

BYLAWS OF THE NEVADA ASSOCIATION OF NURSE ANESTHETISTS
(Revised January 30, 2007)

ARTICLE I. NAME

This organization shall be known as the Nevada Association of Nurse Anesthetists hereby written as NVANA, hereinafter referred to as the Association.

ARTICLE II. PURPOSE

The purpose of this Association shall be to promote the best interests of its members while at all times cooperating with the American Association of Nurse Anesthetists, hereby written as AANA, facilitate cooperation between nurse anesthetists and the medical profession, the nursing profession, hospitals and other agencies interested in nurse anesthesia. In general, the purpose of the association shall be to advance the science and art of nurse anesthesia.

ARTICLE III. MEMBERSHIP

SECTION A: Qualifications

Membership in this Association and procedures with respect to admissions to membership, maintenance of membership, classes of membership, qualifications thereof, and the exercise of the privileges thereof, shall be such as stipulated in the bylaws of the AANA.

NOTE: Any NVANA member whose nursing licensure is revoked by the Board of Nursing as a result of a felony conviction shall be immediately terminated from the association dating from the time of conviction.

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

Upon the determination of the Board of Directors of Association, the conduct of any member shall appear to be in willful violation of the Bylaws of this Association or the Bylaws of the AANA, the Board of Directors may by vote of two-thirds (2/3) of the entire Board, suspend or expel such member(s) according to the procedure set forth in the AANA Bylaws.

SECTION D: Dues

Dues and the payment thereof for the NVANA shall be such as are stipulated in the bylaws of the AANA.

SECTION E: Fiscal Year

The fiscal year of the NVANA shall (be) begin on August 1 of each year.

ARTICLE IV. OFFICERS of the ASSOCIATION

The officers of this Association shall be a President, a President-Elect, Secretary and Treasurer. The office of the Secretary and Treasurer may be combined into a single office known as the Secretary/Treasurer.

SECTION F. Officers

1. Prior to the Annual meeting, by mail ballot, the members shall elect the Following Officers; President, President-elect, Secretary and Treasurer, who shall serve the term specified for his/her office in these Bylaws beginning immediately following such meeting. The Office of the President shall automatically be filled by the former President-elect following such meeting.

This Association will be dissolved upon notification to AANA.

The President shall serve for a period of three (3) years consecutively.

The President shall:

- a) Preside at meetings of this Association and of the Board of Directors.
- b) Appoint standing committees and special committees, subject to the approval of the Board of Directors.
- c) Be a member ex-officio of all committees, except for the Nominating.
- d) Prepare and read at each Annual meeting a report on the work of the year.
- e) Keep the President-elect informed of Association affairs.
- f) Appoint a new Continuing Education Director for each term of three years when it falls in his/her term of office.
- g) Initiate conference calls.
- f) The President may appoint an officer or will assume the duties of any officer that is not filled through regular elections process.

2. The President-elect's term shall begin at the Annual meeting following the beginning of the second year of the President's term of office and shall conclude upon his/her ascendance the following Annual meeting to the office of the President.

The President-elect shall:

- a) Assume the duties of the President in the event the President is unable to so serve.
- b) Represent this Association at the AANA Assembly of States or appoint a representative from the Board of Directors.
- c) Approve selections of program Chairpersons for the Annual meeting of the years of his/her Presidency.

SECTION F. Officers Continued

3. The Secretary shall serve for a term of two (2) consecutive years. The Secretary is eligible for re-election but shall not serve more than two (2) consecutive terms.

The Secretary shall:

- a) Review the minutes of the meetings of this Association and the Board of Directors.
- b) Participate in conference calls as initiated by the President or the Board of Directors.
- c) Serve NVANA as is deemed timely and warranted by the Board of Directors.

4. The Treasurer shall serve for two (2) consecutive years. The Treasurer is eligible for re-election but shall not serve more than two (2) consecutive terms.

The Treasurer shall:

- a) Give a written report at each Annual meeting and/or upon request of the Board of Directors.
- b) Explore the options and invest the monies of the Association as directed by the Board of Directors.
- c) In conjunction with the Board of Directors and President, review the books of the Association at the time of each Annual meeting and a formal audit shall be performed every three (3) years, unless otherwise advised by the President and/or the Board of Directors.

5. 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.

6. Each officer shall deliver any Association property and records to a successor or to the President within one (1) month after the Annual Meeting.

7. Removal or Resignation from Office

7(a) Any Officer or Director of this Association may be removed from office at any time by affirmative vote of the members present and voting on such removal 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 thirty (30) days prior to the meeting. At [this] meeting, the accused Officer or Director shall be afforded the opportunity to respond to the stated reason(s) and to be heard in his/her defense prior to the vote.

Such 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 general membership meeting.

7(b) Any Officer or Director may tender his/her letter of resignation to the President of the NVANA at any time during his/her tenure. Any letter of resignation received by the President shall be affective when received by the President. Any Officer or Director, upon the tender of his/her letter of resignation, shall immediately return to the President any and all NVANA property.

7(c) Resignation by Non-Actively: Any Office or Director who fails to fulfill his/her duties, as defined within these Bylaws, shall be considered to have resigned from the NVANA as defined in paragraph 7(b). Failure to of duties shall include, but not be limited to, missing two (2) consecutive meetings or three (3) meeting total will be considered to have tendered his/her resignation.

SECTION G: Board of Directors

1. The Governing Body of this Association shall be vested in a Board of Directors consisting of four (4) Directors and the following officers of this Association; President, President-elect, Secretary and Treasurer. The Governing Body shall have the following duties and responsibilities:
 - a. Control and management of funds and property of this Association.
 - b. Selection of place for deposit of funds.
 - c. Provide for annual compilation statements by an independent accountant. Formal audits by an independent accountant will be requested as deemed necessary by the Governing Body.
 - d. Prescribe the amounts to be allowed toward defraying expenses of representatives to the annual convention of the AANA or to other meetings.
 - e. Conduct the general business of this Association.
 - f. Conduct business between meetings by mail or other means of communication.
 - g. Fill vacancies of the Governing Body, 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 President, the President-elect and the Board of Directors shall elect another President-elect. In the event of vacancies occurring in committees, the President, subject to approval of the Governing Body, shall appoint members to fill such vacancies. In the event that a member of a committee fails to carry out the assignment, the Governing Body shall request the resignation of the member and select a replacement.

- h. Maintain a valid electronic mail address on file with the Secretary.
- 2. Directors shall be elected at the Fall meeting for a four (4) year term of office. Two (2) of the Directors shall be elected in one year and two (2) Directors shall be elected in the next two (2) years, continuing this rotation.
- 3. No Officer or Director may simultaneously be an Officer or Director of the AANA.
- 4. The Governing Body shall meet immediately before and after the Fall meeting of this Association.
- 5. Special meeting of the Governing Body may be called at any time by the President or upon request of a majority of the Directors. Notice of any special meeting setting forth the time and place thereof shall be sent to each Director at least ten (10) 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 said meeting.
- 6. Business requiring special attention of the Governing Body may be conducted via electronic mail (e-mail) and or teleconference at any time by the President or upon request of a majority of the Directors. Motions created by business so conducted will be approved in the following manner:
 - a) A majority of Board members will reply with notice of their approval/disapproval of the decision via their duly registered electronic mail address to the President, with a copy to the Secretary, within three days of electronic mail transmission of the notice by the president.
 - b) If a majority is not reached in three days, this deadline may be extended at the discretion of the President.
- 7. 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 Governing Body.
- 8. A majority of the Governing Body of the Association shall constitute a quorum for the transaction of business.

SECTION H: Board Policies

Policies and procedures addressing the conduct of Association business, including activities not specifically mentioned in these bylaws, will be maintained by the Secretary in the following manner:

- 1) All policies and procedures must be approved by a majority vote of the Board.

- 2) Policies and procedures will be reviewed and either re-approved, revised or Deleted annually.
- 3) Revised or deleted policies and procedures will be maintained by the Secretary as electronic records in an archive.

ARTICLE V. COMMITTEES

SECTION A: Standing Committees

The standing committees shall be as follows:

- Continuing Education
- Government Relations
- Nominating
- Public Relations

SECTION B: How appointed

- 1) The President, subject to approval of the Governing Body, shall appoint the Standing committees with the exception of the Nominating.
- 2) The Nominating Committee 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 the Approval of the Governing Body.

SECTION C: Term of Office

Members of committees shall serve for two (2) years or until their successors are appointed or elected Ad hoc committee members may remain on the committee until the issue is resolved.

SECTION D: Duties

The Chairman of the committee shall:

- 1) Be responsible to the Governing Body in carrying out the duties assigned.
- 2) Prepare an annual report and, upon request, report to the Governing Body.
- 3) Turn over all records and correspondence to a successor or the President Within thirty (30) days after termination of the appointment.
- 4) Prepare and revise guidelines as indicated for their successor.

ARTICLE VI. MEETINGS AND VOTING

SECTION A: Meetings

1. The Association's Annual Meeting shall be held, usually, the third week in September. The Governing Body and the President shall determine the time and place of the annual meeting. Notice of the annual meeting shall be given to each voting member at least 30 days in advance of the meeting. Notice may be given via USPS, email, or facsimile.

2. The purpose of the annual meeting shall be to receive: the reports of officers, the election results, reports of committees if applicable, and to conduct such other business to come before the members.

3. In the absence of a quorum: The Governing Body shall conduct the annual meeting and mail a written report of the proceedings to the members. In the absence of a quorum, any actions that require the vote of the membership shall be submitted to the membership by mail/and or electronic mail with directives regarding the deadline for returns. Members may choose to vote by mail, or vote by such electronic means available, telephone, fax or e-mail.

SECTION B: Voting

1. Who may vote:

- a) Only active members shall participate in elections of Officers and Directors, and in any other voting matters.
- b) In the event that an officer is elected to an office in the AANA, his/her Officer/Director position in the NVANA automatically expires at the time the AANA position is taken.

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. Valid written consent will be accepted when received via facsimile, email, or through regular United States Postal Service.
- c) Additional nominations may be made from the floor at the Annual meeting, with written permission of the nominee, before nominations are declared closed.

3. Method of voting:

- a) Two (2) members, who are not running for any Officer/Director position, shall be appointed by the President and shall be responsible for counting the mail ballots and making an official report to the President and Governing Body.
- b) Matters submitted for vote to the voting body shall be determined by the majority unless otherwise specified.
- c) Election of Officers and Directors shall be by 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.
- e) The ballots shall be mailed to active members qualified to vote four (4) weeks prior to the Annual meeting. The ballots shall be marked and returned to the designated member(s) postmarked not later than one (1) week 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.

ARTICLE VII. GENERAL PROVISIONS

SECTION A: Legal integrity of the Association

The Association shall be a non-profit organization. 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 for the membership thereof.

ARTICLE VIII. PARLIAMENTARY 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 Robert's Rules of Order, newly revised.

ARTICLE IX. AMENDMENTS

These Bylaws may be amended at any business meeting of this Association by a two-thirds (2/3) majority of those present and voting, provided notice of the proposed amendment has been mailed to members at least thirty (30) days prior to the date of the meeting by the President and the Governing Body.

ARTICLE X. DISSOLUTION

The Governing Body shall, in the event of dissolution of the Nevada Association of Nurse Anesthetists, distribute the Association's assets in accordance with state and federal laws.

APPENDIX
STANDING RULE
ORDER OF BUSINESS

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