Association of Veterans Affairs Nurse Anesthetists

Bylaws

May 2018



Association of Veterans Affairs Nurse Anesthetists Bylaws and Standing Rules

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# ARTICLE I. NAME, PURPOSE & OBJECTIVES

SECTION 1. - Name

The name of this organization shall be the “Association of Veterans Affairs Nurse Anesthetists”, hereafter also referred to as “AVANA.”

SECTION 2. - Purpose

The purpose of AVANA shall be to:

1. Unite all Veterans Affairs (VA) Nurse Anesthetists in order to attain its objectives
2. Be recognized as the official professional organization of Veteran’s Affairs nurse anesthetists

SECTION 3. - Objectives

The objectives of AVANA shall be to:

1. Promote quality and safe anesthesia services to the veteran patient
2. Provide continuing education for VA nurse anesthetists
3. Enhance communication among all VA nurse anesthetists, members of the medical and nursing profession and those persons and organizations impacting the VA Health Care System
4. Support the recruitment and retention of nurse anesthetists
5. Endorse utilization of CRNA skills to the maximum breadth of their clinical scope of practice and education as well as departmental management and administration
6. Encourage academic excellence with use of evidence based practice

# ARTICLE II. CORPORATE STATUS, REGISTERED OFFICE, REGISTERED AGENT

SECTION 1. - Corporate Status

1. The Association of Veterans Affairs Nurse Anesthetists shall be a non-profit corporation*.*
2. All funds, property and assets, of whatever kind or description or wherever located, presently owned or hereafter acquired by the association, shall be held in trust for the membership thereof. In the event of the dissolution of this organization, all assets shall be disposed of in accordance with the rules and regulations of the Internal Revenue Service governing the tax-free status.

SECTION 2. - Registered Office

1. The Association of Veterans Affairs Nurse Anesthetists shall continuously maintain a Registered Office in the state in which the organization is incorporated in accordance with the laws of incorporation.
2. The Registered Office shall be located at the address of the Registered Agent.

SECTION 3. - Registered Agent

1. The Registered Agent shall be selected by the Board of Directors and be retained by the Association; *or*
2. The Registered Agent shall be an active/retired member in good standing in AVANA.
3. The Registered Agent must be a current resident of the state in which the Registered Office is located.
4. The Registered Agent shall be a permanent appointment unless said agent fails to perform the duties of the agent or resigns.
5. The position and duties of the Registered Agent shall be governed by the Laws of Incorporation.

# ARTICLE III. MEMBERSHIP CLASSIFICATION AND MEMBERSHIP POLICY

SECTION 1. – Classes of Membership

AVANA shall have four classes of membership:

* 1. Active
	2. Retired
	3. Honorary
	4. Student/Graduate

SECTION 2. – Membership Categories

1. Active – Individuals who are currently certified/recertified CRNA’s employed by the Department of Veterans Affairs. Active members shall be eligible to vote, to hold office and to participate in all other membership benefits offered by AVANA.
2. Retired – CRNA’s who have retired from the VA. Retired members shall be eligible to vote and participate in all other membership benefits offered by AVANA.
3. Honorary – Honorary lifetime membership shall be awarded by a majority vote by the AVANA Board of Directors to a member or past member who has rendered outstanding contributions to AVANA. Honorary members may not hold office, vote and shall not be subject to payment of membership dues.
4. Student/Graduate – Individual who is a Registered Nurse enrolled in an accredited nurse anesthesia educational program or who has recently graduated but not

yet certified. Student/Graduate members may not hold office or vote.

SECTION 3. - Membership Policy

1. Shall not discriminate against any member or applicant for membership on the basis of race, color, religion, age, gender, sexual orientation, marital status or national origin.
2. Failure to pay dues by the established deadline *may* result in termination of membership.
3. Discontinuing employment with a Veterans Affairs Medical Center shall result in termination of active membership unless the member retires or is offered an honorary membership.
4. Applicant for membership must be approved by the AVANA Membership Committee

# ARTICLE IV. ETHICS, DISCIPLINE, COMPLAINTS, PROCEDURES, AND REINSTATEMENT

SECTION 1.–Ethics

1. Membership in the AVANA demands conformity to high ethical standards, professional behavior and adherence to all the bylaws, rules, regulations and principles of conduct set forth by the American Association of Nurse Anesthetists (AANA) [www.aana.com](http://www.aana.com/).

SECTION 2. - Discipline

1. Failure to comply with Article IV, SECTION 1 shall subject the member to censure, suspension, or expulsion by a two-thirds (2/3) vote of the Board of Directors. The Board of Directors may forward pertinent details of their action to the AANA if deemed necessary.
2. Member may be censured, suspended or expelled for:
	1. Adjudication by a court that the individual is mentally incompetent
	2. Loss of certification/recertification or action taken by a Board of Nursing against the member’s license by result of gross incompetence, unethical or unprofessional conduct, conviction of a felony or an act demonstrating moral turpitude

SECTION 3. - Complaints

1. Complaints/requests for disciplinary action shall be the right of any person, member or non-member of this association, who has reason to believe that a member of AVANA has willfully or negligently acted contrary to the ideals set forth by the bylaws of AVANA or who has demonstrated conduct that is contrary to their trust as a Certified Registered Nurse Anesthetist.

SECTION 4. - Procedures

1. A complaint or request for disciplinary action shall be presented in writing to the President of the AVANA at least thirty (30) days prior to a regular meeting of the Board of Directors.

SECTION 5. - Reinstatement of Membership

1. May reapply for membership to Membership Committee.
2. Membership Committee will make appropriate recommendation and forward application to the President of the AVANA for Board Action.
3. Any Board action in the area of reinstatement or appeal must be by a two thirds vote of the Board of Directors.
4. Applicant for reinstatement must pay dues and penalty fees?? if any, as determined by the Board of Directors.

# ARTICLE V. BOARD OF DIRECTORS: QUALIFICATIONS, TERMS OF OFFICE, DUTIES, VACANCY, TRAVEL

SECTION 1. - Board of Directors

1. The Officers of this association shall be the President, President-elect, Secretary and Treasurer.
2. The government of this association shall be vested in an elected Board of Directors consisting of four (4) Officers; four (4) Regional Directors, and a Director at Large and Executive Director
3. The Board of Directors shall be elected by mailed/electronic ballot of eligible members.
4. The nomination and election process shall follow AVANA policies and procedures.

SECTION 2. - Qualifications

1. No member shall be elected to the office of President-elect who has not served on the Board of Directors for at least one full term or served as Chairperson of a Standing Committee for at least two (2) years.
2. No member shall be elected as a Director, President, President-elect, Secretary or Treasurer if he/she is not an Active Certified or Recertified member in good standing.

SECTION 3. - Terms of Office

1. President shall be elected to serve one (1) term of two (2) years, A minimum of two (2) years shall pass before a former president may be eligible for nomination to the office of President-elect.
2. President-elect shall be elected to serve one (1) term of two (2) years
3. Secretary shall be elected for two (2) years and be eligible for re-election, but may not serve more than two (2) consecutive terms.
4. Treasurer shall be elected for two (2) years and be eligible for re-election, but may not serve more than two (2) consecutive terms.
5. Directors shall be elected for two (2) years and be eligible for re-election, but may not serve for more than two (2) consecutive terms.
6. Two (2) Directors, Central and Southern shall be elected in the odd numbered years and three (3) Directors, Eastern, Western, and Director at large shall be elected in the even numbered years.
7. The regular term of office shall begin immediately following the AVANA Annual education meeting.

SECTION 4. - Duties of the Board of Directors

1. Shall oversee the management of funds and property of this association.
2. Shall conduct the general business of the association during the interim period between the AVANA annual business meetings.
3. The Board shall convene a board meeting before and after the annual meeting as set up by the President.
4. Shall request and receive a reconciliation of the financial records before the AVANA annual education meeting. May request audit when deemed necessary.
5. Shall fill vacancies that occur on the Board and/or committees as directed by these Bylaws.
6. Any Board member failing to fulfill the duties assigned or failing to attend, without valid reason, at least two (2) official Board meetings shall be liable to dismissal on a majority vote of the Board of Directors and their office declared vacant.

SECTION 5. – Vacancy

1. In the event of vacancy in the office of President, the President-elect shall assume the duties of the President.
2. In the event of a vacancy in the office of President-elect, the Nominating Committee shall be called upon to submit candidates. The election of this position

shall be by the members and based on the AVANA election policies and procedures.

1. In the event of a vacancy in the office of Secretary, an appointment shall be made by a majority of the Board of Directors to fill the position.
2. In the event of a vacancy in the office of Treasurer, an appointment shall be made by a majority of the Board of Directors to fill the position.
3. In the event of a vacancy in the position of Director a majority of the remaining Board members shall appoint a new member from the region in which the vacancy occurred.

SECTION 6. – Travel and Reimbursement for officers

1. The President of AVANA shall be the official delegate of AVANA. He/she shall be paid cost of travel, lodging and daily expenses as determined by the Board of Directors.
2. The President-elect shall be paid cost of travel and lodging per meeting he/she is required to attend as determined by the Board of Directors.
3. The Board of Directors shall be paid the cost of travel and lodging expenses to attend the annual meeting of the Association of Veterans Affairs Nurse Anesthetists and all meetings requested by the President.

# ARTICLE IX. COMMITTEES

SECTION 1.

1. All Standing and Special Committees shall be appointed by the President and approved by the Board of Directors.

SECTION 2.

1. The Board of Directors shall determine the composition, duties and responsibilities of all committees. Each Committee Chairperson shall be responsible for the fulfillment of duties of their committee and shall prepare an annual report to be presented at the Annual meeting.

SECTION 3.

1. Standing Committee members shall be appointed for a term of two years or until their successors are appointed. Special Committee members shall serve until the purpose or the committee is fulfilled, unless otherwise determined by the President. Any committee member failing to fulfill the duties assigned shall be liable to dismissal on a majority vote of the Board of Directors. When vacancies occur in committees, the President, with the advice and consent of the Board of Directors, shall fill the vacancies by appointment of current members

SECTION 4.

1. The President or designee shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 5.

1. The Standing Committees include Auditing & Budget, Bylaws & Standing Rules, Education, Scholarship, Government Relations, Nominating and Membership
2. Ad hoc or special committees can be developed at the discretion of the president or BOD.
3. The committees will function to develop a plan to carry out the responsibilities, goals and objectives of the Committee.

# ARTICLE X. MEETINGS, QUORUM, NOMINATIONS, ELECTIONS, SPECIAL MEETINGS, VOTING PROCEDURES

SECTION 1. - Meetings

1. The election of officers shall be held in conjunction with the AVANA Annual Education meeting
2. The date of the Annual Education meeting will be determined by the Board of Directors, and the Education and Scholarship committee

SECTION 2. - Quorum

1. A 2/3rds majority of Board members must be present to carry on any official business.2.A quorum for the transaction of business at the annual meeting of the members shall be seven (7) percent of those entitled to vote.

SECTION 3. – Elections

1. Voting shall be by the mailed/electronic ballot system.
2. On or before July 1st, the Nominating Committee shall request from each Regional Director a list of nominees to fill vacancies for offices. The list of nominees shall be sent to the Chairperson of the Nominating Committee by December 1st.
3. Forty-five (45) days prior to the annual meeting, the Nominating Committee shall mail to each member a ballot with the list of candidates and their qualifications.
4. Mailed ballots must signed by member for verification of vote.
5. Ballot must be stamped "Official Ballot”
6. Two tellers shall be appointed by the President.
7. The ballots shall be counted at the Spring Meeting
8. Results of the election will be announced at the annual meeting.

9 A plurality vote shall elect a candidate. In the event of a tie vote, the tie shall be decided by a written vote at the annual meeting.

SECTION 4. - Special Meetings

1. Special meetings shall be called by the President or the Board of Directors in response to a written request of seven (7) percent of the membership.

SECTION 5. - Voting Procedure at General Meetings

1. Procedure for nominations, voting and other business matters at general and/or special meetings shall be by ballot, show of hands or as determined by the President.
2. Nominations for candidates may be made from the floor with the permission and consent of the nominee.
3. Two tellers shall be appointed by the President and shall count all votes, either by show of hands or by ballot.

# ARTICLE XI. OFFICIAL PUBLICATION

1. The name of the publication of AVANA shall be called the AVANA Newsletter.
2. Members who pay Association dues shall receive the official publication either via email or in paper form as designated by the board of directors.

# ARTICLE XII. FISCAL YEAR

1. The fiscal year shall be from January 1 to December 31.
2. The membership year shall be from March 1st – February 28th of the following year or February 29th if the year is a leap year.

# ARTICLE XIII. ANNUAL DUES

1. Annual dues will be as follows
	1. Active Membership: $125
	2. Retired Membership: $10
	3. Honorary Membership Free
	4. Student/Graduate Membership $10

# ARTICLE XIV. AMENDMENTS

1. The Bylaws of this association may be amended by two thirds vote at any business meeting provided a quorum is present as directed by these Bylaws and also provided notice of the proposed amendments has been brought to the attention of the voting members 90 days prior to the annual mtg. The proposed

amendments must be reviewed and approved by the Bylaws Committee.

# ARTICLE XV. PARLIMENTARY AUTHORITY

1. Roberts Rules of Order shall be the governing authority in all cases to which they are applicable and which are not inconsistent with these Bylaws or other governing rules of precedence.

# Article XVI: AVANA SCHOLARSHIP FUND

SECTION 1. - GOALS

1. The scholarship fund is intended to support the training, recruitment and retention of the best- qualified VA nurse anesthetists.

# Article XVII: Geographic Organizations

SECTION 1 – PURPOSE

1. Geographic regions of all VA Facilities with CRNA’s are established for utilization by each regional director.
2. AVANA Regions

|  |  |  |  |
| --- | --- | --- | --- |
| **Western Region** | **Central Region** | **Southern Region** | **Eastern Region** |
| Alaska | Illinois | Alabama | Connecticut |
| Arizona | Indiana | Arkansas | Delaware |
| California | Iowa | Florida | Dist. Of Columbia |
| Colorado | Kansas | Georgia | Maine |
| Hawaii | Kentucky | Louisiana | Maryland |
| Idaho | Michigan | Mississippi | Massachusetts |
| Montana | Minnesota | North Carolina | New Hampshire |
| Nevada | Missouri | Oklahoma | New Jersey |
| New Mexico | Nebraska | Puerto Rico | New York |
| Oregon | North Dakota | South Carolina | Pennsylvania |
| Philippines | Ohio | Tennessee | Rhode Island |
| Utah | South Dakota | Texas | Vermont |
| Washington | Wisconsin |  | Virginia |
| Wyoming |  |  | West Virginia |
|  |  |  |  |

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