

CONSTITUTION & BY LAWS  
University of the Philippines Nursing Alumni Association International

ARTICLE IV. BOARD OF DIRECTORS (BOD)

Section 1. Composition and Election. Subject to the provisions and the laws of the United States of America, California statutes, special laws and local ordinances with respect to non-profit organizations, the business affairs of UPNAAI shall be managed, and all administrative powers shall be exercised by or at the direction of an odd number of Board of Directors. It shall consist of a minimum of fifteen (15) and not more than seventeen (17) elected members including the President and the President-Elect.

The members of the Board shall be elected by and from the membership during the General Election held every two years in California or any location provided, however, that the Board, by majority vote, may pass a resolution designating another location for the conduct of election.

Section 2. Term of Office. Each director shall be in office for a two-year term with rights of reelection, provided that no person shall be elected as director for more than two consecutive terms (4 years). A director may, however, run for reelection after the four-year term provided such director does not hold the same prior officer position outlined under Article VI of these By-laws, provided further, that in no event such director serves the association for more than eight (8) years.

Paragraph 1, this Section, notwithstanding, the term of office shall continue until their successors are elected and qualified. Any member filling out an unexpired term for more than one-half of the full term (1 year of 2 years) shall be considered to have served one full term.

ARTICLE V. OFFICERS, ELECTION, VACANCIES

Section 1. Composition and Election. The corps of officers shall be elected from the newly elected directors at the end of the Business Meeting of the convention. They shall be presented to the members and inducted to office on the following day during the Dinner Dance. No person shall be considered qualified for presidency without serving the UPNAAI Board for at least one year prior to election.

Section 2. Term of Office. The officers shall serve for two years, and their term of office shall begin at the beginning of the fiscal year as described in Article IV, Section 3 under Fiscal Year.

Section 3. Fiscal Year. The Officers shall have the same fiscal year as the members of the Board as described in Article IV, Section 3.

Section 4. Orientation of the Officers. All new Officers shall have an orientation of their roles and responsibilities.

Section 5. Vacancies. In the event of a vacancy in any of the officer positions, the provisions in Article IV, Section 6 shall be applied.

**Section 6. Order of Presidential Succession**

If the President for any reason is unable to serve during term of office, the President position shall be replaced in the following order: President-elect, First Vice President, Second Vice President, Third Vice President.

#### ARTICLE VI. DUTIES OF OFFICERS

Section 1. President. The President shall be the chairman of the Board and Chief Executive Officer of the Association; shall preside at all meetings of the association; shall be responsible for the execution of the objectives, rules, resolutions promulgated by the board; shall appoint positions to special taskforce, and Ad Hoc committees created by the board; shall represent UPNAAI in all matters related to the organization, and shall serve such other duties as the Board of Directors may so designate. The CBL endows the President an executive decision-making power for extenuating emergency situations.

The President shall appoint the Assistant Treasurer and Press Relation Officer (PRO) from the elected members of the Board and such other positions provided by these By-Laws.

Section 2. President-Elect. The President-Elect shall assist in the operations of the organization and in matters as deemed necessary by the President and shall assume the Presidency once the incumbent's term is over. The President-Elect shall also perform duties as needed.

Section 3. Vice Presidents. There shall be three Vice Presidents:

(a) First Vice President. The First Vice President shall assist the President in the execution of all rules and resolutions promulgated by the Board of Directors and such other matters as the President may deem necessary and convenient. The First Vice President shall be the Chair of the Education and Research Committee.

(b) Second Vice President. The Second Vice President shall assist the President and shall oversee all policies and procedures related to organization's activities and resources. The Second Vice President shall be the Chair of the Program Committee.

(c) Third Vice President. The Third Vice President shall keep historical and updated records of all members and shall have systems in place to protect their private information. The Third Vice President shall be the Chair of the Membership Committee.

Section 4. Recording Secretary. The Recording Secretary shall chronicle all official proceedings of the Association, record the minutes of the meetings, sign official documents of the UPNAAI, make a report to the Board and publish the same when required; shall be familiar with and be able to notify members of the place, date and time of meetings, and shall create an archive of all documents, records, membership roll and books of the Association.

At the end of the term of office, or in cases of disability, incapacity, resignation, or removal, the Recording Secretary shall turnover whatever information regarding any meeting minutes and/or official documents to the Incoming President and Recording Secretary. Transition timeline shall be as defined in the Policy & Procedure.

Section 5. Corresponding Secretary. The Corresponding Secretary shall perform the duties of the Recording Secretary in his/ her absence; shall conduct the official correspondences of the association;

shall be the Chair of the Constitution and By-Laws Committee and perform other duties as may be assigned by the President of the Board.

Section 6. Treasurer. The Treasurer shall be the custodian of all funds and properties of UPNAAI and shall see to it that full and accurate financial reports are made and presented at ALL regular meetings; shall close the books and prepare a formal, audited, and financial report at the end of the fiscal year. The Treasurer shall concurrently be the Chair of the Finance Committee. The Treasurer shall be responsible for filing all tax matters as required by law.

At the end of the term of office, or in cases of disability, incapacity, resignation or removal, the Treasurer shall turnover whatever information regarding any financial transaction, monies if any, files, books, ledgers, bank books, bank statements, IRS records, etc. to the next Treasurer, or Treasurer designee and along with the Auditor shall account for the same to facilitate an efficient and effective transition.

Section 7. Auditor. The Auditor shall audit all financial statements of the Treasurer prior to its publication, release or applicable filings. The Auditor shall conduct an annual audit per Policy and Procedure, or whenever so directed by the Board, to review all monies and properties, bank accounts, and other financial matters of UPNAAI. The Auditor shall affix his/her signature to all financial documents so audited and shall certify to the correctness of the financial reports. He or she is specifically task of maintaining and protecting the integrity of the Association's assets. The Auditor shall be the Chair of the Audit Committee.

Section 8. Board of Members At Large. Members of the Board of Directors not specifically elected to an officer position shall assume duties assigned to them by the President. They may be appointed as Public Relations Officer, Assistant Treasurer, Chairman or Member of standing committees, task force or Ad Hoc committees; and shall perform any other duties or functions as assigned by the President or the Board.

Appointive Positions:

(a) Assistant Treasurer: The Assistant Treasurer shall assist the Treasurer in his/her functions as stipulated in Article VI. Section 5 shall assume the duties of the Treasurer in the latter's absence, inability or incapacity to serve.

(b) Public Relations Officer (PRO). The PRO shall be responsible for external marketing of the association and shall act as the official spokesperson for the organization. The PRO shall be the designated Chair of the Sunshine and Bereavement Club.