



HAWAII ASSOCIATION OF NURSE ANESTHETISTS
Bylaws, rev 2018; adopted by the HANA BoD April 10, 2018

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 September 1-August 31.

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

Section 1: The purposes of the association are:

- a) To advocate and promote the practice of nurse anesthesia.
- b) To promote continual quality anesthesia care.
- c) To promote the interests of HANA members and cooperate with the lead organization, the American Association of Nurse Anesthetists (AANA).
- d) 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.

Article III
MEMBERSHIP

Section 1. Classes of Membership. Membership in the Association, maintenance of membership, and classification of membership is as stated in the Bylaws of the American Association of Nurse Anesthetists (AANA).

Section 2: Active Member Rights. Active members have the privilege and responsibility of voting, holding office, attending meetings, and serving on committees in the Association.

Section 3: Discipline. Professional conduct and discipline shall be as prescribed in the AANA Bylaws.

Section 4: Annual Meeting. An annual business meeting of the membership shall be held each year in conjunction with a continuing education event.

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. Accordingly, the Board may outsource operational functions as necessary. The Board of Directors shall have full power and authority over the affairs of the Association between meetings of the membership.

Section 2. Composition, Term of Office, Tenure and Numbers

The Board of Directors shall be comprised of between 5-7 members. At minimum, there shall be four (4) elected officers consisting of the President, President-Elect, Secretary, and Treasurer, and between one (1) to three (3) Directors. The Immediate Past-President 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. Those elected to the Board shall serve two year terms.

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. Other meetings may be held by electronic means.

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. Unanimous 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

A simple majority of 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 full 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, however, in the interim, a Vice-President may be appointed by the President with the consent of the Board of Directors

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 (or acting Vice President), Secretary, and Treasurer. These officers shall perform the duties prescribed by these bylaws and HANA policy, by parliamentary authority, or delegated by the Board of Directors.

Section 2. Eligibility for Office

- 1) Only Active members shall be eligible to hold office. In order to serve as president, president-elect, or vice president, a member must have served on the Organization Board of Directors for at least a portion of one (1) term, except as specified in these bylaws.
- 2) No member of the AANA Board of Directors may hold office on the HANA Board of Directors. In the event that any member of the HANA Board of Directors accepts an office in the AANA, office in HANA automatically expires.

- 3) 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 3. Officer Duties

A. 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.

- 1) The President shall preside at all general meetings of the Association and the Board of Directors.
- 2) The President shall appoint standing committees and special committees subject to the approval by the Board of Directors.
- 3) The President, with the consent of the Board, is authorized to sign contracts or other instruments committing organizational resources on behalf of the association.
- 4) The President shall act only with the full knowledge and consent of the Board of Directors.
- 5) 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.
- 6) The President appoints tellers and registrars prior to voting.
- 7) The President shall prepare and present a report of the business of the year at one of the membership meetings during the year.
- 8) 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.
- 9) The president may also receive and deposit monies of the association.
- 10) In the event that HANA should contract for association management support services, the President is the lead contact with the contractor.

B. President-Elect/Interim Vice President

- 1) The President-Elect shall assume all duties of the President in the event the President is unable to serve.
- 2) The President-Elect shall succeed to the office of President on September 1.
- 3) The President-Elect retains and maintains the archives of the Association passed down by the current president.
- 4) The President-Elect temporarily assumes the duties of the Secretary or Treasurer in their respective absence.
- 5) 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.

- 6) In the event that an interim Vice President is appointed, the vice president shall fulfill on Duties 3-5 listed above.

C. Secretary

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

- 1) Approved minutes of all Board, Executive Committee and General Membership meetings;
- 2) Notification of officers of their election and members of their committee appointments;
- 3) Send copies of Association Bylaws and other official documents to new members of the Board.
- 4) An alphabetical list of members and their addresses.
- 5) After elections, communicate the names and addresses of new Officers and Directors and names of appointed committee chairs and members to the Executive Director of the AANA.
- 6) Assurance that official governing documents and corporate records are preserved and accessible when needed.

D. Treasurer

The Treasurer shall assure that the Association's funds and financial assets are safe, secure and appropriately accounted for. Financially literacy is highly desirable for the Treasurer. It is expected that the Treasurer would seek additional training as necessary. 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 the Board on a quarterly basis and to the membership at General Membership Meetings.
- 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.

E. Additional Duties

In addition to the foregoing specific duties, the duties of the Board of Directors shall be such as their titles or general usage would indicate, and as may be assigned to them by the Board of Directors.

F. End of Term Duties

Each Officer shall deliver any Association property and records to his or her successor or to the President within one (1) month after their term of service has terminated.

Article VI 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. Candidates must prepare a written statement, to be disseminated to the membership, responding to desirable criteria for a candidate and other questions, as established by the Board of Directors. For sustainability of HANA, candidates shall reasonably assess their ability to serve in their elected capacity for a full two year term. Every effort will be made to recruit candidates from varied settings.

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

Two (2) 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. Timing of Election/Ballots

Candidates for upcoming elections will be introduced at the Annual Membership Meeting. Elections will take place electronically in May with the ballot being sent to membership the second week of May. Members must cast their votes within ten days. Each ballot cast must have at least two unique identifiers to avoid fraudulent balloting

Section 6. Election Results and Terms of Office

Election results shall be announced at the June Board meeting and announced to the membership by email. Terms of office shall begin on September 1.

Article VII EXECUTIVE COMMITTEE

Section I: Membership

The members of the Executive Committee shall be the President, President-Elect, Secretary, and Treasurer.

Section II: Duties

The primary focus of the Executive Committee is the corporate business of the association, while the board's primary focus is on the mission of the association.

The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board but only to the extent of:

1. Necessary to take action on unanticipated business that requires action between board meetings; and
2. Action taken is not contrary to the instructions of the board of directors.

Section 3: Meetings

Meetings of the Executive Committee shall be called by the President or any two members of the Executive Committee with at least 24 hours' oral notice. Notice may be waived by the members of the Executive Committee in accordance with Robert's Rules.

Section 4: Quorum

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

Article VIII 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 IX 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 shall be an ex officio, non-voting member of each appointed committee.

Each Committee shall consist of not less than three (3) members when possible.

Section 2. Chairpersons of Committees

The Chairperson of each committee shall be appointed by the President of HANA, and serve as an ex officio, non-voting member of the Board of Directors, and shall be responsible for carrying out all assigned duties. Committee chairs shall convene meetings and communicate with other committee members regarding work assignments. Each Chairperson shall keep the Board of Directors regularly informed of committee activity. Each Chairperson shall serve for two years or until a new Chairperson is appointed.

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 replacement.

**Article X
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 XI
AMENDMENTS**

These Bylaws may only be amended by a vote of the membership. Proposed changes approved by the Board will be electronically submitted to the membership for approval. Members shall have a minimum of 15 days to consider and vote on amendments. Amended Bylaws shall be submitted to the American Association of Nurse Anesthetists for review.

**Article XII
LIABILITY OF OFFICERS AND DIRECTORS**

Section 1. Insurance

The Association shall purchase Directors and Officers 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.

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.

**ARTICLE XIII
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.