

**OKLAHOMA ASSOCIATION OF NURSE ANESTHETISTS**  
**BYLAWS**  
(draft created 11/16/2013)

**ARTICLE I**  
**Name**

**Section 1. Name.** This organization shall be known as the Oklahoma Association of Nurse Anesthetists, herein referred to as "OANA".

**Section 2. Location.** The official headquarters of OANA shall be in Oklahoma and determined by the Board of Directors.

**Section 3. Fiscal Year.** The fiscal year shall be October 1 through Sept 30.

**ARTICLE II**  
**Objectives**

1. To promote continual high quality patient care.
2. To advance the science and art of anesthesiology.
3. To support the AANA in its development of educational standards.
4. To develop and promote standards of practice in the field of nurse anesthesia.
5. To facilitate effective cooperation between nurse anesthetists, anesthesiologists, other members of the medical profession, the nursing profession, hospitals, and agencies representing a community of interest in nurse anesthesia.
6. To provide opportunities for continuing education in anesthesia.
7. To provide members with direction pertaining to governmental policy, of importance to anesthesia.

**ARTICLE III**  
**Membership**

**Section 1. Membership.** Membership in OANA, procedures with respect to admission to membership, qualifications thereof, and the exercise of the privileges are stipulated in the Bylaws of the American Association of Nurse Anesthetists.

**Section 2. Dues.** State Association membership dues shall be established in the AANA bylaws.

**Section 3. Assessments.** The Board of Directors, by 2/3 vote, may establish a special voluntary assessment, not to exceed the annual state association dues, provided that at least 30 days notice has been given to the members by the Board.

**Section 4. Disciplinary Actions.** The Board of Directors may, after following the requirements of these Bylaws and such additional policies and procedures as the Board may duly adopt, censure, suspend, revoke membership of, or otherwise discipline any member of the ASSOCIATION for:

- A. unprofessional conduct;
- B. conviction of a felony;
- C. an action taken by a Board of Nursing against the member's license because of (a) gross incompetence,
- D. unethical conduct, or
- E. an act demonstrating moral turpitude; or
- F. violation of the Bylaws, standards, Code of Ethics, or rules of the ASSOCIATION.

**Section 5. Complaints and Procedures**

- A. Complaints against a member or requests for disciplinary action under this Article III shall be in writing, shall specify the charges against the individual, and shall be addressed to the President.
- B. Complaints received by the President shall be screened and shall be forwarded to an appropriate entity, referred to the Executive Committee of the Board of Directors or both.

**Section 6. Hearing by the Executive Committee of the Board of Directors**

- A. A member is entitled to a hearing on any matter referred to the Executive Committee of the Board of Directors where disciplinary action is being considered by the Executive Committee. The member may appear in person before the Executive Committee, and a personal representative and/or counsel may also appear before the Executive Committee to submit such proper evidence or rebuttal as the member desires, to show why disciplinary action should not be taken.
- B. Prior to a hearing to be held by the Executive Committee of the Board of Directors with respect to a member, written notice shall be sent by registered or certified mail to the involved member not less than 30 days prior to the meeting at which the matter is to be considered. Notification shall inform the member of the specific nature of the complaint and advise the member that he or she may appear in person and that a personal representative and/or counsel may also appear before the Executive Committee.
- C. Disciplinary action by the Board of Directors against any member of the ASSOCIATION shall be based on the hearing conducted by the Executive Committee and shall not be taken unless affirmatively voted by not less than two-thirds of the members of the Board of Directors present at the meeting at which such action is taken. The Executive Committee shall, within five days after the voting of adverse action, cause notice of such action to be sent to the member, by registered or certified mail, stating the grounds on which disciplinary action was based. The decision of the Board of Directors shall be final.

**Section 7. Confidentiality of Disciplinary Proceedings.** Unless required by law, all proceedings pursuant to Article V shall be privileged and confidential and not subject to publication or public dissemination unless such proceedings result in the taking of disciplinary action.

## **ARTICLE IV**

### **Directors and Officers**

**Section 1. The Governing Body.** OANA shall be governed by a nine member board of directors.

**Section 2. Officers.**

- A. The officers shall be a President, Vice President, Secretary and Treasurer.
- B. Officers shall be elected by the sitting Board at the Board meeting immediately prior to the Fall Meeting.
- C. Only directors whose terms are continuing into the next fiscal year are eligible to be elected as an Officer.
- D. Terms shall begin immediately following the Fall Meeting

**Section 3. Eligibility for Office.**

- A. Directors shall be considered eligible for the office of President or Vice President if they have served on the Board of Directors of this or any state association for no less than one (1) year in the last five years.
- B. Officers or members of the Board of Directors of the AANA are ineligible to concurrently hold office in this Association. In the event that an officer or member of the State Board of Directors accepts an office in the AANA, he/she must resign their current office at the State level.

**Section 4. Nomination and Election of Directors.**

- A. The Board shall appoint a Leadership ID Committee that shall be composed of three (3) active members. The Leadership ID Committee shall elect its chairman from among its own membership.
- B. It shall be the duty of this committee to interview, review qualifications, prepare and submit to the board and the membership at least one *qualified* nominee for each open director position. Contested elections are highly desirable. No names shall be placed in nomination without the consent of the nominee.
- C. The membership elects candidates to open Director positions in August of each year.
- D. Elections will be held by mail and/or secure electronic balloting. Ballots to each active member shall be sent electronically by August 1 and balloting will be concluded by Aug 15 each year. A plurality shall elect. In the event of a tie, the Leadership ID committee shall conduct a ballot election at the fall annual meeting of the membership.

**Section 5. Terms of the Office.**

- A. Each member elected as Director shall serve a three year term, with an option to run for a second consecutive term.
- B. The Board-elected President may serve up to two one year terms during each three year term as Director.
- C. The Vice President may serve up to two one year terms during each three year term as Director.
- D. The Secretary and Treasurer may serve up to three one year terms during each three year term as Directors.

**Section 6. Duties of the Officers.** The officers shall perform duties as prescribed in Board or member-approved governing documents or as assigned by the Board of Directors.

A. The President shall:

1. Assure the integrity of governance of the association.
2. Preside at all meetings of this Association and the Board of Directors.
3. Be a member *ex-officio* of all committees, except the Leadership ID committee.

B. The Vice President shall assume the duties of the President in the event that the President is unable to serve and until the Board elects a new President. The Vice-President shall conduct board orientation and track strategic planning progress.

**Section 7. Vacancies.** A vacancy in any officer or director position shall be filled by the Board of Directors. Individuals appointed by the Board shall fulfill the term of vacancy.

## **ARTICLE V Meetings**

**Section 1. Regular Meetings.** There shall be two regular membership meetings each year, one in the fall and one in the spring. The time and place of the meetings shall be determined by the Board of Directors.

**Section 2. Special Meetings.** Special meetings may be called by the President, by the Board of Directors, *or shall be* called upon written request of 30 active members, filed with an officer of this Association. The purpose of this meeting shall be stated in the call.

**Section 3. Quorum.** The quorum for any membership meeting shall be 30 members who attend a properly called meeting.

## **ARTICLE VI Board of Directors**

**Section 1. Composition.** The Board shall consist of nine directors elected by the membership. One-third of the Board membership will either rotate off or renew each year.

**Section 2. Duties and Powers.** The Board of Directors' primary role is to govern OANA, setting the direction and priorities of the association. It shall have general supervision of the affairs of the Association, assure appropriate administrative services, appoint committee members and liaisons, appoint a Federal Political Director and Reimbursement Director, hire and manage the contracts of OANA legislative, legal and financial advisors and consultants, make recommendations, and perform such other duties as are specified in Board or member-approved governing documents.

**Section 3. Meetings.** Unless otherwise ordered by the Board of Directors, regular face to face meetings shall be held before the fall and spring membership meetings. The Board shall determine its meeting schedule on an annual basis with a minimum of two face to face meetings annually.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by the President or shall be called upon the written request of three members of the Board of Director. A majority of the Board of Directors shall constitute a quorum.

**Section 5. Conduct of Business.** The Board of Directors may meet by telephone conference or through other electronic communication media so long as all the participating members can interact simultaneously.

A. Unanimous consent may be used to obtain consensus on single motions of importance between board meetings. Only motions that comprise a potential cost of \$5000.00 or less shall be permitted to be sent out for unanimous consent via electronic mail. The Board of Directors may take action without the benefit of a meeting by a unanimous vote of all directors.

B. Such actions shall be recorded in the minutes of the subsequent Board meeting.

**Section 6. Removal from Office.** Any officer or director may be removed from their office or position by a two-thirds vote of the Board of Directors, when, in the judgment of the Board, the best interests of OANA would be served by this action.

## **ARTICLE VII Committees**

**Section 1. Standing Committees.** The standing committees shall be State Government Relations, Program, Public Relations, Leadership ID, and Communications.

A. Composition:

1. All standing committees shall be composed of at least three members who shall choose the chair from its membership.
2. Committee members shall serve three year terms with the option to renew for one additional 3 year term.
3. Each year, 1/3 of the committee shall rotate off or renew for an additional term.
4. Each committee will be assigned a Board liaison who shall assure the committee is active and acting in alignment with its duties, charges, and strategic assignments.

B. Committee Roles and Responsibilities

1. Communications Committee. (3 members) This committee shall create and implement a communications strategy to assure an informed membership.
2. Leadership ID Committee. (3 members) This committee is responsible to identify a qualified ballot of candidates for open seats on the Board and to identify volunteer leaders to serve in open positions in the committee structure. The committee reports regularly to the Board to assure timely appointments to committees.
3. Program Committee. (6 members) This committee shall prepare a complete program for the membership meetings as well as make arrangements for those meetings.
4. Public Relations Committee. (6 members) This committee shall create and implement a public relations strategy to achieve Board-specified outcomes in the public external to the membership, including healthcare facility administrators, medical professionals/surgeons, payers, and patients.
5. State Government Relations Committee. (7-9 members) This committee shall work with the OANA lobbyist in matters pertaining to pending legislation and regulatory

issues at the state level. This committee shall orchestrate the involvement of the membership at the grassroots level to build a solid infrastructure for advocacy.

**Section 2. Special Committees.** The Board of Directors or the President may create special committees as necessary. The President, with approval of the Board of Directors, shall appoint the chairman and members of all special committees.

**Section 3. Removal from Office.** Any committee member may be removed from their office or position by a two-thirds vote of the Board of Directors, when, in the judgment of the Board, the best interests of OANA would be served by this action.

## **ARTICLE VIII Parliamentary Authority**

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

## **ARTICLE IX Amendments of Bylaws**

**Section 1. Amendments.** These bylaws may only be altered, amended or repealed by the general membership.

**Section 2. Submission.** Bylaws amendments may be proposed by the Board of Directors, committees, or under the signature of five Association voting members and submitted to the bylaws committee. Bylaws Committee will review all submissions and make recommendations to the Board to accept or reject the amendment. The Board will recommend bylaws changes to the membership. The Bylaws Committee will present all amendments to the Membership for approval. Amendments must be submitted either electronically or on paper to the membership at least 30 days prior to a Membership Business Meeting.

**Section 3. Discussion.** Bylaws amendments will be presented for discussion during Spring or Fall Membership Meetings.

**Section 4. Vote.** Bylaws amendments will be voted on by the full membership within 30 days following the Membership Meeting.

**Section 5. Approval.** Approval of amendments shall be determined by 2/3 majority of the votes cast.

**ARTICLE X**  
**Other Provisions**

**Section 1. Compensation.** No trustee or officer shall receive any fee, salary or remuneration of any kind for services in such capacities. However, trustees and officers may be reimbursed for reasonable expenses incurred as defined by the Board of Directors upon presentation of an invoice accompanied by receipts. Additionally, if a trustee or officer provides a service to the corporation beyond the scope of volunteer leader, a reasonable stipend may be paid on a fee for service basis, in alignment with those who provide a similar service.

**Section 2. Indemnification of Officers and Trustees.** Expenses and liabilities in connection with any proceeding involving an officer or trustee because the agent is or was a corporate agent may be indemnified if the circumstances fall within the definition of the Oklahoma Nonprofit Corporation Act. OANA shall indemnify each agent to the full extent permitted by law.

**Section 3. Insurance.** The Board may authorize purchase of Directors and Officers Liability Insurance.

**ARTICLE XI**  
**Dissolution**

**Section 1. Dissolution.** In the event of dissolution of the Association, the net assets of the corporation shall be applied and distributed as follows:

- A. All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made thereof.
- B. Distribution of remaining assets shall revert to the AANA.