

**BYLAWS**

**OF**

**NDANA**

*North Dakota Association*

*of*

*Nurse Anesthetists*

# **Bylaws of the North Dakota Association of Nurse Anesthetists**

## **Article I**

### **Name**

This organization shall be known as the North Dakota Association of Nurse Anesthetists, Incorporated.

## **Article II**

### **Objectives**

**A.** To promote the best interests of its members, to take an active role in matters that affect the ~~membership, cooperate~~ *membership, and to cooperate* with the American Association of Nurse Anesthetists (AANA) and the medical profession, hospitals and other agencies interested in anesthesia.

**B.** To accept as ~~membership~~ *members* individuals, partnerships or corporations that meet the requirements of membership (CRNA).

**C.** To advance the science and ~~art-anesthesia~~ *art of anesthesia* and to continue this association's ~~outline~~ *outlined* program for continuing education, working toward recognition of this association's continuing education program with the appropriate agency

## **Article III**

### **Membership**

#### **Section 1. Membership**

Membership in this association and procedures with respect to admission, maintenance of membership, classes of membership, qualifications thereof, and the privileges thereof shall be such as are stipulated in the Bylaws of the American Association of Nurse Anesthetists.

## **Section 2. Conduct of Members**

**A.** If the conduct of any member is in willful violation of the Bylaws of this Association, or prejudicial to the interest of this Association, the Board of Trustees may, by vote of two-thirds (2/3) of the entire Board, expel such member.

**B.** Before action is taken, a written copy of the charges must be presented to the Board of Trustees of the American Association of Nurse Anesthetists for consideration and counsel. ~~If~~ ~~after consultation~~ *If, after consultation* with the American Association of Nurse Anesthetists' Board of Trustees, the State Board of Trustees still elects to prefer charges, a written copy of charges must be served upon the member and an opportunity given that member to be heard before the Board of Trustees.

**C.** A recommendation for the suspension or expulsion of a member shall also be made to the Board of Trustees of the American Association of Nurse Anesthetists. A motion to reconsider the suspension or expulsion of a member from this association may be made at a regular meeting of the Board of Trustees.

## **Article IV**

### **Recognitions**

#### **Section 1. Honors**

Upon the written recommendation of a member, honors may be given to individuals upon the majority vote of the Board of Trustees.

#### **Section 2. Honorary Memberships**

State honorary membership may be conferred on an individual by the voting body upon recommendation of the Board of Trustees.

#### **Section 3. Contributors**

**A.** Contributors of one hundred dollars (\$100.00) or more shall be known as Benefactors.

**B.** Contributors of less than one hundred dollars (\$100.00) shall be known as Donors.

**C.** The names of such ~~Contributors~~ *contributors* shall be place in the permanent records of this Association.

# **Article V**

## **Government**

### **Section 1. Officers**

#### **A. COMPOSITION**

The government of this Association shall be vested in a Board of eight (8) members, consisting of the President, President-Elect, Secretary, Treasurer, and four (4) Trustees.

#### **B. TERMS OF OFFICE**

1. The President shall assume the office of Presidency after serving as President-Elect and shall serve for a term of one (1) year.
2. The President-Elect shall be elected every year at the annual meeting for a term of one (1) year.
3. The secretary shall be elected on even numbered years at the annual meeting for a term of two (2) years and shall be eligible for reelection.
4. The Treasurer shall be elected on even numbered years at the annual meeting for a term of two (2) years and shall be eligible for reelection.
5. The regular term of office shall begin immediately following the annual meeting of this Association.

#### **C. ELIGIBILITY OF OFFICE**

1. The candidate for the office of President-Elect must have previous Board experience. To be eligible to hold a Board Office, the individual must be a member in good standing of the NDANA.
2. No officer or member of the Board of Trustees of the American Association of Nurse Anesthetists may hold office in this Association. In the event that an officer or member of the Board of Trustees accepts an office in the National Association, office in the North Dakota Association of Nurse Anesthetists automatically expires.

#### **D. DUTIES OF OFFICERS**

1. The President shall:
  - a. Preside at meetings of this Association and of the Board of Trustees.

- b. Appoint special committees subject to the approval of the Board of Trustees.
- c. Be a member (ex-officio) of all committees, except the nominating committee.
- d. Prepare for each annual meeting of the North Dakota Association of Nurse Anesthetists a report of the work of the year.
- e. Approve bills for payment before payment is made by the Treasurer.
- f. ~~Shall represent~~ *Represent* this Association at all official functions and at the AANA annual meeting.
- g. Appoint tellers and registrars prior to voting.
- h. Keep the President-Elect informed of Association affairs.
- i. ~~With the exception of the Nominating Committee, appoint all committee chairs.~~ *Appoint all committee chairs, with the exception of the Nominating Committee.*

2. The President-Elect shall:

- a. Assume the duties of the President after one (1) year (or in the event of the latter's inability to serve).
- b. Be responsible for the preparation of an annual history of this Association.
- c. Be responsible for the important records of this Association.
- d. Be Co-chair of the state Government Relations Committee.

3. The Secretary shall:

- a. Keep the minutes of the meetings of this Association and the Board of Trustees.
- b. Notify officers of their election and committee chairs of their appointments.
- c. Notify members of meetings.
- d. Notify members of the Board of Trustees of meetings of the Board.
- e. Send to the Executive Director of the American Association of Nurse Anesthetists the names and addresses of the officers and trustees after their election, names of committee members after their appointment, and reports of meetings (or other activities).
- f. Send copies of important correspondence and information regarding matters of general business of this Association to the President.

- g. Keep an alphabetical list of members and their addresses.
- h. Give a written report at the annual meeting and/or upon the request of the President to the Board of Trustees.
- i. Send copies of this Association's Bylaws to new members.

3. 4. The Treasurer shall:

- a. File federal income tax for a tax-exempt corporation ~~and is~~ and be authorized to sign the necessary Internal Revenue forms for this Association.
- b. Receive moneys of this Association, pay debts, and disburse funds as directed by the Board of Trustees.
- c. Act as liaison for depositing funds predesignated by the Board of Trustees.
- d. Give a written report of Treasurer's statement at the annual meeting ~~and/or request~~ *and/or at the request* of the President to the Board of Trustees.
- e. Orientate the incoming Treasurer to the duties of the office for a period of six (6) months.

**E. ADDITIONAL DUTIES**

In addition to the foregoing specific duties, the duties of the officers shall be such as their titles, by general usage would indicate, and such as may be assigned to them by the Board of Trustees.

**F. ASSOCIATION PROPERTY**

Each officer shall deliver any Association property and records to successor or to the President within one (1) month after the annual meeting.

**Section 2. Board of Trustees**

**A. TERMS OF OFFICE**

- 1. Trustees shall be elected at the annual meeting for a two (2) year term of office.
- 2. Two (2) Trustees shall be elected annually.

**B. MEETINGS**

- 1. The Board of Trustees shall meet immediately preceding and immediately following the annual meeting of this Association.

2. Meetings of the Board of Trustees may be called by the President at such times as the business of this Association may require, or upon written request of a quorum of the Board of Trustees filed with an officer of this Association.

### **C. DUTIES**

1. Control and management of funds and property of this Association.
2. ~~Selection of place~~ *Select a place* for deposit of funds.
3. Provide for auditing of the books before the annual meeting, or at such times as the Board of Trustees may deem advisable. Books must be audited before turning them over to a successor.
4. Prescribe the amount of expenses that shall be allowed for speakers at annual ~~an~~ *and* regular meetings and amounts to be allowed toward defraying expenses of representatives to the annual meeting of the American Association of Nurse Anesthetists or to other meetings.
5. Conduct the general business of this Association and further conduct Association business between meetings by mail or other means of communication.
6. Fill all officer and Trustee vacancies to serve the duration of the term.

## **Article VI**

### **Committees and Appointments**

#### **Section 1. Standing Committees**

1. Public Relations Committee
2. Government Relations Committee
3. Chemical Dependency Committee
4. Nominating Committee
5. Bylaws Committee

#### **Section 2. ~~How Appointed~~ *Appointment***

**A.** Except for the ~~nominating committee~~ *Nominating Committee*, the President shall appoint all committee chairs.

- B.** Except for the Nominating Committee, each committee chair will appoint his or her own committee members. Each committee shall be composed of not less than three (3) members.
- C.** Special committees may also be appointed by the President, subject to the approval of the Board of Trustees.

### **Section 3. Term of Office**

Except for the Nominating Committee, members appointed to committees shall serve for two (2) years or until their successors are appointed.

### **Section 4. Duties**

- A.** The chair of committees shall:
  1. Be responsible to the Board of Trustees.
  2. Select their committee members.
  3. Prepare an annual ~~report and upon request~~ *report and, upon request*, a report to the Board of Trustees.
  4. Be responsible for carrying out the duties as assigned.
  5. Turn over all records and correspondences to the President within thirty (30) days after completion of the term of appointment.
- B.** The members of a committee shall:
  1. Cooperate with the chair in carrying out the duties as assigned.

### **Section 5. Specific Duties**

- A.** BYLAWS
  1. This committee shall receive proposed amendments and present them to the Board of Trustees and to the members for consideration and approval.
  2. Amendments to the Bylaws must be published and distributed to NDANA members at least one (1) month prior to the annual meeting. This may be done in the Vital Signs.
  3. Voting for amendments to the Bylaws will take place at the NDANA annual meeting and will be pursuant to a two-thirds (2/3) majority of those present.
  4. This committee must submit the Bylaws to AANA annually.



## **B. EDUCATION**

1. This committee shall assist in the development of educational standards and consistently endeavor to further the educational program of this association and that of the American Association of Nurse Anesthetists.
2. The chair of this committee shall be known as Continuing Educational Coordinator of this Association.
3. Maintain records of C.E. units for state membership as received from AANA Continuing Educational Committee.
4. The chair of this committee shall:
  - a. Designate Program Planners for the NDANA regular and annual meetings.
  - b. Provide AANA Program Standards and Guidelines.

## **C. GOVERNMENT RELATIONS**

1. This committee shall work with and under the direction of the Board of Trustees and the National Government Relations committee in matters relating to the best interests of the association members.
2. ~~Chair~~ *Chairs* of this committee shall be the President-Elect and the Immediate Past President, and at least one of the chairs is encouraged to be a member of the North Dakota Nurses Association.

## **D. NOMINATING**

1. The nominating committee shall be composed of three (3) active members, of which the chair shall be the Immediate Past President of NDANA. Two (2) members of the committee shall be elected each year at the annual meeting. The chair shall fill any vacancies. All appointments must be ratified by a majority of the Board.
2. In even numbered years and not less than sixty (60) days prior to the annual meeting, the nominating committee shall prepare and present to the Board of Trustees a ballot with the nominations for the following officers and trustees: President-Elect, Secretary, Treasurer, two (2) members of the nominating committee, and two (2) Trustees.
3. During odd numbered years and not less than sixty (60) days prior to the annual meeting, the nominating committee shall prepare and present to the Board of Trustees a ballot with nominations for the following officers and trustees: President-Elect, two (2) members of the nominating committee, and two (2) members of the Board of Trustees.
4. The nominating committee shall provide for mailing a ballot to each active member not less than three (3) weeks prior to the annual meeting.

## **E. PUBLIC RELATIONS**

### 1. Membership

- a. This committee shall have charge of the official bulletin of this Association: VITAL SIGNS.
- b. It shall designate one (1) of its members to serve as editor of the bulletin.
- c. It shall be the duty of the editor to give extra copies to the Secretary for the permanent records of this organization.
- d. It shall send a copy to the Executive Director of the American Association of Nurse Anesthetists.
- e. This committee shall be responsible for recruitment and retention of nurse anesthetists not currently members of this Association.

### 2. Community

- a. This committee shall provide education to the general public and media in relation to NDANA affairs under the direction of the Board of Directors.
- b. It shall function as an intermediary to the general public and media in relation to NDANA affairs under the direction of the Board of Directors.

## **F. CHEMICAL DEPENDENCE**

1. This committee shall provide information to all NDANA members regarding substance abuse and dependency in Nurse Anesthetists.
2. This committee shall be an avenue for assistance to those nurse anesthetists identified as chemically dependent to become independent.

## **G. VACANCIES**

1. In the event of vacancies occurring among committee chairs, the President shall appoint a chair to fill such vacancies.
2. In the event that a member of a committee fails to carry out the assignment, the Board of Trustees may revoke the appointment of a committee member.

### **Section 6. Other Appointed NDANA Positions**

## **A. FEDERAL POLITICAL DIRECTOR (FPD)**

1. The President of the NDANA shall appoint a Federal Political Director.

2. The FPD shall serve as the NDANA liaison between the North Dakota Congressional Delegation, AANA, and NDANA and report directly to the President of NDANA.

## **Article VII**

### **Meetings, Quorums, Voting**

#### **Section 1. Meetings**

- A.** There shall be two (2) meetings of this Association each year.
  - 1. The spring meeting shall be known as the regular meeting.
  - 2. The fall meeting shall be known as the annual meeting.
- B.** The dates and places of these meetings shall be set by the Board of Trustees.
- C.** Special meetings may be held upon request of the Board of Trustees or upon a written request of a quorum of active members filed with any officer of this Association.

#### **Section 2. Quorums**

- A.** Twenty-five percent (25%) of the active members shall constitute a quorum at the annual meeting.
- B.** Twenty-five percent (25%) of the active members shall constitute a quorum at any regular meeting.
- C.** Twenty-five percent (25%) of the active members shall constitute a quorum at any special meeting.

#### **Section 3. Voting**

- A.** WHO MAY VOTE
  - 1. Only active members shall be eligible to vote in elections and other NDANA matters.
- B.** NOMINATIONS
  - 1. Only active members shall be eligible for nomination.
  - 2. Consent of a candidate must be obtained before a name may be placed on a ballot.

3. Additional nominations may be made from the floor at an annual meeting before nominations are declared closed.

**C. METHOD OF VOTING**

1. A registrar and two (2) assistants shall be appointed by the President and shall certify credentials before issuing ballots to voting members.

2. Three (3) tellers shall be appointed by the President and shall be responsible for the election process and making an official report to the members. The tellers shall also be responsible for counting election ballots and other votes on any business transacted.

3. Matters submitted for vote to the voting body shall be determined by the majority unless otherwise specified.

4. Election of the Officers and the Board of Trustees shall be by ballot.

5. A vote may be cast for a person not on a ballot by writing in the name.

6. A plurality vote shall elect a member to the Board of Trustees.

**D. MAILED BALLOT**

1. The election of officers and trustees may be held by mailed vote if so determined by the Board of Trustees.

2. If the voting is by mail, ballots shall be mailed to members qualified to vote three (3) weeks prior to the annual meeting, said ballots to be marked and returned not later than one (1) week prior to the annual meeting.

3. The methods of conducting the mailed ballot shall be determined by the Board of Trustees.

4. Names may be written in on a mailed ballot if a written consent of a candidate has been given.

5. In the event of a tie vote by mailed ballot, the tie may be broken by a written ballot at the annual meeting.

**Article VIII**

**Finance**

**Section 1. Dues**

Payment of dues for membership in the North Dakota Association of Nurse Anesthetists shall be the same as those indicated in the Bylaws of the American Association of Nurse Anesthetists

## **Section 2. Fiscal Year**

## **Article IX**

### **Official Publication**

#### **Section 1. Name: Vital Signs**

The bulletin, VITAL SIGNS, shall be issued semi-annually.

#### **Section 2. Purpose**

The purpose of this bulletin is to keep the members informed of the activities of the Association and stimulate interest in the Association.

## **Article X**

### **Parliamentary Authority**

Robert's Rules of Order Revised shall be the authority for this Association unless otherwise specified in the Bylaws.

## **Article XI**

This Association shall be known as a nonprofit corporation as registered on Certificate #4189400 of Articles of Incorporation under Chapter 10-24 of the North Dakota Century Code.

## **Article XII**

These Bylaws may be amended at an annual meeting of this Association by a two-thirds (2/3) majority of those present and voting, provided notice of the proposed amendment has been appended to the call for the meeting and mailed at least thirty (30) days prior to the date thereof.