



Philippine Nurses Association of America Foundation, Inc.

RATIFIED ON APRIL 18, 2023



Philippine Nurses Association of America Foundation, Inc.

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Philippine Nurses Association of America Foundation, Inc.

ARTICLE I NAME AND LOCATION

1. The name of the organization shall be the Philippine Nurses Association of America Foundation, Inc., hereinafter referred to as the Foundation. The official abbreviation shall be PNAAF.
2. The headquarters shall be located at PNAA/PNAAF Legacy Headquarters at 1346 How Lane, Suites 109, 110 North Brunswick, New Jersey 08902.

Mission

The Philippine Nurses Association of America Foundation, Inc. promotes and provides opportunities for philanthropy in support of professional advancement of all Filipino American nurses and health for all through nursing care, education, scholarship, management, research, and humanitarian services.

Vision

The Philippine Nurses Association of America Foundation, Inc., in partnership with the Philippine Nurses Association of America, supports the development of Filipino American nurses to their fullest potential, and facilitates their contributions to health and well-being for all through nursing care, education, management, research, and humanitarian services.

Values

The values of the Philippine American Nurses Association Foundation, Inc. are accountability, integrity, professionalism, stewardship and transparency.

ARTICLE II PURPOSE AND GOALS

The **PNAAF**, a non-profit organization that is tax exempt under section 501(C)(3) of the Internal Revenue Code, focuses on development programs in support of the objectives of **PNAA**, health and well-being for all. It is organized to do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and are not forbidden by Section 501**C**(3) of the code with all power conferred under the laws of New Jersey.



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The goals of the Foundation shall include, but will not be limited to the following:

1. Provide an organizational structure and establish mechanisms to acquire, allocate, disburse, and manage development resources. Promote and provide opportunities for philanthropy in support of professional advancement of all Filipino American Nurses and health for all through nursing care, education, scholarship, management, research, and humanitarian services.
2. Plan, implement and evaluate these mechanisms. Advance the mission, vision, and goals of the Philippine Nurses Association of America and its constituents.
3. Initiate and nurture development networks at the state, national, and international levels.

ARTICLE III THE BOARD OF DIRECTORS

The governing body of the Foundation shall be the Board of Directors which shall consist of the elected and appointed officers, and the Board Members. The Board of Directors shall have the fiduciary responsibility and authority over the affairs of the Foundation.

Section 1. PNAAF Board of Directors:

Composition of Board of Directors:

- A. Eight (8) shall be elected Officers, one (1) shall be an appointed Officer and twelve (12) shall be elected Board Members. (Total of twenty-one (21) Board of Directors).
- B. The eight (8) elected Officers are the President, President-Elect, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer and Auditor.
- C. One (1) Appointed Officer is the Executive Director.
- D. Of the twenty-one (21) elected Board of Directors, twenty (20) shall be PNAA members, and one (1) shall be a member of the community-at-large.



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Section 2. Duties:

- A. Establishes the tone, image, and policies of the Foundation.
- B. Elects and appoints the Officers and Board Members of the Foundation.
- C. Directs the operational and financial affairs of the Foundation.
- D. Reviews, amends, and ratifies the PNAAF Bylaws.
- E. Fosters the growth and development of the Foundation.
- F. Authorizes the representation and participation of the Foundation in activities other than the nonprofit activities and functions of the Foundation.
- G. Sets the short-term and long-term agenda of the Foundation.
- H. Appoints and terminates Ad-Hoc Committee(s) and Chairs of Ad-Hoc and Standing Committees.
- I. Reviews recommendations of the President and Committee Chairpersons, and determines courses of action to be taken .
- J. Fills vacancies in the Board of Directors.
- K. Reviews and authorizes proposed publications as they affect the purposes, goals and philosophy of the Foundation.
- L. Counsels members of the Board of Directors and they may be subject to progressive disciplinary action.
- M. Authorizes the formulation and awarding of contracts.
- N. Endorses within forty- five (45) days all PNAAF documents relevant to each office, to the incoming elected and appointed Board of Directors.
- O. Performs other duties and exercises authority as deemed necessary for the interest of the organization.



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P. The Board of Director shall help manage many aspects of PNAAF, including strategic planning, overseeing finances, mitigating conflict, and fiduciary duties. The obligated fiduciary duties fall into three categories:

1. Duty of Loyalty – must operate with integrity, act in the best interest of the organization. Loyalty to non-profit organizations is a priority with no conflict of interest, no private benefits, and no misuse of organization's assets and resources. Need to be objective, unselfish, responsible, honest, trustworthy, and efficient. Help secure designated annual donation, so the organization continues to fulfill its mission.
2. Duty of Care – use due diligence, care, and skill in fulfilling responsibilities such as but not limited to understand bylaws, articles of incorporation, agreements, policies, and procedures, knowledgeable with its activities and programs, regularly attends board meetings, make informed decision about organization's assets, and understand required federal, state, and local tax obligations.
3. Duty of Obedience – must ensure the obligation adheres to its mission and objectives and must be engaged to steer the organization away from competing or tangential interests.

ARTICLE IV OFFICERS AND DUTIES

Section 1. The duties of the Officers shall be implied by the inherent nature of their respective titles, and all such duties as specified in these Bylaws.

A. The President:

1. Serves as the Chief Executive Officer of the PNAAF.
2. Serves as the Chairperson of the Board of Directors, and as an ex-officio member of the standing committees except for the Nominations and Elections Committee.
3. Presides at all business meetings of the PNAAF.
4. Is responsible to the Board of Directors and shall have their approval for the activities of PNAAF.



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5. Recommends Ad-Hoc Committee(s) and chairpersons of Ad-Hoc and Standing Committees to the Board of Directors for appointment and/or termination.
6. Signs and countersigns all official documents.
7. Represents PNAAF at meetings and functions of other organizations, or designates an alternate.
8. Performs all other duties required by the office.

B. President-Elect:

1. Assists the President and oversees other duties as assigned by the President or Board of Directors.
2. Prepares to perform the duties of the President while in the position as President-Elect.
3. Works with outgoing President to ensure a smooth handover of presidential responsibilities.
4. Assumes the duties and responsibilities of Presidency in the absence or disability of the President.
5. Participates fully in the work of the Board of Directors.

C. The Vice President

1. Chairs the Bylaws, Policy and Procedure committee.
2. Develops Policies and Procedures with Board of Directors approval and monitors its implementation.
3. Performs other duties as delegated by the President or Board of Directors.

D. The Recording Secretary

1. Records the proceedings of all business meetings.
2. Sends and distributes approved minutes to the Board of Directors within thirty (30) days after the meeting.



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3. Submits pertinent data to respective Committee Chairpersons.
4. Preserves in a permanent file all reports and records, including Bylaws and Standing Rules of the Foundation.
5. Keeps on file all other pertinent documents regarding projects, programs, and activities of the Foundation.
6. Assists the President in preparing the meeting, agenda, minutes and annual reports.

E. Corresponding Secretary

1. Sends the agenda and other communications.
2. Takes the minutes of the meetings or conference calls in the absence of the recording secretary.
3. Collaborates with the Recording Secretary with other tasks needed.

F. The Treasurer

1. Is responsible for the financial affairs of PNAAF, and serves as Chairperson of the Budget and Finance Committee.
2. Keeps records of all receipts and disbursements as designated by the Board of Directors.
3. Carries banking transactions as designated by the Board of Directors.
4. Issues checks of the Foundation countersigned by the President or designee for purposes approved by the Board of Directors.
5. Assists in the direction of fund-raising activities.
6. Collaborates with the designated Certified Public Accountant and presents financial records for examination by designated auditor(s).



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7. Reports the financial standing of the PNAAF to the Board of Directors at Board meetings.

G. Assistant Treasurer

1. In charge of the acknowledgement of donations and tax-deductible certificates. Sends to donors a hard copy and e-mail.
2. Records the donations received and keeps an accurate bookkeeping.
3. Works with the Treasurer in preparing the information needed by the Accountant for IRS filing.

H. The Executive Director:

1. Chairs the Legacy Headquarters Committee.
2. Facilitates the development of the organization's strategic business plan and is responsible for its implementation and follow-up.
3. Will have special privilege of no term limit but will be restricted under Article VII section 6.
4. Serves as Chief Executive Associate to the PNAAF President and the Foundation.
5. Serves in Ad-Hoc and/or Standing Committees, as designated by the President.
6. Represents the PNAAF in the community and other organizations, as designated by the President.
7. Performs other duties as designated by the President.

I. The Auditor

1. Is responsible for auditing all financial records on a quarterly basis.
2. Assists the Treasurer in the accounting and reconciliation of transactions of Fundraising Activities.



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3. Validates with the Treasurer the accurate preparation of the Income Tax form prior to filing with IRS.
4. Is responsible for the annual audit of all financial records of the Foundation.
5. Assists the Development committee.

J. The Elected Board Member

1. Acts as a chairperson or member of an Ad-Hoc and/or Standing Committee(s).
2. Performs other functions as designated by the Board of Directors.

ARTICLE V ADVISORY COUNCIL

Section 1. Members of Advisory Council:

- A. Past Presidents of PNAAF.
- B. Past Presidents will attend the Board of Directors meetings and be allowed one vote on a quarterly rotation.
- C. Past Presidents are entitled to vote during Election of Board of Directors.

ARTICLE VI MEETINGS – QUORUM

Section 1. Meetings:

- A. Regular Meeting
 1. The Board of Directors shall meet at least 4 times a year, one of which shall be held to coincide with the annual PNAA Convention. Other meetings may be held via teleconferencing.
 2. The Philippine Nurses Association of America President or designee has an open invitation to join the meetings. The agenda



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and minutes of the meeting will be sent when the announcement is sent to the Board of Directors. If requested and needed, he/she could be allowed to give a report on related topics for discussion.

B. Special Meetings

1. Special meetings of the Board of Directors shall be called by the President or upon request from at least three (3) members of the Board of Directors, no later than ten (10) days prior to the scheduled date of meeting. This can be held through the best available technology resource.

Section 2. Quorum:

1 Fifty percent (50%) plus one (1) of the PNAAF Board of Directors shall constitute a quorum.

ARTICLE VII NOMINATIONS AND ELECTIONS

TERMS AND VACANCIES

Section 1. Nominations and Elections Committee:

- A. The Nominations and Elections Committee shall consist of three: a chairperson and two others, PNAA members which will include PNAAF Board of Directors who are not running for office.
- B. The Chair shall be the immediate Past President with members who are not candidates for any office.
- C. PNAA officers and members could be considered as members.
- D. Duties and Responsibilities:
 - 1. Solicits nominees from qualified PNAA members and from the Community-at-Large who are willing to serve as Board of Directors.
 - 2. Prepares the list of candidates accompanied by their written consent to serve and the bio-sketch to be submitted to the Board



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of Directors for information and review forty-five (45) days prior to election via email.

3. Prepares and issues the official ballot directly to the PNAAF Board of Directors via regular or preferably electronic mail thirty (30) days before election
4. Receives all official ballots no later than ten (10) days prior to election.
5. Appoints a three Teller Committee who are not members of the Nominating Committee. This committee shall officiate at the election proceedings and oversees the tallying of ballots.
6. Announces election results.
7. Destroys ballots thirty (30) days after election upon approval or motion of the PNAAF Board of Directors.

Section 2. Elections:

- A. Election shall be held Biennially in July on odd years.
- B. Each election shall be held to elect the following:
 1. The Board of Directors shall include twenty (20) PNAAF members and one (1) Community-at-large.
 2. The President, President-Elect, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, Auditor and twelve (12) Board Members.
- C. All Board of Directors and Past Presidents of the PNAAF shall be designated voters in PNAAF elections.
- D. Electronic voting shall be used. If electronic means is not possible, the voting shall be conducted by written ballots. The ballots and procedural instructions shall be issued directly to the voting officers and Board Members.
- E. Plurality elects. In case of a tie, choice shall be by lottery.



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Section 3. Eligibility to Serve in an Elected Capacity:

- A. All nominees shall be PNAA Members who are of good standing, have participated actively in PNAA activities at the national and/or chapter levels, or persons from the community who are in good standing in their communities, and who have actively participated in civic, professional, business, volunteer organizations at the national and/or local levels.
- B. All candidates shall sign and submit the Consent to Serve form together with current bio-sketch to the NOMELEC Committee.
- C. To serve as President, President-Elect, *or* Vice President, the nominee shall be a member of the PNAA for at least two years and of good standing and has served at least one term as a Board of Director of the PNAAF.
- D. A nominee shall be a candidate for only one office at any given time.

Section 4. Terms of Office:

Board of Directors shall serve a two (2)-year term with one (1) reelection or appointment.

Section 5. Vacancies:

- A. Vacancies due to inability or ineligibility of the incumbent to perform duties of the office, or the incumbent's removal from office, shall be filled in the following manner:
 - 1. President: The President-Elect shall assume office.
 - 2. President- Elect: The Vice-President shall assume office.
 - 3. Vice President: The candidate for Vice President who obtained the second highest number of votes in the preceding election, shall be appointed to fill the position with the approval of the Board of Directors. If there is no second candidate available, the President or Board recommends an individual to be approved by the Board of Directors.
 - 4. The Board of Directors shall fill all other vacancies.



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5. Anyone filling any vacancy shall serve for the remainder of the term.

Section 6. Removal from Office:

- A. Board of Directors maybe subject to progressive disciplinary action for the following reasons:
 - 1. Violating the PNAAF Bylaws.
 - 2. Misconduct or neglect of duties of the office held.
 - 3. Absence from fifty percent (50%) of the regular meetings, and/or
 - 4. Any behavior deemed injurious to the PNAAF.
- B. No action shall be taken against any Board of Director, until she/he has been advised of the specific charges, given reasonable time to prepare a response, and afforded a fair hearing process before the Board of Directors.
- C. A two-thirds (2/3) vote of Board of Directors shall validate the justifications for removal from office of the concerned Board of Director and the Board's decision and action for termination.

Section 7. Monetary Compensation:

The Board of Directors of the PNAAF shall not receive, nor shall be entitled to a salary, or any form of compensation for serving in their elected and appointed office.

ARTICLE VIII COMMITTEES

Section 1. The Standing Committees of the Foundation shall be:

- A. Awards, Scholarship & Fellowships
- B. Budget & Finance
- C. Bylaws, Policy & Procedure
- D. Nominations & Elections



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- E. Grants & Research
- F. Education
- G. Program Development
- H. Public Relations and Social Media
- I. Investment
- J. 5K Run/Walk
- K. Legacy Headquarters Committee
- L. Continuing Education Provider
- M. Website and Social Technology
- N. Humanitarian Services
- O. Archives

Section 2. Appointment of Committee Chairpersons and Members:

The President, with the approval of the Board of Directors shall appoint the Chairpersons. The President, with the approval of the Board of Directors shall appoint members of the standing committees. Each committee shall consist of a chairperson, who is a Board of Director, and at least three (3) other members from Board of Directors or PNAA member.

Section 3. Committee Responsibilities:

A. Award, Scholarship, & Fellowship:

1. Publishes the qualifications of candidates, and the criteria for awards, scholarships, and fellowships.
2. Reviews and analyzes the application of the candidates.
3. Selects the awardees and recommends them to the Board of Directors for approval.



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4. Recognizes contributors to PNAAF resources.

B. Budget & Finance:

1. Prepares an annual budget for approval by the Board of Directors prior to the annual meeting

C. Bylaws, Policy and Procedure:

1. Presents the proposed amendments to the Board of Directors for review, approval and ratification.

2. Establishes guidelines and procedures so that policies are implemented in a consistent manner.

3. Reviews and updates the Policy and Procedure Manual at the start of the new term of PNAAF elected and appointed officers.

D. Nominations & Elections:

Refer to Article VII, Sections 1-6.

E. Grants and Research

1. Reviews all requests and applications for research grants.

2. Applies for appropriate grants to provide funding for approved research projects.

3. Insures that approved research investigators shall follow policies and procedures established for the protection of human subjects, and shall meet the requirements of any outside funding agencies.

4. Monitors and evaluates the progress of any ongoing PNAA research projects.

5. Provides leadership and support for Grant and Research proposal development and submission.

F. Education/ Professional Development

1. Plans and implements educational programs to meet the needs of PNAA members.



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2. Develops relevant topics for educational programs.
3. Selects/invites speakers.
4. Submits program evaluation and consideration for future offerings.
5. Prepares and presents for approval to the Board of Directors.
6. Maintains PNAAF's CEU Provider entity.
7. Provides funding support for educational programs.

G. Program Development

- A. Explores financial resources to promote the interests of the Foundation.
- B. Plans fundraising activities and marketing strategies.
- C. Implements projects to raise revenues to augment the PNAAF Treasury.

H. Public Relations/Social Media – PNAAF Visibility

1. Explores means of promoting a positive professional image of PNAAF.
2. Submits press releases approved by the Board of Directors to the news media.
3. Disseminates information regarding programs and activities to the PNAA membership and other organizations as appropriate.

I. Investment Committee

1. Prepares and presents investment policy statement to the Board of Directors for approval.
2. Reviews and updates investment policy statement at least annually and/or as needed.



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3. Screens and recommends investment consultant to the Board of Directors.
4. Monitors and maintains the monthly statement sent by the Financial/Investment firm and coordinates with the Finance Chair/Treasurer.
5. Gives the report during the quarterly and annual meetings.

J. 5K Run/Walk

1. Coordinates with the Philippine Nurses Association of America in planning and implementation of the activities.
2. Assists in marketing and promotes the participation of sponsors, chapter members and other participants.
3. Gives the progress report to the board during conference call and annual meetings.

K. Legacy Headquarters

1. Works with the Philippine Nurses Association of America in the management and administration of the Legacy Headquarters in accordance to the lease agreement between the PNAAF and PNAA.
2. Prepares the policy and procedure related to the Legacy Headquarters.
3. Prepares the Annual budget for the Legacy Headquarters
4. Complies with the requirements of the North Brunswick ordinances related to owning a property in the Township.
5. Chair/Designee acts as Liaison to the How Lane Condo Association.
6. Maintains a good relationship with the neighboring establishments and the community.



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7. Gives the progress report during the conference calls, annual meetings and during PNAA meetings as needed

L. Continuing Education Provider

1. Accepts and Reviews educational offerings application for continuing education credits.
2. Prepares and Provides Continuing Education Contact Hours and Certificates once approved.
3. Maintains an accurate record keeping of the above.
4. Prepares timely reports and provides a report to the board during quarterly and/or annual meetings.

M. Website and Technology

1. Designs and updates the website.
2. Gathers information and articles related to the Foundation activities and major events and posts in the website.
3. Prepares PNAAF Newsletter and publishes at least twice a year

N. Humanitarian Services

1. Conducts and implements a well-planned and organized humanitarian projects and initiatives including but not limited to Global Health and natural disaster.
2. Solicits financial or material support from donors and sponsors for all humanitarian projects.
3. Provides reports during conference calls, quarterly, and Annual Meetings.

O. Archives

Provides for the retention, disposition, long-term preservation and public disclosure of information of materials of historical and vital interest according to the criteria set forth by the Committee and approved by the Board.



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1. Designs the Archives Office.
2. Collects, selects, arranges, and files the archival PNAA/PNAAF materials.

Section 4. Committee Reports:

Each Committee Chairperson shall submit a written report on committee activities and accomplishments at the quarterly meetings and annual meeting.

ARTICLE IX Property and Facilities

- A. The acquisition of all real estate and other properties for the Philippine Nurses Association of America Foundation (PNAAF) and the sale, disposition or transfer thereof shall be approved by the Officers and Board Members. They are authorized to prescribe the rules governing the use of the properties by the members of the association, staff, employee/s, and the general public as well as the conduct of all entering upon the said property or in attendance in the building.
- B. The president and officers designated by the President are authorized to execute contracts on behalf of the Board of Directors.
- C. The building(s) shall be named by the Board.
- D. The officers and Board Members shall engage an entity to manage the office/building in accordance to the established policies and procedures of the PNAAF. Management of the office/building can also be delegated to a trusted individual or group of individuals as approved by the Officers and Board Members of the PNAAF.

ARTICLE X MANAGEMENT AND ADMINISTRATION OF THE BUILDING FUND AND REAL ESTATE ASSETS

SECTION 1: COUNCIL OF TRUSTEES

- A. The Council of Trustees (COT) shall serve as an independent body and Advisory Council to the PNAAF Board of Directors.



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- B. The COT monitors the operation and assures the organization's conformance with the law.

- C. The PNAAF COT has been established to provide due recognition to individuals, businesses, or organizations who or which have contributed substantial monetary donations or financial endowment of \$10,000 and above.

SECTION 2: DUTIES

- A. Shall act with care, loyalty, prudence, and diligence in the proper disposition of the Building Fund and Real Estate Assets.

- B. Shall serve as an Advisory Group to the PNAA EB in matters related to disposition of real estate assets.

- C. The COTs shall up to and within its capacity will continually raise funds to sustain the building.

- D. COTs are invited to meetings but not mandatory.

- E. The COT as an Advisory Group shall elect their Chair and rotate representation to meetings.

- F. Each COT is expected to support and show loyalty to PNAAF.

SECTION 3: RIGHTS OF THE COUNCIL OF TRUSTEES

Any member of the Council of Trustees can attend and participate in any or all of the PNAAF Board meetings. Any member of the Council of Trustees who is eligible to run may be nominated and elected to any position in the PNAAF in accordance to the Bylaws.

SECTION 4: NO TERM LIMITS

After having been so designated, a member of the Council of Trustees can remain a Council Trustee without any term limitation and expected to continue to provide financial and/or non-financial support towards the objectives of PNAAF.

SECTION 5: TRANSFERABILITY

Individual Council Trustee will have lifetime membership.



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SECTION 6: DONOR ADVISED DONATION

- A. The council trustee; individuals, businesses or organizations who or which have contributed substantial monetary donations or financial endowment of \$10,000 and above, could designate their donation as donor advised funds.
- B. A donor advised fund is a separately identified fund or account that is maintained and operated by the Philippine Nurses Association of America Foundation, which is called a sponsoring organization. Each account is composed of contributions made by individual donors. Once the donor makes the contribution, the organization has legal control over it. However, the donor, or the donor's representative, retains advisory privileges with respect to the distribution of funds and the investment of assets in the account.

SECTION 7: REMOVAL

The Board of Directors has the authority to remove the designation of any Council Trustee for cause, including but not limited to:

- A. Failure to fulfill any duty required of a Trustee under these Bylaws.
- B. For performing any grave act or omission inimical to the interests of PNAAF.

Article XI. NATIONAL HEADQUARTERS

The Philippine Nurses Association of America Foundation shall maintain a national Headquarters that will serve as a permanent repository for the association's records and shall carry out the Policy and Procedures of the organization

Article XII FISCAL YEAR

The fiscal year of the Foundation shall coincide with the calendar year.



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ARTICLE XIII AMENDMENTS

- Section 1. Amendments to these Bylaws shall be submitted to the Board of Directors for consideration, by petition from at least ten (10) members, at least thirty (30) days prior to the Board of Director's meeting.
- Section 2. Proposed amendments shall be sent by e-mail to the Board of Directors for review. It could be discussed and voted upon thirty (30) days prior to the Board of Director's meeting.
- Section 3. Amendments to these Bylaws shall be voted upon for ratification at the Board of Director's meeting, shall be ratified by a two-thirds (2/3) majority vote of Directors present and voting, and shall take effect immediately upon ratification.

ARTICLE XIV INUREMENT AND DISSOLUTION

No part of the net earnings of PNAAF shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Foundation 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 by the officers and trustees. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (IRC), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the IRC, or the corresponding section of any future federal tax.

Upon the dissolution of the Foundation, after paying or making provisions for the payment of all the legal liabilities, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRC or shall be distributed to the federal, state, or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office is then located, exclusively for such purposes or to such organization as said Court shall determine which are organized and operated exclusively for such purpose. No part of the net earnings of PNAAF shall inure to the benefit of, or be distributed to its members, trustees, officers, or



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other private persons, except that the Foundation 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 by the officers and trustees. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (IRC), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the IRC, or the corresponding section of any future federal tax.

Upon the dissolution of the Foundation, after paying or making provisions for the payment of all the legal liabilities, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRC or shall be distributed to the federal, state, or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office is then located, exclusively for such purposes or to such organization as said Court shall determine which are organized and operated exclusively for such purpose.

- A. In the event of dissolution of the PNAAF, the Board of Directors and COTs shall be notified at least thirty (30) days prior to voting for dissolution.
- B. A two-thirds (2/3) majority vote of the Board of Directors present and voting shall approve:
 1. The dissolution of the PNAAF Foundation, Inc.
 2. The resolution of Foundation liabilities; and
 3. The selection of non-profit organizations that shall receive the remaining PNAAF Foundation funds and fixed assets

ARTICLE XV NONDISCRIMINATORY POLICY

The PNAAF shall not discriminate against any applicant or member on the basis of race, creed, age, sex and sexual orientation, religion, or disability. All such individuals shall be judged solely on the basis of competence and performance.



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ARTICLE XVI PARLIAMENTARY AUTHORITY

Robert's Rule of Order, New Revision, shall govern the PNAAF in all cases not covered by these Bylaws.

Submitted by:

By Laws Committee:

Chairperson: Aniceta A. Vista, PhD, MS, RN

Members: Merlita Velasquez, Rose P. Estrada, Mindy Ofiana,
Rose Santee, Sue Repotente

Adviser: Amuerfina Castro, MA, RN-B.C. (Ret)

APPROVED AND RATIFIED by Bylaws Committee on March 17, 2023
Approved by Board of Directors ON April 18, 2023 virtually via Zoom

Previous Ratification: October 26, 2019

PAST RATIFICATIONS:

Maria Redona Couper, Ph.D.
Chairperson, PNAAF Bylaws Committee 2004-2006

Ampy de la Paz, MSN, RN
Chairperson, PNAAF Bylaws Committee 2002-2004
Co-Chairperson, PNAAF Bylaws Committee 2002-2006

Phoebe Cabotaje Andes, Ph.D., MA, RN
President, PNAAF 2002-2006

Amended: September 27, 2002 - Las Vegas, NV
July 10, 2003 - Charleston, SC
July 7, 2004 - Honolulu, HI
November 9, 2004 - Teleconference Call
Ratified: February 24, 2005 - Teleconference Call

Amended: February 22, 2006 - Teleconference Call



Philippine Nurses Association of America Foundation, Inc.

Approved and ratified: June 29, 2006 – Annual Meeting, Boston, MA

Amended April 21, 2008 – Teleconference Call
Lolita B. Compas, MA, RN, CEN
Chairperson, PNAAF Bylaws Committee 2007-2009
Ratified: July 16, 2008
South Padre Island, Texas
PNAAF Annual Meeting

Amended March 4, 2010 Teleconference Call
Ratified: June 24, 2010
Miami, Florida
PNAAF Annual Meeting
Amended April 3, 2012 Teleconference Call
Ratified: July 12, 2012
San Antonio, Texas
PNAAF Annual Meeting

Amended April 14, 2015 Teleconference Call
Ratified: July 23, 2015
Honolulu, Hawaii
PNAAF Annual Meeting

Amended: December 16, 2015 Teleconference
Ratified: July 22, 2016
Washington D.C.
PNAAF Annual Face to Face Meeting

Amended: June 15, 2016 Teleconference
Ratified: July 22, 2016
Washington D.C.
PNAAF Annual Face to Face Meeting

Amended: March 16, 2016
Ratified: July 22, 2016
Washington, D.C.
PNAAF Annual Face to Face Meeting

Amended: October 7, 2016
Ratified: July 27, 2017
RC Oasis of the Seas
PNAAF Annual Face to Face Meeting



Philippine Nurses Association of America Foundation, Inc.

Amended May 12, 2017
 Ratified: July 27, 2017
 RC Oasis of the Seas
 PNAAF Annual Face to face meeting

Amended: April 2018 Quarterly con call
 Ratified: July 27, 2018
 Jersey City, New Jersey
 PNAAF Annual Face to Face Meeting.

Amended November 11, 2018
 Ratified: July 24, 2019
 Atlanta, Georgia
 PNAAF Annual Face to Face Meeting
 Approved and ratified on July 10, 2020
 PNAAF Virtual Annual Meeting

Amended January 14, 2021

2021-2023 OFFICERS	SIGNATURES
President- Nancy Hoff	
Vice President- Aniceta A Vista	
Secretary, Recording- Rose Estrada	
Secretary, Corresponding- Mindy Ofiana	
Treasurer- Vilma Ortiz	
Treasurer, Asst.- Teresita Puyo Oculito	
Auditor- Tina Salvador	
Executive Director- Amuerfina Castro	
<u>BOARD OF DIRECTORS</u>	
Sally Anni	
Teresa Damito	



Philippine Nurses Association of America Foundation, Inc.

Erlinda Ferrer (Deceased)	
Ofelia Empleo-Frazier	
Bob Gahol	
Jonathan Gecom	
Ted Lasos	
Ferdie Luyun (Resigned, 4/25/23)	
Luz Newell	
Greta Pardue	
Victoria Pike	
Sue Repotente	
Catherine Rubio	
Ferlinda Powers	
Roseminda Santee	
Alice Tullo	
Nancy Walch	

<u>ADVISERS</u>	
MERLITA VELASQUEZ, BSN, RN	
PHOEBE C. ANDES, PhD, MA, RN	
ARACELI D. ANTONIO, MSN, RN	
ERNESTO L. ROSAS, BSN, RN	



Philippine Nurses Association of America Foundation, Inc.

CE ADMINISTRATOR PETE REUBEN CALIXTO	
LEGAL COUNSEL ARNEDO VALERA, Esq.	

RESTATED ARTICLE OF INCORPORATION – JULY 2020