

Subject: Roles and Responsibilities CNA Board of Directors

### **1. Definition and Purpose**

The Board of Directors, a corporate body, serves as the agent of the Membership Assembly. The purpose of the Board is to carry out the functions delineated in the CNA Bylaws:

- A. Exercise the corporate and fiduciary responsibilities, authority, and accountability of the association consistent with applicable provisions of law.
- B. Provide for implementation of action and directives of the CNA Membership Assembly.
- C. Develop plans to ensure that CNA is responsive to issues facing nursing and the association.
- D. Establish policies and association activities in the interim between meetings of the Membership Assembly
- E. Provide for the adoption of financial policies, adoption of an annual balanced budget for the association which incorporates program plans, development of plans for revenue generation, surveillance of CNA funds, and annual audit or review of all books by a certified public accountant and reporting to the membership and Membership Assembly
- F. Provide for the operation and maintenance of a state office.
- G. Appoint and define the responsibilities of the Executive Director and delegate authority necessary for the administration of CNA policies, programs, and activities.
- H. Establish such fees as may be required for specified activities in excess of those provided for in the bylaws.
- I. Control the use of the official insignia and the procurement and sale of replicas thereof.
- J. Define qualifications for appointive offices unless otherwise specified in the CNA Bylaws.
- K. Establish standing and special committees as necessary to implement its duties.
- L. Make appointments and fill vacancies as necessary and as provided for in the CNA Bylaws.
- M. Provide for CNA liaison or representation at meetings of voluntary organizations, public or governmental agencies upon request or as deemed appropriate.
- N. Assign the Recent Graduate At Large Director as the liaison to the Colorado Student Nurses Association.
- O. Serve as members of the CNA Membership Assembly.
- P. Assume such other duties as may be provided in the CNA Bylaws and by the Membership Assembly

### **2. Composition/Terms of Office**

The Board is composed of elected officers and directors. One director is elected from each CNA region, and three directors are elected at large, one of which is designated for a recent graduate of an RN licensure program. A recent graduate is one who has graduated within 5 years of being elected to office. Two at large directors will be designated as SIG directors. Directors and officers may serve no more than two consecutive terms in the same position. Absence from more than two consecutive CNA Board meetings, without cause shall constitute a resignation. Vacancy in the office of President is filled by the Vice-President. All other vacancies are filled by Board appointment.

### **3. Criteria for Membership**

- A. DNA membership within the geographic boundaries established as regions is preferable but not required.
- B. May not serve in another elected office of the Board of Directors simultaneously.

- C. Shall not serve concurrently as an officer or director of another association if such Participation would result in conflict of interest to the association or the individual as determined by the Board.
- D. Reside and hold licensure in Colorado.
- E. Hold current membership in ANA and CNA

#### **4. Responsibilities**

##### **A. All Officers and Directors**

1. Attend Board meetings. Notify CNA if unable to attend.
2. Maintain knowledge about the association and its activities.
3. Willingness to commit time and talent to special projects and/or task force assignments of the Membership Assembly or Board.
4. Prepare and submit written regional/SIG/recent graduate reports for each Board meeting.
5. Write articles for the *Colorado Nurse* regularly.
6. Prepare for all meetings by reviewing agenda and reports.
7. Board members must abide by all policies of the Board as well as sign the yearly Board Agreement and COI attestation
8. Attend annual Membership Assembly meeting

##### **B. Regional/SIG Directors**

1. Represent the interests of their constituents
2. Communicates with DNA/SIG members and non-members to promote CNA programs, services, and initiatives.

Adopted: April 2020