



## **BYLAWS OF THE ILLINOIS SOCIETY OF PERIANESTHESIA NURSES**

*Effective February 2025*

### **ARTICLE I** **NAME**

#### **Section 1.1**

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

### **ARTICLE II** **CORE PURPOSE**

#### **Section 2.1**

The Illinois Society of Perianesthesia Nurses advances nursing practice through education, research, and standards of practice. The Society exists to serve the needs of membership at the component level. This Corporation is organized and shall be at all times operated exclusively for charitable purposes or such other purposes as may be provided in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of subsequent federal tax laws). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or correspond ending section of any further federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any further federal tax code.

### **ARTICLE III** **MEMBERSHIP**

#### **Section 3.1**

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

#### **Section 3.2**

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

**Section 3.2.1** Active. Active category members shall be duly licensed nurses who currently practice in good standing, at least part-time, in perianesthesia nursing, or in the management,

teaching or research of perianesthesia nursing as defined by ASPAN's scope of practice. Active members have the right to hold office and serve on or chair committees or strategic work teams.

**Section 3.2.2 Affiliate.** Affiliate category members shall be duly licensed healthcare professionals who have an interest in perianesthesia patient care. Affiliate members shall receive all publications and notices but shall not vote, be eligible to hold office or serve on committees/strategic work teams.

**Section 3.2.3 Retired.** Retired category members shall be members in good standing that, immediately prior to retirement or permanent disability, were active members. They have the right to serve on or chair committees/strategic work teams.

**Section 3.2.4 Honorary.** Honorary category members shall be persons who have rendered distinguished or valuable service to Perianesthesia nursing. The Board of Directors elects them as honorary members. Any ILSPAN member may nominate candidates.

**Section 3.2.5 Student.** Student category members shall be individuals pursuing education leading to eligibility to sit for the registered nurse licensing examinations. Student members shall receive all publications and notices but shall not vote, be eligible to hold office or serve on committees.

### **Section 3.3**

Active and Retired category members in good standing may serve as a member of the Representative Assembly.

### **Section 3.4**

All members of the Society in good standing shall have access to all official publications and notices of the Society.

### **Section 3.5**

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

### **Section 3.6**

All members of the Society, except for honorary members, shall be assessed dues, which shall be recommended by the Board of Directors. This annual assessment is forwarded to ILSPAN from the ASPAN National Office. Membership is delinquent if dues are not received by the Society's dues payable date, in accordance with policy and procedure.

### **Section 3.7**

Members, who do not adhere to the Society's Bylaws and Policy, may have their membership terminated by the Board of Directors. Termination action shall not be taken until a member is advised of specific rationale for termination and given opportunity for due process in accordance with policy. Termination of membership shall also occur upon death of a member.

## **ARTICLE IV** **MEETINGS OF MEMBERS**

### **Section 4.1**

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

### **Section 4.2**

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

### **Section 4.3**

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

## **ARTICLE V** **BOARD OF DIRECTORS**

### **Section 5.1**

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

### **Section 5.2**

The Board of Directors shall consist of the President, Vice President/President Elect, Immediate Past-President, Secretary, Treasurer, District I Director, and District II Director. Each member of the Board shall have one (1) vote except the President, who shall only vote in the case of a tie, if that vote will change the decision. The Education Chair, Publication Chair, Membership Chair, Research Chair, and Technology Chair shall serve as ex-officio members of the Board of Directors and are nonvoting members.

### **Section 5.3**

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

**Section 5.3.1** President, Vice-President/President-Elect and Immediate Past President. The President and Vice-President/President-Elect shall hold office for a term of one year at the adjournment of the general membership meeting held in conjunction with the annual spring conference. The Vice-President/President-Elect shall automatically assume the Office of President and the President shall automatically assume the office of Immediate Past President.

**Section 5.3.2** Secretary. The Secretary shall be elected for two (2) year term in odd-numbered years. Candidates for the office of Secretary shall meet the requirements for this office as outlined in policy and procedure.

**Section 5.3.3** Treasurer. The Treasurer shall be elected for two (2) year term in even numbered years. Candidates for the office of Treasurer shall meet the requirements for this office as outlined in policy and procedure.

**Section 5.3.4** District Director. District Directors shall be elected for two (2) year term. District I is elected in odd-numbered years. District II Director is elected in even-numbered years. Candidates for the office District Director shall meet the requirements for this office as outlined in policy and procedure.

**Section 5.3.4.1** District Boundaries. The Component shall be divided into two (2) sections: District I (north), District II (central), and (south). Each District shall be represented by a District Director. The delineation of boundaries shall be determined by the Board of Directors.

**Section 5.3.4.2** Chapter Coordinators. Chapter Coordinators shall be appointed by the President and shall report to their respective District Director on a regular basis. The respective District Director shall be the liaison between the Board of Directors and the chapter.

#### **Section 5.4**

The Board shall fill any vacancy of a Board position for the remaining term, with the exception of President, which is automatically filled by the President-Elect. In the event of a vacancy in the office of the Vice-President/President-Elect, a special election will be called in accordance with policy and procedure.

#### **Section 5.5**

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

#### **Section 5.6**

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

#### **Section 5.7**

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

### **ARTICLE VI** **ELECTION PROCEDURES**

#### **Section 6.1**

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

#### **Section 6.2**

The officers and Board of Directors shall be elected by a simple majority of members present at the general meeting and absentee votes.

### **ARTICLE VII** **STANDING COMMITTEES**

#### **Section 7.1**

The purpose and duties of the Illinois Society of Perianesthesia Nursing committees shall be set forth in the ILSPAN Manual.

### **ARTICLE VIII** **MANAGEMENT**

#### **Section 8.1**

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

#### **Section 8.2**

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

#### **Section 8.3**

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

#### **Section 8.4**

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

#### **Section 8.5**

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

#### **Section 8.6**

The Society shall indemnify any person acting on behalf of the Society against expenses, including reasonable attorney's fees, judgments, fines and amounts paid in settlement incurred by them in connection with the defense or settlement of any action in which they are made parties or party, by reason of being or having been an agent of the Society, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct.

#### **Section 8.7**

Upon the dissolution of the Society, the Board of Directors shall dispose of all the assets of the Society, after paying or making provisions for the payment of all liabilities of the Society. Assets shall be distributed for one or more tax exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, if that is not feasible, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose.

### **ARTICLE IX** **AMENDMENTS**

#### **Section 9.1**

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

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

**or**

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

#### **Section 9.2**

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

#### **Section 9.3**

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