

**BYLAWS OF THE  
PENNSYLVANIA ASSOCIATION OF NURSE ANESTHETISTS**

**Article I – NAME**

**SECTION 1. Organization**

This organization shall be known as the Pennsylvania Association of Nurse Anesthetists (PANA).

**SECTION 2. PANA Districts**

- A. The Pennsylvania Association of Nurse Anesthetists shall be composed of four districts, which shall be divided by district boundaries, which have been approved by the membership and the government of this association.

**Article II – MISSION**

It is the mission of the Pennsylvania Association of Nurse Anesthetists to advocate for patient safety, access to quality care, and the profession of nurse anesthesia.

**Article III – MEMBERSHIP**

**SECTION 1. Membership**

Membership in this Association and procedures with respect to admission to membership, maintenance of membership, classes of membership, qualification 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 this Association, or prejudicial to the interests of this Association, the Board 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 the consultation with the American Association of Nurse Anesthetists' Board of Directors, the State Association 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. 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 and the State Association. A motion to reconsider the suspension or expulsion of a member from this Association may be made at a regular meeting of the Board.

## **Article IV – RECOGNITIONS**

### **SECTION 1. Honors and Honorary Membership**

Honors, including honorary membership, may be given to members upon the recommendation of the Board with a majority of the members at the annual meeting by presentation of awards or other honors. In the case of honorary membership, PANA will provide the state dues payment to the American Association of Nurse Anesthetist for the member.

## **Article V – GOVERNMENT**

### **SECTION 1. Officers**

- A. The government of this Association shall be vested in a Board of thirteen (13) members, consisting of the President, President-Elect, Vice-President, Secretary, Treasurer, and eight (8) Trustees.
  
- B. Terms of Office
  - (1) The regular term of office shall commence at the annual meeting or October 31, whichever is held first.
  - (2) The President shall assume office for one year in October.
  - (3) The President-Elect shall assume office for one year in October, and shall succeed to the Office of President the following year.
  - (4) The Vice-president shall assume office for one year in October and shall be eligible for re-election, but shall not serve more than two (2) consecutive terms.
  - (5) The Secretary and the Treasurer shall be elected in alternating years and shall assume office in October of they year in which they are elected.
    - a. The secretary is elected for a two (2) year term and shall be eligible for re-election, but shall not serve more than two (2) consecutive terms of office.
    - b. The treasurer is elected for a two (2) year term and shall be eligible for re-election, but shall not serve more than two (2) consecutive terms of office.
  - (6) Trustees shall be elected for a two (2) year term of office and shall assume office in October.
    - a. Trustees elected to a two (2) year term shall be eligible for re-election, but shall not serve more than two (2) consecutive terms of office.
    - b. Four (4) Trustees shall be elected annually.
    - c. In the even numbered years, four (4) trustees shall be elected from Voting Districts 2 and 3. In the odd numbered years, four (4) Trustees shall be elected from Voting Districts 1 and 4.

(7) The method of elections shall be as defined under Article VII, Section 3.

C. Eligibility for Office

(1) No member shall be eligible for the Office of President-Elect, Vice-President, Secretary, or Treasurer who has not served as a Trustee for at least two (2) years.

(2) No officer or member of the Board of Directors of the AANA shall hold office in this Association. In the event that an officer or Trustee accepts an office in the AANA, office in the PANA automatically expires and the vacancy shall be filled as provided in Article V, Section 1, D (6) h of the Bylaws.

D. Duties of Officers

(1) The President shall:

- a. Preside at meetings of this Association and of the Board.
- b. Appoint the standing committees subject to the approval of the Board. Special committees may be appointed by the President, subject to the approval of the Board.
- c. Be a member ex-officio of all committees, except the Nominating Committee.
- d. Prepare and read at the annual meeting of the Pennsylvania Association of Nurse Anesthetists a report of the work of the year.
- e. Approve bills before payment is made by the Treasurer.
- f. Appoint three (3) tellers prior to the balloting, or coordinate such with the managing director.
- g. Keep the President-Elect and the Vice-President informed of Association affairs.
- h. The president shall, from a list of recommended students and with approval of the board, appoint one (1) student trustee for a one (1) year term. The student trustee is entitled to participate in all board discussion at any meeting without the right to make motions or vote.

(2) The President-Elect shall:

- a. Assume the duties of the President in the event of the latter's inability to serve.
- b. Serve as the Chairman of the Strategic Planning Committee.

(3) The Vice-president shall:

- a. Assume the duties of the President in the event of the President and President-Elect's inability to serve.
  - b. Conduct an annual review of records and archive necessary items.
  - c. Assume the duties of the President-Elect in the event of the President-Elect's inability to serve; including the right to succeed to the Office of President.
- (4) The Secretary shall work with the managing director to:
- a. Keep the minutes of the meetings of this Association and of the Board.
  - b. Notify officers of their election and members of their committee appointments.
  - c. Notify members of the Board of scheduled meetings of the Board.
  - d. Send to AANA, members of the Board of this Association, names and addresses of the officers and Trustees after the election, names of committee members after their appointment.
  - e. Send copies of important correspondence and information regarding matters of general business of this Association to the President.
  - f. Keep an alphabetical list of members and their addresses.
  - g. Give a written report at the annual meeting and/or upon request of the Board.
- (5) The Treasurer shall work with the managing director to:
- a. Receive monies of this Association, pay bills, and disburse funds as directed by the Board. Provide that all checks, transfers and any transactions involving the investments of the Association must be signed by the Treasurer and provide notification of such to the President.
  - b. Deposit funds as designated by the Board.
  - c. Give a written report at the annual meeting and/or upon request of the Board.
  - d. Pay AANA's share of dues for state honorary members.
  - e. Provide financial reports to the finance committee no less than on a quarterly basis
  - f. Serve as a member of the Strategic Planning sub-committee.
  - g. Serve as the chair of the Finance Committee.

(6) Additional Duties of Officers:

- a. In addition to the foregoing specific duties, the duties of the officers shall be as their titles, by general usage, would indicate, and such as may be assigned to them by the Board.
- b. Each officer and trustee shall deliver all Association property and records to a successor or the President after the annual meeting.
- c. Control and management of funds and property of this Association.
- d. Selection of place for deposit of funds.
- e. Conduct the general business of the Association.
- f. Conduct business between meetings by mail or other means of communication.
- g. Fill vacancies
  - (a) In the event of a vacancy in the Office of President, the President-Elect shall assume the duties of the President and shall serve the regular term of office as President. In the event of a vacancy in the Office of President-Elect, the Vice-President shall assume the duties of the President-Elect, including the right to succeed to the Office of President. Under all other circumstances, a vacancy shall be filled by appointment of the President, in accordance with existing bylaws and subject to the approval of the Board.
  - (b) In the event of vacancies occurring in committee, the President, subject to approval of the Board, shall appoint members to fill such vacancies.
  - (c) A Board member may be removed from office in the event that the Board member fails to carry out their duties, misses two consecutive meetings without prior approval of the president, or exhibits conduct that is disruptive to the Association's goals and objectives or reflects unfavorably on the reputation of the association. This will be done by a majority vote of the Board. The Board may select a replacement.

E. Meetings

- (1) The Board shall meet during any statewide assembly of the membership.
- (2) Meetings of the Board may be called by the President at such times as the business of this Association may require, or upon written request of a quorum of the Board filed with the President.
- (3) A majority of the voting members of the Board shall constitute a quorum at any

meeting of the Board.

- (4) Upon written request to the President of PANA, any member of the Board may participate in any Board Meeting by telecommunication or other Board-approved equipment, whereby the member and all those physically attending the meeting will be able to speak to and hear each other at all times during the meeting.

#### F. Indemnification of Officers

- (1) The Association will Indemnify and defend the directors, officers and trustees of the Association in connection with any claim or liability arising or resulting from action taken by any director, officer or trustee within the scope or course of his or her duties and responsibilities as a director, officer, or trustee of the Association.
- (2) Authorize the Filing of Articles of Incorporation to Incorporate the Pennsylvania Association of Nurse Anesthetists as Pennsylvania non-profit corporation and maintaining Section 501 (c) (6) tax-exempt status; and to amend the By-Laws to comply with the requirements for a Pennsylvania non-profit corporation.

### **Article VI - COMMITTEES**

#### **SECTION 1. Standing Committees**

- A. Communications (includes Tidings, Public Relations, and Website)
- B. Finance
- C. Governance (includes State GRC, Federal Political Director, Nominating, Practice, Bylaws and Strategic Plan)
- D. Member Engagement (includes Mentorship and Student Activities)
- E. Programs (includes Wellness)

#### **SECTION 2. How Appointed**

- A. The President, subject to the approval of the Board, shall appoint the standing committees.
- B. Special committees may also be appointed by the President, subject to the approval of the Board.

#### **SECTION 3. Terms of Office**

- A. Members appointed to committees shall serve one (1) year or until their successors are appointed.

#### **SECTION 4. Duties**

- A. The Chairman of a committee:
  - (1) Shall be responsible to the Board.
  - (2) Shall prepare an annual report and upon request a report will be submitted to the Board.
  - (3) Shall be responsible for carrying out the duties as assigned.

(4) Shall turn over all records and correspondence to the incoming chairman within thirty (30) days after termination of appointment.

(5) May recommend the other members for the committee to the President.

B. The members of the committee shall:

(1) Cooperate with the chairman in carrying out the duties as assigned.

**SECTION 5. Specific Duties**

A. Communications

(1) This committee shall include tidings, public relations and website. The committee shall be responsible for promoting the profession of nurse anesthesia through appropriate resources.

(2) The Tidings sub-committee shall have charge of the official publication of this association - tidings.

B. Finance

(1) This Committee shall be composed of the Treasurer and at least two (2) other active members.

(2) This Committee shall be responsible for planning a budget and investigating expenses.

C. Governance

(1) This committee shall include state government relations, federal political director, nominating, practice, bylaws, strategic planning and state reimbursement specialist.

(2) The State GRC sub-committee will consist of the President, immediate Past President, President-Elect, PAC treasurer, and a member from each additional district, at the discretion of the Board.

(3) This Committee shall keep abreast of the legislative, regulatory and economic situations and educate the members of the PANA accordingly.

(4) The Bylaws sub-committee shall receive proposed amendments and review existing bylaws for needed changes and present them to the Board and to the members for consideration.

(5) The Strategic Plan sub-committee shall be chaired by President-Elect, and shall be composed of the President-Elect, Treasurer, and three (3) additional members. This sub-committee shall conduct an ongoing review and evaluation of association

programs and organizational and financial structure and growth.

- (6) The Practice sub-committee shall serve as a liaison between the board and the membership by investigating reported adverse changes in CRNA practice and recommending specific Board actions. The sub-committee shall receive information about issues that affect CRNA clinical practice, including, but not limited to state agency rulings and regulations, third party reimbursement policies and initiatives taken by other professional associations. The sub-committee shall report practice issues in need of immediate action to the president and the board.

#### D. Membership Engagement

- (1) This committee shall include mentorship and student activities
- (2) This committee shall be responsible for such activities as may be authorized by the Board in relation to the students in the accredited schools of anesthesia for nurses.
- (3) This committee shall liaison with the board of trustees to manage the annual awards process for PANA

#### E. Programs

- (1) The Program Committee shall be responsible for the planning and implementation of the educational meetings of the Association.
- (2) This committee shall include wellness

## **ARTICLE VII**

### **SECTION 1. Association Meetings**

- A. This Association shall hold a minimum of one (1) meeting per year to include the Business Meeting and such scientific or other sessions as the Board deems advisable. The meeting held in the fall will be known as the official annual meeting.
- B. Special meetings may be held upon request of the Board or upon written request of a quorum of active members, filed with an officer of this Association.

### **SECTION 2. Quorums**

- A. Forty (40) active members shall constitute a quorum at the annual meeting.
- B. Twenty (20) active members shall constitute a quorum at any special meeting.

### **SECTION 3. Nominations and Election Procedures**

- A. The nominations sub-committee shall be responsible for soliciting and slating candidates for an annual election.



- B. The Board of Directors and the President shall designate an external agency to conduct and official tabulation of election results for all officers and trustees-
- C. Only active members shall be eligible for nominations and have voting privileges.
- D. Election shall be by electronic or mailed ballot; a plurality shall elect all officers and trustees. A ballot will be mailed to those members qualified to vote who do not have an e-mail address on file with this Association. The ballot shall be sent to the members qualified to vote no less than ten (10) weeks prior to the annual meeting, said ballots will be tabulated by the designated external agency and the official results will be sent to the President, Secretary and Managing Director of the Association within five (5) working days after the deadline for ballot return by the designated external agency. In the event of a tie vote, the tie shall be broken by a ballot at the annual meeting.
- E. Write in candidates will be accepted.
- F. The Nominating Chair shall make an official election report at the annual meeting to the members present. Three (3) or more additional tellers shall be appointed by the President and shall be responsible for counting other votes on any business transacted at the business meeting. Matters submitted for vote at the business meeting shall be determined by the majority of the voting body present, unless otherwise specified.

## **ARTICLE VIII – FINANCE**

### **SECTION 1. Dues**

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

### **SECTION 2. Fiscal Year**

The fiscal year of the Pennsylvania Association of Nurse Anesthetists shall date from July 1.

### **SECTION 3. Expenses**

- A. The Pennsylvania Association of Nurse Anesthetists shall follow a reimbursement policy, approved by the board of trustees, for officer and board travel to state and national meetings.
- B. The Board shall determine the amount of money to be sent to the educational districts and shall remit such amounts to the Secretary-Treasurer of the district.

## **ARTICLE IX - OFFICIAL PUBLICATION**

### **SECTION 1. Name**

*PENNSYLVANIA TIDINGS*

### **SECTION 2. Date of Issue**

The Pennsylvania *TIDINGS* shall be issued at least four (4) times a year.

### **SECTION 3. Purpose**

The purpose of this publication shall be to keep the members informed of the activities of the Association and stimulate interest in the Association.

## **ARTICLE X - PARLIAMENTARY AUTHORITY**

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 which they are not inconsistent with these Bylaws and any special rules of order which the Association may adopt.

## **ARTICLE XI – AMENDMENTS**

These By-Laws may be amended at any meeting of the membership of this Association by two-thirds (2/3) of the members present and voting, provided a quorum of 40 active members are present and provided written notice of the proposed amendment has been given to the membership at least thirty (30) days prior to the date thereof.

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