

Bylaws of New York State Association of Nurse Anesthetists, Inc.

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New York State Association of Nurse Anesthetist Bylaws

I. NAME AND SUPERORDINATE ASSOCIATION

The name of the Association is "New York State Association of Nurse Anesthetists, Inc." (NYSANA), which is a State Association of the superordinate American Association of Nurse Anesthetists, doing business as the American Association of Nurse Anesthesiology (AANA). NYSANA may adopt no rules or policies that conflict with provisions of the AANA bylaws, rules, or policies applicable to it.

II. MEMBERS

1. State Membership

In accordance with the AANA bylaws, the NYSANA shall permit a member of the AANA to select either place of residence or place of employment for State membership. Classes of membership, applications, privileges, qualifications, dues, and prohibitions on discrimination shall be as provided in the AANA bylaws.

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 Bylaws. As provided in the AANA Bylaws, 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 its members.

3. Professional Conduct and Discipline

A disciplinary procedure regarding a member may be initiated, during an executive session of the members or the Board, by a majority vote to submit a complaint in accordance with the AANA bylaws. As required by the AANA Bylaws, further disciplinary proceedings and censure, suspension, or expulsion of a NYSANA member are within the exclusive prerogative of AANA.

4. Honors and Awards

By majority vote, the members, in accordance with a prior recommendation of the Board may confer an honor or award on a member or nonmember. If by this procedure an individual is granted state honorary membership, that status of itself conveys the right to attend and speak at meetings of members (other than during executive sessions), but not to make motions or vote.

5. 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.

6. 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.

III. MEETINGS OF MEMBERS

1. Annual Meeting

The Annual Meeting of Members shall be held during August, September or October as set by the Board. It shall receive annual reports from the officers, the board, and the committees of

the board and shall conduct voting on elections, amendments to the bylaws and Certificate of Incorporation, and other matters.

2. Special Meetings

A Special Meeting of Members may be called by the President, by written request of five (5) members of the Board, or by twenty (20) active members for purposes stated in its notice. In accordance with the statute under which NYSANA is incorporated, a special meeting may also be called by:

- a) the Board or
- b) the members entitled to cast ten per cent of the total number of votes entitled to be cast at the meeting, in which case their demand, specifying the date, month, and place of the special meeting, must be sent to the Secretary not less than two nor more than three months before that date, the notice for which shall be given by the Secretary within five (5) business days of receiving the demand, or if the Secretary fails to do so, any member signing the demand may give the notice.

3. Quorum

As permitted by the statute under which NYSANA is incorporated, the quorum required for any meeting of members is the lesser of one hundred (100) or one-tenth (1/10) of the total number of active members. Those represented by proxy shall be included in the total number of active members in attendance for purposes of determining whether a quorum is present.

IV. BOARD OF DIRECTORS

1. Board Members

- a) The voting members of the Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, the person who served as the immediately preceding President, and, except as provided in Article IV.4, two Term-A General Directors and two Term-B General Directors.
- b) The President shall annually appoint, subject to confirmation by the Board, Resident Nurse Anesthetists to serve as non-voting Resident Board Members, not to exceed more than one resident from each of the accredited programs in New York State. The President-Elect may submit Resident Director appointments for confirmation by the Board prior to the Annual Meeting. Resident Directors may make motions and participate in debate but shall attend executive sessions of the Board only when invited to do so by vote of the voting Board members.

2. Eligibility Requirements

- a) Only active members of the NYSANA may serve as voting Board members unless the Board, upon request of the Leadership Identification Committee, votes to authorize nomination for a specified position or positions of active AANA members who are not active members of NYSANA.
- b) The eligibility requirement for appointment as a Resident Director is to be an AANA associate member in good standing who attends and is in good standing with an accredited program in the State of New York.
- c) To be eligible for election as President-Elect requires at least one (1) year's prior service on the Board, except as provided under VII.3.

3. Terms

- a) Directors shall serve for terms of two (2) years, except in the case of (i) Resident Directors and (ii) individuals serving in the position of President-Elect whom

shall serve, except in the case of earlier resignation or removal, for a total of three (3) years as described below.

- b) The President-Elect shall serve in that position from the adjournment of the Annual Meeting at which that person is declared elected until the adjournment of the next Annual Meeting, upon which that person shall begin a term as President and serve until the adjournment of the next Annual Meeting, upon which time that person shall begin a term as Immediate Past President and serve until adjournment of the next Annual Meeting
- c) The Secretary and Treasurer shall serve from the adjournment of the Annual Meeting at which they are declared elected until the adjournment of the second next Annual Meeting and until their successors are elected.
- d) General Directors shall serve from the adjournment of the Annual Meeting at which they are declared elected until the adjournment of the second next Annual Meeting and until their successors are elected, except as provided under Article IV.4.
- e) Resident Directors shall serve from the adjournment of the Annual Meeting at which their confirmed appointment is announced until the adjournment of the next Annual Meeting.

4. Change in Number of General Directors

If the option has not been exercised in the immediately preceding calendar year, a two-thirds vote of the Board, provided the votes in the affirmative are at least a majority of the entire membership of the Board, may reduce the number of General Directors to be elected in the current calendar year from two to one. If the current year is an odd-numbered year, and there are then two (2) Term-A General Directors serving on the Board, the Board shall adopt a random method to select one of those Directors whose term shall end upon the adjournment of that year's Annual Meeting instead of "until their successors are elected." If the current year is an even-numbered year, and there are then two (2) Term-B General Directors serving on the Board, the Board shall adopt a random method to select one of those Directors whose term shall end upon the adjournment of that year's Annual Meeting instead of "until their successors are elected."

5. Vacancies and Resignations

- a) If there is a vacancy in the office of President, the President-Elect shall become President to serve the remainder of that presidential term in addition to the presidential term the President-Elect would otherwise serve. Any other vacancy on the Board of Directors may be filled by the Board by a majority of the directors then in office, without a requirement of previous notice. If the vacancy occurs during the first half of a two-year term, the person filling the vacancy shall serve until the adjournment of the next Annual Meeting of Members and until a successor is elected, and at that meeting nominations and an election shall be conducted to fill the remainder of the term.
- b) Acceptance of a resignation shall not be necessary for it to become effective.

6. Removal

Any director may be removed for cause by a two-thirds (2/3) vote of the Board. Cause is defined as failure to follow the Code of Conduct and Board Responsibilities adopted by the Board as part of the Policies and Procedures Manual. As required by the statute under which NYSANA is incorporated, any or all directors may also be removed for cause by vote of the members.

7. Board Authority and Duties

The Board of Directors shall have full power and authority over the affairs of NYSANA, except as otherwise provided in these bylaws. The Board's duties include:

- a) Adopting a Board and Committee Conflict of Interest Policy as part of the Policies and Procedures Manual, including required conflict of interest disclosure statements. The policy may specify circumstances in which a conflicted member may not vote or participate in deliberations on the matter to which the conflict relates. However, directors who are present at a meeting but not present at the time of a vote due to a conflict of interest shall be deemed present at the time of the vote for quorum purposes.
- b) Adopting special rules of order for the conduct of electronic and hybrid meetings of members, the Board, and committees in accordance with Article X. It may delegate to particular committees or to all committees authority to adapt those rules for the convenience of the committee.
- c) Adopting resolutions providing for indemnification or advancement of expenses as permitted by law.

V. MEETINGS OF THE BOARD

1. Regular Meetings

The Board shall hold regular meetings as follows:

- a) At times set by resolutions adopted by the Board; and
- b) At the call of the President.

2. Special Meetings

The Board shall hold special meetings at the call of the President or any six (6) Board members.

3. Attendance of Executive Director.

The Executive Director or that official's designee shall attend meetings of the Board, except any executive sessions in which that official is not invited to participate.

4. Quorum

The quorum required for any Board meeting is a majority of its members in office and eligible to vote.

5. Action by Board

- a) In accordance with the statute under which NYSANA is incorporated, adoption of a motion constituting final action by the Board requires a majority of the directors present at the time of the vote. Votes on other motions, such as adoption or amendment of special rules of order, or subsidiary, privileged, or incidental motions, shall require the vote provided in the parliamentary authority.
- b) When adopting a policy or procedure intended to have other than temporary effect, the Board shall do so by incorporating it into the Policies and Procedures Manual.
- c) The Board may take action other than during meetings only when it is agreed to by the written consent of every Board member, including consent provided by email or other electronic means.

VI. OFFICER DUTIES

The officers and directors shall perform duties prescribed by the parliamentary authority and assigned by the Board either in the Policies and Procedures Manual or by temporary assignments. In addition:

1. President

The President shall serve as an ex-officio member of all committees except the Leadership Identification Committee. To the extent deemed feasible, the President may nominate, subject to confirmation by the Board, members to serve as representatives to AANA meetings, specialists, directors, advocates, advisors, and liaisons.

2. President-Elect

The President-Elect shall:

- a) In the event of the inability to act, or absence, of the President, perform the duties of the President.
- b) Serve as an ex-officio member of the Bylaws Committee.

3. Secretary

The Secretary, in coordination with the Executive Director, shall have the responsibility of ensuring compliance with the requirement of the AANA Bylaws to provide to the AANA specified information regarding NYSANA officers, committee members, and bylaws in accordance with the required deadlines.

4. Treasurer

The Treasurer, in coordination with the Executive Director, shall have the responsibility of:

- a) Ensuring that reports required by federal and state regulatory agencies are timely and accurately filed.
- b) Assisting in the development of the State Association's budget and financial planning.
- c) Overseeing the keeping of accurate books of account and ensuring they are available at all reasonable times for inspection by any Board member.

VII. ELECTIONS

1. Annual Elections

Annual elections shall be conducted for President-Elect and members of the Leadership Identification Committee. In odd-numbered years, elections shall also be conducted for Secretary and two (2) Term-A General Directors, and in even-numbered years elections shall also be conducted for Treasurer and two (2) Term-B General Directors, except that only one General Director shall be elected in a year to which Article IIV.4 applies.

2. Duties of the Leadership Identification Committee and Executive Director

- a) The Committee shall establish a process for soliciting suggestions for nominees from the members, and shall identify and actively recruit potential nominees,

3. Additional Nominations

- a) Any ten (10) active members may nominate other candidates for a position or positions to be elected that year by submitting their names and a statement that their consent has been obtained, in a petition they have all signed delivered to the Executive Director no later than fourteen (14) calendar days after the day on

which the Nominating Committee report was sent to the active members or, if that date is not a business day, by the first business day thereafter.

- b) If any of the nominees becomes unavailable to serve, or if there remain no nominees for a position to be elected after the time has elapsed for nominations under subsection a) of this section, the Leadership Identification Committee may nominate replacement nominees and provide their names to the Executive Director.
- c) The Executive Director shall include the names of all those nominated in accordance with sections 4 and 5 of this article on the proxy forms.

4. Voting on Elections and Other Matters at the Annual Meeting

- a) The Board shall establish a proxy-solicitation period of no less than 14 calendar days, beginning no later than 28 calendar days before the date of the Annual Meeting. The Executive Director shall issue proxy forms that include the ability for directed proxy votes for elections, for noticed amendments to the bylaws and Certificate of Incorporation, and for other issues directed to be included by the Board, together with any report of the Bylaws Committee provided by that date, to all active members by the start of the proxy-solicitation period.
- b) At the annual meeting, voting members in attendance may vote and proxy-holders shall cast the votes which they are entitled to cast by proxies, and in so doing must comply with any directed proxy votes. A plurality shall elect for all positions. Among those elected to the Leadership Identification Committee, the candidate who receives the highest number of votes shall serve as its chair.
- c) If upon announcement of the election results election to any elected position remains incomplete, an attempt shall be made to complete the election during the Annual Meeting. If that completion does not occur during the meeting, the Board shall implement a random process to select who shall be elected in the case of a tie.
- d) If no member elected to the Leadership Identification Committee receives more votes than each of the others, the Nominating Committee shall elect its chair.

5. Alternative Election Procedures

By a three-fourths vote, the Board may vary the deadlines in this article, appoint a Tellers Committee in place of the Executive Director, or take other measures deemed necessary to allow conduct of the elections in substantial compliance with the intent of this article.

VIII. COMMITTEES

1. Appointed Committees

- a) The Board of Directors may establish committees of the corporation composed of directors, members, or other individuals, to advise the Board or carry out activities as assigned.
- b) Appointed Committees shall not exercise the authority of the Board, but may make recommendations and perform functions consistent with their charge and the mission of the Association.
- c) The President shall appoint committee chairs, subject to confirmation by the Board, unless otherwise provided by law or resolution of the Board.

2. Elected Committee

- a) The Leadership Identification Committee is elected by the membership

- b) Election of the members of the Leadership Identification Committee shall be in conjunction with the election of officers and directors.
- 3. Administrative Policies and Procedures**
- a) The responsibilities, composition, and procedures of all committees shall be further detailed in the Policies and Procedures Manual, as approved and amended from time to time by the Board of Directors.

IX. ADMINISTRATIVE OPERATIONS

There may be an Executive Director employed by contract with the Board of Directors to manage and direct the administrative operations of NYSANA, including appropriate management and administrative services to support the work of the Board, to whom all other employees shall report. The Board shall adopt policies regarding engagement with and the responsibilities of the Executive Director for incorporation in the Policies and Procedures Manual. Whenever the Board does not employ an Executive Director, it shall specify who shall fulfill each of the responsibilities these bylaws assign to the Executive Director.

X. ELECTRONIC MEETINGS

1. Types of Meetings

Meetings of the members, of the Board, and of committees may be conducted wholly in person, wholly by electronic means, or by a combination of those meeting in person and those participating remotely by electronic means (hybrid meetings), as designated in the notice of meeting by whoever is calling it. The notice of an electronic or hybrid meeting must include an adequate description of how to participate in it by electronic means.

2. Electronic Means Usable in Meetings

Except as provided in Section 3 of this article, the electronic means used must provide for simultaneous aural communication among all participating members, support anonymous voting (and, when elections are conducted, allow write-in votes), show the results of votes, support visible displays identifying those participating and those seeking recognition to speak, and show or permit the retrieval of the text of pending motions.

3. Conference Calls

The Board or a committee may conduct meetings by conference call, in which case any motion that is not adopted by unanimous consent must be voted on by roll call.

4. Presence by Electronic Means

Any member who participates by electronic means in a valid hybrid meeting or one validly conducted wholly by electronic means is deemed present at that meeting while so participating. The Board shall implement reasonable measures to verify that each person participating electronically is a member.

XI. NOTICES

1. Method of Giving Notice

Notice of meetings and previous notice of motions may be given by email or other electronic means sent to each member of the meeting body, or alternatively by postal mail to each member's last known address. Giving notice of meetings of the members or Board shall be the responsibility of the Executive Director, except that when a special meeting is called by multiple members under Article V.2 or under the first sentence, or when so provided under subsection b, of Article III.2, notice of it may be sent by those members. Giving notice of meetings of

committees shall be the responsibility of the committee chair or whoever is calling the meeting. Previous notice of motions may be included in the meeting notice or sent separately by the member giving the previous notice.

2. Time of Giving Notice

Notice of a meeting, and previous notice of motions to be considered at a meeting (when such notice is required, or to the extent that the giving of such notice alters the vote required to adopt), must be sent:

- a) Not fewer than ten (10) nor more than fifty (50) calendar days before a Meeting of Members.
- b) At least fourteen (14) calendar days before a Board or committee meeting held in person or as a hybrid meeting.
- c) At least 24 hours before a Board or committee meeting held wholly by electronic means or by conference call.

3. Waiver of Notice

Any member may waive notice of a meeting in writing before, during, or after the meeting. Any member who attends a meeting waives notice of the meeting with respect to the validity of any votes conducted while that member is present.

XII. AMENDMENT OF BYLAWS

1. Authority to Amend and Notice to Members

- a) The Board of Directors shall have the authority to adopt, amend, or repeal these Bylaws by a majority vote of the entire Board, provided that such amendments are consistent with the purposes of the Association and applicable law.
- b) Notice of any bylaw amendment adopted by the Board shall be provided to the membership within thirty (30) days of its adoption. Notice may be given electronically, by mail, or by posting in an official communication channel designated by the Board.

2. Member Right to Override an Amendment

- a) The membership retains the right to override or rescind any amendment to the Bylaws adopted by the Board.
- b) An override vote may occur:
 - i) At an Annual Meeting of the Association; or
 - ii) At a Special Meeting of the membership duly called pursuant to these Bylaws.
- c) A simple majority of members present and voting at such meeting shall be sufficient to override or rescind the Board's action, thereby restoring the prior version of the affected bylaw provision

3. Amendment of Certificate of Incorporation

In accordance with the statute under which the Association is incorporated, any amendment to the NYSANA Certificate of Incorporation, other than changes the statute authorizes the Board to adopt, requires a majority of the votes cast at a meeting of members, provided that the affirmative votes are at least equal to the required quorum.