

## Bylaws of the Rhode Island Association of Nurse Anesthetists, Inc.

### **Article I Name**

This organization shall be known as the Rhode Island Association of Nurse Anesthetists, Inc. (hereafter referred to as “the Association”).

### **Article II Objects**

It shall be the objects of the Association to promote the best interests of its members, cooperate with the American Association of Nurse Anesthetists, facilitate cooperation between nurse anesthetists and the medical profession, hospitals and other agencies interested in anesthesia, and in general to advance the science and art of anesthesia.

### **Article III Membership**

#### **Section 1. Membership**

Membership in the Association and procedures with respect to admission to membership, maintenance of membership, classes of membership, qualifications thereof, and the exercise of the privileges thereof shall be such as **are** stipulated in the Bylaws of the American Association of Nurse Anesthetists.

#### **Section 2. Conduct of Members**

If the conduct of any member shall appear to be in willful violation of the Bylaws of the Association, or prejudicial to the interests of the Association, the Board of Directors may, by vote of two-thirds (2/3) of the entire Board, suspend or expel such member. Before action is taken, a written copy of the

charges must be presented to the Board of Directors of the American Association of Nurse Anesthetists for consideration and counsel.

If after consultation with the American Association of Nurse Anesthetists' Board of Directors, the state Board of Directors still elects to prefer charges, a written copy of the charges must be served upon the member and an opportunity given that member to be heard before the Board of Directors. A recommendation for the suspension or expulsion of a member shall also be made to the Board of Directors of the American Association of Nurse Anesthetists. A motion to reconsider the suspension or expulsion of a member from this Association may be made at a regular meeting of the Board of Directors.

## **Article IV Recognitions'**

### **Section 1. Honors**

Honors may be given to members upon the recommendation of the Board of Directors and with a majority vote of the members at the annual meeting ~~by presentation of awards or other honors without conferring honorary membership.~~ . Presentation of awards or other honors does not necessarily confer honorary membership.

### **Section 2. Honorary membership**

State honorary membership may be conferred on a member by the voting body upon recommendation of the Board of Directors. Honorary status implies the member's dues are waived.

### **Section 3. Benefactors**

Contributors of one hundred dollars (\$100.00) shall be known as donors. The names of such donors shall be placed in the permanent records of the Association.

## **Article V Government**

### **Section 1. Officers**

**A.** The government of the Association shall be vested in a Board of Directors consisting of five (5) members~~s~~ **positions**: The President, the Immediate Past President, the Vice President, the Secretary, and the Treasurer. ~~In addition to the above officers two student nurse anesthetists (one from each Rhode Island based nurse anesthesia program) will constitute two non-voting members of the Board.~~ **Additionally, one student nurse anesthetist representative from any Rhode Island based School of Nurse Anesthesia program may serve in a position, as a non-voting member, on the Board of Directors.**

### **B. Terms of Office**

- 1.** The regular term of office shall begin immediately following the annual meeting of the Association.
- 2.** The President and Vice President shall be elected at the annual meeting for a term of one (1) year, and shall be eligible for re-election.
- 3.** The Secretary and Treasure shall be elected at the annual meeting for a term of one (1) year and shall be eligible for re-election but shall not serve for more than three (3) consecutive terms.

### **C. Eligibility of Office**

- 1.** No member shall be eligible for the Office of President who has not served on the Board of Directors of the Association for at least one (1) year.
- 2.** No officer or member of the Board of Directors of the American Association of Nurse Anesthetists may hold office in the Association. In the event an officer of the Board of Directors accepts an office in the American Association of Nurse Anesthetists, office in the Rhode Island Association of Nurse Anesthetists automatically expires.

## D. Duties of Officers

### 1. The President shall:

- a. Preside at meetings of the Association and of the Board of Directors.
- b. Appoint standing committees, except the nomination committee, and the special committees subject to the approval of Board of Directors.
- c. Be a member ex-officio of all committees, except the nominating committee.
- d. Prepare and read at each annual meeting of the Rhode Island Association of Nurse Anesthetists a report ~~of~~ on the work ~~of~~ for the year.
- e. Approve bills ~~before payment is made by the Treasurer.~~ prior to Treasurer making payments.
- f. ~~When feasible, represent~~ Represent, when feasible, this Association at the AANA annual meeting.
- g. Appoint tellers and registrars prior to voting.
- h. Keep the Vice President informed of Association affairs.
- i. ~~Will r~~ Remain on the Board of Directors for a one (1) year term, as Immediate Past President, following ~~term as President~~ his last Presidential term.

### 2. The Vice President shall:

- a. Assume the duties of the President in the event of the President's inability to serve.

b. Be responsible for the preparation of an annual history of this Association.

c. Be responsible for important records of this Association.

### **3. The Secretary shall:**

a. Keep the minutes for the meetings of this Association and of the Board of Directors.

b. Notify officers of their election and members of their committee appointments.

c. Notify members of meetings.

d. Notify ~~members of~~ the Board of Directors ~~of Board meetings.~~ ~~of meetings of the Board.~~

e. Send ~~to~~ the Executive Director of the American Association of Nurse Anesthetists names and addresses of the officers after their election, names of committee members after their appointments, and reports of meetings ~~or~~ ~~and~~ other activities.

f. Send copies of important correspondences and information regarding matters of general business of this Association to the President.

g. Keep an alphabetical list of ~~all~~ members and their ~~email and street~~ addresses.

h. Provide a list of names and addresses as directed by the Board of Directors.

i. Send copies of this Association's By-laws to new members.

### **4. The Treasurer shall:**

a. Receive moneys of this Association, pay bills and disburse funds as directed by the Board of Directors.

- b. Deposit funds as designated by the Board of Directors.
- c. Give a written report at the annual meeting and/or upon request to the Board of Directors.
- d. Pay AANA's share of dues for state honorary members.

**5. Each Student Nurse Anesthetist Representative shall:**

- a. Attend all Board meetings.
- b. Report to fellow students regarding the business of the Association.

**E. Additional Duties**

In addition to the foregoing mentioned specific duties, ~~the duties of the~~ officers' duties shall be such as general usage indicates for their positions. ~~their titles, by general usage would indicate, and such as may be assigned to them by the Board of Directors.~~ Other duties may be given to any officers' positions, as needed, at the Board of Directors discretion. These will be recorded in the minutes of the Board of Directors' meeting.

**F. Association Property**

Each officer shall deliver any association property and records to a successor or to the President within one (1) month after the annual meeting.

**Section 2. Board of Directors**

**A. Meetings**

- 1. The Board of Directors shall meet immediately preceding and immediately following the annual meeting of the Association.

2. Meetings of the Board of Directors may be called by the President at such times as the business of the Association may require, or, upon written request of a quorum of the Board of Directors filed with an officer of the Association.

3. A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

## **B. Duties:**

### **The Board of Directors shall:**

1. Control and manage funds and property of the Association.
2. Select a place for deposit of funds.
3. Provide for auditing of the books before the annual meeting or at such times as the Board of Directors may deem advisable. Books must be audited before turning them over to a successor.
4. Prescribe the amount of expenses that shall be allowed for speakers at annual and regular meetings. Prescribe amounts to be allowed toward defraying expenses of representatives to the annual meeting of The American Association of Nurse Anesthetists or to other meetings.
5. Conduct the general business of the Association.
6. Conduct business between meetings by **electronic mail** or other means of communications.
7. Fill vacancies:
  - a. Of the Board of Directors, with the exception of the office of the President. The member so elected shall serve until the next annual election. In the event of a vacancy in the office of the President, the Vice President shall become President and the Board of Directors shall select another Vice President.

b. In the event of vacancies occurring in committees, the President, subject to the approval of the Board of Directors, shall appoint members to fill such vacancies.

c. In the event that a member of a committee fails to carry out the assignment, the Board of Directors may select a replacement.

## Article VI Committees

### Section 1. Standing Committees

A. Bylaws

B. Public Relations/~~Government Relations~~

C. Government Relations

~~C.~~ D. Continuing Education

~~D.~~ E. Peer Assistance

~~E.~~ F. Nominating

### Section 2. How Appointed

A. The President, subject to approval of the Board of Directors, shall appoint the standing committees with the exception of the Nomination Committee. Each committee is to be composed of at least one (1) member.

~~B. Special committees may also be appointed by The President, subject to approval of the Board of Directors.~~ The President may also appoint Special Committees, subject to approval by the Board of Directors. These appointments will be recorded in the meeting minutes.

### **Section 3. Term of Office**

Members appointed to standing committees shall serve for one (1) year or until a successor is appointed.

### **Section 4. Duties**

A. The ~~chairperson of~~ Committees' Chairs shall:

1. Be responsible to the Board of Directors.
2. Prepare an annual report and upon request a report to the Board of Directors.
3. Be responsible for carrying out the duties as assigned.
4. Turn over all records and correspondence to the President within thirty (30) days after termination of appointment.
5. Convene ~~quarterly~~ meetings, or initiate electronic communications when necessary to conduct the business of the committee through out the year.

B. The ~~members of~~ Committees' Members (if any) shall:

1. Cooperate with the Chairperson ~~in~~ to carry~~ng~~ out the duties assigned.

### **Section 5. Specific Duties**

A. Bylaws

1. This committee shall receive proposed amendments and present them to the Board of Directors and to the members for consideration.

## **B. Public Relations**

~~1. This committee shall work with, and under the direction of, the Board of Directors and the Government relations Committee of the American Association of Nurse Anesthetists, in matters pertaining to pending legislation, regarding the administration of anesthetics, nurse anesthesia practice and the reimbursement of nurse anesthetists.~~

~~2.~~1. This committee **also** is responsible for on-going public relations programs ~~that~~ **which** promote the profession of nurse anesthesia, ~~Duties that are~~ outlined by the Public Relations Committee of the American Association of Nurse Anesthetists.

## ~~B.~~ **C. Government Relations**

~~This committee, shall work with, and under the direction of, the Board of Directors and the Government relations Committee of the American Association of Nurse Anesthetists, in matters pertaining to pending legislation, regarding the administration of anesthetics, nurse anesthesia practice and the reimbursement of nurse anesthetists.~~ in matters pertaining to pending legislation regarding the administration of anesthetics, nurse anesthesia practice, and the reimbursement of nurse anesthetists shall work with, and under the direction of, the Board of Directors and the Government Relations Committee of the American Association of Nurse Anesthetists.

## ~~C.~~ **D. Continuing Education**

1. This committee shall assist in the development of educational programs for this Association and that of the American Association of Nurse Anesthetists.

2. During the year this committee shall arrange programs and meeting spaces for regularly scheduled meetings. Additionally, the committee will prepare a complete program for the annual meeting, pending the Board of Directors approval.

~~2. This committee shall prepare, subject to the approval of the Board of Directors, a complete program for the annual meeting, and arrange for programs and places of meeting for other regular meetings during the year.~~

### **E. Peer Assistance**

Committee ~~D~~uties ~~as are~~ outlined by the American Association of Nurse Anesthetists.

### **F. Nomination**

1. The Nominating Committee shall be composed of one (1) or more membership.
2. The Committee shall prepare and present to the Board of Directors, not fewer ~~Not less~~ than thirty (30) days ~~prior before to~~ the annual meeting, ~~it shall prepare and present to the Board of Directors~~ a ballot of nominations for the following offices: President, Vice President, Secretary, and Treasurer.
3. This committee shall prepare ballots for use at the annual meeting.

## **Section 6. Vacancies**

- A.** In event of vacancies occurring in committees, the President, subject to the approval of the Board of Directors, shall appoint members to fill such vacancies.
- B.** In the event that a member of a committee fails to carry out an assignment, the Board of Directors may select a replacement.

## **Article VII Meetings, Quorums, Voting**

### **Section 1. Meetings**

**A.** The annual meeting and election shall be held ~~during the first two (2) weeks of October~~ before the end of October of any given year.

**B.** Special meetings may be held upon request of the Board of Directors or upon a written request of a quorum of active members, filed with an officer of the Association.

### **Section 2. Quorums**

**A.** Twelve (12) active members shall constitute a quorum at the annual meeting.

**B.** Ten (10) active members shall constitute a quorum at any special meeting.

### **Section 3. Voting**

**A.** Only active members shall participate in elections and other voting.

#### **B. Nominations**

**1.** Only active members shall be eligible for nomination.

**2.** Written consent of a candidate must be obtained before a name may be placed on a ballot.

**3.** Additional nominations may be made from the floor at an annual meeting before nominations are declared closed.

#### **C. Method of Voting**

1. A registrar and two (2) assistants shall be appointed by the President and shall certify credentials before issuing ballots to voting members.

2. Three (3) Tellers shall be appointed by the President and shall be responsible for election procedures, including a special room for members. The Tellers shall also be responsible for counting other votes on any business transacted.

3. ~~Matters submitted for vote to the voting body, shall be determined by the majority unless otherwise specified.~~

The majority shall determine matters or issues submitted for consideration to the voting body, unless otherwise specified.

4. Election shall be by ballot.

5. A vote may be cast for a person not on a ballot by writing in the name **only** if **the** candidate has **been** given written consent. ~~of a candidate has been given.~~

6. A plurality vote shall elect.

## Article VIII Dues

### Section 1. Dues

Dues and payment thereof for the Rhode Island Association of Nurse Anesthetists shall be such as are stipulated in the Bylaws of the American Association of Nurse Anesthetists.

## **Section 2. Assembly Dues**

The association, as a member of the New England Assembly of Nurse Anesthetists, shall pay to that Assembly the per capita dues as stipulated in the Rules of the New England Assembly of Nurse Anesthetists.

## **Section 3. Fiscal Year**

The fiscal year of the Rhode Island Association of Nurse Anesthetists shall date from the first two (2) weeks of October in correlation with the Annual Meeting and election.

## **Article IX General Communications**

### **Section 1. Communications of the Board and Committee Members**

The Association's Board and Committee members shall communicate by electronic mail or the United States Postal Service, USPS.

### **Section 2.**

All future communications to the general membership, from the Board, shall be by electronic mail. Proposed or approved changes to the Bylaws will be disseminated to the membership by electronic mail. Upon a member's written request this information shall be made available through the USPS.

### **Section 3.**

The Association's members shall communicate with the Board of Directors and or Committee Chairs and members by electronic mail as the preferred form of communication.

## **Article X Parliamentary Authority**

### **Section 1. Robert's Rules**

Robert's Rules, current edition, shall be the authority for the Association unless otherwise specified in the Bylaws.

## **Article XI Amendments**

### **Section 1. Amendments to Bylaws**

These Bylaws may be amended at an annual meeting of the Association by a two-thirds (2/3) majority of those present and voting, provided notice of the proposed amendment has been appended to the call for the meeting and Emailed to the membership at least thirty (30) days prior to the date thereof.

### **Standing Rule For Order of Business**

1. Call to Order
2. Roll Call (establishment of a quorum)
3. Reading of Minutes
4. Reports of Officers
5. Reports of Standing Committees

**6. Reports of Special Committees**

**7. Unfinished Business**

**8. New Business**

**9. Announcements**

**10. Program (if any)**

**11. Adjournment**

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