

**AMERICAN ASSOCIATION OF NURSE ASSESSMENT COORDINATION
BYLAWS
Revised 5.11.12**

ARTICLE I

Section 1: Name

The name of the association shall be **American Association of Nurse Assessment Coordination**, herein, referred to as AANAC or the Association.

Section 2: Principal Office

The principal office of AANAC, a Colorado nonprofit corporation (the “Corporation”), shall be located at 400 South Colorado Blvd., Suite 600, Denver, CO 80246. The Corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may designate, or as the business of the Corporation may require.

Section 3: Registered Office

The registered office of the Corporation, required by the Colorado Revised Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

PURPOSES

The purposes of AANAC shall be to:

- A. Promote and improve the quality of care and life for residents/patients by providing accurate and timely information, education, networking and advocacy opportunities for healthcare professionals;
- B. work for improvement in standards of practice of care and the availability of healthcare services for all people including assuming an active role as advocates in healthcare;
- C. foster high standards of resident/patient care by improving assessment and care planning through involvement of the interdisciplinary team in this process;
- D. stimulate and promote the leadership and professional development of members and advance their professional welfare;
- E. promote and protect the advancement of resident/patient rights;

- F. represent, act and speak on behalf of the members represented by this Association;
- G. study, discuss, research, and exchange information to further the purposes of this Association;
- H. hold meetings at intervals to further the purposes of this Association;
- I. cooperate lawfully with other professional associations, healthcare facilities, universities, industries, technical societies, research organizations and governmental agencies in matters affecting the purposes of the Association;
- J. adopt policies and conduct programs for the improvement of clinical practice provided that the policies and programs are consistent with the requirements that the Association is not organized for profit and no part of its earnings inure to individuals.

ARTICLE III

MEMBERSHIP AND DUES

Section 1: Membership in the Association is contingent on compliance with requirements specified in these Bylaws.

Section 2: Membership is unrestricted by consideration of nationality, race, creed, life-style, sex, disability, religion, or age.

Section 3: Categories of membership shall include:

- A. General Member: A healthcare professional whose practice is relevant to the purpose of the Association, who agrees to abide by the Association's Membership Code of Conduct and whose dues are not delinquent. General members shall be qualified to participate in the elective process, serve on the AANAC Board, attend conferences and other activities of the Association, uphold the bylaws of AANAC, and receive all other benefits and privileges of membership.
- B. Honorary Lifetime Member: An individual who has rendered valuable service or contribution to the Association. Honorary Lifetime membership shall be conferred upon an individual by a majority vote of the Board. An Honorary Lifetime Member shall meet all the qualifications of a General Member, except for dues payment, and shall have all the privileges of a General Member.

Section 4: Dues

- A. The membership dues structure shall be evaluated annually by AANAC staff and dues may be revised as the Association's financial condition and current market conditions warrant.

- B. Any member who fails to pay dues in a timely manner shall be suspended from membership in AANAC. Suspended members whose dues remain in arrears (as determined by AANAC staff) shall be removed from membership. Said member shall not receive any benefits of the organization while membership is suspended.
- C. No money shall be refunded or additional monies collected when a change of dues is made within a membership year.

Section 5: Special Assessments

By a two-thirds vote of the Board of Directors, each member may be assessed a special assessment of annual membership dues no more than one time per year in an amount not to exceed 25% of annual program dues. A statement of purpose and needs for such an assessment shall be presented to the Board of Directors prior to the vote.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Definition

The Board of Directors acts as trustees for the membership, providing governance, strategic direction, policy initiatives, and oversight of the President and CEO of the Association.

Section 2: Functions

The Board shall govern the affairs of the Association, and shall:

- A. exercise the corporate and fiduciary responsibilities, authority and accountability of the Association consistent with applicable laws, and regulations;
- B. establish and monitor Board policies;
- C. appoint and define the responsibilities of the President and CEO and delegate authority necessary for administration of the AANAC policies, programs, and activities as stated in the Board policies;
- D. protect and control the use of the Association name, intellectual property, and the official insignia including any procurement and sale of replicas thereof;
- E. define in Board policy the specific strengths and expertise for office unless otherwise specified in these bylaws;
- F. establish standing and special committees as necessary and as provided for in these bylaws;

- G. provide for liaison or representation at meetings of voluntary organizations, public or governmental agencies upon request and as deemed appropriate;
- H. assume such other duties as may be necessary to promote and fulfill the mission of the Association.

Section 3: Qualifications

- A. Directors shall share a commitment to the mission, purposes, values and goals of AANAC.
- B. Directors shall maintain current membership in the Association.

Section 4: Number

The Board of Directors shall consist of not fewer than five (5) nor more than eleven (11) persons, a subset of which are board officers.

Section 5: Terms of Office for Directors

- A. Directors shall be elected to a term of three (3) years or until their successors are selected.
- B. A Director may serve no more than two (2) consecutive three-year terms, and may be eligible for Board membership again after three years as a non-member of the Board.
- C. The only exceptions to this term limitation will be for officers duly nominated and elected to the office of Chair-Elect and Chair, who may continue to serve the Board of Directors through the ascendancy of those two offices, or for board members who filled a vacancy on the Board with less than eighteen months remaining in such term. In the latter case, such term shall not be applied to the limitation of six consecutive years of service.

Section 6: Elective Process

- A. Prior to a “Call for Nominations” being distributed, the Board of Directors will assess its current composition and the number of open seats, and will identify the specific characteristics/expertise to be targeted in forthcoming election cycle. Examples of these criteria may include board leadership experience, organizational governance including knowledge and skills in policy, legal and fiduciary responsibilities, needs for continuity versus “fresh perspective”, professional competencies, past demonstration of commitment to AANAC, demonstrated ability to participate productively in group processes, understanding of governance functions including environmental scanning, strategic planning and organizational positioning, ability to represent and/or consider diverse needs and perspectives within the long-term care nursing sector, etc.
 - 1. These “ideal candidate” characteristics shall be conveyed to the Nominating Committee to use as priority criteria in evaluation of candidates.

2. Nominations for expiring Board positions will be solicited from all AANAC members in a “Call for Nominations”, which will convey the Board’s suggested criteria priorities.
3. Applications will be reviewed by the Nominating Committee and the Committee will recommend candidates to fill each Board vacancy at the end of the term.
4. Re-nomination of current Board members eligible for a consecutive term will be based upon such factors as the Nominating Committee and Board deem appropriate, including such Board member’s personal knowledge, skills, demonstrated leadership, and commitment to the organization, professional relationships, professional associations and fulfillment of individual directors’ responsibilities. In addition, as the organization’s needs may change over time, it is expected that the Board shall find it necessary or beneficial to replace at least some members whose current terms are expiring with individuals who may better satisfy such needs. Accordingly, no Board member should expect to be re-nominated at the end of his or her term.
5. The Board of Directors will review the Nominating Committee’s recommendations in light of the evaluative criteria it has established for that nominating cycle, and will select one candidate for each Board position.
6. The slate accepted by the Board of Directors will be distributed to all members of AANAC.
7. If the member is in agreement with slate, s/he is not required to respond to the slate. If the member believes there is a candidate that s/he wishes to nominate, s/he may nominate the candidate by a petition of two and one-half percent of the AANAC membership. The member presenting the petition has 60 days to submit the petition to AANAC.
8. Upon receipt of the petition, AANAC will distribute a slate containing the candidate(s) for the contested seat to the members, who will elect the nominees for the seat by a ballot by simple plurality of those who vote by a date as stated in the Notice of Election.
9. If, however, no nominations are made by petition, the secretary shall cast a unanimous ballot for the slate selected by the Board of Directors.
10. If the Board is adding an additional seat(s), the vacancy will be filled by the elective process described above.

Section 7: Board Resignation and Vacancies:

- A. A Board member may resign at any time by giving written notice to the Board Chair or, in the case of a resignation by the Chair, to the Vice-Chair. The resignation shall take effect at the time specified or, if not specified, at the time received by the Board.

- B. Board of Directors vacancies may be appointed by the Board of Directors for the unexpired portion of the term.

Section 8: Removal of Directors

- A. Any Board Director may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association would be served.
- B. Board of Directors vacancies may be appointed by the Board of Directors for the unexpired portion of the term.

Section 9: Meetings

- A. There shall be no less than four Board meetings annually. Meetings may be face to face or by any means of communication by which all directors participating may hear each other during the meeting.
- B. Special meetings may be called by the Chair or, shall be called by any Director upon the written request of one-third (1/3) of the members of the Board. Notice of special meetings stating the purpose, place, date and time of the meeting shall be provided in writing or electronically to each Director at least forty-eight (48) hours in advance of the meeting. Email communication is considered written notice.
- C. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the actions so taken can be signed by all of the Directors. Said approval may be by regular mail, electronic mail or fax. Any action so approved shall have the same effect as though taken at a meeting.
- D. A conference among Directors by any means of communication in which the Directors may simultaneously hear each other during the conference is a Board meeting, if the same notice is given of the conference as would be required by law or these bylaws for the meeting, and if the number of Directors participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in such a meeting constitutes presence in person at the meeting. A Director may participate in a Board meeting not described above by any means of communication through which the Director, other Directors so participating, and all Directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 10: Quorum

A majority of the Board of Directors, one of whom shall be an officer of the board, shall constitute a quorum for the transaction of business at any meeting of the Board.

Decisions shall be made by a majority of Board members present and voting. A majority constitutes 50% plus one of the voting members present.

Section 11: Voting

Each Director shall have one vote in person. No Director may vote by proxy.

ARTICLE V

OFFICERS

Section 1: Officers

The officers of the Board of Directors shall be a Chair, Vice Chair, Secretary and Treasurer.

- A. Chair: Subject to the direction and supervision of the Board of Directors; presides at meetings of the Board of Directors; is responsible for assurance that the Board of Directors fulfills its governance tasks as outlined in these Bylaws and current governing policies, and other tasks as from time to time may be assigned by the Board of Directors.
- B. Vice-Chair: performs the duties of the Chair in the absence of the Chair or in the event of his/her inability or refusal to act. When in such capacity, shall have all of the powers of and be subject to all of the restrictions upon the Chair. The Board may delegate other duties to the Vice Chair. During the second year of an incumbent Chair's tenure, the Vice-Chair shall also be the Chair-Elect, with the responsibility to prepare to serve as Chair, as the Vice-Chair generally will succeed to the office of Board Chair.
- C. Secretary: assures records are maintained of the proceedings of all business meetings of the Board of Directors.
- D. Treasurer: serves as chair of the Board of Directors' Audit Committee, and advises the Board on matters of fiscal policy.
- E. Members of the Board are eligible to serve in only one elected office on the Board at any one time.

Section 2: Election and Terms of Officers

The Board of Directors shall conduct its annual election of officers each year at its Spring meeting, to take office effective the subsequent July 1. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as appropriate.

The term of each officer, with the exception of the Chair, shall be for one year or until the officer's successor shall have been duly elected. The Board may re-elect officers other than the Chair to successive terms. The Chair shall be elected for a single term of two years. During the second year of a Chair's term, the Vice-Chair shall also be designated to be the "Chair-Elect."

Section 3: Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 4: Removal of Officers

Any Board Officer may be removed from the officer position by a majority vote of the remaining directors whenever, in its judgment, the best interest of the Association would be served.

ARTICLE VI

COMMITTEES

Section 1: Standing Committees

The Board shall determine, through its governing policies, the Board's committees and the purposes of such committees, but shall, at a minimum, have a Nominating Committee. The Nominating Committee shall have at least 7 members, a majority of which are current or past Board members (preferably one should be a past Board Chair). The Chair of the Nominating Committee shall be a current member of the Board.

Section 2: Special Committees

Special committees may be appointed by the Chair with the approval of the Board and cease to exist when the purpose for which they were created is completed.

ARTICLE VII

FISCAL MANAGEMENT

Section 1: Fiscal Year

The fiscal year of AANAC shall be the calendar year.

Section 2: Financial Policies

The Board will convey to the President and CEO Financial Expectations and Limitations to assure quality financial accountability and will monitor the policies as to compliance. This includes defining the role of the President and CEO and the Board in the area of loans, contracts, investments, accounts and other financial management.

Section 3: Conflicts of Interests

AANAC shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a Director of a related organization or (c) an organization in or of which a Director is a director, officer or legal representative or has a material financial interest; unless the material facts of that Director's interests are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by an affirmative vote of a majority of the Directors (without counting the vote of the interested Director), at a meeting at which there is a quorum without counting the interested Director. Failure to comply with the provisions of this section shall invalidate any contract or transaction to which AANAC is a party.

Section 4: Accounts of the Corporation

All financial records of AANAC shall have an annual audit by an independent Certified Public Accountant selected and engaged by the Board of Directors. The Board will review and direct action of the President and CEO as necessary to ensure the fiscal integrity of the Association.

Section 5: Execution of Corporate Documents

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of AANAC and such authority may be general or confirmed to specific instances.

Section 6: Loans

No loan shall be contracted on behalf of the Association nor evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors through resolution and/or board policy. Such authority may be general or confined to specific instances. No loans or advances, other than customary travel advances, shall be made by the Association to any of the Board members.

ARTICLE VIII

PRESIDENT AND CEO

Section 1: Duties and Designation.

The Board may appoint a President and Chief Executive Officer (CEO) who serves at the will of the Board and is the person delegated the authority to operate and administer the affairs of AANAC, subject to policies accepted by the Board of Directors...

The President and CEO will serve as an advisor to the Board and will attend all Board meetings, except in rare occasions when the board deems necessary, such as in the case of President and CEO performance and salary negotiations.

Section 2: Other Staff.

The President and CEO will have full authority in regard to other staff and will be responsible to use that authority in compliance with Board Policies to meet the defined outcomes of the organization.

ARTICLE IX

PARLIAMENTARY AUTHORITY

The Board will determine the parliamentary authority of the Association.

ARTICLE X

AMENDMENTS

Amendments to the bylaws shall be made by a simple majority of the total number of Board members seated.

ARTICLE XI

DISSOLUTION

Upon any liquidation, dissolution, or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, as determined by the Board of Directors and in compliance with Federal and State law. Any assets that should be transferred to a creditor, claimant or member who cannot be found or who is not legally competent to receive them shall be reduced to cash and deposited with the State treasurer as property presumed to be abandoned under the provisions of Article 13 of Title 38, C.R.S.

Revised 9/7/00
Revised 4/24/02
Revised 4/14/04
Revised 3/1/06
Revised 9/26/07
Revised 11/29/07
Revised 2/20/08
Revised 01/22/10
Revised 01/20/11
Revised 4/13/11
Revised 10/11/11
Revised 5/11/12