

PHILIPPINE NURSES ASSOCIATION OF METROPOLITAN D.C., INC. BY-LAWS



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ARTICLE I — ORGANIZATION

Section 1.01 Name

The name of this organization shall be the Philippine Nurses Association of Metropolitan, District of Columbia (PNAMDC), Inc., hereinafter referred to as the “Association.”

The Association shall operate as a duly recognized professional nursing organization dedicated to advancing the interests of its members, promoting excellence in nursing practice, and contributing to the improvement of healthcare outcomes and systems within the communities it serves.

The name PNAMDC, Inc., shall serve as the official designation in all legal, professional, financial, and organizational matters and shall reflect the identity, credibility, and mission of the Association in alignment with the Philippine Nurses Association of America (PNA).

Section 1.02 Principal Office and Address. The principal office of the Association shall be located within or outside the State of Maryland, as determined by the Executive Board.

The official mailing address of the Association shall be established and maintained by the Executive Board and shall be:

- Designated as the address of the current President
- Established as a fixed organizational address during the President’s term
- Updated as necessary to reflect operational or administrative changes

The Executive Board shall ensure that the official address:

- Is properly documented in organizational records
- Is used for all official correspondence, legal filings, and regulatory requirements
- Is updated and communicated to members and relevant governing bodies as needed

Section 1.03 Mission. As the official professional association of Filipino American nurses in the Metropolitan DC, the mission of the Association is to advance nursing excellence, cultivate leadership, advocate for the profession, and promote equitable healthcare outcomes through strategic engagement, professional development, and community partnership.

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In fulfillment of its mission, the Association shall:

- Promote the advancement of professional nursing practice and leadership
- Provide educational, mentoring, and development opportunities
- Advocate for policies supporting nurses and healthcare systems
- Address health disparities and support equitable care delivery
- Elevate the voice of Filipino nurses across the healthcare industry

Section 1.04 Vision. The Association envisions becoming a premier professional nursing organization recognized for leadership excellence, innovation, and meaningful impact in healthcare and community engagement.

To achieve this vision, the Association shall:

- Serve as a trusted voice in healthcare advocacy and nursing leadership
- Foster a culture of excellence, inclusivity, and continuous learning
- Align with and contribute to PNAA strategic priorities
- Develop future nurse leaders prepared for evolving healthcare environments

Section 1.05 Goals. The Association shall establish and pursue strategic goals that ensure relevance, growth, and impact.

A. Professional Excellence

- Advance evidence-based practice and lifelong learning
- Support certification and professional development

B. Leadership Development

- Build leadership pipelines through mentorship and engagement
- Prepare members for executive and governance roles

C. Community Health

- Improve population health through outreach and programming
- Address health inequities and access to care

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D. Collaboration and Partnership

- Strengthen partnerships with healthcare and academic institutions
- Engage with PNAA and affiliated chapters

E. Advocacy

- Promote policies supporting nurses and patients
- Represent the nursing profession and Filipino American nurses

Section 1.06 Organizational Actions and Responsibilities

To achieve its mission, vision, and goals, the Association shall:

A. Governance and Strategic Alignment

- Maintain governance structures aligned with PNAA standards
- Implement strategic planning and organizational priorities
- Ensure alignment between policy, strategy, and execution

B. Compliance and Regulatory Stewardship

- Comply with federal, state, and nonprofit laws
- Maintain accurate records, filings, and required documentation
- Uphold fiduciary and ethical responsibilities

C. Operational Excellence

- Execute programs efficiently and effectively
- Utilize data to inform decision-making
- Continuously improving operations and processes

D. Member Engagement and Development

- Foster inclusive member participation
- Provide leadership and professional opportunities
- Support mentorship and leadership pathways

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E. Organizational Sustainability

- Ensure responsible financial stewardship
- Maintain strategic partnerships
- Adapt to evolving healthcare landscape

ARTICLE II — MEMBERSHIP

Section 2.01 Membership

Membership in the Association is a privilege granted to individuals who meet eligibility criteria and agree to abide by these By-Laws and organizational policies.

A. Member Responsibilities

- Uphold the Association's mission, vision, values, and professional nursing standards
- Maintain active membership through participation and timely dues payment
- Support the organization's strategic direction and initiatives

B. Duties

- Engage in projects or serve as a Chair, if eligible
- Safeguard the Association tax-exempt purpose
- Request a financial accounting from the Board

C. Dues

- Pay annual dues promptly during the fiscal year unless otherwise determined by the Executive Board

D. Member Privileges

- Must maintain active membership for two consecutive years, to hold elected office, and exercise delegated power.
- Participate in Association programs and activities
- Vote as permitted by membership classification
- Serve in leadership or committee roles (if eligible)
- Discuss issues at meetings

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- Due process, including the right to respond and appeal
- Membership status and eligibility shall be determined from documented data on the application form, and membership shall be duly noted on the current PNAA membership roster.
- Members shall be eligible for scholarships, awards, recognition, and other benefits as approved by the Executive Board.
- **Associate members** shall have all the rights and privileges of active members except holding an elected office, chairing a committee, or serving as a delegate to the annual and/or other special meetings.
- **Honorary members** have a voice and may serve as subject matter and resource-consultants in areas of nursing expertise. Honorary members do not have voting or delegate power.
- **Student Members** have the following privileges:
 - i. May attend regional and national meetings,
 - ii. May be members of committees
 - iii. Will not be eligible to vote,
 - iv. Will not be eligible to hold office on the executive board.

E. **Resignation.** Any member may resign by submitting written or electronic notice to the Recording Secretary. Resignation is effective on the specified date or upon receipt if not specified.

F. **Removal.** Any member may be removed for Just Cause by majority vote of the Executive Board.

Membership Termination for Just Cause

Definition: “Just cause” refers to actions or omissions by a member that materially and adversely affect the Association’s integrity, mission, operations, or reputation.

This includes, but is not limited to:

1. Violation of By-Laws, policies, or ethical standards
2. Conduct detrimental to the mission, reputation, or functioning of the Association
3. Breach of confidentiality or unauthorized sharing of member “need to know” information without explicit consent. Request for confidential information for official purposes must contain the authorization and required approval of the Executive Board. Confidential information include, but not limited to, name,

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contact information including email address and telephone number and financial information of the Association's financial accounts.

4. Failure to maintain professional conduct consistent with nursing and Association standards
5. Acts, errors, or omissions that harm the Association's goals, objectives and its integrity.
6. Failure or repeated nonpayment of membership fees for a period of one year or meet membership obligations.

G. Due Process

1. The member will receive written notice detailing the specific allegations.
2. The member may respond in writing or in person.
3. The Executive Board will review and investigate the matter impartially.
4. Termination requires a majority vote of the Board.
5. The member has the right to appeal the decision in writing within thirty (30) days of receiving notice of termination, following the Association's established appeals process.
6. All proceedings will be conducted respectfully with fairness, impartiality, and timeliness

H. Reinstatement. A suspended or terminated member may be reinstated by a majority vote of the Executive Board. Thereafter the member will submit an application and payment of all current dues and assessments.

Section 2.02 Membership Categories. Membership shall be composed of Active, Associate, Student, Honorary, and Auxiliary Members, as defined and approved by the Executive Board.

- A. **Active Member:** A professional registered nurse of Filipino or Filipino American ethnic origin, active or retired, licensed to practice in the Metropolitan DC area and other US states and territories, who does not have a license under suspension or revocation in any state or territory and has paid the required membership dues.
- B. **Associate Member:** Any professional registered nurse of non-Filipino ethnic origin licensed in Metropolitan DC and any US state or territory, who has paid the required

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membership dues. An associate member may attend and participate in all association activities including voting, except running for office.

- C. **Honorary Member:** An individual conferred by majority vote of the Executive Board for distinguished service or valuable assistance to the nursing profession who meets the Association's goals. Honorary members may attend and participate in all association functions except voting or running for elected office.
- D. **Auxiliary Member:** An individual sponsored by an active, associate, or honorary member based on service to the organization. An auxiliary member may participate in all association activities except voting and running for office.
- E. **Student Member:** A Filipino, Filipino American, or non-Filipino ethnic origin student enrolled in an undergraduate nursing course.

Section 2.03 Meeting of Members.

2.03a Annual Members Meeting: Unless otherwise provided by the Executive Board the annual meeting of members shall be held on a month to be designated by the President. The President shall arrange for and call an annual meeting of members at any time and place to be designated, in consideration of the association's fiscal year cycle. The current President will preside over the meeting and report on the year's completed projects. The Treasurer will present the fiscal year financial report.

2.03b Special Meetings. The President, Recording Secretary, or Executive Board may call special meetings of the members at any time.

2.03c Agenda for Meetings: At the annual and special meetings, members may present projects, concerns, and issues for consideration by the Executive Board.

2.03d Notice of Annual and Special Meetings: Written or electronic notice stating the place, date, and time of each meeting shall be provided to members no less than fifteen (15) days before the meeting. Special meetings require notice that also states the purpose of the meeting.

- Notice is considered given when deposited in the United States mail to the member's address on record with the Association. An affidavit from the Secretary stating that notice has been given serves as proof, unless there is evidence of fraud.

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- If a meeting is adjourned to a different time or place, members must be notified. The Association may conduct any business at the adjourned meeting that could have been conducted at the original meeting. If the adjournment is for more than fifteen days, or if a new record date is set for the adjourned meeting, notice must be given to each member entitled to vote.

2.03e Waiver of Notice. A written, signed waiver by the member entitled to notice whether given before or after the required time—shall be considered equivalent to formal notice. Attendance at a meeting also constitutes a waiver of notice, unless the member attends solely to object, at the start of the meeting, that it was not lawfully called or convened. The business or purpose of the meeting does not need to be specified in any written waiver of notice for regular or special meetings.

2.03f Membership Quorum: A quorum is 50% of voting members registered at the General Assembly, present in person or by authorized virtual participation.

2.03g Presiding Officer at Meetings. The President shall preside at member meetings. If the President is absent, the President-Elect shall preside. If both are absent, the members present shall appoint a presiding officer. If the Secretary is absent, the presiding officer shall appoint a Secretary for the meeting.

Section 2.04 Organizational Actions

The Association shall:

- Maintain accurate membership records
- Provide regular communication and engagement opportunities
- Ensure equitable access to membership benefits and leadership opportunities

ARTICLE III — EXECUTIVE BOARD

Section 3.01 Purpose and Scope

This Article establishes the authority, structure, and accountability of the Executive Board as the governing body of the Association, responsible for strategic leadership, fiduciary oversight, and organizational sustainability. The Executive Board shall be comprised of elected officers occupying the following positions: President, President-Elect, Secretary, Treasurer, Assistant Treasurer, Auditor, Board Members, and Public Relations Officers (PROs).

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A. Qualifications The Executive Board must be composed of Association members who have been in good standing for at least two years, unless otherwise specified in the Certificate of Incorporation or these Bylaws. If there is no eligible candidate available for a specific Executive Board position, the Executive Board will determine and decide upon an exception for the two-year eligibility requirement for that position.

B. Election and Term Each Executive Board member is elected for a two-year term and serves until a successor is elected and qualified, or until resignation or removal.

C. Vacancies Executive Board vacancies may be filled by a presidential appointment. The appointed Executive Board member will serve for the remainder of the unexpired term.

D. Removal An Executive Board member may be removed for Just Cause by two thirds vote of the Executive Board, after a hearing with adequate notice.

E. Resignation Any Executive Board member may resign at any time by submitting written notice to the President and copying the Executive Board. The resignation is effective at the time specified in the notice, or upon receipt if no time is stated. The resigning member must complete a proper handoff and transfer of responsibilities within 7 days of the effective date to support succession planning. Acceptance of the resignation is not required.

F. Meetings The Executive Board holds an annual membership meeting during the General Assembly, at a time and place determined by the Board.

Meeting minutes will be distributed to members within 15 days.

Regular meetings are scheduled by the President. Special meetings may be called by the President, President-Elect, or any two Executive Board members.

G. Remote Participation The Executive Board may participate in virtual meetings to facilitate collaboration, effective communication, and discussion of the agenda. Participation in these meetings, whether in person or remotely, constitutes presence and engagement, and allows members to vote.

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H. Notice of Meetings. Notices for regular or special meetings shall specify the business and purpose.

I. Compensation. Executive Board members shall not receive compensation for their services but may be reimbursed for reasonable expenses approved by the Executive Board.

J. Number of Executive Board Members

The number of Executive Board members may be changed by amending the Bylaws.

Section 3.02 Authority

The Executive Board shall serve as the highest governing authority of the Association and shall exercise full responsibility for the oversight, direction, and stewardship of the organization. In carrying out its authority, the Executive Board shall:

- Establish the strategic vision, priorities, and long-term direction of the Association
- Exercise fiduciary responsibility for financial stewardship and resource management
- Adopt, amend, and enforce policies, procedures, and governance standards
- Ensure compliance with applicable laws, nonprofit regulations, and PNAMDC, Inc. bylaws
- Safeguard the mission, vision and goals of the Association.

Section 3.03 Duties and Responsibilities. The Executive Board shall be accountable for the overall performance and governance of the Association and shall perform the following duties:

A. Strategic Oversight

- Develop, approve, and periodically review the Association's strategic plan
- Ensure alignment of organizational activities with mission, vision, and goals
- Evaluate progress toward strategic objectives and goals.

B. Fiduciary Responsibility

- Approve annual budgets and major financial decisions

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- Monitor financial performance, sustainability, and risk exposure
- Ensure implementation of financial controls, audits, and reporting processes

C. Policy Development and Governance

- Establish and maintain governance policies and procedures
- Ensure consistent application of By-Laws and organizational rules
- Periodically review governance structures for effectiveness and alignment with PNAA standards

D. Oversight of Operations and Leadership

- Provide oversight of executive leadership, including the President
- Evaluate program execution and operational effectiveness through debriefing.

F. Compliance and Risk Management Ensure compliance with legal, regulatory, and PNAMDC, Inc. requirements Maintain oversight of ethical standards, conflict of interest disclosures, and protective mechanisms.

Section 3.04 Organizational Actions

To fulfill its responsibilities, the Executive Board shall:

- Convene regular and special meetings for governance decision-making
- Review financial, operational, and strategic efforts
- Approve programs, initiatives, and partnerships
- Ensure appropriate delegation of authority to Chairpersons and committees
- Facilitate leadership succession and development.

Section 3.05 Quorum —Executive Board. A quorum for Executive Board meetings is achieved when 50% plus one of the seated Executive Board members are present. The following standards shall apply:

- No official business, decisions, or votes shall occur in the absence of quorum
- Participation in quorum may include in-person, virtual, or hybrid attendance as authorized

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- Actions taken without quorums shall be considered non-binding

Section 3.06 Decision-Making and Voting

The Executive Board shall conduct its decision-making processes in a transparent and consistent manner:

- Actions of the Executive Board require a 50% plus one, unless otherwise specified
- Certain actions, including removal of Board members, amendments, or other critical governance decisions, require a two-thirds (2/3) vote (e.g. Just Cause removal)
- Voting procedures shall be conducted in accordance with established governance standards.

Section 3.07 Removal of Executive Board Members (Just Cause)

Definition (Leadership Standard): An Executive Board member may be removed from office for Just Cause, which is defined as conduct that materially and adversely impacts the organization's governance, fiduciary responsibility, or integrity.

Just cause shall include, but not be limited to:

- Violation of fiduciary duties.
- Misconduct, unethical conduct, or breach of professional standards.
- Neglect of duties or failure to fulfill leadership responsibilities
- Any Executive Board member may miss up to 25% of specified meetings per term. Attendance is mandatory for all leadership and elected positions. Repeated or unexcused absences may lead to disciplinary action or removal.
- Actions that compromise the mission, vision and goals of the Association.

Removal Process. Removal of an Executive Board member shall follow a fair, transparent, and clearly defined due process, including these steps:

1. **Written Notice:** Issue a formal written notice to the individual, outlining the reasons and supporting evidence for the proposed removal.
2. **Opportunity to Respond:** Allow 15 days to respond in writing and/or in person, present relevant information or mitigating circumstances, and be heard by the Executive Board.

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3. **Review and Deliberation:** The Executive Board will conduct a thorough and unbiased review of all information, ensuring no conflicts of interest among voting members.
4. **Documentation:** Document the findings, rationale, and final decision, provide this to the individual, and retain it in the official records of the Association.
5. **Appeal Process:** Offer access to a defined appeal process, enabling the individual to seek reconsideration of the decision.

Voting Requirement. A two-thirds (2/3) vote of the Executive Board is required to remove an Executive Board member. If the vote results in a tie, the President will cast the deciding vote.

Organizational Actions

The Executive Board shall:

- Apply removal standards consistently and without bias
- Maintain documentation of all proceedings related to removal actions
- Ensure that all actions are aligned with principles of fairness, transparency, and organizational integrity.

Section 3.08 Accountability and Conduct

All Executive Board members shall:

- Act in good faith and in the best interest of the Association
- Exercise reasonable care, diligence, and judgment in decision-making
- Avoid conflicts of interest and disclose any real or perceived conflicts
- Uphold the mission, vision and goals, and ethical standards of the Association

Section 3.09 Continuity and Succession

The Executive Board shall ensure continuity of leadership by:

- Supporting leadership development and succession planning
- Collaborating with Chairpersons and committees to develop future leaders
- Maintaining stability and consistency in governance structures

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ARTICLE IV — OFFICERS

Section 4.01 Purpose and Scope

This Article establishes the roles, authority, and responsibilities of the Officers of the Association and defines the structure for leadership execution, operational management, and organizational performance.

Section 4.02 Authority and Accountability. Officers shall serve as the executive leadership of the Association and shall be accountable for implementing the strategic direction established by the Executive Board. Officers shall act in the best interests of the Association and exercise duties consistent with fiduciary, ethical, and professional standards.

Section 4.03 Roles and Responsibilities

A. President

The President shall serve as the governance leader of the Association and shall:

- **Provide Strategic Leadership.** Offer direction that aligns with the mission, vision, and goals of the Association.
- **Preside Over Meetings.** Lead and facilitate all Executive Board and general membership meetings.
- **Serve as Official Spokesperson.** Represent the Association to external parties and act as its recognized spokesperson.
- **Ensure Board Effectiveness.** Oversee the Board's activities to guarantee effective operations and alignment with organizational priorities.
- **Foster Collaboration.** Encourage cooperation and active engagement among officers, committees, and all stakeholders involved with the Association.
- **Establish and Oversee Committees.** May create one or more executive committees composed of Association members. The President will supervise these committees, and they will report directly to the President.

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B. President-Elect

The President-Elect shall:

- **Support Presidential Leadership.** Assist the President in carrying out leadership responsibilities.
- **Engage in Governance and Planning.** Actively participate in the governance of the Association and contribute to strategic planning to prepare for future leadership as President.
- **Lead Assigned Initiatives.** Take charge of specific initiatives or projects assigned by the Executive Board.
- **Review Association's Bylaws.** Lead the review of the Association's Bylaws before the beginning of each official term.

The President-Elect shall succeed the President and serve the remainder of the President's term in the event of a vacancy.

The President-Elect also serves as Parliamentarian and applies Robert's Rules of Order.

If presiding over a meeting in the President's absence, the President-Elect will appoint a Parliamentarian from among the members present.

C. Executive Director (Non-Voting Officer)

The Executive Director is appointed by the President from the Advisory Council, co-terminus with the current Executive Board, and shall serve to:

- Implement Executive Board-approved strategies, programs, and initiatives
- Coordinate and manage committee activities and program delivery
- Ensure operational efficiency and execution of organizational priorities

D. Treasurer

The Treasurer shall serve as the chief financial officer and shall:

- Oversee financial management, budgeting, and reporting
- Ensure compliance with applicable financial regulations and nonprofit standards
- Present regular financial reports to the Board

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- Monitor financial performance and sustainability
- Ensure implementation of financial controls and safeguards

E. Assistant Treasurer

The Assistant Treasurer shall:

- Support the Treasurer in all financial operations and succession planning
- Assist in financial reporting, audits, and compliance activities

F. Secretary

The Secretary shall:

- Maintain accurate records of all meetings, including minutes and resolutions
- Ensure proper documentation and dissemination of official communications
- Maintain official organizational records and governance documents
- Support compliance with recordkeeping requirements

G. Parliamentarian (Non-Voting)

The Parliamentarian shall:

- Ensure adherence to Robert's Rules of Order and governance procedures
- Advise the Board on procedural matters and interpretation of By-Laws
- Promote governance, integrity and consistency in decision-making processes

H. Auditor

The Auditor shall:

- Review financial records and processes for accuracy and compliance
- Support financial transparency and accountability
- Provide independent oversight as appropriate

I. Board Members (max of 4- current with only 2)

The Board Member shall:

- Act as chairpersons of a standing committee as appointed or designated.

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- Performs function as designated by the Executive Board.

J. Public Relations Officer (PRO) (2)

The Public Relations Officer shall:

- Develop and implement communication strategies that align with the association's mission and goals.
- Create consistent, compelling messaging for all audiences, ensuring internal and external alignment.
- Serve as the primary point of contact for press inquiries and media requests.
- Prepare and distribute press releases, media kits, and other PR materials.
- Coordinate press conferences, media briefings, and public events.
- Monitor media coverage and public opinion to inform strategy.
- Organize and participate in community outreach programs, public consultations, and awareness campaigns.
- Engage with stakeholders, influencers, and civic groups to strengthen support and visibility.

Section 4.04 Organizational Actions and Expectations

The Officers collectively shall:

- Execute strategic initiatives approved by the Executive Board
- Ensure alignment between governance decisions and operational execution
- Promote a culture of accountability, collaboration, and high performance
- Ensure effective communication across all levels of the organization
- Monitor progress toward organizational goals and adjust strategies as needed

Section 4.05 Leadership Accountability

All Officers shall:

- Act in good faith and in the best interest of the Association
- Avoid conflicts of interest and disclose any potential conflicts
- Maintain professionalism, integrity, and ethical conduct
- Be subject to evaluation and accountability measures established by the Executive Board

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ARTICLE V — COMMITTEES

Section 5.01 Purpose and Scope

Committees shall serve as the operational and programmatic arms of the Association and shall be responsible for submitting annual budget, executing strategic initiatives, delivering services, and engaging members.

Section 5.02 Authority and Alignment. Committees shall operate under the authority of the Executive Board and shall align all activities with the Association's mission, strategic priorities, and approved plans.

- **Budget Authority:** The Executive Board shall approve or deny any committee's budget request. Committees must request funding from the Executive Board as needed. No committee may spend more than its approved budget unless the Executive Board grants additional approval.
- **Records:** Each committee must keep minutes of its meetings. Copies of these minutes must be archived with the official Association records.

Section 5.03 Structure and Composition

Each committee shall be led by a chair, who is usually a Board Member or an appointed designee. The Association shall establish standing and special committees as deemed necessary, including but not limited to:

- Membership Committee
- Education and Professional Development Committee
- Community Outreach Committee
- Finance and Ways and Means Committee
- NOMELEC
- Scholarship and Awards Committee
- Archive Committee
- Health And Wellness Committee

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Section 5.04 Roles and Responsibilities of Committees

Each committee shall:

- Develop annual work plans aligned with organizational goals and strategic priorities
- Design and implement programs, initiatives, and activities within its scope
- Establish measurable objectives and track outcomes
- Engage members in meaningful participation and leadership opportunities
- Provide recommendations to the Executive Board to support decision-making
- Collaborate with other committees to ensure coordinated organizational efforts

Section 5.05 Responsibilities of Committee Chairs

Committee Chairs shall:

- Provide leadership and direction to the committee
- Convene and preside over committee meetings
- Ensure timely execution of committee responsibilities
- Monitor progress toward goals and report outcomes
- Serve as liaison between the committee and the Executive Board

Section 5.06 Reporting and Accountability

Committees shall:

- Submit regular reports to the Executive Board on activities, outcomes, and recommendations
- Provide updates on progress toward strategic objectives
- Maintain documentation of meetings and actions taken
- Ensure accountability for deliverables

Section 5.07 Quorum — Committees

A quorum for committee meetings shall consist of:

- A simple majority (50% + 1) of committee members

No official decisions or recommendations shall be made without quorum.

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Section 5.08 Organizational Actions

The Association shall:

- Ensure adequate support and resources for committee operations
- Promote active member engagement in committee participation
- Periodically evaluate committee effectiveness and alignment with strategic priorities
- Adjust committee structures as needed to support organizational growth and sustainability

Section 5.09 Integration with Governance

Committees shall function as an extension of the Executive Board's strategic direction, ensuring that:

- Strategy is translated into action
- Members are engaged in program delivery
- Organizational priorities are effectively implemented

ARTICLE VI — ELECTIONS

Section 6.01 Nominations and Elections Committee (NOMELEC) / Standing Committee

The Association shall establish a Nominations and Elections Committee (NOMELEC), also referred to as the Standing Committee on Nominations and Elections, to independently oversee all aspects of the nomination and election process. This committee is responsible for ensuring integrity, transparency, and fairness in leadership selection, operating as an impartial entity aligned with organizational bylaws and relevant state laws.

Section 6.02 Composition and Independence. NOMELEC is composed of members in good standing who are selected from the general membership. Members of NOMELEC cannot be current Executive Board members or candidates for elected office. The immediate past President serves as chair after their term. All NOMELEC members must disclose any potential conflicts of interest, recuse themselves if a conflict arises, and maintain strict neutrality throughout the process.

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Section 6.03 Authority and Responsibilities. NOMELEC has full authority to administer, supervise, and validate all aspects of the election process, including:

Governance and Oversight. Ensure compliance with the Association's Bylaws, policies, and relevant regulations, while upholding fairness, transparency, and equal opportunity.

- **Nomination Process.**

- Develop and share nomination guidelines.
- Solicit nominations from eligible members.
- Verify candidates' eligibility and qualifications.

- **Candidate Management.** Confirm candidate acceptance, inform candidates about campaign expectations, ethical conduct, and appropriate use of organizational resources, and ensure fair opportunities for all candidates to engage.

- **Election Administration.** Establish and implement election procedures, including in-person, electronic, or hybrid voting methods, while ensuring the confidentiality and security of all ballots.

- **Vote Validation and Certification.** Oversee the counting and verification of votes, certify the election results, and report the outcomes to the Executive Board and the membership.

- **Compliance and Ethics.** Enforce election rules and standards, address any violations or complaints, investigate concerns, and recommend actions to the Executive Board as necessary.

- **Documentation and Reporting.** Maintain accurate records of nominations, candidate eligibility, and election results; provide formal election reports; and ensure proper retention of all records.

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Section 6.04 Election Procedures Elections are conducted according to procedures established by NOMELEC and approved by the Executive Board, following Robert's Rules of Order unless otherwise specified. The process includes:

- Announcement of the election timeline
- Nomination period
- Candidate verification and certification
- Voting period, including provisions for absentee ballots
- Vote counting and validation
- Official certification and announcement of results

Section 6.05 Voting Standards

- Voting is conducted consistently and fairly.
- Each eligible member is allowed only one vote per election.
- Election outcomes are determined by majority or plurality vote, with clear and documented tie-breaking procedures. In the event of an election tie, the Executive Board will break the tie.
- Special accommodation, such as absentee ballots, are available as approved by the Executive Board.

Section 6.06 Dispute Resolution. NOMELEC is the first body review for election disputes.

- Written complaints must be submitted within seven (7) days of the official announcement of results.
- The committee reviews, investigates, and issues its findings, forwarding recommendations to the Executive Board for final action if necessary.
- All decisions are made with fairness, transparency, and organizational integrity.

Section 6.07 Final Authority. NOMELEC's decisions on election administration and certification of results are final, unless reviewed for procedural violations or extraordinary circumstances.

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ARTICLE VII — Standards and Criteria for Tax-Exempt Status

Section 7.01: Purpose and Principles

This article establishes and defines the standards necessary for the Association to maintain its federal tax-exempt status, ensuring all purposes, structures, and operations exclusively advance its charitable, educational, and cultural mission, as specified in its foundational documents.

Section 7.02: Governance and Compliance

7.02a Fundamental Standards and Criteria: The Association's charitable purpose, as defined in its Articles, establishes the standards and procedures that guide all actions of the Executive Board, officers, and members.

7.02b Exclusive Purpose: All Association activities must strictly support and reflect their mission, and must advance educational, cultural, and approved objectives.

7.02c Review of Actions and Transactions: All actions or decisions—whether made by the Executive Board, committees, individuals, or reviewed by internal or external parties (including legal counsel, auditors, or investigators)—must be assessed to ensure they solely promote and further the Association's goals, as outlined in the Articles.

7.02d Tax-Exempt Limitations: To uphold federal tax-exempt status, the Association must comply with all requirements under Section 501(c)(3) of the Internal Revenue Code. This includes maintaining non-profit status, fulfilling filing and disclosure obligations, practicing proper accounting and recordkeeping, paying required fees and taxes, and preventing activities that generate unrelated business income.

Section 7.03: Charitable Engagement and Outreach. To further its exempt purposes, the Association sponsors activities such as but not limited to educational seminars, public health initiatives, professional development building programs, and positive public engagement.

Section 7.04: Prohibition of Commercial Activities. The Association does not engage in commercial activities, except for approved fundraising, solicitation, and related advertising by the Executive Board.

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Section 7.05: Association Benefit. All funds raised advance Association benefit; disbursements are rigorously evaluated to ensure no individual or select group receives undue advantage.

Section 7.06: Private Inurement. The Association's net earnings cannot benefit any officer, director, member, or individual. No salaries are paid to officers, Executive Board members, or Association members, and no excessive fees or rents are paid to third parties providing goods or services.

Section 7.07: Transactions with Ineligible Persons. The Association will not contract for goods or services with any "ineligible person" preventing conflicts of interest and undue influence.

Definition of Ineligible Person

An "ineligible person" includes:

- Anyone with an ownership or management interest in a business currently, recently, or imminently contracted for goods/services with the Association;
- Immediate family members of such individuals
- Beneficiaries, trustees, or agents of these persons;
- Owners of real or personal property used by the Association.

Section 7.08: Legislative and Political Activity. No substantial part of the Association's activities may aim to influence legislation, nor may it participate or intervene in political campaigns, maintaining compliance with IRS restrictions.

Section 7.09: Dissolution. Upon dissolution, all assets—after settling liabilities and obligations—will be distributed exclusively to organizations qualifying under IRS Section 501(c)(3) for charitable and educational purposes. No assets shall benefit any private individual, officer, director, or member.

Section 7.10: Non-Private Foundation Status. The Association seeks broad public support, qualifying as a publicly supported organization under IRS Code section 170(b)(1)(A)(vi). It will not accept contributions that jeopardize its status or expose the Association to excise or penalty taxes.

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ARTICLE VIII — REVIEW AND ENFORCEMENT

Section 8.01 Purpose and Scope

This Article establishes mechanisms to ensure accountability, oversight, and strict adherence to the By-Laws, policies, and PNAA governance standards. All proposed and recent actions of the Association are subject to Executive Board review to determine their conformity with and promotion of the Association's mission and strategic goals. The Executive Board may seek legal or tax counsel and rely on findings from independent auditors as necessary.

Section 8.02 Oversight Responsibilities

The Executive Board shall:

- Monitor organizational activities to ensure alignment with the mission and strategic priorities
- Ensure compliance with governing documents, internal policies, and PNAA standards
- Review the potential impact of all actions, ensuring none undermine the Association's objectives

Section 8.03 Compliance and Monitoring

- The Association shall:
 - Conduct regular, thorough reviews of policies, procedures, and operations
 - Identify areas of risk, non-compliance, or harm to any organizational goals
 - Ensure the implementation of timely, effective corrective actions

Section 8.04 Enforcement Mechanisms

- When non-compliance and risk concerns are identified, the Executive Board shall:
 - Initiate an appropriate and thorough review process
- Provide notice to the individuals or bodies involved
- Act to discontinue, correct, or revise any action that undermines the Association's goals
- Consider alternative actions that may better advance the Association's purposes

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- Implement appropriate corrective measures, which may include policy updates, leadership intervention, or disciplinary action

Section 8.05 Organizational Actions

The Association shall:

- Foster a culture of accountability and transparency
- Encourage the reporting of concerns or issues without fear of retaliation
- Ensure the consistent and fair application of governance standards across all levels of the organization.

ARTICLE IX — PROTECTIVE MECHANISMS

Section 9.01 Purpose and Scope

This Article establishes safeguards to protect the ethical, legal, financial, and reputational integrity of the Association.

Section 9.02 Durable Review Procedure. Provisions related to review procedures shall be permanent and may not be amended or rescinded by either the Executive Board or a membership vote.

Section 9.03 Investments. The Association shall not engage in the investment of any of its funds.

Section 9.04 Financial Disclosure. The Executive Board may require any member to submit a financial disclosure statement listing all business and property interests that could result in a conflict of interest with the Association's tax-exempt status. Individuals must promptly update their disclosure statements if circumstances change, rendering prior information inaccurate or misleading.

Section 9.05 Accounts. The Treasurer shall oversee the proper deposit of all funds into appropriate accounts, maintain an electronic or hard copy spreadsheet of all receipts and disbursements, and timely report account status to the President and the Executive Board as established by the Association policies and procedures.

Section 9.06 Bank Accounts. The Executive Board must review the origin and relevant details of all contributions before acceptance into the Checking Account. The Executive

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Board may seek legal counsel's opinion and shall, after careful consideration, approve or reject each contribution. If rejected, the Treasurer shall promptly return the funds to the contributor.

9.06a Operating Account All contributions designated for specific projects shall be deposited into the Operating Account. The Treasurer, with Executive Board approval, shall establish and manage this account. No contribution shall be accepted without the Executive Board review of its impact on the Association's tax-exempt status.

9.06b Membership Account All membership dues and donations earmarked for member benefits shall be deposited in the Membership Account and exclusively used for training, professional development, and member engagement.

9.06c Charity Account Donations and proceeds from fundraising for health outreach and other programs shall be deposited in the Charity Account. These funds shall support local and global public health, wellness initiatives, and outreach activities by the Association's mission.

Section 9.07 Disbursing Funds

9.07a: Disbursement requests exceeding \$500 but less than \$10,000 require Executive Board approval. No single expenditure of \$10,000 or more shall be allowed.

9.07b: Fundraising expenses for health outreach are paid from, and proceeds deposited into, the Charity Account.

9.07c: No check issued in connection with any project may be made payable to an individual. All project funds will be held in accounts named for each project. All expenses must be properly receipted, documented, and subject to audit.

Section 9.08 Accounting

Following the Treasurer's recommendation, the Executive Board may adopt any legal and appropriate accounting system, provided it fully complies with all tax filing and recordkeeping requirements.

ARTICLE X — ADVISORY COUNCIL

Section 10.01 Purpose and Scope

The Advisory Council serves as a body providing strategic guidance, institutional continuity, and mentorship to further the Association's mission.

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Section 10.02 Composition. The Advisory Council shall be composed of active past Presidents of the Association, bringing historical perspective and leadership experience.

Section 10.03 Roles and Responsibilities

The Advisory Council shall:

- Provide counsel and recommendations to the Executive Board
- Participate in Executive Board deliberations, collectively holding one (1) vote as a group
- Select from among themselves a representative to cast their collective vote
- Mentor current and emerging leaders
- Support leadership transitions and succession planning
- Offer insights based on organizational history and strategic direction
- Participate in activities that promote the Association's purposes and functions

Section 10.04 Authority. The Advisory Council serves in an advisory capacity and does not possess independent governing authority except for its one (1) collective vote in Executive Board deliberations, which is exercised by the Council's chosen representative, unless otherwise specified.

Section 10.05 Organizational Actions

The Association shall:

- Engage the Advisory Council in strategic discussions and long-term planning
- Leverage its expertise in advancing organizational objectives
- Integrate the Council's recommendations and the outcome of its voting privilege into decision-making, as appropriate.
- May serve as an election inspector for a recount of votes during any election

ARTICLE XI — MISCELLANEOUS

Section 11.01 Purpose and Scope This Article defines administrative and operational provisions necessary for the effective functioning of the Association.

Section 11.02 Corporate Seal. The form of the Association logo, if adopted, shall be determined by the Executive Board.

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Section 11.03 Fiscal Year. The fiscal year of the Association shall be from January 1 to December 31.

Section 11.04 Checks, Notes, and Contracts. The Treasurer and the President are authorized individuals to sign checks, drafts, payment orders, evidence of indebtedness, contracts, and other official documents on behalf of the Association, except as otherwise specified in these By-Laws.

Section 11.05 Books and Records. The Association shall maintain, at its principal office, complete and accurate financial records, minutes of all meetings, and a roster of members' names and contact information.

Section 11.06 Official Publications. The official publication of the Association is "The Filipino American Nurse." The official website is <https://www.pnamdc.com>.

Section 11.07 Amendment of Articles and By-Laws. Amendments to the Articles require a majority vote of the members, in accordance with these By-Laws. Amendments to these By-Laws must be recommended by the Executive Board and delivered to the membership at least fifteen days (15) days prior to the General Assembly, either by mail or electronically. A two-thirds (2/3) majority of members present and voting at the General Assembly is required for ratification. Amendments take effect upon ratification.

Section 11.08 Indemnification and Insurance. The Association shall not provide indemnification, or arrange for indemnification, for any member who has served in a similar capacity on behalf of another organization at the Association's request.

Section 11.09 Loans. No loans shall be made by the Association to any member.

Section 11.10 Terminology. References to "Association," "Organization," or "Incorporation" in these Bylaws are interchangeable. "Executive Board" and "Board" refer to the same body. Words in singular or plural form, as well as gendered terms, should be interpreted as inclusive of all relevant forms.

PHILIPPINE NURSES ASSOCIATION OF METROPOLITAN D.C., INC. BY-LAWS

ARTICLE XII — AMENDMENTS

Section 12.01 Purpose and Scope

This Article establishes the formal process for revising and updating the By-Laws to ensure responsiveness to organizational needs and evolving governance standards.

Section 12.02 Amendment Authority. The power to amend these By-Laws shall reside with the membership of the Association, with recommendations from the Executive Board.

Section 12.03 Amendment Process. Amendments shall be adopted through the following process:

- Submission of proposed amendments to the Executive Board
- Review and recommendation by the Executive Board.
- Distribution of proposed amendments to membership with prior notice within 15 days.
- Approval by two-thirds (2/3) of members present at a meeting

Section 12.04 Organizational Actions

The Association shall:

- Review the By-Laws every two years.
- Ensure updates reflect changes in governance, regulation, and best practices
- Maintain documentation of all approved amendments

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BOARD ADOPTION RESOLUTION

The Board adopts these bylaws to strengthen governance, accountability, and PNAA alignment. Ratified by the General Assembly on September 5, 2026

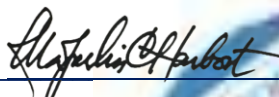
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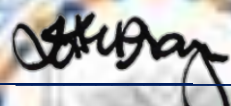
President:  Date: 09/05/2026

President-Elect:  Date: 09/05/2026

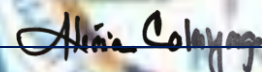
Secretary:  Date: 09/05/2026

Treasurer:  Date: 09/05/2026

Auditor:  Date: 09/05/2026

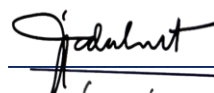
Public Relations Officer  Date: 09/05/2026

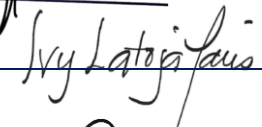
Public Relations Officer  Date: 09/05/2026

Board Member:  Date: 09/05/2026

Board Member:  Date: 09/05/2026

Bylaws Committee 2025-2027 : Reviewed and Amended Articles I-XII

Jennifer Dabuet  Date: 09/05/2026

Ivy Latoja Pacis  Date: 09/05/2026

Aimee Sarmiento  Date: 09/05/2026

Mizpah Amados (Chair)  Date: 09/05/2026

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Appendix A — Governance Manual and Policy Framework

Appendix B — Board Evaluation and Performance Accountability Model

Appendix C — Financial Controls and Fiduciary Oversight Policy

Appendix D — Leadership Development and Succession Planning Framework

Appendix E — Strategic Planning and Organizational Performance Framework

Appendix F -- PNAA Honorary Member Nomination Process

Appendix G – Scholarship and Awards

- Appendix G_1 Nursing Scholarship Program
- Appendix G_2 Sampaguita Award
- Appendix G_3 Rising Star Award
- Appendix G_4 Lifetime Achievement Award

Appendix H -- Archive Committee

Appendix I -- Health And Wellness Committee

Appendix J –Advisory Council

Appendix K – Budget and Finance

Appendix L – Education Committee Policy and Procedures

Appendix M – Ethics

Appendix N – General Assembly

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Appendix O – NOMELEC

Appendix P – Membership Retention and Recruitment

Appendix Q— Global Community Health Outreach Committee

Appendix R -- Global Community Health Outreach Program Selection Process

Appendix S - Global Community Health Outreach Site Application to Bid

