair of the board of directors on matters relating to the GAC.

Section 4.6. Compensation. All positions within ICPAN are served in a voluntary capacity and do not receive remuneration.

Section 4.7. Removal. Any member of the GAC may be removed, with or without assignment of cause, by a two-thirds majority vote by both the GAC and BOD, when it is judged to be in the best interests of ICPAN. A Special Meeting of the board of directors shall be called as per Section 5.4 to address this removal. Notice of the removal action shall be provided to the member being removed as well as an opportunity for a hearing.

Section 4.8. Resignation. Any member of the GAC may resign by delivering a written resignation to the ICPAN Secretary. Such resignation shall be effective upon the date of receipt, unless specified to be effective at a later date.

# ARTICLE 5

**Board of Directors**

Section 5.1. Authority. The business and affairs of the corporation shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the corporation, except those that are expressly reserved to the GAC by these Bylaws. The board of directors shall maintain the overall authority for ICPAN and is responsible for leading the development, planning and implementation of ICPAN strategic direction. The board of directors, in consultation with the GAC, shall establish and carry out the policies and priorities related to ICPAN’s objectives.

Section 5.2. Election and Composition. A slate of directors of such number and composition as shall be proposed by the board of directors, will be elected by the GAC and the board of directors with election results announced at the biennial general meeting. Directors shall hold office until the next biennial meeting of the GAC and thereafter until their respective successors are chosen and qualified. The board of directors consists of the following positions at a minimum: Chair, Vice Chair, Secretary, Treasurer, Membership Secretary, ICPAN Conference Chair, Education Chair, Media and Marketing Coordinator and President.

Section 5.3. Terms of Office. The board of directors, in consultation with the GAC, shall determine the length of terms to be served by directors and members of the GAC and whether to impose term limits on the number of terms that board and GAC members may serve. No person may serve simultaneously on the board of directors and the GAC.

Section 5.4. Meetings. The board of directors shall hold a regular meeting in conjunction with the ICPAN biennial conference and annual meetings each year, and may elect the time and place for annual, regular, and special meetings of the board. Special meetings of the board of directors may be called by the chair of the board, or a majority of the directors then in office, by giving notice, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting. Notice of all meetings in which an amendment to these Bylaws is to be considered shall also contain a statement of the exact wording of the proposed Bylaw amendment.

Section 5.5. Quorum and Voting. A majority of the board of directors (fifty percent plus one of eligible voting members) shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Certificate of Incorporation, or these Bylaws. Every director, including the Chair, but excluding the President, has one vote. The Chair will vote to break a tie.

Section 5.6. Meetings by Remote Communication. One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 5.7. Action Without a Meeting. Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action as taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

Section 5.8. Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Certificate of Incorporation, these Bylaws, or the laws of Delaware, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5.9. Committees. The board of directors may create such standing and special committees as it determines to be in the best interest of the corporation. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

Section 5.10. Compensation. All positions within ICPAN are served in a voluntary capacity and do not receive remuneration.

Section 5.11. Vacancies. Any vacancy occurring in the board of directors shall be filled by the board of directors in consultation with the GAC. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5.12. Resignation. Any director may resign by delivering a written resignation to the ICPAN Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 5.13. Removal. Suggest to replace this entire section with 6.4 so that there is consistency. Any director may be removed, with or without assignment of cause, by a vote of two-thirds of all the members of the GAC at any meeting of the GAC or by a vote of two-thirds of the entire board of directors at any meeting of the directors when it is judged to be in the best interests of ICPAN. No member of the board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.

ARTICLE 6

Officers

Section 6.1. Officers. The officers of ICPAN on the board of directors shall be Chair, Vice Chair, Secretary, Treasurer, President, Membership Secretary, ICPAN Conference Chair, Education Chair, and Marketing and Media Coordinator. Other such officers may be elected in accordance with provisions of this Article. These officers represent the interests of ICPAN, not individual national organizations.

Section 6.2. Election. The officers of ICPAN shall be elected by the board of directors and GAC members at the biennial meeting held in conjunction with the ICPAN conference. Each officer shall hold the position until a successor has been proposed and elected.

Section 6.3. Vacancy. A vacancy in any office because of resignation, disqualification, death, or otherwise may be filled by the board of directors, in consultation with the GAC, for the unexpired term.

Section 6.4. Removal. Any officer may be removed, with or without assignment of cause, by a two-thirds affirmative vote by the board of directors, when it is judged to be in the best interests of ICPAN. Notice of the proposed removal action shall be provided to the member in advance of any vote on pending removal, and an opportunity for a hearing.

Section 6.5. Chair. The Chair leads and coordinates the daily activities of ICPAN; works directly with the board of directors, GAC members and the Conference Chair to ensure the development of ICPAN Collaboration and Conference; collaborates with the Conference Chair to facilitate all aspects of the conference; presides at all meetings of the board of directors, and biennial ICPAN conference; has power to sign contracts or other instruments that the board of directors has authorized to be executed; shall perform all duties incident to the Chair and other such duties as may be prescribed by the board of directors; and is the authorized spokesperson for media or other public comment.

Section 6.6. Vice Chair. The Vice Chair works with the Chair on all above items; represents the Chair at all functions where the Chair is not available; performs all duties incident to the Vice Chair and other such duties as may be prescribed by the board of directors. The Vice Chair serves as the Chair of the GAC.

Section 6.7. Secretary. The Secretary, unless otherwise specified by the board of directors, is the custodian of the organization’s records and is responsible for the coordination and communication of meeting dates/times in consultation with ICPAN Chair; takes and records minutes from meetings of board of directors; maintains records of ICPAN; organizes the general meeting agenda, election of officers and informs members of such; responsible for lodging any governance/audit documents, as required; performs all duties incident to the Secretary and other such duties as may be prescribed by the board of directors. The Secretary shall also file all paperwork as required to maintain the association.

Section 6.8. Treasurer. The Treasurer, unless otherwise specified by the board of directors, is responsible for supervision of all ICPAN financial transactions including but not limited to: maintaining continuous audit of finances and reporting such to board of directors and governmental agencies as requested and required; collaborating with the Conference Chair to advise on financial management of the biennial conference and to negotiate financial aspects relating to the conference; collaborating with the Membership Secretary to ensure that all membership dues are banked correctly; maintaining constant liaison with international bank and ensuring that international transactions are managed efficiently and with minimum charges; and has the power to sign contracts or other instruments that the board of directors has authorized to be executed.

Section 6.9. President. The President shall serve as a good will ambassador for and on behalf of ICPAN.. The President shall preside over the nomination and election process of the Board of Directors. This position has no voting rights.

Section 6.10. Membership Secretary. The Membership Secretary compiles and maintains accurate membership lists, sends notices of dues, records receipts of dues and contributions and works with board of directors to build a plan for organizational growth.

Section 6.11. ICPAN Conference Chair. Leads the development, organization and implementation of the biennial conference in collaboration with the board of directors.

Section 6.12. Education Chair. Has responsibility for: educational material; providing and auditing standards; competency framework; research and drafting and assisting emerging national associations advice for drafting constitutions.

Section 6.13. Marketing and Media Coordinator (MMC). The MMC manages electronic media design and content (e.g., ICPAN website, other social media platforms in use as determined by the Board); works with board of directors, Conference Chair and a selected Professional Conference Organizing (PCO) team to efficiently disseminate organizational marketing priorities and maintain current ICPAN information regarding the organization/conference on all virtual media platforms in use.

ARTICLE 7

Transactions

Section 7.1. Contracts. The board of directors may authorize any officer or officers of the organization in addition to the officers so authorized by these Bylaws, to enter into contracts, execute and deliver any instrument in the name of and on behalf of ICPAN. Such authority may be general or confined to specific circumstances.

Section 7.2. Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the organization, shall be signed by the Chair or Treasurer, or such other officer or agent of the organization as may be determined by the board of directors. All transactions must be authorized by the board of directors.

Section 7.3. Reasonable Compensation. All expenditures shall be in accordance with adopted Policies and Procedures. No part of the net earnings of the organization shall be paid to the benefit of, or be distributable to its members, directors, officers or other private persons. Reasonable compensation for costs incurred during the conduct of ICPAN business by officers, or other identified agents as determined by the board of directors may be reimbursed. Reimbursable costs include but are not limited to: lodging, registration, travel, food.

Section 7.4. Deposits. All funds of the organization shall be deposited from time to time to the credit of ICPAN in such banks, trusts, or other depositories as the board of directors shall select.

Section 7.5. Contributions. The board of directors or any authorized officer or agent may accept on behalf of the organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the organization.

ARTICLE 8

Books and Records

 ICPAN shall keep at the principle office of the organization correct and complete books and records of account; minutes of proceedings of the board of directors; and a register of the names and addresses of the Directors of the organization. All books and records of ICPAN may be inspected for any proper purpose, at any reasonable time by any Director, agent or attorney thereof.

ARTICLE 9

Restrictions on Activities

 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, neither the corporation nor any director, officer, employee, agent, or any other representative of the corporation shall carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 10

Indemnification

 ICPAN shall defend and indemnify officers, directors and employees, acting solely within their capacity on behalf of ICPAN and with authority from ICPAN 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 of being or having been an authorized agent of ICPAN, except in relation to matters as to which such person is adjudged in such action, suit or proceeding to be liable for intentional or wilful misconduct.

ARTICLE 11

Conflicts of Interest

 Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully

disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 12

Personal Liability

 No officer or director of ICPAN shall be personally liable to the organization for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer’s or director’s duty of loyalty to the organization, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

ARTICLE 13

Dissolution

 In the event of dissolution of ICPAN, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the organization to the extent assets of the organization permit, dispose of all the assets of the organization exclusively for the purposes of ICPAN or its goals or objectives, as the board of directors shall determine, in such manner as required by Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Revenue law) and in accordance with the laws of Delaware.

ARTICLE 14

Amendments to Bylaws

 These Bylaws may be amended or repealed by a majority vote of the entire board of directors; provided, however, that any amendment or repeal affecting the rights or authority of the GAC must also be approved by the GAC.