**March 2022**

**Bylaws of the Massachusetts Society of PeriAnesthesia Nurses**

**ARTICLE I**

**NAME**

**Section 1.1** This professional organization is known as the Massachusetts Society of PeriAnesthesia Nurses (MASPAN). MASPAN was incorporated under the Articles of Organization, General Laws, Chapter 180 of the Commonwealth of Massachusetts (July, 2014). MASPAN is a tax-exempt organization (July 1,1989). The bylaws of this Society shall be in accordance with the bylaws of the American Society of PeriAnesthesia Nurses (ASPAN).

**ARTICLE II**

**CORE PURPOSE and VALUES**

**Section 2.1** The Massachusetts Society of Perianesthesia Nurses advances nursing practice through education, research, and promotion of ASPAN standards.

**ARTICLE III**

**MEMBERSHIP**

**Section 3.1** General membership in MASPAN is a privilege contingent upon compliance with the requirements of these Bylaws and such other requirements the Board of Directors establish.

**Section 3.2** MASPAN has the following categories of members: Regular, Retired and Student.

**Section 3.2.1 Regular** - Regular category members shall be licensed nurses who practice in good standing, at least part-time, in perianesthesia nursing, or in the management, teaching or research of perianesthesia nursing.

**Section 3.2.2 Retired** - Retired category members shall be licensed nurses in good standing who, immediately prior to retirement or permanent disability, were normal category members.

**Section 3.2.3 Student** - Student category members shall be individuals pursuing education leading to eligibility to sit for the registered nurse licensing examination.

**Section 3.3** **Privileges and Benefits of Membership**

* Regular/Retired MASPAN members in good standing shall have the right to vote.
* Regular/Retired MASPAN members in good standing shall have the right to hold an office in MASPAN.
* Regular/Retired MASPAN members in good standing may serve on committees or chair a standing committee or strategic work team.

* Regular MASPAN members may serve as a member of the Representative Assembly of the Society with voting privileges.

Section 3.3.1 All members of MASPAN in good standing shall receive all official publications and notices of MASPAN.

Section 3.4 **Application, Dues and Termination of Memberships**

Section 3.4.1 Any person desiring membership in MASPAN must complete and submit a membership application to ASPAN.

Section 3.4.2 All members of MASPAN are assessed MASPAN component dues as recommended by MASPAN. Membership is delinquent if dues are not received by ASPAN’s due date in accordance with policy and procedure.

Section 3.4.3 Members who do not adhere to ASPAN/ MASPAN’s Bylaws and/or policies and procedures may have their membership terminated. No termination action shall be taken until a member is advised of specific rationale for termination and given opportunity for due process as described inthe latest edition of ***Robert's Rules of Order Newly Revised***.  Termination of membership shall automatically occur upon death of a member.

**ARTICLE IV**

**BOARD OF DIRECTORS**

**Section 4.1** **The Board of Directors** -The Board of Directors is composed of Officers, Directors, and Committee Chairs and manages the affairs of the society, voting on official business. Voting of the Board will be conducted at official Board meetings and shall require a quorum of twenty-five percent (25%). Voting may be conducted via mail, telecommunications, and /or electronic communications.

**Section 4.1.2** The voting body of MASPAN on issues regarding Bylaw changes and the elections of the MASPAN Board of Director officers shall be:

1) All regular/retired MASPAN members in good standing

 2) All standing committee chairs

**Section 4.2** **Composition and Responsibilities -** The Board of Directors consists of the Officers, Directors and Committee Chairs. The responsibilities of the Officers, the Directors and Committee chairs shall be set forth in the policies and procedures of MASPAN. The officers of MASPAN shall be President, Vice President / President-Elect, Secretary, Director of Finance and the Immediate Past President.

**Section 4.3** **Nominations and Elections -** The Immediate Past President serves as the Chair of the Nominating Committee. If the Immediate Past President is not able to fulfill this role, the President will appoint a Chair of the Nominating Committee.

**Section 4.4 Terms of Offices -** TheVice President / President-Elect is elected for a two (2) year term after which he/she will assume the Office of the President. Officers assume duties at the close of the annual session in the year in which they were elected until the close of the annual session at the end of their term. The Director of Finance may be re-elected, but not for more than two (2) consecutive three (3) year terms. The Secretary may be re-elected but not for more than two (2) consecutive two (2) year term.

**Section 4.5** **Responsibilities and Duties of the Officers** -The Directors, and Committee Chairs of MASPAN must meet the requirements for the office which are defined in their job description for their position.

**Section 4.5.1 President** - It is the duty of the MASPAN President to be a member of ASPAN/MASPAN; to counsel with all officers, committees and members to the best interests of public and ASPAN/MASPAN members; to attempt to further the aims and activities of MASPAN to the fullest extent; to perform other services as custom and Parliamentary usage requires. He/she will appoint all committee chairs, except as otherwise provided in these by-laws. He/she will be an ex-official member of all committees. He/she will preside and officiate at all major functions and serve on the MASPAN Board of Directors. The President must have completed one term as Vice President/President Elect. The term of service is two years or until a successor assumes the office.

**Section 4.5.2 President-Elect -** It is the duty of the MASPAN Vice President / President-Elect to serve on the MASPAN Board of Directors, to assist the President in the performance of his/her duties; to preside in the Presidents’ absence at MASPAN meetings; to represent the President when requested at MASPAN meetings and other functions. In the event of death, resignation or removal of the President the Vice President / President-Elect will assume all Presidential duties for the remainder of the term. The Vice President / President-Elect shall serve as Bylaws chair and will advise ASPAN of any changes or revisions in component bylaws. Nomination and election is by the MASPAN board; the term of service is two years then transitioning to President.

The Vice President / President-Elect is an active member of MASPAN /ASPAN and will have served on the MASPAN Board of Directors or a MASPAN committee for a minimum of one year.

**Section 4.5.3 Secretary -** It is the duty of the Secretary to serve on the MASPAN Board of Directors. The Secretary will execute the clerical affairs of MASPAN. He/she will maintain the historical records of MASPAN and perform other duties placed upon him/her by MASPAN. The Secretary must be an active member of MASPAN/ASPAN. Nomination and election by the MASPAN members for a two-year term, elected in odd number years. This position is eligible for election to one successive term.

**Section 4.5.4 Director of Finance -** It is the duty of the Director of Finance to serve on the MASPAN Board of Directors. The Director of Finance is a member of MASPAN/ASPAN. He/she is the custodian of all funds of MASPAN. He/she assumes responsibility for the financial affairs of MASPAN and files with the State as required. He/she pays all authorized obligations of MASPAN. The books and accounts of MASPAN will be kept in accordance with generally accepted accounting practices and will have a periodic financial evaluation by the MASPAN Board of Directors. He/she should have strong organizational and communication skills, access and working knowledge of computer-based spreadsheet/ledger and knowledge of a budget process. The Director of Finance also serves as Chair of the Finance and Development Committee. Nomination and election is by the MASPAN members for a three-year term, elected in odd number years. This position is eligible for election to one successive term.

**Section 4.5.5 Immediate Past President** - It is the duty of the Immediate Past President to serve on the MASPAN Board of Directors. He/she should be available for consultation to the President and assist the other officers in their duties as the President or the Board of Directors requests.He/she must be an active member ofMASPAN/ASPAN. He/she serves as Nominating Committee chair.

 Section 4.5.6 Director for Education - It is the duty of the Director of Education to coordinate MASPAN Educational Programs and serve as Chair of the Education Committee. He/she must be an active member of MASPAN/ASPAN. He/she is appointed by the President. He/she must be a member of MASPAN/ASPAN. It is a two-year term and may be reappointed.

Section 4.5.7 Director for Research - It is the duty of the Director of Research to oversee MASPAN research initiatives and be a resource to MASPAN members. He/she must be an active member of MASPAN/ASPAN. He/she is appointed by the President and is Chair of the Research Committee. The Director for Research must be a member of MASPAN/ASPAN. It is a two-year term and may be reappointed.

Section 4.5.8 Director of Publication - It is the duty of the Director of Publications to be responsible for the coordination and publication of the MASPAN newsletter. He/she is appointed by the President and serves as Chair of the Publications Committee. He/she must be an active member of MASPAN/ASPAN. The position may be reappointed.

Section 4.5.9 Director of Membership - It is the duty and responsibility of the Director of Membership to oversee the recruitment, retention, and recognition of MASPAN members. Serves as Chair of the Membership Committee. He/she must be a MASPAN/ASPAN member. Appointment is by the President and the term is one year with reappointment to consecutive terms.

**Section 4.5.10 Governmental Affairs Committee Chair -** The Governmental Affairs Committee Chairis responsible for oversight of any pending state and national legislation that impact nursing and healthcare. The chair must be a member of MASPAN/ASPAN and is appointed by the President and may be reappointed.

**Section 4.5.11 Strategic Planning Committee Chair** - The Strategic Planning Committee Chair is responsible for maintenance and evaluation of MASPAN’s strategic plan. He/she must be an active member of MASPAN/ASPAN.He/she is appointed by the MASPAN President and may be reappointed.

**Section 4.5.12Social Media Committee Chair -** The Social Media Committee Chair is responsible for maintenance of MASPAN’s electronic communication; website and social media. He/she must be an active member of MASPAN/ASPAN. He/she is appointed by the President and may be reappointed.

**Section 4.5.13 Awards and Recognition Committee Chair** - The Awards and Recognition Committee chair is responsible to identify and create new awards, maintain and update current and recognition for MASPAN members. He/she must be an active member of MASPAN/ASPAN. He/she is appointed by the President and may be reappointed.

**Section 4.5.14 Resource Development Committee Chair** - The Resource Development Committee Chairperson intention is to help advance MASPAN practice in Perianesthesia nursing. He/she must be an active member of MASPAN/ASPAN.The position is appointed by the President and may be reappointed. The position is responsible for gift giving to MASPAN and its members. Gifts are to be used to support activities, research, scholarships and awards.

**Section 4.6 Vacancies -** If for any reason any elected or appointed office becomes vacant the MASPAN Board of Directors will assign and assume the responsibilities of the vacant position until the vacancy is filled with an interested MASPAN member.

**Section 4.7 Compensation/Reimbursement** - The Officers, Directors or Committee Chairs do not accept any compensation for their services but may receive position related compensation/reimbursement for expenses as set forth in policy and procedure.

**Section 4.8 Meetings –** The Board of Directors meet a minimum of two (2) times a year. Special meetings may be called by the President, or upon written request of at least two members of the Board of Directors. Twenty-five percent (25%) of the Board shall constitute a quorum.

**ARTICLE V**

**ELECTION PROCEDURES**

**Section 5.1 Nominations and Elections -** Nominations for all Officers are made from within the MASPAN membership. Call for nominations with respective job descriptions will be electronically communicated to all MASPAN members. The final slate of candidates as prepared by the Nominating Committee will be electronically communicated to all MASPAN members. The officers shall be elected by a simple majority of the membership using electronic balloting.

**ARTICLE VI**

**COMMITTEES**

**Section 6.1 Committees or Strategic Work Teams** - The MASPAN Board of Directors may create additional standing, special committees, and appoint MASPAN members. Creation of any committees and the delegation of authority to the committee shall not operate to relieve the MASPAN Board of Directors, or any individual Director of any responsibility imposed by these Bylaws.

**Section 6.1.2 Standing Committees** - Standing Committees of MASPAN consists of members appointed by the President, except as otherwise provided by these Bylaws. Each committee member will be a member of MASPAN/ASPAN. The Society shall have the following standing committees:

 A. Bylaws

 B. Publication

 C. Education/Conference Planning

 D. Finance and Development

 E. Nominating

 F. Membership

 G. Governmental Affairs

 H. Research

 I. Strategic Planning

 J. Social Communication

 K. Awards/Recognition

L. Resource and Development

**Section 6.2 Reporting Procedure** - At each MASPAN Board Meeting the Chairpersons of each standing and special committees or their designees shall report on the activities of their respective committee.

**Section 6.3 Terms of office** - The terms of office of the chairperson and members of committees are for the term of office of the President appointing them.

**Section 6.4 Duties of the Committees**:

**Section 6.4.1 The Bylaws Committee -** The Bylaws Committee is chaired by the President Elect. As requested by the MASPAN Board of Directors, the Bylaws committee shall prepare, draft in proper form and recommend amendments to the MASPAN Board of Directors and members of the Society.

**Section 6.4.2 The Publication Committee -**The Publication Committee assists the Director of Publications to develop, edit and publish the MASPAN Newsletter. The Director of Publications chairs this committee.

**Section 6.4.3** **The Education/Conference Planning Committee -** The Education / Conference Planning Committee are advisors to the MASPAN Board of Directors regarding development, promotion, and coordination of educational activities. The Director of Education chairs the Education/Conference Planning Committee.

**Section 6.4.4** **The Finance and Development Committee -** The Finance and Development Committee attains financial growth opportunities for MASPAN to include vendor support, raffles and door prizes. The Director of Finance chairs the Finance and Development Committee. He/she must have strong organizational and communication skills, working knowledge of group dynamics and access to and working knowledge of computer based spread sheets/ledger. This is a three-year term.

**Section 6.4.5 The Nominating Committee -** The Nominating Committee performs all the functions and duties regarding nomination of candidates for office as stated in the Bylaws. The immediate Past President shall chair the Nominating Committee.

**Section 6.4.6 The Membership Committee -** The Membership Committee encourages qualified persons to apply for membership in MASPAN/ASPAN. The Membership Committee maintains an accurate roster of MASPAN members Membership Committee is responsible for review of all applications for MASPAN Scholarships. All scholarship applications are sent out electronically to the MASPAN BOD for review and electronic vote.

**Section 6.4.7 The Governmental Affairs Committee -** The Governmental Affairs Committee evaluates and reviews all matters pertaining to proposed or pending federal and state legislation, regulations and administrative actions that affect perianesthesia nursing. The Committee reports to the Governmental Affairs Chairperson and will inform the MASPAN Governmental Affairs Chairperson of any significant developments with respect to these matters.

**Section 6.4.8 The Strategic Planning Committee -** The Strategic Planning Committee assists the MASPAN Board of Directors to maintain and evaluate the MASPAN strategic plan. The strategic plan for MASPAN is evaluated and updated annually with guidance from this committee. The members of the Strategic Planning Committee report to the Strategic Planning Chairperson.

**Section 6.4.9 The Social Media Committee -** The Social Media Committee develops, and maintains MASPANs’ web site (https://maspan.nursingnetwork.com), Social Media pages, and provides electronic communications to membership as directed by the MASPAN President. The Social Media Committee reports to the Social Media Chairperson.

**Section 6.4.10 Research Committee -** The Research Committee networks with perianesthesia nurses to identify Nursing Research issues, increase MASPAN members’ involvement in clinical nursing research, and promote MASPAN research activities. The Research committee will report to the Director for Research.

**Section 6.4.11 Awards and Recognition Committee -** The awards and recognition committee networks with perianesthesia nurses to identify awards and acknowledge recognition to MASPAN members. This committee will report to the Awards and Recognition Chairperson.

**Section 6.4.12 Resource Development Committee -**The Resource Development Committee campaigns for gifts, vendor support, raffles and door prizes for MASPAN members. The resource Development Committee will report to the Resource Development Committee Chair.

**ARTICLE VII**

**PARLIAMENTARY AUTHORITY**

**Section 7.1** The latest edition of ***Robert's Rules of Order Newly Revised*** of Parliamentary Law and Procedures shall govern all questions of parliamentary procedure and order.

**ARTICLE VIII**

**FUNDS AND EXPENDITURES**

**Section 8.1** All expenditures are to be in accordance with MASPAN Policy and Procedures. The Director of Finance authorizes a written report annually. The MASPAN Board of Directors must approve any extended funding for emergency expenditures

**Section 8.2** In the event of dissolution of the organization, the residual assets will be donated to ASPAN Development.

**ARTICLE 1X**

**REFERENDUM**

**Section 9.1** Any matter or question may be submitted by the voting members of MASPAN. The majority vote of the members voting shall determine the question.

**ARTICLE X**

**AMENDMENTS**

**Section 10.1** Bylaws may be amended by two-thirds (2/3) vote of the MASPAN membership. Any proposed changes are sent electronically to all MASPAN members for electronic vote for at least thirty (30) days. No response will be indicative of member’s approval after thirty (30) days. The newly voted upon Bylaws are sent out electronically to all MASPAN members. Approved Bylaws are available to MASPAN members on the MASPAN website.

**ARTICLE XI**

**BOOKS AND RECORDS**

**Section 11.1** MASPAN keeps meeting minutes of proceedings of The Board of Directors meetings. Minutes shall be kept by the Secretary of the MASPAN Board of Directors and will be electronically shared with all members and shall be available to MASPAN members on the website.

**ARTICLE XIIPROHIBITED ACTIVITIES**

**Section 12.1** Members or agent of MASPAN will not take any action or carry on any activity on behalf of MASPAN that is not permitted to be taken or carried on by an organization exempt under the Internal Revenue Code governing nonprofit organizations.

**Bylaw revisions:**

Revised 06/1989

Revised 03/1990

Revised 09/1991

Revised 09/1993

Revised 10/1994

Revised 08/1996

Revised 10/1997

Revised 01/2001

Revised 10/2004

Revised 10/2008

Revised 10/2011

Revised 07/2015

Revised 09/2018

Revised 03/2019

Revised 03/2022