

**Articles of Incorporation
of the North Carolina Association of Nurse Anesthetists
in the year of 1986,
a non-profit corporation**

We, the undersigned natural persons of the age of twenty-one years or more, as incorporators for the purpose of creating a non-profit corporation under the laws of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act," and the several amendments thereto, do hereby set forth: The name of the corporation is North Carolina Association of Nurse Anesthetists.

The period of duration of the corporation shall be perpetual.

The purposes for which the corporation organized are: To organize Certified Registered Nurse Anesthetists in the State of North Carolina for the purpose of advancing and promoting the best interests of nurse anesthesia; to promote and encourage high standards of professional education, proficiency, and ethics within the profession; to propose, sponsor and advocate legislative enactments concerning the administration of anesthesia by nurses; to promote standards and policies in the furtherance of the economic security of Certified Registered Nurse Anesthetists; and to advocate and promote the improvement in hours, working conditions, living conditions and compensations, to act for and on behalf, and to represent as bargaining agent or otherwise, the members of the corporation and other Certified Registered Nurse Anesthetists in collective bargaining contracts with employers of Certified Registered Nurse Anesthetists, groups of such employers, or their duly authorized representatives with respect to compensation, hours, conditions of employment, practices, policies and standards, and other matters relating to and affecting such Certified Registered Nurse Anesthetists in their employment in hospitals, sanitariums, clinics, and elsewhere, and to do such other things as may be necessary and proper in the interest of Certified Registered Nurse Anesthetists.

The corporation shall have the power to collect dues from its members, but the corporation is and shall continue to be a non-profit corporation; and the corporation shall have the power to conduct business in all its branches and districts, and have one or more offices; the corporation shall have power to hold, purchase or otherwise acquire, mortgage, and convey real and personal property in any state territory, or colony of the United States, and in any foreign country or place; the corporation may generally perform all acts deemed necessary and expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created; which may be done by a non-profit corporation organized for such purposes under Chapter 55 A and the various amendments there to the General Statutes of North Carolina.

The corporation is to have the following class or classes of members:

The corporation shall have such class or classes of members as shall be provided for in the regularly adopted bylaws of this corporation; and additional members may be admitted after organization upon terms as provided in the bylaws.

The Board of Directors of the corporation shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Four Directors and a non-voting student representative to the Board. The method of election of Board of Directors, their term of office, and the responsibilities shall be set forth in the bylaws of the association.

The address of the initial registered office of the corporation is the address of the President.

The number of Directors constituting the initial Board of Directors shall be four.

In addition to the powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to:
Regulate and control and direct its activities according to the bylaws of the corporation for carrying out its purposes and to do anything and everything incidental to its purposes or which may be done by a non-profit corporation organized for such purposes under the laws of the State of North Carolina and to possess all proper powers, rights, and privileges permitted to such non-profit corporation by such laws, including the general powers specified in Section 55 A-15 of the North Carolina Non-Profit Corporation Act.

The corporation shall have and issue no capital stock and shall be operated without profit.

The secretary shall be custodian of the corporate seal of the association.

In event of dissolution, no director or officer or individual member of the corporation shall be entitled to share in the distribution of assets of the corporation, but such assets shall be donated, transferred, delivered and conveyed by the director to the American Association of Nurse Anesthetists, Chicago, Illinois, therefore to be used for similar activities in the interest of Certified Registered Nurse Anesthetists.

North Carolina Association of Nurse Anesthetists

Current Bylaws

Article I: Names

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

Article II: Objects

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

Article III: Membership

Section 1. Membership

Membership in this association and procedures with respect to admission to membership, maintenance of membership, classes of membership, qualifications there of, and the exercises of the privileges there of shall be such as are stipulated in the bylaws of the AANA.

Section 2. Conduct of Members

If the conduct of any member shall appear to be in willful violation of the bylaws of this association, or prejudicial to the interest 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 charge must be presented to the Board of Directors of the AANA for consideration and counsel. IF after consultation with the AANA 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 AANA. 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. Reinstatement would require a two-thirds (2/3) vote of the entire Board of Directors.

Section 3. Dues

Dues and payment there of for the North Carolina Association of Nurse Anesthetists shall be such as stipulated in the bylaws of the American Association of Nurse Anesthetists.

Section 4. Educational District Dues

This association shall pay to the Education Districts the funds as stipulated by the Board of Directors.

Section 5. Fiscal Year

The fiscal year of this association shall date from November 1st.

Article IV: Recognitions

Section 1. Honors

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

Section 2.

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 the member's dues are waived.

Section 3.

Benefactors Contributors of one hundred dollars (\$100.00) or more shall be known as benefactors. The names of such contributors shall be placed in the permanent records of this association.

Section 4. Donors

Contributors of less than one hundred dollars (\$100.00) shall be known as donors. The names of such donors shall be placed in the permanent records of this association.

Article V: Government

Section 1. Board of Directors

The government of this association shall be vested in a Board of ten (10) active and associate members, consisting of the President, President-Elect, Vice-President, Secretary, Treasurer, four (4) District Directors, and a non-voting student representative to the board.

Section 2. Terms of Office

The term of office for those elected shall commence at the close of the annual meeting at which the election results are presented.

The President-Elect shall be installed at the annual business meeting for a term of one (1) year or until a successor is elected and will succeed to the office of President following this term.

The Vice-President shall be installed at the annual business meeting for a term of one (1) year or until a successor is elected and shall be eligible for re-election but shall not serve more than two (2) consecutive terms.

The Secretary shall be installed at the annual business meeting for a term of one (1) year or until a successor is elected and shall be eligible for re-election but shall not serve more than two (2) consecutive terms.

The Treasurer shall be installed at the annual business meeting for a term of two (2) years or until a successor is elected and may not be eligible to serve consecutive terms.

The Directors shall be installed at the annual business meeting for a term of two (2) years or until a successor is elected. One (1) Director shall be installed from each of the four (4) educational districts for a term of two (2) years or until a successor is elected.

Directors from the even numbered districts shall be installed in the even numbered years and directors from the odd numbered districts shall be installed in the odd numbered years. The method of election shall be the same as the election of Officers.

A student representative to the Board of Directors shall be elected by the students attending the Annual Meeting and shall serve a one-year term.

Section 3. Eligibility for Office

No member shall be eligible for the office of President-Elect or Vice President who has not served on the Board of Directors of this association for at least one (1) year.

No officer or member of the Board of Directors of the AANA may hold office in this association. In the event that an officer or member of the Board of Directors accepts an office in the national association, office in the North Carolina Association of Nurse Anesthetists automatically expires.

No members shall serve on the NCANA Board of Directors who is an officer of an Educational District of NCANA except the District Directors, in the event a member is elected to both, he/she shall resign from the Educational District.

Section 4. Duties of Officers and Board of Directors

The President shall:

Preside at meetings of this association and of the Board of Directors.

Be a member ex-officio of all committees, except (for) the Nominating Committee.

Prepare and read at each annual meeting of the North Carolina Association of Nurse Anesthetists a report of the work of the year.

When feasible, represent this association at the AANA annual meeting.

Appoint tellers prior to voting.

Keep the members of the Board of Directors informed of association affairs.

The President-Elect shall:

Assume the duties of the President in the event the latter vacates the office, when so acting shall have the powers of and be subject to all restrictions upon the President.

Succeed to the office of the President at the close of the annual business meeting following his/her election or in the event of the vacation of the office of President.

In the event the President-Elect succeeds to the office of President by reason other than natural succession, by expiration of the current President's term of office, the President-Elect shall serve for the remaining term of the replaced President and in addition shall serve the one-year term of office as President to which he/she would have succeeded if the current President had fulfilled his/her term of office.

The Vice President shall:

Be responsible for the preparation of an annual history of this association.

Be responsible for keeping the Archive of this association current.

Assume the duties of President-Elect in the event the President-Elect vacates the office for the remaining term of office. In the event the President and President-Elect vacate office, the Vice President shall perform the duties of the President for the remaining term of office.

The Secretary shall:

Keep the minutes of the meetings of this association and of the Board of Directors.

Be responsible for the sending to the state officers, directors and committee members after their election and/or appointment.

Be responsible for sending educational Districts Directors names and address changes of members as they occur.

Give a written report at the annual meeting and/or upon request to the Board of Directors.

The Treasurer shall:

Be responsible for the financial affairs of the association which includes budget preparation, approving all invoices, signing checks, reviewing and approving financial statements and annual audit.

Consult with Executive Director and Board of Directors concerning investment of funds. Deposit funds as designated by the Board of Directors.

Give a written report at the annual meeting and upon request to the Board of Directors.

Pay to AANA its share of dues for state honorary members.

Pay Educational District funds as directed by the Board of Directors.

Provide for auditing of books before turning them over to a successor.

The District Directors shall:

Each serve as Chairman of the Educational District they represent.

Section 4. Association Property

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

Permanent records for storage are to be kept at the NCANA Central Office headquarters.

Section 5. Meetings

The Board of Directors shall meet immediately preceding and immediately following the annual meeting of this association.

Meetings of the Board of Directors may be called by the President at such times as the business of this association may require, or upon written request of a quorum of the Board of Directors filed with an officer of this association.

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

Section 6. Duties of the Board of Directors

Prescribe the amount of expense that shall be allowed for speakers at annual and regular meetings and amounts to be allowed toward defraying expenses of representatives to the annual meeting of the AANA or to other meetings.

Conduct the general business of this association including funding decisions.

Fill vacancies. Any vacancy that occurs on the Board of Directors with the exception of the President and the President-Elect shall be filled by the Board, the members so selected, shall serve for the unfilled portion of the term of office.

Article VI: Strategic Reserve Fund (SRF)

A strategic reserve fund shall be created and maintained in order to provide reserve financial support to our association. The purpose of these funds would be to provide liquid capital to defray unbudgeted expenses associated with efforts to fashion and sustain favorable legal, regulatory and legislative environments for nurse anesthetists practice throughout North Carolina.

This fund shall be created with funds that are donated on a voluntary basis by the association's members or other benefactors. Additionally, up to 10% of the current years operating budget will be placed into the fund annually until the fund reaches 50% of the average of the previous five years annual operating budgets. The fund contribution allocation will be assessed annually at the post convention board meeting to determine the need for, and the amount of, the annual budgetary contribution. This assessment will be based on the aforementioned guidelines. In the event the fund is accessed a contribution will not be made for the fiscal year in which the account access occurred.

The fund may be accessed if the following criteria have been met: The given year's budgeted legal funds have been exhausted.

Budgeted contingency funds have been exhausted.

Expenses have further exceeded 10% of the current years operating budget.

The decision to access the fund shall be made a majority vote of a quorum of the following assembly:

The current NCANA Board of Directors.

One member at large from each educational district as appointed by the current President of the NCANA.

The immediate past president of the NCANA.

A verbal report regarding the status of the Strategic Reserve Fund will be provided to the members at the NCANA Annual Business Meeting.

Article VI: Committees

Section 1. Standing Committees

Bylaws, Education & Research, Finance, Government Relations, Nominating, Program, Publications, Public Relations

Section 2. How Appointed

The President, subject to the approval of the Board of Directors, shall appoint the standing committees with the exception of the Nominating Committee. Each committee member must be an active practicing member of NCANA.

Section 3. Term of Office

Members appointed to standing committees with the exception of the Government Relations Committee shall serve for one year or until their successors are appointed. Government Relations Committee members shall serve two years or until their successors are appointed.

Section 4. Duties

The Chairman of committees shall:

Be responsible to the Board of Directors

Prepare an annual report and upon request report to the Board of Directors.

Be responsible for carrying out the duties as assigned.

Turn over all records and correspondence to the new chairperson within thirty (30) days after completion of committee year.

Confer promptly with members of the committee as to the work assigned.

When possible, the chairman of the previous year shall be asked to serve as a member of the committee.

The members of the committee shall cooperate with the chairman in carrying out the duties as assigned.

Section 5. Specific Duties

Nominations

Bylaws

This committee shall receive proposed amendments and present them to the Board of Directors and to the members for consideration.

Education

This committee shall assist in the development of educational standards and consistently endeavor to further the educational program of this association and that of the American Association of Nurse Anesthetists.

Ethics

Purpose

To receive, review, and respond to written complaints and concerns regarding a contract employee of the association, or a volunteer when conduct is deemed injurious to the organization or another person, or where any major infraction of the organization's structure and their Bylaws has or potentially may occur.

Bylaw Reference Article VI, Committees, Section 1, I.-Ethics Committee

This committee shall be in charge of receiving, reviewing, and responding to written complaints concerning contract employees and volunteers of the association. The committee shall consist of an odd number of members; either three or five, and shall be appointed by the Board of Directors to serve a term of one year commensurate with the NCANA fiscal year.

Committee composition

Chairperson, vice chairperson, and up to three additional members. Members of the Ethics Committee are appointed by the Board of Directors and may include up to two members of the Board. The Board may at any time choose to replace or change the composition of the Ethics Committee to meet Bylaw compliance.

Duties and Assignments

Establish behavioral guidelines/Code of Ethics for contractors and volunteers of the NCANA, which are presented when duty begins.

Refer to current edition of Robert's Rules of Order, Newly Revised in all cases for proper procedure and rely on the services of a registered Parliamentarian for final ruling and implementation when necessary.

Review all cases sent to the committee to ensure fairness to all parties concerned and to further ensure the best interest of the association is represented at all times.

Report findings to the Board of Directors within thirty days of initial complaint for final Board action, which will be based on the NCANA Code of Ethics.

Finance

This committee shall be composed of at least four (4) members, the Treasurer, President-Elect, and two (2) other active members.

It shall be responsible for planning a budget and investigating the expenses and investments of this association.

Government Relations

This committee shall consist of President, President-Elect, and such other active members as the President shall deem necessary. This committee shall work with

and under the direction of the Board of Directors regarding legislation on health care issues.

Nominations

The nominating committee shall be composed of five (5) members, one (1) from each of the four (4) Educational Districts, elected by the membership on the official ballot, and one (1) shall be appointed by the Board of Directors. The Board appointed member shall be a former officer of the NCANA. This committee shall elect its own chairman.

This committee shall meet in person or by conference call no later than April 30th to review credentials of candidates.

Prior to mailing the ballot to the members, a copy shall be presented for review to the Board of Directors with one (1) or more candidates for the following: President-Elect, Vice President, Secretary, and in the even years Treasurer, two (2) Directors and one (1) or more candidates from each Educational District for the nominating committee.

The nominating committee shall direct the mailing of a ballot to each active member not less than four (4) weeks prior to the annual meeting.

Program

This committee shall prepare, subject to approval of the Board, a complete program for the Annual Meeting and shall mail a copy of the program to each member.

Publications

This committee shall have charge of the official bulletin of this association, the Anetic, and the official web-site of the association, www.ncana.com.

The chairman of the Publications committee shall serve as Editor.

The Anetic shall be published at least twice each year.

The purpose of this publication shall be to keep members informed of the activities of the group and stimulate interest in their association.

It shall send a copy to the Executive Director of the American Association of Nurse Anesthetists.

Notice of annual meeting shall be published in the issue prior to the annual meeting.

Public Relations

Conduct the Public Relations program of this association.

Section 6. Vacancies

In the event of vacancies occurring in committees, the President, subject to the approval of the Board of Directors, shall appoint members to fill such vacancies.

In the event that a member of a committee fails to carry out the assignment, the President may select replacement. Return to top of page

Article VII: Educational Districts

Section 1. Membership

Shall be such as stipulated by the Board of Directors of the North Carolina Association of Nurse Anesthetists.

Section 2. Government

Shall function according to rules approved by the Board of Directors of this association.

Educational Districts must have at least one meeting per fiscal year which will provide at least one (1) C.E. credit.

Section 3. Finance

Shall receive budgeted dues as stipulated by the Board of Directors.

Section 4. Provision for Making Districts Inactive

Educational Districts may elect to be designated inactive by two-thirds (2/3) vote of the district membership. This means the district would cease to function as a district as defined by the district rules and regulations. In addition, at the time a district becomes inactive, monies held must be returned to association treasury. Return to top of page

Article VIII: Meetings, Quorums, Voting

Section 1. Meetings

The annual business meeting shall be held in the fall.

Dates of the regular meetings of this association shall be determined by the Board of Directors.

Special meetings may be held upon request of the Board of Directors or upon a written request of thirty (30) active members of this association.

Section 2. Quorums

Thirty (30) active members shall constitute a quorum at the annual meeting, regular meeting, or special meeting.

A majority, five (5) of the members of the Board of Directors shall constitute a quorum of any meeting of the Board of Directors.

Section 3. Voting

Who may vote

Only active members shall participate in elections and other voting.

Nominations

Only active members shall be eligible for nominations

Written consent of a candidate must be obtained before a name may be placed on a ballot

Additional names may be written in on a ballot provided written consent of the candidate has been filed with the Nominating Committee Chairman.

Ballots are to be marked and returned not later than one (1) week prior to the annual meeting. The method of conducting the mailed ballot shall be determined by the Board of Directors.

Method of Voting

The tellers shall be appointed by the President and shall be responsible for election procedures, including counting the ballots, and making an official report to the members. The tellers shall also be responsible for counting other votes as deemed necessary by the President.

A plurality vote shall elect.

Mailed Ballot

The election of officers, Directors, and nominating committee shall be held by mailed vote.

Ballots shall be mailed at the direction of the Nominating Committee to members qualified to vote not less than four (4) weeks prior to the annual business meeting, said ballot to be marked and returned to the NCANA Central Office not less than one (1) week prior to the annual meeting.

In the event of a tie vote by mailed ballot, the tie may be broken by plurality vote on written ballot at the annual business meeting by those present and qualified to vote.

Article IX: Official Media

Section 1. Name

ANETIC

Section 2. Dates of Issue

The ANETIC shall be issued at least twice a year.

Section 3. Purpose

The purpose of the Anetic and the NCANA web page shall be to keep the members informed of the activities of their association and stimulate interest in the association.

Article X: Parliamentary Authority

Current Robert's Rules of Order Newly Revised shall be the authority for this association unless otherwise specified in the bylaws.

Article XI: Amendments

These bylaws may be amended at an annual business meeting of this association by a two-thirds (2/3) vote of those present and voting, provided notice of the proposed amendment has been mailed at least thirty (30) days prior to the date thereof.

Standing Rule Order of Business:

Call to Order

Roll call (establishment of quorum)

Reading of the minutes

Reports of officers

Reports of standing committees

Reports of special committees

Unfinished business

New Business

Announcements

Program

Adjournment