

**BYLAWS  
OF  
MINNESOTA ASSOCIATION OF NURSE ANESTHETISTS**

**ARTICLE I  
NAME**

This organization shall be known as the MINNESOTA ASSOCIATION OF NURSE ANESTHETISTS.

**ARTICLE II  
OBJECTIVES**

It shall be the objectives of this Association to promote the best interests of its members, cooperate with the American Association of Nurse Anesthetists and the Association's community of interest in order to advance the science and art of anesthesia.

**ARTICLE III  
MEMBERSHIP**

Membership in this 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.

**ARTICLE IV  
RECOGNITIONS**

**Section 1. Honors**

Awards or honors will be established by the Board of Directors. Criteria for award recipient will be published in Gas Line along with nomination process for the award. Nominees will be evaluated and selected by an awards committee appointed by the Board of Directors.

**Section 2. Honorary Membership**

State honorary membership may be conferred on a member by the majority vote of the members present and voting at an Annual Meeting upon the recommendation of the Board of Directors. Honorary status implies that the members' dues are waived.

**Section 3. Benefactors**

Contributions to this association by interested individuals or parties may be accepted and they shall be known as benefactors. The names of such contributors shall be placed in the permanent records of this Association.

**ARTICLE V  
GOVERNMENT**

**Section 1. Officers**

A. The government of this Association shall be vested in a board of nine (9) members, consisting of the President, President-Elect, Vice-President, Treasurer, Treasurer-Elect and four (4) Directors.

**B. Terms of Office**

(1) The regular term of office shall begin immediately following the Annual Meeting of this Association.

(2) The President-Elect shall be elected at the Annual Meeting for a term of one (1) year to succeed to the office of President the following year unless otherwise provided by these Bylaws.

(3) The Vice President 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 two (2) consecutive terms.

(4) The Treasurer-Elect shall be elected at the Annual Meeting for a term of one (1) year and shall succeed to the office of Treasurer the following year. The Treasurer-Elect shall be elected annually.

### **C. Eligibility for Office**

(1) No member shall be eligible for the office of President-Elect or Vice President who has not served on the Board of Directors 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 this Association. In the event that an Officer or member of the Board of Directors accepts an office in the National Association, office in the Minnesota Association of Nurse Anesthetists automatically expires.

(3) Only active or active recertified members may serve as Officers or Directors of this Association.

### **D. Duties of Officers**

(1) The President shall:

a. Preside at meetings of this Association and of the Board of Directors.

b. Appoint listed committees, except the Nominating and Resolutions Committees, and special committees subject to the approval of the 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 Minnesota Association of Nurse Anesthetists a report of the work of the year.

e. Approve expenditures according to MANA policy.

f. When feasible represent this Association at the AANA Annual Meeting.

g. Appoint tellers and registrars prior to voting.

h. Keep the Board of Directors and members informed of Association affairs.

(2) The President-Elect shall:

a. Assume the duties of the President in the event of the latter's inability to serve. In the event the President-Elect succeeds to the office of President by reason other than natural succession by expiration of the current President's term of office, the President-Elect shall serve for the remaining term of the replaced President and in addition shall serve the one year term of office as President to which he/she would have succeeded if the current President had fulfilled his/her term of office.

(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. Provide for the keeping of accurate minutes of all meetings and for the custody of the records, documents and papers of the Association.

c. Ensure members are notified of their election to the Board of Directors and of their committee appointments.

d. Ensure members are notified of meetings including date, time and location.

- e. Ensure notification of the American Association of Nurse Anesthetists of the names and addresses of the Officers and Directors after their election, names of committee members after their appointment and reports of the meetings or other activities.
- f. Act as secretary to this Association.

(4) The Treasurer shall:

- a. Ensure that all monies received or disbursed are done so in accordance with MANA policy.
- b. Give a report of the Association's financial transactions and status at the Annual Meeting and/or upon request to the Board of Directors; with written copies available upon request.
- c. Ensure the maintenance of accurate financial records of the Association.

(5) The Treasurer-Elect shall:

- a. Assist the Treasurer in fulfilling the duties of that office.

(6) Additional Duties

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

(7) Association Property

Each Officer shall deliver any Association property and records to the MANA office in a timely manner at the end of his or her term.

## Section 2. **Board of Directors**

### **A. Terms of Office**

- (1) Two (2) Directors shall be elected annually, at the Annual Meeting, for a two (2) year term of office.

### **B. Meetings**

- (1) The Board of Directors shall meet within two weeks preceding and within two weeks following the Annual Meeting of this Association.
- (2) Meetings of the Board of Directors may be called by the President at such times as the business of this Association may require, or upon written request of a majority of the Board of Directors filed with the Vice-President of this Association.
- (3) A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.
- (4) The Board of Directors may invite persons of interest whose knowledge or attendance is deemed relevant to the proceedings.

### **C. Duties**

The Board of Directors shall:

- (1) Review the financial reports of the Association at each regularly scheduled meeting of the Board of Directors. The Board shall ensure that the financial records of the Association be audited by an independent Certified Public Account (CPA) at least every 4 years, and reviewed by an independent CPA in the years in which an audit is not performed.
- (2) Approve an annual budget.
- (3) Conduct the general business of this Association.
- (4) Conduct business between meetings by mail or other means of communication.

(5) Fill vacancies.

a. In the event of a vacancy in the office of the President, the President-Elect shall become the President, the Vice President shall become President-Elect and the Board of Directors shall appoint another Vice President.

b. A vacancy in any office because of death, resignation, wrongful refusal to act, removal or disqualification, or otherwise, may be filled upon a majority vote by the Board of Directors for the unfulfilled portion of the term, unless otherwise provided by these Bylaws.

#### **D. Removal**

(1) Any Officer and Director may be removed in accordance with the Minnesota Nonprofit Corporation Act.

### ARTICLE VI COMMITTEES

#### Section 1. **Committees**

##### Appointed

Bylaws

Finance

Governmental Relations

Liaison

Peer Assistance

Program

Publications

Public Relations

##### Elected

Nominating

Resolutions

#### Section 2. **How Appointed**

A. The President, subject to the approval of the Board of Directors, shall appoint the listed committees with the exception of the Nominating and Resolutions Committee. Each committee shall be composed of no less than three (3) members unless otherwise provided by these Bylaws.

B. Special committees may also be appointed by the President, subject to the approval of the Board of Directors.

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

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

#### Section 4. **Duties**

A. The Chairperson of committees 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.

B. The members of a committee shall:

(1) Cooperate with the Chairperson in carrying out the duties as 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.
- (2) This Committee shall provide the AANA Bylaws Committee with a current copy of the MANA Bylaws on an annual basis for this Committee's review.

#### B. Finance

- (1) This Committee shall be composed of the President-Elect, Treasurer, Treasurer-Elect and two (2) active members, preferably past officers or former members of the Board of Directors.
- (2) It shall be responsible for preparing a budget to be approved by the Board of Directors.

#### C. Governmental Relations

- (1) This Committee shall work with the Board of Directors and the AANA Government Relations Committee in matters pertaining to pending legislation affecting the practice of nurse anesthesia.

#### D. Liaison

- (1) This Committee shall assist in developing mutual respect and assistance between appropriate groups or agencies and nurse anesthetists.
- (2) It shall provide a channel of communication between appropriate groups or agencies and the Minnesota Association of Nurse Anesthetists.

#### E. Nominating

- (1) The Nominating Committee shall be composed of three (3) active members, two of whom are to be elected at the Annual Meeting, and one, a past President, to be appointed by the Board of Directors.
- (2) Not less than sixty (60) days prior to the Annual Meeting it shall prepare a ballot with nominees for the following officers and directors: President-Elect, Vice President, Treasurer-Elect, and two (2) Directors.
- (3) It shall provide for mailing a ballot to each active member not less than thirty (30) days prior to the Annual Meeting.

#### F. Peer Assistance

- (1) This Committee shall be committed to increasing personal awareness of chemical dependency and wellness issues in our profession in order to educate, intervene, and provide support for the general MANA membership and report to the Board of Directors.

#### G. Program

- (1) 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.
- (2) It shall be responsible for supporting current standards of nurse anesthesia by promoting continuing education for Minnesota members and assisting them in meeting the Council on Recertification requirements for recertification.
- (3) The Committee shall designate one member to act as Continuing Education Coordinator who will be the resource for continuing education records, and ensure that programs meet continuing education prior approval.

#### H. Publications

- (1) This Committee shall have charge of the official print publication—MANA Gas Line® and the MANA website as directed by the Board of Directors.
- (2) The Board of Directors shall appoint one of the committee members to serve as editor.
- (3) It shall be the duty of the editor to give extra copies to the Vice President for the permanent records of this Association.
- (4) This committee shall ensure that a copy of MANA Gasline ® is sent to the American Association of Nurse Anesthetists.

#### I. Public Relations

This Committee shall be responsible for the public relations program of this Association.

- (1) The dissemination of pertinent information through all available channels.
- (2) Management of a public awareness campaign.

#### J. Resolutions

##### (1) Committee

##### a. Membership

This Committee shall consist of five (5) active members. Three (3) shall be elected by the membership at the Annual Business Meeting, and two (2) shall be appointed by the Board of Directors.

##### b. Duties

- (1) Shall review and consider all resolutions properly submitted.
- (2) Shall hold an open hearing at which time all duly submitted resolutions may be discussed. The time and location of this open meeting shall be announced to the membership: and if possible, shall be listed in the program for the meetings.

##### (2) Resolutions

##### a. Requirements

Any resolution proposed by a member of the Minnesota Association of Nurse Anesthetists shall be submitted in writing to the President of the Minnesota Association of Nurse Anesthetists, designated as a resolution, and signed by at least five active members of the Minnesota Association of Nurse Anesthetists at least sixty (60) days prior to the meeting. A copy of the proposed resolution shall be published at least thirty (30) days prior to the meetings.

##### b. Review by the Resolutions Committee

All resolutions duly submitted to the President of the Minnesota Association of Nurse Anesthetists shall be referred to the Resolutions Committee for its review and consideration.

##### c. Hearing of Resolutions

(1) An open hearing for all duly submitted resolutions shall be held before the meeting. The place, time, and date are to be announced to the membership of the Minnesota Association of Nurse Anesthetists thirty (30) days prior to the meeting. If there are no duly submitted resolutions, no Resolutions Committee hearing will be scheduled.

(2) An emergency Resolutions Committee hearing may be scheduled to hear emergency resolutions by notifying the committee chairperson and submitting the emergency resolution in writing twenty-four (24) hours before the business meeting. Emergency resolutions shall be considered by the Committee and recommendations formulated.

(3) Any member of the Minnesota Association of Nurse Anesthetists may appear before the Resolutions Committee and present his or her views.

(4) At least one author of all resolutions must be present to provide a rationale for the resolution, its language, and answer other questions about the resolution.

d. Presentation of Resolutions

(1) A majority vote of the active members present and voting at the Business Meeting is required for the adoption of the Resolutions Committee report. If such report is not adopted, each resolution shall be considered separately.

(2) An emergency resolution to be considered requires a majority vote of the active members present and voting to determine whether it is an emergency resolution.

(3) Any resolution duly adopted shall be binding on the Minnesota Association of Nurse Anesthetists Board of Directors who shall be responsible for the prompt implementation of such resolution.

**Section 6. Vacancies**

A. In the event of vacancies occurring in the committees, the President, subject to approval by the Board of Directors, shall appoint members to fill vacancies within thirty (30) days following the vacancy.

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

ARTICLE VII  
**MEETINGS, QUORUMS, VOTING**

**Section 1. Meetings**

A. The Annual Meeting and election of Officers of this Association shall be held in September or October.

B. The schedule of meeting dates, times, and activities planned shall be decided by the Board of Directors.

C. Special Business meetings may be held upon request of the Board of Directors or upon a written request of a quorum of active members filed with the Vice President of this Association.

**Section 2. Quorum**

A. Thirty (30) active members shall constitute a quorum at the Annual Meeting or any special Meeting.

**Section 3. Voting**

**A. Who may Vote**

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 if the voting is done at the Annual Meeting.

## 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 ballot boxes, counting the ballots, and making an official report to the 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.
- (4) Election of Officers and Directors shall be by ballot. Election of committees shall be by method determined by the Board of Directors.
- (5) A vote may be cast for a person not on a ballot by writing in the name.
- (6) A plurality vote shall elect.
- (7) Mailed Ballot
  - a. The election of Officers and Directors may be held by mailed vote if so determined by the Board of Directors. If the voting is by mail, ballots shall be mailed to members qualified to vote thirty (30) days prior to the Annual Meeting, said ballots to be marked and returned not later than one (1) week prior to the Annual Meeting. The method of conducting the mailed ballot shall be determined by the Board of Directors.
  - b. Names may be written in on a mailed ballot if a written consent of a candidate has been given to the Nominating Committee, fifteen (15) days prior to the Annual Meeting.
  - c. In the event of a tie vote by mailed ballot, the tie may be broken by a written ballot at the Annual Meeting.

## ARTICLE VIII

### FINANCE

#### Section 1. **Dues**

Dues and payment thereof for the Minnesota 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 Minnesota Association of Nurse Anesthetists shall date from October 1.

## ARTICLE IX

### **OFFICIAL PUBLICATION**

Section 1. The official publication of the Minnesota Association of Nurse Anesthetists shall be called the MANA Gas Line®.

Section 2. The MANA Gas Line® shall be published at intervals during the year, the dates to be determined by the Board of Directors.

Section 3. The purpose of this publication shall be to keep the members informed of the activities of their Association and stimulate interest in the Association.

### **ARTICLE X**

#### **PARLIAMENTARY AUTHORITY**

Roberts Rules of Order Newly Revised shall be the authority for this Association unless otherwise specified in the Bylaws.

### **ARTICLE XI**

#### **AMENDMENTS**

These Bylaws may be amended at an Annual Meeting of this Association by a two-thirds (2/3) majority of those present and voting, provided notice of the proposed amendment(s) has been mailed at least thirty (30) days prior to the date thereof.

REVISED OCTOBER 1993

AMENDED 1997, 1999, 2006, 2009, 2010 and 2011