MAINE ASSOCIATION OF NURSE ANESTHETISTS
MeANA

Bylaws

Revised April 2021

Contents

ARTICLE I 4
NAME OF ORGANIZATION 4
ARTICLE II 4
OBJECTIVE OF ORGANIZATION 4
ARTICLE III 4
MEMBERSHIP 4
SECTION 1 CLASS OF MEMBERSHIP 4
SECTION 2 PROFESSIONAL CONDUCT AND DISCIPLINE OF MEMBERS 4
SECTION 3 CONFLICTS OF INTEREST 4
SECTION 4 VOLUNTARY SUPPLEMENTAL ASSESSMENT 4
ARTICLE IV 5
OFFICERS 5
SECTION 1 OFFICERS AND DUTIES 5
SECTION 2 ELIGIBILITY FOR OFFICE 5
SECTION 3 LEADERSHIP IDENTIFICATION AND ENGAGEMENT COMMITTEE 5

SECTION 4 ELECTION 5
SECTION 5 TERM OF OFFICE 5
SECTION 6 VACANCIES 6
ARTICLE V 6
BOARD OF DIRECTORS 6
SECTION 1 POWER AND AUTHORITY 6
SECTION 2 BOARD COMPOSITION 6
SECTION 2 DUTIES OF THE BOARD OF DIRECTORS 7
SECTION 4 BOARD MEETINGS 7
SECTION 5 REMOVAL FROM OFFICE 7
ARTICLE VI 8
EXECUTIVE COMMITTEE 8
SECTION 1 COMPOSITION 8
SECTION 2 DUTIES 8
SECTION 3 MEETINGS 8
SECTION 4 QUORUM 8
ARTICLE VII 9
EXECUTIVE DIRECTOR or ASSOCIATION MANAGEMENT MANAGER 9
SECTION 1 APPOINTMENT 9
SECTION 2 DUTIES 9
ARTICLE VIII 9
COMMITTEES 9
SECTION 1 STANDING COMMITTEES 9
SECTION 2 SPECIAL COMMITTEES 11
ARTICLE IX 11
MEMBERSHIP MEETINGS 11
SECTION 1 REGULAR MEETINGS 11
SECTION 2 ANNUAL MEETING 11
SECTION 3 SPECIAL MEETINGS 11
SECTION 4 QUORUM 11
ARTICLE X 11
ELECTRONIC MEETINGS AND COMMUNICATIONS 11
SECTION 1 MEETINGS 11
SECTION 2 COMMUNICATION 11

ARTICLE XI 12
PARLIAMENTARY AUTHORITY 12
ARTICLE XII 12
AMENDMENTS 12

ARTICLE I

NAME OF ORGANIZATION

The name of the Organization shall be the Maine Association of Nurse Anesthetists, incorporated herein referred to as the Organization or MeANA

ARTICLE II

OBJECTIVE OF ORGANIZATION

The objective of this organization shall be to promote the best interest of its members, cooperate with the American Association of Nurse Anesthetists (AANA), facilitate cooperation between nurse anesthetists and other medical professionals, hospitals and other agencies interested in anesthesia, to advance the science and art of anesthesia and promote patient safety. This organization shall also increase public awareness of nurse anesthesia, and monitor legislation pertaining to the delivery of anesthesia.

ARTICLE III

MEMBERSHIP

SECTION 1 CLASS OF MEMBERSHIP

Classes of membership, applications, privileges, qualifications and dues shall be as stipulated in the Bylaws of the American Association of Nurse Anesthetists.

SECTION 2 PROFESSIONAL CONDUCT AND DISCIPLINE OF MEMBERS

Professional conduct and discipline shall be as prescribed in the AANA Bylaws.

SECTION 3 CONFLICTS OF INTEREST

The MeANA membership shall be governed by the AANA data base licensing agreement with regard to conflicts of interest of MeANA members. Board Members, Committee Chairpersons and Committee members are required to disclose and define any conflicts of interests that may exist when pertinent to Association business.

Personal information from the MeANA membership will never be sold or shared with other parties. All correspondence with the membership shall have the approval of the President.

SECTION 4 VOLUNTARY SUPPLEMENTAL ASSESSMENT

The Board of Directors, by two-thirds vote, may authorize a voluntary supplemental assessment of the members.

ARTICLE IV
OFFICERS

SECTION 1 OFFICERS AND DUTIES

The Officers of the Organization shall be the President, President-Elect, Secretary, and Treasurer. These officers shall perform the duties prescribed by these bylaws, by the parliamentary authority adopted by the Organization, and by the Board of Directors.

SECTION 2 ELIGIBILITY FOR OFFICE

Only active members shall be eligible to hold office. In order to serve as president, president-elect, a member must have served on the Board of Directors for at least 2 years.

SECTION 3 LEADERSHIP IDENTIFICATION AND ENGAGEMENT COMMITTEE

The Leadership Identification and Engagement Committee:

1. Shall be responsible for identifying potential leaders to become more active in MeANA activities and engaging these individuals to aid in the objectives of MeANA
2. Shall employ multiple strategies to reach out throughout the state and encourage a cooperative relationship between MeANA and Maine CRNAs with the goal of maintaining stable leadership going forward for MeANA
3. Shall work cooperatively with Association Management Firm (if available)
4. Shall be composed of up to 3 active members who are elected at the annual meeting.
5. Shall nominate candidates for the offices to be filled at the annual meeting, including the Leadership Identification and Engagement committee.
6. Shall elect the Chairperson of this committee by and from its own membership.
7. Shall have the chairperson of the previous year's committee serve as an ex-officio member of the committee.
8. Shall prepare the slate of officers, directors and leadership identification and engagement committee members and submit it to the membership at least 90 days prior to the end of the fiscal year (September1st).
9. Shall send the election ballot to all members via electronic mail not less than 3 weeks before the annual meeting. The ballots are due back at least 15 days before the annual meeting.

SECTION 4 ELECTION

The Board of Director's will appoint a Tellers Committee who shall receive and count the ballots. The Teller's report shall be given to the members at the Annual Meeting. A majority vote shall elect. In the event that any office is not filled by this election process, the Board of Directors will fill that seat by appointment.

SECTION 5 TERM OF OFFICE

A. The President and President-Elect shall be elected for a term of one year, or until their successors are elected, and their term shall begin at the conclusion of the annual meeting. The

Secretary and Treasurer shall be elected for a term of 2 years, or until their successors are elected, and their term shall begin at the annual meeting. Their terms shall be staggered.

B. Two (2) Directors shall be elected every year.

C. Directors may not be elected for more than two (2) consecutive terms. They shall be elected for three years.

D. A Director may resign at any time by written notice delivered to an executive board member of MeANA. Every effort to provide a 90-day notice of resignation is preferable to allow for a smooth transition of responsibilities. Resignation will be effective 90 days from resignation, unless the notice specifies a date later than 90 days.

SECTION 6 VACANCIES

In the event of a vacancy in the office of the President, the President-Elect shall become the President to finish out that term of office, and then shall assume the office of President the following year for which elected. A vacancy in the office of President-Elect shall not be filled until the next meeting of the membership. A vacancy in any other office may be filled by the Board of Directors for the unexpired portion of the term.

Any Member of the Board of Directors, or Committee Chair may be removed from office without cause by a 2/3 vote by the Board of Directors.

ARTICLE V
BOARD OF DIRECTORS

SECTION 1 POWER AND AUTHORITY

The Board of Directors shall have full power and authority over the affairs of the Organization between meetings of the membership, except as otherwise provided in these bylaws.

SECTION 2 BOARD COMPOSITION

The officers of the Organization and Directors shall constitute the Board of Directors.

A. Only Active members shall be eligible to serve as directors.
B. The nomination and election process shall follow the procedures as outlined in Article IV, Officers, Section 3 and 4.
C. Directors shall be elected for a term of three years, or until their successors are elected, and their term shall begin at the conclusion of the Annual Meeting. Their terms shall be staggered. Directors shall not serve more than two consecutive terms as director.
D. A vacancy in the position of Director may be filled by the Board of Directors for the unexpired portion of the term.
E. The President and the President-Elect shall be elected for a term of one year, or until their successors are elected.

F. The Treasurer and the Secretary shall be elected for a term of two years, or until their successors are elected, and may be eligible for re-election, but shall not serve for more than three consecutive terms.
G. The government of this Association shall be vested in a Board of Directors composed of the Officers, Six (6) Directors and the Immediate Past-President.
H. Student Liaisons may be appointed to sit as nonvoting members to the Board of Directors.

SECTION 2 DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors of this Organization shall:

A. Approve the budget, and control and manage the funds and properties of this Organization;
B. Approve the selection of an institution for deposit of Organization funds;
C. Conduct the general business of this Organization;
D. Conduct an annual self-evaluation;
E. Contract or hire and association management company to manage the affairs of the Organization if deemed within the organization's fiscal budget;
F. Conduct an annual review of the association management company's Executive Director or individual holding a similar role;
G. Ensure the Organization has an annual audit or review and necessary financial reports are completed;
H. Approve the appointments made by the President; and
I. Exercise such other duties as prescribed in these bylaws, by the membership at a meeting, or in the adopted parliamentary authority.

SECTION 4 BOARD MEETINGS

A. The regular meetings of the Board of Directors shall meet as determined by the President or the board. An alternate meeting date may be chosen with majority agreement of the board whenever necessary.
B. Notice must be given at least 10 days before the meeting.
C. Special meetings of the board may be called by the President and/or shall be called upon through the written request of three members of the Board. The purpose of the meeting shall be stated in the call which must be given at least twenty-four hours before the meeting.
D. Notice may be waived by the members of this board in accordance with statutory requirements. Board members present at a meeting shall be deemed to have received, or to have waived, notice.
E. Board members may participate in meetings via telephone conference, video conferencing such as zoom, or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting. Such participation constitutes attendance at the meeting.
F. A majority of the members of the Board shall constitute a quorum.
G. It is acceptable for any member of the board, executive committee, committee chairs, committee members or approved MeANA members requesting to join a meeting, to attend meetings via conference call (video or otherwise) or in person.

SECTION 5 REMOVAL FROM OFFICE

Any officer, director, committee chair or committee member may be removed from their office or position by a two-thirds vote of the Board of Directors, when in the judgment of the Board, the best interests of this Organization would be served by this action.

ARTICLE VI
EXECUTIVE COMMITTEE

SECTION 1 COMPOSITION

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

SECTION 2 DUTIES

A. Authority between Board Meetings

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

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

B. Other Duties

The Executive Committee shall also:

1. approve appointments by the President;
2. make recommendations to the Board of Directors; and
3. have such other duties as are prescribed for the Executive Committee in these bylaws or by 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 or electronic notice. Notice may be waived by the members of the Executive Committee in accordance with statutory requirements.

SECTION 4 QUORUM

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

ARTICLE VII
EXECUTIVE DIRECTOR or ASSOCIATION MANAGEMENT MANAGER

SECTION 1 APPOINTMENT

The Board of Directors may contract for an Executive Director or Association Management Company to serve this Organization on a full-time basis as the needs of the Organization may require and/or Organization finances permit.

SECTION 2 DUTIES

The Executive Director or Association Management Manager or someone similar in this role shall perform such duties as shall be assigned by the Board of Directors, including managing the operational affairs of the Organization.

ARTICLE VIII

COMMITTEES

SECTION 1 STANDING COMMITTEES
A. Composition, Accountability, Ex- Officio Members, Subcommittees, and Term

The Standing Committees shall include the: Professional Development Committee, Government Relations Committee, State Reimbursement Committee, Political Action Committee, Public Relations Committee, and Wellness/Peer Support Committee

1. The President, subject to approval of the board, shall appoint all standing committee chairs; who must be ACTIVE Members. Each committee shall be composed of at least 2 members, unless otherwise determined by the board. The committee chair may make recommendations to the President of possible committee members. The President, subject to the approval of the board, shall appoint all standing committee members.
2. All standing committees shall report to the Board of Directors and shall be responsible to the President between meetings of the board. Policy developed by a committee must be approved by the board.
3. The president shall be an ex -officio member of each standing committee.
4. The term for committee members shall correspond to that of the officers.

B. Professional Development Committee. The Professional Development Committee:

1. Shall be responsible to the Board of Directors
2. Shall prepare a report of the committee's activities for Board of Directors meetings
3. Shall be responsible for carrying out duties assigned
4. Shall develop educational standards and consistently endeavor to further the educational program of the ASSOCIATION
5. Shall be responsible to submit all applications for prior approval of CE credit to the AANA before the educational meeting and all attendance records, budget, and evaluations shall be kept in accordance with the AANA requirements

6. Shall work with the management firm assist with educational programming

C. Government Relations Committee. The Government Relations Committee:

1. Shall develop and/or maintain a communication tree for rapid response concerning federal legislation and regulatory issues.
2. Shall be responsible for tracking federal issues relating to Maine CRNAs.
3. Shall work with the Board of Directors and lobbyist to monitor pending legislation pertaining to nurse anesthesia in the state of ME and inform members about such legislation that has the potential to affect their practice
4. Shall develop and foster relationships with key state legislators and form alliances with other medical community leaders
5. Shall work with the management firm as need dictates.
6. Shall work with the Board of Directors and the AANA Federal Government Relations team in matters pertaining to pending federal legislation and regulations, regarding the administration of anesthetics by CRNAs.

D. State Reimbursement Committee. The State Reimbursement Committee:

1. Shall monitor issues relating to reimbursement and develop relationships with major health plans, medical directors, Medicare plans, hospitals, and ambulatory surgery centers.
2. Shall educate the above about the value and role of CRNAs in providing patient access to quality cost effective care.
3. Shall work with the ASSOCIATION and the AANA federal government affairs staff to address and advance reimbursement of care provided by CRNAs.
4. Shall work with the management firm to assist with matters of state reimbursement

E. Political Action Committee. The Political Action Committee:

1. Shall work cooperatively with the ASSOCIATION lobbyist to ensure that campaign donations made on behalf of the ASSOCIATION will be in the best interest of the ASSOCIATION.
2. Shall be responsible for updating members and soliciting donations from members for the PAC fund
3. Shall work collaboratively with the Management Firm

F. Public Relations Committee. The Public Relations Committee:

1. Shall be responsible for updating the MeANA website, Facebook page and Twitter account and any other means of communications with the members that are created by MeANA.
2. Shall keep members informed of the activities of their ASSOCIATION to stimulate interest in the ASSOCIATION.
3. Shall be responsible for but not limited to the following projects and programs promoting nurse anesthesia through the development of image building campaigns, creation and/or dissemination of information publications.
4. Shall work cooperatively with the ASSOCIATION manager when feasible

SECTION 2. SPECIAL COMMITTEES

Special Committees (includes task forces) may be created as necessary by the membership, the Board of Directors or the President. All committee appointments shall be made by the President, subject to approval by the board.

ARTICLE IX
MEMBERSHIP MEETINGS

SECTION 1 REGULAR MEETINGS

Regular business meetings of the Organization shall be held at least 1 x per year in the fall. The Board of Directors shall determine the date and place of these meetings and shall send notice to all voting members not less than thirty days before the meeting.

SECTION 2 ANNUAL MEETING

The meeting held in the fall shall be the Annual business meeting and shall be for the purpose of announcing the elected officers and directors, any necessary runoff elections, receiving reports of officers, board directors, and committees, and any other business that may arise.

SECTION 3 SPECIAL MEETINGS

Special meetings may be called by the President or the Board of Directors and shall be called upon written request of not less than 10 active members of this Organization. The purpose of the meeting shall be stated in the call, which shall be sent to all members at least thirty days before the meeting.

SECTION 4 QUORUM

A quorum shall consist of not less than 15 active members present and eligible to vote at any annual, regular, or special business meeting of this Organization.

ARTICLE X
ELECTRONIC MEETINGS AND COMMUNICATIONS

SECTION 1 MEETINGS

The Board of Directors and all committees and subcommittees shall be authorized to meet by telephone and/or video conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.

SECTION 2 COMMUNICATION

Unless members indicate otherwise to the Executive Director or an individual with a similar role all communication required in these bylaws, including meeting notices, may be sent electronically. If the Organization is unable to retain an Association Management Company to assist in this responsibility, then the responsibility shall fall to the Secretary of the Organization.

ARTICLE XI
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 and procedures that the Organization may adopt.

ARTICLE XII
AMENDMENTS

These Bylaws may be amended at any general membership meeting of this Organization by a two-thirds vote, provided written notice of the proposed amendment(s) have been submitted to the Bylaws Committee or designee ninety days prior to the meeting date, and has been sent to the membership at least (30) days prior to the date of the meeting.