

Proposed changes to the Bylaws of the American Pediatric Surgical Nurses Association, Inc.

Article I
Offices

Section 1.1. Offices: The address of the registered office of the American Pediatric Surgical Nurses Association, Inc. (hereinafter call the "Corporation") in the State of Florida shall be at 1201 Hays Street, Tallahassee, Florida 32301. The Corporation may have other office, both within and without the State of Florida, as the board of directors of the Corporation (the "Board of Directors") from time to time shall determine or the business of the Corporation may require.

Proposed change: *"Board of Directors" will be referred to as the "Board" throughout the document.*

Article III
Membership

Section 3.1. Classes of Membership. The Corporation shall have three (3) classes of members, "Active Members", Affiliate Members", and "Lifetime Members" (collectively, the "Members" and each a "Member") and no more than one membership may be held by any one person.

Proposed change: *The Corporation shall have four (4) classes of members, "Active Members", "Affiliate Members", "Nursing Student Members" and "Lifetime Members" (collectively, the "Members" and each a "Member") and no more than one membership may be held by any one person.*

(c) Nursing Student Member. A student who is engaged in a primary nursing degree program leading to eligibility for licensure as a registered professional nurse and who provides evidence of student status shall pay dues at a reduced rate. Student members have all rights and privileges of membership except the right to vote or hold office. The rights and privileges of all Nursing Student Members shall be equal.

Section 3.2. Qualifications. Any individual that meets the criteria to be an Active Member, Affiliate Member or Lifetime Member, who pays dues (if applicable) as provided below, and that agrees to be bound by the Articles of Incorporation of this Corporation (as the same may be amended or restated from time to time, the "Articles"), by these Bylaws, and by any rules and regulations adopted by the Board of Directors from time to time, is eligible for membership in this Corporation.

Proposed change: *Any individual that meets the criteria to be an Active Member, Affiliate Member, Nursing Student Member or Lifetime Member, who pays dues (if applicable) as provided below, and that agrees to be bound by the Articles of Incorporation of this Corporation (as the same may be amended or restated from time to time, the "Articles"), by these Bylaws, and by any rules and regulations adopted by the Board from time to time, is eligible for membership in this Corporation.*

Article V
Meetings of Active Members

Section 5.6. Quorum. Active Members holding two-thirds (2/3) of the total votes shall constitute a quorum at the meeting and the affirmative vote of at least a majority of such Active

Members shall be required to approve any matter subject to vote, except as otherwise provided herein or in the Articles.

Proposed change: *Active Members holding two-thirds (2/3) of the total number of votes shall constitute a quorum at the meeting and the affirmative vote of at least a majority of such Active Members present at the meeting shall be required to approve any matter subject to vote, except as otherwise provided herein or in the Articles.*

Article VI Board of Directors

Section 6.2. Number. Effective as of the 2016 Annual Election, the authorized number of directors shall be eleven (11). Effective as of the 2017 Annual Election and continuing thereafter until otherwise determined by resolution of the Board of Directors, the authorized number of directors shall be decreased to eight (8).

Proposed change: *The authorized number of members of the Board is eight (8).*

Section 6.3. Qualifications of Directors. Directors must be Active Members and have been Active Members for two (2) consecutive years prior to assuming the office.

Proposed change: *Qualifications of Members of the Board. Members of the Board must be Active Members and have been Active Members for two (2) consecutive years prior to assuming the office.*

Section 6.4. Composition. From the 2016 Annual Election through the 2017 Annual Election, the Board of Directors shall consist of five (5) Officers and six (6) Directors (as defined in Section 8.5). Effective as of the 2017 Annual Election and continuing thereafter until otherwise determined by resolution of the Board of Directors, the Board of Directors shall consist of four (4) Officers and four (4) Directors.

Proposed change: *Composition. The Board shall consist of four (4) Officers and four (4) Directors.*

Section 6.5. Term of Office. Each director shall serve until (a) the expiration of such director's term set forth below (upon which such director's successors are elected and qualified pursuant to the Bylaws) or (b) upon such director's earlier resignation, removal or death:

<u>Seat</u>	<u>Term</u>
President	Two (2) year
President-Elect	One (1) year alternating
Immediate Past President	One (1) year alternating
Secretary	Two (2) year
Treasurer	Two (2) year
Committee Directors	Two (2) year

Elections shall be conducted subject to the voting procedures set forth in Article V. All elected directors shall assume their role following the Annual Election; provided, however, that the Treasurer-elect shall assume the role of Treasurer on the first day of August immediately succeeding such Annual Election.

Each director shall hold office until his or her successor has been duly elected and has been qualified or until resignation, death, or removal.

Proposed change: *Term of Office. Each member of the board shall serve until (a) the expiration of such member's term set forth below (upon which such director's successors are elected and qualified pursuant to the Bylaws) or (b) upon such member's earlier resignation, removal or death:*

<u>Seat</u>	<u>Term</u>
President	Two (2) year
President-Elect	One (1) year alternating
Immediate Past President	One (1) year alternating
Secretary	Two (2) year
Treasurer	Two (2) year
Committee Directors	Two (2) year

Elections shall be conducted subject to the voting procedures set forth in Article V. All elected directors shall assume their role following the Annual Election. Each member of the board shall hold office until his or her successor has been duly elected and has been qualified or until resignation, death, or removal. Effective as of the 2020 Annual Election, the Director of Education shall serve a three (3) year term and, thereafter, commencing as of the 2023 Election, shall serve a two (2) year term.

Section 6.7. Replacement of Directors.

(a) If a director becomes unable to fulfill his or her duties, such director shall give notice to the President with a week of such incapacity.

Proposed change: *If a member of the Board becomes unable to fulfill his or her duties, such member shall give notice to the President within a week of having any notice of such incapacity.*

(b) If a vacancy exists of the Board of Directors (other than with respect to the Treasurer or President's seat), whether by death, resignation, or otherwise, such vacancy shall be temporarily filled by the President-Elect or Immediate Past President. Within thirty (30) days of such vacancy, the President or the majority of the Board of Directors shall call to order a special meeting by teleconference of the Board of Directors to recommend a director fill the vacancy and call for a vote on the appointment of such recommended director. Any person appointed or elected to fill the vacancy of a director must have the same qualifications as were required of the director who office was vacated.

Proposed change: *If a vacancy exists of the Board (other than with respect to the Treasurer's or President's seat), whether by death, resignation, or otherwise, such vacancy shall be temporarily filled by the President-Elect or Immediate Past President. Within thirty (30) days of such vacancy, the President or the majority of the Board shall call to order a special meeting by teleconference of the Board to recommend a person fill the vacancy and call for a vote on the appointment of such recommended person. Any person appointed or elected to fill the vacancy of a member of the Board must have the same qualifications as were required of the director who office was vacated.*

(d) A director may be removed by the Board of Directors whenever, in the Board of Directors' judgment, such director fails to meet eligibility requirements of election as set forth in Section 6.2 or for any action performed by the director on behalf of the Board of Directors found to have been detrimental to the best interest of the Corporation. Removal of any member of the Board of Directors

shall be by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors. A notice of removal will be sent to the Members by e-mail, membership forum, or journal. Any member of the Board of Directors may make a recommendation for removal of another director, for any of the above reasons, in writing to the President. The President shall notify the director in writing of the recommendation and such director will be given the opportunity to have an unprejudiced hearing at which such a director will be permitted to present information and defenses to be considered prior to a vote on such a director's removal.

Proposed change: *A member of the Board may be removed by the Board whenever, in the Board's judgment, such person fails to meet the eligibility requirements for election as set forth in Section 6.3 or performs any action on behalf of the Board that is detrimental to the best interest of the Corporation. Any member of the Board may make a recommendation for removal of another member of the Board, for any of the above reasons, in writing to the President. The President shall notify the member of the Board subject to removal in writing of the recommendation and such person will be given the opportunity to have an unprejudiced hearing at which such a person will be permitted to present information and defenses to be considered prior to a vote on such person's removal. Removal of any member of the Board shall be by an affirmative vote of two-thirds (2/3) of the members of the Board present at a meeting of the Board at which a quorum is present; provided that the director subject to removal is not allowed to participate or vote in such meeting and may not be counted for purposes of establishing a quorum. Following removal, a notice of removal will be sent to the Members by e-mail or journal. For avoidance of all doubt, a person removed from his or her position as a member of the Board pursuant to this Section 6.7(d) shall also relinquish all other participation in the Corporation as a member of the Board, Director or Officer, unless such person's removal expressly provides otherwise.*

Article VII

Officers

Section 7.1. Designation of Officers. From the date hereof until the 2017 Annual Election, the Corporation shall have five (5) elected officers, which officers shall be the President, President-Elect, Immediate Past President, Secretary and Treasurer (collectively, the "Officers"). Effective as of the 2017 Annual Election and continuing thereafter until otherwise determined by the resolution of the Board of Directors shall consist of four (4) Officers, which Officers shall be the President, President-Elect or Immediate Past President, Secretary and Treasurer.

Proposed change: *The Board shall consist, in part, of four (4) Officers, which Officers shall be the President, President-Elect or Immediate Past President, Secretary and Treasurer.*

Section 7.3. Term of Office. All Officers shall assume their office at the end of the Annual Election. Each Officer shall hold office until his or her successor has been duly elected and has been qualified or until resignation, death, or action by the Board of Directors. Individuals shall not hold the same office for more than two consecutive terms. The term for each office shall be the same as set forth in Section 6.5.

Proposed change: *All Officers shall assume their office at the end of the Annual Election. Each Officer shall hold office until his or her successor has been duly elected and has been qualified or until*

resignation, death, or removal. Individuals shall not hold the same office for more than two (2) consecutive terms. The term for each office shall be the same as set forth in Section 6.5.

Section 7.4. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the Corporation would be best served. Any removal shall be without prejudice to any all contract rights of the officer removed. The Board of Directors may make a recommendation for removal of an officer in writing to the President, unless the officer subject to removal is the President, in which case the Board of Directors may make a recommendation for removal of the President to the Immediate Past President or the President-Elect (the "Notifying Officer"). The Notifying Officer shall notify the officer subject to removal in writing of the recommendation and such officer subject to removal will be permitted to present information and defenses to be considered prior to a vote on such officer's removal. The officer subject to removal may be removed by the affirmative vote of a majority of directors present at a meeting of the Board of Directors at which a quorum is present; provided that the officer subject to removal is not allowed to participate or vote in such meeting and may not be counted for purposes of establishing a quorum.

Proposed change: *Any Officer elected or appointed by the Board may be removed by the Board whenever, in its judgment, the interests of the Corporation would be best served by removing such Officer. Any removal shall be without prejudice to any all contract rights of the Officer removed. The Board may make a recommendation for removal of an Officer in writing to the President, unless the Officer subject to removal is the President, in which case the Board of Directors may make a recommendation for removal of the President to the Immediate Past President or the President-Elect (in each case, the "Notifying Officer"). The Notifying Officer shall notify the Officer subject to removal in writing of the recommendation and such Officer subject to removal will be permitted to present information and defenses to be considered prior to a vote on such Officer's removal. Removal of the Officer shall be by an affirmative vote of two-thirds (2/3) of the members of the Board present at a meeting of the Board at which a quorum is present; provided that the Officer subject to removal is not allowed to participate or vote in such meeting and may not be counted for purposes of establishing a quorum. For the avoidance of all doubt, a person removed from his or her position as an Officer pursuant to this Section 7.4 shall also relinquish all other participation in the Corporation as a member of the Board, Director or Officer, unless such person's removal expressly provides otherwise.*

Section 7.5. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term. If the President becomes unable to fulfill the duties of his or her office, then the President-Elect or, the Immediate Past President (if there is not President-Elect), shall hold the office temporarily or permanently for the unexpired portion of the term. If the Treasurer is unable to fulfill the duties of his or her office, the immediate past Treasurer may hold the office to continue the day-to-day operations until a new Treasurer is appointed by the Board of Directors. The Board of Directors shall elect a new Treasurer within four (4) months of the date of the office of Treasurer becoming vacant. The new Treasurer shall hold office for the unexpired portion of the previously elected Treasurer's term.

Proposed change: *A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term. Notwithstanding, the generality of the foregoing, if the President becomes unable to fulfill the duties of his or her office, resulting in a vacancy, then the President-Elect or, if there is no President-Elect, the Immediate Past President shall hold the office temporarily until the Board fills the vacancy or permanently for the unexpired portion of the President's term, in each case with the express consent of the Board as documented by a written consent or minutes of a meeting of the Board. Similarly, if the Treasurer is unable to fulfill the duties of his or her office, resulting in a vacancy, the immediate past Treasurer shall, with the express consent of the Board as documented by a written consent or minutes of a meeting of the Board hold the office temporarily to continue the day-to-day operations until the Board appoints a new Treasurer. The Board shall appoint a new Treasurer to fill the vacant seat within four (4) months from the date of the Treasurer's office becoming vacant. For the avoidance of all doubt, the immediate past Treasurer can be considered and appointed by the Board to fill the vacant seat. The newly appointed Treasurer shall hold office for the unexpired portion of the previously elected Treasurer's term.*

Section 7.6. President.

(a) shall preside at all meetings of Members and of directors

Proposed change: *shall preside at all meetings of Members and of the members of the Board*

Section 7.8. Immediate Past President. The Immediate Past President shall perform the duties assigned to him or her by the President or by the Board of Directors.

Proposed change: *The Immediate Past President shall perform the duties delegated to the President-Elect as set forth in Section 7.7 immediately above, or such duties otherwise assigned to him or her by the President or by the Board.*

Article VIII Committees

Section 8.2. Finance Committee. The matter of assuring fiscal responsibility of the Corporation, organizing the funds, overseeing disbursement of funds, monitoring budget variances, and assuring that the annual review is performed and reviewed, shall be exclusively vested in the Finance Committee which shall consist of the President, President-Elect, Treasurer, Immediate Past President, Immediate Past Treasurer, and any other individuals whom the Board of Directors may from time to time appoint.

Proposed change: *The matter of assuring fiscal responsibility of the Corporation, organizing the funds, overseeing disbursement of funds, monitoring budget variances, and assuring that if an annual review is performed and reviewed, shall be exclusively vested in the Finance Committee, which shall consist of the (a) President; (b) President-Elect or Immediate Past President (as applicable); (c) Treasurer; (d) immediate past Treasurer, unless the immediate past Treasurer was removed by the Board or Board otherwise voted, in a meeting of the Board or through written consent, to exclude the immediate past Treasurer from the Finance Committee; and (e) any other individuals whom the Board may from time to time appoint.*

Section 8.4 (Removed in its entirety and replaced with the following proposed: *Nominations Committee. There shall be a Nominations Committee whose purpose shall be to develop a slate of candidates for elected offices pursuant to Article VI or as stated in the Corporation's policies and procedures. The members of the Nominations Committee shall consist of the Immediate Past President or the President-Elect (as applicable), as Nominations Committee chair and a nonvoting member of the Nomination Committee, and any other individuals whom the Board may from time to time appoint.*)

Section 8.5 (Added: *Standing Committees. The Corporation shall have committees appointed by the Board in sufficient numbers necessary to address mission objectives, and positions of the Corporation. Members of the standing committees shall be Active Members and shall be appointed by the Board.*)