

Alaska Association of Nurse Anesthetists
(An Alaska Non-Profit Corporation)
Bylaws of the Organization

ALASKA ASSOCIATION OF NURSE ANESTHETISTS

(AN ALASKA NON-PROFIT CORPORATION)

*Bylaws
Of the
Organization*

(Amended September 2016)

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ARTICLE I: NAME

The name of this Organization shall be the Alaska Association of Nurse Anesthetists, Incorporated herein referred to as the Organization (or as AKANA). Our Headquarters Office is located at c/o Alaska Nurses Association – 3701 E. Tudor Road., Suite 208 – Anchorage, AK 99507.

ARTICLE II: OBJECTIVES

The objective of this Association shall be to promote the best interests of its members; to cooperate with the American Association of Nurse Anesthetists (AANA); to facilitate cooperation between nurse anesthetists and the medical profession, hospitals, the public and other agencies interested in anesthesia; to advise its members on labor matters relating to employment when requested; and in general, to advance the science and art of anesthesia.

ARTICLE III: MEMBERS

Section 1: Membership. Classes of membership, applications, privileges, qualifications and dues shall be stipulated in the Bylaws of the American Association of Nurse Anesthetists (AANA).

Section 2: Professional Conduct and Discipline. Professional conduct and discipline shall be as prescribed in the AANA Bylaws.

Section 3: Voluntary Supplemental Assessment. If conduct of any member shall appear to be in willful violation of Bylaws of this Organization or the Bylaws of the AANA. The Board of Directors, by a two-thirds vote, may authorize a voluntary supplemental assessment of the members, suspend or expel such member according to the procedure set forth in the AANA Bylaws. A copy of these Bylaws and the AANA Bylaws shall be provided to any member on request.

Section 4. Honors and Recognition. Honors may be given to members upon the recommendation of the Board of Directors and upon a majority vote of the members at a business meeting by presentation of awards or other honors. Recognition of contributors will be delineated as the following: Contributors of \$100.00 or more shall be known as Benefactors. Contributors of \$100.00 or less shall be known as Donors. Names of all Benefactors and Donors shall be maintained in the permanent records of this Association.

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ARTICLE IV: OFFICERS/GOVERNMENT

Section 1. Officers. The government of this Association shall be vested in a Board of Directors consisting of two Directors and the following officers: President, President-Elect, Secretary, Treasurer. These officer shall perform the duties prescribed by these Bylaws, by the parliamentary authority adopted by the Organization, and by the Board of Directors.

- a.) Prior to annual meeting the members shall elect, by mail or electronic ballot, the following officers: President-Elect, Secretary, Treasurer, and two Directors, who shall serve the term specified for his or her office in these Bylaws beginning September 1st following such meeting. The office of the President shall automatically be filled by the former President-Elect on September 1st following such meeting. The election results shall be announced at the annual meeting.

- b.) The President shall automatically become such as the end of his/her term as President-Elect. The President shall serve one year. The President shall:
 - i. Preside at meetings of this Association and of the Board of Directors.
 - ii. Appoint Standing/Special Committee, subject to approval of the Board of directors, except the Nominating and Consultants Committees which shall be elected as provided below.
 - iii. Be a member ex-officio of all Committees, except Nominating Committee.
 - iv. Prepare and read at each Annual meeting a report on the work carried out since the previous meeting.
 - v. Prepare and reads at each Annual meeting a report on the work of the year.
 - vi. Keep President-Elect informed of Association Affairs.
 - vii. Appoint tellers prior to the Annual meeting and/or utilization of electronic ballot voting measures.
 - viii. Appoint a new continuing Education Director for each term of three years when it falls in his/her term of office.
 - ix. Upon leaving the Office of Presidency will represent/serve AKANA for a period of one year on the Advanced Practice Registered Nurse(APRN) Alliance Committee.

- c.) The President-Elect shall begin their term on September 1st and shall conclude upon her/his ascendance on September 1st, one year hence, to the office of President. The President-Elect shall:
 - i. Assume the duties of the President in the event the President is unable to serve.
 - ii. Represent this Association at the AANA Mid Year Assembly or appoint a representative from the Board of Directors.

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- iii. Assume Federal Political Director Role and coordinate meetings AANA Government Relations Chair and with Congress and Senators offices in Washington D. C. in preparation for Mid Year Assembly.

- d.) The Secretary shall serve for a term of two consecutive years. The Secretary shall be eligible for re-election but shall not serve more than two consecutive terms. The Secretary shall:
 - i. Prepare the minutes of all meetings of this Association and the board of Directors.
 - ii. Present a written report at the Annual meeting and any other meetings held during the year and/or upon request to the Board of Directors.
 - iii. Send copies of important correspondence and information regarding matters of general business of this Association to the President.
 - iv. Maintain correspondence of pertinent documents on AKANA website for access to all members.
 - v. Notify officers of their election and members to their appointment to committees.
 - vi. Keep a current alphabetical list of members and their addresses and contact information.
 - vii. Send a copy of this Association Bylaws to new members together with a letter of welcome via mail and/or email.
 - viii. Send the following to the Executive Director of the AANA: the names, addresses and contact information of the Officers and Directors after their election, the names of Committee Members after their appointment; and reports of meetings and other activities; and shall respond to other requests for information from the AANA.
 - ix. Send an updated copy of the Association Bylaws to the Executive Office of the AANA whenever an addition, deletion or change is made requiring a new printing.
 - x. Oversees and coordinates, updates, assists the editor in maintaining the AKANA website in conjunction with the President and Board of Directors.
 - xi. Coordinates containing education meetings with the appointed Program Chair.

- e.) The Treasure shall serve for a term of two consecutive years. The Treasure shall be eligible for re-election but shall not serve more than two consecutive terms. The Treasurer shall:
 - i. Present a written finance report at each Board meeting, at the Annual Meeting, and upon request by the Board of Directors.
 - ii. Receive, deposit and disburse funds of this Association as directed by the Board of Directors and record or provide for the recording of all

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transactions using an accounting system approved by the finance Committee.

- iii. Research options for investing fund balances and make investments at the direction of the Board of Directors.
 - iv. Serve as an advisor on the Finance Committee for at least one year after leaving office.
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- f.) Additional duties of each officer shall be such as their titles, by general usage, would indicate and as may be assigned by the Board of Directors.
 - g.) Each officer shall deliver any Association property and records to a successor or to the President by September 1st, following the election of officers.
 - h.) Any Officer or Director of this Association may be removed from office at any time for conduct not in the best interest of this Association. Whenever such removal is contemplated, The Board of Directors shall notify the officer or Director in writing of the reasons for the proposed action and of the time and place of meeting of the members at which removal is to be considered. Such notice shall be delivered at least ten days prior to such meeting. At the same meeting, the officer or Director shall be entitled to respond to the stated reason and to be heard in his/her defense prior to the vote. Removal shall be by affirmative vote of a majority of the members present and voting. Removal of an Officer or Director in this manner shall be ratified by the affirmative vote of a majority of the members present and voting on such removal at the next general membership meeting.

Section 2. Duties and Responsibilities. The Board of Directors will:

- a.) Conduct the general business of this Association.
- b.) Conduct business between meetings by e-mail or other means of communication.
- c.) Control and manage funds and property of this Association.
- d.) Fill vacancies of the Board of Directors, with the exception of the office of President; the member so elected shall serve until the next election. In the event of a vacancy in the office of the President, the President-Elect will assume the office of the President. The new President and the Board of Directors shall elect a new President-elect. In the event of vacancies occurring in committees, the President, subject to approval of the Board of Directors, shall appoint members to fill such vacancies. In the event that a member of a committee fails to carry out the assignment, the Board of Directors shall request the resignation of the member and select a replacement.
- e.) Provide an annual report to the membership, including financial statements prepared in accordance with generally accepted accounting principles.

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- f.) Selection of a place for deposit of Association funds.
- g.) Prescribe the amounts to allowed toward defraying expenses of a representative(s) to the AANA annual convention or to other meetings.
- h.) Directors shall be elected at the annual meeting for a two-year term of office.
- i.) Any vacancy in the Board of Directors and any directorship to be filled by reason of any increase in the number of the Directors shall be filled by appointment of the Board of Directors.
- j.) A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of such a quorum shall be deemed the act of the Board of Directors.
- k.) The Board of Directors shall meet immediately before and after the annual meeting of this Association.
- l.) Special meetings of the Board of Directors may be called at any time by the President or upon written request of a majority of the Directors. Written notice of any special meeting setting forth the time and place shall be emailed to each Director at least ten days before the meeting. A Director may waive such notice, and attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Neither the business to be transacted at, nor the purpose of the any special meeting of the Directors need be specified in the notice or waiver of notice of the meeting.
- m.) No Officer or Director of AKANA may simultaneously be an Officer or Director of the AANA.

ARTICLE V: COMMITTEES

Section 1. Standing Committees: Each committee is to be composed of ideally not less than three members. The Standing Committees are as follows:

- a.) Bylaws (current President -Elect)
- b.) Finance
- c.) Government Relations (Federal Political Director)
- d.) Continuing Education
- e.) Nominating
- f.) Public Relations/Communications
- g.) Publications
- h.) Consultants
- i.) Economic/General Welfare/Substance Abuse
- j.) Practice

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Section 2. Committee Appointments:

- a.) The President, subject to approval of the Board of Directors, shall appoint the Standing Committees with the exception of the Nominating and Consultant Committee.
- b.) The Nominating Committee shall be elected by mail ballot vote and/or electronic ballot by the current active members.
- c.) Special ad hoc Committees may also be appointed by the President subject to approval of the Board of Directors.

Section 3. Term of Office:

- a.) Members of Committees shall serve one year or until successors are appointed or elected.

Section 4. Specific Committee Duties:

- a.) BYLAWS:
 - i. Receives proposed amendments in writing, signed by the proposed and presents them to the Board of Directors and to the members for **consideration.**
- b.) FINANCE:
 - i. Composed of the Treasurer as Chair and at least two active members, one of whom will be the outgoing Treasurer, who will serve for a minimum of one year after leaving office.
 - ii. Preparation of the annual budget and submission of the budget to the Board of Directors for approval.
 - iii. Review and analyze the accounting records of the Association at least annually prior to the installation of new officers, or at the request of the Board of Directors. Additionally, will meet quarterly and yearly with a CPA.
 - iv. Provide for an audit or review of its financial statement by an independent Certified Public Accountant yearly.
- c.) GOVERNMENT RELATIONS:
 - i. Representative sample group of geographical/clinical practice settings throughout state.
 - ii. Works under the direction of the Board of Directors and The AANA Government Relations Committee on issues related to pending

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legislation regarding the administration of anesthetics by Certified Registered Nurse Anesthetists.

- iii. Facilitates communications to foster efficient cooperation with the Alaska State Society of Anesthesiologists, Alaska State Nurse Association and other healthcare and nursing organization on matters of mutual interest by organizing joint meeting.
- iv. Maintain relationship with contracted lobbyist to monitor upcoming or pending legislation in Alaska and to provide guidance on strategies. Contracts for lobbying will be funded as Association Support, will be reviewed annually by the Committee Chair and forwarded to the Board of Directors for approval. The Committee Chair will oversee the Lobbyist's activities and will report to the Board at a minimum annually.

d.) NOMINATING:

- i. Composed of three active members elected by official mail ballot and announced at the Annual Meeting to take place after 1 September. The Committee Chairperson shall be selected by the Committee from its membership.
- ii. Prior to the Annual meeting prepares and presents to the Board of Directors a list of nominees for the office of Secretary, Treasurer, President-Elect and Directors.
- iii. Arranges for electronic ballot with offices and/or mail ballot to be sent to each active member not less than 4 weeks prior to the Annual Meeting with a return envelope addressed to the chief teller.

e.) CONTINUING EDUCATION:

- i. Composed of ideally three members with the Chairperson being appointed for a three-year term by the President.
- ii. Assists in the development of educational standards to support the educational programs of this Association and that of the AANA.
- iii. The Chairperson coordinates compliance with the AANA mandatory continuing education requirements and oversees the activities of program chairpersons to ensure that programs meet requirements.

f.) ECONOMIC AND GENERAL WELFARE/SUBSTANCE ABUSE:

- i. This Committee will study issues concerning the economic and general welfare of this Associations' members and formulate recommendations for the consideration of the Board of Directors. See "Peer Wellness Representative" for resources.

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g.) PUBLIC RELATIONS:

- i. This Committee will be responsible for promoting good relations between Certified Registered Nurse Anesthetists and the community by disseminating pertinent information through all available channels.
 1. The Chair of the Committee will be responsible to the President and the Board of Directors in all public relations matters pertaining to AKANA members.
 2. Develops and implements public relations activities either individually or in a group process that meets the needs of the public in each sector. Sectors will be determined by the Board of Directors. Examples include but are not limited to the following:
 - a. News media
 - b. Career fairs
 - c. Distribution of pamphlets
 - d. Lectures at local colleges and high schools
 - e. Social media
 3. Co-Chairs will provide the chair a report of activities in their respective sectors prior to Annual meeting.

h.) PUBLICATIONS COMMITTEE:

- i. Responsible for publication and distribution of an official electronic AKANA Newsletter, to be emailed out to the membership twice a year or available when posted to AKANA website.
- ii. The editor of the AKANA Newsletter, who is appointed by the Board of Directors, will be the Chairman of the Publications Committee.
- iii. At the decree of the Board of Directors, and in conjunction with the Bylaws Committee, printing and distribution of updates of Bylaws will be done when necessary.
- iv. Production, printing and distribution of any other material, such as meeting notifications, pamphlets, brochures or Newsletters will be at the decree of the Board of Directors.

Section 5. Limit of Authority:

- a.) No Committee shall have or exercise the authority of the Board of Directors in the management of this Association.

Section 6. Vacancies:

- a.) In the event of vacancies in Committees, the President, subject to approval of the Board of Directors, will appoint members to fill such vacancies.

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- b.) In the event that member of a Committee fails to carry out an assignment, the Board of Directors may remove the Committee member and select a replacement.

ARTICLE VI: MEETINGS AND VOTING:

Section 1. Meetings:

- a.) The Annual Meeting will usually be held in the spring of each year.
- b.) Date, time and location of meetings will be set by the President and Board of Directors at the recommendation of the Education Program Chairperson.
- c.) Special meetings may be held at the request of the Board of Directors or upon a written request of 20% of active current AKANA members, filed with any Officer of this Association.
- d.) Dates of regular meetings of this Association shall be set by and may be changed by the Board of Directors.

Section 2. Voting:

- a.) Who may vote:
 - i. Only active members shall participate in elections of Officers and Directors, and Nominating Committee and in other voting matters.
- b.) Nominations:
 - i. Only active members shall be eligible to be nominated for election.
 - ii. Written consent of each candidate must be obtained before his/her name can be placed on the ballot.
- c.) Method of Voting:
 - i. Two tellers shall be appointed by the President and shall be responsible for counting the electronically transmitted or mailed ballots and making an official report to the members. Tellers will also be responsible for counting other votes on any business transaction.
 - ii. Matters submitted for vote to the voting body shall be determined by the present majority unless otherwise specified in these Bylaws.
 - iii. Election of Officers, Directors, and Nomination Committee shall be by electronic transmission or mailed ballot.
 - iv. A vote may be cast for a person not on the ballot by writing in the name, if a written consent of the candidate has been given.
 - v. The ballots shall be electronically transmitted or mailed to active members qualified to vote four weeks prior to the Annual meeting. The ballots shall be marked and returned to the Chief Teller, time-stamped no later than 5pm the day prior to the Annual Meeting.

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- vi. A plurality vote shall elect. In the event of a tie vote by electronic ballot, the tie may be broken by a written vote at the Annual Meeting.
- vii. There will be no proxy voting.

d.) Voting cycle for Elected Positions:

- i. The Office of President will automatically be filled by the President-Elect.
- ii. President-Elect – every year.
- iii. Secretary – every other year.
- iv. Treasurer – every other year.
- v. Directors – every other year. (2)
- vi. Nomination Committee Members - every other year. (3)

ARTICLE VII: FINANCE:

Section 1. Dues:

- a.) Membership dues and the payment thereof for this Association will be determined by the Bylaws of the AANA.

Section 2. Fiscal year:

- a.) The fiscal year of the Association begins 1 September of each year.

ARTICLE VII: GENERAL PROVISIONS:

Section 1. Legal integrity of the Association:

- a.) The Association will be a non-profit organization incorporated under the laws of the State of Alaska and with tax-exempt status under section 501 c (6) of the Internal Revenue Service Code of 1986. All funds, property and assets of whatever kind or description, or wherever located, presently owned or hereafter acquired by the Association are, and shall remain, the sole and separate property of the Association and will be held in trust the membership thereof.

ARTICLE VIII: PARLIMENTARY AUTHORITY:

Section 1. Parlimentary Authority:

- a.) In the absence of a provision in these Bylaws, all meetings of this Association, the Board of Directors and Committees shall be governed by “Roberts Rules of Order”, newly revised version see AANA.

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ARTICLE IX: AMENDMENTS:

Section 1. Amendments:

- a.) These Bylaws may be amended at any Annual Meeting of this Association by a two-thirds majority of those present and voting, provided notice of the proposed amendment has been submitted to members in writing at least thirty days prior to the date of the meeting by the Bylaws Committee or Board of Directors. The Bylaws should be reviewed every 2 years by the Board of Directors for currency and accuracy.

ARTICLE X: MEMBERSHIP COMMUNICATION:

Section 1. Membership Communication:

- a.) Primary communication in the Association will be by email (unless otherwise states in these Bylaws). Members may request written communication to be mailed to their United States Postal Service address by presenting a request in writing to the Board of Directors.

ARTICLE XI: DISSOLUTION:

Section 1. Dissolution:

- a.) The Board of Directors will, in the event of dissolution of the Alaska Association of Nurse Anesthetists, distribute the Association's assets in accordance with state and federal laws.

ARTICLE XII: EMERGENCY AMENDMENTS:

Section 1. Emergency Amendments:

- a.) Any change in the corporate or tax status of the AKANA, or its ability to carry out, perform, or accomplish any of its purposes or objectives caused by any threatened or completed modification, repeal, or amendment of any currently existing statute, regulations, case or administrative decision or interpretation, whether Federal, State or Local) or an Agency or Subdivision thereof) which affects or impairs the functions of the AKANA, which at the discretion of the Board of Directors, requires immediate amendment of the Bylaws or Articles of Incorporation will, empower the Board of Directors to amend the Article of Incorporation or these Bylaws in any respect they deem necessary or desirable to ensure compliance with any proposed or existing change or changes, without prior approval of the voting membership. Approval or rejection of the emergency amendment will be voted on by the membership at the next Annual Meeting of the Association.

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APPENDIX

STANDING RULES

ORDER OF BUSINESS

- 1.) Call to Order
- 2.) Roll Call (establishment of quorum)
- 3.) Reading of Minutes
- 4.) Report of Officers
- 5.) Report of Standing Committees
- 6.) Report of Special Committees
- 7.) Unfinished Business
- 8.) New Business
- 9.) Announcements
- 10.) Adjournment