

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

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

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7 The name of this Organization shall be the Connecticut Association of Nurse Anesthetists,
8 Incorporated, herein referred to as the "Association".
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10 **ARTICLE II**
11 **OBJECTIVE**

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

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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).
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24 **Section 2. Professional Conduct and Discipline.** Professional conduct and discipline shall be as
25 prescribed in the AANA Bylaws.
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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.
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32 **ARTICLE IV**
33 **OFFICERS**

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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
37 bylaws, by the parliamentary authority adopted by the Association, and by the Board of
38 Directors.
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40 **Section 2. Eligibility for Office.** Only Active members shall be eligible to hold office. In order to
41 serve as President, President-Elect, Treasurer or Secretary, a member must have served on the
42 Association Board of Directors for at least one year.
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44 **Section 3. Nominations.** It shall be the duty of the Board of Directors, prior to the annual
45 meeting, to prepare a ballot with nominations for, if necessary, President Elect, Secretary,
46 Treasurer and three (3) Directors. The Board of Directors shall prepare the slate of Officers and
47 Directors, and submit it to the membership at least ten (10) days before the annual meeting.
48 The election ballot shall be sent to all members electronically and will be posted on the CTANA
49 website before the annual meeting. The ballot is casted at the annual meeting, results will be
50 announced thereafter.

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

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

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

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

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78 **A. THE PRESIDENT SHALL**

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

- 88 7. Keep the President-Elect informed of the Association’s affairs.
- 89 8. Notify members of general meetings and Directors of Board of Directors meetings.

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

- 92 1. Assume the office of the President in the event of the latter’s inability to serve.
- 93 2. Assume other duties as assigned by the President.

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95 **C. THE SECRETARY SHALL**

- 96 1. Keep the minutes of the meetings of this Association and of the Board of Directors.
- 97 2. Notify officers of their election.
- 98 3. Notify the AANA of the results of this Association’s election of Officers.
- 99 4. Send to the AANA the names, addresses, and phone numbers of Officers and Directors
- 100 after their election, names and addresses of committee chairmen and committee members
- 101 after their appointment, and a copy of the current Association Bylaws.
- 102 5. Ensure availability of a copy of the Bylaws (via website or hard copy upon request) to all
- 103 members.

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105 **D. THE TREASURER SHALL**

- 106 1. Receive monies of this Association, pay bills, and disburse funds as directed by the Board
- 107 of Directors.
- 108 2. Deposit funds as designated by the Board of Directors.
- 109 3. Give a written report at the Board of Directors meeting and at the Annual Meeting of this
- 110 Association. Give the verbal report at other meetings of the Association.
- 111 4. Be responsible for ensuring the Board of Directors is bonded.
- 112 5. Prepare an annual budget in conjunction with the finance committee to be presented at
- 113 the Annual Meeting.

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Article V
Board of Directors

118 **Section 1. Power and Authority.** The Board of Directors shall have full power and authority over
119 the affairs of the Association between meetings of the membership, except as otherwise
120 provided in these Bylaws.

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

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- 126 A. Only Active members shall be eligible to serve as Directors.
- 127 B. The nomination and election process shall follow the procedures as outlined in Article IV,
- 128 Officers, Sections 3 and 4.
- 129 C. Directors shall be elected for a term of three (3) years, or until their successors are
- 130 elected, and their term shall begin on August 1st following the Annual Meeting of the
- 131 Association. Their terms shall be staggered.

- 132 D. A vacancy in the position of Director may be filled by the President for the unexpired
133 portion of the term.
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135 **Section 3. Duties of the Board of Directors.** The Board of Directors of this Association shall:

- 136 A. Approve the budget, and control and manage the funds and properties of this
137 Organization.
138 B. Approve the selection of an institution for deposit of Association funds.
139 C. Conduct the general business of this Association.
140 D. Conduct an annual self-evaluation.
141 E. Ensure the Association has an annual review and necessary financial reports are
142 completed.
143 F. Exercise such other duties as are prescribed in these Bylaws, by the membership at a
144 meeting, or in the adopted parliamentary authority.
145 G. Each Director shall deliver any Association property and records to their successor or the
146 President by August 1 following the conclusion of their term.
147 H. A Director shall discharge his or her duties in good faith and in a manner he or she
148 reasonably believes to be in the best interests of the Association. Directors shall exercise
149 their duties with loyalty and care for the Association, avoid conflicts of interest, act with
150 honesty, and keep Board issues, discussions and materials confidential.
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152 **Section 4. Board Meetings.**

- 153 A. The regular meetings of the Board of Directors shall be immediately preceding and/or
154 immediately following each membership meeting and at other times as determined by the
155 President or the Board. Notice must be given at least ten (10) days before the meeting.
156 B. Special meetings of the Board may be called by the President and may be called upon the
157 written request of three members of the Board. The purpose of the meeting shall be
158 stated in the call which must be given at least twenty-four hours before the meeting.
159 C. Notice may be waived by the members of this Board in accordance with statutory
160 requirements. Board members present at a meeting shall be deemed to have received, or
161 to have waived, notice.
162 D. Board members may participate in meetings via telephone conference or through other
163 electronic communications media so long as all the participants can simultaneously hear
164 each other and participate during the meeting. Such participation constitutes attendance
165 at the meeting.
166 E. A majority of the members of the Board shall constitute a quorum.
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168 **Section 5. Removal from Office.** Any Officer, Director, committee chair or committee member
169 may be removed from their office or position by a two-thirds vote of the Board of Directors,
170 when, in the judgment of the Board, the best interests of this Association would be served by
171 this action. A vote to remove from office may only be held after the Board of Directors provides
172 written notice of its intent to hold such a vote to the Officer, Director, committee chair or
173 committee member who will be the subject of such a vote. Said notice shall indicate the Board of
174 Directors' intent to hold a vote for removal from office, summarize the reasons for the vote of
175 removal, and provide instructions for the submission of relevant information, evidence and/or

176 testimony for the Board of Directors' consideration prior to such a vote. The Board of Directors
177 shall not convene a vote for the removal of an Officer, Director, committee chair or committee
178 member less than thirty (30) days after it provides the written notice described herein.

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ARTICLE VI
Executive Committee

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

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Section 2. Duties.

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

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

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

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

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

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

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ARTICLE VII
COMMITTEES

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

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

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ARTICLE VIII
MEMBERSHIP MEETINGS

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

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

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

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

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

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**ARTICLE IX
ELECTRONIC MEETINGS AND COMMUNICATIONS**

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

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

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**ARTICLE X
PARLIAMENTARY AUTHORITY**

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

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**ARTICLE XI
AMENDMENTS**

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

February 2022

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