

HAWAII ASSOCIATION OF NURSE ANESTHETISTS

335 Merchant St., PO Box 3112, Honolulu, HI 96802

STATE ASSOCIATION BYLAWS

Rev. 2016

Article I

THE CORPORATION

Section 1: Name

The name of this Organization shall be the Hawaii Association of Nurse Anesthetists, herein referred to as the Association or as HANA.

Section 2: Location

The official location of HANA will be determined by the Board of Directors.

Section 3: Fiscal Year

The fiscal year of the organization shall be shall be from 15 August to 14 August.

Section 4: Corporate Status

The organization is designated as a 501(c)(6) organization domiciled in the state of Hawaii.

Section 5: Affiliation

The organization is affiliated by written agreement with the American Association of Nurse Anesthetists.

Article II

PURPOSES

The purposes of the association are:

1. To develop and promote standards of practice in the field of nurse anesthesia.
2. To promote continual quality anesthesia care.
3. To promote the interests of HANA members and cooperate with the lead organization, the American Association of Nurse Anesthetists (AANA).
4. To facilitate cooperation between nurse anesthetists, the nursing profession, anesthesiologists, other members of the medical profession, hospitals and agencies representing a community of interest in nurse anesthesia.
5. To advocate for equity as a provider of anesthesia,
6. To provide members with direction pertaining to regulatory policy, legislation, or judicial decisions of importance to the practice of anesthesia.
7. To educate the public-at-large, nursing peers, other medical and allied health professionals, medical facility administrators, and our state and federal legislators about the quality of services offered by members of the nurse anesthesia profession.

Article III
MEMBERSHIP

Section 1. Membership

Membership in the Association, maintenance of membership, and classification of membership are the same as those stated in the Bylaws of the American Association of Nurse Anesthetists (AANA).

Section 2: Privileges of Membership

Active members have the privilege and responsibility of voting, holding office, attending meetings, and serving on committees in the Association.

Section 3: Ethics and Discipline

Professional conduct and discipline shall be as prescribed in the AANA Bylaws.

Section 4: Meetings of the Membership

At least one educational meeting for the membership shall be held each year. Notice of the educational meeting shall be placed on the website of the association and emailed to members no less than 30 days prior to the meeting.

Article IV
BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall govern the affairs of the Association, provide strategic direction and see to it that the organization is resourced appropriately in order to meet its goals to advance the association.

Section 2. Composition, Tenure and Numbers

The Board of Directors shall be composed at minimum of four (4) elected officers consisting of the President, President-Elect, Secretary, and Treasurer, up to three (3) Directors, and the Immediate Past-President who shall serve as a non-voting member in an advisory capacity. Active and appointed chairpersons (other than board members and officers) as discussed in Article X Section 2 shall be ex officio, non-voting members of the board.

Section 3. Regular Meetings

At the beginning of the fiscal year, the Board shall set its regular meeting schedule for the year. The frequency of meetings shall be determined based upon the agreed upon goals of the Board to advance the Association in a given year. At minimum, the Board of Directors shall meet face to face in the spring and the fall.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by the President or upon written request of a majority of the Board of Directors.

Section 5. Electronic Meetings

The Board of Directors and all established committees are authorized to meet by telephone

conference or through other electronic communications media as long as the members may simultaneously hear each other and participate during the meeting.

Section 6. Majority Consent

Any action may be taken by the Board of Directors by mailed or e-mailed ballot provided that the action is approved unanimously by all members of the Board of Directors. Such action shall be submitted to the Secretary and shall be noted in the minutes of the following meeting.

Section 7. Notice of Meetings

Notification of any meeting of the Board of Directors including the agenda, date and place of meeting shall be made by electronic communication, no less than five (5) days prior to the meeting.

Section 8. Quorum

Three voting Directors/Officers shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 9. Removal from Office

Any officer, director, committee chair or committee member may be removed from an office or position by a two-thirds vote of the Board of Directors, when, in the judgment of the Board, the best interests of the Association would be served by this action.

Section 10. Vacancies

If a vacancy should occur in any officer or director position, with the exception of the president and president-elect, the President may appoint a member to serve the remaining term of office, with the consent of the Board of Directors. If the Immediate Past President should vacate the ex officio position, the position will remain vacant until the sitting President fulfills his/her term(s). If the President should vacate the position, the President-Elect assumes the position of President and the President elect position remains vacant until the next membership election.

Section 11. Compensation

No Director or Officer shall receive any fee, salary or remuneration of any kind for services in such capacities. However, Directors or Officers may be reimbursed for reasonable expenses incurred, as defined by policy of the Board of Directors, upon presentation of an invoice accompanied by receipts. Additionally, if a Director or Officer provides a service to the association beyond the scope of volunteer leader, a reasonable stipend may be paid on a fee for service basis, in alignment with those who provide a similar service; however, the Board shall not contract for such services without a fair and objective bidding process.

Article V OFFICERS

Section 1. Officers and Duties

The officers of the Association shall be the President, President-Elect, Secretary, and Treasurer. These officers shall perform the duties prescribed by these bylaws and HANA policy, by the parliamentary authority, or delegated by the Board of Directors.

Section 2. Eligibility for Office

No member shall be eligible for the office of President or President-Elect who has never served on the HANA Board of Directors for at least a portion of one (1) term, except as specified in these bylaws. No member of the AANA Board of Directors may hold office in the Association. In the event that any member of the HANA Board of Directors accepts an office in the AANA, office in HANA automatically expires.

In the rare event that no current or former member of the Board is able and willing to run for the office of President-Elect and a non-Board member is willing to run for this office, this candidate must first be endorsed by a majority vote of the entire Board of Directors before being placed on the general elections ballot; the candidate must then be voted into office by a majority vote of the members at large per usual HANA election procedures. If no suitable candidate is available, the current HANA President and/or immediate Past President may be endorsed as a candidate for President-Elect by a majority vote of the entire Board of Directors; he or she must then be placed on the general elections ballot and may only be voted into this office by a member majority vote.

Section 2. Officer Duties

President

The President shall be the principal officer of the Association and shall, in general, supervise and direct all the affairs of the Association in consultation with the Board. The President shall preside at all general meetings of the Association and the Board of Directors. The President shall appoint standing committees and special committees subject to the approval by the Board of Directors. The President, with the consent of the Board, is authorized to sign contracts or other instruments committing organizational resources on behalf of the association. The President shall act only with the full knowledge and consent of the Board of Directors. The President shall keep the Board of Directors informed of Association affairs. The President shall assure that the membership is informed of pertinent national and state practice issues and association concerns. The President appoints tellers and registrars prior to voting. The President shall prepare and present a report of the business of the year at one of the membership meetings during the year. The President shall represent HANA at all major meetings of the national association as the official delegate of the State Association. In the event that the President is unable to attend the AANA Annual Congress, the president will appoint an appropriate representative to attend in his/her place. The president may also receive and deposit monies of the association. In the event that HANA should contract for association management support services, the President is the lead contact with the contractor.

President-Elect

The President-Elect shall assume all duties of the President in the event the President is unable to serve. The President-Elect retains and maintains the archives of the Association passed down by the current president. The President-Elect temporarily assumes the duties of the Secretary or Treasurer in their respective absence. The President-Elect shall champion the development and implementation of the HANA Strategic Plan and assure an effective orientation of new board and committee members. The President-Elect shall succeed to the office of President at the conclusion of the AANA Annual Congress.

Secretary

The Secretary shall assure accurate and complete corporate records for the Association,

including approved minutes of all Board, Executive Committee and General Membership meetings; notify officers of their election and members of their committee appointments; and send copies of Association Bylaws and other official documents to new members of the Board. The secretary shall keep an alphabetical list of members and their addresses. After elections, the secretary shall send names and addresses of new Officers and Directors and names of appointed committee chairs and members to the Executive Director of the AANA. The Secretary shall assure that official governing documents and corporate records are preserved and accessible when needed.

Treasurer

The Treasurer shall assure that the Association's funds and financial assets are safe, secure and appropriately accounted for. The Treasurer, in consultation with the Executive Committee and the association's accountant, is responsible for:

1. Accurate and timely accounting of all revenue, payables, and receivables.
2. Development of an annual budget in consultation with Committees and the Association's strategic plan.
3. Presenting accurate and transparent financial reports to membership as requested
4. Assuring that the Association is properly insured, including bonding to guard against embezzlement and fraud, and liability insurance for directors and officers.
5. Giving guidance to the board on how potential decisions impact the long-term budget for the Association.
6. Financially literacy is highly desirable for the Treasurer. It is expected that the Treasurer would seek additional training as necessary.

Section 3. Additional Duties

In addition to the foregoing specific duties, the duties of the BODs shall be such as their titles or general usage would indicate, and as may be assigned to them by the Board of Directors. Each Officer shall deliver any Association property and records to his or her successor or to the President within one (1) month after their duties turn over.

Article VI
ASSOCIATION MANAGEMENT

Section 1. Appointment

The Board of Directors may employ or contract for association management services to serve the Association on a part-time or full-time basis as the needs of the Association may require and/or HANA finances permit.

Section 2. Duties

Duties of an association manager shall be defined by contract as negotiated by the Board of Directors or its designees.

Article VII
ELECTION PROCEDURES

Section 1. Officers

A President-Elect, a Secretary or Treasurer, and up to three (3) Directors shall be elected every two years by ballot.

Section 2. Eligibility

Only active members shall be eligible for elected and appointed offices

Section 3. Plurality Vote

Elections shall be determined by a plurality vote. If needed, a tie breaking vote shall be cast by a vote of the President of the Association.

Section 4. Tellers

One to two tellers shall be appointed by the President and shall be responsible for the election procedures, including ballot counting and making an official report to the members.

Section 5. Ballots

Voting shall be by a secure electronic ballot. Each ballot cast must have at least two unique identifiers to avoid fraudulent balloting

If only one candidate is nominated for an office, the candidate will win the office by acclamation and the use of electronic ballots is not necessary.

Section 6. Election Results and Terms of Office

Election results shall be announced at the first Board meeting after the close of the elections. Terms of office shall begin and end at the conclusion of the AANA Annual Congress.

Article VIII
STANDING COMMITTEES

Section 1. Appointed Committees

The President may appoint committees and task forces as needed to advance the Association, subject to the approval of the Board of Directors. The President can be a voting member of

each appointed committee. The following Standing Committees shall be appointed by the President, subject to approval of the Board of Directors. Each Committee shall consist of not less than three (3) members when possible. The Standing Committees are:

Finance Committee

This committee shall be composed of the Treasurer, the President, and additional members as available. This committee shall be responsible for the preparation of the annual budget and shall make recommendations for financing the annual plans of the Association, subject to the approval of the Board of Directors. The Finance Committee serves as business advisors and maintains a balanced budget for the Association. The Committee recommends approval of non-appropriated funds for unusual requests not included in the budget. The finance committee shall ensure taxes are filed and paid. The committee will all have access to the electronic bank statements on an ongoing basis for the purpose of assuring accurate records. The Committee shall review and submit a written report to the Board of Directors via the Treasurer.

Bylaws Committee (convened every three years)

This committee shall receive proposed amendments for consideration, and shall meet as needed during the year to consider bylaw changes. The Committee shall submit amended Bylaws to the Board of Directors for their review and subsequent approval.

Government Relations Committee

This committee shall work with, and under the direction of the Board of Directors and the AANA GRC in matters pertaining to pending legislation regarding the administration of anesthesia by nurse anesthetists. The Committee shall disseminate information that shall best serve the interests of the Association and that of the AANA.

Program Committee

This committee shall be under the direction of an appointed chair, and shall prepare a complete program for an annual educational conference for continuing education purposes.

Public Relations Committee

This committee shall work with the president or president-elect to find ways to promote the public awareness of CRNAs in Hawaii.

Section 2. Chairpersons of Committees

The Chairperson of each committee shall be appointed by the President of HANA. Each active chairperson shall also be an ex officio non-voting member of the Board of Directors, and shall be responsible for carrying out all assigned duties. They shall communicate promptly with other members of their Committee regarding work assignments. Each Chairperson shall prepare a written or verbal report to be presented at one of the Board of Directors meetings. Each Chairperson shall serve for two years or until a new Chairperson is appointed. When possible, the Chair of the previous year shall be asked to serve as a member of the Committee.

Section 3. Vacancies on Committees

In the event of vacancies occurring on Committees, the President, subject to the approval by the

Board of Directors, shall appoint members to fill such vacancies. Committee chairs are encouraged to offer qualified candidates for consideration.

Section 4. Failure to Perform Duties

In the event that a chairperson or member of a Committee fails to carry out an assignment, the Board of Directors may select a replament.

Article IX PARLIAMENTARY PROCEDURE

Section 1. Rules of Order

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised" shall govern the Association in all cases to which they are applicable, and where they are not inconsistent with the bylaws or policy of the Association.

Article X AMENDMENTS

These Bylaws may be amended at any Board of Directors meeting providing that the proposed changes have been mailed or electronically submitted to the membership for comment and Board at least fifteen (15) days prior to the meeting where a vote may be taken. Amended Bylaws shall be submitted to the Bylaws Committee of the American Association of Nurse Anesthetists for review.

Article XI LIABILITY OF OFFICERS AND DIRECTORS

Section 1. Insurance

The Association may purchase Director's and officer's Liability Insurance in order to protect the officers and directors from personal liability that could occur in the scope of their duties.

Section 2. Indemnification

The Association shall indemnify each person who is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by or in the right of the Association), by reason of the fact that s/he is or was a director, officer, employee or agent of the Association. Such indemnification shall follow Hawaii's indemnification laws and regulations..., or is or was serving in such capacity at the request of the Association In any other association, corporation, partnership, joint venture, trust or other enterprise, against expenses, attorney's fees, judgments, fines and amounts paid in settlement, which were actually and reasonably incurred in connection with such action, suit or proceeding if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of this Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this

Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Association shall indemnify each person who is a party or is threatened to be made a party to any action or suit by or in the right of the Association by reason of the fact that s/he is or was a director, officer, employee or agent of the Association, or is or was serving in such capacity at the request of the Association in any other association, corporation, partnership, joint venture, trust or other enterprise, against expenses and attorneys' fees actually and reasonably incurred in the defense or settlement of such action or suit if s/he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this Association; provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his duty to this Association unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and attorneys' fees which such court deems proper.

To the extent that a person seeking indemnification under subparagraphs (a) and (b) is successful on the merits or otherwise in defense of Association shall indemnify him or her against expenses and attorneys' fees actually and reasonably incurred in connection therewith.

The Association shall make indemnification payments to or on behalf of the person seeking them only if authorized in the specific case in question upon a determination that indemnification of such person is proper because such person meets the applicable standards. Such determination may be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (2) by independent legal counsel in a written opinion to the Association if such quorum is not available or if a quorum of disinterested directors so directs.

The Board of Directors may authorize payment in advance of the final disposition of an action suit or proceeding. The expenses incurred by a person seeking indemnification under subparagraphs (a) and (b) provided that such person delivers a written undertaking to repay all amounts advanced to him or her, or on his/her behalf unless it is ultimately determined that such person is entitled to indemnification hereunder.

The indemnification provided by this Section 2 shall not be deemed exclusive of any other rights to which those indemnified are entitled and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and personal representatives.

The Association may purchase and maintain insurance on behalf of any person described in subparagraphs (a) and (b) against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such. Such insurance may be procured from any insurance company designated by the Board of Directors.

ARTICLE XII DISSOLUTION

Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any director, member or officer of the Association. Remaining assets shall be distributed according to law; however, such distribution may only be to an organization exempt under the provisions of Section 501(c)(3) of the US Internal Revenue Code that holds an interest in alignment with the values of an Association of Nurse Anesthetists.