PCNA
PREVENTIVE CARDIOVASCULAR NURSES ASSOCIATION

Thinking of starting a PCNA Chapter?

Here's what you need to know in order to get started:

Step 1- Determine Feasibility

It is important to determine the need for a local chapter in your area. Chapters provide the opportunity for additional education and networking among colleagues. Additionally, be sure to determine that there are a sufficient number of members and potential members in the geographical area to support the formal structure of a chapter (at least 25).

A. Establish proposed boundaries of the new chapter. Keep in mind:
   1. Travel time to meetings (≤ 2 hours by car)
   2. Proximity of other chapters
B. Determine current membership in your area by asking the national office for a printout of members within the proposed boundaries. (Please include a zip code and mile radius). Email your request to Mariel Snyder at msnyder@pcna.net.
C. Determine potential membership by collecting the name and contact information of individuals who might be interested in joining the regional chapter from the following sources:
   1. List of PCNA members (use as referrals)
   2. List of clinics, hospitals, and private practice offices in your area
   3. Local AHA, AACVPR, or other affiliates
   4. Local associations (American Hospital Association, etc.)

Step 2- Identify Leadership

A. It is important to have support from colleagues in chapter start-up. Identify 1-3 individuals who would commit to spend time planning chapter events.
B. If you do not have any colleagues interested in filling leadership roles, you can determine potential leadership by preparing a mailing to known and potential members to determine level of interest in forming a chapter and the potential for involvement as leaders and committee members.

Step 3- Time Requirements

A. The Leaders of a Chapter must plan either:
   1. Two (2-hour) meetings per year, or
   2. One ½ day (4-hour) meeting per year
B. Chapter leaders must submit an annual report detailing their chapter activities for the year. If they submit in January for the previous year, they will be eligible to receive a complimentary registration for the next annual meeting. The annual report will be updated to include a place to list the goals (membership retention, recruitment, etc.) of the chapter as well as a ½ page space for comments, suggestions.
C. Chapter leaders must be a current member of the organization at the time of registration for the annual meeting

D. The Chapter must be an approved component of the organization by the Board and National Office, meaning that they have obtained the 25 signatures needed in order to successfully petition for a chapter. If you would like to utilize the option of an electronic petition, please contact Mariel in the National Office at 608-250-2441. An electronic petition allows PCNA members to sign the petition online in case they cannot sign in person.

Step 4- Contact the National Office

Still up for a rewarding challenge? Contact Mariel Snyder, Membership and Chapter Coordinator at the PCNA National Office by phone at 608-250-2440 or email at msnyder@pcna.net.

Leaders will be sent a hard copy of the Chapter Manual which contains Chapter Guidelines, Application, a link to their new chapter's petition which requires the signatures of 25 PCNA members, and other information which will be useful in planning a Chapter Meeting.

Also, Leaders will be assigned a mentor, or another Chapter Leader, who has demonstrated marked success in promoting the mission and goals of PCNA in their Chapter region.

Step 5- Organize an Informational Meeting

Invite colleagues and PCNA members in your area (see step one for information on collecting their contact info) to an informal gathering to determine interest and possible leadership in the proposed chapter. This is a great time to ask individuals to visit the PCNA Membership Webpage and sign the Petition.

The National Office will send materials including membership applications and display copies of member benefits for this event upon request. See step one for National Office contact info.

Step 6- Wrapping up the Process

Complete the Chapter Application form and submit it to the National Office. When your application is approved, you will receive a Chapter Charter. You can then begin the process of conducting your first chapter meeting.

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Chapter Leader Job Description

It is recommended that the chapter leader select a team to assist with the responsibilities outlined below. Team selection is extremely important as it will assist the chapter leader in their duties and help foster future chapter leadership.

I. In order to be considered an active PCNA chapter, chapter leaders must:

a. Plan at least one 4-hour or two 2-hour meetings per year.
b. Submit a year-end annual report detailing their chapter activities for the year.
c. Maintain their PCNA membership.
d. Obtain the 25 member signatures needed to successfully petition for a chapter and submit signed bylaws in order to be an approved component of the organization.

II. As a component of the national organization,, chapter leaders must:

a. Submit chapter paperwork and follow PCNA bylaws.
b. Submit all income and expenses to national office.
c. Support PCNA's mission and goals at the local level by holding community programs, develop leaders, and through advocacy initiatives.

III. When organizing local meetings, chapter leaders should:

a. Be responsible for setting meeting agenda.
b. Request speakers.
c. Obtain funds.
d. Secure location and any food/beverage and audio/visual needs.
e. Market programs to the appropriate audience.
f. Inform national office of program.
g. Work with national office and CE Committee on program development if granting continuing education.

IV. When recruiting new and retaining current members, chapter leaders should:

a. Follow-up with potential members and connect with new members.
b. Research and keep the National Office up-to-date on any local non-PCNA meetings which attracts potential members.
c. Maintain strong relationships with local nursing school faculty, pharma reps, and nurse educators as they come in contact with many potential members daily.
d. Work with local liaison organization to hold joint meetings.

Thinking of starting a PCNA Chapter?

Chapter Approval: Startup Kit

When you chapter has been approved, you will receive a startup kit which includes the following:

- ✓ Application approval letter
- ✓ Copy of chapter petition
- ✓ 1 GTOA kit
- ✓ 1 packet English GTOA brochures
- ✓ 1 packet Spanish GTOA brochures
- ✓ 10 ANCC C/V nurse flyers
- ✓ 100 postcards
- ✓ 100 H.T. postcards
- ✓ 25 DHHE postcards
- ✓ 100 TAF flyers
- ✓ 20 Laminated cards
- ✓ 5 GTOA pt. handbooks

Display only items

- ✓ 3 JCN
- ✓ 2 Pocket Guides
- ✓ 2 IR Mono

Thinking of starting a PCNA Chapter?

Questions for Potential Chapter Leaders

Name:_____

E-mail: _____

1. What area(s) do you plan to serve?

2. Please list the names of larger hospitals/clinics in your area and if they include cardiovascular, telemetry, cardiac ICU departments. (This is to determine if there are enough members/potential members in your area to sustain chapter activity)

3. Do you have one or more colleagues willing to help co-lead this Chapter?

4. Do you have support from your employer? (ie, accepting telephone calls and/or taking conference calls during the work day, providing a location for meetings, etc.)
   Yes/No

5. Are their nursing schools or colleges/universities in your area? Please list.

6. Do you have access to funding through local pharmaceutical/device companies? If yes, which companies?

7. Do you have time in your schedule to plan and execute one ½-day meeting or two 2-hour meetings per year?
   Yes/No

8. Do you have membership with any other nursing/healthcare associations such as AHA, ACC, AACVPR, NLA, etc?

Please e-mail Mariel Snyder, PCNA Membership Coordinator, at msnyder@pcna.net with any questions or to send completed form. Thank you!

Chapter Charter

This Charter is made this _____ day of _____, 20____, by and between the Preventive Cardiovascular Nurses Association and the _____ Regional Chapter (herein referred to as "Chapter") of the Preventive Cardiovascular Nurses Association (PCNA).

WHEREAS, the PCNA wishes to grant to Chapter a Charter pursuant to which PCNA and Chapter shall become affiliated;

WHEREAS, the PCNA and Chapter wish to set forth mutual understandings and agreements pertaining to the grant of the Charter and the mutual rights and responsibilities created thereby.

THEREFORE, in consideration of the foregoing and of other mutual promises and agreements hereinafter set forth, the PCNA and Chapter agree as follows:

Notification of Chapter Program. Chapter leaders should notify the National Office with intent to host a PCNA program before the program is marketed. Leaders should provide the title, topics presented, speakers, and the names of any sponsoring companies.

Rights of Chapter. Chapter shall have the right to utilize the name of PCNA in the name of the Chapter, to acknowledge affiliation with PCNA, and to receive all other benefits bestowed by PCNA upon its affiliated Chapters.

Relationship. PCNA and Chapter are and shall be considered joint ventures, partners, legal representatives, and agents of each other. Chapters are a division of the Preventive Cardiovascular Nurses Association, Inc.

Bylaws. Chapter shall abide by and promote the purposes and objectives of PCNA as set forth in the most current version of the PCNA Bylaws.

Membership. Chapter shall admit only those members identified by PCNA as members of PCNA. Chapter members must join PCNA in order to become members of Chapter.

Dues. Chapter may not set and impose Chapter dues.

Annual Report. Chapter is required to submit an Annual Report at year-end. This report will be sent to the Chapter Leader at year-end by the national office along with a year-end financial report.

PCNA Logo Use. The use of the PCNA logo, the name "Preventive Cardiovascular Nurses Association" and the PCNA acronym by the Chapter must always include the name of the Chapter so as not to confuse communications from PCNA with those of Chapter.

Format of Chapter Name. The distinction between Chapter and PCNA, especially in communications with the general public, must be maintained. Communication by a Chapter and Chapter Officers or members, in

correspondence, advertising, or other promotional material, must always identify the Chapter by name. Example: Midwest Regional Chapter of PCNA

Publications. Chapter information can/will be included in the monthly PCNA eNewsletter and on the Chapter and Calendar of Events pages of www.pcna.net. It is the responsibility of chapter leaders to communicate this information to the national office.

Incorporation. Chapter will not incorporate. Chapters are and will be seen as an extension of the national organization. Chapters will not have to file state incorporation papers, state annual reports, or pay any fees associated with incorporation.

Meetings.

1. Chapters are encouraged to hold business/educational meetings anytime during the year; however, in order to keep Annual Symposium attendance strong and growing, we ask that no CE program be held within 2 months before or after the meeting.
2. Funds for programs may be accepted in numerous ways including sponsorship from a local or national vendor and exhibit fees to cover costs associated with meeting planning, meals, and speaker honoraria.
3. Attendees should not be charged a registration fee.
4. The National Office is available to assist in planning the event/meeting.
5. The National Office can/will pay bills and this cost will be deducted from Chapter finances. When receiving sponsorship funds, a **20% overhead charge** will be incurred to cover costs associated.
6. Chapters shall not associate PCNA's chapter name or logo with any program hosted by a pharmaceutical or device company, regardless of whether or not continuing education is offered. These programs are typically very commercial in nature and can be identified as such if a sponsor pays expenses directly to the vendor, recommends and secures a speaker, and asks to handle RSVPs.
7. Chapter Meeting Content Disclaimer. While PCNA supports the efforts of its regional chapters, the National Offices does not control the content of regional meetings. If you have any questions or comments, please contact the National Office at 608-250-2440.

Termination. Either party may terminate this Charter with thirty days written notice. In the event of breach by a party, the other may terminate immediately by written notice. Upon termination by either party for any reason, Chapter shall cease utilizing the name "PREVENTIVE CARDIOVASCULAR NURSES ASSOCIATION", the acronym "PCNA," and the logo of PCNA (all of which are owned completely and exclusively by PCNA) and may no longer claim any affiliation with PCNA.

PREVENTIVE CARDIOVASCULAR NURSES ASSOCIATION

Date: _____ By: _____

Title: _____

CHAPTER OF PREVENTIVE CARDIOVASCULAR NURSES ASSOCIATION

Date: _____ By: _____

Title: _____

PCNA
PREVENTIVE CARDIOVASCULAR NURSES ASSOCIATION

Chapter Application

Complete the following Chapter Application and send to the PCNA National Office by fax to: 608-250-2410, attn Membership Coordinator, or mail to: PCNA, 613 Williamson St., Ste. 200, Madison, WI 53703.

Proposed Chapter Name: _____

State Located: _____ Areas of coverage: _____

Chapter Contact Name (s): _____

Address: _____

City/ State/ Zip: _____

Phone [H]: (_____) _____ [W]: (_____)_____

Email: _____

Bylaw Agreement

We, the undersigned officers of the PCNA Forming Chapter _____, acknowledge and agree that we:

1) Have fully read and will abide by the PCNA Bylaws.
2) Completed all forms truthfully to the best of our knowledge

We understand that failure to abide by the above documents may result in chapter termination and PCNA charter being denied or withdrawn. Further, we understand that civil and/or criminal penalties may result if we engage in improper fundraising or illegal activities.

_____	_____	_____
(Print name)	(Signature)	(Date)
_____	_____	_____
(Print name)	(Signature)	(Date)
_____	_____	_____
(Print name)	(Signature)	(Date)

Summing Up: 5 Easy Steps to Start a PCNA Chapter

1. Read the PCNA Chapter Manual which provides an overview of the role PCNA Chapters play in the organization, the Chapter Charter, and the organization's bylaws.

2. Contact the National Office with intent to start a PCNA Chapter. Staff will walk you through the process, discuss electronic petition set-up, and answer any questions you may have. Call 608-250-2440 or email Mariel Snyder at msnyder@pcna.net.

3. Complete, sign and return the:
    a. Chapter Charter
    b. Chapter Application

    These documents may be mailed, emailed, or faxed to:

    PCNA
    Attn: Membership Coordinator
    613 Williamson St., Ste. 200
    Madison, WI 53703
    Email: msnyder@pcna.net
    Fax: 608-250-2410

4. Once received, the above mentioned documents as well as any notes taken by staff during initial conversations will be reviewed by the PCNA Board of Director's Liaison to the Membership Committee.

5. You will be notified by phone or email of the approval decision of the Liaison within 4 weeks of the date of material submission.

The PCNA Bylaws are a description of the structure and the governing rules of the association. They were established by the Board of Directors and can only be changed by a positive vote of the Board. All chapters must accept and adhere to the present Bylaws and all subsequent changes.

BYLAWS
OF
THE PREVENTIVE CARDIOVASCULAR NURSES ASSOCIATION, INC.

ARTICLE I: NAME AND LOCATION

SECTION 1. NAME
The name of this organization shall be The Preventive Cardiovascular Nurses Association, Inc.

SECTION 2. INCORPORATION STATUS
The Preventive Cardiovascular Nurses Association, Inc. shall be incorporated as a non-profit corporation.

SECTION 3. HEADQUARTERS
The headquarters of The Preventive Cardiovascular Nurses Association, Inc. shall be located at the order of the Board.

ARTICLE II: MISSION STATEMENT AND GOALS

SECTION 1. MISSION STATEMENT
The mission of the Preventive Cardiovascular Nurses Association is to promote nurses as leaders in cardiovascular risk reduction and disease management.

SECTION 2. GOALS

The Goals of The Preventive Cardiovascular Nurses Association, Inc. are as follows:

- To increase public and political awareness of the critical role nurses play in comprehensive cardiovascular risk reduction.
- To promote individual and community education in cardiovascular risk reduction and disease management across the lifespan.
- To provide opportunities for education and professional development for nurses.
- To promote professional certification and development for nurses specializing in cardiovascular disease prevention and management.
- To disseminate information on innovative, fiscally responsible models of cardiovascular care delivery.
- To foster productive liaisons with professional organizations sharing similar goals.

- To promote the utilization and dissemination of research and support evidence-based practice in cardiovascular risk reduction and disease management.

ARTICLE III: GENERAL REQUIREMENTS OF MEMBERSHIP AND ELECTION

SECTION 1. MEMBERSHIP CLASSES

Membership in The Preventive Cardiovascular Nurses Association, Inc. shall include the following classes: Nurse, Physician, Dietician, and Allied Health. To hold membership in The Preventive Cardiovascular Nurses Association, Inc., the individual must meet the criteria established for membership. International members shall hold the equivalent qualifications and licensure in their country of residence. Membership qualifications required of each class of members, as well as their rights, obligations and the method of their election, shall be determined by The Preventive Cardiovascular Nurses Association, Inc. Board of Directors and published in the Official Membership Application.

SECTION 2. REMOVAL FROM MEMBERSHIP

Any member who changes his or her occupation or status such that the member no longer qualifies for membership may be removed from membership. Exceptions may be granted on an individual basis to this membership rule by a majority vote of the Board of Directors.

SECTION 3. ACCEPTANCE OF MEMBERSHIP

Acceptance of membership in this organization shall constitute an agreement by the member to comply with the Bylaws, and Rules and Regulations of The Preventive Cardiovascular Nurses Association, Inc. and to recognize the Board of Directors as the sole and only judge of the right to be or remain a member, subject to the right of appeal provided in these Bylaws.

ARTICLE IV: SPECIAL CLASSES OF MEMBERSHIP

SECTION 1. NURSE MEMBERS

Nurse Members must be licensed and in good standing as a professional nurse in their state of residence.

SECTION 2. PHYSICIAN MEMBERS

Physician Members must be licensed, practicing physicians of allopathic (M.D.) or osteopathic (D.O.) medicine in their state of residence.

SECTION 3. DIETICIAN MEMBERS

Dietician Members must be licensed and in good standing as a registered dietician (or the equivalent) in their state of residence.

SECTION 4. ALLIED HEALTH MEMBERS

Allied Health Members are health care professionals who wish to belong to PCNA. This membership category includes but not limited to: pharmacists, psychologists, health educators, respiratory therapists, physical therapists, family and marriage counselors, social workers and vocational rehabilitation counselors, etc. Those individuals must be in good standing within their professional association. Licensure in the state of residence is necessary when applicable.

***SECTION 5. FOUNDERS**

Founders are Members who were responsible for the development and incorporation of The Preventive Cardiovascular Nurses Association, Inc.

SECTION 6. CHARTER MEMBERS

Charter Members are members who joined The Preventive Cardiovascular Nurses Association, Inc. in its initial year of operation (then known as the Lipid Nurse Task Force).

SECTION 7. RETIRED MEMBERS

Retired Members are members who have been members for a minimum of ten continuous years and who have ceased full time active practice.

SECTION 8. FELLOWS

Fellows must meet established criteria, be nominated by a current fellow in good standing and will be elected by the PCNA BOD. In order to maintain this status the FPCNA must be a member in good standing, otherwise they will be designated as an inactive fellow of PCNA. Active status may be regained by renewing their membership.

ARTICLE V: DUES, ASSESSMENTS AND ADMISSION FEES

SECTION 1. ESTABLISHMENT OF DUES

The dues for Nurse, Physician, Dietician, and Allied Health Members, as well as any assessments, shall be established by the Board of Directors.

SECTION 2. PAYMENT OF DUES

Membership dues shall be payable on the day that a member joins the organization. The membership will be valid for one year from the date of joining.

SECTION 3. NONPAYMENT OF DUES

Any member whose dues or assessments are unpaid at the end of the calendar year shall be notified thereof by the secretary/treasurer or his/her designee. Unless payment is received within sixty (60) days thereafter, the secretary/treasurer or his/her designee shall cause the member's name to be removed from the membership roll. If a member thus removed from the roll shall pay the amount due prior to the end of the ensuing calendar year, the Board of Directors may reinstate the said member. If at the end of the ensuing calendar year the amount remains unpaid, the member whose name has been removed from the roll shall be in the same status as though he or she had never been a member and shall acquire membership only in the manner set forth in these Bylaws.

ARTICLE VI: BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

***SECTION 1. CONTROL AND ADMINISTRATION OF THE PREVENTIVE CARDIOVASCULAR NURSES ASSOCIATION, INC.**

The control and administration of The Preventive Cardiovascular Nurses Association, Inc. shall be vested in a Board of Directors (herein after the Board). The Board shall be composed of a maximum of fifteen (15) members, including the four (4) officers: President, President-Elect, Immediate Past-President, Secretary/Treasurer, for a total of 15 board of director members.

SECTION 2. BOARD OF DIRECTORS MEETINGS

The Board shall meet annually within thirty (30) days of the Annual Meeting and at such other times and at such places as the President may determine or as may be determined by the written request of five (5) Members of the Board.

SECTION 3. OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

Officers and Members of the Board of Directors shall be reimbursed for traveling away from the city of their residence on official, Preventive Cardiovascular Nurses Association Inc. business in accordance within the approved reimbursement policies.

SECTION 4. EXECUTIVE COMMITTEE

An Executive Committee composed of a maximum of **seven (7**) Directors including: the President, serving as Chair, President-Elect, Secretary/Treasurer, Immediate Past- President, Corporate Development chair, Project Review Committee chair and one member of the Board for one year terms, which to the extent provided in said resolution or in the Articles of Incorporation or in the Bylaws, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the corporation, except action in respect to election of officers or the filling of vacancies in the Board of Directors or committees created pursuant to the authority granted in this section.

SECTION 5. MEETINGS OF THE EXECUTIVE COMMITTEE

Meetings of the Executive Committee shall be held at the call of the Chair. A report of its actions shall be given to the Board at the following meeting of the Board.

ARTICLE VII: DUTIES AND ELECTION OF OFFICERS AND BOARD MEMBERS

***SECTION 1. OFFICERS**

The Officers of the Preventive Cardiovascular Nurses Association, Inc. shall consist of the: President, President-Elect, Secretary/Treasurer, and Immediate Past-President. Each officer shall serve for a one year term or until his/her successor has been duly elected and qualified or until automatically advanced to another office. The term of office for those elected as officers shall commence at the close of the annual conference. Officers shall be eligible for re-election to their same office. Officers can also be elected to another office after the conclusion of their term.

SECTION 2. BOARD MEMBERS –

The current Preventive Cardiovascular Nurses Association Founding Board Members has the option to continually renew their board term every two years. Each time their rotation comes up for renewal the founding board member has two options. They can renew and continue on the board or choose to rotate off the board. If a board member chooses to rotate off and that position remains vacant, the current board of directors may fill that vacancy with an additional non-founding board member. If at any time the founding board member choose**s** to rotate back onto the board of directors, they can rotate back in when the first open position is available provided the board agrees and conducts a formal vote.

Board Rotation: The Founding Directors will be divided into three groups for the purpose of a rotation schedule. The term of office for these founding Board members shall normally be for a period of two (2) years. At the end of their term board members will have the option to continue on the board for another two years or rotate off the board. This option will come up every two years.

. **Non Founding:** Three Non Founding Board Members elected to the Preventive Cardiovascular Nurses Association Inc, will serve a two year term, may be nominated and renew for an additional two-year term and after serving four years be nominated and renew for a final two year term. Non Founding Board Members can seek future election after a two (2) year period of time off the Board. Non founding board members may be elected as an officer at the end of their first two-year board rotation.

SECTION 3. ELECTION OF OFFICERS AND BOARD MEMBERS

The Nominating Committee shall solicit nominations from the membership at least sixty (60) days prior to the annual meeting of the board and then present a slate of Officers and Board Members for election at the annual meeting. Only members of the organization in good standing are eligible to become Officers and Board Members of the organization. Only board members are entitled to vote.

SECTION 4. PRESIDENT

The President shall be the chief elected officer of The Preventive Cardiovascular Nurses Association, Inc., and shall, in general, supervise and control all the business affairs of The Preventive Cardiovascular Nurses Association, Inc. He/she shall preside at all meetings of the Board; may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated to the Board or by these Bylaws or by statute to some other Officer or agent of The Preventive Cardiovascular Nurses Association, Inc.; shall appoint all committees not otherwise provided for with the approval of the Board; shall deliver the Presidential Address at the Annual Meeting of the membership; and shall perform all duties as may be prescribed by the Board.

SECTION 5. PRESIDENT-ELECT

The duties of the President-Elect shall be all those duties and powers customarily accorded to the Vice President. The Preventive Cardiovascular Nurses Association, Inc. shall have no Vice-President. The President-Elect shall, in the absence or inability of the President, have all the powers and be subject to all the restrictions upon the President. The President-Elect shall be a Member of the Board. The President-Elect shall be or shall select and supervise the Annual Meeting Program Chair. The President-Elect shall become President upon the expiration of the current President's term of office, or upon his/her death, resignation or removal.

SECTION 6. SECRETARY/TREASURER

The Secretary/Treasurer or designee shall keep the minutes of the meetings of the Board; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of The Preventive Cardiovascular Nurses Association, Inc. records, the execution of which is duly authorized in accordance with the provision of these Bylaws; maintain the records of the Preventive Cardiovascular Nurses Association, Inc.; give bond or sureties as required by the Board at the expense of the Preventive Cardiovascular Nurses Association, Inc.

The Secretary/Treasurer or designee shall have charge and custody of and be responsible for monies due and payable by the Preventive Cardiovascular Nurses Association, Inc.; receive and give receipts for monies due and payable to the Preventive Cardiovascular Nurses Association, Inc. from any source whatsoever; deposit all monies in the name of the Preventive Cardiovascular Nurses Association, Inc. in such banks, trust companies or other

depositories as shall be selected by the Board; maintain a membership list, collect all funds and dues and deposit them in such bank or banks heretofore provided for; keep itemized accounts of receipts and expenditures; present a report at the Annual Meeting; and perform all duties incident to the office of Secretary/Treasurer and such other duties as may be assigned to by the President or by the Board.

SECTION 7. IMMEDIATE PAST-PRESIDENT

The Immediate Past-President shall serve as a Member of the Board and Executive Committee.

SECTION 8. BOARD MEMBERS

Members of the Board shall lend their expertise in the management of the affairs of The Preventive Cardiovascular Nurses Association, Inc.

SECTION 9. REMOVAL

Any Officer or Member of the Board may be removed by a 2/3 majority vote of the Board whenever, in its judgment, the best interests of The Preventive Cardiovascular Nurses Association, Inc. would be served, but such removal shall be without prejudice and subject to the appeal process by the persons removed.

SECTION 10. VACANCIES

A vacancy in any office may be filled by the Board of Directors.

ARTICLE VIII: FINANCES

SECTION 1. FINANCIAL SUPERVISION

The Board shall have financial supervision over all financial affairs of the Preventive Cardiovascular Nurses Association, Inc.

SECTION 2. CHECK SIGNATURES

All checks for disbursements of funds shall be signed by the Secretary/Treasurer or his/her designee.

SECTION 3. CAPITAL STOCK

The Preventive Cardiovascular Nurses Association, Inc. shall have no capital stock. The affairs of the Preventive Cardiovascular Nurses Association, Inc. shall not be conducted for pecuniary profit and the Preventive Cardiovascular Nurses Association, Inc. does not contemplate pecuniary gain to the members.

ARTICLE IX: STANDING COMMITTEES AND SPECIAL COMMITTEES

SECTION 1. STANDING COMMITTEES

The Standing Committees of The Preventive Cardiovascular Nurses Association, Inc. shall include: Annual Meeting Program Committee, Executive Committee and Nominating Committee.

Nominating and Awards Committee

The Nominating and Awards Committee shall consist of the immediate Past-President (serving as chair of the committee), the President and the President-Elect. The Nominating and Awards Committee shall identify potential candidates for the board, officer positions on

the board and liaison board positions to other organizations, review award nominees and select award winners. The committee may rely upon membership suggestions as well as their knowledge of leaders in the field. Per Article VII Section 3, the Nominating Committee shall present a slate of officers and board members for election at the meeting of the board.

SECTION 2. SPECIAL COMMITTEES

The President, with the approval of the Board, shall appoint special committees. The composition and purpose of such committees shall be determined by the Board. These committees shall be goal-directed and time-limited.

ARTICLE X: MEETINGS OF MEMBERS

SECTION 1. MEETING LOCATION

Any meetings of members may be held either within or without the State of Wisconsin, as determined by the Board of Directors.

SECTION 2. ANNUAL MEETING

Unless otherwise ordered by the Board, there shall be an Annual Meeting of The Preventive Cardiovascular Nurses Association, Inc. The time and place of the Annual Meeting shall be designated by the Board, and announced at least sixty (60) days prior to the date of the Meeting.

ARTICLE XI: QUORUM

SECTION 1. QUORUM OF BOARD OF DIRECTORS

Unless otherwise specified, a majority of Directors shall constitute a quorum at all meetings of the Board of Directors.

SECTION 2. QUORUM OF REGULAR MEMBERS

Regular Members, present in person, holding one-tenth of the votes entitled to be cast, shall constitute a quorum at the meetings of the members. A majority of the votes entitled to be cast by the members present in person at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the Articles of Incorporation or the Bylaws.

ARTICLE XII: ETHICS

SECTION 1. PRINCIPLES OF MEDICAL ETHICS

The Principles of Medical Ethics of the American Nurse Association, the American Dietetic Association, the American Medical Association and the American Osteopathic Association, as they now or hereafter may provide, shall be the Principles of Medical Ethics of this organization. If any part of such Principles of Medical Ethics is at any time declared invalid by a court of competent jurisdiction, such part shall not affect the validity of any remaining portions, which remaining portions shall remain in full force and effect as if the Principles of Medical Ethics had been adopted with the invalid portion eliminated. It is declared as the intention of the Board of Directors that they would have adopted the remaining portions of the Principles of Medical Ethics without including in them any such invalid part, parts or portions which may hereafter for any reason be declared invalid.

SECTION 2. VIOLATION OF MEDICAL ETHICS

If any member is, in good faith, believed to have violated the principles of Medical Ethics of their respective professional society or the Bylaws of The Preventive Cardiovascular Nurses Association, Inc., or to be otherwise guilty of conduct justifying censure, suspension, or expulsion from this Preventive Cardiovascular Nurses Association, Inc.; any member may prefer charges against him or her. The form of such charges and the rights, responsibilities and obligations of all parties involved in the filing and consideration of such charges shall be as hereinafter set forth in this Article; provided however, that to the extent the provisions in this Article are in conflict with applicable law, the provisions of applicable law shall supersede these Bylaws.

SECTION 3. FILING CHARGES

Filed charges must be in writing and signed by the accuser or accusers and must state the acts or conduct complained of with reasonable particularity. Such charges must be filed with the President of The Preventive Cardiovascular Nurses Association, Inc. At the first meeting of the Board, held after the filing of said charges, said charges must be presented to the Board. The Board shall then or at any adjournment of said meeting, but not more than thirty (30) days thereafter, consider the charges and shall either dismiss them or shall proceed as hereinafter set forth.

SECTION 4. HEARING ON CHARGES

If the Board fails to dismiss said charges, it shall within fifteen (15) days thereafter cause a copy of the charges to be served upon the accused by registered mail. The Board shall also and at the same meeting fix a time and place for hearing said charges and the accused shall be notified of the time and place at the same time and in the same manner as provided for the servicing of the charges. The time set for said hearing shall not be less than fifteen (15) days nor more than six (6) months after service of charges.

SECTION 5. RESPONSE TO CHARGES

The accused may answer in writing, but need not do so. Failure to answer shall not be an admission of truth of the charges or a waiver of the accused rights to a hearing.

SECTION 6. RESOLUTION OF CHARGES

The Board shall, after having given the accuser and the accused every opportunity to be heard, including oral arguments and the filing and consideration of any written briefs, conclude the hearing and within thirty (30) days thereafter shall render a decision. The affirmative vote of a majority of the members of the Board present and voting shall constitute the verdict of the Board which by such vote may exonerate, censure, suspend, or expel the accused member. The decision of the Board shall be expressed in a resolution which shall contain no opinion and shall be signed only by the President of the Board and its Secretary. Any member of the Board not present for the entire time of the hearing shall not be entitled to vote.

SECTION 7. CENSURE

Censure shall mean a reprimand by the President of the Board administered to the accused in the presence of the said Board. No member shall be suspended for more than one year and at the expiration of the period of suspension shall be reinstated to membership upon application and the payment of dues accrued during the period of suspension. The decision of the Board shall be final, except as provided hereafter.

SECTION 8. APPEAL

Any member who has been censured, suspended, or expelled may appeal such action within six (6) months after notice thereof is given by The Preventive Cardiovascular Nurses Association, Inc. The jurisdiction of the Board shall extend only to matters of procedure and law and not of fact. The Board shall fix a time and place for the hearing of the appeal and after giving the appellant and representatives from whose decision he or she appeals reasonable opportunity to be heard, shall by a majority vote either sustain or reverse such censure, suspension or expulsion. The decision of the Board shall be final.

ARTICLE XIII: AMENDMENTS TO BYLAWS

SECTION 1. ADOPTION OF BYLAWS

The initial Bylaws of this Preventive Cardiovascular Nurses Association, Inc. shall be adopted by its Board of Directors. Thereafter, Bylaws may be adopted either by the members or the Board of Directors, but no Bylaw adopted by the members shall be amended or repealed by the Directors, unless the Bylaws adopted by the members shall have conferred such authority upon the Directors.

SECTION 2. AMENDMENTS TO BYLAWS

An affirmative vote of at least two-thirds (2/3) of the members or of the Directors, whichever amendment process is employed, is required for adoption of the amendment. Amendments shall take effect immediately upon adoption unless otherwise specified.

ARTICLE XIV: MISCELLANEOUS

SECTION 1. INDEMNIFICATION

To the extent allowed by law, every person who is or shall be or shall have been a Director, Officer, Member of a Committee or Commission or an employee or agent of this corporation, or who is or shall be serving or shall have served at the request of this corporation in any such capacity in another corporation, partnership, joint venture, trust or other enterprise or organization or any committee thereof, and the personal enterprise or organization or any committee thereof, and the personal representative of each person described in this sentence, shall be indemnified by this corporation against all costs and expenses reasonably incurred by or imposed upon any such person in connection with or resulting from any action, suit or proceeding to which such person may be made a party by reason of such person's being or having been in such position or capacity for this corporation or for any other enterprise or organization at the request of this corporation, except in relation to such matters as to which such person shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of such person's duty in such indemnified capacity. To the extent allowed by law, each such person shall be indemnified also by this corporation against any and all criminal claims and liabilities to which such person has or shall become subject by reason of action alleged to have been taken, omitted or neglected by him or her in any capacity enumerated in the preceding sentence, provided, however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with any criminal claim or liability unless such person had reasonable cause to believe that his or her conduct which resulted in the criminal claim or liability was lawful.

"Costs and expenses" shall include, but are not limited to, attorneys' fees, damages, fines and reasonable amounts paid in settlement. The right to indemnification conferred by this section

shall not restrict the power of the corporation to make any other or further indemnification permitted by law.

SECTION 2. RULES OF ORDER.

Robert's Rules of Order, Newly Revised, shall control all parliamentary proceedings of the meetings of the membership and the Board except when in conflict with the Bylaws.

ARTICLE XV: DISSOLUTION

If, for any reason, The Preventive Cardiovascular Nurses Association, Inc. should be dissolved, all of the remaining assets, after payment of its just debts, shall be transferred and conveyed to a like-minded non-profit organization to be held and expended for the purpose of furthering the development of the specialty of cardiovascular prevention and management.

ARTICLE XVI: TRANSITION

The Preventive Cardiovascular Nurses Association, Inc. recognizes that some provisions of these Bylaws may require the passage of time to fully implement. It is the intent that these Bylaws be fully instituted by the yea