

AMERICAN ASSOCIATION OF NURSE ANESTHETISTS FOUNDATION

BYLAWS

ARTICLE I

NAME

The name of the FOUNDATION is the "American Association of Nurse Anesthetists Foundation," hereinafter referred to as the FOUNDATION.

ARTICLE II

PURPOSE

The purpose of the FOUNDATION is:

To establish, maintain and operate a charitable and educational organization to function exclusively for the benefit of the American Association of Nurse Anesthetists (AANA) in support of its efforts to foster, support, develop and encourage education and research in nurse anesthesia and to do, exercise and perform any act, thing or power necessary, suitable or desirable for the accomplishment of the foregoing purpose.

The FOUNDATION has been established as an Illinois Not For Profit Corporation, has a Section 501(c)(3) tax exempt status as defined in the Internal Revenue Code of 1986 and is classified as a non-private foundation under Section 509(a)(1) of the Internal Revenue Code of 1986 as amended.

ARTICLE III

MEMBERS

The member of the FOUNDATION is the AANA. All acts requiring action of the member may only be taken by the AANA Board of Directors or an entity authorized to act on behalf of the AANA Board of Directors.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Composition

The Board of Trustees shall consist of at least eleven (11) and no more than twenty-one (21) Trustees as fixed by the Member. The number of Representatives of the Public at Large shall not exceed 30% of the membership of the Board of Trustees. The Trustees will represent the following community of interest involved in nurse anesthesia:

- A. Certified registered nurse anesthetists (CRNAs) who are engaged actively in management, education, research and/or clinical practice in nurse anesthesia (CRNA Trustees);
- B. The AANA Vice-President, AANA President-elect, and the AANA Executive Director (AANA Trustees)
- C. Representatives of the Public at Large (Public Trustees).

Section 2. Powers

The Board of Trustees shall be solely and exclusively responsible for the affairs of the FOUNDATION including the election of its own officers for a term of office as provided by these Bylaws. The Board of Trustees shall appoint such committees as it shall deem advisable and shall engage in such activities which are consistent with the purposes of this FOUNDATION.

Section 3. Election

- A. Members of the Board of Trustees shall be elected in the following manner.
 - (1) The Trustees of the FOUNDATION shall propose to the Member a slate of candidates containing a minimum of three nominees for each vacancy to be filled;
 - (2) The Member shall notify the Board of Trustees if any nominee shall be removed from the slate of nominees;
 - (3) The Trustees of the FOUNDATION shall, if necessary, propose to the Member additional candidates to be added to the slate of candidates subject to the Member's approval until the slate, as approved by the Member shall contain a minimum of two nominees for each vacancy to be filled;
 - (4) The Trustees shall elect Trustees from the slate of candidates approved by the Member.

Section 4. Term of Office

- A. CRNA Trustees shall serve for two years or, if later, until their successors are elected and qualified. Their terms shall be on a rotating basis.
- B. Public Trustees shall serve for two years or, if later, until their successors are elected and qualified. Their terms shall be on a rotating basis.
- C. The Executive Director of the AANA, the AANA Vice-President and the AANA President-elect shall serve on the FOUNDATION board while they hold such office in the AANA.
- D. Except with the approval of the Member, no Trustee, other than the Executive Director of the AANA, shall serve for a period exceeding six consecutive years.

Section 5. Removal of Trustees

A Trustee may be removed with or without cause, by a vote of two-thirds of the Board of Trustees together with a vote of the Member. A Trustee may be removed, with cause, by a vote of the Member alone acting by a two-thirds vote of the Member's Board of Directors. For purposes of this Section 5 of Article IV, "cause" shall mean: (i) the Trustee is no longer representative of the community of interest for which he/she was elected, (ii) the Trustee has been absent for at least two (2) consecutive meetings of the Board of Trustees in any fiscal year without sufficient excuse, as determined by the Board of Trustees, (iii) violation of the AANA Code of Ethics (and in the case of a Trustee who is not a member of the AANA, then insofar as is practicable, as if the AANA Code of Ethics were applicable to such Trustee), (iv) the commission or attempt to commit any criminal act punishable as a felony, or (v) the commission or attempt to commit any act of moral turpitude.

Section 6. Compensation

The Trustees shall not receive compensation for their services but may receive compensation for expenses reasonably incurred in connection with attendance at meetings or other business of the FOUNDATION in accordance with the FOUNDATION's travel and reimbursement policy.

Section 7. Vacancies

A vacancy in the Trustees shall be filled in the manner set forth in Section 3 of this Article IV.

ARTICLE V

OFFICERS

Section 1. Officers

The Officers of the FOUNDATION shall be a Chair, Chair-Elect, no more than two Vice-Chairs and a Treasurer. The FOUNDATION Executive Director shall serve as the Secretary. Other officers may be elected by the Trustees as the Trustees may determine.

Section 2. Election and Eligibility

A. The Chair-Elect, each Vice-Chair and the Treasurer of the FOUNDATION shall be elected by and from the Board of Trustees of the FOUNDATION by a majority vote of the Trustees; provided, however, that no AANA Director or Executive Director may be elected as an officer of the FOUNDATION. In addition, candidates for Chair-Elect must be a CRNA who has served at least 2 years on the Foundation. Any vacancy at any time existing in any office may be filled by the Trustees and such successor in office shall hold office for the unexpired term of his or her predecessor. In the absence or unavailability of the FOUNDATION Executive Director described in Article VII hereof, the Trustees shall elect from among the Trustees, a temporary replacement to carry on the duties of the Secretary during the absence or unavailability of the FOUNDATION Executive Director.

B. If elected Chair-Elect in the fourth year, the Chair-Elect will automatically receive reappointment to a two year term on the Board of Trustees.

C. The Chair-Elect will automatically assume the role of Chair after completing his or her term.

Section 3. Term of Office

A. The officers shall be elected by the Board of Trustees before the AANA Annual Meeting to serve for a term of one year or, if later, until his or her successor shall be duly elected and qualified. Their term of office shall begin at the close of the AANA Annual Meeting. No trustee shall hold more than one office at a time and officers, except the Chair or Chair-Elect may be re-elected.

B. Any officer may resign by delivering his or her written resignation to the FOUNDATION or to the FOUNDATION Executive Director and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

C. The Trustees may remove any officer appointed by the Trustees with or without cause by a vote of a majority of the entire number of Trustees then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Trustees prior to action thereon.

Section 4. Duties of Officers

- A. The officers shall perform the duties as are prescribed for the office in these bylaws, by the Board of Trustees, by the Executive Committee, by the Chair, or in the adopted parliamentary authority.
- B. The Chair of the FOUNDATION shall be responsible for calling and presiding at Board of Trustees meetings and shall represent the FOUNDATION externally.
- C. In the absence or disability of the Chair, the powers and duties of the Chair shall be performed by the Chair-Elect. In the event the Chair-Elect succeeds to the office of Chair by reason other than natural succession by expiration of the current chair's term of office, the Chair-Elect shall serve for the remaining term of the replaced Chair and in addition shall serve the one year term of office as chair to which he or she would have succeeded if the current chair had fulfilled his or her term of office.
- D. The Treasurer shall be responsible for the custody of the funds and securities of the FOUNDATION and shall advise the Board of Trustees regarding its financial condition and the handling of its monies and investments.

Section 4. Vacancy

A vacancy in any office except for Chair or Chair-Elect may be filled by appointment of the Chair.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee of the FOUNDATION shall be composed of the Chair, Chair-Elect, the Vice-Chairs and the Treasurer of the FOUNDATION.

Section 2. Powers

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

1. necessary to take action on unanticipated business that requires action between Board meetings;
2. the action taken is not contrary to the instructions of the Board of Trustees; and
3. the action taken is not prohibited by the Illinois Not For Profit Corporation Act of 1986, or its successor and is not otherwise inconsistent with law.

ARTICLE VII

EXECUTIVE DIRECTOR

Section 1. Selection

The Board of Trustees, shall select and approve an executive director chosen from a slate of candidates recommended by the Board of Trustees and approved by the Member, to manage the activities of the FOUNDATION (the “FOUNDATION Executive Director”).

Section 2. Duties

The FOUNDATION Executive Director shall manage and direct the activities of the FOUNDATION and shall serve as the Chief Executive of the FOUNDATION. The FOUNDATION Executive Director shall also be responsible and accountable to the Board of Trustees. The FOUNDATION Executive Director shall attend all Board of Trustee meetings and shall be responsible for taking and recording the minutes of the official meetings of the Board of Trustees and seeing that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law and serving as custodian of the FOUNDATION's records. The FOUNDATION Executive Director shall carry out such additional duties as are designated by the Board of Trustees.

Section 3. Selection or Termination

The selection or termination of the FOUNDATION Executive Director shall be by two-thirds vote of the Trustees present at a meeting at which a quorum is present and notice has been duly given in accordance with Article VIII of these Bylaws.

ARTICLE VIII

MEETINGS

Section 1. Meetings

A. Regular Meetings

There shall be at least two scheduled meetings of the Board of Trustees each year at times determined by the Board of Trustees. At least fifteen (15) days advance written notice shall be given for any regular meeting.

B. Special Meetings

Special meetings of the Board of Trustees shall be called by the Chair or at the request of any four Trustees. Notice of any special meeting to the Board of Trustees shall be given in writing prior to the date of the meeting. The business to

be transacted or the purpose of any special meeting of the Board of Trustees must be specified in a notice.

Section 2. Quorum

A majority of the Board of Trustees shall constitute a quorum.

Section 3. Manner of Action

Each member of the Board of Trustees shall be entitled to one (1) vote on any matter coming before the Board of Trustees, except in cases of a conflict of interest.

ARTICLE IX

COMMITTEES

Subject to the approval of the Board of Trustees, the Chair may appoint such committees, whether standing or special as, from time to time, it shall deem appropriate. Except as may be directed by these Bylaws, statute or the Board of Trustees, committee members need not be Trustees. The Chair of such committee(s) shall be selected by the Board of Trustees. The term of each committee member shall expire at the AANA's next Annual Meeting. Committee members may be removed, with or without cause, by vote of the Trustees or the Member.

ARTICLE X

ACTION WITHOUT A MEETING

Any action which may be taken at a meeting of the Board of Trustees, Executive Committee, standing committees, or special committees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board or committee entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals. All the approvals evidencing the consent shall be delivered to the FOUNDATION Executive Director to be filed in the corporate records. The action taken shall be effective when all the directors or committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the directors or all the committee members, as the case may be, shall have the same effect as a unanimous vote.

ARTICLE XI

ELECTRONIC MEETINGS

The Board of Trustees, Executive Committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media following the rules established by the Board.

ARTICLE XII

FISCAL YEAR

The fiscal year of the FOUNDATION shall end on the 31st day of August of each year.

ARTICLE XIII

SEAL

The Board of Trustees shall adopt a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the FOUNDATION and the words, "Corporate Seal, Illinois."

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of the State of Illinois, or under the provisions of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

INDEMNIFICATION

The AANA shall indemnify all Officers, Trustees and employees for expenses incurred with the defense or settlement of any claim against such person by reason of service as an Officer, Trustee or employee, to the maximum extent permitted under the Illinois Not for

Profit Corporation Act except in cases of a breach of service agreement, and then the FOUNDATION shall indemnify all Officer, Trustees, and employees.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

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

ARTICLE XVII

AMENDMENTS TO BYLAWS

These Bylaws may be amended at any time by a vote of two-thirds of the Board of Trustees present at a meeting called by a notice given at least 30 days in advance of the meeting and setting forth or describing the proposed amendment, provided that no amendment shall take effect until it has been approved by the Member.

ARTICLE XVIII

SERVICE AGREEMENTS

The FOUNDATION may enter into one or more Service Agreements with the American Association of Nurse Anesthetists to more fully carry out the intent of these Bylaws.

ARTICLE XIX

DISSOLUTION

In the event of dissolution or liquidation of the Corporation, and after payment of just debts and liabilities, all remaining assets shall be transferred and conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of this Corporation if said corporation, society or organization is then exempt under Section 501(a) or Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any subsequent law of the United States of America to be used for like or similar purposes as afore described.

Adopted 2-25-95

Revisions approved 8-7-95, 6-8-96, 2-27-99, 9-20-99, 4-27-01, 9/15-9/16/02, 4/5/07,
10/12/08, 1/28/10

