

BYLAWS

Nebraska Association
Of
Nurse Anesthetists,
Inc.

JUNE 2008

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ARTICLE I: NAME

This organization shall be known as the Nebraska Association of Nurse Anesthetists (NANA), a non-profit Corporation.

ARTICLE II: OBJECTIVES

The objectives of this Association shall be:

- A. To promote the best interests of its members.
- B. To cooperate and support the American Association of Nurse Anesthetists.
- C. To facilitate cooperation between nurse anesthetists and the medical profession, hospitals, and other agencies interested in anesthesia and health care.
- D. To advance the science and art of anesthesia practice.

ARTICLE III: MEMBERSHIP

Section 1. Membership

Membership in this association, and procedures with respect to admission to membership, maintenance of membership, classes of membership, qualifications thereof, and the exercise of the privileges attendant thereto shall be as stipulated in the By-Laws of the American Association of Nurse Anesthetists (Article IV).

Section 2. Conduct of Members

If the conduct of any member is found to be in willful violation of the By-Laws of this Association, the Board of Directors may, by a vote of two-thirds (2/3) of the entire Board, suspend or expel such member. Before action is taken, a written copy of the charges must be presented to the Board of Directors of the American Association of Nurse Anesthetists for consideration and counsel. If after consultation with the American Association of Nurse Anesthetists' Board of Directors, the NANA Board of Directors still elects to pursue charges, a written copy of the charges must be served upon the member with an opportunity given that member to be heard before the NANA Board of Directors. If the NANA Board of Directors finds for suspension or expulsion, a recommendation for the suspension or expulsion of a member shall also be made to the Board of Directors of the American Association of Nurse Anesthetists. A motion to reconsider the suspension or expulsion of a member may be made at a regular or special meeting of the NANA Board of Directors.

ARTICLE IV: RECOGNITIONS

Section 1. Honors

Honor may be given to members upon the recommendation of the Board of Directors by presentation of awards or other honors without conferring honorary membership.

Section 2. Honorary Membership

State honorary membership may be conferred on a member by the voting body upon recommendation of the Board of Directors. Honorary status implies that the member's dues are waived. Honorary membership shall entitle that person to the privileges of the floor without the right to make motions or vote.

ARTICLE V: GOVERNANCE

The governing body of this organization shall be composed of the officers and directors of this Association, and shall be known as the Board of Directors. The regular term of office shall begin immediately following the Annual Meeting of this Association. This Board shall consist of no less than four but no more than ten (10) voting members, and two (2s) senior students (SRNA) non-voting member. In addition, the immediate Past-President of this Association will serve in an ex-officio member in a non-voting, capacity. Chairpersons of special and standing committees and other persons as deemed appropriate by the Board are encouraged to attend Board meetings, but without vote.

Section 1. Board of Directors

A. Eligibility

1. No member of the Board of Directors or officer of the American Association of Nurse Anesthetists may hold office in this Association. In the event that a member of the Board of Directors or officer accepts an office in the AANA, office in the Nebraska Association of Nurse Anesthetists automatically expires.
2. No member shall be eligible for the office of Vice-President or President-Elect who has not served on the Board of Directors of this Association for at least one (1) year.

B. Term of Office

1. Directors shall be elected at the Fall NANA meeting for a two-year term of office.
2. Three Directors shall be elected annually.
3. Two (2) Students (SRNA) shall be approved annually.
 - The Program Director(s) of Nebraska affiliated programs shall submit to the NANA Board of Directors recommendation(s) for the position of student board members in writing for approval. From Mt. Marty and Bryan.

C. Meetings

- A.** The Board of Directors shall meet within four weeks following the Annual Meeting of this Association.
- B.** Meetings of the Board of Directors may be called by the President at such times as the business of this Association may require, or upon written request of the Board of Directors of this Association.
- C.** A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

D. Board of Director Duties

1. Control and manage the funds and property of this Association.
2. Provide for auditing of the books before the Annual meeting, or at such times as the Board of Directors may deem advisable. Books must be audited before turning them over to a successor.
3. Set NANA Speaker expenses. The Board of Directors with the input of the Program Chairman/Committee will determine the amount of speaker expenses that will be allowed for NANA sponsored meetings.
4. Set NANA representatives' travel/meeting expenses. The Board of Directors will determine the amount to be allowed toward defraying expenses to required meetings of the Nebraska or American Association of Nurse Anesthetists, or other required meetings.
5. Conduct the general business of this Association.

6. Conduct business between meetings by mail or other means of communications.
7. Determine the location of records.
 - a. Papers, minutes, letters and records of transactions.
 - b. Maintain a list of officers with their terms and a current list of Board and Committee members.
8. Assign secretarial duties for the purpose of:
 - a. Assisting the Secretary-Treasurer in correspondence and record keeping.
 - b. Providing a permanent address for this Association.
9. Fill vacancies:
 - a. If a vacancy in the office of President-Elect occurs, the Vice-President shall have all the powers (including the right to succeed to the office of President) and be subject to all the restrictions upon the President-Elect. Other vacancies of the Board will be filled with an active member elected by two-thirds (2/3) vote of the Board of Directors. This member will serve until the next annual election. In the event the President-Elect succeeds to the office of President by reason other than natural succession of term of office, the President-Elect shall serve for the remaining term of the replaced President, and in addition shall serve the two year term of office of President. The same sequence follows for Vice-President during vacancy of President-Elect on up to President only if vacancies exist.
 - a. In the event of vacancies occurring in committees, the President, subject to the approval of the Board of Directors, shall appoint members to fill such vacancies.
 - b. In the event that a member fails to carry out the duties of an assigned position, the President, subject to the approval of the Board of Directors, may select a replacement.

E. Association Property Guidelines

Each Board of Director member shall deliver any Association property and records in his/her possession to a successor or to the President within one (1) month after the Annual Meeting.

F. Removal of Executive Officers:

The Board of Directors may remove any officer or director, regardless of the manner of election or appointment, upon two-thirds (2/3) affirmative vote of those directors then in office whenever in its judgment the best interests of the Association would be served.

Section 2. Officers

The elected officers of this Association shall be President, President-elect, Vice-President, Secretary-Treasurer, and such other officers as the Board of directors may determine necessary.

A. Terms of Office

1. The regular term of office shall begin immediately following the Annual Meeting of this Association.
2. The President-Elect automatically becomes President at the end of two (2) years for a term of two years.
3. The President-Elect shall be elected in even years at the Annual Meeting for a term of two (2) years.
4. The Vice-President shall be elected in even years at the Annual Meeting for a term of two (2) years.
5. The Vice-president automatically becomes President-Elect only in the event of vacancy of

office of President-Elect other than natural succession.

6. The Secretary-Treasurer shall be elected in even years at the Annual Meeting for a term of two (2) years.

B. Duties of the Officers:

1. President shall:

- a. Be responsible for the over-all operation of the organization.
- b. Preside at meetings of this Association and of the Board of Directors.
- c. Appoint standing committees and special committees subject to the approval of the Board of Directors. The President will not appoint the nominating committee, which is selected by the members from the floor during the annual meeting,
- d. Be an ex-officio member of all committees.
- e. Prepare an annual report to be read at the Annual Meeting of the Nebraska Association of Nurse Anesthetists.
- f. Represent this Association at AANA sponsored meetings.
- g. Appoint tellers and registrars prior to voting if needed to count election ballots, that is if they have not been counted previously by the office staff.
- h. Keep the president-elect, vice-president and secretary/treasurer informed of Association affairs.
- i. Assign additional administration duties to the President-Elect and vice-president.
- j. Request the Past-President, following the term as President, to act as ex-officio member of the Board of Directors for two (2) years.
- k. Plan a strategic planning session annually for the Board of Directors and committee chairpersons.

2. President-Elect shall:

- a. Assume the duty of the President in the event of the President's inability to serve.
- b. Be responsible for the preparation of an annual history and monitoring of important Association records.
- c. Serve as liaison chairperson for this Association.
- d. Assume administrative duties assigned by the President.
- e. When feasible represent this Association at the AANA Annual Meeting and Assembly of States.
- f. Succeed to the office of President at the close of the Annual Meeting.

3. Vice-President shall:

- a. In the absence of the President-Elect or in the event of his/her inability to perform the duties of President-Elect shall have the powers (including the right to succeed to the office of President) and be subject to the duties of office of President-Elect.
- b. Perform such other duties as may from time to time be assigned to him/her by the President.
- c. Be eligible for election as President-Elect at the end of his/her term.
- d. Assume administrative duties assigned by the President.

4. Secretary-Treasurer shall:

- a. Keep the minutes of the meetings of this Association and of the Board of Directors.
- b. Notify Board members of their election and committee members of their appointments.
- c. Coordinate notifying members of meetings with the Program Committee.
- d. Send to the Executive Director of the American Association of Nurse Anesthetist's names of officers and Directors after their election, names of committee members after their appointment and reports of meetings or other activities.
- e. Send copies of important correspondence and information regarding matters of general business of this Association to the President.
- f. Keep an alphabetical list of members and their addresses.
- g. Send or direct the office manager to send copies of the Association's Bylaws to new members.
- h. Over see money received by this Association and direct the office association management to pay bills and disburse funds as directed by the Board of Directors.
- i. Direct association management to deposit funds as designated by the Board of Directors.
- j. Give a written report at the Annual Meeting and/or upon request to the Board of Directors.
- k. Direct the association management staff to pay AANA's share of dues for state honorary members.

5. Other 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 directors.

6. Removal from office:

Any officer or director regardless of the manner of election or appointment maybe removed by the Board of Directors upon two-thirds (2/3) affirmative vote of those directors then in office whenever in its judgment, the best interests of the Association would be served.

ARTICLE VI: APPOINTED COMMITTEES

Section 1. Standing committees

- By-laws and standing rules committee
- Finance committee (NANA-PAC drive yearly in September)
- Federal Government Relations committee
- State Government Relations committee
- Liaison committee
- Program committee
- Publications committee
- Public Relations committee
- Website

Section 2. Standing committee appointments

- A. The President, subject to the approval of the Board of Directors, shall appoint the standing committees. Each committee should be composed of not less than three (3) members.

- B. The President, subject to the approval of the Board of Directors may appoint special committees.

Section 3. Standing committee terms of office

Members appointed to standing committees shall serve two (2) years or until their successors are appointed.

Section 4. Standing committee duties

- A. The Chairperson of each committees shall:
 - 1. Be responsible to the Board of Directors.
 - 2. Prepare an annual report, and upon request report to the Board of Directors.
 - 3. Be responsible for carrying out other duties as assigned.
 - 4. Turn over all records and correspondence to the President within thirty (30) days after the conclusion of appointment.
- B. The members of a committee shall:
 - 1. Cooperate with the Chairperson in carrying out duties as assigned.

Section 5. Specific duties of each standing committee

A. By-laws

- 1. The bylaws committee will evaluate annually the NANA bylaws for relevance to AANA bylaws after they are amended at the National fall meeting.
- 2. This committee shall receive proposed amendments and revisions and present them to the Board of Directors and to all members for consideration at least thirty (30) days prior to the Annual Meeting.
- 3. This committee may submit proposed amendments and revisions to the AANA By-Laws Committee for recommendations and approval. The AANA by-laws Committee may approve amendments and revisions before they become effective.
- 4. Comply with Article XII of the By-Laws of this Association.

B. Finance

- 1. This committee shall be composed of the Secretary-Treasurer and two (2) active members, preferably past officers or former members of the Board of Directors.
- 2. It shall be responsible for planning a budget and investigating the expenses.

C. Federal Political Director/committee

- 1. This committee shall work with and under the direction of the Board of Directors and the AANA Federal Government Relations Committee in matters pertaining to pending legislation and current law, governing the practice of nurse anesthetists.
- 2. The FPD will work in conjunction with the AANA Federal Political Director and State GRC committee to identify each NANA member's federal and state legislative districts.
- 3. Will track federal issues relating to Nebraska Nurse Anesthetists

D. State Government Relations/committee

- 1. This committee shall work with and under the direction of the Board of Directors and AANA's State Government Relations Committee in matters pertaining to pending legislation and current law, governing the practice of nurse anesthetists.
- 2. Develop or maintain the state-calling tree for rapid response concerning legislative issues.

E. Liaison

1. The President elect will chair this committee
2. This committee shall be composed of the President-elect of NANA and two other appointed members.
3. This committee shall work with and under the direction of the Board of Directors by attending meetings of the liaison groups of Nebraska Nurse's Association, Nebraska, Association of Hospitals and Health Systems, Nebraska Society of Anesthesiologists, and any other groups deemed necessary by the Board.

F. Program

1. This committee shall prepare, subject to approval of the Board of Directors, programs, meetings, and budget, at least one (1) year in advance and meet the CEU standards of the AANA Continuing Education Program.
2. All programs arranged by this committee shall satisfy specific program standards of the AANA.
3. This committee shall notify all members of scheduled meetings correlating with the Secretary-Treasurer.
4. The following duties of this committee in preparing for a State meeting are as follows:
 - a. Prepare meeting budget and expenditures.
 - b. Provide for program content, location, audio-visual, luncheon and all necessary duties in the course of the meeting days.
 - c. Contact speakers and make travel and lodging arrangements.
 - d. Submit meeting announcement to AANA News Bulletin.
 - e. Print and send notices to State members, student anesthetists, Nebraska hospitals, other state presidents, and if applicable, to registered nurses and dentists.
 - f. Seek donations and financial support from drug and anesthesia product representatives.
 - g. Provide exhibition area for exhibitors.
 - h. Correlate activities with the Continuing Education Committee in matters of AANA prior approval, records of attendance, program evaluations and CEU certificates.
 - i. Correlate activities with the Public Relations Committee in matters pertaining to news releases and announcements.
 - j. Obtain approval for other specialties in accordance with their requirements.
5. This committee shall assist in the development of educational standards, consider proposed recommendations cited by the AANA Continuing Education Committee, and consistently endeavor to further the educational programs of this Association and that of the American Association of Nurse Anesthetists.
6. Inform membership, when necessary, of certification and recertification requirements as defined by AANA or State law.

G. Publications

1. This committee shall have charge of the official bulletin of this Association: "Off The Cuff" News Bulletin.
2. It shall be the duty of the editor to give extra copies to the President-Elect for the permanent records of this Association.
3. This committee shall send a copy to the Executive Director, Board of Directors and

Region IV Director of AANA.

4. Comply with Article X of these By-laws.

H. Public Relations

1. This committee shall be responsible for the image and public relations of the members of this Association, with the public at large and other professional and civic organizations. At least one member of this committee will serve as a liaison with the AANA Public Relation committee
2. This committee shall be responsible for membership recruitment for this Association.
3. The committee shall correlate program activities with Program Committee.
4. This committee shall work with the Board of Directors to develop an annual Public relation campaign in concert with the AANA PR committee

ARTICLE VII: ELECTED COMMITTEES

Section 1. Nomination Committee

The elected committee of this Association shall be the Nominations committee

Section 2. Election Process

Nominations Committee shall be composed of two (2) active members, ex-officio and NANA member.

Section 3. Procedures

- A. Ballot:** Not less than ninety (90) days prior to the Annual Meeting the committee members shall prepare and present to the Board of Directors a ballot with nominations for the following officers and directors: President-Elect, Vice-President, Secretary-Treasurer and three (3) directors when applicable.
- B. Mailing:** The committee shall provide for mailing a ballot to each active member not less than six (6) weeks prior to the Annual Meeting.
- C. Credentials:** This committee shall certify the credentials of the nominees.
- D. Voting compliance:** Comply with Article VIII, Section 3, of the By-Laws of the Association.

ARTICLE VIII MEETINGS, QUORUMS, VOTING

Section 1. Meetings

- A. Annual:** The Annual Meeting and installation of elected officers and directors shall be held between August 15 and November 15.
- B. Regular:** Regular meetings of this Association shall be held at least once annually with dates and locations determined by the Board of Directors.
- C. Special:** Special meetings may be held upon request of the Board of Directors or upon written request of a quorum of active members filed with an officer of this Association.

Section 2. Quorums

A quorum for official meetings of this association will be established. The number of association members attending official meetings of this association shall be the required number of members necessary to conduct official business of this association.

Section 3. Voting

- A. Members eligible to vote:**

Only active members shall participate in elections and other voting.

B. Nominations

1. Only active members shall be eligible for nomination.
2. A candidate's written consent must be obtained before a name can be placed on a ballot.

C. Method of Voting

1. Ballots will be cast in an online format prior to the fall meeting.
2. One teller, whom is neither on the board nor on the ballot, shall be appointed by the President and shall be responsible for election procedures, counting the ballots, and making an official report to the Board of Directors and to all members.
3. The majority of those voting unless otherwise specified shall determine matters submitted for a vote to the voting body.
4. Election shall be by online ballot.
5. A vote may be cast for a person not on the online ballot by emailing the name to the appointed teller, if prior consent is received.
6. The compiled emailed ballots will be taken to the fall meeting and after election results are announced a motion to destroy the ballots will be obtained.
7. Online voting process
 - a. The election of officers and directors shall be handled by online ballot.
 - b. Ballots shall be posted online for members qualified to vote, six (6) weeks prior to the Annual Meeting. The online voting process will close prior to the Annual Meeting or as designated by the Board of Directors and indicated on the online ballot.
 - c. The Board of Directors shall approve the method of conducting the online ballot..
 - d. In the event of a tie vote, a written ballot at the Annual Meeting will break the tie.

ARTICLE IX: FINANCE

Section 1. Dues

Dues and payments thereof for the Nebraska Association of Nurse Anesthetists shall be stipulated in the By-Laws of the American Association of Nurse Anesthetists.

Section 2. Fiscal Year

The fiscal year of the Nebraska Association of Nurse Anesthetists shall date from June 1 through May 31 of each year.

ARTICLE X: OFFICIAL PUBLICATION

Section 1. Name

OFF THE CUFF will be the official News Bulletin of NANA.

Section 2. Date of Issue

OFF THE CUFF News Bulletin shall be issued semiannually and at such other requested times by the Board of Directors.

Section 3. Purpose

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

ARTICLE XI: PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules

Robert's Rules of Order shall govern meetings of this association.

Section 2. Standing Rules

A. Order of Business

1. Call to order
2. Roll call (establishment of quorum)
3. Reading of minutes
4. Report of minutes
5. Report of officers
6. Report of committees
7. Unfinished business
8. New business
9. Announcements
10. Program (if any)
11. Adjournment

ARTICLE XII: AMENDMENTS AND REVISIONS;

Section 1. Notice

These By-Laws may be amended or revised at the Annual Meeting of this Association by a two-thirds (2/3) majority of those present and voting, provided notice of the proposed amendments or revisions has been appended to the call for the meeting and mailed at least thirty (30) days prior to the date thereof.

Section 2. The Proposed

The by-law's Committee of the American Association of Nurse Anesthetists may approve the proposed amendments or revisions to the NANA bylaws before they become effective.