

# **BYLAWS OF OHIO PERIANESTHESIA NURSES ASSOCIATION**

## **ARTICLE I**

### **NAME**

The name of this organization shall be Ohio PeriAnesthesia Nurses Association, to be referred to as OPANA, a nonprofit corporation incorporated under the state of Ohio Corporation Law.

## **ARTICLE II**

### **CORE PURPOSE**

The purpose for which the association is formed is exclusively educational, scientific, and charitable; and includes the following...

#### **Section 2.1**

To unite licensed PeriAnesthesia Nurses for the purpose of maintaining an association dedicated to the constant endeavor of promoting the highest professional standards of perianesthesia nursing for the best and safest care of the patient.

#### **Section 2.2**

To raise the standards of perianesthesia nursing by encouraging research, publication, continuing education, specialization and certification.

#### **Section 2.3**

To maintain good rapport with Anesthesiologists, Certified Registered Nurse Anesthetists, Anesthesiologist Assistants, and Physicians for the continuation of optimum care of the patient during the perianesthesia period.

#### **Section 2.4**

To cooperate with other professional associations, hospitals, universities, industries, technical societies, research organizations, and governmental agencies in matters affecting the foregoing purpose of the association.

#### **Section 2.5**

To receive dues and maintain funds to further the purposes of OPANA.

#### **Section 2.6**

To promote public awareness and understanding of the care of the perianesthesia patient through community involvement.

#### **Section 2.7**

To study, discuss and exchange professional knowledge, expertise and ideas on perianesthesia care, and to facilitate cooperation between PeriAnesthesia Nurses, Physicians, and other interested medical personnel.

#### **Section 2.8**

The association shall have perpetual existence.

## ARTICLE III

### MEMBERSHIP

#### **Section 3.1 Qualifications of Membership**

- A.** Membership in OPANA shall be available to all licensed nurses who are presently employed, or in the past were employed, in perianesthesia nursing, or anyone interested in perianesthesia care. Perianesthesia nursing includes all areas of ambulatory, pre and postanesthesia care.
- B.** Membership in the American Society of PeriAnesthesia Nurses (ASPN) and one of the local district associations of OPANA are required.
- C.** Application for membership in OPANA shall be made on an application form prescribed by ASPAN.

#### **Section 3.2 – Classifications of Membership**

Membership of OPANA shall be classified (A) Active, (B) Affiliate, (C) Retired, (D) Honorary, (E) Student

##### **A. Active Member**

Active members are licensed nurses and are presently employed in perianesthesia nursing, management, teaching, or research of perianesthesia nursing. Involuntary interruption of an active member's practice as a perianesthesia nurse shall not affect such member's status as an active member of the society unless and until such interruption has continued for a period of three consecutive years beginning in the month of the member's anniversary date.

##### **B. Affiliate Member**

Affiliate members may be physicians, other nurses or healthcare practitioners who are especially interested in the care of patients in the perianesthesia period.

##### **C. Retired Member**

Retired members are active members in good standing who have ceased the active practice of perianesthesia nursing, management, teaching or research of perianesthesia nursing by reason of retirement or permanent disability.

##### **D. Honorary Member**

Honorary members shall be those persons who have rendered distinguished or valuable service to perianesthesia nursing and who are elected as honorary members by the Board of Directors. Honorary members may concurrently hold membership in another class of membership of the association.

##### **E. Student Member**

Student members are persons who are pursuing a nursing degree that will lead to licensure as a Registered Nurse.

#### **Section 3.3 - Privileges of Members**

- A.** Active members in good standing shall have the right to hold office.
- B.** Active and retired members in good standing shall have the right to vote and may serve as committee chairperson or member.
- C.** Affiliate members in good standing may serve as committee members.
- D.** All members in good standing can receive the Snooze News newsletter and notices from OPANA online – [www.ohiopana.org](http://www.ohiopana.org)

### **Section 3.4 – Dues for Membership**

- A.** All members shall pay dues except honorary members.
- B.** Component dues will be established annually by the OPANA Board of Directors.
- C.** Members who have not paid dues by the date they are due, shall have their membership terminated.

### **Section 3.5 - Termination of Membership**

- A.** The filing of a written resignation by the member with the Membership Chairperson.
- B.** Nonpayment of dues.
- C.** Failure of a member to comply with the requirements of these bylaws pertaining to the class of membership.
- D.** A good faith determination by the Board of Directors that the member should be terminated for behavior injurious to perianesthesia nursing and/or the association. Any member who is terminated has a right to be heard before the Board of Directors as established by OPANA policy.
- E.** Death of a member.

## **ARTICLE IV**

### **OFFICERS**

#### **Section 4.1 – Officers**

The officers of OPANA shall be President, Vice President or President-Elect, Secretary, Treasurer, and Immediate Past-President who are in good standing with the association.

#### **Section 4.2 – Term of Office**

- A.** The new officers will assume their duties at the annual spring meeting and the transfer of office will be accomplished at a combined effort of the old and new officers within a timely period following that meeting.
- B.** The President and Vice President or President-Elect will serve a term of two years or until their respective successors have been duly elected and qualified.
- C.** The Secretary and Treasurer will serve a term of two years or until their respective successors have been duly elected and qualified. The Secretary is elected in the even years and the Treasurer is elected in the odd years.
- D.** The Immediate Past President will serve a term of two years following their term as President or until the present President becomes Immediate Past President.

#### **Section 4.3 – Duties of Officers**

The duties of the elected officers of the association will be carried out according to the written job description for the specific office which is in the OPANA Policy and Procedure Manual.

##### **A. President**

- 1.** The President shall preside at all meetings of the Board of Directors and membership and be the principal representative for the association.
- 2.** The President shall have general charge and supervision of the business and affairs of the association and shall do and perform such other duties as are incident to the President or as assigned by the Board of Directors.
- 3.** The President shall be ex-officio member of all committees except the Nominating Committee.
- 4.** The President shall represent OPANA as part of the Representative Assembly of ASPAN.
- 5.** Upon expiration of the term of office, the President shall automatically become Immediate Past-President.

### **B. Immediate Past – President**

1. The Immediate Past - President shall be available to the President in an advisory capacity and serve as the timekeeper and facilitator at the OPANA Board of Directors meetings.
2. The Immediate Past President will serve as Chairperson of the Nominating Committee and perform duties as assigned by the OPANA Board of Directors.

### **C. Vice President or President-Elect**

1. The Vice President shall assist the President in all duties throughout the year, shall assume the duties of the President in the absence or disability of the President and perform duties as assigned by the OPANA Board of Directors.
2. The President-Elect shall assume the same duties as the Vice President and be installed in the office of President at the annual spring membership meeting following the term of office as President-Elect.
3. The Vice President shall represent OPANA as part of the Representative Assembly of ASPAN.
4. In the event of the President's death, resignation or removal from office, the President-Elect would assume the duties of the President. If a Vice President is not in office at the time the President is unable to fulfill the presidential duties, the vacancy shall be filled by an appointment by the OPANA Board of Directors for the unexpired portion of the term.

### **D. Secretary**

1. The Secretary shall be responsible for all the records and communications of the association.
2. The Secretary shall perform duties as assigned by the OPANA Board of Directors.

### **E. Treasurer**

1. The Treasurer shall be custodian of all monies of the association; and shall collect, receive, deposit and invest the funds of the association as directed by the OPANA Board of Directors.
2. The Treasurer will be bonded.
3. The Treasurer shall prepare an annual report and account of the financial condition of the association to present at the first board meeting of the fiscal year.
4. The Treasurer shall perform duties as assigned by the OPANA Board of Directors.

### **Section 4.4 – Vacancies of Officers**

Vacancies for the positions of Vice President or President-Elect, Secretary or Treasurer prior to the end of their term of office will be filled by appointment and approval of the OPANA Board of Directors for the expired portion of the term.

### **Section 4.5 – Compensation of Officers**

- A. The elected officers of the association shall not be financially compensated for performance of their duties associated with the office.
- B. Reimbursement for approved expenses shall be made by the treasurer as defined in the OPANA Policy & Procedure Manual.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

#### **Section 5.1 – Composition of the Board of Directors**

The OPANA Board of Directors consists of the President, Immediate Past President, Vice President or President-Elect, Secretary, Treasurer, District Representatives, and all committee chairpersons.

### **Section 5.2 - Vacancies of the Board of Directors**

- A.** Any vacancy among the Directors except the District Representatives will be filled by the OPANA Board of Directors for the unexpired portion of the term.
- B.** Any vacancy among the District Representatives will be filled by the respective district at the request of the OPANA Board of Directors.

### **Section 5.3 – Powers of the Board of Directors**

The Board of Directors shall be OPANA’s governing body with voting rights and have the control and management of the association and its assets, subject only to the action of the members of the association.

### **Section 5.4 – Duties of the Board of Directors**

- A.** To direct business and financial affairs of OPANA
- B.** To establish administrative policies, procedures and goals
- C.** To approve all appointments to fill vacancies on the Board of Directors
- D.** To foster growth, development and education of OPANA
- E.** To review committee reports and determine action to be taken
- F.** To update USB drive with yearly reports from respective offices and committees for the OPANA history records.

### **Section 5.5 – Meetings of the Board of Directors**

- A.** The Board of Directors will hold regular meetings each year.
- B.** All meetings of the Board of Directors will be called by the President, Secretary or a majority of the Directors.
- C.** Notice of all meetings will be given to each Director within 14 days of the meeting and may be sent electronically.
- D.** Attendance at Board Meetings by members of the Board of Directors is an expectation.
- E.** Any OPANA member may attend Board of Directors meetings but will have no voting rights.
- F.** Electronic Meetings. The majority of regular Board meetings shall be held in-person, except that provision may be allowed for members who are unable to attend in person to participate electronically, so long as all members can simultaneously hear each other and participate, subject to any limitations established in special rules of order adopted to govern such participation, and at no expense to the organization. Electronic mail (email) shall not be used to conduct meetings.

### **Section 5.6 – Quorum of the Board of Directors**

The presence of 50% of the Board of Directors will constitute a quorum at any Board of Directors meeting.

## **ARTICLE VI**

### **ELECTIONS**

The Nominating Committee will be responsible for the election process.

#### **Section 6.1 – Officers**

- A.** Candidates for election will have been active OPANA members for one year prior to nomination.
- B.** Nominations of the officers will be held prior to the annual spring meeting
- C.** A contested election will be by secret ballot.

**D.** If the election is uncontested and after nominations are closed, voting is done at the annual meeting.

#### **Section 6.2 – District Representatives**

**A.** The District Representatives will be elected by each district prior to the OPANA annual spring meeting.

**B.** The term of office will commence at the close of the annual spring meeting.

**C.** If the elected District Representative is unable to attend a Board of Directors meeting, the district may select an Alternate District Representative to attend who will be allowed to vote.

## **ARTICLE VII**

### **MEMBERSHIP MEETINGS**

#### **Section 7.1 – Annual Membership Meeting**

**A.** The OPANA Board of Directors will designate the hosting district for the annual spring meeting. The annual meeting of the membership shall be held in the spring.

**B.** When the annual spring meeting is held in conjunction with the district seminar, 10% of the total net profit from that seminar will be returned to the OPANA treasurer to provide funds for continuing education.

#### **Section 7.2 – Special Membership Meetings**

**A.** A fall membership meeting will be convened if a fall OPANA seminar is held.

**B.** A special meeting of the membership may be called at any time by the President, a majority of the Board of Directors or upon a written request of 25% of the active and retired members.

#### **Section 7.3 – Notice of the Membership Meetings**

**A.** The primary means of communication to members is the OPANA web site.

**B.** Notice of the annual or any special membership meetings will be delivered electronically to each member 14 days before the date of the membership meeting at the direction of the President, Secretary or officer calling the meeting. The notice will specify the purpose, place, day and hour of the meeting.

#### **Section 7.4 – Quorum of the Membership Meetings**

A quorum will consist of a majority of the active and retired members present.

#### **Section 7.5 – Voting**

**A.** Each member present shall be entitled to one vote,

**B.** Voting shall be done by simple majority. Unless otherwise required by law or by these bylaws, all actions of the membership may be taken upon the affirmative vote of those members present and voting at a duly called meeting.

**C.** A vote by written correspondence is acceptable for important issues such as contested:

**1.** Election of officers

**2.** Amendments to the Bylaws

**3.** Revisions of the Bylaws

**D.** Email Voting. In matters that require urgency and when a meeting is not critical to a decision, and with permission of every members, a vote may be conducted by electronic mail (email) which must be ratified at the next meeting. This is not an e-meeting.

## ARTICLE VIII

### COMMITTEES

The Board of Directors may create additional standing committees. Members in good standing may serve on committees. Only Active and Retired members may serve as a committee chairperson or member. Attendance at Board Meetings by committee chairperson is an expectation. Complete descriptions of the functions of the committees will be found in the OPANA Policy & Procedure Manual.

#### **Section 8.1 – Standing Committees**

**A. Executive Committee** consists of the 5 officers to direct the management of OPANA in between meetings of the Board of Directors. To the extent permitted by law, the committee may exercise all of the powers and authority of the Board of Directors. The Board of Directors will retain the right to modify or alter action taken by the Executive Committee unless precluded by law.

**B. Awards Committee** to conduct special awards and recognition of the membership.

**C. Convention Activities Committee** to arrange facilities for the fall seminar and OPANA Board of Directors meetings.

**D. Finance Committee** to direct and advise the financial affairs of OPANA.

**E. Fund Raising Committee** to direct all fund raising activities.

**F. Gold Leaf & Shining Star Committee** to prepare and submit the Gold Leaf Component of the Year Award application to ASPAN and Shining Star Award application to The American Board of PeriAnesthesia Nurse Certification (ABPANC).

**G. Governmental Affairs Committee** to keep OPANA aware of all legislative activities pertinent to OPANA.

**H. Historical Committee** to maintain records and memorabilia of OPANA.

**I. Membership Committee** to maintain the membership records and foster membership growth with OPANA.

**J. Nominating Committee** to prepare a slate of nominees for all elected positions and to conduct elections.

**K. President's Advisory Committee** consisting of past presidents to promote camaraderie among members, to serve as liaisons to the general membership and to assist the Board of Directors as needed.

**L. Program Committee** to present educational opportunities for the membership of OPANA.

**M. Publication Committee** to publish OPANA's newsletter and serve as network of communication with other organizations.

**N. Scholarship Committee** to maintain and approve scholarship funds for the OPANA membership.

**O. Standard Operations Committee** to prepare and maintain bylaws, policies and procedures of OPANA.

**P. Telecommunications Committee** to maintain the OPANA website.

#### **Section 8.2 – Committee Assignments**

All committee chairpersons and committee not designated by the OPANA Policy and Procedure Manual will be assigned by the President and approved by the Board of Directors.

#### **Section 8.3 – Committee Meetings**

Committee meetings shall be held at the call of the chair or upon the request of majority members of the committee. Meetings shall be held at a central location, except that members unable to attend in person may be allowed to attend electronically, so long as all members can simultaneously hear each other and participate, subject to any limitations established in special rules of order adopted to govern such participation, and at no expense to the organization. Electronic mail (email) shall not be used to conduct meetings.

## **ARTICLE IX**

### **FISCAL YEAR**

The fiscal year will commence on January 1 and end on December 31 of that year.

## **ARTICLE X**

### **PARLIAMENTARY PROCEDURES**

The Robert's Rules of Order Newly Revised (RRONR) shall serve as the parliamentary authority of the association with respect to all rules and procedures not covered by these bylaws or other rules. A Parliamentarian may be appointed by the President and approved by the Board of Directors to attend the OPANA business meetings. This person does not have to be a member of the association, is not an OPANA board member and has no voting rights.

## **ARTICLE XI**

### **AMENDMENTS**

These bylaws may be altered, repealed or amended by the affirmative vote of a majority of the members present and voting at any regular or special meeting of the association, provided that notice for the proposed alteration, repeal or amendment is contained in the notice of such meeting. It may be an oral or written notice, or it may be included in the meeting minutes. Notice shall be given at least 30 days prior to voting.

## **ARTICLE XII**

### **EARNINGS AND DISSOLUTION**

#### **Section 12.1 – Earnings**

**A.** No part of the net earnings of the association shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws hereof.

**B.** No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**C.** Notwithstanding any other provisions of these bylaws, the association shall not carry on activities not permitted to be carried on by an association exempt for Federal Income Tax under Section 501©(6) of the internal Revenue Code of 1954 as amended.



## **Section 12.2 - Dissolution**

Upon the dissolution of the association, the Board of Directors shall, after paying or making provision for the payment of all tax liabilities of the association, dispose of all the assets of the association exclusively for the purposes of the association in such manner, or to such organization or organizations formed and operated exclusively for charitable, educational, or scientific purposes and shall at that time qualify as an exempt organization or organizations under the Internal Revenue Code of 1954, as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Original Bylaws: May 19, 1979

**Amended:** May 4, 1980; May 1, 1981; September 26, 1981; January 24, 1982; September 18, 1982; January 23, 1983; May 20, 1984; May 19, 1985; February 20, 1986; January 17, 1987; May 20, 1989; May 14, 1993; October 18, 1997; February 20, 1999; February, 2005; May, 2013; October, 2013; May, 2015; May, 2016; October, 2016; October, 2018; June 2020

**Adopted:** May 31, 1980; May 2, 1981; November 1, 1981; February 8, 1982; December 15, 1982; May 1, 1983; October 20, 1984; change name from ORRNA to OPANA, September 30, 1985; May 18, 1986; May 16, 1987; July 4, 1989; October 30, 1993; October 18, 1997; May 15, 1999; May, 2005; October 27, 2007; October 11, 2008; October, 2009; May, 2016; January, 2017; January 12, 2019