**MODEL BYLAWS OF THE**

**AMERICAN ASSOCIATION OF NURSE ANESTHETISTS**

**FOR STATE ASSOCIATIONS**

**Revised April 20, 2017**

**Disclaimer:** As a member service, AANA is providing state associations with model bylaws that are consistent with the AANA Bylaws and follow *Robert’s Rules of Order Newly Revised*. This document was prepared in consultation with AANA’s Parliamentarian, but it does not constitute legal advice. Please consult with your state legal counsel before revising your bylaws to make sure your state association is in compliance with state law.

**Instructions:** Throughout the model bylaws you will find comments and instructions in *[brackets and highlighted in yellow]*. They are meant to give you guidance in the process of customizing these model bylaws to fulfill the needs of your particular state association.

Membership in a state association originates with an individual’s membership in AANA. This is explained in AANA Bylaws, Article IX, Section 1, which states: *“Members of the AANA who live and work in a state . . . who have been recognized as a formal organization by the Board of Directors shall be called State Associations.”* Therefore, the members of the state association are truly first members of AANA. That is why in this set of model bylaws, Article III, Sections 1 and 2 refer to the AANA Bylaws. Membership and discipline are controlled by AANA, not the state association.

The bylaws provided here are designed for larger states that may have staff support or the equivalent of staff support and a large number of members. If you are a medium size or small state, the areas of the model bylaws that you might want to adapt are:

* Article IV Officers – a smaller state association may not need as many officers as are listed here. For example, a smaller association may choose to have a President-elect and not a Vice President. Some of the offices may be combined, such as the secretary/treasurer.
* Article VI Executive Committee – a smaller state association may not have an executive committee so this article would be eliminated. The need for an executive committee is determined by the size of the board. A small board does not need to have a smaller group working on behalf of the board between board meetings, because the board is small enough to meet electronically on short notice, e.g., a board of 6 or less would not need an Executive Committee, because the board is small enough to make decisions quickly.
* Article VII Executive Director – a smaller state association may not have an executive director so this article would be revised to reflect the title and role of the administrative support. Note that the executive director is also referred to in other places in the bylaws and should be revised there as well.
* Article VIII Committees – a smaller state would not need as many standing committees as a larger state. Committees can also be combined. Much of committee work can be done by task forces or ad hoc committees which is a form of a special committee as described in these bylaws.

These bylaws authorize the voting members to elect members who serve in an elected office by a mail or electronic ballot, (if allowed by state law), that is conducted before the annual meeting. If the state association chooses to allow the members to vote on other issues between meetings of the membership, it must be specifically authorized in the bylaws. If that is the choice, a section should be added to Article IX, Membership Meetings. For example, that section might read:

***“Section 5. Voting between Membership Meetings.*** *The Board of Directors may authorize a vote of the members conducted between meetings of the membership. The ballot shall be sent to all voting members by electronic and/or postal mail following the rules established by the board. A majority vote shall be necessary for adoption.”*

**MODEL BYLAWS OF THE**

**AMERICAN ASSOCIATION OF NURSE ANESTHETISTS**

**STATE ASSOCIATION**

**SAMPLE FOR LARGER STATES**

**ARTICLE I**

**NAME**

The name of this Organization shall be the \_\_\_\_\_\_\_\_\_\_\_\_ Association of Nurse Anesthetists, Incorporated herein referred to as the Organization *[or as \_ANA]. [If you have a headquarters office you may want to include that address here and then include who has the authority to change it which is usually the Board of Directors]*

**ARTICLE II**

**OBJECTIVE**

The Objective of this Organization shall be *[here insert the words of the objective as it is stated in the organization’s Articles of Incorporation]*.

**ARTICLE III**

**MEMBERSHIP**

**Section 1. Membership.** Classes of membership, applications, privileges, qualifications and dues shall be as stipulated in the Bylaws of the American Association of Nurse Anesthetists (AANA).

**Section 2. Professional Conduct and Discipline.** Professional conduct and discipline shall be as prescribed in the AANA Bylaws. *[AANA State Associations bylaws should have no additional content on discipline.]*

*[Sections 1 and 2 of this article must mirror the AANA Bylaws because members of the state association are first members of AANA and can only be a member of the state association if they are an AANA member. Discipline issues are covered in the AANA Bylaws and since that is the origin of their membership, any disciplining must be done at the national level.]*

**Section 3. Voluntary Supplemental Assessment.** The Board of Directors, by a two-thirds vote, may authorize a voluntary supplemental assessment of the members.

**Section 4. Honors and Recognition**

*[Optional section. Here you would include any statements about awards, honors, or recognition that you want included in the bylaws. An organization doesn’t have to have its awards, honors, or recognition in the bylaws, but putting it here makes awarding them a requirement.]*

**ARTICLE IV**

**OFFICERS**

**Section 1. Officers and Duties.** The officers of the Organization shall be the President, President-Elect, Vice President, Secretary, and Treasurer. These officers shall perform the duties prescribed by these bylaws, by the parliamentary authority adopted by the Organization, and by the Board of Directors*. [The number of officers should be decided by the state association to meet the needs of the organization. Robert’s only requires a president and a secretary. It is not unusual to combine the offices of secretary and treasurer. If the organization prefers to have more specific duties for each officer, those duties can be included here or can be included in the Policies and Procedures of the organization, which are usually adopted by the Board and thus are more adaptive to the circumstances from year to year.]*

**Section 2. Eligibility for Office.** Only Active members shall be eligible to hold office. In order to serve as president, president-elect, or vice president, a member must have served on the Organization Board of Directors for at least two years*. [The length on the board is optional and can be changed. Other requirements may be added.]*

**Section 3. Nominations**. The nominating committee shall be made up of at least three active members who are elected at the annual meeting. It shall be the duty of the Nominating Committee to nominate candidates for the offices to be filled at the annual meeting, including the nominating committee. The Nominating Committee shall prepare the slate of officers, directors, and nominating committee members and submit it to the membership at least 60 days before the annual meeting. The election ballot shall be sent to all members by electronic and/or postal mail at least 45 days before the annual meeting. The ballots are due back at least 15 days before the annual meeting. *[If the attendance at the Annual Meeting is large enough to be representative, the election may occur at the Annual Meeting, by the members in attendance, then this section and the next section need to be changed to reflect that.]*

**Section 4. Election.** The Board of Directors shall appoint a Tellers Committee who shall receive and count the ballots*. [If the state association hires an external, independent election services coordinator to tabulate the results of the election, a Tellers Committee is not necessary].* The Tellers Report shall be given to the members at the Annual Meeting. A majority vote shall elect. In the event that any office is not filled by this election process, a runoff election will be conducted at the Annual Meeting.

**Section 5. Term of Office**. The President, President-Elect, and Vice President shall be elected for a term of one year, or until their successors are elected, and their term shall begin at the conclusion of the Annual Meeting. The Secretary, Treasurer, and Directors shall be elected for a term of two years, or until their successors are elected, and their term shall begin at the conclusion of the Annual Meeting. Their terms shall be staggered. The Vice President, Secretary, and Treasurer shall not serve more than two consecutive terms in the same office*. [The organization should determine the preferred length of term for the various officers. These term lengths are a possible option. AANA Bylaws, Article IX, Section 2 E requires that “The terms of State Association officers shall begin in August, September or October.”]*

**Section 6.** **Vacancies.**

In the event of a vacancy in the office of the President, the President-Elect shall become the President to finish out that term of office, and then shall assume the office of President the following year for which elected. A vacancy in the office of President-Elect shall not be filled until the next meeting of the membership. A vacancy in any other office may be filled by the Board of Directors for the unexpired portion of the term.

**Article V**

**Board of Directors**

**Section 1.** **Power and Authority.** The Board of Directors shall have full power and authority over the affairs of the Organization between meetings of the membership, except as otherwise provided in these bylaws.

**Section 2. Board Composition.** The officers of the Organization and Directors shall constitute the Board of Directors.

A. Only Active members shall be eligible to serve as directors.

B. The nomination and election process shall follow the procedures as outlined in Article IV, Officers, Section 3 and 4.

C. Directors shall be elected for a term of two years, or until their successors are elected, and their term shall begin at the conclusion of the Annual Meeting. Their terms shall be staggered. Directors shall not serve more than two consecutive terms as director. *[The organization should determine the preferred number of directors and their term length.]*

D. A vacancy in the position of Director may be filled by the Board of Directors for the unexpired portion of the term.

**Section 3. Duties of the Board of Directors.** The Board of Directors of this Organization shall:

1. Approve the budget, and control and manage the funds and properties of this Organization;
2. Approve the selection of an institution for deposit of Organization funds;
3. Conduct the general business of this Organization;
4. Conduct an annual self-evaluation;
5. Contract or hire an Executive Director to manage and direct the affairs of the Organization; *[this may be an association manager, account executive, administrative assistant, an association management company, etc.]*
6. Conduct an annual review of the Executive Director;
7. Ensure the Organization has an annual audit or review and necessary financial reports are completed;
8. Approve appointments made by the President; and
9. Exercise such other duties as are prescribed in these bylaws, by the membership at a meeting, or in the adopted parliamentary authority. *[Additional duties specific to your organization may be added here]*

**Section 4. Board Meetings.**

A. The regular meetings of the Board of Directors shall be immediately preceding and/or immediately following each membership meeting and at other times as determined by the President or the board. Notice must be given at least 10 days before the meeting*. [If the board meetings are not tied to the membership meetings, the first sentence could read: The regular meetings of the Board of Directors shall be (give frequency) as determined by the President or the board.]*

B. Special meetings of the board may be called by the President and shall be called upon the written request of three members of the Board. The purpose of the meeting shall be stated in the call which must be given at least twenty-four hours before the meeting.

C. Notice may be waived by the members of this board in accordance with statutory requirements. Board members present at a meeting shall be deemed to have received, or to have waived, notice.

D. Board members may participate in meetings via telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting. Such participation constitutes attendance at the meeting. *[Check with your legal counsel to make sure this is allowed by your state statutes.]*

E. A majority of the members of the Board shall constitute a quorum.

**Section 5. Removal from Office**. Any officer, director, committee chair or committee member may be removed from their office or position by a two-thirds vote of the Board of Directors, when, in the judgment of the Board, the best interests of this Organization would be served by this action.

**ARTICLE VI**

**Executive Committee**

**Section 1. Composition.**

The members of the Executive Committee shall be the President, President-Elect, Vice-President, Secretary, and Treasurer.

**Section 2. Duties.**

**A. Authority between Board Meetings.**  The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board but only to the extent:

1. necessary to take action on unanticipated business that requires action between Board meetings; and

2. action taken is not contrary to the instructions of the Board of Directors.

**B. Other Duties.**  The Executive Committee shall also:

1. approve appointments by the President;

2. make recommendations to the Board of Directors; and

3. have such other duties as are prescribed for the Executive Committee in these bylaws or by the Board of Directors.

**Section 3. Meetings.** Meetings of the Executive Committee shall be called by the President or any two members of the Executive Committee with at least 24 hours’ oral notice. Notice may be waived by the members of the Executive Committee in accordance with statutory requirements.

**Section 4. Quorum.** A majority of the members of the Executive Committee shall constitute a quorum.

**ARTICLE VII**

**EXECUTIVE DIRECTOR**

**Section 1. Appointment.** The Board of Directors may employ or contract for an Executive Director to serve this Organization on a part-time or full-time basis as the needs of the Organization may require and/or Organization finances permit*. [Use whatever title for this position that your organization wishes. Examples besides executive director are: administrative assistant, association manager, executive secretary, etc.] [The organization may choose to hire an individual or may hire an association management company.]*

**Section 2. Duties.** The Executive Director shall perform such duties as shall be assigned by the Board of Directors, including managing the operational affairs of the Organization.

**ARTICLE VIII**

**COMMITTEES**

**Section 1. Standing Committees**

**A. Composition, Accountability, Ex Officio Members, Subcommittees, and Term.**

The Standing Committees shall include the *[List here the standing committees that the organization wishes to have. Do not list the Nominating Committee, since it is not a standard standing committee. Examples of some of the standing committees an organization might want are: bylaws, finance, leadership development, communications, government relations, member services, education, practice, etc. Only include in your bylaws the standing committees that are necessary to the organization. Special committees e.g. task forces, may be appointed as the need arises, per Section 2 of this article.]*

1. The President, subject to the approval of the board, shall appoint all standing committee chairs, who must be Active Members. Each committee shall be composed of at least three members, unless otherwise determined by the board. The committee chair may make recommendations to the President of possible committee members. The President, subject to the approval of the board, shall appoint all standing committee members.

2. All standing committees shall report to the Board of Directors and shall be responsible to the President between meetings of the board. Policy developed by a committee must be approved by the board.

3. The president shall be an ex officio member of each standing committee. *[Remember that an ex officio member has the rights of membership on the committee, including to vote, but the president should not be assigned duties as a committee member.]*

4. Subcommittees may include nonmembers of a committee and nonmembers of the Organization recommended by the chair, appointed by the President and approved by the Board of Directors. The chair of each standing committee shall be an ex officio member of all subcommittees of that committee*. [If an organization has never had subcommittees and does not foresee the chance of establishing subcommittees, this subsection can be eliminated. If so, also eliminate subcommittees from the title of this subsection.]*

5. The term for committee members shall correspond to that of the officers.

B. **Name of Standing Committee.**  The \_\_\_\_\_\_\_\_\_\_ Committee shall:

1. *[List the responsibilities of the committee.]*

2.

3.

4.

**C. Name of Standing Committee**. The \_\_\_\_\_\_\_\_\_\_ Committee shall:

1. *[List the responsibilities of the committee.]*

2.

3.

4.

*[Continue this format until you have listed the names and responsibilities of all of the standing committees.]*

**Section 2. Special Committees.** Special Committees may be created as necessary by the membership, the Board of Directors or the President. All committee appointments shall be made by the President, subject to approval by the board*. [Task forces are a form of a special committee.]*

**ARTICLE IX**

**MEMBERSHIP MEETINGS**

**Section 1. Regular Meetings.** Regular business meetings of the Organization shall be held at least \_\_X\_\_ times per year. The Board of Directors shall determine the date and place of these meetings and shall send notice to all voting members not less than thirty days before the meeting. *[If the state association has regular times for its membership meetings that should be reflected here. For example, if the organization holds one membership meeting in the fall and one in the spring, that should be stated here.]*

**Section 2. Annual Meeting**. The meeting held in \_\_\_\_\_\_\_\_\_\_\_ shall be the Annual Meeting and shall be for the purpose of announcing the elected officers and directors, any necessary runoff elections, receiving reports of officers, board, directors, and committees, and any other business that may arise. *[AANA Bylaws, Article IX, Section 2 E requires that “The terms of State Association officers shall begin in August, September or October.”]*

**Section 3. Special Meetings.** Special meetings may be called by the President or the Board of Directors and shall be called upon written request of not less than twenty-five active members of this Organization, filed with the Executive Director. The purpose of the meeting shall be stated in the call, which shall be sent to all members at least thirty days before the meeting.

**Section 4. Quorum.** A quorum shall consist of not less than twenty-five active members present and eligible to vote at any annual, regular, or special business meeting of this Organization*. [An organization may adjust the number required for a quorum based upon the number of members usually attending a meeting and the number of members the organization believes is the minimum number that should make a decision for the entire membership.]*

**ARTICLE X**

**ELECTRONIC MEETINGS AND COMMUNICATIONS**

**Section 1. Meetings.** The Board of Directors and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.

**Section 2. Communication.** Unless members indicate otherwise to the Executive Director, all communication required in these bylaws, including meeting notices, may be sent electronically. *[Check with your legal counsel to make sure this is allowed by your state statutes.]*

**ARTICLE XI**

**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order or policies and procedures that the Organization may adopt.

**ARTICLE XII**

**AMENDMENTS**

These Bylaws may be amended at any general membership meeting of this Organization by a two-thirds vote, provided written notice of the proposed amendment(s) have been submitted to the Bylaws Committee ninety days prior to the meeting date, and has been sent to the membership at least thirty (30) days prior to the date of the meeting.

*[Should an organization want additional articles, they may be added here. E.g. Indemnification, Official Publication, Dissolution, Recognitions, etc.]*