

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

25 March 2017

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

ARTICLE I: NAME

This Organization shall be known as the Alaska Association of Nurse Anesthetists, Inc. (AKANA).

ARTICLE II: OBJECTIVES

The objectives of this Association shall be to promote the best interests of its members: to cooperate with the American Association of Nurse Anesthetist (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: MEMBERSHIP

SECTION A: Qualifications:

Membership in this Association and procedures with respect to admissions to membership, maintenance of membership, qualifications thereof, and the exercise of the privileges thereof shall be established in the Bylaws of the AANA (or as amended from time to time by the AANA). Any AKANA member whose nursing licensure is revoked as a result of a felony conviction shall have their membership in AKANA terminated. All AKANA officers and members must also be members of AANA.

SECTION B: Equal Opportunity:

This Association shall not discriminate against any member or applicant for membership on the basis of race, color, religion, age, sex, marital status, or national origin.

SECTION C: Conduct of Members:

If the conduct of any member shall appear to be in willful violation of the Bylaws of the AANA, the Board of Directors may, by a vote of two-thirds of the entire Board, 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.

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

ARTICLE IV: RECOGNITIONS

SECTION A: Honors:

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.

SECTION B: Benefactors:

Contributors of \$100.00 or more shall be known as benefactors. The names of such benefactors shall be maintained in the permanent records of this Association.

SECTION C: Donors:

Contributors of less than \$100.00 shall be known as donors. The names of such donors shall be maintained in the permanent records of this Association.

ARTICLE V: GOVERNMENT

SECTION A: Board of Directors

- 1.) The government of this Association shall be vested in a Board of Directors consisting of two Directors and the following officers of this Association: President, President-elect, Secretary and Treasurer.
- 2.) The Board of Directors shall have the following duties and responsibilities:
 - a. Conduct the general business of this Association.
 - b. Conduct business between meetings by e-mail or other means of communications.
 - 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 the committees, the President, subject to the 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.

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

- e. Provide an annual report to the membership, including financial statements prepared in accordance with generally accepted accounting principles.
 - f. Selection of the place for deposit of Association funds.
 - g. Prescribe the amounts to be allowed toward defraying expenses of representatives to the annual convention of the AANA or to other meetings.
- 3.) Directors shall be elected at the Annual meeting for a two year term of office.
- 4.) 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.
- 5.) 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.
- 6.) The Board of Directors shall meet immediately before and after the annual meeting of this Association.
- 7.) 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 any special meeting of the Directors need be specified in the notice or waiver of notice of the meeting.
- 8.) No Officer or Director of AKANA may simultaneously be an Officer or Director of the AANA.

SECTION B: Officers:

- 1.) Prior to the 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.
- 2.) The President shall automatically become such at the end of his/her term as President-elect. The President shall serve one year. The President shall:
- a. Preside at meetings of this Association and of the Board of Directors.

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

- b. Appoint standing committees and special committees, subject to the approval of the Board of the Directors, except the Nominating and Consultants committees which shall be elected as provided below.
 - c. Be a member ex-officio of all committees, except Nominating Committee.
 - d. Prepare and read at each Annual meeting a report on the work carried out since the previous meeting.
 - e. Prepare and read at each Annual meeting a report on the work of the year.
 - f. Appoint tellers prior to the Annual meeting.
 - g. Keep the President-elect informed of the Association affairs.
 - h. Appoint a new Continuing Education Director for each term of three years when in falls in his/her term of office.
 - i. Upon leaving office will participate and serve on the Advanced Practice Registered Nurse (APRN) Alliance Committee for one year.
- 3.) The President-elect's term shall begin on September 1st and shall conclude upon his/her ascendance on September 1st, one year hence, to the office of President. The President-elect shall:
- a. Assume the duties of President in the event the President is unable to serve.
 - b. Represent the Association of the AANA Mid-Year Assembly or appoint a representative from the Board of Directors.
 - c. Approve selections of program chairpersons for the annual meeting of the year of his/her Presidency.
 - d. Federal Political Director will coordinate with Government Relations representatives of elected Senators/Congressman.
- 4.) The Secretary shall serve for a term of two consecutive years. The Secretary shall be eligible for re-elections but shall not serve more than two consecutive terms. The Secretary shall:
- a. Prepare the minutes of all meetings of this Association and the Board of Directors.
 - b. 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.
 - c. Send copies of important correspondence and information regarding matters of general business of this Association to the President.
 - d. Notify officers of their election and members to their appointment to committees.
 - e. Keep an alphabetical list of members and their addresses.

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

- f. Send a copy of this Association Bylaws to new members together with a letter of welcome.
 - g. Send the following to the Executive Director of the AANA: the names and addresses 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.
 - h. 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.
 - i. Oversee and coordinate the AKANA website in conjunction with the President and Board of Directors.
 - j. Coordinate continuing education meetings with the appointed Program Chair.
- 5.) The Treasurer shall serve for a term of two consecutive years. The Treasurer shall be eligible for re-election but shall not serve more than two consecutive terms. The Treasurer shall:
- a. Present a written finance report at each board meeting, at the annual meeting, and upon request to the Board of Directors.
 - b. Receive, deposit and disburse funds of this Association directed by the Board of Directors and record or provide for the recording of all transactions using an accounting system approved by the Finance Committee.
 - c. Research options for investing fund balances and make investments at the direction of the Board of Directors.
 - d. Serve as an advisor on the Finance Committee for at least one year after leaving office.
- 6.) 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.
- 7.) Each officer shall deliver any Association property and records to a successor or to the President by September 1st, following the election of officers.
- 8.) 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 an affirmative vote of a majority of the members present and voting.

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

Removal of an Officer or Director in this manner shall be ratified by an affirmative vote of a majority of the members present and voting on such removal at the next general membership meeting.

ARTICLE VI: COMMITTEES

SECTION A: Standing Committees:

Each committee is to composed of not less than three members. The standing committees shall be as follows:

- Bylaws
- Continuing Education
- Economic and General Welfare/Substance Abuse
- Finance
- Government Relations
- Nominating
- Consultants
- Public Relations
- Publications

SECTION B: Committee Appointments:

- 1.) The President subject to approval of the Board of Directors, shall appoint the standing committees, with the exception for the Nominating and Consultants Committees.
- 2.) The Nominating Committees shall be elected by a mail ballot vote of the members.
- 3.) Special ad hoc committees may also be appointed by the President subject to approval of the Board of Directors.

SECTION C: Term of Office:

Members of committees shall serve for one year or until successors are appointed or elected.

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

SECTION D:

The Chairman of the committee shall:

- 1.) Be responsible to the Board of Directors in carrying out the duties assigned.
- 2.) Prepare an annual report to the members and upon request, report to the Board of Directors.
- 3.) Turn over all records and correspondence to a successor or the President within thirty days after the end of the term of office.
- 4.) Review committee procedures and make recommendation for revisions when appropriate.

SECTION E: Specific Committee Duties:

1.) BYLAWS

- a. Receives proposed amendments in writing, signed by the proposer and presents them to the Board of Directors and to the members for consideration.

2.) FINANCE

- a.) 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.
- b.) Preparation of the annual budget and submission of the budget to the Board of Directors for approval.
- c.) 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
- d.) Provide for an audit or review of its financial statements by an independent certified public accountant (CPA) yearly.

3.) GOVERNMENT RELATIONS

- a.) Composed of a membership to include a representative sample group of both geographical/clinical practice settings throughout the state.
- b.) Federal Political Director(FPD) will Chair this Committee and work under the direction of the Board of Directors and the AANA Government Relations

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

Committee on issues related to pending legislation regarding the administration of anesthetics by nurse anesthetists.

c.) Facilitates communications to foster efficient cooperation with the Alaska State Society of Anesthesiologist, the Alaska State Nurse Association and other healthcare and nursing organizations on matters of mutual interest by organizing joint meetings.

d.) Maintains relationship with contractor lobbyists 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 least annually.

4.) NOMINATING

a.) Composed of three active members elected by official mail ballot and announced at the Annual meeting. The committee Chairperson shall be selected by the committee from its membership.

b.) 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.

c.) Arranges for an electronic ballot for officers and/or an official ballot will be sent to each current/active member not less than 4 weeks prior to the Annual meeting with a return envelope addressed to the chief teller.

5.) CONTINUING EDUCATION

a. Composed of ideally three members with the Chairperson being appointed for a three-year term by the President. Traditionally, two members have filled this Committee.

6.) CONSULTANTS

a. This committee shall serve in an advisory capacity to the current officers and committees of this Association.

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

7.) ECONOMIC AND GENERAL WELFARE/SUBSTANCE ABUSE

- a. This committee shall study issues concerning the economic and general welfare of this Association's.

8.) PUBLIC RELATIONS

This committee shall be responsible for promoting good relations between the nurse anesthetist and the community by disseminating pertinent information through all available channels.

- a. The Chair shall be responsible to the President and the Board of Directors in all public relations matter pertaining to AKANA members.
- b. Develops and implements public relations activities either individually or in group process that meets the needs of the public in each sector. Examples include but are not limited to: The sectors will be determined by Board of Directors.
 - i. News media
 - ii. Career fairs
 - iii. Distribution and pamphlets
 - iv. Lectures at local colleges and high schools
- c. The Co-chairs will provide the chair a report of activities in their respective sectors at least once prior to the annual meeting.

9.) PUBLICATION COMMITTEE

- a. Responsible for publication and distribution of an official electronic AKANA newsletter, to be emailed out to the membership twice a year and posted on the website.
- b. At the decree of the Board of Directors, and in conjunction with the Bylaws Committee, will print and distribute Bylaw updates as necessary.
- c. Produce, print and distribute any other material, such as meeting notifications, pamphlets or brochures, at the decree of the Board of directors.
- d. AKANA President will maintain a current mailing list of current active members.
- e. The editor of the AKANA newsletter, will be the Chairman of the Publications Committee.

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

SECTION F: Limit of Authority:

No committee shall have or exercise the authority of the Board of Directors in the management of this Association.

SECTION G: Vacancies:

- 1.) In the event of vacancies in committees, the President, subject to approval of the Board of Directors, shall appoint members to fill such vacancies.
- 2.) In the event, that a member of a committee fails to carry out an assignment, the Board of Directors may remove the committee member and select a replacement.

ARTICLE VII: MEETINGS AND VOTING

SECTION A: Meetings:

- 1.) The Annual meeting will usually be held spring of each year.
- 2.) The date, time and location of meetings shall be set by the President and Board of Directors at the recommendation of the Education Program Chairperson.
- 3.) Special meetings may be held at the request of the Board of directors or upon a written request of 20% of active members filed with any Officer of this Association.
- 4.) Dates of regular meetings of this Association shall be set by and may be changed by the Board of Directors.

SECTION B: Voting:

- 1.) Who may vote:
 - a. Only active members shall participate in elections of Officers, Directors, Nominating Committee and in other voting matters.
- 2.) Nominations:
 - a. Only active members shall be eligible to be nominated for election.
 - b. Written consent of each candidate must be obtained before his/her name can be placed on the ballot.

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

3.) Method of Voting:

- a. Two tellers shall be appointed by the President and shall be responsible for counting the electronically transmitted or mail ballots and making an official report to the members.
- b. Matters submitted for vote to the voting body shall be determined by the majority unless otherwise specified in these Bylaws.
- c. Election of Officers, Directors and Nomination Committee shall be by electronic transmission or mailed ballot.
- d. 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 to the Nomination Committee.
- e. The ballots shall be electronically transmitted or emailed 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. Electronic voting closure will coincide with the same time-stamp requirement of 5pm the day prior to the Annual Meeting.
- f. A plurality vote shall elect. In the event of a tie vote by mailed ballot, the tie may be broken by a written vote at the Annual meeting.
- g. There shall be no proxy voting.

4.) Voting Cycle for Elected Positions:

- a. The office of President will automatically be filled by the President-Elect.
- b. President-Elect – every year.
- c. Secretary – every other year.
- d. Treasurer – every other year.
- e. Directors – every other year. (2) positions.
- f. Nominations Committee Members – every other year. (3) positions.

ARTICLE VIII: FINANCE

SECTION A: Dues:

Membership dues and the payment thereof for this Association shall be determined under the Bylaws of the AANA.

SECTION B: Fiscal Year:

The fiscal year of this Association shall begin on September 1st of each year.

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

ARTICLE IX: GENERAL PROVISIONS

SECTION A: Legal integrity of the Association:

The Association shall 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 shall be held in trust the membership thereof.

ARTICLE X: PARLIMENTARY AUTHORITY

In the absence of any 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, 11th edition, 2011, publisher Da Capo Press, A Member of the Perseus Books Group.

ARTICLE XI: AMENDMENTS

These Bylaws should be reviewed every two years by the Board of Directors for currency and accuracy. These Bylaws may be amended to 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 meeting by the Bylaws Committee or Board of Directors.

ARTICLE XII: MEMBERSHIP COMMUNICATION

Primary communication in the Association will be by email (unless otherwise stated 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 XIII: DISSOLUTION

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

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

ARTICLE XIV: EMERGENCY AMENDMENTS

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 AKANA, which at the discretion of Incorporation shall, empower the Board of Directors to amend the Articles 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.

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.) Announcement
- 10.) Adjournment