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2 **BYLAWS OF THE**  
3 **CALIFORNIA ASSOCIATION OF NURSE ANESTHETISTS, INC. 2011**

4 **ARTICLE I**  
5 **NAME**

6  
7 The Corporation shall be known as the California Association of Nurse Anesthetists, Incorporated (CANA,  
8 Inc.) herein referred to as the Association.  
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10 **ARTICLE II**  
11 **OBJECTIVES**

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13 It shall be the objectives of this Association, organized as a 501(c)(6) nonprofit corporation, to promote  
14 the best interests of its members; cooperate with the AANA; and facilitate cooperation between nurse  
15 anesthetists and the medical profession, hospitals, and other agencies interested in nurse anesthesia. The  
16 Association shall strive to enhance the quality of patient care and will provide opportunities for  
17 continuing education and information regarding legislation and other activities that have an impact on its  
18 members and, in general, to advance the art and science of nurse anesthesia.  
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20 **ARTICLE III**  
21 **MEMBERSHIP**

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23 ***Section 1. Membership***

24 Prerequisite to membership privilege in this Association shall be membership in the AANA and  
25 registration in the state of California.  
26

27 ***Section 2. Qualification for Membership***

28 Membership in this Association and procedures regarding admissions to membership and privilege shall be  
29 as stipulated in the AANA Bylaws or such Bylaws that shall be amended by the AANA.  
30

31 ***Section 3. Responsibilities***

32 This Association shall not discriminate against members of the Association on the basis of race, creed, color, sex,  
33 national origin, sexual orientation, ancestry, religion, handicap, marital status, military status or other criteria  
34 unrelated to professional competence.  
35

36 ***Section 4. Ethics***

37 The Active/Certified and Active/Recertified members of this Association have a responsibility to  
38 demonstrate competence, individual professionalism, and maintain patient confidentiality according to  
39 established laws and ethical codes of the AANA and this Association. A complaint against a member or  
40 requests for disciplinary action must be submitted in writing by the original complainant, shall specify the  
41 charges against the individual, and shall be addressed to President or President-Elect. The complaint shall  
42 be forwarded to an Ethics Committee that shall consist of six (6) members, of which only three (3) shall be  
43 selected for review and investigation of the complaint, as necessary. The member who is accused shall  
44 have the right of due process.  
45

46 ***Section 5. Discipline***

47 The Ethics Committee may censure, recommend suspension, remove from office, or otherwise discipline  
48 any member of this Association for unethical and/or unprofessional conduct, or violation of the Bylaws'  
49 standards or principles or the Policies of this Association.  
50

51 ***Section 6. Appeal***

52 Upon request, the General Counsel will review all appeals regarding censure, suspension of any member,  
53 or removal from office of an elected member of the Board of Directors of this Association. The Ethics  
54 Committee shall consist of three (3) members, convened by the Board of Directors to provide any member

55 of CANA an opportunity to hear and refute evidence against him or her. Any member of this Association  
56 who has been requested to resign from his or her office or position may make an appeal to the Ethics  
57 committee in like manner. The decision of the Ethics Committee shall be final.  
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60 ***Section 7. Honors and Recognition***

61 Honors and/or awards may be presented to members upon the recommendation of the Board of Directors  
62 of this Association. The honors or awards will be presented at either the annual fall, or regular spring  
63 meetings (e.g., the Sophie Winton Award, the Guardian of the Practice Award).  
64

65 ***Section 8. Dues***

66 Dues and payment thereof to the Association shall be stipulated in the AANA Bylaws.  
67

68 ***Section 9. Supplemental Assessment***

69 The Board of Directors of this Association may authorize a supplemental assessment by a two-thirds (2/3)  
70 vote.  
71

72 ***Section 10. Fiscal Year***

73 The fiscal year of this Association shall be October 1 through September 30 of each year.  
74

75 **ARTICLE IV**  
76 **OFFICERS**  
77

78 ***Section 1. Eligibility for Office***

- 79 A. **Elected officers of this Association include the President, President-Elect, and Treasurer.**  
80 B. A member who is a candidate for, or serves in an elected office in this Association must be a member  
81 in good standing in the AANA and a domicile resident of the state of California throughout his or her  
82 term of office.  
83 C. A member shall be eligible for the office of President-Elect if she or he has served on the Board of  
84 Directors for at least one (1) year of a two (2) year term, or has served on the Board of Directors of  
85 another state nurse anesthetist association for a full two (2) year term.  
86 D. A member shall be eligible for the office of Treasurer if she or he has completed at least one (1) year  
87 of a two (2) year term as Trustee on the Board of Directors of this Association, or has served on the  
88 Board of Directors of another state nurse anesthetist association for a full two (2) year term.  
89 E. An officer of the AANA, the CANA Political Action Committee (PAC), or the CANA Foundation may  
90 not hold office simultaneously in this Association. If an officer of this Association is elected to, and  
91 accepts an office in the AANA, the CANA PAC, or the CANA Foundation, his or her term of office in  
92 this Association shall automatically expire. The procedure for filling the vacancy will be followed as  
93 outlined in Article VI, Section 3.  
94

95 ***Section 2. Election and Terms of Officers***

- 96 A. Elections of officers of this Association shall take place as stipulated in Article V, Section 3.  
97 B. The regular term of office shall begin immediately following the annual fall meeting.  
98 C. The President-Elect of this Association shall be elected at the annual fall meeting for a two (2) year  
99 term of office on the Board of Directors, the first year serving as President-Elect and the subsequent  
100 year as President of this Association.  
101 D. The Treasurer of this Association shall be elected at the annual fall meeting for a one (1) year term of  
102 office on the Board of Directors, or until a successor is elected. The Treasurer shall be eligible to  
103 serve three (3) consecutive terms.  
104 E. **Two Trustees shall be elected each year at the annual fall meeting to serve a two (2) year term of**  
105 **office on the Board of Directors.**  
106

107 ***Section 3. General Power and Duties of Officers***

- 108 A. The President shall:

- 109 1. Preside at meetings of this Association and of the Board of Directors and shall assure the integrity  
110 of governance.  
111  
112  
113 2. Appoint Chairpersons and members of the special and standing committees, the Student  
114 Representative(s) to the Board of Directors, and special ad hoc committee members at the first  
115 meeting of the Board of Directors after the annual fall meeting, subject to approval of the Board of  
116 Directors.  
117 3. Be an ex-officio member of all committees, except the Leadership Development Committee, [Ethics](#)  
118 [Committee, and the Peer-Assistance and Wellness Committee.](#)  
119 4. Approve bills and countersign checks before payments are made (except those bills and checks to  
120 be paid to the President).  
121 5. Keep the President-Elect informed of the affairs of the Association.  
122 6. Appoint tellers and registrars before elections, following approval of the Board of Directors.  
123 7. Represent this Association at the AANA Annual Meeting, AANA Midyear Assembly, and AANA  
124 Fall Assembly when feasible.  
125 8. Prepare and report the work of the year at the Annual Meeting of this Association.  
126 9. Assure orientation of new Board members to their role in the Association.  
127 10. Assure implementation of a self-evaluation program for Board members, and Practice, Public  
128 Relations, and Finance Committee Chairpersons.  
129 B. The President-Elect shall:  
130 1. Assume the duties of the President in the absence of the President.  
131 2. Assure effective evaluation of all contractors of this Association.  
132 3. Serve as the chairperson or vice-chairperson of the annual fall, and regular spring meetings.  
133 D. The Treasurer shall:  
134 1. Establish and/or monitor the Association's operating account, and interest-bearing savings  
135 accounts.  
136 2. Guide the Finance Committee in the development of an annual budget.  
137 3. Present a budget to be approved by the Board of Directors in advance of the fiscal year.  
138 4. Conduct regular audits of the finances of the Association.  
139 E. Additional Duties:  
140 1. Along with specific duties, the duties of the officers shall be such as their titles by general usage  
141 would indicate, and such as may be assigned to them by the Board of Directors.  
142 2. Each outgoing officer shall deliver any Association property and records to a successor, the  
143 President or the Association Manager within one (1) month after the annual fall meeting.  
144 3. Each member of the Board of Directors shall uphold all board established policies.  
145

## 146 **ARTICLE V** 147 **MEETINGS, QUORUM, AND VOTING** 148

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

- 150 A. The election of officers shall be held in the fall with the installation of officers of this Association to  
151 follow at the annual fall meeting or as designated by the Board of Directors.  
152 B. Regular business meetings of this Association shall usually be held in the fall and spring. The Board of  
153 Directors shall determine the dates of these meetings and announce them before the meeting.  
154 C. Notice of any meeting of this Association shall be [given to all voting members not less than thirty \(30\),](#)  
155 [or more than ninety \(90\) days before such meetings take place. Notice of any meeting of members may](#)  
156 [be given either personally, by first-class mail, or electronic communication \(if approved in writing\),](#)  
157 [addressed to each member either at the address of that member appearing on the books of the](#)  
158 [corporation or the address given by the member to the corporation for the purpose of notice. Notice](#)  
159 [shall be deemed to have been given at the time when delivered personally or deposited in the mail or](#)  
160 [sent by email or other means of written communication.](#)  
161 D. Special meetings may be held upon request of a majority of the Board of Directors or upon written  
162 request of not less than twenty-five (25) active members of this Association filed with the Board of

163 Directors. The request for special meeting and the notice to members of the special meeting must  
164 specify the general nature of the proposal or business to be transacted and no other business or  
165 proposal may be acted upon.  
166

167 **Section 2. Quorums**

168 A quorum shall consist of not less than twenty-five (25) active members present and eligible to vote at any  
169 annual, regular, or special business meeting of this Association.  
170

171 **Section 3. Voting**

- 172 A. Only active members shall have voting privileges.  
173 B. Election of Officers and Trustees shall be by ballot format as determined by the Board of Directors.  
174 Ballots shall be made available to Active members at least three (3) weeks before the annual meeting.  
175 Election of officers and other matters submitted for vote shall be determined by the majority. If there  
176 is a tied vote by ballot, the tie may be broken by a new written ballot at the annual meeting.  
177 C. Nominations for officers and trustees may be made by the Board of Directors or by the written petition  
178 of one active member submitted to the President at any time before the end of the Membership  
179 Meeting at the regular spring conference.  
180 D. The President shall appoint a Chief Teller at the close of the business meeting to immediately count  
181 the ballots at the regular annual meeting.  
182 1. The Chief Teller shall make the official report of the election results to the Board of Directors and  
183 to the General Membership present at the annual fall meeting.  
184 2. The Executive Business Office of this Association shall be responsible for sending the official  
185 ballots at least three (3) weeks before the annual fall meeting to all active members qualified to  
186 vote. Ballot format shall be determined by the Board of Directors.  
187 3. Ballots are to be returned to the Chief Teller one (1) week before the annual fall meeting.  
188 4. The Chief Teller shall be responsible for the general election procedures including securing a  
189 special room for counting ballots.  
190 5. The Chief Teller shall be responsible for counting the votes on any business transacted during the  
191 annual fall meeting, and, upon a motion seconded and carried from the floor.  
192

193 **ARTICLE VI**  
194 **BOARD OF DIRECTORS**  
195

196 **Section 1. The members of the Board of Directors**

197 The members of the Board of Directors of this Association shall consist of the President and Trustee,  
198 President-Elect and Trustee, Treasurer and Trustee, and four (4) at large Trustees. One or more student  
199 nurse anesthetists may be selected as Student Representative(s) to the Board, who shall not have voting  
200 rights.  
201

202 **Section 2. Eligibility for Office**

203 A member who is a candidate for, and/or serves in an elected office in this Association must be a member  
204 in good standing in the AANA and a domicile resident of the state of California for his or her full term of  
205 office.  
206

207 **Section 3. Election and Terms of Trustees**

- 208 A. On the even year, two (2) Trustees shall be elected at the annual fall meeting to serve a two (2) year  
209 term of office on the Board of Directors. The Trustees shall be eligible for reelection once.  
210 B. On the odd year, two (2) Trustees shall be elected at the annual fall meeting for a two (2) year term of  
211 office on the Board of Directors. The Trustees shall be eligible for reelection once.  
212

213 **Section 4. General Powers and Duties of the Board of Directors**

214 The Board of Directors of this Association shall:

- 215 A. Approve the budget, and control and manage the funds and properties of this Association.  
216 B. Approve the selection of an institution for deposit of Association funds.

- 217 C. Conduct the general business of this Association.
- 218 D. Present to the membership, at the closest forthcoming general membership meeting, any action taken at  
219 a Board of Directors meeting involving allocation of non-budgeted funds or other activities not of  
220 usual procedure for approval by a majority vote.
- 221 E. Review and make recommendations for revisions in the CANA Bylaws, Standing Rules, and Policies  
222 and Procedures.
- 223 F. Ensure that the Association adheres to the Bylaws, Standing Rules, and Policies and Procedures  
224 adopted by the Board of Directors.
- 225 G. Annually, the Board of Directors will approve a specific monetary amount to be transferred by the  
226 Treasurer from the general operating fund to selected reserve account(s) and/or investment vehicle(s)  
227 at the beginning of each fiscal year. The Treasurer shall be responsible for managing these funds,  
228 including placing the money in a savings account and subsequent investment activities. These funds  
229 may be accessed by the Board of Directors **if necessary** following a **three-fourths (3/4) majority** vote of  
230 the Board.
- 231 H. Conduct an annual self-evaluation and evaluation of contractors.
- 232 I. Attend the biannual fall and spring Board of Directors meetings; the yearly Strategic Planning  
233 Meeting; the annual Association State Lobby Day; and participate in monthly conference calls and  
234 web-share meetings scheduled on an as-needed basis. Trustees who participate in less than 70% of the  
235 above scheduled meetings on an annual basis may be subject to removal from the Board without  
236 contest.
- 237 J. The Association shall have a written contract with each service-related entity contributing to the  
238 optimal functioning of the Association. These entities shall include, but are not obligated, nor limited  
239 to, services of a lobbyist, attorney, accountant, webmaster, **professional registered parliamentarian**, and  
240 association manager. These contracts shall be reviewed and approved by the Board of Directors  
241 annually.
- 242 K. A minimum of one member of the Board of Directors shall serve on each committee whenever possible  
243 so that there will always be a board-committee linkage.
- 244 L. The Board of Directors may select members to function as Directors of the Public Relations, Practice,  
245 and Finance Committees. These members shall remain in these positions for a term of three (3) years.
- 246 M. **The Association Manager/Secretary** shall record and archive the official minutes and records of the  
247 Association as well as provide proper and timely notification of official and special meetings of the  
248 Board of Directors.
- 249 N. Contract or **hire an Executive Director to manage and direct the affairs of the Association.**

250

### 251 ***Section 5. Meetings***

- 252 A. The Board of Directors shall meet immediately preceding each general membership meeting of this  
253 Association.
- 254 B. A majority of the positions filled shall constitute a quorum at any meeting of the Board of Directors.
- 255 C. A meeting of the Board of Directors may be called by the President at such times as the business of  
256 this Association may require, or upon written request of a majority of the Board of Directors via paper  
257 or e-mail, filed with the Association Manager/Secretary of this Association.
- 258 D. A telephone conference call may be called by the President for a meeting of the Board of Directors to  
259 address emergency situations as they may occur outside regularly scheduled Board of Directors  
260 Meetings **within 24 hours, if possible, via telephone or electronic notice.**
- 261 E. **Members of the board may participate in a meeting through use of conference telephone, electronic  
262 video screen communication, or electronic transmission by, and to the corporation. Participation in a  
263 meeting through use of conference telephone or electronic video screen communication pursuant to  
264 this subdivision constitutes presence in person at that meeting as long as all members participating in  
265 the meeting are able to hear one another. Participation in a meeting through use of electronic  
266 transmission by, and to the corporation, other than conference telephone and electronic video screen  
267 communication, pursuant to this subdivision constitutes presence in person at that meeting if both of  
268 the following apply:**
- 269 1. **Each member participating in the meeting can communicate with all of the other members  
270 concurrently.**



- 271 2. Each member is provided the means of participating in all matters before the Board, including,  
272 without limitation, the capacity to propose or to interpose an objection to a specific action to be taken  
273 by the corporation.
- 274 F. All current Trustees on the Board of Directors, and all new Trustees upon their election, shall execute a  
275 written consent for electronic communications to and from the Association on such form as the  
276 Association may provide for this purpose.
- 277 G. Any action that the Board of Directors may take at a meeting may also be taken by the unanimous  
278 written consent of all Trustees.
- 279 H. All consents executed under F. or G. above shall be retained by the Association Manager/Secretary  
280 with the Association's minutes.
- 281 I. All in-person Board of Directors meetings that take place just before the annual fall or regular spring  
282 meeting are open for attendance by any member of this Association or by invited guests who are  
283 approved by the Board of Directors.
- 284 J. The President may call a "closed session" open only to the Board of Directors to address concerns  
285 which are sensitive in nature regarding discipline, finance, personnel issues, and/or strategies essential  
286 to the optimal functioning of the Association.

### 287 **Section 6. Vacancies**

- 289 A. If there is a vacancy in the office of President, the President-Elect shall assume the duties of the  
290 President for the unexpired term, and then shall assume the office of President the following year for  
291 which he or she was elected. In the event the President-Elect is unable or unwilling to assume the  
292 office of President, the Board may appoint an eligible member as President by two-thirds vote to  
293 assume or complete the remainder of the vacant Presidential term.
- 294 B. If there is a vacancy in the office of President-Elect, the position shall remain vacant until the next  
295 membership meeting when an election will be held for both the President and President-Elect offices.
- 296 C. Should a vacancy occur in an office of Trustee, the Board of Directors may appoint a member to serve  
297 the unfulfilled portion of the term upon a majority vote of those Directors then in office. The Trustee  
298 candidate with the next most number of votes in the previous election will be offered the Trustee  
299 position first, if willing and able to serve as Trustee for the remaining term.
- 300 D. If there are vacancies that occur in committees, the President, subject to the approval of the Board of  
301 Directors, shall appoint members to fill such vacancies.

### 302 **Section 7. Removal from Office.**

- 303 A. Any officer, Trustee, Director, committee Chairperson, or committee member may be relieved of their  
304 position by a two-thirds (2/3) vote of the Board of Directors, when, in the judgment of the Board, the  
305 best interests of this Association would be served by this action.
- 306 B. Any or all of the Board of Directors, committee Chairpersons, and/or member(s) of a committee may  
307 be removed from their office or position without cause, if such removal is approved by the majority of  
308 the membership.

### 309 **Section 8. Student Representative(s)**

- 311 A. The Student Representative(s) shall be appointed to a one-year term as non-voting member(s) of the  
312 Board of Directors, or until a successor is appointed at the annual fall meeting. The Student  
313 Representative(s) will be appointed on a rotational or annual basis from the duly recognized,  
314 accredited Nurse Anesthesia programs in California (currently Samuel Merritt University, University  
315 of Southern California Program of Nurse Anesthesia, Kaiser Permanente School of Nurse Anesthesia,  
316 the United States Naval Program at Balboa Naval Regional Medical Center, the United States Air  
317 Force Program at David Grant Medical Center, National University and the Loma Linda Nurse  
318 Anesthesia Program at Loma Linda University). The Student Representative(s) must be continuously  
319 enrolled in their educational program throughout the course of their appointed term.

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328 **ARTICLE VII**  
329 **EXECUTIVE DIRECTOR**  
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331 ***Section 1. Appointment***

332 There shall be an Executive Director contracted or employed by the Board of Directors to manage and  
333 direct the activities of the Association. The Executive Director shall possess the authority to manage the  
334 operations of CANA and be subject to any limitations imposed upon him or her by policies of the Board of  
335 Directors. The selection or termination of the Executive Director shall be by a three-fourths (3/4) vote of  
336 the Board of Directors present at a meeting at which a quorum is present and notice has been duly given.  
337

338 ***Section 2. Executive Director***

339 During his or her tenure, the Executive Director shall be responsible as custodian of the corporate records  
340 and the Seal of the Association. The Executive Director shall not be deemed an officer or Trustee of this  
341 Association.  
342

343 ***Section 3. Duties.***

344 In addition to the duties described above, the Executive Director shall serve as the Chief Executive of the  
345 Association to manage and direct the activities of the Association; attend meetings of the Board of  
346 Directors without voting privileges; provide advice and guidance on policy formulation; provide  
347 administrative services by maintaining the offices of the Association with power to hire, fire, or promote  
348 contractors/employees of the Association, in accordance with personnel policies of the Association. Any  
349 contracts negotiated with outside entities by the Executive Director to accomplish the operations and  
350 strategic policies of CANA shall be subject to the concurrence of the Board of Directors as specified in the  
351 Executive Director Policies. The renewal of necessary services, purchase of supplies, management of  
352 facilities—storage units, office rentals, event venues and any other physical spaces necessary for CANA  
353 operations, and like matters shall be accomplished by the Executive Director, as approved by the Board of  
354 Directors up to a dollar limit or as specified in the Executive Director Policies. The Executive Director  
355 shall be authorized to sign all official certificates and other documents required by the state, local, and/or  
356 federal government or agencies thereof; speak on behalf of the Association on such issues for which policy  
357 decisions have been made by the Board of Directors; be responsible for providing leadership regarding  
358 educational, legal, legislative, and other activities of the Association; and shall provide representation to  
359 outside organizations.  
360

361 **ARTICLE VIII**  
362 **GOVERNANCE COMMITTEES**  
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364 ***Section 1. Governance Committees***

365 The Governance Committees shall include the Bylaws, Standing Rules, Policies and Procedures  
366 Committee; Ethics Committee; Finance Committee; and the Leadership Development Committee.  
367

368 ***Section 2. Appointment***

- 369 A. Committee Chairpersons must be active members of this Association. The President, subject to  
370 approval by the Board of Directors, shall designate the Chairperson of each Committee and shall  
371 appoint members to fill vacancies should they occur. The President, upon approval of the Board, shall  
372 appoint at least one (1) active member of the Board to serve on each Standing Committee.  
373 B. Inactive members may be appointed by the President to serve as consultants on a Governance  
374 Committee in a non-voting capacity. Inactive members may serve on committees that are not  
375 Governance Committees. Such appointments are subject to approval by the Board of Directors.  
376 C. The Committee Chairperson of each standing committee shall be an ex-officio member of all  
377 subcommittees within his or her own respective committee.  
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### **Section 3. Terms**

Members appointed to Committees may serve for a term of three (3) years or until their successors are appointed. Terms of appointment may be renewed for subsequent years if desired, subject to approval by the Board of Directors.

### **Section 4. General Duties**

General duties of Committees shall include, but are not limited to:

- A. Committees shall be accountable to the Board of Directors
- B. Committees shall prepare an interim and annual report to submit to the Board of Directors fourteen (14) days before the annual fall and regular spring meetings.
- C. Committee Chairpersons shall submit recommendations for committee functions and present suggestions for revisions of the Bylaws, Standing Rules, and Policies and Procedures on an as-needed basis.
- D. Committee Chairpersons shall turn over all necessary records and materials of their committee over to their successors within thirty (30) days after their term is complete.
- E. Committee Chairpersons have the authority to dismiss a member if he or she fails to carry out an assignment or does not participate in the work of a committee. Committee members have the right to notify the Board of Directors if a Committee Chairperson fails to serve the members of a committee as a leader, or fails to actively participate in the work of a committee. The Board then has the right and the responsibility to determine the disposition of that Committee Chairperson.
- F. Committees shall hold a minimum of one (1) committee meeting per year. Notice should be sent to all committee members a minimum of one (1) week before the meeting.
- G. The Committee Chairperson shall ensure that minutes of the committee meeting are recorded and submitted to the Board of Directors.
- H. Committees may meet by web conference, videoconference, or teleconference according to the committee's preference.

### **Section 5. Specific Duties**

#### **A. Bylaws, Standing Rules, Policy and Procedures Committee**

The purpose of this committee is to review and update the Bylaws, Standing Rules, and Policy & Procedures Handbook of this Association. All proposed updates/revisions are **to be reviewed by a Professional Registered Parliamentarian and by an Attorney**. The committee shall submit a report of recommendations to the Board of Directors of this Association on a yearly basis at minimum.

#### **B. Ethics Committee**

The purpose of this committee is to serve as a resource in the event a member-at-large, elected officer and/or any agent of this Association is charged with unethical and/or unprofessional conduct via written complaint. The Board of Directors will meet when such a written complaint is received and immediately appoint a committee of **six (6) members, of which three (3) will be active members of the Association who are not members of the Board and** who are not involved in the activity or charge. **Three of the six members will be selected by the committee to** consider the matter and render a decision whether an ethics/unprofessional conduct violation has occurred, and the appropriate disciplinary measure(s) to be taken. These activities shall be carried out according to the Whistleblower Policy of the Association.

#### **C. Finance Committee**

The purpose of this committee is to develop **the Association's annual fiscal budget as well as fiscal policy for fiscal operations of this Association. Members shall review monthly financial reports and determine whether funds are available for non-budgeted items.**



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D. Leadership Development Committee

The purpose of this committee is to identify and involve emerging leaders by preparing and presenting an election slate containing biographical sketches of candidates for the following offices to the Board of Directors sixty (60) days before the regular spring meeting. The immediate Past President shall serve as the Chairperson of this committee, producing an election slate for the following candidates:

1. President-Elect
2. Treasurer
3. Two (2) Trustees (in even years)
4. Two (2) Trustees (in odd years)

E. The election slate will be circulated to the membership a minimum of thirty (30) days before the regular spring meeting. The Leadership Development Committee will accept additional recommendations from the membership until the conclusion of the regular spring meeting, after which time nominations will be declared closed. The qualified candidates nominated by the membership shall be placed on the official ballot. Written consent of a nominee must be obtained before his or her name is placed on the official ballot as a candidate. Only active members of the Association shall be eligible for nomination.

F. It is the responsibility of the Leadership Development Committee to recommend to the Board of Directors the names of members who are deemed eligible to receive honors and awards.

**Section 6. Special “Ad Hoc” Committees**

Members serving on special committees (“Ad Hoc”) shall serve until the mission of the committee has been fulfilled as determined by the Board of Directors.

**ARTICLE VIII  
PARLIAMENTARY AUTHORITY**

Not having any provisions in these Bylaws, all meetings of the Association, the Board of Directors, and duly appointed committees, shall be governed by standard parliamentary rules and usages as described in the current edition of Robert’s Rules of Order Newly Revised. Nothing in these bylaws shall prevent the Board of Directors from adopting local governance policy.

**ARTICLE IX  
AMENDMENTS**

A. These Bylaws may be amended at any general membership meeting of this Association by a two-thirds (2/3) majority of those present and voting, provided written (paper or electronic) notice of the proposed amendment(s) have been submitted to the Board of Directors ninety (90) days prior to the meeting date, and has been appended to the call for the meeting and mailed (paper or electronic) to the membership at least thirty (30) days prior to the date of the meeting. Member notification shall state the place, date, and time of the meeting by which members may participate in that meeting.

**B. Procedure for Proposing Bylaw Amendments**

1. Before writing a proposed amendment to the Bylaws, the author(s) must consult current CANA and AANA Bylaws to ensure that the intent of the proposed language conforms to existing state and national policy.
2. Author(s) must clearly state the intent and the anticipated effect of the proposed amendment.
3. A cost analysis must be included with the proposed amendment.

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4. The proposed amendment shall either be submitted to the Chairperson of the Bylaws, Policies and Procedures Committee floor at a minimum of 90 days prior to the Membership Meeting, or made from the floor after having met provisions 1, 2, and 3 above. Only minor proposed amendments may be made from the floor, defined as amendments that require only small procedural changes with minimal economic impact; amendments requiring major changes must be submitted 90 days prior to the Membership Meeting.

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**Proviso**

The Three-Year Director will serve out his or her term in 2012, following which an Executive Director will be contracted or hired to take over the duties of the Three-Year Director.