**BYLAWS OF THE**

**CONNECTICUT ASSOCIATION OF NURSE ANESTHETISTS, INCORPORATED**

**ARTICLE I**

**NAME**

The name of this Organization shall be the Connecticut Association of Nurse Anesthetists, Incorporated, herein referred to as the “Association”.

**ARTICLE II**

**OBJECTIVE**

The Objective of the Association shall be to promote the best interests of its members, cooperate with the American Association of Nurse Anesthetists, facilitate cooperation between nurse anesthetists and the medical professionals, hospitals and other agencies interested in anesthesia, and in general to advance the science and art of anesthesia.

**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.

**Section 3. Dues and Voluntary Supplemental Assessment.** Dues and payment thereof for the Association shall be such as are stipulated in the Bylaws of the American Association of Nurse Anesthetists. The Board of Directors, by a two-thirds vote, may authorize a voluntary supplemental assessment of the members.

**ARTICLE IV**

**OFFICERS**

**Section 1. Officers and Duties.** The officers of the Association shall be the President, President-Elect, Secretary, and Treasurer. These officers shall perform the duties prescribed by these bylaws, by the parliamentary authority adopted by the Association, and by the Board of Directors*.*

**Section 2. Eligibility for Office.** Only Active members shall be eligible to hold office. In order to serve as President **and President-Elect,** Treasurer or Secretary, a member must have served on the Association Board of Directors for at least one year*.*

**Section 3. Nominations.** It shall be the duty of the Board of Directors, prior to the annual meeting, to prepare a ballot with nominations for, if necessary, President Elect, Secretary, Treasurer and three (3) Directors. The Board of Directors shall prepare the slate of officers and directors, 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.

**Section 4. Election.** The Board of Directors shall appoint a Tellers Committee who shall receive and count the ballots*.* The Tellers Report shall be given to the members at the Annual Meeting. A majority vote shall elect.

**Section 5. Term of Office**. The President and President-Elect shall be elected for a term of two years. Their term shall begin on August 1 following the Annual Meeting of the Association. At the conclusion of the President-Elect’s term, he or she will commence a two-year term as President. The Secretary and Treasurer shall be elected for a term of two years and these terms shall begin on August 1 following the Annual Meeting.Neither the President, Treasurer or Secretary may serve consecutive terms in the same position. The prohibition on consecutive terms contained herein may be waived by a majority of the Directors. Each Director shall deliver any Association property and records to their successor or the President by August 1 following the conclusion of their term.

**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 for the term for which he or she was 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 or the Board may be filled by the Board of Directors, by a majority vote, for the unexpired portion of the term.

**Section 7. Duties of Officers.**

 An Officer shall discharge his or her duties in good faith and in a manner he or she reasonably believes to be in the best interests of the Association. Officers shall exercise their duties with loyalty and care for the Association, avoid conflicts of interest, act with honesty, and keep Board issues, discussions and materials confidential.

1. **THE PRESIDENT SHALL**

a. Preside at meetings of this Association and of the Board of Directors.

b. Appoint standing and special committees subject to the approval of the Board of Directors.

c. Be a member ex-officio of all committees.

d. Prepare and read at each Annual Meeting of the Connecticut Association of Nurse Anesthetists a report of the work of the year.

e. Represent this Association at the AANA Annual Meeting and other regional and national meetings.

f. Appoint tellers and registrars prior to voting.

g. Keep the Vice-President informed of the Association’s affairs.

h. Notify members of general meetings and Directors of Board of Directors meetings.

2. **THE PRESIDENT-ELECT SHALL**

a. Assume the office of the President in the event of the latter’s inability to serve.

b. Assume other duties as assigned by the President.

3. **THE SECRETARY SHALL**

a. Keep the minutes of the meetings of this Association and of the Board of Directors.

b. Notify officers of their election.

c. Notify the AANA of the results of this Association’s election of Officers.

d. Send to the AANA the names, addressed, and phone numbers of Officers and Directors after their election, names and addresses of committee chairmen and committee members after their appointment, and a copy of the current Association Bylaws.

e. Ensure availability of a copy of the Bylaws (via website or hard copy upon request) to new members.

4. **THE TREASURER SHALL**

a. Receive monies of this Association, pay bills, and disburse funds as directed by the Board of Directors.

b. Deposit funds as designated by the Board of Directors.

c. Give a written report at the Board of Directors meeting and at the Annual Meeting of this Association. Give the verbal report at other meetings of the Association.

d. Be responsible for ensuring the Board of Directors is bonded.

e. Prepare an annual budget in conjunction with the finance committee to be presented at the Annual Meeting.

**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 Association between meetings of the membership, except as otherwise provided in these bylaws.

**Section 2. Board Composition.** The officers of the Association and nine (9) Directors shall constitute the Board of Directors. One third of the nine (9) directors shall be elected each year to serve a three-year term, and shall be eligible for re-election.

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, Sections 3 and 4.

C. Directors shall be elected for a term of three (3) years, or until their successors are elected, and their term shall begin on August 1st following the Annual Meeting of the Association. Their terms shall be staggered.

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

**Section 3. Duties of the Board of Directors.** The Board of Directors of this Association 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 Association funds;
3. Conduct the general business of this Association;
4. Conduct an annual self-evaluation;
5. Ensure the Association has an annual audit or review and necessary financial reports are completed; and

and

1. Exercise such other duties as are prescribed in these bylaws, by the membership at a meeting, or in the adopted parliamentary authority.
2. Each Director shall deliver any Association property and records to their successor or the President by August 1 following the conclusion of their term.

H. A Director shall discharge his or her duties in good faith and in a manner he or she reasonably believes to be in the best interests of the Association. Directors shall exercise their duties with loyalty and care for the Association, avoid conflicts of interest, act with honesty, and keep Board issues, discussions and materials confidential.

**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*.*

B. Special meetings of the board may be called by the President and may 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.

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 Association would be served by this action. The Board of Directors may convene a vote for the removal of an officer, director, committee chair or committee member only after providing the subject of such a vote with an opportunity to present evidence and/or testimony concerning the facts and circumstances which give rise to the Board of Director's vote for removal. Accordingly, the Board of Directors shall provide written notice of its intent to hold a vote for removal to any officer, director, committee chair or committee member who will be the subject of such a vote. Said notice shall indicate the Board of Directors' intent to hold a vote for removal from office, summarize the reasons for the vote of removal, and provide instructions for the submission of relevant information, evidence and/or testimony for the board of Directors' consideration prior to such a vote. The Board of Directors shall not convene a vote for the removal of an officer, director, committee chair or committee member less than thirty (30) days after it provides the written notice described herein.

**ARTICLE VI**

**Executive Committee**

**Section 1. Composition.**

 The members of the Executive Committee shall be the President, President-Elect, 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. make recommendations to the Board of Directors; and

2. 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**

**COMMITTEES**

**Section 1. 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*.*

**ARTICLE VIII**

**MEMBERSHIP MEETINGS**

**Section 1. Regular Meetings.** Regular business meetings of the Association shall be held at least (two) 2 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.

**Section 2. Annual Meeting**. The meeting held in the first quarter of the year shall be the Annual Meeting and shall be for the purpose of announcing the elected officers and directors, receiving reports of officers, directors, and committees, and any other business that may arise.

**Section 3. Special Meetings.** Special meetings may be held upon request of a majority of the Board of Directors and shall be called upon written request of not less than twenty-five active members of this Association. 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 thirteen active members present and eligible to vote at any annual meeting of the Association. Six active members shall constitute a quorum for any special meeting.

**Section 5. Voting.** Only active members shall participate in elections and other voting.

**ARTICLE IX**

**ELECTRONIC MEETINGS AND COMMUNICATIONS**

**Section 1. Meetings.** The Board of Directors and all committees 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, all communication required in these bylaws, including meeting notices, may be sent electronically.

**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the Association 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 Association may adopt.

**ARTICLE XI**

**AMENDMENTS**

These Bylaws may be amended at any general membership meeting of this Association by a two-thirds vote, provided written notice of the proposed amendment(s) have been sent to the membership at least ten (10) days prior to the date of the meeting.

Notice of proposal change to the Bylaws may be provided by way of direct mail, e-mail or posting on the Association’s website (www.ctana.com).