



Proposed Bylaws Amendments  
For Vote September 29, 2023  
NYSANA Annual Meeting of the Membership  
White Plains, NY

Amend by Striking in ~~strike through~~ font and inserting or substituting by underlining

Current Bylaws	Proposed Amendment	To Read If Amendment
Throughout the document, the term By-Laws is used.	Wherever found, strike <del>By-Laws</del> and replace with <u>bylaws</u>	
<b>Rationale: Update to the preferred, contemporary spelling</b>		

Current Bylaws	Proposed Amendment	To Read If Amendment
<b>1. ARTICLE ONE, Section 1.2</b> <b>Objective</b> (x) to cooperate and work with the American Association of Nurse Anesthetists;	Strike <del>Anesthetists</del> and Insert <u>Anesthesiology</u>  (x) to cooperate and work with the American Association of Nurse <del>Anesthetists</del> <u>Anesthesiology</u> ;	(x) to cooperate and work with the American Association of Nurse Anesthesiology;
<b>Rationale: Update AANA to reflect new name</b>		

Current Bylaws	Proposed Amendments	To Read If Amended
<b>2. ARTICLE TWO, Section 2.1</b> <b>Eligibility for Members</b> Eligibility for membership in the Association is conditioned upon membership in good standing in the American Association of Nurse Anesthetists (“AANA”).	Strike <del>Anesthetists</del> and Insert <u>Anesthesiology</u>  Eligibility for membership in the Association is conditioned upon membership in good standing in the American Association of Nurse <del>Anesthetists</del> <u>Anesthesiology</u> .	Eligibility for membership in the Association is conditioned upon membership in good standing in the American Association of Nurse Anesthesiology (“the AANA”).
<b>Rationale: Update AANA to reflect new name</b>		

Proposed Bylaws Amendments, Cont...

Current Bylaws	Proposed Amendments	To Read If Amended
<p><b>3. ARTICLE TWO, Section 2.6</b>  <b>Regular Meeting</b>                      The Regular Meeting of the members of the Association for the nomination of the persons to be considered for election at the Annual Meeting, and for the transaction of such other business as may properly come before the meeting shall be held during the spring, at such date and time and at such place within or without the State of New York as the Board of Directors may determine.</p>	<p>Strike entire Section 2.6 and Substitute the following:   <u>The Regular Meeting of the members of the Association for the transaction of business as may properly come before the meeting shall be held during the spring, at such date and time and at such place within or without the State of New York as the Board of Directors may determine.</u></p>	<p>The Regular Meeting of the members of the Association for the transaction of business as may properly come before the meeting shall be held during the spring, at such date and time and at such place within or without the State of New York as the Board of Directors may determine.</p>
<p><b>Rationale: Removing the requirement that the nominating process occur only at the regular meeting will allow for a more inclusive process (see Articles 6.1 and 6.2)</b></p>		

Current Bylaws	Proposed Amendments	To Read If Amended
<p><b>4. ARTICLE TWO, Section 2.8</b>  <b><u>Electronic Meeting</u></b>                      Meetings of the association may be conducted by telephone or other electronic means that permit simultaneous aural communication when so directed by the Board of Directors or, in the case of special meetings, when so directed by those calling the special meeting. At electronic meetings, any ballot votes required under the rules or ordered by the association shall be conducted electronically, using an internet service that supports anonymous voting. Electronic meetings of the association shall be subject to rules adopted by the association or the board to govern such meetings, which may include any reasonable limitations on, and requirements for, members' participation.</p>	<p>Strike entire Section 2.8 and Substitute the following:</p> <p><u>Meetings of the members of the Association may be conducted electronically, with members who are not physically present at the meeting having the right to participate electronically, including conducting the meeting entirely through the use of an Internet meeting service designated by the president and supporting anonymous voting, visible displays identifying those participating and those seeking recognition to speak, and displaying (or permitting the retrieval of) the text of pending motions, as well as the results of votes taken at the meeting. These meeting services shall be subject to any limitations, requirements or rules adopted by the Board to govern such participation. An anonymous vote conducted through the designated Internet meeting service shall fulfill any requirement in the bylaws or rules that a vote be conducted by ballot.</u></p>	<p>Meetings of the members of the Association may be conducted electronically, with members who are not physically present at the meeting having the right to participate electronically, including conducting the meeting entirely through the use of an Internet meeting service designated by the president and supporting anonymous voting, visible displays identifying those participating and those seeking recognition to speak, and displaying (or permitting the retrieval of) the text of pending motions, as well as the results of votes taken at the meeting. These meeting services shall be subject to any limitations, requirements or rules adopted by the Board to govern such participation. An anonymous vote conducted through the designated Internet meeting service shall fulfill any requirement in the bylaws or rules that a vote be conducted by ballot.</p>
<p><b>Rationale: Language more clearly defines requirements and authorization of electronic meetings.</b></p>		

Current Bylaws	Proposed Amendments	To Read If Amended
<p><b>5. ARTICLE THREE, Section 3.1c Powers</b></p> <p>c. Provide for auditing of the books of the Association before the Annual Meeting, or at such other times as the Board of Directors may deem advisable. Books must be audited before turning over to a successor.</p>	<p><del>c. Provide for auditing of the books of the Association before the Annual Meeting, or at such other times as the Board of Directors may deem advisable. Books must be audited before turning over to a successor.</del></p> <p>Substitute the following:                      c. <u>Provision for auditing the books of the Association at least once every three years by a professional auditor approved by the Board or by an Audit Committee appointed by the Board. Books must be audited before changing bookkeepers.</u></p>	<p>c. Provision for auditing the books of the Association at least once every three years by a professional auditor approved by the Board or by an Audit Committee appointed by the Board. Books must be audited before changing bookkeepers.</p>
<p><b>Rationale: Updated language more clearly defines successor as “bookkeeper” rather than a common interpretation of Treasurer. The books must be audited at least every three years, as recommended by the AANA, but may be audited anytime upon request of the board of directors. Audits are a significant expense; this update saves the Association money by not requiring an audit each time there is a new Treasurer.</b></p>		

Current Bylaws	Proposed Amendments	To Read If Amended
<p><b>6. ARTICLE THREE, Section 3.9 Meetings During Annual and Regular Meeting of Members</b></p> <p>A meeting of the Board of Directors shall be held to coincide with both the Annual Meeting and the Regular Meeting of the members of the Association.</p>	<p>Strike “to coincide” and Insert “<u>in conjunction</u>”. (See below.)</p> <p>A meeting of the Board of Directors shall be held <del>to coincide</del> <u>in conjunction with both the Annual Meeting and the Regular Meeting</u> of the members of the Association</p>	<p>A meeting of the Board of Directors shall be held in conjunction with both the Annual Meeting and the Regular Meeting of the members of the Association.</p>
<p><b>Rationale: As virtual meetings become more common, the term to coincide, or occupy the same space, is replaced by “in conjunction with”, which would happen at a similar time and/or place. This will allow either the board meeting or the meeting of the membership to be held virtually</b></p>		

Current Bylaws	Proposed Amendments	To Read If Amended
<p><b>7. ARTICLE SIX, Section 6.1</b>  <b>Selection of Candidates</b>                      The Nominating Committee shall be responsible for seeking eligible active members of the Association who are qualified to run for the positions of:(i) Vice-President/President Elect, Secretary and Treasurer of the Association; (ii) a general director of the Association; and (iii) members of the Nominating Committee of the Association. The candidates selected by the Nominating Committee for inclusion on the ballot shall be presented at the Regular Meeting of the members.</p>	<p>The Nominating Committee shall be responsible for seeking eligible active members of the Association who are qualified to run for the positions of:(i) Vice-President/President Elect, Secretary and Treasurer of the Association; (ii) a general director of the Association; and (iii) members of the Nominating Committee of the Association. The candidates selected by the Nominating Committee for inclusion on the ballot shall be <del>presented at the Regular Meeting of the members</del> <u>announced to the NYSANA membership electronically or via postal mail, postmarked by April 1.</u></p>	<p>The Nominating Committee shall be responsible for seeking eligible active members of the Association who are qualified to run for the positions of:(i) Vice-President/President Elect, Secretary and Treasurer of the Association; (ii) a general director of the Association; and (iii) members of the Nominating Committee of the Association. The candidates selected by the Nominating Committee for inclusion on the ballot shall be announced to the NYSANA membership electronically or via postal mail, postmarked by April 1.</p>
<p><b>Rationale: Once the original slate of candidates is announced via email, this update allows for additional candidates to be added to the election ballot.</b></p>		

Current Bylaws	Proposed Amendments	To Read If Amended
<p><b>8. ARTICLE SIX, Section 6.2</b>  <b><u>Additional Candidates</u></b>                      In addition to the candidates selected by the Nominating Committee, other individuals interested in being considered for one of the positions shall be entitled to have their names included on the ballot, if they submit a written statement at the Regular Meeting, expressing a desire to run for office, accompanied by a petition supporting such nomination signed by at least ten (10) active members of the Association.</p>	<p>Strike the strikethrough words and Insert the underlined.</p> <p>In addition to the candidates selected by the Nominating Committee, other individuals interested in being considered for one of the positions shall be entitled to have their names included on the ballot, if they submit a written statement <del>at the Regular Meeting</del> <u>addressed to the NYSANA Secretary via the general email or office mail address, postmarked within 14 days of the presentation of the ballot (see 6.1)</u>, expressing a desire to run for office, accompanied by a petition supporting such nomination signed by at least ten (10) active members of the Association.</p>	<p>In addition to the candidates selected by the Nominating Committee, other individuals interested in being considered for one of the positions shall be entitled to have their names included on the election ballot, if they submit a written statement addressed to the NYSANA Secretary via the general email or office mail address, postmarked within 14 days of the presentation of the ballot (see 6.1) expressing a desire to run for office, accompanied by a petition supporting such nomination signed by at least ten (10) active members of the Association.</p>
<p><b>Rationale: Language updated to be in agreement with the amendments to 6.1 and 6.2</b></p>		

Current Bylaws	Proposed Amendments	To Read If Amended
<p><b>9. ARTICLE SIX, Section 6.3</b> <b><u>Ballots</u></b></p> <p>The Nominating Committee shall send the ballots containing the names and qualifications of all candidates for each office, as finally determined at the Regular Meeting to each active member of the Association by either regular or electronic mail at least four (4) weeks prior to the Annual Meeting.</p>	<p>Strike “as finally determined at the Regular Meeting”</p> <p>The Nominating Committee shall send the ballots containing the names and qualifications of all candidates for each office <del>as finally determined at the Regular Meeting</del> to each active member of the Association by either regular or electronic mail at least four (4) weeks prior to the Annual Meeting.</p>	<p>The Nominating Committee shall send the election ballots containing the names and qualifications of all candidates for each office to each active member of the Association postmarked by either regular or electronic mail at least four (4) weeks prior to Annual Meeting.</p>
<p><b>Rationale: This amendment removes the nominating process from the regular meeting</b></p>		

Current Bylaws	Proposed Amendments	To Read If Amended
<p><b>10. ARTICLE SIX, Section 6.4</b>  <b>Ballots</b>  <u>Election.</u> To be counted, completed ballots must be returned by members to the Association within the timeframe specified on the ballot (election period). The election period will be a minimum of two (2) weeks. If paper, ballots will be counted if postmarked before the end of the election period and received by the association within 10 days of the end of the election period. The Vice-President/President Elect, Secretary and Treasurer shall be elected by a plurality of the votes cast by the members for each such office. The two general directors elected each year shall be the two individuals receiving the highest number of votes cast for general directors. The members of the Nominating Committee elected shall be the three individuals receiving the highest number of votes cast for such members, and the individual receiving the highest number of such votes shall assume the role of Committee Chairperson. In the event of a tie vote, the tie shall be broken by a written ballot at the Annual Meeting.</p>	<p>Insert the words “Election voting may be by paper or electronic ballot.”</p> <p><u>Election voting may be by paper or electronic ballot.</u></p>	<p>Election voting may be by paper or electronic ballot. To be counted, completed ballots must be returned by members to the Association within the timeframe specified on the ballot (election period). The election period will be a minimum of two (2) weeks. If paper, ballots will be counted if postmarked before the end of the election period and received by the association within 10 days of the end of the election period. The Vice-President/President Elect, Secretary and Treasurer shall be elected by a plurality of the votes cast by the members for each such office. The two general directors elected each year shall be the two individuals receiving the highest number of votes cast for general directors. The members of the Nominating Committee elected shall be the three individuals receiving the highest number of votes cast for such members, and the individual receiving the highest number of such votes shall assume the role of Committee Chairperson. In the event of a tie vote, the tie shall be broken by a written ballot at the Annual Meeting.</p>
<p><b>Rationale: Rationale: To authorize the electronic ballot</b></p>		