

BYLAWS of the Colorado Association of Nurse Anesthetists

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Article I Name

This organization shall be known as the Colorado Association of Nurse Anesthetists.

Article II Objective

It shall be the objective of this Association to promote the best interests of its members, cooperate with the American Association of Nurse Anesthetists, facilitate cooperation between nurse anesthetists and the medical profession, hospitals and other agencies interested in anesthesia and, in general, to advance the science and the art of anesthesia.

Article III Membership

Section 1. Membership.

- A. Membership in this Association and procedures with respect to admission to membership, maintenance of membership, classes of membership, qualifications thereof shall be such as are stipulated in the Bylaws of the American Association of Nurse Anesthetists.
- B. The Association does not discriminate against any person applying for membership because of race, color, creed, national origin, gender, age, or sexual orientation.

Section 2. Conduct of Members.

- A. If the conduct of any member shall appear to be in willful violation of the Bylaws of this Association, or prejudicial to the interests of this Association, the Board of Directors may by a vote of two-thirds (2/3) of the entire Board, suspend or expel such a member.
- B. 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.
- C. If after consultation with the American Association of Nurse Anesthetists' 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.
- D. 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.
- E. A motion to reconsider the suspension or expulsion of a member from this Association may be made at a regular meeting of the Board of Directors.

Article IV Recognitions

- A. Honors may be given to members upon the recommendation of the Board of Directors and with a majority vote of the members at the annual meeting by presentation of awards or other honors without conferring honorary membership.
- B. Honorary Membership - State honorary membership may be conferred on a member by the voting body upon recommendation of the Board of Directors. Rights carried with the honor include the right to attend meetings and speak but not to make motions or vote or represent the Association as a delegate unless the member is an active member of the Association. Honorary status implies that the member's dues are waived.
- C. Benefactors - Contributions of One Hundred Dollars (\$100.00) or more shall be known as benefactors. The names of such benefactors shall be placed in the permanent records of this Association.
- D. Donors - Contributions of less than One Hundred Dollars (\$100.00) shall be known as donors. The names of such donors shall be placed in the permanent records of this Association.

Article V
Government Officers

Section 1. Board of Directors.

A. The government of this Association shall be vested in a board of nine (9) members, consisting of the President, President-Elect, Vice President, Secretary, Treasurer, and four (4) directors.

B. Terms of Office.

1. The regular term of office shall begin immediately following the annual meeting of this Association.
2. The President-Elect shall be elected at the annual meeting for a term of ~~two (2)~~ one (1) year or until the successor is elected and takes office. The President-Elect automatically becomes the President ~~two years~~ later at the annual election.
3. The Vice-President shall be elected at the annual meeting for a term of ~~two (2)~~ one (1) years.
4. The Secretary and the Treasurer shall be elected at the annual meeting for a term of two (2) years and shall be eligible for re-election. The Treasurer shall not serve for more than six (6) consecutive years.
5. Directors shall be elected at the annual meeting for a two (2) year term of office.
6. Two Directors shall be elected annually.

C. Eligibility for Office.

1. No member shall be eligible for the office of President who has not served as an Officer of this Association for at least (2) years.
2. No officer or member of the Board of Directors of the American Association of Nurse Anesthetists may hold office in this Association. In the event that an officer or member of the Board of Directors of this Association accepts an office in the A.A.N.A., the term of office in the Colorado Association of Nurse Anesthetists automatically expires.
3. Only active certified or active recertified members shall be eligible for office.

D. Prohibited Activities.

1. Directors, elected Officers, and members shall not receive any compensation for their services, but may, with prior approval, receive reimbursement for certain expenditures incurred on behalf of the Association if supported by invoice.
2. The Association shall not participate or intervene in any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)6 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

E. Indemnification.

The Association may indemnify present or former officers, directors, employees, and agents only in accordance with the applicable provisions of not for profit laws within the State of Colorado.

F. Duties of Officers.

1. The President shall:
 - a. Preside at meetings of this Association and 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 the Nominating Committee.
 - d. Prepare and read at each annual meeting of the Colorado Association of Nurse Anesthetists a report of the work of the year.
 - e. When feasible represent this Association at any A.A.N.A. meetings. When this is not feasible, be represented by an official alternate, preferably the President-Elect, Vice-President, Secretary, Treasurer, or a Director in the order listed.
 - f. Appoint tellers and registrars prior to voting.
 - g. Keep the President-Elect informed of the Association's affairs.
2. The President-Elect shall:

- a. In the absence of, or inability of the President to act, the President-Elect shall perform the duties of the President. In the event the President-Elect succeeds to the office of President before the present term of the President-Elect shall serve the remainder of that term and in addition will serve one (1) year as President.
 - b. May be chairman of a committee other than the Nominating Committee.
3. The Vice-President shall:
 - a. In the event of the inability to act, or absence of, or removal from office of the President-Elect, the Vice-President shall perform the duties of the President-Elect. In the event of the inability to act, or absence of, or removal from office, of the President and the President-Elect the Vice-President shall perform the duties of the President.
 - b. Be responsible for the preparation of an annual history of this Association.
4. The Secretary shall:
 - a. Keep the minutes of the meetings of this Association and of the Board of Directors.
 - b. Send notifications to officers of their election and inform them of their duties.
 - c. Notify members of meetings.
 - d. Notify the members of the Board of Directors of meetings of the Board.
 - e. Send to the Executive Director of the American Association of Nurse Anesthetists names and addresses of the Officers and Directors after their election, names of committee chairman after their appointments, and reports of meetings and other activities.
 - f. Send copies of important correspondence and information regarding matters of general business of this Association to the President.
 - g. Keep an alphabetical list of members and their addresses.
 - h. Send copies of the Bylaws of this Association to new members.
 - i. Give a written report at the annual meeting and/or upon request to the Board of Directors.

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. Receive funds as paid by the American Association of Nurse Anesthetists.
- D. Give a written report at the annual meeting and upon request to the Board of Directors.
- E. Conduct an audit of the Association finances every four (4) years or at the change of the person filling the office of Treasurer.

G. Additional 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.

H. Association Property.

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

I. Duties of the Board of Directors.

1. Terms of Office:

- a. Directors shall be elected at the annual meeting for a two (2) year term of office.
- b. Two (2) Directors shall be elected annually.

2. Meetings:

- a. The Board of Directors shall meet immediately preceding and immediately following the annual meeting of this Association.
- b. Meeting of the Board of Directors may be called by the President at such times as the business of this Association may require, or upon a written request of a quorum of the Board of Directors, filed with an officer of this Association, provided all Board members have been notified of said meeting.
- c. A majority of the members of the Board of Directors shall constitute a quorum at any meeting.

3. Duties:

- a. Control and management of funds and property of this Association.
- b. Selection of place for deposit of funds.
- c. 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 passing them to a successor.
- d. Prescribe the amount of expense that shall be allowed for speakers at annual and regular meetings and amounts to be allowed toward defraying expenses of representatives to the annual meeting of the American Association of Nurse Anesthetists or to other meetings.
- e. Conduct the general business of this Association.
- f. Conduct business meetings by mail or other means of communication.

4. Fill Vacancies:

- a. Of the Board of Directors, with the exception of, the office of President and President-Elect, the member so elected shall serve until the next annual election. In the event of vacancies occurring in the office of the President, the President-Elect shall become President. In the event of a vacancy in the office of President-Elect, that office shall remain vacant until the next election when the office of President and President-Elect shall be filled.
- 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.
- c. In the event that a member of a committee fails to carry out the assignment, the Board of Directors may select a replacement.

J. Ex-Officio Board Members

- a. The Board of Directors shall have the authority to authorize individuals to serve as Ex-Officio Members to the Board of Directors. These individuals would be present for discussion; however, they would have no voting privileges on Motions brought before the Board of Directors.

Article VI Committees

Section 1. Standing Committees.

- A. Bylaws and Government Relations.
- B. Continuing Education.
- C. Finance.
- D. Nominating.
- E. Publicity.
- F. Political Committee.

Section 2. How Appointed.

- A. The President subject to the approval of the Board of Directors shall appoint the standing committees with the exception of the Nominating Committee, each committee to be composed of not less than three (3) members.
- B. Special Committees may also be appointed by the President, subject to the approval of the Board of Directors.

Section 3. Term of Office.

Members appointed to committees shall serve for one (1) year or until their successors are appointed.

Section 4. Duties.

- A. The chairman of committees shall:
 - 1. Be responsible to the Board of Directors.
 - 2. Prepare a written annual report and upon request a report to the Board Directors.
 - 3. Be responsible for carrying out the duties as assigned.
 - 4. The members of committees shall cooperate with the chairman in carrying out the duties as assigned.

Section 5. Specific Duties.

A. Bylaws and Government Relations:

1. This committee shall receive proposed amendments and present them to the Board of Directors and to the members for consideration.
2. This committee must submit proposed amendments and present them to the A.A.N.A. Bylaws Committee for recommendation and approval. Amendments must be approved by the A.A.N.A. Bylaws Committee before they become effective.
3. This committee shall work in an advisory or consultative capacity with the Board of Directors and the National Government Relations Committee in matters pertaining to pending legislation, regarding the administration of anesthetics by nurse anesthetists.

B. Continuing Education:

1. This committee shall prepare, subject to the approval of the Board of Directors, a complete program for the annual meeting and arrange for programs and places of meetings for other regular meetings during the year.
2. This committee shall be responsible for social activities of this association.
3. This committee shall assist in the development of educational standards and consistently endeavor to further the educational program of this Association and that of the American Association of Nurse Anesthetists.

C. Finance:

1. This committee shall be composed of the 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.

D. Nominating:

1. This committee shall be composed of three (3) active members elected at the annual meeting, and shall elect its chairman from among its own membership.
2. Not less than sixty (60) days prior to the annual meeting, it shall prepare and present to the Board of Directors a ballot with the nominations for the following officers and Directors: President-Elect, Vice-President, Secretary, Treasurer, and two (2) Directors.
3. It shall provide for mailing (US Postage or Electronic Email) a ballot to each active member not less than three (3) weeks prior to the annual meeting.

E. Publicity:

This committee shall have charge of all publicity for this Association and shall send notices of the meetings to the local newspapers and shall send a report of the annual meeting and news item, pertaining to the members, to the official bulletin of the A.A.N.A.

F. Political Action Committee:

Established to perform the functions of a political action committee for contributions to candidates for the Colorado General Assembly. This PAC will function according to the rules set up by the Colorado Secretary of State.

Section 6. Vacancies.

- A. In the event of vacancies occurring in committees, the President, subject to the approval of the Board of Directors, shall appoint member(s) to fill such vacancies.
- B. In the event, that a member of a committee fails to carry out the assignment, the Board of Directors may select a replacement.

**Article VII
Meetings, Quorum, Voting Meetings**

Section 1. Meetings.

- A. The Annual Meeting and election shall be held in the Fall.
- B. One (1) regular meeting per year in the spring.
- C. Special meetings may be held upon request of the Board of Directors or upon a written request of a quorum of active members, filed with an office of this Association.

Section 2. Quorum.

- A. Ten (10) active members shall constitute a quorum at the annual meeting, the regular meeting, and any special meeting.
- B. A majority of the Board Members shall constitute a quorum of any meeting of the Board of Directors.

Section 3. Voting.

A. Only active members shall participate in election and other voting.

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. A registrar and two (2) assistants shall be appointed by the President and shall certify credentials before issuing ballots to voting members.
2. Three (3) tellers shall be appointed by the President and shall be responsible for election procedures, including counting the ballots and making an official report to the members. The tellers shall also be responsible for counting 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. A plurality vote shall elect.

D. **Mailed Ballot.** The election of Officers and Directors may be held by mailed vote. Ballots shall be mailed to members qualified to vote three (3) weeks prior to the annual meeting, said ballot to be marked and returned not later than one (1) week prior to the annual meeting. This method of conducting the mailed ballot shall be determined by the Board of Directors.

E. **Electronic Vote.** The election of Officers and Directors may be held via electronic vote as an option to a paper ballot if so chosen by each individual member. The method of conducting this electronic vote shall be determined by the Board of Directors based on the available technology.

Article VIII Finance Dues

Section 1. Dues and Fees.

- A. Dues and payment thereof for the Colorado Association of Nurse Anesthetists shall be such as are stipulated in the Bylaws of the American Association of Nurse

Anesthetists.

- B. Any special business pertaining to the Colorado Association shall be financed by the membership, the amount to be determined by the Board of Directors and approved by a majority of the members present at a meeting.
- C. Registration fees may be charged at the Annual Meeting and for Workshops.

Section 2. Fiscal Year.

The fiscal year of the Colorado Association of Nurse Anesthetists shall date from October one (1) to September thirty (30).

Section 3. Funding.

For purposes of funding the Colorado Association of Nurse Anesthetists Political Action Committee, an amount up to \$19.00 of each ACTIVE member's state association dues allocation from their A.A.N.A. dues may be applied to the Political Action Committee's account in accordance with the Treasurer's policy manual.

Article IX Parliamentary Authority

In the absence of any provision in these bylaws, all meetings of this Association, the Board of Directors and Educational Districts shall be governed by the Robert's Rules of Order Newly-Revised.

Article X Amendments

These 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 mailed at least thirty (30) days prior to the date thereof. The proposed amendment must be approved by the Bylaws Committee of the American Association of Nurse Anesthetists before it may become effective.

Article XI
Authority for Professional Services

The Board of Directors shall have the authority to allocate funds to engage the services of an individual or individuals to assist with lobbying or the management of the Colorado Association of Nurse Anesthetists.

Article XII
Dissolution

On the dissolution of the Association, the Board of Directors, after paying or making provisions for the payments of all liabilities of the Association, shall dispose of all assets exclusively to such organizations organized exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) 6 of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) as the Board of Directors shall determine.

Article XIII
Standing Rules – Order of Business

- A. Call to Order.
- B. Roll Call (establishment of a quorum).
- C. Reading of Minutes.
- D. Reports of Officers.
- E. Reports of Standing Committees.
- F. Reports of Special Committees.
- G. Unfinished Business.
- H. New Business.
- I. Announcement.
- J. Program (if any).
- K. Adjournment.