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# Bylaws 2017

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Arizona Simulation Network  
Bylaws

**Article I: NAME**

The name of the network shall be the Arizona Simulation Network, and shall be incorporated as a not-for-profit corporation in the state of Arizona.

**Article II: MISSION STATEMENT and PURPOSES**

**Section 1: Mission Statement**

The Arizona Simulation Network is an interdisciplinary group of healthcare education professionals dedicated to fostering excellence in practice and enhancing safe patient care delivery utilizing simulation as a learning modality and research tool.

**Section 2: Purposes**

The Arizona Simulation Network is organized exclusively for charitable, educational and scientific purposes under Section 501(c) (3) of the Internal Revenue Code or corresponding section of future federal tax code. The functional areas of the Arizona Simulation Network, in the state of Arizona include simulation education; simulation program operations; collaboration and research; community alliance; and technology and communication.

**Article III: BOARD OF DIRECTORS**

**Section 1: Board of Directors**

The Board of Directors shall be the principal governing body of the Network and its chairperson shall be the President and/or Vice President. Membership of the Board of Directors shall consist of the following positions: President, Vice President, Secretary, Treasurer, Membership Chair, Immediate Past-President (non-voting) and up to (4) Committee Chairpersons. The Committee Chairpersons will oversee the following committees: a) Simulation Education, b) Community Alliance, Program Operations and Advancement, c) Collaboration and Research, and d) Technology and Communications

**Section 2: Responsibilities of the Officers**

**A. President:**

The President shall be the chief elected Officer of the Network. The President shall serve as the presiding officer at the Board Meetings, and conduct business at the quarterly Network meetings. The president shall have general responsibility for the affairs and business of the Network. The President shall be ex-officio member of each of the four committees. The President shall be maintained as one of three persons responsible for the Arizona Simulation Network checking account. The President shall select a Chair for the Nominations of new officers annually. The Nominations Chair shall be from the Network membership, and approved by the Board.

**B. Vice President/President-Elect:**

The Vice President/President Elect shall perform the duties of the President during the President's absence, and in the event of the President's inability to serve, shall assume the Presidency for the balance of any un-expired term. The Vice President/President Elect shall oversee the annual review of the Bylaws and assist the Nominations Chair with the elections. The Vice President/President Elect may be maintained as one of three persons responsible for the Arizona Simulation Network checking account. The Vice President/President elect is a total of a three year team, progressing from Vice President /President elect for one year, President for one year, and immediate past President for one year.

**C. Immediate Past President:**

The Immediate Past-President shall serve in those capacities thought to provide greatest continuity of the organization's purpose. The Immediate Past-President shall serve as a non-voting member of the Board of Directors for one year following the term as president. In the event of a tie during board voting periods, the Immediate Past President will serve as the tie-breaking vote. In the event that there is a lack of a President, Vice President/President-Elect or Treasurer, the Immediate Past President shall be maintained as one of three persons responsible for the Arizona Simulation Network checking account. In the event there is no available Immediate Past President for tie-breaking voting, a Chairperson of the Education Committee shall serve as the tie breaking vote.

**D. Treasurer:**

The Treasurer shall be responsible for all income and expenditures of the Network, with the approval of the Board of Directors. The Treasurer shall be maintained as one of three persons responsible for the Arizona Simulation Network checking account. Areas of responsibility include the following: a) assist and advise the Board of Directors on developing annual budget; b) maintain any bank accounts, balancing and reporting transactions with complete transparency; c) complete required state and federal tax forms annually.

**E. Secretary:**

The Secretary shall serve as the recorder of all Network official business and shall maintain all records for the organization with the exception of membership. As an officer of the Network, the Secretary shall distribute the agenda as prepared by the President for all meetings. All subsequent minutes for Network Business Meetings and Board of Directors meetings shall be prepared in collaboration with the President and distributed. The Secretary shall be a member of the Technology and Communication Committee (website, listserv).

**F. Membership Chair:**

The Membership Chair shall serve as the person that recruits, records and communicates with all members. As an officer of the Board, the Membership Chair will market for new membership, collect applications, confirm payment of dues (with assistance of Treasurer), provide notification for due-renewal, track active membership, maintain contact information for all members and report membership updates at Board Meetings. The Membership Chair may be maintained as one of the persons responsible for the Arizona Simulation Network checking account. The Membership Chair shall be a member of the Technology and Communication Committee (website, listserv).

**Section 3: Functions of the Board**

- A. The Board shall appoint to fill vacancies of Committee Chairs or the Board of Directors.
- B. The Board will hold a minimum of four (4) board meetings a year; however, special meetings may be called at the discretion of the Board and requires a minimum of four (4) board members, one who must be the President or Vice President. Meetings may be conducted in person or virtually. A quorum of the Board shall consist of more than 50% of the Board members.
- C. In the event that a member of the board is absent for a board meeting, they may delegate a surrogate to attend. This surrogate is in attendance for informational purposes only, and does not have Board voting rights.
- D. If the Board Member is aware that they will not be in attendance of a Board Meeting, they may request an early ballot to vote on Board issues.
- E. Each Board member will have one vote during voting sessions as will each committee Chair. In the event that both the Committee Chairpersons are in a voting session, their vote will count collectively as one vote.

- F. Board members and Committee Chairs may be removed by two-thirds vote of the Board present and voting, after being given at least two week notice and afforded the opportunity to represent themselves at a meeting of the Board.
- G. The Board has the ability to formulate an Ad Hoc Committee as they see fit.
- H. The Board may establish and/or change the membership classes. The Board shall set the dues amount and criteria for each class of membership.

#### **Section 4: Terms of Office**

- A. Officers and Chairs shall be elected biennially to serve for two (2) years or until their successors are elected. No officer or director shall serve more than two (2) consecutive terms in the same office unless approved by the Board under special circumstances (such as no successor available). An officer or director who has been appointed and served more than half a term shall be considered to have served a full term. The VP/President/Past President may only serve one (3 year) term unless approved by the Board under special circumstances.
- B. Absence of a member of the Board of Directors from two (2) consecutively scheduled meetings within a fiscal year may result in the removal of the director from office at the discretion of the Board.
- C. Terms of office shall commence thirty days following the election.
- D. Each office shall surrender all chapter property to the newly elected successor at least two (2) weeks before the next board meeting.

#### **Section 5: Vacancies**

- A. If a vacancy occurs in the office of President, the Vice President/President Elect shall become President for the remainder of the term and remain in the role of the President for a full term as provided in the bylaws. The Board shall appoint a temporary Vice President to fulfill that role until the next election of a Vice President/President Elect.
- B. All other vacancies on the board shall be filled by board appointments.

#### **Section 6: Elections**

- A. The President shall select a Chair for the Nominations of new officers and chairs annually. The Nominations Chair shall be from the Network membership, and approved by the Board. The Vice President shall assist the Nominations Chair with this process. The Nominations Chair may not be running for a current office.
- B. A call for nominations for office shall be actively publicized for at least 2 months prior to the creation of the ballot, and creation of the ballot will occur one month prior to elections
- C. The potential candidates may be self-nominated, but all candidates must present a AZ Simulation Network biographical data form to be considered for office. The data form must be provided to all membership during the open voting phase of elections.
- D. Elections will take place confidentially and electronically, and will be open for voting for a minimum of 7 days. Elections will be completed prior to the annual meeting.

#### **Section 7: Association Property**

Association property and records will be kept in the possession of the President within thirty (30) days after the board meeting in July.

#### **Section 8: 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 IV: COMMITTEE RECOGNITION**

**Section 1:** The names and responsibilities of Committees are:

### **A. Simulation Education**

This committee is responsible for organizing and coordinating educational opportunities for the network at the meetings and conferences while working with the hosting organization for the needed resources based on the type of program planned. The educational programs shall be based on input from the membership.

1. Develop and foster standards for simulation education and applications that affect Arizona health care and academic practices.
2. Develop and facilitate simulation education for the membership through presentations and on-line formats.

### **B. Community Alliance, Simulation Program Operations and Advancement**

This committee is responsible for the facilitation of collaboration and partnerships throughout the state, and; program operations including the promotion of professional development of individuals and institutions. The Community Alliance, Simulation Program Operations Committee also serves as the liaison between the Arizona Simulation Network and elected and government officials, professional societies, health care professionals, and the public about legislative and public policy issues related to clinical simulation pertaining to the state of Arizona.

1. Stimulate and promote the professional development of those individuals and institutions interested in simulation development, including modalities and the application into their respective environments.
2. Inform members, elected and government officials, other professional societies, health care professionals and the public about legislative and public policy issues related to clinical simulation pertaining to the state of Arizona.
3. Facilitate mentorship programs throughout the network of simulation facilitators and operators.

### **C. Collaboration and Research**

This committee is responsible for the oversight of research, partnerships and grants. The Collaboration and Research Committee serves to promote the professional collaboration among members, partners and professional societies having common goals. They also serve to advocate for improvement and availability of clinical simulation-based modalities for education and research through simulation partnership.

1. Promote the professional collaboration of those individuals and institutions currently utilizing clinical simulation applications.
2. Develop and foster a statewide network of clinical simulation professionals.
3. Partner with professional societies having common goals for the benefit of patient safety.
4. Develop and promote standards of clinical simulation-based practice, education, and research in the facilitation of patient safety.
5. Advocate for improvement and availability of clinical simulation-based modalities for education and research.
6. Facilitate communication and collaboration between and among the academic and practice and clinical simulation communities.

### **D. Technology and Communication**

This committee is responsible for improving connectivity among the members of the Arizona Simulation Network. The Technology and Communication Committee will utilize new advances in communication and technology to facilitate communication and collaboration among the members of the Arizona Simulation Network. Responsibilities include the website, electronic databases, voting tools and other electronic communication tools as identified.

1. Develop and facilitate new advances in communication, collaboration, and research by utilizing emerging and existing technologies as a medium.
2. Promote membership connectivity for regular meetings and educational offerings.
3. Communication with simulation industry as to issues pertaining to use of mannequins and simulation technology.
4. Assist with resource support for the outreach of simulation education according to current generational trends

## **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.

### **A. Bylaws**

1. Shall review bylaws and standing rules, proposed amendments as needed, and receive proposed amendments from the membership of the Arizona Simulation Network; and recommend revisions of the bylaws to the Board
2. Prepare proposed changes for presentation to the Board at least 30 days before the annual business meeting
3. Publish any proposed changes for presentation to the Board at least 30 days before the annual business meeting
4. Publish any proposed changes approved by the Board to all members of the Arizona Simulation Network at least 21 days before the annual meeting

### **B. Continuing Education**

In collaboration with the Education Committee, shall prepare the documentation necessary to obtain Continuing Education for the annual Educational Conference.

## **Article V: MEMBERSHIP**

Membership of the Arizona Simulation Network is comprised of health care professionals that work with or have an interest in simulation and the mission of this organization.

### **Section 1: Classifications**

#### **A. Active Individual Member**

An active individual/stakeholder dedicated to the improvement of patient safety, affected through simulation modalities and a resident of the State of Arizona.

#### **B. Individual Member of Interest**

The Board of the Arizona Simulation Network on behalf of the Arizona Simulation Network may recognize members of interest. A company/organization having an interest in success of healthcare simulation and who adheres to the mission statement and purposes of the Network may be considered as a member of interest as designated by the board of Directors, rather than a member, with benefits prescribed by the Board of Directors. Those who work for corporations may join as individual members.

#### **C. Honorary Member**

The Board of the Arizona Simulation Network on behalf of the Arizona Simulation Network may bestow lifetime Honorary Membership to individuals in recognition of their exemplary contributions to the advancement of the Network's mission.

### **Section 2: Privileges of Members**

Each classification of member shall have the responsibility to support the purposes and functions of the Arizona Simulation Network and abide by the Bylaws.

#### **A. Active members shall:**

1. Have the right to vote on all matters submitted to the membership concerning the Network except those matters specifically delegated to the Board of Directors of 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. Member of Interest:**

1. Implies that 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. Are not eligible for candidacy for office or appointed position

**C. Honorary Member:**

1. Maintains the privileges of an Active member without the responsibility of paying dues for a lifetime.

**Section 3: Conduct of members & Termination of membership**

If the conduct of any member shall appear to be in willful violation of the Bylaws of this Network, the Board of Directors may vote by 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.

**Article VI: DUES**

Arizona Simulation Network dues and benefits of those dues include of active members shall be established by the Arizona Simulation Network Board of Directors. There are no dues for Members of Interest or Honorary Members.

**Article VII: AMENDMENTS**

- A. Amendments to the Bylaws may be proposed by a majority of the Board of Directors or by a petition, sent to the Vice President/President Elect, which bears the signatures of at least 5 members.
- B. Amendments of the Bylaws require a two-thirds vote of the active individual members voting on the issue. Notice of proposed amendments, together with pro and con statements, shall be posted on the Network website. Voting on amendments shall be conducted in conjunction with the yearly elections.
- C. In the event of an urgent requirement for an amendment, the Board of Directors, by a two-thirds vote, may authorize posting a proposed amendment to the members at any time.

**Article VIII: INDEMNIFICATION**

The Arizona Simulation Network shall indemnify all officers, committee chairs, or other private person for expenses incurred with the defense costs incurred prior to judgement 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, committee chair or private person. 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 Directors will establish a procedure to determine whether indemnification payments are entitled under the bylaw.

**Article IX: PRIVACY**

The Arizona Simulation Network will not distribute or sell listserv, membership lists or contact information. As a part of technology and learning, photography and video recordings may be obtained during general meetings and shared with members via the Arizona Simulation Network website.

**Article X: DISSOLUTION of the NETWORK**

In the event of the dissolution of the Network, the Board shall give all of its assets to one or more non-profit, tax-exempt organization(s). If the Board cannot decide, the applicable Court shall make the decision in the State of Arizona.

Adopted by the Board of Directors

Date: October 17, 2009

Revised: October 13, 2016

Draft Revisions: August 21, 2017

Date: October 14, 2017