



ASPN

American Society of PeriAnesthesia Nurses

REORGANIZATION PLANNING DOCUMENT

One Voice. One Vision. Better Care.



TABLE OF CONTENTS



03	Reorganization Process & Timeline
13	Proposed Reorganization Map
14	Proposed National Governance Structure
16	Proposed Regional Governance Structure
20	Proposed Use of Legacy Funds
22	New ASPAN National Support Services
26	National Fees
27	Document Details & Glossary
32	Component Opt-Out

Reorganization Process & Timeline



The following is a high-level description of the proposed reorganization process and a suggested timeline. This is an evolving process developed and refined in consultation with legal counsel, our nonprofit consultant, national leadership, and ongoing input from Component leadership.

Reorganization Overview:

Currently, there are 40 separately incorporated ASPAN Components, the majority of which are understood to be designated by the IRS as federally tax-exempt charitable and/or educational organizations pursuant to Internal Revenue Code Section 501(c)(3). This reorganization proposal contemplates the consolidation of the 40 Components into 10 Regional entities. Practically speaking, this means one Component in each Region will constitute the surviving or designated Component, and the other Components in the region will either merge into the designated Component and/or transfer their existing assets to the designated Component and wind-down/dissolve. The surviving or designated Components are described as “Designated Components” below.

Note Regarding Legal Fees:

ASPAN National is assuming the total costs associated with this effort, including all legal and nonprofit consulting support at no charge to the local Components or resulting Regions. Engaging local counsel for each Component will likely be necessary to review each individual transaction and align all template governing documents to state-specific nonprofit corporation acts. Components may choose, at their own discretion, to hire independent legal counsel to represent their interests at any time. If the Component chooses to do so, it will be responsible for all related legal costs and expenses and will not seek reimbursement from ASPAN National.

Phase 1: Detailed Planning (Dec 2025 — January 2026)

December 2025

- Hold National Board vote to approve reorganization, conceptually (e.g., basic framework and timeline) (Board approved on 12.3.25).

Reorganization Process & Timeline



January 2026

- Distribute Reorganization Plan and related information to the National Board and EOC for review.
- Hold EOC and National Board meeting to review the detailed Reorganization Plan, make needed modifications, and provide approval.

Phase 2: Component Engagement (February – April 2026)

February 2026

- Communication to Component leadership regarding outcome of Board vote and next steps.
- Distribute Reorganization Plan to Component leadership for review (early February).
- Begin information sessions with Component leadership leading up to National Conference to review reorganization process, answer questions, and hear feedback (continuing through April).

March 2026

- Modify the Reorganization Plan if needed, based on national and regional feedback.
- Distribute the following materials to Component leadership (no later than 3.25.26 per the 30-day notice policy):
 - Draft Representative Assembly resolution to approve the Reorganization Plan. (Legal counsel to review.)
 - Reorganization Plan document (latest version) including any attachments (e.g., Region Map)
 - Letter of Intent (LOI) template evidencing Component's decision to engage in the reorganization process (i.e., due diligence)
 - Due Diligence checklist
 - Recommendations on use of Component funds during due diligence period (e.g., maintenance of minimum reserves, financial guidelines) in light of Component board fiduciary responsibilities.



Reorganization Process & Timeline



Phase 3: Representative Assembly Meeting (April 2026)

- Hold RA vote to ratify Reorganization Plan (requires simple majority), including authorization for ASPAN to take all action needed to implement the Reorganization Plan
- Make any needed modifications to the Reorganization Plan if required by the RA and distribute to Component leadership
- Contingency planning — if the vote fails, ASPAN will revisit the structure and apply lessons learned and seek a new vote.

Note: Assuming the RA votes to ratify the reorganization, ASPAN will move forward with the implementation steps set forth below. This includes, among many other steps, making changes to the National Bylaws, creating a standardized Affiliation Agreement, and preparing aligned Region governing documents, including, all necessary amendments to Designated Component's Articles of Incorporation, Bylaws and recommended internal policies (Conflict of Interest, Document Retention, Whistleblower and Executive Compensation) for each Region. The RA will have the opportunity to ratify these actions and associated documents at the earlier of a special meeting of the RA called for such purposes or at the 2027 National Conference.

Phase 4: Implementation (May – Dec 2026)

Step 1: Letter of Intent (LOI)

Assuming the RA votes to endorse the reorganization, each Component Board will need to decide whether to move forward with the due diligence process by signing a Letter of Intent (LOI). ASPAN National will provide the LOI for use by each Component. The LOI does not bind the Component to consolidate into the newly planned Region. Rather, the LOI documents the Component's intention to participate in the due diligence and decision-making process in good faith.

A Component may submit its signed LOI to the National Association and begin the Component's due diligence process as soon as the RA vote is achieved. The deadline for submitting the signed LOI for all Components is **June 1, 2026**, to ensure that the due diligence process can proceed efficiently.

Reorganization Process & Timeline



Step 2: Due Diligence

The due diligence process for each Component within the resulting Region will be coordinated by ASPAN National with the help of outside legal counsel and consultative support as needed. Below are examples of the areas that will be reviewed as part of due diligence.

- **Financial Review** — inventory of assets and liabilities; identification of restricted funds vs. unrestricted funds; review of bank account records; financial statements; and audits
- **Legal Review** — review of nonprofit status, state and federal compliance, bylaws, contracts, insurance policies, list of current board members and terms, and the like
- **Membership Data Audit** — verification of member counts, dues structures, and records
- **Program Inventory** — Review of all programs such as events, scholarships, or local initiatives, and planning status for the next 18-24 months
- Each Component that signs the LOI will need to provide the necessary governing documents, membership data, program inventory and financial information as soon as reasonably practicable following execution of the LOI, and no later than **August 1, 2026**, to ensure an efficient and timely due diligence process.

Step 3: Local Counsel to Perform Analysis and Legal Assessment

For each Component, outside legal counsel, which will be coordinated and covered by ASPAN National, will review all documents and information gathered during the due diligence phase. Based on that review, counsel will identify key issues and recommend the most appropriate legal approach to complete the transaction and implement the reorganization.



Reorganization Process & Timeline



Legal counsel will prepare an Executive Summary Memorandum that outlines potential challenges, identifies open questions and risks, and provides a recommended course of action. Counsel will advise whether the transaction should be completed using one of the following primary methods:

1. An asset transfer in which the Component within a Region transfer their assets to the Designated Component, followed by the dissolution or wind-down of the non-designated Component;
2. A statutory merger in which the non-designated Component Units merge into the Designated Component, with the Designated Component assuming all assets and liabilities of the merging units;
or
3. Another state-specific legal mechanism, if applicable.

Legal counsel will also outline the required next steps for the recommended approach and advise whether approval from a state attorney general or other regulatory authority is required. While state-specific factors within a Region may favor one option over another, counsel may recommend using a single transaction structure across Regions when feasible to promote consistency and efficiency.

In addition, legal counsel will recommend which Component should serve as the surviving Designated Component and act as the corporate home for the Region. The Designated Component will be required to update its name to reflect its regional role and amend its Articles or Certificate of Incorporation, as necessary, to reflect its expanded membership and purpose.

Step 4: Reorganization Framework

ASPAN National (with outside assistance as needed) will support collaborative negotiation among the Components comprising each resulting Region, to inform the preparation of a Reorganization Agreement that will document the agreed terms for the respective Region. Items that may be included in the Reorganization Framework and subsequent agreement include, as examples:



Reorganization Process & Timeline



- **Transaction details**- explain the type of transaction that will best accomplish the reorganization (e.g., asset transfer and Component dissolution or merger by law) and set forth basic next steps to accomplish the transaction.
- **Insurance** – decide what type of insurance that Components should purchase in anticipation of the transaction.
- **Legacy Funds** — decide whether the non-designated Component Units’ funds will be made available for general use by the Region or whether certain funds be treated as restricted, and how such funds will be maintained (accounts) (refer to Section E. Proposed Use of Legacy Funds, below)
- **Liabilities** —agree on how debts or obligations will be handled by the non-designated Components and/or resulting Region
- **Program Continuity** — decide which local programs will continue under the resulting Region, at least during the initial transition period
- **Governance Structure**
 - Interim Regional Board — determine representatives from each Component to form the Region’s transitional board
 - Committee Structure — establish committees to support the Region with member volunteers from across the Region
 - Election Timeline — set the date for the first formal elections for the resulting Region (e.g., within 12–18 months after completion of Region’s consolidation)

Step 5: Preparation of Reorganization Documents

ASPAN National will provide the following documents, in addition to the LOI noted under Step 1, above. Refer to Section H. Document Details & Glossary, below, for more information about each of these documents. Note that engaging local legal counsel in each Component and/or Region is recommended to assist outside legal counsel and nonprofit consulting support in both the due diligence period and in the preparation of the reorganization documents. The National Association will provide template Board Resolutions and agreements. Local counsel will review all draft template plans of merger/dissolution, articles of merger, articles of dissolution, and letters to state attorneys general (if needed), and modify accordingly to reflect state-specific requirements and advise on additional documentation as needed.

Reorganization Process & Timeline



- **National Bylaws** — amendment or restatement of the existing Bylaws to reflect the planned reorganization, such as identification of the newly designated Regions and composition of Representative Assembly
- **Region Bylaws Template** — uniform Bylaws for use across Regions, subject to state-specific requirements or optional terms
- **Component Board Resolution Templates**
- **Reorganization Agreement** — to be signed by each Component that decides to combine as part of its newly identified Region. Agreement will include details of merger of assets.
- **Affiliation Agreement** — to be signed by each newly formed Region and the National Association setting forth the relationship, duties, responsibilities, and intellectual property license.

Step 6: Component Vote and Reorganization Agreement

After completion of due diligence, each Component Board will need to make a final decision (a formal board vote) as to whether to move forward with the consolidation into its respective Region. Each Component comprising the given Region will sign a Reorganization Agreement that documents the agreed-upon next steps in the reorganization. As mentioned above, ASPAN National will provide assistance (legal and otherwise) to help Components meet their obligations set forth in the Reorganization Agreement.

Step 7: Regulatory Approvals; Region Activation

Identifying Designated Components for Newly Consolidated Region:

For each of the 10 planned Regions, outside counsel will recommend one existing Component to serve as the nonprofit entity for the newly consolidated Region (the “Designated Component”). This recommendation will be based on a review of applicable state and federal nonprofit laws within the Region, with consideration given to cost, administrative complexity, timing, compliance requirements, and the ability to maintain the Region’s tax-exempt status.



Reorganization Process & Timeline



During the reorganization due diligence period (May–December 2026), it is possible—but not expected—that a Designated Component could change. This would occur only if the review identifies unexpected issues within a Component that raise regulatory concerns.

While only one nonprofit entity (the Designated Component) will remain for legal and regulatory purposes, governance and fiduciary oversight of the new Region will be shared among representatives from all participating Components and geographic areas, as outlined in the Proposed Regional Governance Structure below.

As Components within a Region complete their due diligence, adopt the Resolution to approve of the transaction and the associated documents and filings, and execute the Reorganization Agreement, outside counsel will move forward with state and federal regulatory filings to effectuate the Region’s consolidation. The goal of the Reorganization Plan is to have all required state and federal filings pertaining to the reorganization completed by the end of 2026, understanding that the regulatory approval based on those filings may take several months longer.

Additionally, the Regions will commence with the following steps:

- **Governance Support** — onboarding and facilitation for interim boards and committees
- **Approval of Region Bylaws** — to ensure consistency across the National organization
- **Approval of Name Change for Designated Component and any other necessary amendments to Articles/Certificate of Incorporation.**
- **Affiliation Agreement** — signed by Region Board representatives and the National Association (and associated Service Agreement)
- **Branding Alignment** — use of national logo, naming conventions, and communications standards
- **Technology Integration** — shared cloud storage, websites, video conferencing tools, and other technology support

Please note that ASPAN National, including legal counsel, will not be able to support all components simultaneously, so a staggered approach will be necessary. Priority may be given to regions that finalize their Reorganization Agreements first, while also taking into consideration the state in which each designated component is incorporated.

Reorganization Process & Timeline

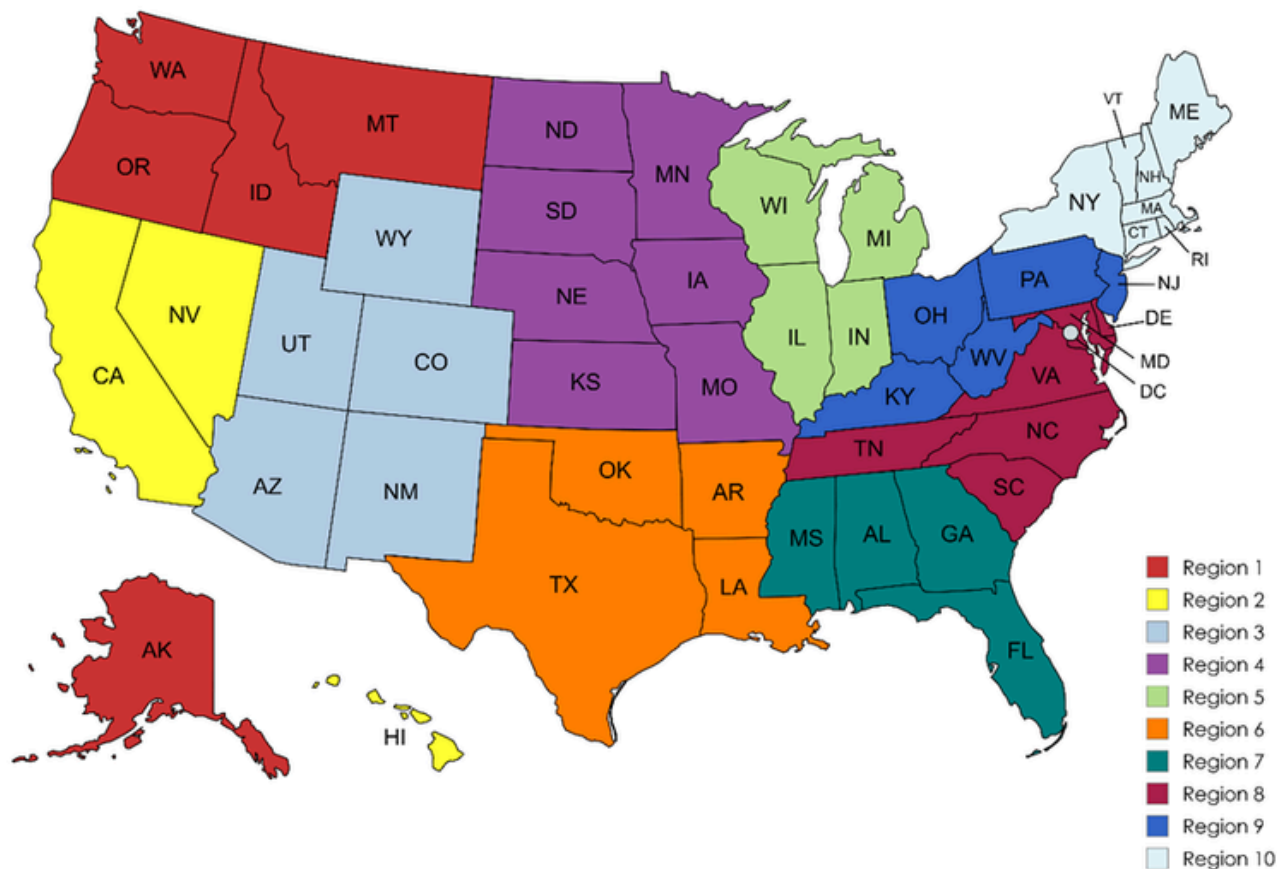


Phase 5: Consolidation & Stabilization (2027 onward)

- **Region Elections** — first elected boards replace interim boards
- **Membership Harmonization** — standardize dues collection and reporting across all Regions
- **Program Integration** — ensure programs align with Region’s mission and with National strategic priorities
- **Evaluation & Feedback** — participate in review by the National Association of reorganization outcomes and identification of needed modifications (12–18 months after completion of National reorganization)



Proposed Reorganization Map



Proposed names:

- **Region 1:** Northwest Society of Perianesthesia Nurses (NWSPAN)
- **Region 2:** Pacific Society of Perianesthesia Nurses (PSPAN)
- **Region 3:** Mountain West Society of Perianesthesia Nurses (MWSPAN)
- **Region 4:** Upper Midwest Society of Perianesthesia Nurses (UMSPAN)
- **Region 5:** Great Lakes Society of Perianesthesia Nurses (GLSPAN)
- **Region 6:** South Central Society of Perianesthesia Nurses (SCSPAN)
- **Region 7:** Southeast Society of Perianesthesia Nurses (SESPAN)
- **Region 8:** South Atlantic Society of Perianesthesia Nurses (SASPAN)
- **Region 9:** East Central Society of Perianesthesia Nurses (ECSPAN)
- **Region 10:** Northeast Society of Perianesthesia Nurses (NESPAN)

Proposed National Governance Structure



The following proposed National governance structure post-reorganization is almost identical to the current structure. Two notable changes include: (1) a reduction in the number of representatives within the Representative Assembly, to reflect the reduction of 40 Components to 10 Regions; and (2) the assignment of the newly formed Regions to the Regional Directors.

Representative Assembly (RA)

- **Number of Representatives** — Each of the 10 Regions will appoint 5 representatives to the RA (total of 50 representatives)
- **Geographic Representation** — It is recommended that each Region select its representatives from across its entire geography (from each of the combined Components); however, each Region will retain discretion as to how it assigns representatives to the RA
- **Alternate Representatives** - Each Region will be allowed to appoint 2 alternates.



National Board of Directors

Number and Composition — The National Board will remain 13 people applying current election procedures, with the Board composition as follows:

- 5 Board members elected to officer positions (President, Immediate Past President, Vice President, Secretary, Treasurer)
- 3 Board members elected as directors of designated subject areas (Director of Clinical Inquiry, Director of Clinical Practice, Director of Education)
- 5 Board members elected as Regional Directors (each such director will oversee 2 Regions; in keeping with current procedures, each Regional Director must live or work within one of their assigned Region)

Proposed National Governance Structure



Regional Director Assignments

- Regional Director #1
 - California, Nevada, Hawaii
 - Washington, Oregon, Idaho, Montana, Alaska
- Regional Director #2
 - Wyoming, Utah, Colorado, Arizona, New Mexico
 - Texas, Oklahoma, Arkansas, Louisiana
- Regional Director #3
 - North Dakota, South Dakota, Minnesota, Iowa, Nebraska, Kansas, Missouri
 - Wisconsin, Michigan, Illinois, Indiana
- Regional Director #4
 - Ohio, Pennsylvania, W. VA, Kentucky, New Jersey
 - Maine, Vermont, New Hampshire, New York, Massachusetts, Connecticut, Rhode Island
- Regional Director #5
 - Delaware, DC, Maryland, Virginia, North Carolina, South Carolina, Tennessee
 - Georgia, Florida, Alabama, Mississippi

New Regional Presidents Council

ASPAN National will establish a new committee, the Regional Presidents Council. The Council will foster a collaborative community where Regional Presidents can connect, share best practices, and discuss challenges and successes within their regions. It will also serve as a formal advisory group with a direct line of communication to the National Board of Directors. The new ASPAN regional staff liaison will support and facilitate Council calls, and an online forum will provide an additional platform for ongoing connection and dialogue among regional leaders.



Proposed Regional Governance Structure



The following is the proposed regional governance structure, based on feedback from leaders across the organization. To encourage sound and consistent practices, it is recommended that ASPAN adopt one approach to governance that will apply to all Regions.

Region Boards of Directors - Board Size and Composition

Number of Board Members — Each Regional Board will have not less than 7 or more than 15 Board members.

- **Designated Seats** — At least 1 Board seat will be designated for each of the original Component geographic areas within the Region.
- **Open Seats** — Remaining Board seats will be deemed Open Seats and may be filled by any member of the Region by election.
- **Contingency Seats** — If an original geographic area does not have a candidate to fill its Designated Seat during a given election, the seat for that election period will be designated as an Open Seat for that election period only, and may be filled by any member of the Region by election.

Term Limit Recommendations for Boards of Directors

- **Term Limits** — Two-year term limits (maximum of 3 terms or 6 years)
- **Required Elections** — Each Board member must be re-elected at the end of their term to continue on the Board for the next allowable term.
- **Board Service Rotation** — Board members typically rotate off the Board after 6 consecutive years of service and may be eligible to return following a one-year break. This break may be waived if there are no other eligible candidates.

Staggered Terms

For the first election following consolidation, each Region will use staggered Board terms so that not all Board members' terms end at the same time. This approach helps maintain continuity and avoids full turnover of the Board at the end of the first term.

Proposed Regional Governance Structure



For Regions with 2-year Board terms, the initial term lengths will be assigned as follows:

- Some Board members will be elected to an initial 1-year term and may then seek re-election for one additional 2-year term, for a maximum of 3 consecutive years of service before a required one-year break.
- Some Board members will be elected to an initial 2-year term and may then seek re-election for one additional 2-year term, for a maximum of 4 consecutive years of service before a required one-year break.
- Some Board members will be elected to an initial 2-year term and may then seek re-election for up to two additional 2-year terms, for a maximum of 6 consecutive years of service before a required one-year break.



Term Extensions; Removal of Board Members

- **Vacancy Protocol** — If a Board member position is not filled at an annual election, the incumbent Board member may remain in that role until a successor is duly elected, ensuring no lapse in duties. The Board may also reduce the total number of Board members if necessary.
- **Removal** — A Board member may be removed by Board vote, subject to approval of Region members (notice and opportunity to oppose the removal). Process will be included in the regional bylaws.

Region Officer Recommendations

Election and Composition of Region Officers

- **Positions** — The Officers will be President, Vice President, Secretary, Treasurer, and Immediate Past President (except if the state of incorporation requires a different officer position or title)

Proposed Regional Governance Structure



Election and Composition of Region Officers continued

- **Officer Elections** — Elections will be determined by the membership and selected from a pool of candidates vetted and put forth by the Nominating Committee. Candidates must currently serve on the Board or served within the last three years.
- **Geographic Representation**
 - Officer positions will be spread across Board members from the various Component geographic areas comprising the new Region, rotating the positions at each election period
 - For Year 1, the Immediate Past President shall be selected from Board members who were either President or Immediate Past President for their original Component as of the date of the consolidation
- **Contingency Selections** — For purposes of electing Officer positions, including the Year 1 Immediate Past President, if no Officer candidate emerges for the open position that meets the above criteria, the Board may elect any current Board member to fill the position

Term Limits for Region Officers (Secretary, Treasurer, Vice President, President, Immediate President):

- **1-Year Terms** — Each Officer may serve for an initial 1-year term, and will be eligible for re-election for an additional 1-year term
- **Consider instituting a 2-term consecutive maximum term in the same role**
- **Eligibility for Other Roles** — An officer completing their term limit in one role may immediately run for a different officer position
- **Vacancy Protocol/Temporary Duties** — If an Officer is temporarily unavailable to fulfill their duties or an Officer position cannot be filled by the Board immediately after the annual election, any other member of the Board may step in to perform those duties, with the approval of the remaining Board members, until the Officer returns or a successor is duly elected, ensuring no lapse in duties

Region Committee Structure

The following are required and suggested committees, respectively, for each Region. The Executive Committee shall comprise the Region Officers and shall be empowered to act on behalf of the Board within the parameters outlined in the Region Bylaws. All other committees shall be advisory in nature, tasked with making recommendations to the Board.

Proposed Regional Governance Structure



Required Committees

- Executive Committee
- Nominating Committee
- Finance Committee
- Other committees as required by applicable state law (e.g., some jurisdictions may require a separate Audit Committee)

Suggested Committees

- Bylaws Committee
- Education Committee
- Membership Committee
- Communication/Technology Committee

Local Networking Groups

Connecting in person is one of the most valued benefits of association membership. We recognize that expanding components into larger regions may raise concerns about maintaining those personal connections. To help address this, ASPAN National encourages regions to establish a formal Local Networking Group (LNG) structure that promotes connection among members in close geographic proximity. LNGs would function similarly to committees, working in collaboration with the regional Board and obtaining approval to secure funding when needed. Existing components may transition into LNGs, and we recommend defining minimum requirements along with a formal approval process.



Proposed Use of Legacy Funds



The following sets forth a recommendation for handling of unrestricted legacy funds across all Regions. If prior to the time of the reorganization, a Component maintains restricted funds (e.g., donor restricted funds), the Component will work with legal counsel to assess how to comply with those restrictions in light of the reorganization.

Component Designation as General or Restricted Funds

ASPAN National requests that each Component that engages in the reorganization process choose one of the following designations for its legacy funds:

1. Designate its legacy funds for general use by the new Region as a whole, or
2. Elect to designate a portion of its legacy funds as restricted for the benefit of Region members residing within the zip codes and/or states of the original component from which the legacy funds were derived, with the restricted amount to be determined only after the Region has identified and approved its startup funding requirements.

Each Component's decision regarding (1) or (2) above will be documented in the applicable Reorganization Agreement.

Use of Component Restricted Funds

If the Component determines it would like its legacy funds to be restricted to benefit Region members living within zip codes and/or states of the original Component, the ASPAN National requests that the legacy funds be designated for any of the following purposes:

- Conference and event registration fees
- Transportation and lodging expenses to attend conferences and events (regional or national), professional networking events (ASPAN-related), including local ASPAN member recruiting and engagement events
- Continuing education or grants
- Certification support and exam preparation

Proposed Use of Legacy Funds



Administration of Restricted Funds

Component restrictions shall be set forth in the Reorganization agreement between the Component and the Region that effectuates the transaction. Each Region holding component-restricted funds shall be responsible for ensuring that the funds are administered in accordance with the restrictions.

To support this responsibility, each Region may elect to have ASPAN National provide administrative services for such funds at an additional fee. The services will include a web-based application and review process for use of the funds, culminating in a recommendation to the Region. The Region Board leadership will have final approval of all legacy fund requests and shall remain responsible for managing disbursements in accordance with the Region's regular payment processes.

Sunset Provisions

The Region and Component should not permit the Component restriction to exist longer than 24 months, and the applicable Reorganization Agreement shall make clear that any Component-restricted legacy funds that are not utilized by the end of 24 months from the effective date of the Region's Reorganization Agreement shall revert to the Region's general operating funds to benefit the Region as a whole. This provision will allow each Region adequate time to utilize legacy-restricted funds in accordance with its established purpose and in support of mission priorities. At the same time, the provision will prevent stagnation in decision-making regarding the use of funds and provide a time limit to the ongoing administrative requirements of maintaining these funds.

Separate from any Component-restricted legacy fund, the Region Board of Directors, in its discretion, may also approve the establishment of a new restricted fund to benefit the Region as a whole and with a purpose similar to that of the original legacy fund, without a required sunset provision.



New ASPAN National Support Services



The following grid outlines the list of services that will be provided by ASPAN National to all Regions as benefits of affiliation, as well as optional services that may be provided for an additional fee.

Services Included with Affiliation	Optional Services (fee-based)
General Support Services	
<ul style="list-style-type: none"> • Short-term legal and consulting services to support the reorganization process • Regional staff liaison (1 FTE) • Other skill-based FTEs or contractors/consultants to support new services 	N/A
Governance	
<ul style="list-style-type: none"> • Sample mission, vision, core values • Best practice manual (board member, officer, committee roles and responsibilities, document retention etc.) • Board governance/fiduciary training (periodic webinars, written materials) • New board member onboarding materials • Sample bylaws, committee charters, board meeting packets (agenda, reports, etc.), board assessment materials, meeting minutes • Sample 990 policies (whistleblower, conflict of interest, document retention and destruction, etc.) • Sample board expectations, nominations process 	N/A

New ASPAN National Support Services



Services Included with Affiliation	Optional Services (fee-based)
Finance	
<ul style="list-style-type: none"> • Regional/national dues administration • Recommended budgeting process • Sample budget template • Backup signer on Regions' bank accounts 	<ul style="list-style-type: none"> • AP/AR (e.g., invoicing, administering electronic check payments from Region accounts) (for review/approval by bank signatory) • Reconciliation/month-end close • Cash flow and projections analysis/periodic • Restricted Legacy funds – administration of review process for board approval.
Compliance/Risk Management	
<ul style="list-style-type: none"> • List of required state and federal corporate, nonprofit, sales tax, and related filings (reviewed/updated every 3-5 years) • Guidance regarding state and federal tax filings, charitable solicitation filings, and annual reporting • Audit guidelines (e.g., auditor selection and periodic evaluation process, level of audit required based on annual budget) • List of recommended insurance coverages (e.g., general liability, D&O, special event liability, liquor liability) 	N/A

New ASPAN National Support Services



Services Included with Affiliation	Optional Services (fee-based)
Communications	
<ul style="list-style-type: none"> • Brand style guide (including naming conventions and use of logo or taglines) • Base Package communications support <ul style="list-style-type: none"> ◦ Content and calls to action (for social media, newsletters, website, etc.) ◦ Distribution and posting support (e.g., promotion of regional conferences, limited to 1 region-specific post per month, other benefits to be determined) • Website vendor sourcing, recommended architecture and features, and development of new webpage for National and for each Region (goal of redesigned National website paired with aligned subsites for each Region; target completion of mid- to late 2027) 	<ul style="list-style-type: none"> • Targeted blast emails • Management of social media • Flyer/brochure development & circulation
Technology	
<ul style="list-style-type: none"> • Cloud-based document retention system and protocols • Cloud-based AMS for membership and engagement tracking • Access to a Zoom account (separate for each Region) 	N/A

New ASPAN National Support Services



Services Included with Affiliation	Optional Services (fee-based)
Regional Programs/Service Delivery	
<ul style="list-style-type: none"> • Facilitation of Regional President’s Council <ul style="list-style-type: none"> ◦ National Board to adopt policy to create new body comprising Region Presidents, with an assigned National Board liaison ◦ Thought-partnership between regional presidents (e.g., programs, local engagement, member benefits) ◦ Networking and sharing of best practices ◦ Opportunities to make recommendations to the national board as a group • Regional/local conference planning (review of hotel and vendor contracts) 	<ul style="list-style-type: none"> • Conference registration/payment system • Program accreditation



National Fees



National Membership & Service Fee

Similar to the current fee structure, each member of ASPAN shall pay a National membership fee in addition to any membership fee charged by the member's respective Region. Each Region shall have the ability to set its own membership fee, with ASPAN National recommending a standard range to ensure consistency among the Regions. National will continue to remit payments owed to Regions on a monthly basis through ACH. No other service fees or charges will be charged unless the Region elects to receive Optional Services, per below.

Fees for Optional Services

Each Region shall have the option of having the National Association provide additional administrative services that may be developed and offered over time. The Region will be responsible for covering the cost of any such services from available revenue sources (e.g., Region membership dues, region-wide and local conferences, sponsorships, and the like). Fee amounts will be determined on a case-by-case basis based on the size, scope, or technology needs of a project.



Document Details & Glossary



As outlined in Section A. Reorganization Process & Timelines, the consolidation process entails several legal steps, including the creation of various documents as well as filings at the state and federal levels. The following is more detailed information about some of these documents: the National Association bylaws, the Reorganization Agreement that will be signed by each Component that consolidates into a Region, and the Affiliation Agreement that will be signed by each Region signifying they are part of ASPAN.

National Bylaws

As a step in the reorganization process, the Bylaws of the National Association will need to be amended to reflect changes required to activate the reorganization strategy. Examples of amendments include identification of the various Regions, changes to the composition of the Representative Assembly, and other governance changes such as term limits. These changes will also inform the content of the uniform Affiliation Agreement that will apply to each Region.

Region Bylaws Template

In discussions with Component leaders, a frequent request has been for greater uniformity and understanding of governance practices across the Regions. This is also an element of risk management for each Region (e.g., ensuring that bylaws include proper indemnification language for board members and officers). The National Association will provide a Region Bylaws template for use by all Regions, which can be modified to reflect any state-specific regulatory requirements and optional provisions (e.g., the Region's selection of term limits or committee structure).

Reorganization Agreement

For each Region, the relationship between the consolidated Components will be set forth in the Reorganization Agreement, covering agreed expectations between all parties for matters such as governance, finances, and operations before new Bylaws are drafted. Once a Component Board of Directors votes to consolidate, the Board representative(s) will sign the Reorganization Agreement to signify the Component's commitment to the reorganization.

Document Details & Glossary



ASPAN National will work with legal counsel to create the Reorganization Agreements for use by the reorganizing Components. The Reorganization Agreement terms will reflect agreed protocols (e.g., representation, timelines, responsibilities) that will apply to all Components that are undertaking the consolidation process as a condition to being an ASPAN affiliate, as well as issues specific to the particular Region. The following are examples of issues that may be covered in the Reorganization Agreement.

Governance

- **Interim Leadership** — how and when the initial Regional Board will be formed (e.g., representatives from each consolidating Component, transitional officers), and its responsibilities.
- **Board Composition** — agreement on size, officer roles, and representation balance until elections are held (some of which may be required as part of the Affiliation Agreement).
- **Election Timeline** — when the first formal regional elections will occur.
- **Decision-making Process** — how votes are weighted during the transition (e.g., equal per component vs. proportional to membership size).

Financial Management

- **Asset Transfers** (including Legacy Funds) — how and when existing reserves, bank accounts, and investments from each Component will be combined or earmarked.
- **Use of Legacy Funds** — how a Component’s legacy funds, if any, will be handled by the Region after asset transfer. (Note: based on focus groups and member surveys, there may be a national agreement that all legacy funds will be available for a specific list of uses, across all Regions, as set forth in Section E. Proposed Use of Legacy Funds, above).
- **Debt or Liabilities** — agreement on how outstanding obligations are handled.
- **New Funds** — how future revenue (e.g., membership dues, conference fees, sponsorships) will be collected and managed at the Region.
- **Budget Authority** — who approves the first Region budget and how financial oversight will be structured.

Document Details & Glossary



Records & Property

- **Records** — how membership lists, financial records, and governance documents will be transferred to the resulting Region.
- **Physical Assets** — how office equipment and supplies will be inventoried, transferred, and deployed.
- **Technology Systems** — agreement on consolidating websites, email lists, and cloud storage.

All physical assets (e.g., computers, printers, supplies) will become the property of the resulting Region into which the Component has combined, effective as of the date of the Region reorganization. The new Board for Region will be responsible for tracking and assigning use of such assets to benefit the organizational needs of the Region as a whole.

Membership & Representation

- **Membership Continuity** — assurance that all current members of combined Components automatically become members of the resulting Region.
- **Representation Balance** — interim guarantees that smaller Components will not be overshadowed in services and benefits while the consolidation is ongoing.
- **Dues Alignment** — agreement on how and when dues will be standardized across the new Region.

Legal & Compliance

- **Formal Vote to Consolidate** — process by which each Component Board of Directors will need to approve the consolidation by resolution.
- **Regulatory Filings** — agreement on the filing process to meet state and federal regulatory requirements to effectuate the consolidation.
- **Tax-exempt Status Continuity** — ensuring the resulting Region maintains nonprofit 501(c)(3) compliance throughout the consolidation process and thereafter.
- **Contract management** – e.g., notice requirements, renegotiation.
- **Insurance Coverage** — agreement on how liability, D&O insurance, and other coverages will be handled during the consolidation process.

Document Details & Glossary



Programming

- **Unified Mission Statement** — agreement that the resulting Region will adopt the National Association’s mission and values
- **Program Continuity** — how ongoing local programs/events will be integrated, continued, or phased out
- **Branding** — agreement on the resulting Region’s name, branding, and logo use, aligned with National protocols
- **Communications** — how members will be informed and how external stakeholders (e.g., hospital partners, sponsors) will be notified

Dispute Resolution & Termination

- **Conflict Resolution Process** — how disagreements among consolidating Components will be handled during the transition
- **Withdrawal** — whether and how a Component can back out before the consolidation is finalized
- **National Oversight** — role of the National Association in mediating disputes or enforcing compliance

Affiliation Agreement

Each Region will sign a uniform National Affiliation Agreement as a condition to becoming an affiliate of ASPAN. The Affiliation Agreement will include governance and operational standards to ensure consistency across Regions. This may include, for example, mandated bylaws language, board structures, financial reporting, branding, and compliance with National Association policies. The following are examples of the types of terms that may be included in the Affiliation Agreement.

Mission, Branding and Conduct

- Mission and vision must align with the National Association brand and language (preset language may be provided)
- Organizational name, branding, and logo use will align with national protocols

Document Details & Glossary



Governance

- Requirement of uniform Bylaws across Regions (except as required by law or subject to Region's election)
- Establishment of interim Region Board of Directors (1st Board during the consolidation process)
- Board composition (e.g., no less than 7 or more than 15 board members)
- Board term limits (e.g., choice of 3, 2-year terms or 2, 3-year terms; 1 year off)
- Board member removal provisions
- Nominations and election process
- Quorum for various types of decisions (e.g., majority, 2/3)
- Officers/titles/roles (subject to state-specific requirements)
- Officer rotation across geography
- Officer term limits; officer removal provisions
- Standing/ad hoc committees
- Conflict of interest rules
- Indemnification and insurance requirements
- Bylaws, Articles of Incorporation, and Articles of Amendment must be filed with the National Association

Programming & Operations

- Each Region will retain control over regional and local programming
- Adoption of national code of conduct to govern board and member behaviors; national standards on ethics, nondiscrimination, harassment, etc.
- Requirement of Commercial Registered Agent for each Region, to use as a physical address for all filings, banking, and legal matters
- Requirement that each Region use a national bank w/physical branches, and provide list of signatories to National Association (updated annually)
- Legacy Funds (uniform use; see above)

Renewals, Termination, Discipline

- Affiliation renewal period (every 3 years or when amended, if sooner)
- Authority to revoke affiliation if standards are not met

Component Opt-Out



The Board of Directors for each Component will be responsible for deciding whether or not to consolidate with other Components to form the newly designated Region. The following provides a summary of the implications of a Component deciding to opt out of the consolidation opportunity.

Legal & Tax Status

- Retains status as a separate legal entity, current EIN, and tax designation
- Manages tax reporting, filings, audits, and other compliance matters without National Association support

Governance & Operations

- Determines mission without reference to National Association affiliation requirements
- Determines and manages governance processes, bylaws, and policies independently
- Oversees assets and liabilities independently
- Manages risk independently

Programming & Membership

- Determines/delivers programs and member benefits in fulfillment of its mission, without support from or collaboration with the National Association or the Region
- Engages and tracks members independently
- Collect dues directly from members, independent of ASPAN national or regional resources

Note: individuals that are members of the non-consolidating Component or live within the geographic region of the non-consolidating Component may elect to remain members of the Component (or join the Component in the future), and/or may elect to join the National Association and the Region, at their discretion

Individuals that join the National Association and the Region will receive the same benefits (including the opportunity to participate in National Association governance and committees) as any other ASPAN member, regardless of whether they remain a member of the independent, non-consolidating Component

Component Opt-Out



Affiliation Status

- Non-consolidating Component will no longer be an affiliate of ASPAN as of the effective date of the Region's consolidation; will no longer be eligible to assign representatives to the national Representative Assembly
- No membership dues will be owed to the National Association or the Region by the non-consolidating Component
- No funding or services will be provided by the National Association or Region to the non-consolidating Component
- Members of the non-consolidating Component that choose not to join ASPAN will not participate in the services or benefits provided to ASPAN members
- Non-consolidating Component will be independently responsible for its own branding, naming, and communications; will not be able to use ASPAN branding or naming that might suggest affiliation

Overlapping Territories (ASPAN Region, Opt-out Component)

The following illustration depicts a fictional Region comprising the geographic territory of 4 original Components. Component #3 has opted out of the reorganization process and thus remains a separate, independent entity. The resulting Region covers the entire geography of the 4 original Components. The National Association and the Region will continue to serve the members across the entire geography of the Region and provide opportunities for representation across the Region. The new Region and the non-consolidating Component #3 will cover overlapping territory. The non-consolidating Component #3 will not be part of the National Association or the Region. It will remain an independent nonprofit responsible for its own mission, operations, and service delivery.

Sample ASPAN Region with Opt-out Component

