

**BYLAWS OF
AMERICAN PEDIATRIC SURGICAL NURSES ASSOCIATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE I
OFFICES**

Section 1.1. Offices. The address of the registered office of the American Pediatric Surgical Nurses Association, Inc. (hereinafter called the “Corporation”) in the State of Florida shall be at 1201 Hays Street, Tallahassee, Florida 32301. The Corporation may have other offices, 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.

Section 1.2. Books and Records. Any records maintained by the Corporation in the regular course of its business, including its membership list, books of account and minute books, may be maintained on any information storage device or method; provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law. A Member of the Corporation is entitled to inspect any of the records of the Corporation described in Florida Statute 617.1601(5) if the Member gives the Corporation written notice of his or her demand at least ten (10) business days before the date on which he or she wishes to inspect such records; provided that any such notice must contain a legitimate corporate purpose for such requested inspection.

**ARTICLE II
MISSION, VISION, VALUE STATEMENTS AND GOALS**

Section 2.1. Mission Statement. To promote excellence in pediatric surgical nursing practice through educational offerings, nursing research, professional collaboration, and peer support.

Section 2.2. Vision. All pediatric surgical patients will receive the highest quality nursing care that is patient and family centered.

Section 2.3. Value Statements.

(a) All pediatric surgical patients have a right to the highest quality surgical nursing care delivered with compassion.

(b) Family centered care is crucial to providing optimal care to the pediatric surgical patient.

(c) Respect for diversity of patients and colleagues are inherent to pediatric surgical nursing practice.

(d) The discipline of pediatric surgical nursing includes an evolving body of knowledge and research.

(e) Continuing education, consultation and research are fundamental to the practice of pediatric surgical nursing.

(f) Pediatric surgical nursing is a subspecialty that is both independent and collaborative.

Section 2.4. Goals.

(a) To promote the subspecialty of pediatric surgical nursing.

(b) To serve as a resource for and provider of pediatric surgical nursing education and research.

(c) To provide a networking structure for the Members to identify and address professional pediatric surgical nursing issues.

(d) To maintain communication systems so that all Members will have access to information relevant to the organization and its initiatives.

(e) To serve as a pediatric surgical patient advocate through public education.

(f) To work collaboratively with the American Pediatric Surgical Association (APSA) and other health related organizations to improve the health care of pediatric surgical patients.

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.

(a) Active Member. Professional Registered Nurses committed to the advancement of pediatric surgical nursing and supporting the mission and values of the Corporation. Each Active Member shall have the right to vote and hold office. The rights and privileges of all Active Members shall be equal.

(b) Affiliate Member. An allied health care professional committed to the advancement of pediatric surgical nursing and supporting the mission and values of the Corporation who does not meet the criteria to be an Active Member. Affiliate Members have all of the rights and privileges of membership except the right to vote or hold office. The rights and privileges of all Affiliate Members shall be equal.

(c) Lifetime Member. A person who has rendered distinguished service or assistance to the field of pediatric surgical nursing and the Corporation. Lifetime Members have all of the rights and privileges of membership except the right to vote or

hold office. Lifetime Members are exempt from paying membership dues and are elected to lifetime membership by a unanimous vote of the Board of Directors. The rights and privileges of all Lifetime 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 the 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.

Section 3.3. Admission to Membership. The Board of Directors shall prescribe the form and manner in which application may be made for membership. To be considered for admission to membership, eligible individuals shall complete the application form and submit the completed form, together with the membership fee, in the manner prescribed by the form.

Section 3.4. Property Rights. No Member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this Corporation, nor shall any of the Corporation’s property or assets be distributed to any Member on its dissolution or winding up.

Section 3.5. Liability of Members. The Members of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

Section 3.6. Limitations.

(a) Generally. No part of the net earnings of the Corporation shall inure to the benefit of any Member. Further, no part of the income of the Corporation shall be distributed to the Members, directors or officers; provided however, that the payment of reasonable compensation for services rendered should not be deemed a distribution of income.

(b) No Participation in Political Campaign. The Corporation shall not participate in or intervene in (including the distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Not-for-Profit Purposes. The Corporation shall possess all power which a corporation organized under the Florida Not For Profit Corporation Act (as the same may be amended from time to time, the “Act”) shall possess, including all powers which are not in conflict with the purposes for which the Corporation is organized. In any event, the Corporation shall not engage in any activity which would disqualify it from being exempt from taxation under the Internal Revenue Code of 1986, as amended, or any subsequent law of the United States of America (the “Code”).

(d) Exempt Corporation under the Code. Notwithstanding anything herein contained to the contrary, no assets of the Corporation shall be donated, distributed, applied to, paid over, or otherwise used or employed in any manner which would disqualify the Corporation from being exempt from taxation under the Code.

Section 3.7. Transfer, Termination, and Reinstatement. Membership in this Corporation is nontransferable. Membership shall terminate upon (a) the resignation or death of a Member; (b) a Member's failure to pay the dues required in these Bylaws within thirty (30) days of the due date; or (c) upon a two-thirds (2/3) vote of the Board of Directors for failure to adhere to these Bylaws or for cause; provided, however, that any Member subject to termination pursuant to Section 3.7(c) shall be given the opportunity to have an unprejudiced hearing at which such Member will be permitted to present information and defenses to be considered prior to a vote on such Member's removal. A Member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership. For purposes of this Section 3.7, "for cause" termination shall include, without limitation, the termination of a Member who is discovered to have engaged another Member in any solicitation, canvassing, peddling or similar act in connection with such terminated Member's role as a vendor, contractor or similar agent for another party.

ARTICLE IV MEMBERSHIP FEES AND DUES

Section 4.1. Annual Dues. The amount of membership dues payable to the Corporation by Members shall be determined by the Board of Directors from time to time.

Section 4.2. Payment of Fees and Dues. Membership dues shall be payable and collected from Members on an annual basis in the manner and on the date determined by the Board of Directors from time to time.

ARTICLE V MEETINGS OF ACTIVE MEMBERS

Section 5.1. Annual Meeting. An annual meeting of Active Members shall be held at such time and place designated by resolution of the Board of Directors (each such meeting, the "Annual Meeting"). Each Annual Meeting shall be the official educational, professional and business session of the Corporation. Appropriate for consideration at each Annual Meeting shall be any corporate business which comes before the meeting.

Section 5.2. Special Meetings. Special meetings of Active Members may be called at any time by a two-thirds (2/3) vote of the Board of Directors, or upon written request of not less than fifteen (15) Members qualified to vote.

Section 5.3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any annual or special meeting of Active Members. However, if all Active Members meet at any time and place, either within or without the State of Florida, and consent to the holding of a meeting, the meeting shall be valid without call or notice, and any corporate action may be taken.

Section 5.4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of Active Members shall be delivered personally or by mail, to each Active Member entitled to vote at the meeting, at least ninety (90) days before the date of the meeting, by or at the direction of the President, Secretary, or any Officers or persons calling the meeting. In the case of special meetings, meetings requiring a vote, meetings proposing a change

to these Bylaws, or meetings required by these Bylaws or applicable law, the purpose or purposes for which such meeting is called shall be stated in the notice. If sent by mail or online, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the Active Member at the Active Member's address as it appears on the records of the Corporation at the time of mailing and must be mailed at least thirty (30) days before the date of the meeting.

Section 5.5. Informal Action by Members. Any action required or permitted to be taken at any meeting of Active Members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all Active Members entitled to vote with respect to the action.

Section 5.6. Quorum. Active Members holding two-thirds (2/3) of the total votes present at any meeting 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.

Section 5.7. Voting Rights. Each Active Member shall be entitled to one vote.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1. Election. Members of the Board of Directors shall be elected annually by Active Members in accordance with the provisions of this Article VI (each such election, an "Annual Election"). Electronic voting may be used for the Annual Election. Each Annual Election shall be subject to the notice and quorum requirements set forth in Section 5.4 and Section 5.6. The candidates receiving the highest number of votes for each seat to be elected will be deemed to be elected. In the event of a tie, a second balloting of Active Members shall take place for that seat only.

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).

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.

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.

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 removal by resignation, death, or action by the Members.

Section 6.6. Powers.

(a) Except as otherwise provided in the Articles, or by applicable law, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents designated by resolution of the Board of Directors.

(b) The Board of Directors shall: (i) perform all duties entrusted to directors of a corporation under applicable law; (ii) develop and abide by these Bylaws and any policies promulgated hereunder; (iii) debate and determine the Corporation's policy regarding the management of the Corporation; (iv) supervise and direct the business and financial affairs of the Corporation; (v) develop, monitor and evaluate programs which implement the Corporation's policy; (vi) identify relevant professional issues for presentation to and action by the appropriate board committees and membership; and (vii) develop pertinent policies related to the function of the Board of Directors.

(c) The Board of Directors shall conduct the business of the Corporation in the best interest of the Corporation, its Members and the community it services.

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 within a week after such incapacity.

(b) If a vacancy exists on 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 to 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 whose office was vacated.

(c) Any person appointed to fill a vacancy in the Board of Directors pursuant to Section 6.6(b) shall hold office for the remainder of the unexpired term of his or her predecessor in office, subject to Section 6.6(d) and the Members' power of removal stated in the Articles or at law.

(d) A director may be removed by the Board of Directors whenever, in the Board of Directors' judgment, such director fails to meet the eligibility requirements for 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 subject director in writing of the recommendation and such director will be given the opportunity to have an unprejudiced hearing at which such director will be permitted to present information and defenses to be considered prior to a vote on such director's removal.

Section 6.8. Compensation. No member of the Board of Directors shall receive compensation from the Corporation.

Section 6.9. Meetings.

(a) Meetings shall be held at any place or places designated by resolution of the Board of Directors. The President shall preside over all meetings of the Board of Directors.

(b) The Board of Directors shall meet a minimum of three (3) times and hold regularly scheduled teleconferences during a fiscal year to manage the affairs of the Corporation. These three meetings shall consist of a fall meeting, a pre-conference meeting immediately prior to the Annual Meeting, and a post-conference meeting following the Annual Meeting.

(c) Notice of meetings shall be made at least seven (7) days before the date of the meetings and shall state the general nature of the business to be transacted.

(d) The Executive Committee may, as the Executive Committee deems necessary, and the Secretary shall, if so requested in writing by a quorum of the members of the Board of Directors, call a special meeting of the Board of Directors. In this event, five (5) days' written notice to each director shall be deemed sufficient.

(e) A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The affirmative vote of at least a majority of the directors present at any meeting at which a quorum is present shall be required to pass a motion. However, if less than a quorum is present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

(f) Except as otherwise provided in these Bylaws, or in the Articles, or by applicable law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

(g) Members of the Board of Directors are expected to actively participate in all meetings. Active discussion will be completed prior to voting.

(h) Members of the Board of Directors may participate in any meeting through use of conference telephone, electronic video screen equipment or similar communication equipment, so long as all directors participating in the meeting can hear one another. All such participating directors shall be deemed to be present in person at such meeting.

Section 6.10. Action without Meeting. The Board of Directors need not hold a meeting to take any action required or permitted to be taken by applicable law, provided all members of the Board of Directors individually or collectively give written consent to the action, and the written consent or consents is/are filed with the minutes of the proceedings of the Board of Directors. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles and Bylaws authorize the directors to act in this manner. The statement shall be prima facie evidence of the Board of Directors' authority.

Section 6.11. Liability of Directors. The directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

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 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.

Section 7.2. Election of Office. The Officers shall be elected at the Annual Election in accordance with the provisions of this Article VII and Article VI, as applicable. New offices may be created and filled at any meeting of the Active Members. The candidates receiving the highest number of votes for each office to be elected will be deemed to be elected. In the event of a tie, a second balloting of Active Members shall take place for that office only.

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 removal by resignation, death, or action by the Board of Directors. 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 and 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 given the opportunity to have an unprejudiced hearing at which 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.

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 no 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 (the “Immediate Past Treasurer”) may hold the office to continue the day-to-day operations until the 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.

Section 7.6. President. The President shall be the chief executive officer of the Corporation, and shall exercise general supervision and control over all activities of the Corporation. The President:

- (a) shall preside at all meetings of Members and of directors;
- (b) may sign any deeds, mortgages, bonds, contracts, or other instruments the execution of which have been authorized by the Board of Directors, except in cases where the signing and execution of these instruments has been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation by applicable law; and
- (c) shall perform all other duties generally incident to the office of president and any other duties prescribed by the Board of Directors.

Section 7.7. President-Elect. The President-Elect shall be responsible for time-keeping of all meetings of Members and of the Board of Directors. In the absence of the President or in the event of the President’s inability or refusal to act, the President-Elect shall perform the duties of the President, and shall have all the powers of, and be subject to all the restrictions on,

the President. The President-Elect shall perform additional duties assigned to him or her by the President or by the Board of Directors.

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.

Section 7.9. Treasurer. If required to do so by the Board of Directors, the Treasurer shall:

(a) have charge and custody of, and be responsible for, all funds and securities of the Corporation;

(b) receive and give receipts for moneys due and payable to the Corporation from any source and deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories selected by the Board of Directors; and

(c) perform all duties generally incidental to the office of treasurer and any other duties assigned to the Treasurer by the President or by the Board of Directors.

Section 7.10. Secretary. The Secretary shall:

(a) see that all notices are duly given in accordance with these Bylaws or as required by applicable law;

(b) prepare the agendas for all the meetings of Members and of the Board of Directors, including time frames, and distribute to the members of the Board of Directors prior to the meetings;

(c) be custodian of the corporate records and of the seal of the Corporation (if applicable);

(d) exhibit to any director of the Corporation, or to a director's agent, or to any person or agency authorized by applicable law to inspect them, at all reasonable times and on demand, these Bylaws, the Articles, the membership book, the minutes of any meeting, and the other records of the Corporation.

ARTICLE VIII COMMITTEES

Section 8.1. Executive Committee. The matter of carrying out the day-to-day affairs of the Corporation, assisting the President in setting priorities for the Board of Directors and leading the Board of Directors in strategic initiatives shall be vested in the Executive Committee which shall consist of the following elected officers: President, President-Elect or Immediate Past President, and Treasurer. However, the designation of and delegation of authority to the Executive Committee shall not relieve the Board of Directors, or any director individually, of any responsibility imposed on the Board of Directors or any individual director by these Bylaws, or by applicable law.

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 Treasurer, and any other individuals whom the Board of Directors may from time to time appoint.

Section 8.3. Investment Committee. The matter of providing direction to the Executive Committee and Treasurer to maximize investment income, seeking appropriate financial counsel, exploring opportunities to enhance the Corporation's financial growth while maintaining prudent reserves and ensuring the timely availability of funds for operations and strategic initiatives, making recommendations on investments to the Executive Committee for their review and approval, shall be vested in the Investment Committee. The members of the Investment Committee shall consist of the Treasurer and any other individuals whom the Board of Directors may from time to time appoint.

Section 8.4. Standing Committees. There shall be the following standing committees:

(a) Development Committee. Responsible for the management of the fund raising efforts and corporate sponsorships of the Corporation;

(b) Education Committee. Responsible for coordination of continuing education offerings for the Members;

(c) Information Systems Committee. Until the 2017 Annual Election, responsible for development of information systems to support the needs of the Corporation. Thereafter, this committee shall be eliminated.

(d) Program Committee. Responsible for the total development and production of the annual conference and other conferences as sponsored by the Corporation; and

(e) Publication Committee. Until the 2017 Annual Election, responsible for coordinating the Corporation's publications. Thereafter, this committee shall be eliminated

(f) Practice and Quality Committee. Responsible for the ongoing best practice self-assessment and benchmarking needs of the Corporation.

Members of the standing committees shall be Active Members and shall be appointed by the Board of Directors. In the case of the Education Committee, one member of the committee must hold a certification as a nurse practitioner.

Section 8.5. Director. The chairperson of each committee (each, a "Director") shall remain in an advisory capacity to the newly elected Directors for one (1) additional year beyond their term of office. This additional year will be referred to as a "mentor" year. During the mentor year, the past Director is not a voting member of the Board of Directors.

Section 8.6. Other Committees. The Board of Directors may, from time to time, establish additional committees by resolution duly adopted by a majority vote of the Board of Directors. Except as provided by resolution, members of committees shall be Active Members and shall be appointed by the President. Any member may be removed by the President, when, in the judgment of the President, the interests of the Corporation would be best served by such removal. The President may appoint such other special, ad hoc or advisory committees as it sees fit to address the Corporation's objectives.

Section 8.7. Special Interest Groups. The Corporation may, subject to the approval of the Board of Directors, organize special interest groups to provide a forum for Members with a common interest.

Section 8.8. Terms of Office. Each member of a committee shall continue as a member of the committee until the next Annual Election, and until his or her successor is appointed, unless the committee shall be sooner abolished, or unless the member is removed or ceases to qualify as a member of the committee.

Section 8.9. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member elected in this manner shall be elected for the unexpired term of his or her predecessor.

Section 8.10. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section 8.11. Rules. Each committee may adopt rules and regulations for its meetings and the conduct of its activities which it deems appropriate. However, the rules and regulations shall be consistent with these Bylaws, and regular minutes of all proceedings shall be maintained.

ARTICLE IX OFFICIAL PUBLICATION

Section 9.1. Official Publication. The official publication of the Corporation shall be the Journal of Pediatric Surgical Nursing ("JPSN").

Section 9.2. Editor. The editor(s) shall be appointed by the Board of Directors for a term determined by and renewable at the discretion of the Board of Directors. The editor(s) will report to the President.

Section 9.3. Editorial Board. The editor(s) shall select nominees to serve on the editorial board of JPSN (the "Editorial Board"). The Board of Directors shall be notified in writing of the Editorial Board on an annual basis. The editor(s) will govern the activities of the Editorial Board.

Section 9.4. Publishing. The Board of Directors may elect to self-publish or retain the services of a professional publisher.

ARTICLE X CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 10.1. Contracts. The Board of Directors may adopt a resolution to authorize any officer or officers, agent or agents of the Corporation, in addition to the Officers authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be general, or confined to specific instances.

Section 10.2. Gifts and Contributions. The Board of Directors or the Executive Committee may:

(a) accept on behalf of the Corporation any contribution, gift, bequest, or devise of any type of property, for the general and special charitable purposes of the Corporation, on terms approved by the Board of Directors;

(b) hold funds or property in the name of the Corporation or of nominee or nominees appointed by the Board of Directors;

(c) collect and receive the income from funds or property;

(d) devote the principal or income from donations to benevolent and charitable purposes designated by the Board of Directors; and

(e) enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor, and after approval of the agreement by the Board of Directors, devote the principal or income from that donation according to the agreement.

Section 10.3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories selected by the Board of Directors.

Section 10.4. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by an officer or officers, agent or agents of the Corporation and in a manner determined by resolution of the Board of Directors. In the absence of this determination, the instruments shall be signed by the Treasurer or an assistant treasurer, and countersigned by the President or a vice president of the Corporation.

ARTICLE XI INDEMNIFICATION

Section 11.1. When engaged in corporate related activities as defined by these Bylaws, the Corporation shall indemnify, as set forth below, and to the fullest extent to which it is

empowered to do so by the Act or any other applicable laws as may from time to time be in effect, any person, who, by reason of being or having been a director, officer, employee, or agent of the Corporation, or who is or was serving as the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise and who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding.

(a) In the event of a civil, criminal, administrative, or investigative action, suit, or proceeding (other than action by or in the right of the Corporation), such indemnification shall extend against all expenses (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by such persons in connection with such actions, suit, or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

(b) In the event of an action or suit brought by or in a right of the Corporation to procure judgment in its favor such indemnification shall extend against expenses (including attorneys' fees), actually and reasonable incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, provided that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

(c) Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in this Article XI in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article XI, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

ARTICLE XII MISCELLANEOUS

Section 12.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 12.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles or the Bylaws of this Corporation, a written waiver signed by the person or persons entitled to notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

ARTICLE XIII DISSOLUTION

Section 13.1. In the event of dissolution of the Corporation, the net assets of the Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.

(b) After payment of all liabilities and obligations under Section 13.1(a), all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, 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 a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV AMENDMENTS

Section 14.1. Proposed Amendments. Amendments to these Bylaws may be proposed by the Board of Directors or under the signature of five (5) Active Members. Amendments proposed by Active Members must be submitted to the President-Elect at least one hundred eighty (180) days prior to the Annual Meeting. Proposed amendments that are in accord with these Bylaws and this Corporation's philosophy, purposes and objectives, as well as Federal and state laws, will be submitted to the Members at least thirty (30) days prior to the Annual Meeting. Proposed amendments shall be published in one of the Corporation's regular publications.

Section 14.2. Power of Members to Amend Bylaws. The Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted by the vote of two-thirds (2/3) of the Active Members present at an Annual Meeting at which there is a quorum of members of the Corporation (which consists of 2/3 of the Active Members present at such meeting as set forth in Section 5.6). Active Members unable to attend the Annual Meeting may submit any objections or support of proposed amendments to the President at least seven (7) days prior to the meeting. The President-Elect shall present this information during the discussion of the amendment proposal.

Section 14.3. Power of Directors to Amend Bylaws. Subject to the limitations of the Articles, these Bylaws, and the Act, concerning corporate action that must be authorized or approved by the Members of the Corporation, the Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by a resolution of the Board of Directors.

[CERTIFICATE OF ADOPTION OF BYLAWS FOLLOWS]


CERTIFICATE OF ADOPTION OF BYLAWS

I, the undersigned, certify as follows:


1. I am the elected and acting President of the Corporation.
2. The above Bylaws, comprising 17 pages (including this page), constitute the Bylaws of the Corporation as adopted by the Board of Directors on May 14, 2016.

In witness, I have duly executed this Certificate of Adoption of Bylaws on this 14 day of May, 2016.

American Pediatric Surgical Nurses Association

By: 
Name: Raquel Pasaron
Title: President

Attested by:



Name: Laurie Sands
Title: Secretary