



PURPOSE OF THE AZANA BOARD POLICIES AND PROCEDURES MANUAL (PPM)

Section 1

Section 1.1

This manual acts as an administrative guide/operations manual/office handbook for the AZANA Board of Directors.

This manual sets guidelines for officers, directors, Board and committees.

This manual is a reference source for AZANA's Policies and Procedures.

This manual covers areas that are not and do not necessarily need to be covered in the Bylaws. It keeps the Bylaws basic and unencumbered.

Definitions

Policy - A general guideline for making decisions within certain parameters.

Procedures - Step-by-step process detailing how one accomplishes specific duties.

Practices (rules) - Ways in which organizations do things that may or may not be clearly documented in either policies or procedures.



POLICIES, PROCEDURES & BYLAWS AMENDMENTS

Section 1.2

- 1.2.1** The Policies and Procedures Manual (PPM) is intended to expand and clarify issues set forth in AZANA Bylaws. In any instance where the Bylaws and the PPM are in conflict, the Bylaws shall take precedence.
- 1.2.2** Changes in the PPM must be in compliance with the Bylaws and approved by the Board of Directors. The Board should conduct a complete review and approve the PPM every two years. Interim adjustments may also be required.
- 1.2.3** Board directed changes to the PPM shall be made by the Executive Director* and a revised copy will be sent out to the Board Members.
- *For this document the term Executive Director will be used. Should the association not have an Executive Director, the Account Executive will serve the role as needed.*
- 1.2.4** The Bylaws may be altered, amended, or repealed or new Bylaws adopted by the AZANA Membership at the Annual Meeting. Bylaws may be amended at the annual spring meeting by a 2/3 vote of those present and voting. The Bylaws may also be amended by a 2/3 vote of all members responding to an electronic ballot.
- 1.2.5** Bylaws amendments may be proposed by the Board, committees, or under the signature of five AZANA voting members. Amendments must be submitted in writing at least thirty (30) days prior to the annual spring meeting at which they are to be considered.



BOARD MEMBER DUTIES AND RESPONSIBILITIES

Section 1.3 *(Article 5 of Bylaws)*

1.3.1 QUALITIES OF A BOARD MEMBER

- Active AANA Member
- PAC Supporter
- Support for/belief in the mission
- Time for Board service
- Expertise in the industry
- Judgment/experience
- Commitment/caring
- Loyalty
- Being a team player
- Flexibility
- See Exhibit C: Board Expectations

1.3.2 BOARD MAKE-UP

- A. Four (4) elected officers- President, President-Elect, Secretary and Treasurer.
- B. Five (5) elected Board of Directors, members who will be sought from areas around the state.
- C. Other Board Positions, with voice but no vote:
 1. Immediate Past President
 2. Student Representatives from each nurse anesthesia education program; to be appointed by the majority of the above-mentioned members of the Board.
- D. If there is an Executive Director that person serves as an ex-officio member without a vote.
- E. Student Representative - The Student Representative (Student Rep) serves as an Ex-Officio member of the board, having voice but no vote. Duties:
 1. Attendance at the Board meetings.
 2. Involvement as a member of at least one committee.
 3. Work as a liaison between local Nurse Anesthesia Programs and the AZANA Board.

4. Other duties as assigned, including working on the education committee to help prepare for the annual spring state meeting, giving input and suggestions for Board decisions, and following up with fellow students to report on the actions taken by the Board.

Although the student representative does not occupy a voting position, their involvement is very important to the Board.

1.3.3 DUTIES OF A BOARD MEMBER

As an AZANA Board Director, you are expected to actively participate in the functions of AZANA as described below:

- A. Perform the duties prescribed by the AZANA Bylaws and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the society.
- B. Conduct the general business of this Association.
- C. Control and manage the funds and property of this Association.
- D. Shall review and approve the slate of candidates presented by the Leadership Identification and Development (LID) committee.
- E. Review and approve applicants for any Scholarship Program.
- F. Expected to attend all Board Meetings. A new Board Member's first meeting is the Fall meeting marking the new fiscal year.
- G. Assume responsibilities delegated by the President and approved by the Board. These responsibilities may include committee work, as chairperson, or advisor.
- H. Be available to the membership for input.
- I. Reply to all correspondence promptly.
- J. Send a copy of all official AZANA correspondence to the President. Copies should be sent to other Board Members, as appropriate.
- K. Prepare a report and committee report, as appropriate, for all Board Meetings and the Annual Meeting. Reports for the Board Meetings should be sent to the Executive Director for inclusion in the board packet one week before each meeting.
- L. Refrain from representing the Association and/or Board with any verbal and/or written public statements, without the express permission of the Board.
- M. Be prepared to deliver a report at the Region 5 "Breakout Session," concerning State activities, if directed to represent the Association at the Assembly of States.
- N. Submit expenses with a check request statement for expenses incurred to the Treasurer.
 1. Each Board member shall be allowed a reasonable amount for postage, typing, telephone and other business-related expenses as necessitated by the responsibility.
 2. Each member may be reimbursed for Board and Annual Meeting expenses in accordance with the Financial Policy (PPM Section 1.9) for the Association upon submission of the Check Request form (Exhibit B) to the Treasurer.
 3. The same general policy shall apply for all authorized Board travel to other business-related meetings.
 4. A Member of the Board, who attends AANA meetings at the request of the Board, shall be reimbursed a maximum of \$1,000 for transportation, room and board, according to the Financial Policy (PPM Section 1.9).
 5. Following each such meeting, all members are requested to submit their expense (within 30 days) to the Treasurer using the Check Request form. (Exhibit B)
- O. Notify the President or Executive Director of any Board Meeting absence. A maximum of 2 missed meeting without notification may be terms for dismissal. (see 1.3.4.C)

- P. Review and correct as is appropriate all minutes of AZANA Board Meetings.

See Exhibit C: Board Member Expectations

1.3.4 MEETINGS

- A. *Regular Meetings* – At least 10 regular meetings of the Board may be held each year, as set forth by the board, either in-person or via conference call. The Board will hold 2 face-to-face meetings each year, one in conjunction with the Annual Spring Conference (March) and the other in the fall. The fall meeting shall be a joint meeting of the outgoing and incoming Board of Directors. Action may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Minutes of such meeting shall be filed in the Association’s records.
- B. *Quorum* – A majority (5) of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.
- C. *Attendance* – If 2 (two) Board Meetings are missed in a calendar year by a Director, without notification, that Director may be asked to step down by a majority vote of the Board of Directors. Criteria used to determine dismissal is failure to meet Board Responsibilities as outlined in these Policies and Procedures.
- D. *Action by Unanimous Written Consent Without a Meeting* - Any action required or permitted to be taken by the Board may be completed without a meeting by written or electronic communications, provided all Board Members participate and that there is a unanimous vote. Without a unanimous vote, the action must be brought to the next formal Board Meeting and voted on. All unanimous votes via email will be ratified at the next Board Meeting.
- E. *Conduct of Meetings* - Meetings shall be governed by standard code of parliamentary procedure.
- F. *Special Meetings* – the President, any four members of the Executive Committee, or by one-third (1/3) of the Board of Directors may call meetings of the Board. The purpose for such a special meeting must be given in the notice of the meeting, and only such business as is specified in the notice may be transacted.
- G. *Members at Meetings* – Board Meetings are open to the membership. AZANA members are encouraged to attend Board Meetings and meeting information may be forwarded upon request and verification of membership.

1.3.5 GENERAL BOARD OF DIRECTORS POLICIES

- A. *Election & Term of Office (Article 5D)* – A term of a Director shall be two (2) years. A Director may serve no more than three (3) consecutive full two (2) year terms. A Director elected to the position of President, Vice President, Secretary or Treasurer may serve beyond the term limit to complete the duties of his/her office. In all cases, each Director shall serve until a successor has been appointed and/or elected, or until such Director’s earlier resignation, removal from office, death or disability.
 - 1. The President-elect shall serve for one year and shall automatically succeed to the office of President for one additional year following the completion of the President’s term.

2. The Secretary shall serve a term of TWO (2) years, and shall be eligible for re-election but shall not serve for more than three (3) consecutive terms.
 3. The Treasurer shall serve a term of TWO (2) years and shall be eligible for re-election, but shall not serve more than three (3) consecutive terms.
 4. The Student Representative(s) shall serve a one (1) year term during the didactic phase of his/her educational program.
- B. *Selection of Board of Directors* – AZANA Members wishing to run for an open position on the board may do so by letting the LID Committee Chair know they are interested. They will be put on the ballot for that election after approval by the Board of Directors.
- C. *Number of Directors* – there shall be a maximum of 9 Board Members serving per year.
- D. *New Members* – New members will go through an appropriate orientation at their first official meeting. This orientation will be put on by the current President at the said meeting. This orientation will include an overview of the association’s history and operational planning, as well as a complete overview of the Policies and Procedures Board Manual.

1.3.6 EXPENSE REIMBURSEMENT

Any Board or Committee Member, or person authorized to be doing volunteer work for AZANA, who wishes to be reimbursed for expenses while on Council business must fill out a Check Request Form (Exhibit B) to the Treasurer or Executive Director within 30 days of the expense. Reimbursement shall be approved by the Treasurer and paid out of the AZANA office.



EXECUTIVE COMMITTEE (OFFICERS) DUTIES AND RESPONSIBILITIES

Section 1.4

(Article 5.2 of Bylaws)

- 1.4.1 PARTICIPANTS** - Members of the Executive Committee shall be the *President, President-Elect, Secretary, Treasurer and Past President*. The Executive Director and Past President shall be ex-officio members without right to vote.
- 1.4.2 AUTHORITY** - The Executive Committee shall have the full authority of the Board to act between meetings of the Board, except as to matters specifically withheld by the Board and subject to any further limitations specified in writing by the Board.
- 1.4.3 MEETINGS** - Executive Committee shall meet periodically as needed and as called by the President or a majority of the Committee.
- 1.4.4 QUORUM** - A quorum of the Executive Committee shall consist of a majority of the members of that Committee.
- 1.4.5 TERMS OF OFFICE** - The President and President-Elect shall serve a one-year term and shall not serve in the same position for more than 2 (two) consecutive terms. The Secretary and Treasurer shall serve an initial two-year term and can serve additional terms.
- 1.4.6 DUTIES** - The officers perform those duties that are usual to their position and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. In addition, the President acts as Chair of the Board; the President-Elect acts in place of the President when the President is not available; and the Treasurer is the Chief Financial Officer. Each officer shall be accountable to the Board in the manner specified by the Board. The Board may remove an officer at any time with or without cause.
- 1.4.7 VACANCIES** - The President with the approval of at least 2/3 of the Board shall fill vacancy in any office except President. In case of a vacancy in the office of President, the President-Elect shall serve as President for the remainder of the term and serve the term as President to which

elected. The Treasurer shall assume the duties of President if neither the President nor President-Elect is able to serve.

1.4.8 BUDGET/FINANCIAL - (See PPM Section 3A)

- A. Formulate an annual budget based on income and disbursement of the Association, led by the Treasurer. The annual budget shall be based on:
 - 1. A review of previous budgets for accuracy of expenses and income.
 - 2. A review of present income from all sources for new changes.
 - 3. Assess the potential needs of the Board and Association for the forthcoming year.
 - 4. Determine the priority of items within the budget.
 - 5. Determine the variables within the budget.
- B. Assure Board knowledge and understanding of AZANA issues.
- C. Conduct Board business between Board Meetings, as necessary.
- D. Create Board Leadership opportunities and facilitate board education, as needed.
- E. Discuss ways and means of creating non-dues revenue streams, based on past, current and future ideas.
- F. Meet as often as needed to accomplish the association's mission and strategic plan goals.



EXECUTIVE COMMITTEE (OFFICERS) POSITION DESCRIPTIONS

Section 1.5 *(Article 5A of Bylaws)*

- 1.5.1 PRESIDENT** - In addition to those duties stated in Article 5A of the Bylaws, the President shall:
- A. Preside at all meetings of the Board of Directors and the Annual Meeting of the Association.
 - B. Prepare an agenda and forward all support materials to all officers and directors, or to the Executive Director for distribution, prior to the meeting of Board of Directors.
 - C. Supervise business of the Association within the guidelines set forth in the bylaws and standing rules and the Board of Directors.
 - D. Prepare and present an annual report to the membership at the Annual Meeting.
 - E. Responsible to create a vision for their presidency that is consistent with the organization's mission and strategic plan.
 - F. Be the main representative for any media and legislative issues.
 - G. Appoint Standing Committees and designate chairperson for one-year term for the following:
 - 1. Bylaws and PPM Committee
 - 2. Education and Practice Committee
 - 3. Government Relations Committee
 - 4. Member and Public Relations Committee
 - H. Appoint Federal Political Director and State Reimbursement Officer.
 - I. Represent the Association at the annual meeting of the AANA, when feasible, and such other meetings as may be appropriate during term of office.
 - J. Be an ex-officio member of all committees except LID Committee.
 - K. Remain as Past President, a non-voting member of the Board of Directors, or as a consultant for one (1) year after term of office expires, unless serving another term of office.
 - L. Be responsible for New Board Member Orientation.
- 1.5.2 PRESIDENT ELECT** - In addition to those duties stated in Article 5A of the Bylaws, the President-Elect shall:
- A. Assume the duties of the President in the event of the latter's inability to serve and shall have the powers of and be subject to all restrictions upon the President (Article V, Section 2, Part B).

- B. Serve as a member of the Bylaws Committee.
- C. Assist the President in duties.
- D. Assume all duties as requested by the President and the Board of Directors.

1.5.3 TREASURER - In addition to those duties stated in Article 5A of the Bylaws, the Treasurer shall:

- A. Oversee all accounting activities and serve as a Bank Signatory. New Treasurer to become a Signatory with the bank immediately upon assuming office in the fall.
- B. Oversee accurate accounts and records of the Association, including receipts and expenditures which are available at all times for inspection by any member of the Board of Directors in conjunction with Executive Director.
- C. Report on the financial condition of the Association whenever requested to do so by the Board of Directors.
- D. Oversee all dues, all financial accounts, funds and revenues payable to the Association and deposit in such banks, trust companies or other types of depositories as directed by the Board of Directors.
- E. Oversee all funds and pay all bills and invoices as guidelines, directives and bylaws require.
- F. Oversee any audit or review of accounts, when necessary.
- G. Present a report of the financial condition of the Association at the Annual Meeting.
- H. Pay Arizona's share of dues for Honorary Members to the American Association of Nurse Anesthetists.
- I. Be a member of the Executive Committee and ensure the annual budget is prepared for presentation at the Joint Meeting of the Board of Directors in the fall.
- J. Oversee the filing of the annual Form 990 with the IRS.
- K. Perform such duties and have such powers additional to the foregoing as the Board of Directors may designate.

1.5.4 SECRETARY – In addition to those duties stated in Article 5A of the Bylaws, the Secretary shall:

- A. Oversee the creation of the minutes of the business meetings of the Association and of the Board of Directors.
 - 1. Completed minutes should be sent to the Board prior to the next meeting taking place.
 - 2. Never editorialize or interject any of his or her own opinions, pro or con with regard to a particular issue in the minutes.
- B. Report to the Executive Director of the AANA the names of all officers and directors taking office in the fall and current copy of the Association Bylaws in conjunction with the Executive Director.
- C. Oversee all official communication with the members and the public.

1.5.5 IMMEDIATE PAST PRESIDENT - Acts as an advisor to the President, serves as a back-up to the President when absent at meetings, assist with trainings, as necessary. The Past President serves with voice but no vote.

1.5.6 The positions of President, President-Elect and Past President will work together to create cohesiveness and smooth transition between leadership.



ELECTION POLICIES AND PROCEDURES

LID Committee

Section 1.6

(Article 5.2C and Article 7.3A of bylaws)

The LID Committee shall be composed of a member of the Board (Ex-Officio) and at least two active members elected during the general election. The LID Committee shall elect its chairperson from among its own membership. It shall be the duty of this committee to prepare and submit to the Board a list of at least one nominee for each of the elected positions in the AZANA and to oversee the election procedures.

- A. Elections may be held by mailed ballot, either paper or electronic. Ballots shall be sent to each active member at least thirty days prior to the annual meeting. The candidate with the highest number of votes shall be elected. In the event of a tie vote, the LID committee shall conduct a ballot election at the Annual Spring Meeting.
- B. This committee shall be responsible for reviewing the candidates for office, membership credentials and compliance with Bylaw requirements before submitting to the Board of Directors 60 days prior to the Annual Spring Business Meeting for review. Candidates may be added on the suggestion of the Board.
- C. Ninety (90) days prior to the Annual Spring Meeting, the committee shall develop a slate of one or more nominations for each office as specified in the Bylaws of this Association for the following:
 1. President-elect
 2. Secretary
 3. Treasurer
 4. Directors (vote for 2-3 depending on the year)
 5. LID Committee (vote for 2)
- D. Each candidate for office shall submit a consent form giving permission to have his/her name on the ballot. This shall be accompanied by a short biographical sketch/resume (See Section 1.7 below).
- E. Once the ballot has been approved by the Board of Directors, no changes shall be made without further approval of the Board.
- F. Finalized ballot along with the biographical sketch sheet shall be mailed or emailed to each active member 30 days prior to the Annual Spring Meeting.
- G. Ballots should be returned to the AZANA address or accumulated by electronic system (such as Election Buddy) and will be counted by the LID and the Association Management Company (AMC).



NOMINEE QUESTIONNAIRE AND LETTER OF CONSENT

Section 1.7

Dear Nominee:

Thank you for accepting a nomination to the AZANA Board of Directors. As you know, The Arizona Association of Nurse Anesthetists is a non-profit organization that works to advance the clinical practice of nurse anesthetists, assure patient safety, advance professional advocacy and educate members. The AZANA Board is composed of representatives state-wide who have an interest in the AZANA's mission.

The completion of this questionnaire will help us put together a bio for the Nomination's Ballot to be distributed via email or mail to our members in advance of the Annual Spring Business Meeting. Please complete and return to:

107 S. Southgate Dr. Chandler, AZ 85226 or via email to info@azcrna.com.

Your Name:

Company Name:

What is your experience related to the mission and goals of the AZANA? Please make your answer brief.

What will you do to assist the AZANA in its efforts? In 50 words or less, please give as much detail as you choose about your areas of interest.

Mission: The AZANA works to advance the clinical practice of Nurse Anesthetists, assure patient safety, advocates for the profession and educates members.

LETTER OF CONSENT FORM

You have been nominated for the position of _____. This position is a _____ year term.

If you have accepted this nomination, please sign the following statement.

STATEMENT:

If elected to the above-named position, I am consenting to serve in that position for the term so indicated and will abide by the Standing Rules and Bylaws of this Association.

Signature_____

Date_____

If you do not accept the nomination or changed your mind, please sign the following statement.

STATEMENT:

I am declining this nomination for the above-named position. (Brief reason would be appreciated)

Name_____ Signature_____ Date_____

Comments: _____

CURRICULUM VITAE OUTLINE

To be included in curriculum vitae (resume):

1. Highest Education – Degree
2. Certification/Diploma – Institution Year
3. Present position – Institution From – To
4. Professional experiences (in anesthesia) – Institution From – To
5. Professional Organizational Activities: From – To
Position, Organization, Type of Activity (anesthesia related)
6. Publications: (If any) where published; citations must be noted according to Standard Practice.
7. Honors/Awards – Anesthesia-related
8. Use a descending order in years, from the most recent; for example, 1986, 1985, etc.



INDEMNIFICATION AND INSURANCE

Section 1.8

1.8.1 INDEMNIFICATION

To the fullest extent permitted by the law, the AZANA shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the AZANA's behalf. "Agent" for this purpose shall include representatives, Directors, officers and employees.

1.8.1 INSURANCE

The AZANA shall purchase and maintain D&O insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

1.8.2 CURRENT INSURANCE COVERAGE

Professional Liability Insurance.



FINANCIAL POLICIES AND PROCEDURES

Section 1.9

Funds of the Association may be expended only upon the authorization of the Full Board and/or the Treasurer, and for the purposes and projects which it has approved.

1.9.1. BUDGET

- A. Budget to be written by the Treasurer with the Executive Committee and Executive Director and presented to the Board before the beginning of the following fiscal year.
- B. Approved budget items may be paid by Treasurer without approval of the Board.
- C. Non-budgeted items up to \$500 must have approval of a majority of the Executive Committee. Items over \$500 and non-budgeted must be approved by the Board of Directors.
- D. Each committee will develop and submit their own budgets to the Treasurer annually, as requested.

1.9.2 DEPOSITS

- A. Deposits may be made by the Treasurer or Executive Director, or by the Treasurer's designated representative.
- B. Deposits will be designated to an income source in QuickBooks, i.e., Membership Dues, Events, etc.

1.9.3 EXPENSES

- A. Payment requests should be submitted to the Executive Director or the Treasurer with a "Check Request Form" (Exhibit B) which has approval signatures, as necessary.
- B. Management Company prepares a payment request, with back-up, to the Treasurer for approval. Automatic Bill Pay will be used for most payments. Check can be used as necessary.
- C. The Treasurer will approve payments, with limits as listed above under "budget".
- D. The category of the expense will be noted in QuickBooks according to the chart of accounts.
- E. Reimbursement checks – can be signed by the President, President-Elect or Treasurer, as set forth in the bylaws.

1.9.4 FINANCIAL STATEMENTS

- A. Financial reports will be presented to the Board of Directors quarterly.
- B. Financial reports will include a Statement of Activity and Statement of Financial Position.
- C. A full budget vs. actual financial report will be available on a quarterly basis.

1.9.5 ACCOUNTING

- A. Bank reconciliation will be done by Management Company monthly.
- B. 990 Taxes will be done once a year. Management Company will work with the nonprofit CPA to finalize all reporting.
- C. The Management Company will submit the annual Corporation Commission Report.

1.9.6 RESERVE POLICY

AZANA will keep a minimum of \$15,000 in savings that cannot be used for expenses, without specific Executive Committee approval. If the minimum is projected to be compromised, the Treasurer will alert the Executive Committee for appropriate action.

1.9.7 INVESTMENT POLICY

AZANA may invest reserves above the operating budget in appropriate vehicles, such as CD's, mutual funds, money market accounts, etc.

1.9.8 BOARD AND COMMITTEE REIMBURSEMENTS (Travel Policy PPM Section 2.10)

- A. See Travel Policy PPM Section 2.10



OTHER POLICIES

Section 2

These policies are a part of the legal documents for the nonprofit organization. These should be part of the board orientation each year, including those that need to be signed annually.

CONFLICT OF INTEREST POLICY

Section 2.1

The Board has determined that it is in the best interest of the Arizona Association of Nurse Anesthetists (AZANA) to adopt a Conflict of Interest Policy regarding certain transactions between AZANA and interested persons. For purposes of this Conflict of Interest Policy, an “interested person” is defined as a member, an officer or director of AZANA or any other corporation, firm, association or entity in which an officer or director of AZANA is a member, officer or director, or has a financial interest.

AZANA is authorized to enter into contracts or other transactions with interested persons which may include but which are not limited to, the sale, lease or exchange of property to or from interested person and AZANA, the lending or borrowing of monies to or from interested persons by AZANA, and the payment of compensation by AZANA for services provided by interested persons. The contract or other transaction shall neither be void nor voidable because of the relationship or interest or because any interested person is present at the meeting of the Board of Directors or a Committee of the Board which authorizes, approves or ratifies such contract or transaction or because his/her votes are counted for such purpose, if any of the following apply:

- A. The fact of such relationship or interest is disclosed or known to the Board of Directors or Committee which authorizes, approves or ratifies the transaction by a vote or consent sufficient for the purpose without counting the votes or consents of those interested directors.

- B. The fact of such relationship or interest is disclosed or known to the members entitled to vote on the matter, if any, and they authorize, approve or ratify the contract or transaction by vote or written consent.
- C. The contract or transaction is fair and reasonable to AZANA at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote on the matter at that time.

AZANA shall not authorize, approve or ratify any contracts or other transactions between AZANA and interested persons if the above requirements are not met.

Perceived conflicts of interest should be referred to the President for reviewed by the Executive Committee whose recommendation for action will be presented to the Board of Directors. A decision will be determined by a majority vote.

Members of the Board and Board Committees shall sign this Conflict of Interest Policy annually at the Fall Board of Directors face-to-face meeting or at the time they take their place on the Board of Directors.

**Arizona Association of Nurse Anesthetists
Conflict of Interest Statement**

I, _____ acknowledge that I have received and read a copy of the Conflict of Interest Policy of the Arizona Association of Nurse Anesthetists and understand fully the facts requiring any possible question of violation. I am disclosing here any potential conflicts of interest:

I also acknowledge that I will abide by the policy in all my transactions with the AZANA as a member of the Board of Directors, or a member of the _____ Committee as authorized and approved by the Board of Directors.

Name _____ Signature _____

Date



DOCUMENT DESTRUCTION POLICY

Section 2.2

This *Document Retention and Destruction Policy* of AZANA identifies the policies for maintaining and documenting the storage and destruction of the Organization's documents and records.

2.2.1. RULES FOR DESTRUCTION OF DOCUMENTS

- A. All paper documents with sensitive member payment information will be reviewed and shredded quarterly.
- B. Credit card numbers (except the last 4 digits and expiration date) will be blacked out with a permanent marker at the time the charge is run. These will be kept in a file and shredded quarterly.
- C. Registration records with payment information will be shredded quarterly. A record of who attends each event will be retained in the database.
- D. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.

2.2.2. TERMS FOR RETENTION

- A. Retain Permanently
 - 1. Government records: Charter and amendments, Bylaws, other organizational documents, governing board and Board Committee minutes.
 - 2. Tax records: Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.
 - 3. Financial records: Audited financial statements, attorney contingent liability letters.
- B. Exceptions - Exceptions to these rules and terms for retention may be granted only by the Organization's AMC Director or the Board Chair.



SEXUAL HARASSMENT POLICY

Section 2.3

AZANA does not tolerate sexual harassment. No person, either male or female, should be subject to unwelcome verbal or physical conduct that is sexual in nature or that shows hostility to another person because of that person's sex. Such proven conduct by a member of the AZANA Board of Directors will result in that persons' immediate removal from the Board.

Definition of Sexual Harassment

Sexual Harassment is behavior directed at an individual's gender that is not welcome, that is offensive, demoralizing and/or interferes with work effectiveness.

Unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature constitutes sexual harassment when this conduct explicitly or implicitly affects an individual's employment, unreasonably interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment.



WHISTLEBLOWER POLICY

Section 2.4

This **Whistleblower Policy** (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Organization; (2) specifies that the Organization will protect the person from retaliation; and (3) identifies where such information can be reported.

1. **Encouragement of Reporting.** The Organization encourages complaints, reports or inquiries about illegal practices or serious violations of the Organization's policies, including illegal or improper conduct by the Organization itself, by its leadership, or by others on its behalf. Appropriate subjects to rise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on whom the Organization has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Organization's Human Resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.
2. **Protection from Retaliation.** The Organization prohibits retaliation by or on behalf of the Organization against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Organization reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.
3. **Where to Report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis of the complaints, reports or inquiries. They should be directed to the Organization's chief employed Executive or Chairman of the Board of Directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the President-Elect of the Board of Directors. The Organization will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Organization may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.



NON-DISCLOSURE AGREEMENT

Section 2.5

The AZANA Non-Disclosure Agreement is signed annually at the first Board Meeting of the year by all Directors. This agreement states that each Board Member and Committee Member will keep all confidential information that they may learn throughout their Board term and abide by this agreement.

NON-DISCLOSURE AGREEMENT

Discloser = AZANA

Participant = You

Effective Date _____

In order to protect certain confidential information that may be disclosed by AZANA to the Participant above, they agree that:

- A. The confidential information disclosed under this Agreement is described as:
 1. All Board of Directors information and transactions.
 2. All Committee information and transactions.
- B. The Participant shall use the confidential information received under this Agreement for the purpose of Board and Committee service only.
- C. The Participant shall protect the disclosed confidential information by using the same degree of care, but no less than a reasonable degree of care, to prevent the unauthorized use, dissemination, or publication of the confidential information as the Participant uses to protect its own confidential information of a like nature.
- D. The Participant shall have a duty to protect only that confidential information which is disclosed by AZANA in writing and marked as confidential at the time of disclosure, or which is disclosed by AZANA in any other manner and is identified as confidential at the time of the disclosure and is also summarized and designated as confidential in a written memorandum delivered to the Participant within 30 days of disclosure.
- E. This Agreement imposes no obligation upon the Participant with respect to confidential information that becomes a matter of public knowledge through no fault of the Participant.
- F. The Participant does not acquire intellectual property rights under this Agreement except the limited right of use set out in Paragraph 2 above.

- G. AZANA makes no representation or warranty that any product or business plans disclosed to the Participant will be marketed or carried out as disclosed, or at all. Any actions taken by the Participant in response to the disclosure of confidential information by AZANA shall be solely at its risk.
- H. The Participant acknowledge and agrees that the confidential information is provided on an AS IS basis. AZANA makes no warranties, express or implied, with respect to the confidential information and hereby expressly disclaims any and all implied warranties of merchantability and fitness for a particular purpose. In no event shall AZANA be liable for any direct, indirect, special or consequential damages in connection with or arising out of the performance or sue of any portion of the confidential information.
- I. Upon AZANA's written request, the Participant shall return to AZANA or destroy all written material or electronic media and the Participant shall deliver to AZANA a written statement signed by the Participant certifying same within 5 days.
- J. The parties do not intend any agency or partnership relationship be created between them by the Agreement.
- K. All additions or modifications to this Agreement must be made in writing and must be signed by both parties.
- L. This agreement is made under and shall be construed according to the laws of the State of Arizona

AZANA Board Member Signature _____

Name:

Title:

Address:

Phone:

Email:



ANNUAL ARIZONA CORPORATION COMMISSION DISCLOSURE DOCUMENT Section 2.6

The Arizona Corporation Commission Disclosure Document is signed annually at the first face-to-face Board meeting of the new fiscal year by all Directors in order to file the annual AZCC report.

As a part of the organization's annual filing with the Arizona Corporation Commission, the following disclosure is required of all Governing Directors ANNUALLY at the first in person meeting of the fiscal year of the Board of Directors.

A. Have you been:

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this document?
 Yes No
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding execution of this document?
 Yes No
3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding execution of this document where such injunction, judgment, decree or permanent order involved the violation of:
 - a) fraud or registration provisions of securities laws of that jurisdiction, or
 - b) the consumer fraud laws of that jurisdiction, or
 - c) the antitrust or restraint of trade laws of that jurisdiction? Yes No

If "yes" to 1, 2, or 3 above, please attach the following information:

- 1) Full name and prior names used.
- 2) Full birth name.
- 3) Present home address.



ANTITRUST COMPLIANCE STATEMENT

Section 2.7

2.7.1. The Arizona Association of Nurse Anesthetists (AZANA) is committed to strict compliance with federal and state antitrust laws. The antitrust laws are designed to promote free and open competition and to penalize any activities that unreasonably lessen business rivalry. These activities include agreements among competitors on prices, agreements to boycott third parties, and agreements to divide markets.

Because trade association meetings bring together competitors, any unauthorized discussion of such topics can lead to an inference that an illegal agreement was reached. Accordingly, the following guidelines apply to any meeting or other activity conducted under the auspices of AZANA:

- A. AZANA staff shall be present or available to contact at all times during meetings and other activities at the discretion of the President.
- B. There shall be no discussion of prices, discounts, or other terms and conditions of sale without the prior authorization of AZANA's Executive Director and President.
- C. There shall be no discussion of the areas in which members will compete or the products and services that they will offer.
- D. There shall be no discussion of any agreement or understanding to boycott a third party or to deal with it only on certain terms.
- E. Without prior authorization, there shall be no discussion of agreements to deal exclusively with certain parties, requirements that purchasers of particular products or services purchase other products or services, standard-setting, certification, statistical reporting, or codes of ethics and other self-regulatory activities.
- F. AZANA's staff shall keep minutes of all Board of Director and Business meetings and immediately terminate any discussion that may violate these guidelines.

Severe civil and criminal penalties, including fines and imprisonment, can result from violations of these antitrust laws. When in doubt about how to apply these guidelines, the officers, members, and guests of AZANA should consult its Executive Director.



AZANA SOCIAL MEDIA POLICY

Section 2.8

- 2.8.1.** Our goal is to provide an online community where people with all kinds of views, theories, and concerns can share information, and interact with one another. Any messages or stories shared on this site may be used in other AZANA marketing activities. Please review our online community guidelines regarding your responsibilities and AZANA’s role in the community.
- A. **Be Respectful.** It’s okay to disagree with others but inappropriate comments or insulting individuals will not be tolerated. Comments will be removed that use obscenities, personal insults, ethnic slurs or other disparaging language.
 - B. **Keep Your Comments on Topic.** AZANA’s focus for this site is about the education of CRNA’s and issues that are pertinent to them. We welcome discussion about these issues and its impact on the industry and our state. AZANA may edit or remove inappropriate or off-topic comments at any time.
 - C. **Protect Your Privacy.** Comments on social media are visible to the general public. Protect your privacy and don’t give out personal information such as email addresses, telephone numbers or street addresses. Doing so may make you susceptible to spam and unauthorized communication. AZANA will not verify personal information posted by others.
 - D. **Links to Other Web Sites.** AZANA is not responsible for the content of any linked Web site, or any link contained in a linked Web site, or any changes or updates to such Web sites. The inclusion of any link does not imply endorsement by AZANA of that Web site. In addition, please be aware that AZANA is not responsible for the privacy practices of such other Web sites. AZANA encourages you to read the privacy statements of every Web site that requests personal information from you.
 - E. **The Bottom Line.** AZANA reserves the right to delete any comments at any time. Users who persist in violating community guidelines may be barred from posting to this site.
- 2.8.2.** AZANA has a Social Media Strategy – see Exhibit A.



LOGO USE POLICY

Section 2.9

The Arizona Association for Nurse Anesthetists (AZANA) has established a policy whereby members may use the AZANA logo, as appropriate, to promote their business and/or describe their activities.

Members may use the logo to acknowledge their membership in the association and or their participation in an event sponsored by AZANA. No member may use the logo in a manner that states or implies that AZANA endorses or approves the member or its activities. AZANA may revoke a member's right to use the AZANA logo at any time and for any reason.

A Member may not grant permission to a third party to use AZANA's logo. Any use by a third party must be with AZANA's prior written consent.

2.9.1. PROHIBITED USE

It is our policy that the AZANA logo be used without modification and in an appropriate manner. Examples of prohibited use include, but are not limited to, the following:

- A. Any implication of endorsement by AZANA of the member or its activities;
- B. An individual's use of the logo for purposes other than acknowledging membership or participation in our activities;
- C. Combination of the association logo with another logo.

2.9.2. Business Affiliate Logo

Any paid annual sponsor may use the Business Affiliate Logo on their website and in promotional materials as a stated benefit of their sponsorship.





TRAVEL POLICY

Section 2.10

2.10.1. Board Members may be reimbursed for Board and Meeting expenses as follows:

- A. Mileage to and from meetings, at the current government suggested rate
- B. Hotel room, if applicable
- C. Any expenses for the meetings, such as copies, office supplies, etc.

2.10.2. Committee Chairs are reimbursed for mileage to and from face to face meetings, and other expenses approved by the Treasurer.

2.10.3. Travel to Meeting as an AZANA Representative - Up to 3 Representatives of the AZANA Board will be reimbursed a maximum of \$1,000 for expenses to the following meetings:

- A. Mid-Year Assembly
- B. AANA Annual Congress
- C. AANA Leadership Conference
- D. If there are not three Board Members available, a committee chair may be appointed to attend. If neither a committee chair nor a Board Member is available, a committee member may be appointed to attend as a representative of the association.
- E. E. If three AZANA representatives do not attend a given meeting, additional funding may be dispersed to the attending representatives up to the budgeted total meeting amount as approved by the CFO.

2.10.4. All reimbursements must be submitted using the Check Request Form. (Exhibit B)

Exhibit A



Social Media Strategy Arizona Association of Nurse Anesthetists As of October 26, 2019

SITUATION ANALYSIS

Why do we need social media?

The Arizona Association of Nurse Anesthetists (AZANA) will use social media to advance the clinical practice of Nurse Anesthetists in Arizona, assure patient safety, advocate for the profession and educate members. Social media is an effective means to reach our vast audience statewide.

Who are our audience?

Our primary audience consists of CRNAs, SRNAs, and anesthesia groups throughout Arizona.

What do we want to tell them?

- Share AZANA news & events
- Share upcoming professional development opportunities
- Share information from the national chapter, AANA
- Share research and resources related to the profession

How are we going to tell them?

AZANA will utilize Twitter, Instagram, LinkedIn, and Facebook to communicate with our target audience.

What content are we going to create?

AZANA will utilize links to articles, events, photos, videos, research, and other relevant resources for posts on all channels.

Types of posts will include:

- AZANA news & events
 - Organizational updates
 - Membership updates
 - AZANA events: Flagstaff Town Hall, Tucson Town Hall, The Annual Sun & Fun Conference The Annual Sun & Sedona Conference, PAC fundraisers, Wellness Committee events
- Continuing education opportunities
 - Upcoming trainings and webinars
 - CRNA Exam
- National news
 - AANA news
 - Current events relating to the profession
- CRNA Resources
 - Current research in anesthesia
 - Effective communication with patients
 - Work-life balance

Exhibit A

- Interesting facts/statistics related to the profession
- What you need to know about insurance & the law
- Job postings

Posts should include:

- Content that passes the relevancy test:
 - *Is this relevant to the AZANA mission?*
The AZANA works to advance the clinical practice of Nurse Anesthetists, assure patient safety, advocate for the profession and educate members.
 - *Will the AZANA audience care? Why is this important?*
- Call to action (i.e. “Read this”, “Visit this website”, “Register for this”, “Share your thoughts”)
- Hashtags, when applicable
- A link to more information

Who will be responsible for social networking?

The Social Media Curator will be responsible for generating content and managing posts on social media. Specific responsibilities consist of:

- Manage AZANA’s social media accounts
- Publish posts for AZANA on all social media channels
- Respond in a timely way to external questions, comments and general interactions on AZANA’s channels
- Coordinate content creation by developing publication plans and identifying topical content
- Identify and like/follow other CRNA groups on social media and participate where appropriate
- Review social media analytics and adapt/adjust content and structure of communications accordingly

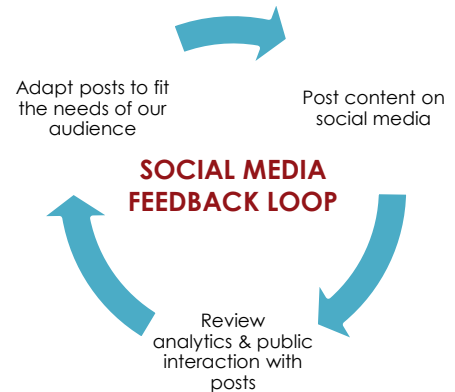
What tools will we use to measure our success?

AZANA will use analytics on social media channels to track:

- Number of likes and followers
- Types of content that receive the highest engagement

Feedback Loop:

- Using social media analytics, we will track success rates of posts on each channel and constantly adapt posts to meet the needs of AZANA followers and the general public.



GOALS

Goal 1: Increase awareness about AZANA & advocate for the profession

Communicate and advance the mission of AZANA to a broad audience.

Goal 2: Build a robust AZANA online community & grow membership

Use social media to develop a robust online AZANA community that leads to membership growth, greater member engagement and retention.

Goal 3: Advance the clinical practice of Nurse Anesthetists

Share relevant news, resources and professional development opportunities that educate CRNAs on the most current research, tools, and methods to perform their jobs safely and effectively.

Goal 4: Market AZANA events

Communicate with our audience details about upcoming AZANA events and provide them with action steps to get involved.

OBJECTIVES

Exhibit A

1. To enhance and preserve the reputation of AZANA through quality activity
2. To increase use of AZANA online resources and generate participation in AZANA events
3. To be seen as active in the social media space with its broad user base
4. To increase engagement with online audiences
5. To solicit feedback in order to improve our communications

RESULTS

What results are we expecting?

- The general public are more informed about AZANA’s mission and vision
- Our members are more informed about AZANA news, resources and events
- Our members have increased knowledge about how to effectively perform their jobs
- Membership retention and engagement increases
- Visits to the AZANA website increases
- Followers/likes/clicks/shares on all social media channels constantly increases

STRATEGY

What specific strategies will the Social Media Curator use?

- Identify and follow/like relevant medical and CRNA groups across all social media channels
- Identify and follow/like supporters of the CRNA field, i.e. legislators and companies
- Use social media to drive people to the AZANA website
- Mention new AZANA members/supporters and follow them on social media
- Research and utilize trending hashtags that relate to the profession, such as #CRNA, #medical, #anesthesia, #anesthetists, #AANA, #anesthesiology

What is the frequency of posts on a given channel?

CHANNEL	POST FREQUENCY
Facebook	2-4 posts/week
Twitter	2-4 tweets/week

What types of posts and on what days?

FACEBOOK:

MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY
AZANA news & events	CRNA Resources		Continuing education opportunities	Related national news

TWITTER:

MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY
AZANA news & events	CRNA Resources		Continuing education opportunities	Related national news

What actions are required on a given channel?

FACEBOOK:

Exhibit A

ACTION TYPE	ACTION DETAILS	FREQUENCY	METRIC	MEANS
Audit Existing Page	Add org details, ensure consistency across platforms	Ongoing	% Page Completion	Facebook platform
Increase "Like" Count	Produce & post relevant and informative content. Promote page via other communication channels	Ongoing	% impressions clicks % feedback	Facebook Hootsuite/Buffer
Post Content	Utilize existing resources to create engaging content: Articles, photos, events, etc.	2-4 posts/wk	% impressions clicks % feedback	Facebook Hootsuite/Buffer
"Like" Other community pages	Search for relevant pages to receive updates	2 New Likes/wk	# Likes	Facebook
Community Engagement	Like and comment on relevant posts	Ongoing	% feedback	Facebook News Feed

TWITTER:

ACTION TYPE	ACTION DETAILS	FREQUENCY	METRIC	MEANS
Increase # Followers	Produce & tweet relevant and informative content. Promote page via other communication channels	Ongoing	# Followers # Relevant Followers % Increase	Twitter
Tweet	Utilize existing resources to create engaging content: Articles, events, etc.	2-4 tweets/ wk	# Clicks # Retweets & Replies	Twitter Hootsuite/Buffer
Follow Relevant Users	Search for and follow relevant users	Ongoing	# Follow Backs # Followers	Twitter
Community Engagement	Retweet other Twitter users' content Reply to users who engage with AZANA. Comment on tweets related to key words, phrases	Ongoing	% feedback	Twitter Hootsuite/Buffer

Exhibit B



ARIZONA Association of Nurse Anesthetists

107 S. Southgate Dr.
Chandler, AZ 85226
480-893-6110 – FAX: 480-893-7775

CHECK REQUEST FORM

Payable to:

Address:

City:

State:

Zip:

Phone:

Description/Purpose:

For internal purposes only.

Requested by: Amt. Requested:

Date Submitted: Payment requested by:

Invoice

Check #

Approved by: _____ Date: _____
(AZANA Treasurer)

Distribution: Mail _____ Deliver _____ Hold for: _____

***NOTE: All reimbursements should be submitted within 30 days.
Be sure receipts are included***

Exhibit C



Arizona Association of Nurse Anesthetists Board Member Expectations

1. Oversee, advise and contribute to the strategy and the mission of AZANA.
2. Participate in monthly Board meetings.
3. Stay in touch between meetings.
4. Contribute to the PAC, minimum of \$365 a year.
5. Proactively engage in advancing and enhancing the organization through one or more of the following:
 - Recruit high quality new members
 - Promote AZANA throughout the community
 - Assist in identifying and recruiting industry and corporate sponsors
 - Recommend new initiatives and enhancements to existing programs
6. Be informed on the budget and finances with relevant suggestions.
7. Respond thoughtfully to requests to the Board.
8. Serve on or chair a committee, as well as any special ad hoc committees to which appointed.
9. Assume Board leadership responsibilities as requested and as possible (such as committee chairperson, elected officer, etc.), generally after the first year.
10. Contribute proactively to the ongoing development and leadership of AZANA.
12. Evaluate the Board's performance on an annual basis.
13. Recruit member volunteers for tasks.
14. Help build and strengthen the Board and recommend prospective Board Members and help guide succession planning.
15. Commit to assist with legislative process.

Agreed to by: _____ Date: _____

Exhibit D

Bylaws of the CRNAs of Arizona Political Action Committee

Name

- I. The name of this organization shall be the CRNAs of Arizona PAC (CAPAC).
- II. The organization is voluntary, unincorporated, non-profit and shall be politically non-partisan. It shall operate to advance the professional practice of CRNAs in Arizona, in coordination with the professional state organization of CRNAs, the Arizona Association of Nurse Anesthetists (AzANA).

Organization and Purpose

- I. CAPAC is organized for the purpose of advancing CRNA practice and health care in the state of Arizona. In carrying out this stated purpose, CAPAC shall:
 - A. Stimulate CRNAs and others to become active and effective in governmental affairs and public policy decisions;
 - B. Assist CRNAs and others in organizing for effective political action; and
 - C. Educate candidates about professional CRNA practice and general health care issues;
 - D. Endorse, raise funds for, and make contributions to candidates for public office in Arizona who have clearly demonstrated responsible awareness of CRNAs needs and the health of the people;
 - E. Educate CRNAs and others regarding the elective process, the legislative positions of office-holders and candidates, and the important political issues related to nurses, nursing and health.
 - F. Organize at least one fundraising event each year to coincide with the AzANA annual meeting.

Exhibit D

Membership

- I. The CAPAC Committee shall consist of the Chairperson, Secretary, and Treasurer, and 6 other members.
- II. Members are eligible for specific benefits of membership, including recognition in CAPAC and other materials, at events, and will receive exclusive materials related to political activism.
- III. If any offices that are not filled, the Chairperson shall assign responsibility.
- IV. In coordination with the AzANA, AzANA President, AzANA GRC Chairperson will have automatic membership within the CAPAC.
- V. Members are expected to contribute at least \$365 annually to the CAPAC.

Board of Trustees

- VI. Responsibilities:
 - A. Exercise the responsibilities and fiduciary duties of the CAPAC consistent with applicable provisions of the law;
 - B. Establish the policies and procedures for the transaction of business and coordination of CAPAC activities;
 - C. Appoint committees of the Board as deemed necessary for the performance of its duties and define the purpose and authority of such committees;
 - D. Analyze data and make decisions concerning endorsements of candidates including monetary contributions;
 - E. Prepare an annual budget and authorize disbursement of funds.

VII. Officers

- A. The Board of Trustees shall elect three (3) officers: the Chairperson, the Secretary, and the Treasurer.
- B. These officers shall enter their official duties upon election at the CAPAC biennial convention, serving for a two (2) year term.
- C. No member of the Board shall serve more than four (4) consecutive terms in the same position unless there are no other candidates.
- D. Elections shall coincide with AzANA elections.

VIII. Duties of Officers

- A. The Chairperson shall preside at all meetings of the CAPAC.
- B. The Secretary shall be responsible for ensuring records are distributed to the Board, and maintained of meetings of the Board of Trustees, the Executive Committee and the Membership.
- C. The Treasurer shall be responsible for monitoring the fiscal affairs of CAPAC; shall cause records to be maintained of funds received and disbursed by CAPAC; and make

Exhibit D

available to the officers of authorized agencies upon approval of the Board of Trustees; shall present a report of financial conditions at each meeting of the Board of Trustees and a year-end audited statement at the Biennial Meeting; shall file all necessary forms with the Secretary of State as prescribed by law.

IX. Executive Committee

- A. There shall be an Executive Committee of the Board of Trustees, composed of the officers, who shall have all powers of the Board of Trustees to transact business between board meetings in accordance with rules established by the Board of Trustees; such transactions shall be reported and ratified at the next regular meeting of the Board of Trustees.
- B. The Board of Trustees shall serve without compensation.
- C. Resignations shall be made in writing to the Chairperson of the Board of Trustees. Such resignation shall take effect at the time specified in the letter.
- D. Unexcused absence by a trustee from two (2) consecutive meetings of the Board of Trustees shall result in a vacancy unless otherwise determined by the Executive Committee.
- E. Any vacancy occurring on the Board of Trustees, for whatever reason, shall be filled by a majority vote of the CAPAC Board of Trustees, or by appointment by the chairperson if there is only one candidate.
- F. Voting is limited to the Board of Trustees.
- G. Quorum. A majority of the currently filled Board positions shall constitute a quorum of the Board at meetings.

Elections and Appointments

- I. If there is only one interested candidate in any given position, the chairperson may appoint that person to any given position. If there is disagreement among the board, an election shall take place.
- II. If there are more than one interested candidates in any given position, an election shall take place.

Meetings

- I. Meetings shall be conducted as often as needed, but not less than once per year.
- II. Meetings can be done in person or electronically.
- III. Special meetings. Special meetings of the Board of Trustees may be called by the Chairperson on his/her own initiative or upon the written request of two (2) members of the Board of Trustees.

Exhibit D

Contributions

- I. All United States citizens are eligible to contribute to CAPAC, and the Board of Trustees is authorized to solicit and accept contributions from any person from whom contributions may be lawfully solicited in accordance with applicable law.
- II. All such contributions to CAPAC shall be voluntary and no contributions shall be solicited or secured by physical force, job discrimination, financial reprisal or threat thereof, or as a condition of employment.
- III. The fiscal year shall be the calendar year.
- IV. Contributions may be used
 - A. To provide political education, and
 - B. As donations to political campaigns, as allowed by law.
- V. Names, amount of contributions and parties of candidates endorsed shall be available to CAPAC contributors upon request.
- VI. Contributors will be recognized, with their consent, annually in the AzANA newsletter. Giving levels are determined annually and recognized as follows.
 - A. Cholla Bronze \$365
 - B. Agave Silver \$700
 - C. Saguaro Gold \$1500
- VII. Reports shall be made as required by state and federal law.

Finances

- I. The CAPAC Board shall keep detailed books and records of account. The Board of Trustees shall review all financial statements and supporting documents to ensure fiscal integrity of the CAPAC.
- II. An audit shall be conducted when suggested by members or by AzANA, at least every five (5) years and reported on at the annual Business meeting of the CAPAC.
- III. Finances will be reported to the Arizona Secretary of State per the Secretary of State's guidelines.

Separate Segregated Fund

- I. All contributions to CAPAC shall be maintained as a separate segregated fund (SSF) in one or more designated accounts, with all expenditures by CAPAC in support of any political candidate, political committee, or political educational activity shall be from this fund and no other source.

Exhibit D

Amendments

- I. These bylaws may be amended at the biennial meeting of the CAPAC by a majority vote of CAPAC members present.

Dissolutions of Organization

- I. Vote to dissolve. CAPAC may be dissolved by the unanimous vote of members.
- II. In the event of dissolution of CAPAC, any remaining assets shall become the property of AzANA.

Parliamentary Authority

- I. Robert's Rules of Order, newly revised, shall govern this organization in all cases which are applicable, and those which are not consistent with these bylaws or the special rules of order of the Association.

Created: 7.27.13

Revised: 9.22.14



AZANA COMMITTEES

Section 3

(Article 8 in the bylaws)

The President and Executive Director are ex-officio members of all committees. All committee members and chairs must be AZANA and AANA members. Committees should notify the President and Executive Director of all meetings.

Established Committees

Section 3.1

3.1.1. BYLAWS AND PPM COMMITTEE - Responsibilities include oversight of the bylaws and policies and procedures manual (PPM), facilitating any changes needed on a regular basis, but at least annually. Duties:

- A. Meet as often as needed to review the Bylaws and PPM.
- B. As needed, recommend revisions to the bylaws and PPM.
- C. The Association has access to the AANA parliamentarian for any questions. This individual can be reached, if necessary, to clarify points as needed.
- D. Respond to all appropriate correspondence promptly.
- E. Bylaws are approved by the entire AZANA Membership. Send proposed changes to the Board at least 60 days before the annual business meeting for their approval.
- F. Publish any proposed changes approved by the Board to all members of the AZANA at least 30 days before the annual meeting.
- G. Any PPM changes are approved by the Board. Send proposed changes to the Board in advance to a regular meeting for approval.

3.1.2. EDUCATION AND PRACTICE COMMITTEE - Responsibilities include oversight of all conferences and putting together events throughout the year. Duties:

- A. Plan alternative events that could produce alternative revenue streams.
- B. Explore opportunities for member connection through response to Continuing Professional Certification Program.
- C. Work with the Conference Management Company on oversight of all conferences, including all educational sessions.
- D. Work with the Association Management Company (AMC) on all association events.

- E. Solicit and identify additional committee members.

3.1.3. EXECUTIVE COMMITTEE - This committee is made up of the Executive Board Members. It is responsible for action between Board meetings and Board Leadership/Governance Education.

Duties:

- A. The Executive Committee shall formulate an annual budget based on income and disbursement of the Association, led by the Treasurer. The annual budget shall be based on:
 - 1. A review of previous budgets for accuracy of need and income.
 - 2. A review of present income from all sources for new changes.
 - 3. Assess the potential needs of the Board and Association for the forthcoming year.
 - 4. Determine the priority of items within the budget.
 - 5. Determine the variables within the budget.
- B. Assure Board knowledge and understanding of AZANA issues.
- C. Conduct Board business between board meetings, as necessary.
- D. Create Board Leadership opportunities and facilitate board education, as needed.
- E. Discuss ways and means of creating non-dues revenue streams, based on past, current and future ideas.
- F. Meet as often as needed to accomplish the association's mission and strategic plan goals.

3.1.4. GOVERNMENT RELATIONS COMMITTEE (GRC) - Responsibilities include keeping current on advocacy issues of the association. Duties:

- A. Maintain liaison with AANA Government Relations Committee to support AANA national issues that may affect CRNAs in Arizona.
- B. Maintain contact with the lobbyist for the AZANA to provide information to the AZANA membership regarding state and federal issues pertinent to the membership.
- C. Formulate recommendations for the legislative or regulatory issues to be considered by the Board.
- D. Proactively work to educate federal and state policymakers and legislators on the CRNA profession.
- E. Recommend to the state association's leaders the direction the profession should take regarding legislative and regulatory issues.
- F. Translate the association's positions into political action.
- G. Provide a list and identify state legislators, the districts they represent and the committees on which they serve to the Board of Directors.
- H. Establish and maintain a statewide telecommunication network with members (email list-serve or phone tree).
- I. Encourage members to contact their legislators on issues concerning the practice of nurse anesthesia or other areas of interest.
- J. Disseminate legislative and regulatory issues to members of this Association via the website.
- K. Keep abreast of the Board of Nursing's legislative agenda and changes in Rules and Regulations.

- L. Monitor the state legislature and regulatory agencies for legislation or regulations affecting the practice of nurse anesthesia and other areas of interest.
- M. Keep the State Board of Directors advised of current legislative and regulatory matters.
- N. Update the Board at each scheduled board meeting on state and federal issues.
- O. Work closely with the Political Action Committee (PAC).
- P. Maintain nonpartisanship.

3.1.5. LEADERSHIP IDENTIFICATION & DEVELOPMENT (LID) COMMITTEE - Responsibilities include identifying volunteers for the association and overseeing the annual election process. Duties:

- A. Ninety (90) days prior to the Annual Meeting, the committee shall develop a slate of one or more nominations for each office that has a vacancy, as specified in the Bylaws of this Association for the following:
 1. President-Elect
 2. Secretary
 3. Treasurer
 4. Directors (any open positions)
 5. LID Committee (2)
- B. Review the candidates for office, membership credentials and compliance with Bylaw requirements before submitting to the Board of Directors 60 days prior to the Annual Business Meeting for review. Candidates may be added on the suggestion of the Board.
- C. Oversee the election process, including working with the AMC to set up an electronic election system.
- D. Assist with leadership development including identifying potential volunteers for the committees throughout the year and assure these volunteers get the training necessary to be successful in their roles.
- E. May put together an annual survey for the members to generate continued engagement and involvement.

3.1.5. MEMBER & PUBLIC RELATIONS COMMITTEE - Responsibilities include all PR vehicles, as well as developing membership messages. Duties:

- A. In conjunction with the Secretary, responsible for communication between the Board and the membership of the AZANA.
- B. Keep AZANA members informed of the work of the Board on their behalf, stimulate interest in the work of the AZANA, and mobilize the membership of the AZANA when critical issues require the member's attention.
- C. Appoint an editor of the official newsletter publication of the AZANA who works with the AMC to publish the newsletter twice a year.
- D. Responsible for the official information posted on the website of the AZANA. Develop and maintain policies for content and access to the website.
- E. Establish and maintain an on-going relationship with the State and local media by promoting the CRNA and AANA as a credible source and resource for anesthesia information.
- F. Promote anesthesia safety through public education on consumers about their rights and responsibilities when having an anesthetic, surgery or other medical or dental procedure.

- G. Maintain the membership roster of the AZANA and oversee annual membership campaigns.
- H. Oversee AZANA's social media plan, working with the AMC.
- I. Keep the membership of the AZANA informed of the actions of the board on their behalf and of issues that affect the interests of CRNA's in Arizona.
- J. Keep the citizens of Arizona informed of the role that CRNA's play in the provision of high quality anesthesia care in the state.
- K. Educate the public and build confidence in the role and credentials of CRNA's in Arizona.
- L. Increase public awareness of the CRNA's role in providing anesthesia services as a member of the health care team.



ADHOC COMMITTEES AND ASSOCIATION POSITIONS

Section 3.2

3.2.1. ARIZONA APRN COALITION - This Coalition consists of other Advanced Practitioners. AZANA has a liaison for this Coalition and that liaison reports to the Board on ongoing APRN agenda items.

3.2.2. FEDERAL POLITICAL DIRECTOR – *This is a one-person position.* Duties:

- A. Shall build and maintain relationships with federal legislators and their staff.
- B. Proactively work to educate federal policymakers on the CRNA profession.
- C. Proactively work to educate federal policymakers on issues and legislation that affect CRNAs.
- D. Provide support to CRNA friendly legislators during their campaigns for elections/re-elections.
- E. Communicate and educate to the AAANA membership regarding federal issues and legislation that affects CRNAs.
- F. Serve on the Government Relations Committee.
- G. Update the Board of Directors on any federal issues and legislation at each regularly scheduled board meeting.
- H. Serve a 2 year term for a maximum of 2 terms

3.2.3. STATE REIMBURSEMENT DIRECTOR -*This is a one-person position.* Responsible for working in conjunction with the state president and state association board. Duties:

- A. Establish relationships with key contacts: Medicaid Director, Insurance Commissioner, Exchange Boards, and Medical Director for the designated Medicare Administrative Contractor (MAC), State Hospital Association, Provider Relations Liaison with top 3 Health Plans in the State, State Ambulatory Surgery Center Association contact, State Rural Health Association. (The office of the Governor and of key state legislators is presumably already covered by a state's President and Government Relations Committee.)
- B. Coordinate and improve private payer/Medicaid insurance processes and reimbursement associated with CRNA anesthesia and pain management.
- C. Serve a 2 year term for a maximum of 3 years.
- D. Work effectively with the AANA, other CRNAs, consultants, lobbyists, or a state association committee or team of CRNAs to accomplish the above, based on the state association's needs and resources.
- E. Participate in two way communication with the AANA relative to reimbursement matters in the state.

- F. Serve as a repository of information by monitoring state reimbursement activities related to CRNAs including Medicare Local Coverage Determinations (LCDs), Medicaid payment policy, commercial reimbursement policy changes, and development of Accountable Care Organizations (ACOs) and state exchanges.
- G. Respond to requests for assistance with state reimbursement issues related to private payer/Medicaid insurance matters and Medicare LCDs.
- H. Use AANA SRS SharePoint site to communicate state reimbursement information and alerts.

3.2.4. POLITICAL ACTION COMMITTEE (PAC) - CRNAs of Arizona PAC is committed to advocating for Certified Registered Nurse Anesthetists with the Arizona state legislature. A strong, well funded PAC will ensure access to quality health care for the citizens of Arizona and help maintain the practice rights of CRNAs into the future. See **Exhibit D: PAC Bylaws** for additional information.

3.2.5. AZANA Ambassador – *one representative from each facility that employs or contracts CRNAs.*
Duties:

- A. Serve as liaison between AZANA and their local facility/place of practice.
- B. Disseminate information from the AZANA BOD to the CRNAs at their facility.
- C. Field questions from CRNAs regarding practice in Arizona or direct questions to the AZANA BOD.
- D. Report to AZANA BOD concerns of CRNAs at their facility.
- E. Establish and enhance relationships with administration at facility to educate regarding CRNAs.
- F. Support for/believe in the mission of the AZANA.
- G. Active AANA Member.
- H. If change of practice or resignation, a new Ambassador may be appointed by the AZANA BOD.
- I. Two year term, maximum of two consecutive terms.

3.2.6 PEER ASSISTANCE & WELLNESS COMMITTEE: Will consist of a State Peer Advisor (SPA) and Wellness Committee Chair. Duties:

- A. Provide helpful support and information to CRNA/SRNA in need of assistance for a substance use disorder (SUD).
- B. Organize and develop wellness activities and critical incident stress debriefing as needed.
- C. Provide resources for any CRNA/SRNA in need of professional counseling.
- D. Serve as a resource for emotional, mental and physical well being of membership.
- E. Build awareness within the state association of the peer support available and assists with education to encourage professional and personal well-being and to prevent SUD, an occupational risk for anesthesia professionals.
- F. SPA is appointed by the AANA and is part of the AANA peer support network led by the Peer Assistance Advisors Committee (PAAC). This appointment includes completion of orientation & refresher training as well as meeting AANA position specific criteria.



MEETINGS

Section 3.3

Committee meetings may occur in conjunction with general Board meetings, by conference call, or in face-to-face meetings between members, at the discretion of the chairperson. Committee chairs may update a representative of the AMC as needed to assist with ongoing tasks.



AZANA COMMITTEE MEMBER POLICIES & PROCEDURES

Section 3.4

- 3.4.1. AZANA strives to implement organizational changes through the utilization of a committee structure. The ultimate goal is a more effective Association, incorporating the input of a greater number of AZANA members. Member's leadership skills will be increased through this mentoring system which is a goal of AZANA.
- 3.4.2. Committees operate within the overall plans of the Council, in keeping with the legal status of a 501(c)6 organization. Committees function with the vision, mission and goals as the overlying philosophy and blueprint for action of the membership. Committee members agree to support the fundamental plans while functioning in good will.
- 3.4.3. The Board of Directors asks that committees communicate together at least semi-annually, addressing the issues of their respective committees. Committees may be discontinued or increased to provide for the growth and change within AZANA's life time.
- 3.4.4. Committee members are asked to cooperate, depending on the committee they are on, make recommendations to the committee which may include but are not limited to; dues, standards, programs, direction of the memberships focus allocation of resources and program implementation.
- 3.4.5. The Board of Directors seeks additional input to assist in AZANA's growth and reflect the needs of the general membership. As elected representatives, it is their responsibility to provide direction and set policy consistent with the views of the majority of the members.
- 3.4.6. Criteria: Committee members must be volunteers, utilizing industry expertise, with no compensation. Attendance as a participant, at least semi-annually, via conference calls or e-mail discussions, is required. The term is open with a minimum of a 1-year commitment. At the end of the year, the committee chairperson will assess continuation. Committee members agree to be recognized by the general membership and bring concerns and suggestions for consideration to the committee process for study.
- 3.4.7. Committee members serve along with a Board of Director's Chairperson. Reports and recommendations are made to the Board for review and approval. Recommendations may or may not be taken into action, there is no guarantee. This is not a position where policy is created.

Bylaws



ARIZONA ASSOCIATION OF NURSE ANESTHETISTS

Revised: 3/2009, 3/2011, 3/2013, 3/2014, 3/2015

ARTICLE I **NAME**

This organization shall be known as the Arizona Association of Nurse Anesthetists and hereinafter referred to as the AZANA in what follows.

ARTICLE II **MISSION STATEMENT & OBJECTS**

SECTION 1. MISSION STATEMENT

The AzANA will work to advance the clinical practice of nurse anesthetists, assure patient safety, advance professional advocacy and educate members.

SECTION 2. PURPOSES

The AzANA is organized exclusively as a non-profit professional organization under Section 501 (c) (3) of the Internal Revenue Code. The purposes of the organization are to:

- A. Cooperate with the AANA to promote the interests of and standards for CRNA's.
- B. Maintain communication between the Board of the AZANA and the membership of the AZANA
- B. Seek out and encourage CRNA's for leadership roles in the AZANA
- D. Promote awareness in the public, political, and educational fields of the role of CRNA's in delivery of high quality anesthesia care.
- E. Work independently and cooperatively on the state or local level to promote the interests of CRNAs in Arizona.

ARTICLE III **MEMBERSHIP**

SECTION 1. MEMBERSHIP

Membership in the AZANA and procedures with respect to admission to membership, qualifications, and privileges shall be stipulated in the Bylaws of the American Association of Nurse Anesthetists. All members shall have the responsibility to support the mission and purposes of the AzANA.

SECTION 2. CLASSIFICATIONS

A. ACTIVE MEMBERSHIP

Active Membership in this Association and procedures with respect to admission to membership, maintenance of membership, classes of membership, qualifications thereof, and the exercise of the privileges thereof shall be such as are stipulated in the Bylaws of the American Association of Nurse Anesthetists.

B. HONORARY MEMBERSHIP

State honorary membership may be conferred on a member by the voting body upon recommendation of the Board of Directors. Honorary status implies that a member's dues are waived and may enter into discussion at any meeting of the membership without the right to make a motion or vote.

C. SUPPORTERS: The Board of the AZANA on behalf of the AZANA may from time to time recognize members of the AZANA who have made significant contributions to the profession of nurse anesthesia. Such recognition may be presented to the membership at the annual meeting for endorsement.

D. HONORS

Honors may be given to members upon the recommendation of the Board of Directors and with majority vote of the members at the annual meeting by presentation of awards or other honors without conferring honorary membership.

E. BENEFACTORS

Contributors of FIVE HUNDRED DOLLARS (\$500) or more shall be known as benefactors. The names of such contributors shall be placed in the permanent records of this Association.

F. DONORS

Contributors of less than FIVE HUNDRED DOLLARS (\$500.00) shall be known as donors. The names of such donors shall be placed in the permanent records of this Association.

SECTION 3. CONDUCT OF MEMBERS

Each classification of member shall have the responsibility to support the purposes and functions of the AzANA and Abide by the Bylaws.

A. Active Members shall:

1. Have the right to vote on all matters submitted to the membership concerning the Association except those matters specifically delegated to the Board of Directors, Finance Committee or the officers.

2. Receive publications according to the policies approved by the Board of Directors
3. Be invited to participate in all relevant activities of the Association
4. Be eligible according to the Bylaws as a candidate for an elected or appointed position

B. Honorary Members

1. Honorary status implies that a member's dues are waived and may enter into discussion at any meeting of the membership without the right to make a motion or vote.
2. Honorary members are not eligible for candidacy for office or appointed position.

SECTION 5. DUES

AZANA dues shall be established by the AANA Bylaws.

SECTION 6. TERMINATION OF MEMBERSHIP

If the conduct of any member shall appear to be in willful violation of the Bylaws of this Association, the Board of Directors may by vote of two-thirds (2/3) of the entire Board, suspend or expel such member. 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. 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. 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. 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

This article was incorporated in the membership Article III so therefore was deleted from Article IV.

ARTICLE V

GOVERNMENT

SECTION 1. BOARD OF DIRECTORS

A. COMPOSITION

Board members of the AZANA with voting powers shall be:

1. The four (4) elected officers; President, President-elect, Secretary, Treasurer
2. The five (5) elected Board of Directors Members who will be sought from areas around the state if possible,

Other Board Positions but no voting power:

1. Immediate Past President (ex-officio)
2. Student Representative from each nurse anesthesia educational program will be appointed by the majority of the above-mentioned members of the Board.

B. DUTIES OF BOARD OF DIRECTORS

1. Shall perform the duties prescribed by these Bylaws and in the Association Policies and Procedures Manual, and perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the society.
2. Conduct the general business of this Association.
3. Control and manage the funds and property of this Association.
4. Shall review and approve the slate of candidates presented by the Leadership Identification & Development (LID) committee.
5. Shall review and approve applicants for any Scholarship Program.

C. FILL VACANCIES

The Board of Directors may fill vacancies for all other offices for the unexpired term, unless specifically outlined in these Bylaws and the parliamentary authority adopted by the Association.

D. TERMS OF OFFICE

Terms of office shall begin immediately following the joint meetings of the Board of Directors in the month of SEPTEMBER following the election.

1. The President-elect shall serve for one year and shall automatically succeed to the office of President for one additional year following the completion of the President's term.

2. The Secretary shall serve a term of TWO (2) years, and shall be eligible for re-election but shall not serve for more than three (3) consecutive terms.
3. The Treasurer shall serve a term of TWO (2) years and shall be eligible for re-election, but shall not serve more than three (3) consecutive terms.
4. Directors shall serve for a two (2) year term of office and shall be eligible for re-election, but shall not serve more than three (3) consecutive terms.
5. The Student Representative(s) shall serve a one (1) year term during the didactic phase of his/her educational program.
6. AZANA Ambassador shall serve a two year term and serve as a liaison between AZANA and their local facility/place of practice. This is not a board position, but does report to the Board.

E. ELIGIBILITY FOR OFFICE

1. Only a member of good standing in the AANA at the time that the slate of candidates is presented to the Board may be considered for nomination to any elected office in the AZANA.
2. Only a member in good standing with the AANA may be considered for any appointed position in the AZANA.
3. Members shall be considered eligible for the office of President-elect if they have served on the Board of the AZANA or any other state association for at least two years, which need not be consecutive.
4. Officers or members of the Board of the AANA are ineligible to concurrently hold office in the AZANA. In the event that an officer or member of the AZANA accepts an office in the AANA, they must resign their current office in the AZANA.
5. Any elected or appointed office holder must maintain their membership in good standing with the AANA in order to retain their office in the AZANA.
6. Eligibility for election to office or appointment to positions in the AZANA is not based on sex, race, national origin, sexual orientation, age or handicap.

F. MEETINGS

1. There shall be a joint meeting of the outgoing and incoming Board of Directors in the fall of each year. Additional meetings of the Board of Directors shall be held at such time and place as determined by the President or upon the written request of a majority of the Board of Directors.
2. Action may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Minutes of such a meeting shall be filed in the Association's records.

G. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

H. NOTICE

Notice of any meeting shall be given to each Officer and Director by mail, facsimile, telegram or telephone at least ten (10) days prior to the meeting.

I. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A MEETING

Any action required or permitted to be taken by the Board may be completed without a meeting by written or electronic communications, provided all Board Members participate and that there is a unanimous vote. Without a unanimous vote, the action must be brought to the next formal Board Meeting and voted on. All unanimous votes via email will be ratified at the next Board Meeting.

SECTION 2. OFFICERS

A. DUTIES OF OFFICERS

1. The President Shall:
 - a. Preside at meetings of the AZANA and of the Board
 - b. Appoint committee members, except the LID committee, subject to the approval of the Board
 - c. Be a member ex-officio of all committees except the nominating committee
2. The President-elect shall assume the duties of the President in the event of the President's inability to serve.
3. Officers shall perform those duties customarily associated with their titles and other duties as assigned by the President or Board.
4. All officers shall deliver any and all AZANA property and records in their possession to their successor or to the President at the annual fall meeting of the incumbent and elected Boards.
5. The Student Representative may be involved in discussion and offer valuable input but is not a voting member of the Board.

B. VACANCIES OF OFFICES

The President with the approval of at least 2/3 of the Board shall fill vacancy in any office except President. In case of a vacancy in the office of President, the President-elect shall serve as President for the remainder of the term and serve the term as President to which elected. The Treasurer shall assume the duties of President if neither the President nor President-elect is able to serve.

C. NOMINATIONS AND ELECTIONS

1. The LID Committee shall be composed of A MEMBER OF THE BOARD (EX-OFFICIO) AND AT LEAST TWO ACTIVE MEMBERS ELECTED DURING THE GENERAL ELECTION. The LID Committee shall elect its chairperson from among its own membership.
2. It shall be the duty of this committee to prepare and submit to the Board a list of at least one nominee for each of the elected positions in the AZANA and to oversee the election procedures. After receiving the approval of the Board the list of candidates can be submitted to the membership for balloting. No person shall be placed in nomination who has not given consent to be a nominee.
3. Elections may be held by mailed ballot, either paper or electronic. Ballots shall be sent to each active member at least thirty days prior to the annual meeting. The candidate with the highest number of votes shall be elected. In the event of a tie vote, the LID committee shall conduct a ballot election at the annual meeting.

D. ASSOCIATION PROPERTY

Association property and records will be kept in the possession of the Association Management company or if necessary to the President within thirty (30) days after the joint board meeting in SEPTEMBER.

E. REMOVAL FROM OFFICE

Any member of the Board may be removed from office by a 2/3 vote of the Board for lack of attendance at meetings or failure to carry out their duties and responsibilities.

ARTICLE VI
MEETINGS OF THE MEMBERSHIP

SECTION 1. ANNUAL MEETING

The annual meeting of the membership shall be held at a time and place determined by the Board for the purpose of announcing the election of officers, receiving reports of committees and other business which may properly be presented to the membership.

SECTION 2. SPECIAL MEETINGS

Special meetings of the membership may be called by the President, or by a majority of the Board, and shall be called upon written request of eleven active members filed with a member of the Board of the AZANA. The time, place and purpose of any special meeting shall be mailed no less than thirty (30) days in advance to all active members.

SECTION 3. QUORUM

The quorum for any membership meeting shall be nine active members who tend a properly called meeting.

SECTION 4. METHOD OF VOTING AT ASSOCIATION MEETINGS

- A. A registrar and one (1) assistant shall be appointed by the President at the meeting. They shall be responsible for issuing and counting votes on business transactions.
- B. Matters submitted for vote at the meeting shall be determined by parliamentary authority unless otherwise specified in these Bylaws.

ARTICLE VII
THE BOARD

SECTION 1. COMPOSITION

The elected officers, including the directors, shall constitute the Board.

SECTION 2. DUTIES AND POWERS

The Board shall:

- A. Have general supervision of the affairs of the AZANA between its membership meetings except elections of officers and the amendment of Bylaws.

- B. Fix the hour and place of meetings.
- C. Make recommendations to the AZANA and perform such other duties as are specified in these Bylaws.
- D. Shall review and approve the slate of candidates presented by the LID Committee.
- E. Shall review and approve the candidates for the Scholarship Program.
- F. The Board shall be subject to the orders of the AZANA, and none of its acts shall conflict with action taken by the AZANA.

SECTION 3. MEETINGS

- A. There shall be a fall meeting of the incumbent Board immediately followed by a meeting of the elected Board.
- B. Additional meetings shall be held at such time and place as determined by the President.
- C. Special meetings shall be called upon the written request of three members of the Board.
- D. A majority of the Board shall constitute a quorum.
- E. The Board may meet by telephone or other means of conference so long as all participating members can hear and interact simultaneously.
- F. Notice of any meeting shall be given to all members of the Board at least ten days prior to the meeting.

ARTICLE VIII **COMMITTEES**

SECTION 1. STANDING COMMITTEES

A. COMPOSITION

1. The President, with the approval of the Board, shall determine the composition of and appoint the chairperson and the members of the standing committees with the exceptions noted for the Executive and LID Committees.
2. The President, or President's designee, may be an ex-officio member of all committees except the LID committee.

3. Members appointed to standing committees shall serve one year or until their successors are appointed or for the remainder of a vacated committee position.
4. The President shall fill vacancies of committees with the approval of the Board.

B. DUTIES

1. Chairpersons shall submit written reports of committee work at each Board Meeting.
2. Committee members shall present all records and correspondence to the Secretary within one month of the end of their appointment.

C. COMMITTEES

1. EXECUTIVE

- a. Membership of this committee shall be: President, President-elect, Treasurer, Secretary and two active members of the AZANA if possible.
- b. Terms of office: One year (renewable)

2. BYLAWS

- a. Membership: One current board member and at least one other member of the association.
- b. Terms of office: One year (renewable)

3. EDUCATION & PRACTICE

- a. Membership: Appointed chair and at least 2 other members of the association.
- b. Term of Office: One year (renewable)

4. GOVERNMENT RELATIONS

- a. Membership of the Committee shall be: President, Federal Political Director, State Reimbursement Director and optimally at least 2 other active members of the AZANA.
- b. Terms of office: The Chair of the committee shall be selected by the President and approved by the Board of Directors. The Chair cannot be the President, State Reimbursement Director or the Federal Political Director. The Chair will be appointed to serve 2 years and may be re-appointed to serve consecutive terms. ALL OTHER MEMBERS WILL SERVE A ONE YEAR TERM (RENEWABLE)

5. LEADERSHIP IDENTIFICATION & DEVELOPMENT (LID)

- a. Membership: One Board member and at least two active members of the AZANA elected annually to the LID committee. The Chairperson shall be elected by the members of the LID committee.
- b. Term of office: The newly elected committee shall assume responsibilities immediately following the annual business meeting of the AZANA. The duration of the office shall be one year or until a successor is appointed.
- c. Vacancies: The President of the AZANA with the approval of the Board shall fill any vacancies.

6. MEMBER & PUBLIC RELATIONS

D. MEMBERSHIP

Active members of AzANA will work with Board of Directors and Association Management Company

E. TERM

One year (renewable)

SECTION 2. SPECIAL COMMITTEES

The Board, or the President, may create special committees as necessary. The President, with the approval of the Board, shall appoint the chairperson and members of all special committees.

SECTION 3. FEDERAL POLITICAL DIRECTOR (FPD):

- A. Will be selected by the President and approved by the Board of Directors
- B. Shall serve a two year term and may be re-appointed for a second term. However, the FPD may not serve more than 2 consecutive terms.

SECTION 4. STATE REIMBURSEMENT DIRECTOR (SRD):

Appointment: Selected by the President and approved by the Board of Directors.
Term: 2 Year term and may be re-appointed for a second term. However the SRD may not serve more than 3 consecutive terms

SECTION 5. STUDENT REPRESENTATIVE:

Membership: One student representative from each nurse anesthesia educational program will be selected from all student members in the state.
Term: One year

ARTICLE IX
FINANCES AND FISCAL YEAR

SECTION 1. FINANCES

- A. Dues are received as stipulated by the Bylaws of the American Association of Nurse Anesthetists.

B. Non-dues revenue may be raised for general purposes or for any special purpose of the AZANA under the direction of the Board.

SECTION 2. FISCAL YEAR

The fiscal year shall begin on 1 October and end on 30 September each year.

ARTICLE X **OFFICIAL COMMUNICATION**

The AZANA shall communicate information to members at least on an annual basis. This communication will be issued in whatever format meets the needs of the AZANA and its membership.

ARTICLE XI **OFFICIAL EMBLEMS**

An official seal is available to official AZANA business and activities and may be used as a logo for official AZANA business. (Logo picture below)



ARTICLE XII **PARLIAMENTARY AUTHORITY**

SECTION 1. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *The Standard Code of Parliamentary Procedure* by Alice Sturgis, shall govern the proceedings of the AZANA in all cases to

which they are applicable and in which they are not inconsistent with these Bylaws, any special rules, standing rules, or policies and procedures of the AZANA.

ARTICLE XIII **AMENDMENT OF BYLAWS**

SECTION 1. SUBMISSION

Bylaws amendments may be proposed by the Board, committees, or under the signature of the five AZANA voting members. Amendments must be submitted in writing at least thirty days prior to the annual meeting at which they are to be considered.

SECTION 2. VOTING

These Bylaws may be amended at the annual meeting by a 2/3 vote of those present and voting. The Bylaws may also be amended by a 2/3 vote of all members responding to an electronic ballot.

ARTICLE XIV **DISSOLUTION**

In the event of the dissolution of the AZANA, the net assets of the organization shall be applied and distributed as follows:

- A. Legal and valid liabilities may be paid, satisfied or discharged; or provision made therefore;
- B. Any remaining assets shall revert to the American Association of Nurse Anesthetists.

Article XV **Indemnification**

The AZANA shall indemnify all officers, directors, and employees for expenses incurred with the defense costs incurred prior to judgment or other claim resolution (subject to person's submittal of a written undertaking to repay if found not entitled to indemnification) or settlement of any claim against such person by reason of service as an officer, director or employee. Unless a judgment or adjudication shall establish that such a claim arose or resulted from dishonest, fraudulent, criminal, malicious or knowingly wrongful act, error or omission of such person. The Board of Director will establish a procedure to determine whether indemnification payments are entitled under the bylaw.