



West Virginia Association of Nurse Anesthetists

Revised:

Chairperson: EarlAnn B. Glancy, CRNA – March 1994, 1995,
1996

Chairperson: Marion S. Jones, CRNA, MSM – March 2005

Chairperson: Tammy Cunningham CRNA-March 2010

**BYLAWS OF THE
WEST VIRGINIA
ASSOCIATION OF
NURSE ANESTHETISTS**

West Virginia Association
of Nurse Anesthetists
P.O. Box 3469
Charleston, WV 25334

March 2010

Bylaws of the West Virginia Association of Nurse Anesthetists

Mission of the West Virginia Association of Nurse Anesthetists

The West Virginia Association of Nurse Anesthetists is a non-profit organization committed to advancing patient safety by supporting and furthering the practice of nurse anesthesia in West Virginia.

OBJECTIVES of the West Virginia Association of Nurse Anesthetists

1. To promote continual high quality patient care
2. To advance the science and art of anesthesia.
3. To promote the best interest of its members, in cooperation with the American Association of Nurse Anesthetists (AANA),
4. To promote the cooperation between nurse anesthetists, anesthesiologists, and other members of the healthcare profession, hospitals and other agencies interested in anesthesia.

WVANA Nondiscrimination Policy

The WVANA shall follow the nondiscrimination policy of the American Association of Nurse Anesthetists as found in their bylaws.

ARTICLE I NAME

The name of the corporation shall be known as the West Virginia Association of Nurse Anesthetists, Inc., (WVANA) hereinafter referred to as the Association.

ARTICLE II MEMBERSHIP

Section 1. Membership

Membership and privileges in this Association shall be as stipulated in the Bylaws of the AANA.

Section 2. Ethics and Discipline

A. The Board of Directors may censure, suspend, expel or otherwise discipline any member of the Association for violation of the ethical standards, unprofessional conduct, or violation of the Bylaws, standards, rules or principles of the Association.

B. If the conduct of any member is in violation of the Bylaws of the Association the Board of Directors may, by 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 AANA for consideration and counsel. If after consultation with the AANA Board of Directors, the State Board of Directors still elects to prefer charges, a written copy of the charges must be served upon the member and an opportunity given that member to be heard before the Board of Directors. A recommendation for suspension or expulsion of a member shall be made to the Board of Directors of the AANA. A motion to reconsider the suspension or expulsion of a member of the Association may be made at a regular meeting of the Board of Directors.

Section 3. Automatic Termination

Membership of an individual may be automatically revoked for:

- (i) being in arrears in dues as provided in the AANA Bylaws; (ii) adjudication by a court that the individual is mentally incompetent; or (iii) revocation of certification or recertification status by reason of: (a) gross incompetence, (b) unethical conduct, or (c) an act demonstrating moral turpitude.

ARTICLE III GOVERNMENT

Section 1. Officers

A. The government of this Association shall be vested in the Board of twelve (12) members, consisting of the President, President-elect, Vice- President, Secretary, Treasurer, and seven (7) Directors elected annually from the membership of the Association.

B. Terms of Office

1. The regular term of office shall begin August1, following the Annual meeting of this Association.

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2. The President shall serve one (1) year term of office.
3. The President-elect shall serve (1) year, and shall not be eligible for re-election, automatically becoming President in August following the year of election.
4. The Vice President shall be elected for one (1) year and shall be eligible for re-election but shall not serve for more than two (2) consecutive terms.
5. The Secretary shall be elected for a term of one (1) year and shall be eligible for re-election but shall not serve for more than three (3) consecutive terms.
6. The Treasurer shall be elected for a term of one (2) years and shall be eligible for re-election but shall not serve for more than three (3) consecutive terms
7. The immediate Past President may serve as a consultant to the Board.

C. Eligibility for Office

1. A member shall be eligible for the office of President-elect or Vice President who has previously served on the Board of Directors of this Association for at least one (1) year within the past seven (7) years.
2. An officer or member of the Board of Directors of the AANA may not hold office in this Association. In the event that an Officer or member of the Board of Directors accept an office in the national association, office in the WVANA, Inc., automatically expires.

D. Duties of Officers

1. The President shall:
 - a. Preside at the meetings of this Association and of the Board of Directors.
 - b. Call the meetings of the Association and Board of Directors and set all such dates for such meetings.
 - c. Appoint standing ad hoc and special committees, and one member of the Nominating committee, subject to the approval of the Board of Directors.
 - d. Be a member ex-officio of all committees, excepting the nominating committee.
 - e. Prepare and read at each annual meeting of the WVANA report of the work of the year.

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- f. Approve bills before payment is made by the Treasurer.
- g. Represent this Association at the AANA Annual Meeting and other National meetings, or designate a representative with the approval of the Board of Directors.
- h. Keep the President-elect and the Vice- President informed of the Association affairs.
- i. Notify the AANA of newly elected WVANA Board of Directors one (1) month after the WVANA Annual meeting.
- j. Send copies of this Association's Bylaws to new members of the Board.

2. The President-elect shall:

- a. Perform the duties of the President when the President is unable to serve. He/she shall succeed to the office of President August 1.
- b. Send to the AANA names, and contact information of committee chairpersons prior to assuming the role of President August 1.

3. The Vice-President shall:

- a. Assume the duties of the President when neither the President nor the President-elect is able to serve.
- b. Be responsible for keeping an annual history and important records of this Association in conjunction with the President of the association.

4. The Secretary shall:

- a. Keep the minutes of the meetings of the Board of Directors and of the Annual meeting of this Association.
- b. Notify officers of their election and members of their committee appointments.
- c. Distribute minutes of meetings to the Board of Directors prior to the next meeting of the Board.
- d. If unavailable to record minutes at any meeting of the association will arrange for a replacement and notify the President.
- e. Send copies of minutes of the meetings and important correspondence and information regarding matters of general business of the Association to the President.
- f. Keep an alphabetical list of the members and their addresses.

5. The Treasurer shall:

- a. Receive monies of this Association, pay bills and disburse funds as directed by the Board of Directors.
- b. Deposit funds as designated by the Board of Directors.
- c. Be bonded and the fee paid by the Association.

6. Additional Duties:

In the 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.

7. Association Property

Each officer shall deliver any Association property and records to the President or his/her respective replacement within one (1) month after August 1st.

Section 2. Board of Directors:

A. Terms of office

- 1. Three (3) Directors shall be elected on odd fiscal years. Four (4) Directors shall be elected on even fiscal years. All directors shall be elected for a two (2) year term.
- 2. No member shall serve more than two (2) consecutive terms and shall not be eligible for renomination until the lapse of one (1) year after completion of his/her term of office. Any active member in good standing is eligible to be nominated and to hold office.
- 3. Any Director missing three (3) consecutive regular meetings of the Board of Directors shall, at the discretion of the Board of Directors, be removed from the Board of Directors and the vacancy shall be filled as provided for in ARTICLE III GOVERNMENT, SECTION 2 Board of Directors, Powers and Duties.
- 4. Any Board member failing to perform the duties of his/her position may be removed from his/her position by a two-thirds (2/3) vote of the remainder of the Board and the vacancy shall be filled as provided for in ARTICLE III GOVERNMENT, SECTION 2 Board of Directors, (C) Powers and Duties and (7) Fill Vacancies.

B. Meetings

1. The Board of Directors shall meet prior to the Annual meeting of this Association.
2. Meetings of the Board of Directors may be called by the President when the business of this Association requires, or upon written request of the Board of Directors filed with an officer of the Association.
3. Matters requiring action between meetings may be determined by a vote by mail or other form of communication.
4. A majority of the members of the Board of Directors shall constitute a quorum.

C. Powers and Duties

The Board of Directors shall conduct the general business of this Association and shall;

1. Determine its policies and make its plans.
2. Control and manage its funds and property and adopt its budget.
3. Authorize an audit to be performed by a Certified Public Accountant when deemed necessary by a vote of the Board of Directors.
4. Prescribe the amount of expense that shall be allowed for meetings held by this Association and for travel of representatives to the annual meeting of the AANA and other meetings.
5. Define the duties and rules of procedure of committees.
6. Approve committee appointments of the President.
7. Fill Vacancies
 - a. Any vacancy that occurs on the Board of Directors with the exception of the offices of President and President-elect shall be filled by the Board of Directors, the members so elected to serve until the next annual meeting. In the event of a vacancy in the office of President, the President-elect shall become the President in addition to his/her own term. The Vice-President shall become the President-elect and the Board of Directors shall elect another Vice-President.
 - b. 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.

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c. In the event that a member of a committee fails to carry out the assignment, the Board of Directors may select a replacement.

Article IV COMMITTEES

Section 1. Standing committees

Annual Meeting (Program and Convention)
Education
Government Relations
Nominating
Publications
Public Relations
Political Action

Section 2. Ad hoc and Special Committees

Bylaws
Strategic planning
Finance

Section 3. Appointment

A. Unless otherwise specified all committees shall consist of three (3) active members to be appointed for a one (1) year term by the President who shall designate its chairperson subject to the approval of the Board of Directors. Such committees shall be subject to such rules and regulations consistent with these Bylaws as are established by the Board of Directors. The Board of Directors may delegate such additional duties to any of the appointed committees, as the Board deems advisable.

B. Ad Hoc and Special committees may also be appointed by the President subject to the approval of the Board of Directors.

Section 4. Duties

A. Chairperson of Committee shall:

1. Be responsible to the Board of Directors.
2. Prepare a report to the Board of Directors and present at each Association Board meeting and prepare special reports upon the request of the Board of Directors.
3. Be responsible for carrying out the duties assigned.

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4. Deliver to the successor all papers necessary to carry on the work of that committee within one (1) month after the expiration of their term of office.

B. Committee Members shall cooperate with the chairperson in carrying out the duties assigned.

Section 5. Specific Committee Duties

A. Annual Meeting

The Annual Meeting (Program and Convention) committee shall prepare a program and make local arrangements for the Annual Meeting under the direction of the President. A draft of the program shall be submitted to the President three (3) months in advance of the Annual Meeting for presentation to and approval by the Board of Directors and the program shall be made available to the members not later than thirty (30) days before the Annual Meeting.

B. The Education Committee

The Education Committee maintains contact with Nurse Anesthesia educational programs in West Virginia in order to establish any specific needs in which the Association may provide assistance.

C. The Government Relations Committee

The Government Relations Committee shall study problems pertaining to legislation and legal situations that may lead to legislation affecting nursing and in particular nurse anesthesia in the State of West Virginia and nationally. It shall further study and formulate recommendations for consideration to the Board of Directors and the AANA Government Relation Committee.

D. The Nominating Committee

1. The Nominating Committee shall consist of four (4) active members other than officers of this Association. One member, when possible, a former officer, shall be appointed by the President and three (3) members shall be elected at the Annual Meeting. Nominations shall be made from the floor and election shall be by plurality vote. The Nominating Committee shall elect the chairperson from within its own membership.

2. Not less than sixty (60) days prior to the Annual Meeting the Nominating Committee shall prepare and present to the Board of Directors a ballot with one or more nominations for each of the following officers and directors: President-elect, Vice-President, Secretary, Treasurer (on even fiscal years), and four (4) Directors on even fiscal years and three (3) Directors on odd fiscal years.

3. The election of officers and directors shall be held by mailed or electronic ballot. Ballots shall be made available to qualified members three (3) weeks prior to the Annual Meeting, said ballots to be returned not later than one (1) week prior to the Annual Meeting. The method of conducting the ballot shall be determined by the Board of Directors. Names may be written in on a ballot if a written consent of the nominee has been given and send to the Chairperson of the Nominating Committee.

4. Ballots shall be marked for authenticity as described and approved by the Board of Directors.

E. Publications Committee

1. The Publications Committee shall have charge of the official bulletin of the Association.

2. It shall designate one (1) of its members to serve as editor of the bulletin.

3. It shall be the duty of the editor to give extra copies to the President for permanent records of this Association.

4. The Editor shall send two (2) copies to the Secretary of this association, one (1) copy to the AANA Region 2 director.

F. Public Relations Committee

1. The Public Relations Committee shall be composed of members as recommended by the President and the Board of Directors and subject to the acceptance of the member.

2. The Public Relations Committee shall be responsible for promoting the role of the nurse anesthetists to the health care community and consumer public by the available media.

G. Political Action Committee

1. This Association will establish and maintain a CRNA PAC OF WV as its political action committee.
2. The representation of this Association in the CRNA PAC OF WV. Appointment of the representatives will be made by the Board of Directors of this Association
3. The CRNA PAC OF WV will monitor legislation and candidates for office and the impact of each on nursing and nurse anesthetists.
4. Activities of the CRNA PAC OF WV will be reported to the Board of Directors of the Association for dissemination to the general membership.
5. The Chairman of the CRNA PAC OF WV will be appointed by the President subject to approval by the Board of Directors and serve as a committee chairman on the Board of Directors.

Section 6. Ad Hoc and Special committees

With the approval of the Board of Directors, the President may appoint committees not otherwise provided for in the Bylaws. The duties of three Ad Hoc committees are as described below.

A. The Bylaws Committee

The Bylaws Committee shall consider proposed amendments of the Articles and bylaws of Association and shall draft them in proper form for submission to the membership at the Annual meeting. The proposed amendments must be considered by the Board of Directors and shall then be distributed to the members of the Association at least thirty (30) days prior to the Annual meeting. The Chairperson shall provide the Executive office of the AANA with a copy of the Association's bylaws whenever its bylaws are amended.

B. The Finance Committee

The Finance Committee shall be composed of the Treasurer and two (2) active members (preferably past officers or members of the Board of Directors.) It shall prepare both for presentation and for approval of the annual budget and shall make recommendations for financing the long range plans of the Association.

C. The Strategic Planning Committee

The Strategic Planning Committee shall consist of the President-elect, Treasurer and three (3) active members appointed by the President. This committee shall conduct, as needed a review an evaluation of the WVANA programs, organizational structure and financial resources. This committee will develop a strategic plan to guide the development of the Association which is consistent with the mission of the Association. Final approval and implementation of the plan will be the responsibility of the Board of Directors.

ARTICLE V MEETINGS, QUORUM, VOTING

Section 1. Time and Notice

A. The Annual Meeting of this Association shall be held on the date and in the place designated by the Board of Directors. Notice of the Official Annual Meeting of the West Virginia Association of Nurse Anesthetist, Inc. shall be made available to the members of the Association not less than thirty (30) days prior to the commencement of the meeting.

B. Regular meetings may be held with the time and place being determined by the Board of Directors.

C. Special meetings may be held upon the request of the Board of Directors or upon written request of ten (10) active members filed with an officer of this Association. Notice of regular or special meetings shall be sent to all members not later than two (2) weeks prior to the meetings.

Section 2. Quorums

A. At the Annual Meeting and all regular and special meetings of this Association a quorum shall be fifteen (15) active members.

B. Except as otherwise provided in these Bylaws, a majority vote of those present will constitute an action of the membership.

Section 3. Vote of the Membership

A. Active members, life members and inactive members may participate in the association's elections.

B. Nominations

1. Only active members shall be eligible for nomination.
2. Written consent of a candidate must be obtained before a name may be placed on a ballot.

C. Method of Voting

1. The President shall appoint a registrar and two (2) assistants to certify credentials of the Active members attending the Annual Business Meeting.
2. The President shall appoint three (3) tellers as shall be necessary to conduct the election at the Annual Meeting. It shall be their responsibility for election procedures including a special room for counting ballots and making an official report to the members. The tellers shall be responsible for counting such 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. The election of officers and directors shall be resolved by mailed or electronic ballot prior to the Annual Meeting.
5. A vote may be cast for a person not on the ballot by writing in the name if written consent has been obtained by the Chairperson of the Nominating Committee.
6. A plurality vote shall elect.
7. In the event of a tied vote by ballot, the tie may be broken by a written ballot at the Annual Meeting or by a voice vote at the discretion of the Board of directors.
8. Voting rights as specified by these Bylaws shall be exercised by the members in person or by mailed or electronic ballot. No proxy vote (except ballot) by a member otherwise entitled to vote who is not present in person at the business meeting or committee meeting shall be allowed. Cumulative voting, to place all votes for a particular candidate or a particular issue, is specifically prohibited.

ARTICLE VI FINANCE

Section 1. Dues

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

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Section 2. Fiscal Year

The fiscal year of the WVANA shall date from January 1 and shall end the last day of December.

ARTICLE VII OFFICIAL PUBLICATION

Section 1. Date of Issue

The publication shall be printed not less than once a year.

Section 2. Purpose

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

ARTICLE VIII PARLIAMENTARY AUTHORITY

ROBERTS RULES OF ORDER NEWLY REVISED shall be the authority for this Association unless otherwise specified in the Bylaws.

ARTICLE IX AMENDMENTS

These Bylaws shall maintain consistency with AANA Bylaws. The 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 made available at least thirty (30) days prior to the date thereof.

STANDING RULES AND ORDER OF BUSINESS

1. Call to Order
2. Roll Call (establishment of a quorum)
3. Reading of Minutes (report of minutes committee)
4. Report of officers
5. Reports of Standing Committees
6. Reports of Special Committees
7. Unfinished Business
8. New Business
9. Announcements
10. Election of Officers

11. Adjournment

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