

NJANA Bylaws

Article I Name and Incorporation

Section 1. Name. The name of the corporation is New Jersey Association of Nurse Anesthetists, Inc., herein referred to as NJANA.

Section 2. Status. NJANA is designated as a 501(c)(6) non-profit corporation under the laws of the State of New Jersey.

Section 3. Purpose. The purposes of NJANA, in alignment with the Articles of Incorporation, are

- Promotion of the common business interests of its members
- Cooperation with the AANA
- Facilitation of cooperation between nurse anesthetists and the medical profession, hospitals and other agencies interested in anesthesia and
- Advancement of the science and art of anesthesia

Section 4. Location. The location of the NJANA principal address shall be determined by the Board of Trustees.

Section 5. Affiliation. The NJANA is affiliated with the American Association of Nurse Anesthetists (AANA).

Section 6. Fiscal Year. The fiscal year of NJANA shall be September 1 through August 31.

Article II Members

Section 1. Members. Membership eligibility and all matters regarding membership admission, maintenance, classes, qualifications and privileges are determined by the bylaws of the American Association of Nurse Anesthetists. Membership in AANA is required for membership in NJANA.

Article III Board of Trustees

Section 1. Number. The Board of Trustees shall consist of not less than six or more than ten persons, including elected officers. Each year, the Board shall assess the size of the board and determine the number of open seats available to election.

Section 2. Powers. The Board of Trustees shall have all powers and authority necessary for the governance and management of the business, property and affairs of the Corporation, to do such lawful and ethical acts, policy-making and decision-making as it deems proper and appropriate to promote the objectives of NJANA. The Board of Trustees may delegate management functions to Trustees or to a qualified management firm, however, the Board remains accountable for its delegation and performance of the delegatee.

Section 3. Policy Making. The Board of Trustees shall have accountability to develop and record policy statements in a separate Board Policy Manual that defines the values and standing rules of NJANA's governance and management.

Section 4. Transparency. The Board shall be accountable to communicate with transparency to the membership and without conflicts of interest in its decision-making.

Article IV **Elections**

Section 1. Eligibility for Election and Nominations. A member who is a candidate for, or serves in an elected office of NJANA must be a member in good standing in the AANA and NJANA. To appear on the slate of candidates for election, an individual must have served on a Board Committee or Board Task force (or a member initiated special project deemed appropriate and approved by the Board) as documented by the Secretary for a minimum of one year.

Section 2. Election .

1. Elections shall be held by mail-in or electronic ballot prior to the Spring meeting. The membership shall elect, by plurality vote, officers and trustees to fill open seats. Officer positions for election shall be President-elect, Secretary and Treasurer.

2. Write-in candidates will not be allowed.

3. All candidates shall supply background information and other required documentation, as determined by the Nominating Committee, for dissemination with ballots to assure members are aware of the qualifications of each candidate to serve on the Board.

4. By January 31 each year, the Nominating Committee shall announce the slate of candidates running for trusteeship and officer roles during the Spring election. Once the slate for election is established and disseminated to the membership, the function of the Nominating Committee is complete. Upon election validation, the winning candidates may participate in AANA events and the NJANA Board orientation process to prepare for their respective roles as trustee or officer.

5. Ballots shall be sent to the membership 30 days prior to the start date of the Spring meeting. Members shall have 14 days to respond.

6. Trustees shall serve a term of three (3) years or until their successors are elected and qualified. Only 1/3 of the board will rotate off the board in any given year.

7. All officers are elected for a one year term and may run for re-election up to a maximum of three consecutive years or as long as their terms of office, whichever comes first.

8. The regular term of office for all elected candidates shall begin September 1 annually.

Section 3. Resignation and Removal.

1. A trustee may resign by submitting a written letter of resignation to the President of the Board of Trustees.

2. A trustee, including officers, may be removed with or without cause by the affirmative vote of 2/3 of the entire Board of Trustees. In the case of removal, a minimum of two weeks' notice shall be given to that trustee offering the opportunity to address the Board regarding such action prior to any vote on such removal.

3. Trustees are expected to attend all regularly scheduled Board meetings in full. If a Trustee misses three consecutive meetings or four meetings in the fiscal year, it shall be assumed that the trustee has resigned from the position. The trustee shall receive notice from the Secretary and the vacancy will be available for appointment.

Section 4. Vacancies. Trustee vacancies shall be filled by appointment of the Board in consultation with the Leadership Succession Committee. When appointed, the trustee will complete the specific term, but then has the option to run for election for two full terms.

Article V **Officers**

Section 1. Titles and Qualifications. The Officers of NJANA shall be the President, President-Elect, Secretary, and Treasurer. No offices may be held simultaneously by any trustee.

Section 2. Duties. The duties and authority may be amended from time to time by the Board of Trustees. Subject to any amendments, the officers shall assume the following duties and authority:

1. The **President** shall be the Chief Governing Officer responsible for the integrity of governance by the full board and acting as the chief spokesperson of the association to external audiences. The President shall preside at all meetings of the Board of Trustees and of the General Membership.

a. The President shall also serve as the chair of the Executive Committee, sharing authority for the management and supervision of the affairs of the corporation.

i. The President, with the consent of the Executive Committee, is the only person authorized to sign contracts or other instruments committing NJANA resources on behalf of the association.

2. The **President-Elect** shall serve on the Executive Committee and shall perform any tasks delegated by the Executive Committee. The President-Elect is responsible for the orientation of incoming trustees to the work of the board and to monitor and report progress on the NJANA strategic plan. The President-Elect shall succeed to the Presidency at the conclusion of the President's term, and in the event of the absence or disability of the President to perform the duties of office.

3. The **Treasurer** shall assure that NJANA funds and financial assets are safe, secure and appropriately accounted for. The Treasurer is responsible for-:

- a. Assuring accurate and timely accounting of all revenue, payables, and receivable.
- b. Developing an annual budget in consultation with NJANA Committees and with long-term expense projections needed to achieve the NJANA strategic plan.
- c. Presenting accurate and transparent financial reports to membership at General Membership Meetings.
- d. Assuring that NJANA is properly insured, including bonding to guard against embezzlement and fraud, and liability insurance for directors and officers.
- e. Giving guidance to the board on how potential decisions impact the long-term budget for NJANA.
- f. The Treasurer must be financially literate.

4. The **Secretary** is accountable to keep accurate and complete corporate records for NJANA, including the approved minutes of all Board, Executive Committee and General Membership meetings, as well as the Articles of Incorporation, bylaws, board policy and a roster of Board and committee members and their terms of office. The Secretary shall give notice of all meetings prescribed by these bylaws. The NJANA Secretary is accountable to produce a fair and professional elections process. The Secretary shall also perform such other duties and possess such powers as are incidental to the office or shall be assigned by the President or the Board.

Section 3. Vacancies. Vacancies in any of these offices may be filled by a Board of Trustees election from within the ranks of the Board. When elected to fill a vacancy, the officer will complete the specific one year term, but then has the option to run for re-election for three additional terms.

Article VI **Meetings**

Section 1. Meetings of the Membership.

1. Two official meetings of the membership shall be held annually. During the Membership Meetings, the Board shall give a brief account to the members present on the state of the association and the general work of the association. In addition, the Board shall use the membership meeting as an opportunity to listen to the membership on issues of concern. The Board as a whole will design this member

input session for maximum productivity on relevant issues. Bylaws amendments may be presented at either the Spring or Fall meetings for vote of the membership.

2. The Board shall determine the time and date of the membership meetings and shall give notice to the membership at least 30 days in advance of the meetings.

3. The Spring meeting shall also contain the announcement of the election results.

4. The Fall meeting will be known as the Annual General Meeting (AGM). The President will deliver the annual report of the association, including the state of finances, legislative and legal activity.

5. Twenty active members constitute a quorum for Meetings of the Membership.

6. Minutes of the Business Meeting shall be recorded and approved by the Board at its first meeting following the Membership Meeting.

7. Special meetings of the membership may be called by any officer of the Board or by petition of 5% of NJANA members for the purpose of a single focused agenda.

Section 2. Regular Meetings of the Board of Trustees. The Board shall meet at least twice annually face to face. Additionally, the Board shall meet throughout the year using telephonic or electronic means where each member can hear and be heard by all others.

Section 3. Quorum. In order to conduct business by the Board of Trustees, a quorum of the Board must be established. A quorum is defined as 2/3 of the total number of Trustees.

Section 3. Special Meetings of the Board of Trustees. Special meetings of the Board may be called at any time by the President or any of the Trustees. Such meetings shall be held upon not less than two days' notice by electronic means.

Section 4. Action Without Meeting. The Board of Trustees may act without a meeting. An issue may be electronically communicated to each trustee. A successful vote must be unanimously passed by all Trustees. The action and vote must be recorded in the minutes of the next regular board meeting.

Article VII **Committees**

Section 1. Standing Committees. The Board shall appoint active members to serve on standing committees. The standing committees shall be the Executive Committee, and the Nominating & Leadership Succession Committee.

1. The Executive Committee is a collaborative body, accountable for the management of the operational organization. Membership of the Executive Committee includes the President, President-Elect, Secretary and Treasurer.

2. Political Action Committee is accountable for fundraising to influence political campaigns as the state level and the reporting of contributions is required by New Jersey law.
3. Nominating & Leadership Succession Committee is accountable to assure a qualified slate of trustee and officer candidates for open seats on the Board of Trustees, as well as identifying and engaging emerging leaders that are interested in getting involved in work of NJANA.

Section 2. Other Task Forces and Committees. The Board may approve the formation and dissolution of task forces and other committees designed to assist in operational or governance functions of the association. Task forces will be assigned a specific project to be completed by a specific date.

Section 3. Committee Membership. Committees shall have a minimum of three active members and no more than seven members with one member being a board member. Committee chairs shall be appointed by the President in consultation with the Executive Committee. The NJANA President may appoint members to the committees, but the chairs may also recruit other members to join. *For the purpose of proper volunteer recognition*, all committee members and task force members must be reported to the NJANA Secretary.

Section 4. Committee Authority. No committee shall have the authority to spend money, enter into contracts or commit the association to long-term relationships without the express knowledge and approval of the Board, recognizing that only the President can sign contracts.

Section 5. Vacancies. In the event of vacancies occurring in committees, the President, in consultation with the Nominating/Leadership Succession Committee, may appoint members in good standing to fill the vacancy.

Section 6. Committee Quorums. A simple majority of each committee shall constitute a quorum for the transaction of business.

Section 7. Committee Communication. Actions taken at any committee meeting will be recorded in committee minutes and forwarded to the NJANA Secretary in a timely manner and shall be reviewed by the Board at its subsequent meeting.

Article VIII **Parliamentary Authority**

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

Article IX **Amendment to the Bylaws and Other Provisions**

Section 1. Amendments. These bylaws may only be altered, amended or repealed by the general membership. Written notice of any such bylaws change to be voted upon shall be given not less than 10 days prior to General Membership Meeting at which such change would be proposed and considered.

Section 2. Compensation. No trustee or officer shall receive any fee, salary or remuneration of any kind for services in such capacities. However, trustees and officers may be reimbursed for reasonable expenses incurred as defined by the Board of Directors upon presentation of an invoice accompanied by receipts. Additionally, if a trustee or officer provides a service to the corporation 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.

Section 3. Indemnification of Officers and Trustees. Expenses and liabilities in connection with any proceeding involving an officer or trustee because the agent is or was a corporate agent may be indemnified if the circumstances fall within the definition of the New Jersey Nonprofit Corporation Act Sections 15A: 2-8 and 15A: 3-4. NJANA shall indemnify each agent to the full extent permitted by these sections or otherwise permitted by law.

Section 4. Dissolution. Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member or officer of NJANA. Remaining assets shall be distributed according to law, however, such distribution may only be to another 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 NJANA.

Section 5. Force and Effect of Bylaws. These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the Act), and the Certificate of Incorporation as they may be amended from time to time. If any provision in these bylaws is inconsistent with a provision in these documents, the provision of the Act of Certificate of Incorporation shall govern to the extent of such inconsistency.