

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**NEW YORK STATE ASSOCIATION OF NURSE ANESTHETISTS, INC.**

**A New York Corporation (the "Association")**  
**Incorporated under the Not-for Profit Corporation Law of the State of New York**

**ARTICLE ONE**

**Name, Location, Objectives and Fiscal Year**

1.1. Name. The name of the Association is "New York State Association of Nurse Anesthetists, Inc."

1.2. Objectives. The objectives for which this Association has been formed are: (i) to advance and promote the profession of certified registered nurse anesthetists in the State of New York; (ii) to promote continual high quality patient care; (iii) to advance the science and art of anesthesiology; (iv) to help develop and promote educational standards and standards of practice in the field of nurse anesthesia; (v) to facilitate effective cooperation between nurse anesthetists, anesthesiologists and other members of the medical profession, nursing profession, hospitals and other agencies interested or involved in the provision of anesthesia; (vi) to publish bulletins and other publications pertinent to the objectives of the Association; (vii) to maintain informational and statistical data for reference and assistance in matters pertaining to the profession of nurse anesthesia or its practice; (viii) to provide opportunities for continuing education in anesthesia; (ix) to provide members with direction pertaining to governmental policy, legislation or judicial decisions of importance in anesthesia; (x) to cooperate and work with the American Association of Nurse Anesthesiology; and (xi) to cooperate with other organizations in areas of mutual concern; to facilitate cooperation between Nurse Anesthetists and the medical profession, hospitals, and other agencies interested in anesthesia; all within the meaning of Section 501(c)(6) of the Internal Revenue Code.

1.3. Fiscal Year. The fiscal year of the Association shall, unless otherwise decided by the directors, commence on January 1<sup>st</sup> of each year.

**ARTICLE TWO**

**Members**

2.1. Eligibility for Membership. Eligibility for membership in the Association is conditioned upon membership in good standing in the American Association of Nurse Anesthesiology (the "AANA"). The rules pertaining to classes of membership, qualifications for membership, admission as a member, and maintenance of membership shall be governed by and as set forth in the By-Laws of the AANA, as the same may be amended from time to time (the "AANA By-Laws").

2.2. Dues. Dues are payable by members of the Association to the AANA, in such amount and at such time as are set forth in the AANA By-Laws. As provided in the AANA By-Laws, a portion of the dues received by the AANA from members of the Association shall then be allocated and paid by AANA to the Association, on behalf of such members.

2.3. Conduct and Discipline of Members.

a. As representatives of the profession of nurse anesthesia, members are expected to maintain high standards of professional conduct at all times, and to behave in an ethical and professional manner. Members of this Association are also expected to comply with the provisions of these Bylaws and the AANA Bylaws, including, but not limited to, the timely payment of all membership dues. A member of the Association who fails to conform to such conduct may be subject to discipline as provided in this Section 2.3, including the suspension or termination of his or her membership.

b. In the event that the Board of Directors of the Association determines, by two-thirds vote of the entire Board, that a member should be subject to discipline, the Board of Directors shall first submit a written copy of the charges to the Board of Directors of the AANA (the "AANA Board") for consideration and counsel, detailing the specific charges being considered against such member.

c. After consulting with the AANA Board, if the Board of Directors determines that the bringing of charges against a member is justified, a written copy of the charges shall be mailed to the member by certified mail, return receipt requested, and the member shall be provided with an opportunity for a hearing on such charges before the Board of Directors.

d. After the hearing on the charges, the Board of Directors shall make a determination as to whether the charges have been found justified and, if yes, shall make a recommendation as to the appropriate penalty to be levied against the member, which may include censure, suspension of membership, or expulsion from the Association. The Board of Directors shall also forward such recommendation to the AANA Board, for such action as it deems appropriate.

e. A member who has been suspended or expelled by the Board of Directors, as provided above, shall have the right to bring a motion before the next meeting of the Board of Directors, requesting the reconsideration of such action.

2.4. Special Recognition of Members.

a. Honors. An award or other honor may be granted to a member of the Association, by majority vote of the members at the Annual Meeting, upon the prior recommendation of the Board of Directors.

b. Honorary Membership. State honorary membership may be conferred upon a member by majority vote of the members at the Annual Meeting, upon the prior recommendation

of the Board of Directors. Honorary membership shall entitle such member to waiver of the member's dues.

c. Benefactors. Contributors of One Hundred Dollars (\$100) or more to the Association shall be known as Benefactors of the Association. The names of such Benefactors shall be placed in the permanent record of this Association.

d. Donors. Contributors of less than One Hundred Dollars (\$100) to the Association shall be known as Donors of the Association. The names of such Donors shall be placed in the permanent record of this Association.

2.5. Annual Meeting. The Annual Meeting of the members of the Association for the election of officers and directors and for the transaction of such other business as may properly come before the meeting shall be held during the fall, at such date and time and at such place within or without the State of New York as the Board of Directors may determine.

2.6. Regular Meeting. The Regular Meeting of the members of the Association for the transaction of such 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.

2.7. Special Meetings. Special meetings of members, unless otherwise prescribed by law, may be called at any time by the President, or upon the written request of any five (5) members of the Board of Directors, or twenty (20) members. At any special meeting, only such business may be transacted which is related to the purpose or purposes set forth in the notice required by Section 2.9. Special meetings of members shall be held at such place within or without the State of New York as shall be designated in the notice of meeting.

2.8. Electronic Meeting. 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.

2.9. Notice of Meetings. Written notice of each annual, regular and special meeting of members, other than any meeting the giving of notice of which is otherwise prescribed by law, stating the place, date and hour of the meeting, and, in the case of a special meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting and stating the purpose or purposes for which it is called, shall be given, personally, by first class mail, by electronic mail, or by posting on the Association's website, not fewer than ten or more than fifty

days before such meeting, to each member entitled to vote thereat. If mailed, such notice shall be deemed given when deposited in the United States mail, postage prepaid, directed to such member at its address as it appears on the record of members of the Corporation, or, if the member shall have filed with the Secretary of the Corporation a written request that notices to it be mailed to some other address, then directed to such member at such other address. If transmitted electronically, such notice is given when directed to the member's electronic mail address as supplied by the member to the Secretary of the Corporation or as otherwise directed pursuant to the member's authorization or instructions. An affidavit of the Secretary or other person stating that notice has been given shall be evidence of the facts stated therein.

2.10. Waiver of Notice. Notice of any meeting need not be given to any member who submits a signed waiver of notice, whether before or after the meeting. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such member.

2.11. Adjourned Meeting and Notice Thereof. Any meeting of members may be adjourned to another time or place, and the Corporation may transact at any adjourned meeting any business which might have been transacted on the original date of the meeting. Notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken unless a new record date is fixed for the adjourned meeting by the Board of Directors. If notice of the adjourned meeting is given, such notice shall be given to each member of record entitled to vote at the adjourned meeting in the manner prescribed in Section 2.9.

2.12. Quorum. At any meeting of members, except as otherwise expressly required by law or the Certificate of Incorporation, the presence of twenty (20) active members shall constitute a quorum for the transaction of any business. In the absence of a quorum, the members present may adjourn any meeting. When a quorum is once present to organize a meeting, the quorum is not broken by the subsequent withdrawal of any voting members.

2.13. Voting. Every active member shall be entitled to one vote. Directors and officers shall be elected by a plurality of the votes cast at a meeting of members by the members entitled to vote in the election. Whenever any action, other than the election of directors, is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by a majority of the votes cast at a meeting of the members.

## **ARTICLE THREE**

### **Board of Directors**

3.1 Powers. The business of the Association shall be managed by the Board of Directors. The Board of Directors may exercise all such powers of the Association and have such authority and do all such lawful acts and things as are permitted by law, the Certificate of Incorporation or these Bylaws. The duties of the Board of Directors shall include, but not be limited to, the following:

- a. Control and management of funds and property of the Association.
- b. Selection of the place for deposit of funds.
- 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.
- d. Determine the amount of expenses that shall be allowed for speakers at the annual and regular meetings, and the amount which shall be allowed toward defraying expenses of representatives to the AANA Annual Meeting, or other meetings.

3.2 Number of Directors. There shall be nine (9) voting members of the Board of Directors, consisting of following: (i) the current President, Vice President, Secretary and Treasurer of the Association; (ii) the person who served as President of the Association in the immediately preceding year; and (iii) four (4) general Directors, who shall be elected for two (2) year terms of office.

3.3 Election of General Directors. Two general directors shall be elected at each Annual Meeting of the members, by a plurality of the votes cast, to serve for staggered terms of two years. Each general director shall hold office until the expiration of the term for which he or she was elected and until his/her successor is duly elected and qualified, except in the event of the earlier termination of his/her term of office by reason of death, resignation, removal or other reason. The procedure for nomination and election of the general directors shall be governed by Article Six of these Bylaws.

3.4 Election of Officers. The procedure for electing the officers of the Association is set forth and governed by Section 4.2 below.

3.5 Student Directors. In addition to the nine voting members of the Board of Directors referenced above, the President shall annually appoint Student Nurse Anesthetists to serve as a non-voting member of the Board of Directors for a one (1) year term of office, not to exceed more than one student from each of the accredited programs in NY state. To be eligible for appointment, the Student Director shall be a member in good standing of the Association, and shall also be in good standing and attending an accredited program in the State of New York.

3.6 Resignation and Removal. Any director may resign at any time upon written notice to the Board of Directors, the President or the Secretary. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for "cause" by two-thirds (2/3) vote of the Board of Directors. For the purpose of determining whether cause for the removal of a director exists, "cause" shall include, but not be limited to, a determination by the Board of Directors that the director has failed to perform the required duties of office, including the unexcused absence of such director at more than one annual, regular or special meeting of the Board during any calendar

year.

3.7 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason, may be filled by vote of a majority of the directors then in office, or, if the resignation is to become effective at a future date, in office at the time of submission of the resignation, whether or not a quorum then exists. A director elected to fill a vacancy shall hold office until the next meeting of members at which the election of directors is in the regular order of business, and until his/her successor has been elected and qualified.

3.8 Quorum and Voting. At all meetings of the Board of Directors, two-thirds (2/3) of the voting members of the Board shall constitute a quorum for the transaction of business or of any specified item of business. The Student Director shall not be counted for the purpose of determining whether a quorum exists for the transaction of business. A director interested in a contract or transaction may be counted in determining the presence of a quorum at a meeting of the Board of Directors that authorizes the contract or transaction. In the absence of a quorum, a majority of the directors present may adjourn the meeting until a quorum shall be present. Except as otherwise provided in these Bylaws or by law, the vote of the majority of the directors present at the time of a vote at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.9 Location of Meetings. The Board of Directors may hold its meetings at any place within or without the State of New York as the Board of Directors may from time to time determine.

3.10 Meetings During Annual and Regular Meetings of the Members. 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. The President shall determine the time the meeting of the Board of Directors shall be held and, at the discretion of the President, such meeting may be held prior, during or subsequent to the Annual and Regular Meetings of the members. Such meetings of the Board of Directors shall be held at the same place as the Annual and Regular Meetings of the members, and notice of the time the meetings will be held shall be given to each director in the manner provided by Section 3.13.

3.11 Regular Meetings. Regular meetings of the Board of Directors shall be held on an as-needed basis, at such time and place as shall from time to time be determined by the President and/or the Board of Directors, and may, at the discretion of the President, be held by conference telephone or similar communications equipment allowing all of the directors participating in the meetings to hear each other at the same time. After there has been such determination and notice thereof has been given to each member of the Board of Directors, no further notice shall be required for any such regular meeting. Except as otherwise provided by law, any business may be transacted at any regular meeting of the Board of Directors.

3.12 Special Meetings. Special meetings of the Board of Directors may, unless otherwise prescribed by law, be called at any time by the President, or upon the written request of six of the Directors then in office, directed to the President or the Secretary. Except as provided in

Section 3.13 below, notice of any special meeting of the Board of Directors, stating the time and place of such special meeting, shall be given to each director. At the discretion of the President, special meetings of the Board of Directors may be held by conference telephone or similar communications equipment allowing all of the directors participating in the meetings to hear each other at the same time.

3.13 Attendance of Members at Board Meetings. As a general rule, members of the Association shall be permitted to attend the meetings of the Board of Directors held proximate to the time of the Annual and Regular Meetings of the members. Any member wishing to speak at such a meeting of the Board shall first make a specific written request to the Board for permission to do so, which may be granted in the Board's sole discretion. The Board shall additionally have the right, by two-thirds (2/3) vote, to declare all or any part of a meeting as an Executive Session of the Board, and to close such meeting or portion of a meeting to the membership.

3.14 Notice of Meeting; Waiver of Notice. Notice of any meeting of the Board of Directors shall be deemed to be duly given to a director (i) if mailed to such director, addressed to him/her at his/her address as it appears upon the books of the Association, or at the address last made known in writing to the Association by such director as the address to which such notices are to be sent, at least four days before the day on which such meeting is to be held, or (ii) if sent to him/her at such address by telecopy or overnight mail, not later than two days before the day on which such meeting is to be held, or (iii) if delivered to him/her personally or orally, by telephone or otherwise, not later than the day before the day on which such meeting is to be held, or (iv) if mailed electronically to such director, addressed to his/her electronic mail address as supplied by the director to the Association or as otherwise directed pursuant to the director's authorization or instructions, not later than the day before the day on which such meeting is to be held. Each such notice shall state the time and place of the meeting. Notice of any meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice, whether before or after the holding of such meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.

3.15 Reimbursement of Expenses. Directors shall be entitled to reimbursement of expenses incurred on behalf of the Association, to the extent provided in the Guidelines issued by the Association for its directors, officers and committee members. To be entitled to reimbursement, proof of such expenses must be submitted to the Treasurer of the Association within thirty (30) days of the date incurred. Any expenses exceeding the limitations set forth in the Guidelines shall not be reimbursed, unless the prior approval of the Board of Directors is obtained.

3.16 Action Without Meeting. Unless otherwise provided in the Certificate of Incorporation, any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all the members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

3.17 Action by Conference Telephone. At the discretion of the President, any one or

more members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meetings to hear each other at the same time. If so permitted by the President, participation by such means shall constitute presence in person at a meeting. If the President determines, in his/her sole discretion, that members of the Board of Directors cannot participate in any meeting by means of conference telephone, such director may listen in on the meeting, and may be allowed to speak, but shall not be counted for the purpose of determining if a quorum is present at the meeting, and shall also not be allowed to vote at the meeting.

## ARTICLE FOUR

### Officers

4.1 Principal Officers. The principal officers of the Association shall be the President, a Vice-President/President-Elect, a Secretary and a Treasurer.

4.2 Election/Terms of Office of Principal Officers. The terms of office of the principal officers shall commence immediately following the annual meeting of the members. The Vice President shall be elected at each annual meeting of the members for a one (1) year term of office, and shall automatically succeed to the office of President at the end of his/her one year term. The Secretary shall be elected for a two (2) year term at the annual meeting of the members held during all odd numbered years. The Treasurer shall be elected for a two (2) year term at the annual meeting of the members held during all even numbered years. The procedure for nomination and election of the officers shall be governed by Article Six of these Bylaws. Each principal officer shall hold office for the term for which he/she is elected, and until his/her successor is duly elected and qualified, or until his/her earlier death, resignation or removal.

4.3 Eligibility for Office. Only active members of the Association are eligible for election as officers of the Association. Eligibility for election as President or Vice President of the Association shall also require at least one (1) year prior service on the Board of Directors.

4.4 Subordinate Officers, Agents and Employees. In addition to the principal officers, the Association may have one or more Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries and such other subordinate officers, agents and employees as the Board of Directors may deem advisable, each of whom shall hold office for such period and have such authority and perform such duties as the Board of Directors, the President, or any officer designated by the Board of Directors, may from time to time determine. The Board of Directors at any time may appoint and remove, or may delegate to any principal officer, the power to appoint and to remove, any subordinate officer, agent or employee of the Association.

4.5 President. The President shall preside at all meetings of the members and of the Board of Directors at which he/she is present. The President shall be the chief operating officer of the Association and shall have general supervision over the business of the Association. The duties of the President shall additionally include:



- Serving as an ex-officio member of all committees, except the Nominating Committee.
- Presentation of a report at the Annual Meeting of members, summarizing the activities of the Association during the preceding year.
- Final approval of bills over the stipulated threshold amount then in effect before payment is made by the Treasurer.
- When feasible, representation of the Association at the AANA Annual Meeting.
- Informing officers and directors of Association activities and affairs, via a constant flow of communication.
- Prepare and mail/email an agenda to all members of the Board of Directors at least two (2) weeks prior to any regular Board meeting.
- Appointment of tellers and registrars prior to voting.
- At conclusion of one (1) year term as President, serve for a one (1) year term on the Board of Directors.

4.6 Vice President/President-Elect. In the absence or disability of the President or if the office of President be vacant, the Vice President shall perform the duties and exercise the powers of the President, subject to the right of the Board of Directors at any time to extend or confine such powers and duties or to assign them to others. At the termination of his/her term as Vice-President/President-Elect, the Vice-President/President-Elect shall be named and assume the duties of President for the following one (1) year. Any Vice President may have such additional designation in his/her title as the Board of Directors may determine. The Vice President shall generally assist the President in such manner as the President shall direct, and shall have such other powers and perform such other duties as may be assigned to him/her from time to time by the Board of Directors or the President. The duties of the Vice President shall also generally include:

- Chair the Joint Conference of the Board of Directors, Educational District representatives, Committee chairpersons and invited guests.
- Serve as an ex-officio member of the Bylaws committee.
- Prior to the Annual Meeting, appoint the standing committees and their chairpersons except for the Nominating Committee, subject to the approval of the Board of Directors.

4.7 Secretary. The Secretary shall act as Secretary of all meetings of members and of the Board of Directors at which he/she is present, shall record the minutes of all the proceedings of such meetings in a book to be kept for the purpose, shall have supervision over the giving and service of notices of the Association, and shall have supervision over the care and custody of the corporate records and the corporate seal of the Association. The Secretary shall be empowered to affix the corporate seal to documents the execution of which, on behalf of the Association under its seal, is duly authorized, and when so affixed may attest the same. The Secretary shall have all powers and duties usually incident to the office of Secretary, except as specifically limited by a resolution of the Board of Directors. The Secretary shall have such other powers and perform such other duties as may be assigned to him/her from time to time by the Board of Directors or the President. The duties of the Secretary shall also generally include:

- Forward copies of all minutes of meetings of members of the Association and of the Board of Directors within one month after the meeting.

- Notify officers of their election to office.
- Notify members of the Board of Directors of meetings of the Board.
- Within thirty (30) days after the Annual Meeting, sent the names and addresses of all officers, directors and committee chairs to the Executive Director of AANA.
- Send copies by mail/email of all important correspondence and information to all officers and directors.
- Keep an alphabetical list of members and their addresses, as well as a list of eligible candidates for the position of Vice President.

4.8 Treasurer. The Treasurer shall have general supervision over the care and custody of the funds and over the receipts and disbursements of the Association and shall cause the funds of the Association to be deposited in the name of the Association in such banks or other depositories as the Board of Directors may designate. The Treasurer shall have supervision over the care and safekeeping of the securities of the Association. The Treasurer shall have all powers and duties usually incident to the office of Treasurer, except as specifically limited by a resolution of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be assigned to him/her from time to time by the Board of Directors or the President. The duties of the Treasurer shall also generally include:

- Disbursement of funds of the Association, as directed by the Board of Directors, within thirty days.
- Presentation of written report at the Annual Meeting, and at such other time(s) as may be requested by the Board of Directors.
- Pay the AANA's share of dues for honorary members of the Association.
- Presentation of a summary report of the financial activities and actions of the Board at all meetings of the Association.

4.9 Bond. The Board of Directors shall have power, to the extent permitted by law, to require any officer, agent or employee of the Corporation to give bond for the faithful discharge of his/her duties in such form and with such surety or sureties as the Board of Directors may determine.

4.10 Delegation of Duties of Officers. The Board of Directors may delegate the duties and powers of any officer of the Association to any other officer or to any director for a specified period of time for any reason that the Board of Directors may deem sufficient.

4.11 Removal and Resignation of Officers. Any officer of the Association may be removed with or without cause by two-thirds (2/3) vote of the Board of Directors. Any officer may resign at any time by giving written notice of resignation to the Board of Directors, to the President or to the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.

4.12. Vacancies in Office. Vacancies occurring in any office other than the President for any reason may be filled by vote of a majority of the directors then in office, or if a resignation is to

become effective at a future date, in office at the time of submission of the resignation. A vacancy in the office of President shall be filled by the Vice-President/President Elect. An officer elected to fill a vacancy shall hold office until the next meeting of members at which the election of officers is in the regular order of business, and until his/her successor has been elected and qualified.

## ARTICLE FIVE

### Committees

5.1 Standing Committees. The Association shall have the following Standing Committees: (i) Nominating Committee; (ii) Awards Committee; (iii) Bylaws Committee; (iv) Educational Districts Committee; (v) Finance Committee; (vi) Government Relations Committee; (vii) Peer Assistance Committee; (viii) Program and Social Committee; (ix) Resident Liaison Committee; (x) Professional Practice Committee and (xi) Public Relations Committee.

5.2 Nominating Committee. There shall be three (3) members of the Nominating Committee, who shall be elected by the members at the Annual Meeting. The member receiving the highest number of votes at the annual meeting shall serve as the Chairperson of the Nominating Committee. All members of the Nominating Committee are required to be active members of the Association. The procedure for nomination and election of the members of the Nominating Committee shall be governed by Article Six of these Bylaws.

5.3 Appointment of Members of Remaining Standing Committees. Subject to the approval of the Board of Directors, the Vice President shall appoint all members of the remaining standing committees and their chairpersons.

5.4 Term of Office. All members of the standing committees shall be appointed or elected, as the case may be, for a one (1) year term of office, or until their successors are duly appointed and/or elected and qualified.

5.5 Vacancies. A vacancy in any committee shall be filled by the President, subject to the approval of the Board of Directors.

5.6 Special Committees/Associate Members. The President shall have the right to appoint the members of any special committee created by the Board of Directors, and shall additionally have the right to appoint Associate Members to serve on any standing or special committee, other than the Nominating Committee.

5.7. Duties of Committee Members.

a. The Chairperson of each committee shall be subject to the jurisdiction of the Board of Directors, and shall be responsible for carrying out duties as assigned. The Chairperson shall additionally prepare and annual report of the committee and any additional reports as may be requested by the Board of Directors, and shall turn over all records and correspondence to his/her successor within one (1) week after the appointment or election of such

successor.

b. Committee members shall cooperate with the Chairperson in carrying out the duties, as assigned.

5.8. Committee Meetings. Any one or more members of any committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meetings to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## ARTICLE SIX

### Election Procedure

6.1 Selection of Candidates. 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.

6.2 Additional Candidates. 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 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.

6.3 Ballots. The Nominating Committee shall send the ballots containing the names and qualifications of all candidates for each office to each active member of the Association by either regular or electronic mail at least four (4) weeks prior to the Annual Meeting.

6.4 Election. Members may submit their votes in advance of the Annual Meeting by either paper or electronic ballot. To be counted, completed ballots must be returned by members to the Association within the timeframe specified on the ballot (the "Election Period"). The Election Period will be a minimum of two (2) weeks. If paper ballots are used, ballots will be counted if postmarked before the end of the Election Period and received by the Association within 10 days following the end of the Election Period. The result of all paper and electronic votes cast during the Election Period shall be presented at the Annual Meeting and added to any written votes cast by members at the Annual Meeting to determine the individuals elected to each position. 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 the Nominating

Committee 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.

6.5 Assumption of Duties. The assumption of duties of all persons elected for any office shall occur immediately following the Annual Meeting. The predecessor in interest to each such person shall cooperate in ensuring that all records and correspondence are turned over to his/her successor within one (1) week following the Annual Meeting.

## ARTICLE SEVEN

### Indemnification

7.1 Indemnification. The Association shall indemnify each of its directors, officers, committee members, employees and other agents to the fullest extent legally permissible under the New York Not-for-Profit Corporation Law against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, as fines and penalties, and as counsel fees, reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened, while in office or thereafter, by reason of his/her being or having been such a director, officer, committee member, employee or agent, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding to not have acted in good faith and in the reasonable belief that his/her action was in the best interests of the Association; provided, however, that as to any matter disposed of by settlement or compromise by such party: (i) with respect to any action, suit or proceeding other than one by or in the right of the Association, no indemnification for said payment or any other expenses in any action shall be provided unless such compromise shall be approved by a majority of the disinterested directors then in office, provided further that there has been obtained a written opinion of independent legal counsel that such director, officer, committee member, employee or agent appears to have acted in good faith and in the reasonable belief that his/her action was in the best interests of the Association; and (ii) with respect to any action, suit or proceeding by or in the right of the Association, no indemnification for said payment or any other expenses in any action shall be provided unless such indemnification shall be approved by the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction.

7.2 Payment of Expenses. Expenses, including counsel fees, incurred by any such director, officer, committee member, employee or agent in defending a civil or criminal action or proceeding may be paid by the Association in advance of the final disposition of such action or proceeding upon receipt by the Board of Directors of the Association of an undertaking by or on behalf of such director, officer, committee member, employee or agent to repay such amount if it is ultimately found that under the New York Not-for-Profit Corporation Law, such person was not entitled to indemnification or, where indemnification is granted, to the extent the expense so advanced by the Association exceeds the indemnification to which he/she is entitled.

7.3 Indemnification Not Exclusive Remedy. The right of indemnification hereunder shall not affect any other rights to which any director, officer, committee member, employee or

agent may be entitled. As used in this paragraph, the terms "director," "officer," "committee member," "employee" and "agent" shall include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

7.4 Insurance for Indemnification. The Association may purchase and maintain insurance or other arrangements on behalf of its directors, officers, committee members, employees and agents against any liability asserted against any such party and incurred by any such party in that capacity, regardless of whether the Association would have the power to indemnify such party against that liability under this Article Seven.

## **ARTICLE EIGHT**

### **Personal Liability**

The directors, officers and committee members of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association.

## **ARTICLE TEN**

### **Robert's Rules**

Meetings of the members, directors and committees of the Association shall, to the extent not covered, directly or indirectly, by these Bylaws, be governed by and held in accordance with Robert's Rules of Order, current and newly revised, provided that in the event of any failure to follow Robert's Rules of Order, any objection made by a member, director or committee member with respect to such failure must be made before the conclusion of the meeting in question, or will be forever waived.

## **ARTICLE ELEVEN**

### **Amendments**

These Bylaws may be amended or repealed or new Bylaws may be adopted at any Annual Meeting of the members at which a quorum is present or represented, by two-thirds voted of the members present, provided that notice of the alteration, amendment or repeal was mailed or emailed to the members at least thirty (30) days prior to such Annual Meeting.