

# **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, physician 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**

Classes of membership, applications, privileges, qualifications and dues shall be as 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**

The Board of Directors, by a two-thirds vote, may authorize a voluntary supplemental assessment of the members.

## **ARTICLE III GOVERNMENT**

### **Section 1. Officers**

A. The government of this Association shall be vested in the Board of thirteen (13) members, consisting of the President, President-elect, Vice- President, Secretary, Treasurer, and eight (8) Directors elected from the membership of the Association.

#### **B. Terms of Office**

1. The regular term of office shall begin August 1, following the Annual meeting of this Association.
2. The President shall serve for a term of one (1) year or until his/her successor is elected.
3. The President-elect shall serve for a term of one (1) year or until his/her successor is elected, 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 a term of one (1) year or until his/her successor is elected 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 or until his/her successor is elected 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 two (2) years or until his/her successor is elected 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. Only Active members shall be eligible to hold office.
2. 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.
3. 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. Nominating Committee and Elections**

1. The Immediate Past President shall be a member, and Chair of the committee. Members shall be appointed by the President and approved by the Board of Directors prior to January 1.
2. No later than the third Sunday in April, 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 each fiscal year.

3. The election of officers and directors shall be held by mailed or electronic ballot. Ballots shall be made available the second Friday of May to qualified members, said ballots to be returned not later than the first Friday of June. 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 sent to the Chairperson of the Nominating Committee.

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

E. Duties of Officers:

These officers shall perform the duties prescribed by these bylaws and the WVANA Procedures Manual, by the parliamentary authority adopted by the Organization, and by the Board of Directors.

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.
- d. Be a member ex-officio of all committees, excepting the nominating committee.
- e. Prepare and read at each annual meeting of the WVANA a report of the work of the year.
- f. Perform duties and responsibilities as outlined in the WVANA Procedures Manual.

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. Perform duties and responsibilities as outlined in the WVANA Procedures manual.

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. Perform duties and responsibilities as outlined in the WVANA Procedures manual.

4. The Secretary shall:

- a. Verify the minutes of the meetings of the Board of Directors and of the Annual meeting provided by the Association Manager/Executive Director.

- b. Record minutes at any meeting of the association if Association Manager/Executive Director is unavailable.
- c. Perform duties and responsibilities as outlined in the WVANA Procedures Manual.

5. The Treasurer shall:

- a. Work directly with, and verify the work of, the Association Manager/Executive Director.
- b. Develop annual budget for approval of the Board of Directors.
- c. Convene a Finance Committee as needed
- d. Perform duties and responsibilities as outlined in the WVANA Procedures Manual.

6. 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 1<sup>st</sup>.

**Section 2. Board of Directors:**

A. Terms of office

- 1. Four (4) Directors shall be elected each fiscal year. All directors shall be elected for a term of two (2) years or until their successor is elected.
- 2. No Director 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 for nomination 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, Section 2(D) Vacancies.
- 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, Section 2(D) Vacancies.

B. Meetings

- 1. The Board of Directors shall have a regular meeting immediately preceding and/or immediately following the Annual meeting of this Association and regular meetings at other times as determined by the President or the board. Notice must be given at least 10 days before the meeting.
- 2. Special meetings of the Board of Directors may be called by the President when the business of this Association requires, or upon the written request of three members of the Board of Directors filed with an officer of the Association. The purpose of the meeting shall be stated in

the call, which must be given at least twenty-four hours before the meeting.

3. Board members may participate in meetings via telephone conference or through other electronic communication media so long as all the members can simultaneously hear each other and participate during the meeting. Such participation constitutes attendance at the meeting.

4. Matters requiring action between meetings may be handled with a vote of the Board of Directors via electronic and/ or postal mail or other form of communication.

5. A majority of the members of the Board of Directors shall constitute a quorum.

#### C. Powers and Authority

The Board of Directors shall have full power and authority over the affairs of the organization between meetings of the membership, except as otherwise provided in the bylaws. The board of directors shall:

1. Determine its policies and make its plans.

2. Approve the budget, control and manage the funds and property of the association.

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. Conduct general business of the organization.

8. Conduct self-evaluation as needed.

9. Contract or hire an Association Manager or Association Management Company to manage and direct the affairs of the Organization, per Article IV. Conduct annual review of association manager or Executive Director.

#### D. Vacancies

1. 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 following July 31. 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. A vacancy in the office of President-elect shall not be filled until the Association's next annual election.

2. In the event of vacancies occurring in committees, the President shall appoint members to fill such vacancies subject to approval of the Board of Directors.

3. In the event that a member of a committee fails to carry out the assignment, the President select a replacement subject to approval of the Board of Directors.

## **Article IV**

### **ASSOCIATION MANAGEMENT**

#### **Section 1. Appointment**

The Board of Directors may employ or contract for an Association Manager or with an Association Management Company to serve this Organization on a part-time or full-time basis as the needs of the Organization may require and/or Organization finances permit.

#### **Section 2. Duties**

The Association Manager or Association Management Company shall perform such duties as shall be assigned by the Board of Directors, including managing the operational affairs of the Organization. Duties of the Association Manager are outlined in the procedures manual.

## **Article V**

### **COMMITTEES**

#### **Section 1. Standing committees**

Advanced Practice Registered Nurse (APRN)  
Professional Development  
Education  
Government Relations  
Communications  
Political Action

#### **Section 2. Appointment**

Unless otherwise specified all committees shall consist of 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 the Bylaws and the WVANA Procedures Manual as 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.

#### **Section 3. 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 and responsibilities as outlined in the WVANA Procedures Manual.
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 4. Ad Hoc and Special committees**

The Board of Directors, or the President with the approval of the Board of Directors, may appoint Ad Hoc and Special Committees not otherwise provided for in the Bylaws as the need arises.

### **Article VI**

#### **Procedures Manual**

##### **Section 1. Purpose**

The WVANA Procedures Manual will serve as the guiding document for issues not in these bylaws

##### **Section 2. Amendments**

Amendments may be made to the WVANA by a majority vote of the WVANA Board of Directors

##### **Section 3. Review**

The WVANA Procedures Manual will be reviewed bi-annually on each even year by a special committee appointed by the President and approved by the Board of Directors.

### **ARTICLE VII**

#### **MEETINGS, QUORUM, VOTING**

##### **Section 1. Meetings**

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. Notice of regular meetings shall be sent to all members not later than two (2) weeks prior to the meetings.

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 special meetings shall be sent to all members at least twenty-four hours before the meeting.

### **Section 2. Quorums**

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

### **Section 3. Vote of the Membership**

A. Active members, life members and inactive members shall have voting rights.

B. Annual Election

#### **2. Method of Voting**

- a. The election of officers and directors shall be resolved by mailed or electronic ballot prior to the Annual Meeting.
- b. Matters submitted for vote to the voting body shall be determined by the majority unless otherwise specified.
- c. 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.
- d. A plurality vote shall elect.
- e. 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.
- f. Voting rights as specified by these Bylaws shall be exercised by the members in person or by mailed or electronic ballot. No proxy vote 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.

C. Vote between Membership Meetings

The Board of Directors may authorize a vote of the members conducted between meetings of the membership. The ballot shall be sent to all voting members by electronic and/or postal mail following the rules established by the board. A majority vote shall be necessary for adoption.

## **ARTICLE VIII FINANCE**

### **Section 1. Dues**

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

### **Section 2. Fiscal Year**

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



## **ARTICLE IX PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order or policies and procedures that the Association may adopt.

## **ARTICLE X 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) vote 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 (if applicable)
7. Unfinished Business
8. New Business
9. Announcements
10. Election of Officers
11. Adjournment

### **Revised:**

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

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

Chairperson: Tammy Cunningham CRNA – March 2010

Chairperson: Lee Bias, CRNA, Mike Frame, CRNA – April 2013

Chairperson: Crystal Hopper, CRNA, Julie Linton, CRNA - April 2019

Member Vote: September 2022