

Missouri Association of Nurse Anesthetists
BYLAWS
Revised October 2022

ARTICLE I
Name

The name of this corporation shall be the Missouri Association of Nurse Anesthetists, hereinafter referred to as MoANA.

ARTICLE II
Membership

Membership in MoANA is conferred through membership in the American Association of Nurse Anesthesiology (AANA), as per AANA bylaws.

ARTICLE III
Fiscal Year

The fiscal year of MoANA shall begin on the first day of October and end on the last day of September.

ARTICLE IV
Officers

Section 1. Officers

The officers of MoANA shall be the President, President-Elect, Vice-President, Secretary, and Treasurer.

Section 2. Duties

A. President:

1. Serve as principal officer of MoANA and as a member of the MoANA Board of Directors.
2. Supervise and direct the affairs of MoANA and perform all duties incident to the office of President and as prescribed by the Board of Directors.
3. Preside at board meetings and Annual Business Meetings of the association.
4. Appoint and fill vacancies in standing and special committees subject to the approval of the Board of Directors.
5. Contact members of the Board of Directors for a vote on any business requiring immediate attention.
6. Act on behalf of MoANA in the event of any contingency or emergency.
7. Represent MoANA at the Annual Congress meeting of the AANA.
8. Disseminate, according to established guidelines and policies, correspondence from the

AANA, legal counsel, and entities with which MoANA has established an existing relationship.

B. President-Elect:

1. Serve as a member of the MoANA Board of Directors.
2. Assume the duties of the President, in the event the President is unable to serve, and when so acting shall have the powers and be subject to the restrictions of the office of President.
3. When feasible, represent MoANA at AANA meetings.
4. Serve as a liaison to the Missouri Hospital Association (MHA).
5. Serve as a member of the Finance Committee.
6. Perform other duties as assigned to the office of President-Elect.

C. Vice-President:

1. Serve as a member of the MoANA Board of Directors.
2. Assume the duties of the President-Elect in the event of his/her inability to serve, and when so acting shall have the powers and be subject to the restrictions of the office of President-Elect, including the right to succeed to the office of President.
3. Serve as consultant to the Education Committee.
4. Perform other duties as assigned to the office of Vice President.

D. Secretary:

1. Serve as a member of the MoANA Board of Directors.
2. Record all proceedings of the Association and the Board of Directors.
3. Maintain records of the Board proceedings and facilitate effective management of Association records in collaboration with the Executive Director (ED) and Association Historian.
4. Distribute meeting minutes in a timely manner.
5. Be familiar with legal documents (i.e., articles, bylaws, IRS letters) to note applicability during meetings.
6. Perform other duties as assigned to the office of Secretary.

E. Treasurer:

1. Serve as a member of the MoANA Board of Directors.
2. Handle the financial affairs of MoANA, keep accurate records available at all times for inspection, and report on the financial condition of MoANA to the Board of Directors.
3. Receive monies, and deposit and disburse funds as directed by the Board of Directors.
4. Serve as Chair of the Finance Committee.
5. Perform other duties as assigned to the office of Treasurer.

**ARTICLE V
Board of Directors (BOD)**

Section 1. General Powers

The affairs of MoANA shall be managed by the Board of Directors, hereinafter referred to as BOD.

Section 2. Composition

The BOD shall be composed of the President, President-Elect, Past-President, Vice-President, Secretary, and Treasurer, five Regional Directors, and the Student Board Interns (SBI). All

members of the BOD have voting privileges except the Past-President and the Student Board Interns.

Section 3. Regional Directors

A. Representation:

1. Regional Directors shall be distributed according to the population distribution of nurse anesthetists throughout the state by dividing the state into five regions in the manner illustrated on the last page of these bylaws.
2. Members living outside the state shall belong to the region in which they are employed.
3. Members who live in one region and work in another shall be considered a member of the region in which they live.
4. Members of the military with out-of-state addresses shall be members of the region in which they are deployed in the State of Missouri.

Section 4. Board of Director Duties

1. Monitor financial records.
2. Participate in budget approval, funding, and property management of the Association and the selection of the entity or institution for the deposit of Association funds.
3. Participate in the general business of the Association (virtual or live meetings)
4. Assist in filling vacancies of the BOD, with the exception of the President. The member is elected to serve until the next state Annual Business Meeting, at which time the vacancy, for the remainder of that term of office, must be filled by general election.

Section 5. Past-President

Immediately following his or her term of office as President, this individual will serve as Past-President for a one-year term on the BOD. Duties shall include serving as Chair of the Nominating Committee, reviewing the bylaws annually with the Vice-President, and other duties as assigned to the office of Past-President. This will be a non-voting position.

Section 6. Student Board Interns, SBI

Student Board Interns from each Missouri Nurse Anesthesia Program shall be appointed annually to the BOD. Program Directors will be responsible for selecting and submitting their SBI to the ED prior to the Fall MoANA meeting. When feasible, SBIs may be asked to represent the Association at AANA and MoANA meetings. SBI will be non-voting members of the BOD.

Section 7. Eligibility and Term of Office

A. Eligibility:

1. To be eligible to serve on the BOD an individual must be an active member in good standing with the AANA and a member of MoANA. Translocation of membership from the state of Missouri immediately disqualifies that person from serving on the BOD.
2. To be eligible for the office of President, President-Elect, or Vice-President, a member must have served on the BOD of this Association for at least two years.
3. To be eligible for the position of Regional Director, the individual must reside and/or be employed in the region they will represent.
4. To be eligible for the position of SBI, the individual must be an associate member of MoANA and enrolled in a Missouri nurse anesthesia program during the term of office.

5. Members of the BOD shall not be candidates for any other position within MoANA unless their term expires at the next Annual Business Meeting.
6. A member of the BOD of the AANA may not serve on the BOD of MoANA. In the event a member of the MoANA BOD accepts a position on the AANA BOD, membership on the MoANA BOD automatically expires.

B. Term of Office:

1. Transition will occur at the business meeting of the Annual Business Meeting.
2. The President, President-Elect, and Vice President shall serve for a one-year term of office or until his or her successor is elected.
3. The Secretary and Treasurer shall serve for a two-year term of office until his or her successor is elected. Election of Secretary shall be on even years. Election of Treasurer shall be on odd years.
4. The Regional Directors shall serve for a two-year term of office until his or her successor is elected. Election of the Regional Directors for Regions II and IV shall be on even years. Election of the Regional Directors for Regions I, III, and V shall be on odd years.
5. The Vice-President, Secretary, Treasurer, and Regional Directors shall be eligible for re-election, but shall not serve for more than two consecutive terms. Serving by appointment in a vacated director position for one year or less shall not alter this eligibility.
6. The SBI shall serve for a one-year term of office.

Section 8. Removal

Any officer or director may be removed from office upon a simple majority vote of the BOD.

Section 9. Vacancies

A vacancy in any BOD position may be filled by the BOD for the unfulfilled portion of the term upon a majority vote of those voting BOD members then in office or, upon majority decision by the BOD the position may be filled in conjunction with the standard election processes per MoANA bylaws.

Section 10. Executive Committee

There shall be an Executive Committee of the BOD consisting of the President, President-Elect, Vice President, Treasurer, and Secretary. The President shall serve as Chair of this committee. The Executive Committee shall manage the affairs of MoANA between meetings of the BOD and shall be authorized to act on behalf of MoANA in all matters except: (1) amending, altering, or repealing the Bylaws; (2) removing any member of the BOD; or (3) dissolution of MoANA.

Minutes shall be kept of the deliberations and meetings of the Executive Committee and shall be submitted promptly to the Board. The BOD shall retain the right to modify or otherwise alter the action taken by the Executive Committee.

Section 11. Meetings

Regular Meetings - Regular meetings of the BOD shall be held immediately preceding and immediately following the Annual Business Meeting of this Association, and at such other times and locations as designated by the President to conduct the business of MoANA.

Special Meetings – Special meetings of the BOD may be called by the President or by any four

members of the BOD.

Section 12. Quorum

Two-thirds of the voting BOD shall constitute a quorum for the transaction of business at any meeting of the BOD.

**ARTICLE VI
Executive Director**

The Executive Director hereinafter referred to as ED shall be responsible for the administration of the association under the guidance of the BOD. The Executive Director shall be subject to any limitations imposed by the BOD. The selection or termination of the ED shall be by two-thirds vote of the voting BOD. The ED shall be responsible for maintaining the archived records and history of MoANA.

**ARTICLE VII
Elections and Voting**

Section 1. Nominations

- A. The Nominating Committee shall be responsible for slating, and if necessary, soliciting candidates for office for MoANA.
- B. Written consent of a candidate must be obtained before a name can be placed on the ballot.
- C. Unless otherwise stated in the MoANA Bylaws and Standing Rules, all rules and procedures for the conduct of nominations shall be established by the Nominating Committee.

Section 2. Ballot

- A. Election shall be by ballot which may be by mail or electronic transmission. A member must request a mailed ballot 60 days prior to the Annual Business Meeting.
- B. A plurality shall elect.
- C. Voting shall be on a state-wide basis; all members may vote for all positions on the ballot.
- D. A vote may be cast for a member not on the ballot by writing in the name, providing written consent has been obtained.
- E. The ballot shall be distributed to each active member at least twenty-one days prior to the Annual Business Meeting.
- F. Ballots must be received by the Executive Director five days prior to the Annual Business Meeting.
- G. In the event of a tie vote, the tie shall be broken by ballot at the Annual Business Meeting.

ARTICLE VIII
Committees & Appointed Positions

Section 1. Committees

A. Standing Committees:

1. The standing committees of MoANA shall be:
 - Bylaws
 - Communications & Marketing
 - Education
 - Finance
 - Government Relations
 - Nominating
 - Student Leadership
 - Website
 - Wellness
2. Subject to approval by the BOD, the President shall appoint the Chair and members of the standing committees.
3. Committee members must be active or associate members of MoANA.
4. The Chair of each committee will be responsible for ensuring the committee performs the duties as listed in the MoANA committee description and other duties as prescribed by the BOD.

B. Standing Committee duties:

1. **Bylaws:**

The Bylaws committee will perform annual reviews of the Association Bylaws, Standing Rules, and Job Descriptions. Suggested changes will be presented to the BOD not less than thirty days prior to the annual business meeting, and subsequently MoANA membership not less than twenty-one days prior to the Annual Business Meeting.
2. **Communications & Marketing (CM):**

The Communications & Marketing (CM) Committee shall promote the profession of nurse anesthesia and engage AANA membership through all appropriate resources and media outlets.
3. **Education:**

The Education Committee shall be responsible for the planning and execution of educational meetings for the Association. The Education Committee shall disseminate information as it is made available from the AANA regarding continuing education and recertification.
4. **Finance:**

The Finance Committee shall be responsible for planning the budget of the Association and investigating its expenses. The fiscal year shall date from October 1.
5. **Government Relations (GR):**

The GR Committee shall address matters pertaining to state legislation and regulations and make recommendations to the BOD. GR Committee shall be responsible for coordination of state advocacy efforts and events.
6. **Nominating:**

The Nominating Committee shall be composed of five (5) active members. Volunteers will be solicited at the annual business meeting. If possible, a member from each region

shall be on the committee. The immediate Past-President shall serve as Chair. Not less than thirty days prior to the annual business meeting, the Chair of the Nominating Committee shall prepare and present to the BOD a ballot with a slate of candidates for positions up for re-election.

7. **Student Leadership (SL):**

The SL Committee will consist of a SBI from each Missouri Nurse Anesthesia Program and a BOD as appointed by the President. The SL Committee serves to assist in disseminating MoANA business and updates to their fellow students. The SL Committee encourages active participation of nurse anesthetist students and offers a means to recruit future member participation in MoANA.

8. **Website:**

The Website Committee will coordinate with the ED, PR chair, and, if needed, contracted website builders for development and maintenance of the Association website.

9. **Wellness:**

The Wellness Committee will raise awareness among MoANA members regarding staying well and healthy, the risk for substance abuse, and managing stressors associated with work and life in general.

B. Special Committees:

With the approval of the BOD, the President may appoint special committees, such as Ad Hoc Committees or Task Forces, not otherwise provided for in the Bylaws.

Section 2. Appointed Positions

A. Appointed positions within MoANA shall include a Federal Political Director, State Reimbursement Specialist, and Pain Reimbursement Specialist.

B. Duties:

1. The Federal Political Director (FPD) shall serve as a liaison between MoANA members and the AANA Federal Government Affairs office, serve as a resource regarding federal government affairs affecting the nurse anesthesia profession, report regularly to the MoANA BOD and perform duties as assigned by the board and described in the current AANA FPD Manual. The FPD will represent MoANA at the AANA Mid-Year Assembly and other meetings as directed by the BOD.
2. The State Reimbursement Specialist (SRS) shall work to coordinate and improve state reimbursement payment processes, serve as a resource regarding state reimbursement policies affecting the nurse anesthesia profession, report regularly to the MoANA BOD and perform duties as assigned by the board and described in the current AANA State Reimbursement Specialist Manual. When feasible, the SRS will represent MoANA at the AANA Fall Leadership Summit and other meetings as directed by the BOD.
3. The Pain Reimbursement Specialist (PRS) shall work to coordinate and improve pain reimbursement payment processes, serve as a resource regarding pain management policies affecting the nurse anesthesia profession, report regularly to the MoANA BOD and perform duties as assigned by the board.

Section 3. Removal and Vacancies on Committees or Appointed Positions

Any committee, committee member, or appointee failing to fulfill the duties assigned may be dismissed by a majority vote of the voting BOD. Unless stated otherwise in the MoANA Bylaws,

when vacancies occur in committees between Annual Business Meetings, the President shall fill vacancies with the approval of the BOD.

ARTICLE IX Meetings of the Membership

Section 1. Meetings

A. Regular meetings of MoANA shall be held twice a year. Meetings may be in-person, virtual, or a combination. One meeting shall be held during the first half of each year, date determined by the Education Committee and the BOD. The second meeting shall be held within 30 days of the end of the fiscal year unless otherwise ordered by the BOD.

The second meeting shall be known as the Annual Business Meeting. The agenda of the Annual Business Meeting shall include election of officers and reports of officers and committees.

Special meetings may be called by the BOD and shall be called upon the written request of ten percent of the active members, filed with an officer of MoANA. The purpose of the meeting shall be stated. Except in an emergency, ten days' notice must be given.

B. The quorum shall be thirty active members at the Annual Business Meeting and fifteen active members at other regular or special meetings.

C. There shall be no proxy or cumulative voting at any meeting of the membership. Voting may be completed in-person or electronically after the Business Meeting via a secure balloting process. Notice of the final outcome of proposed bylaws amendments and resolutions voting shall be given to members via electronic message and posted on the MoANA website.

ARTICLE X Official Publication

The official publication shall be called *THE AIRWAY* and shall be published biannually. The purpose of the bulletin shall be to inform members of activities of MoANA and to stimulate interest in MoANA.

ARTICLE XI Parliamentary Authority

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

ARTICLE XII
Amendments

Section 1. Procedures

These bylaws may be amended at the Annual Business Meeting of the Association by two-thirds (2/3) of those present and voting, provided notice of the proposed amendment has been appended to the call for the meeting and mailed or emailed at least thirty (30) days prior to the date thereof.

ARTICLE XIII
Recognitions

Section 1. Honors

Honors may be given to members upon the recommendation of the BOD and with a majority vote of the members at the Annual Business Meeting by presentation of awards or other honors without conferring honorary membership.

Section 2. Honorary Membership

State honorary membership may be conferred on a member by the voting body upon recommendation of the BOD. Payment of the AANA share of dues for state honorary members must be made annually by the state Treasurer.

Section 3. Benefactors

Individuals who contribute more than one hundred dollars (\$100.00) shall be known as benefactors. The names of such contributors shall be placed in the permanent records of MoANA.

Section 4. Donors

Individuals who contribute one hundred dollars (\$100.00), or less, shall be known as donors. The names of such donors shall be placed in the permanent records of MoANA.

Missouri Regions

