

1 **BYLAWS OF THE**
2 **CONNECTICUT ASSOCIATION OF NURSE ANESTHESIOLOGY, INCORPORATED**

3
4 **ARTICLE I**
5 **NAME**

6
7 The name of this Organization shall be the Connecticut Association of Nurse Anesthesiology,
8 Incorporated, herein referred to as the "Association".
9

10 **ARTICLE II**
11 **OBJECTIVE**

12
13 The objective of the Association shall be to promote the best interests of its members, cooperate
14 with the American Association of Nurse Anesthesiology, facilitate cooperation between nurse
15 anesthetists and the medical professionals, hospitals and other agencies interested in
16 anesthesia, and in general to advance the science and art of anesthesia.
17

18 **ARTICLE III**
19 **MEMBERSHIP**

20
21 **Section 1. Membership.** Classes of membership, applications, privileges, qualifications and dues
22 shall be as stipulated in the Bylaws of the American Association of Nurse Anesthesiology (AANA).
23

24 **Section 2. Professional Conduct and Discipline.** Professional conduct and discipline shall be as
25 prescribed in the AANA Bylaws.
26

27 **Section 3. Dues and Voluntary Supplemental Assessment.** Dues and payment thereof for the
28 Association shall be such as are stipulated in the Bylaws of the American Association of Nurse
29 Anesthesiology. The Board of Directors, by a two-thirds vote, may authorize a voluntary
30 supplemental assessment of the members.
31

32 **ARTICLE IV**
33 **OFFICERS**

34
35 **Section 1. Officers and Duties.** The Officers of the Association shall be the President, President-
36 Elect, Secretary, and Treasurer. These officers shall perform the duties prescribed by these bylaws,
37 by the parliamentary authority adopted by the Association, and by the Board of Directors.
38

39 **Section 2. Eligibility for Office.** Only Active members shall be eligible to hold office. In order to
40 serve as President, President-Elect, Treasurer or Secretary, a member must have served on the
41 Association Board of Directors for at least one year.
42

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

June 11, 2024

46 submit it to the membership at least ten (10) days before the annual meeting. The election ballot
47 shall be sent to all members electronically and will be posted on the CTANA website before the
48 annual meeting. The ballot is casted at the annual meeting, results will be announced thereafter.
49

50 **Section 4. Election.** The Board of Directors shall appoint a Tellers Committee who shall receive
51 and count the ballots. The Tellers Report shall be given to the members at the Annual Meeting. A
52 majority vote shall elect.
53

54 **Section 5. Term of Office.** The President and President-Elect shall be elected for a term of two
55 years. Their term shall begin on August 1 following the Annual Meeting of the Association. At the
56 conclusion of the President-Elect's term, he or she will commence a two-year term as President.
57 The Secretary and Treasurer shall be elected for a term of two years and these terms shall begin
58 on August 1 following the Annual Meeting. Neither the President, Treasurer or Secretary may serve
59 consecutive terms in the same position. The prohibition on consecutive terms contained herein
60 may be waived by a majority vote of the Directors. Each Director shall deliver any Association
61 property and records to their successor or the President by August 1 following the conclusion of
62 their term.
63

64 **Section 6. Vacancies.** In the event of a vacancy in the office of the President, the President-Elect
65 shall become the President to finish out that term of office, and then shall assume the office of
66 President for the term for which he or she was elected. A vacancy in the office of President-Elect
67 shall not be filled until the next meeting of the membership. A vacancy in any other office or the
68 Board may be filled by the Board of Directors, by a majority vote, for the unexpired portion of
69 the term.
70

71 **Section 7. Duties of Officers.** An Officer shall discharge his or her duties in good faith and in a
72 manner he or she reasonably believes to be in the best interests of the Association. Officers shall
73 exercise their duties with loyalty and care for the Association, avoid conflicts of interest, act with
74 honesty, and keep Board issues, discussions and materials confidential.
75

76 **A. THE PRESIDENT SHALL**

- 77 1. Preside at meetings of this Association and of the Board of Directors.
- 78 2. Appoint standing and special committees subject to the approval of the Board of Directors.
- 79 3. Be a member ex-officio of all committees.
- 80 4. Prepare and read at each Annual Meeting of the Connecticut Association of Nurse
81 Anesthetists a report of the work of the year.
- 82 5. Represent this Association at the AANA Annual Meeting and other regional and national
83 meetings.
- 84 6. Assign a designee if they are unavailable to be in attendance at the AANA Annual Meeting
85 and other regional and national meetings.
- 86 7. Keep the President-Elect informed of the Association's affairs.
- 87 8. Notify members of general meetings and Directors of Board of Directors meetings.
88

89 **B. THE PRESIDENT-ELECT SHALL**

- 90 1. Assume the office of the President in the event of the latter's inability to serve.

June 11, 2024

2. Assume other duties as assigned by the President.

C. THE SECRETARY SHALL

1. Keep the minutes of the meetings of this Association and of the Board of Directors.
2. Notify officers of their election.
3. Notify the AANA of the results of this Association’s election of Officers.
4. Send to the AANA the names, addresses, 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.
5. Ensure availability of a copy of the Bylaws (via website or hard copy upon request) to all members.

D. THE TREASURER SHALL

1. Receive monies of this Association, pay bills, and disburse funds as directed by the Board of Directors.
2. Deposit funds as designated by the Board of Directors.
3. 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.
4. Be responsible for ensuring the Board of Directors is bonded.
5. 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:

- A. Approve the budget, and control and manage the funds and properties of this Organization.
- B. Approve the selection of an institution for deposit of Association funds.

June 11, 2024

- 136 C. Conduct the general business of this Association.
- 137 D. Conduct an annual self-evaluation.
- 138 E. Ensure the Association has an annual review and necessary financial reports are completed.
- 139 F. Exercise such other duties as are prescribed in these Bylaws, by the membership at a
140 meeting, or in the adopted parliamentary authority.
- 141 G. Each Director shall deliver any Association property and records to their successor or the
142 President by August 1 following the conclusion of their term.
- 143 H. A Director shall discharge his or her duties in good faith and in a manner he or she
144 reasonably believes to be in the best interests of the Association. Directors shall exercise
145 their duties with loyalty and care for the Association, avoid conflicts of interest, act with
146 honesty, and keep Board issues, discussions and materials confidential.

147
148 **Section 4. Board Meetings.**

- 149 A. The regular meetings of the Board of Directors shall be immediately preceding and/or
150 immediately following each membership meeting and at other times as determined by the
151 President or the Board. Notice must be given at least ten (10) days before the meeting.
- 152 B. Special meetings of the Board may be called by the President and may be called upon the
153 written request of three members of the Board. The purpose of the meeting shall be stated
154 in the call which must be given at least twenty-four hours before the meeting.
- 155 C. Notice may be waived by the members of this Board in accordance with statutory
156 requirements. Board members present at a meeting shall be deemed to have received, or
157 to have waived, notice.
- 158 D. Board members may participate in meetings via telephone conference or through other
159 electronic communications media so long as all the participants can simultaneously hear
160 each other and participate during the meeting. Such participation constitutes attendance
161 at the meeting.
- 162 E. A majority of the members of the Board shall constitute a quorum.

163
164 **Section 5. Removal from Office.** Any Officer, Director, committee chair or committee member
165 may be removed from their office or position by a two-thirds vote of the Board of Directors, when,
166 in the judgment of the Board, the best interests of this Association would be served by this action.
167 A vote to remove from office may only be held after the Board of Directors provides written notice
168 of its intent to hold such a vote to the Officer, Director, committee chair or committee member
169 who will be the subject of such a vote. Said notice shall indicate the Board of Directors' intent to
170 hold a vote for removal from office, summarize the reasons for the vote of removal, and provide
171 instructions for the submission of relevant information, evidence and/or testimony for the Board
172 of Directors' consideration prior to such a vote. The Board of Directors shall not convene a vote
173 for the removal of an Officer, Director, committee chair or committee member less than thirty (30)
174 days after it provides the written notice described herein.

175
176
177 **ARTICLE VI**
178 **Executive Committee**
179

June 11, 2024

180 **Section 1. Composition.** The members of the Executive Committee shall be the President,
181 President-Elect, Secretary, and Treasurer.

182

183 **Section 2. Duties.**

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

- 186 1. necessary to take action on unanticipated business that requires action
187 between Board meetings; and
188 2. action taken is not contrary to the instructions of the Board of Directors.

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

- 190 1. make recommendations to the Board of Directors; and
191 2. have such other duties as are prescribed for the Executive Committee in these
192 Bylaws or by the Board of Directors.

193

194 **Section 3. Meetings.** The President or any two (2) members of the Executive Committee may call
195 a meeting of the Executive Committee, but only after providing at least twenty-four hours notice.
196 Notice may be waived by the members of the Executive Committee in accordance with statutory
197 requirements.

198

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

201

202 **ARTICLE VII**
203 **COMMITTEES**

204

205 **Section 1. Standing Committees.** Standing Committees will consist of Education Committee and
206 Government Relations. All standing committee membership is voluntary. If standing committees
207 remain unfilled, the Board of Directors will assume the responsibilities of the standing committees.

208

209 **Section 2. Special Committees.** Special Committees may be created as necessary by the
210 membership, the Board of Directors or the President. All committee appointments shall be made
211 by the President, subject to approval by the Board.

212

213 **ARTICLE VIII**
214 **MEMBERSHIP MEETINGS**

215

216 **Section 1. Regular Meetings.** Regular meetings of the Association shall be held at least one (1)
217 time per year. The Board of Directors shall determine the date and place of these meetings and
218 shall send notice to all voting members not less than thirty days before the meeting.

219

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

223

June 11, 2024

224 **Section 3. Special Meetings.** Special meetings may be held upon request of a majority of the
225 Board of Directors and shall be called upon written request of not less than twenty-five (25) active
226 members of this Association. The purpose of the meeting shall be stated in the call, which shall be
227 sent to all members at least thirty (30) days before the meeting.

228
229 **Section 4. Quorum.** A quorum shall consist of not less than thirteen active members present and
230 eligible to vote at any annual meeting of the Association. Six active members shall constitute a
231 quorum for any special meeting.

232
233 **Section 5. Voting.** Only active members shall participate in elections and other voting.

234

235

236

237

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

241

242 **Section 2. Communication.** Unless members indicate otherwise, all communication required in
243 these Bylaws, including meeting notices, may be sent electronically.

244

245

246

247

248 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern
249 the Association in all cases to which they are applicable and in which they are not inconsistent
250 with these Bylaws and any special rules of order or policies and procedures that the Association
251 may adopt.

252

253

254

255

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

259

260 Notice of proposal change to the Bylaws shall be provided by way of e-mail and posting on the
261 Association's website (www.ctana.com).