

# National Surgical Assistant Association

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## Bylaws

Board of Directors

5/14/2016



# National Surgical Assistant Association

## Bylaws

### Article I NAME, LOCATION AND PURPOSE

- Section 1 The name of this organization shall be the National Surgical Assistant Association (NSAA)
- Section 2 The principal office of the Association shall be located at 1775 Eye Street, NW, Suite 1150 Washington, DC 20006, or where designated by the Board of Directors.
- Section 3 The purpose of this organization is to establish and maintain a national association of Surgical Assistants. The association promotes the highest standards for surgical assisting through training, education and certification.

### Article II MEMBERSHIP

- Section 1 There shall be five (4) classes of membership within NSAA: Certified Member, Student Member, Affiliate Member and Life Member.
- 2.1.1 Certified Member-Certified Surgical Assistant (CSA)
- This term shall apply to all persons who successfully pass the National Commission for the Certification of Surgical Assistants (NCCSA) certification examination. The Certified Member is a continuous classification and may be used for as long as a member maintains his/her NCCSA certification and is in good standing with NSAA.
- 2.1.2 Student Member
- This term shall apply to all persons who are enrolled in an NCCSA approved surgical assistant school/program.
- 2.1.3 Affiliate Member
- This term shall apply to all persons, organizations and businesses that have demonstrated the requirements for Affiliate Membership as defined by *NSAA Policy Manual*.
- 2.1.4 Life Member
- This term shall apply to all persons who have retired from the practice of surgical assisting and have demonstrated the requirements for Life Membership as defined by *NSAA Policy Manual*.
- Section 2 Voting
- All members holding the CSA classification and whose NSAA membership is in good standing will be entitled to vote in all elections per *NSAA Policy Manual*.
- Section 3 Membership Dues and Cancellation
- A dues amount shall be established by the Board of Directors as a condition of membership. Said dues shall be imposed appropriately upon all classes of members as stated in NSAA policies. Membership may be terminated for non-payment of dues or misconduct as described in the *NSAA Policy Manual*.

# National Surgical Assistant Association

## Bylaws

### Section 4 Misconduct

- 2.4.1 Anyone may in good faith prefer charges against any Association member, believed to have violated Association bylaws, policies, or rules, or for unethical or professional conduct, or for failure to uphold the principles outlined in the *Guidelines for Ethical Conduct for the Certified Surgical Assistant*.
- 2.4.2 The Association, after due notice and hearing, may discipline any member, for a violation of Association bylaws, policies, or rules, or for unethical or unprofessional conduct, or for failure to uphold the principles outlined in the *Guidelines for Ethical Conduct for the Certified Surgical Assistant*.
- 2.4.3 Any actions not within the *Guidelines for Ethical Conduct for the Certified Surgical Assistant* or *NSAA Policy Manual* by any NSAA Member resulting in investigations, fines or action by the Board, may be construed as improper conduct.

### Section 5 Disciplinary Procedures

- 2.5.1 The procedure followed to discipline a member shall be that stated in *Robert's Rules of Order Newly Revised* under "Disciplinary Procedures" and shall require a two-thirds ballot vote of the Board of Directors.
- 2.5.2 A member who wishes to file a grievance shall follow the grievance procedure as stated in the *NSAA Policy Manual*.
- 2.5.3 If any member has their surgical assistant license, certificate, or registration currently revoked as the result of a final adjudicated disciplinary action for violation of their professional practice statutes or regulations, then their NSAA membership shall be automatically revoked.
- 2.5.4 A member censured, suspended, revoked or terminated may be reinstated by a two-thirds ballot vote of the entire Board of Directors.

## ARTICLE III MEETINGS

Section 1 There shall be a National Conference of the members of NSAA.

Section 2 A business meeting will be held during the National Conference at a time and day determined by the overall schedule of the conference.

- 3.2.1 There shall be no time limit on the Business Meeting.
- 3.2.2 Business meetings will be open to every member having voice and Certified Members having vote.
- 3.2.3 Fifty-one percent of the total registered conference attendees shall constitute a quorum for the annual business meeting.
- 3.2.4 All voting at any meeting will be in person.

Section 3 Special meetings may be called for any purpose, at any time per *NSAA Policy Manual*.

Section 4 There shall be educational sessions provided at each national conference.

Revised: May 2016

national surgical assistant association bylaws 2016

# National Surgical Assistant Association

## Bylaws

### Section 5      Agenda

All items to be considered for business meeting agendas must be submitted pursuant to *NSAA Policy Manual*.

## ARTICLE IV    NOMINATIONS AND ELECTIONS

### Section 1      Nominations

- 4.1.1      The call for nominations will be electronically distributed to the membership in accordance with *NSAA Policy Manual*.
- 4.1.2      Prior to the national conference, the election committee shall present a list of candidates for each office to be filled, accompanied by a curriculum vitae and consent to serve.
- 4.1.3      The CSA node will be used as a forum for membership to be acquainted with candidates. Information regarding the candidates will be carried on the NSAA web site. Any candidate not participating in these activities will be removed from the slate prior to election.

### Section 2      Elections

- 4.2.1      Elections shall be conducted in accordance with the *NSAA Policy Manual*.
- 4.2.2      The President, Treasurer and two member-at-large shall be elected in odd numbered years. The Vice President, Secretary and two members-at-large shall be elected in even years.

## ARTICLE V    OFFICERS

Section 1      The officers of NSAA shall consist of the President, Vice President, Secretary, Treasurer and Chairman of the Board.

Section 2      Chairman of the Board of Directors will be nominated by the President and ratified by the other Officers of the Board meeting. COB will have voice and only vote in the event of a tie breaker.

### Section 3      Eligibility of Officers

- 5.3.1      An Officer candidate shall have been an active member for two years immediately preceding nomination and, if elected, shall maintain that active status.
- 5.3.2      An Officer candidate shall have served at least one full term during the previous five years as a member-at-large or previous Board member.
- 5.3.3      Chairman of the Board candidate shall have been active member for two years immediately preceding nomination and shall have served at least one full term as an Officer in the last ten years.

### Section 4      Term of Office of officers

- 5.4.1      Officers shall serve a term of two (2) years or until their successors have been elected.
- 5.4.2      All newly elected officers shall assume office at the close of the national conference.

Revised: May 2016

national surgical assistant association bylaws 2016

# National Surgical Assistant Association

## Bylaws

5.4.3 No Officer may serve more than two full consecutive terms in the same office.

5.4.4 Any amount of time served that equals more than half a term shall be considered a full term of office.

### Section 5 Duties of Officers

The Officers shall perform the duties prescribed by these bylaws and the *NSAA Policy Manual*. The President or her/his designee shall also be the official representative of NSAA at all times and places.

### Section 6 Vacancies of Officers

Any Officer vacancy occurring on the Board may be filled by the affirmative vote of the majority of the remaining Board.

## ARTICLE VI Board of Directors

Section 1 The Board of Directors consists of the Executive committee (President, Vice President, Secretary, Treasurer and COB) and four members-at-large and at least one physician, Medical Director.

### Section 2 Eligibility of Member-at-large

6.2.1 A candidate for Member-at-large shall have been an active member for two years, immediately preceding nomination and, if elected, shall maintain that active status.

6.2.2 A candidate for Member-at-large shall have served at least one successful term on a national committee, whether standing or special (ad hoc) as per *NSAA Policy Manual*.

### Section 3 Term of Office of Member-at-large

6.3.1 Member-at-large shall serve a term of two years or until their successors have been elected.

6.3.2 All newly elected Members-at-large shall assume office at the close of the National Conference.

6.3.3 No member-at-large may serve more than two consecutive full terms (unless elected to Officer Position). Member-at-large may seek election for additional terms after absence from Board service for one year.

6.3.4 Any amount of time served that equals more than half a term shall be considered a full term of office.

Section 4 Vacancies of Members-at-Large occurring between elections shall be filled for the unexpired term by the Board of Directors.

### Section 5 Duties of Members-at-Large

The Members-at-Large shall perform the duties prescribed by these bylaws and the *NSAA Policy Manual*.

# National Surgical Assistant Association

## Bylaws

### Section 6 Meetings of the Board of Directors

- 6.6.1 Regular Board meetings shall occur at least every quarter, pursuant with *NSAA Policy Manual*.
- 6.6.2 Special meetings may be called by the President or upon written or electronic request of two members of the Board of Directors.
- 6.6.3 The quorum for the transaction of business at any regular or special meeting of the Board shall consist of a majority of sixty percent of the number of Board members fixed by these bylaws.
- 6.6.4 Minutes of all Board of Directors' meetings shall be maintained as prescribed in the *NSAA Policy Manual*.

### Section 7 Duties of the Board of Directors

- 6.7.1 The Board will have the authority to transact business between AGMs.
- 6.7.2 The Board shall have full authority to establish policies, procedures, rules, regulations and requirements for membership and for the conduction of NSAA business.
- 6.7.3 The Board shall have the authority to establish standing committee, the composition and duties of which shall be stated in the *NSAA Policy Manual*.
- 6.7.4 The Board will approve the budget as presented by the Finance Committee per NSAA Policy Manual.
- 6.7.5 The Board may appoint and/or employ consultants and professionals whose specialized knowledge and ability will be of value in the furtherance and conduct of the affairs of NSAA. This shall include the contract for services of a Chief Administrative Officer and establish conditions for employment and termination.
- 6.7.6 The Board shall fulfill any other duties as specified in these bylaws and the *NSAA Policy Manual*.

### Section 8 Chief Administrative Officer

- 6.8.1 The Board of Directors (BOD) may, upon resolution, hire a Chief Administrative Officer (CAO) to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves. The CAO shall be paid an annual salary set by the Board of Directors. Subject to such supervisory powers as are vested in the BOD, the CAO shall supervise, direct and actively manage the business of NSAA. The CAO shall have such other powers and duties as may be prescribed by the BOD or by these bylaws.
- 6.8.2 The Chief Administrative Officer shall be expected to attend all meetings of the BOD and meetings of the general membership. The CAO will have limited voice and no vote.

## ARTICLE VII COMMITTEES

### Section 1 Standing Committees

- 7.1.1 The standing committees shall be Bylaws, Parliamentary Policy and Procedures; Continuing Professional Development and Education Committee; Government and

Revised: May 2016

national surgical assistant association bylaws 2016

# National Surgical Assistant Association

## Bylaws

Advocacy Committee; and Finance Committee. Members shall be appointed by the President with approval of the Board of Directors.

7.1.2 The duties and composition of these committees shall be as stated in the *NSAA Policy Manual*.

7.1.3 Standing committees may appoint special committees with approval of the President.

7.1.4 The President will serve as Ex-Officio member of all committees.

### Section 2 Special Committees

7.2.1 A special committee (ad hoc) may be appointed by the President, as need arises, to carry out a specific task, at the completion of which it ceases to exist.

7.2.2 Guidelines for such committees shall be as stated in the *NSAA Policy Manual*.

## ARTICLE VIII Constituent Divisions

### Section 1 State Chapters

8.1.1 Upon approval of the Board of Directors and following the established procedure, all states may form, either individually or as a geographically adjacent group of states, an chapter that shall be known as [Name of State or State Group] State Chapter of NSAA and charters issued for their formation.

8.1.2 State chapters of NSAA shall not adopt bylaws in opposition with NSAA bylaws and shall sign and comply with the State Chapter Agreement. Meetings shall be determined by each state. A state chapter must remain in good standing, as defined in the NSAA Policy Manual, in order to retain its charter.

## ARTICLE IX BOARD OF CERTIFICATION

### Section 1 Identification

The National Commission for the Certification of Surgical Assistants (NCCSA) has been identified as NSAA's Board of Certification

### Section 2 Mission

9.2.1 The NCCSA shall be to promote advancement in the profession of surgical assisting through certification and issuance of credentials to individuals who meet and maintain the required level of competence.

9.2.2 The NCCSA shall ensure that the examination procedure upon which certification is based objectively measures the required competency for the performance of surgical assisting at the level of certification.

### Section 3 Duties and Powers

9.3.1 The NCCSA is the formal body responsible for the voluntary certification of Certified Surgical Assistants.

9.3.2 The NCCSA shall possess sole authority for all matters pertaining to CSA certification and recertification.

Revised: May 2016

national surgical assistant association bylaws 2016

# National Surgical Assistant Association

## Bylaws

### Section 4 NCCSA Board of Directors

- 9.4.1 The NCCSA Board shall consist of 4 members (Chairman, Vice Chairman, Secretary/Treasurer, and a Public Member at Large).
- 9.4.2 The NCCSA Board shall be appointed/elected in accordance with the NSAA Policy Manual.
- 9.4.3 The NCCSA Board shall be prohibited from participating in any activities related to the accreditation of educational or training programs, or courses of study designed to assist candidates in achieving CSA Certification.
- 9.4.4 The NCCSA Board shall be prohibited from simultaneous service on NSAA's Continuing Professional Development and Education Committee. NCCSA Board members shall not serve on the Continuing Professional Development and Education Committee until two years have passed after their last day of service to the NCCSA Board.

### ARTICLE X PUBLICATION

The official publication of the National Surgical Assistant Association is the **CSA NODE**.

### ARTICLE XI PARLIMENTARY AUTHORITY

The rules contained in the current edition of **Robert's Rules of Order, Newly Revised**, shall govern NSAA in all cases to which they are applicable and in which they are not inconsistent with these bylaws. The Chief Administrative Officer or other agent of NSAA will serve as Parliamentarian at all meetings.

### ARTICLE XII AMENDMENTS

- Section 1 The members may amend the bylaws at the Business Meeting by a two-thirds vote of the members present and voting.
- 12.1.1 All proposed amendments shall be submitted to the Bylaws Committee six months prior to the Business meeting and to all NSAA members via the official publication prior to the Business Meeting at which time it will be voted upon.

### ARTICLE XIII DISSOLUTION OF ASSOCIATION

On the dissolution of NSAA, the entire net assets remaining after the payment of any and all liabilities and obligations of NSAA shall be transferred to such association or associations organized exclusively for charitable, educational or scientific purposes as shall at the time qualify as exempt association or associations under Section 501(C)(3), which is other than a foundation exempt under Section 509(a) of the internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).