



AANA Bylaws and Resolutions Committee Charter

PURPOSE

The Bylaws and Resolutions Committee (“Committee”) is an elected committee responsible for overseeing matters that relate to AANA bylaws, proposed amendments, and resolutions.

BYLAWS LANGUAGE

Article VII, Section 7, B: Bylaws and Resolutions Committee

B. Bylaws and Resolutions Committee:

- (1) The Bylaws and Resolutions Committee shall consist of five Active members of the AANA elected by the membership, and each shall serve for a two-year term. Three members will be elected in even-numbered years and two members will be elected in odd-numbered years. To be eligible to serve on the Bylaws and Resolutions Committee, a member must have previous state level involvement (i.e., served on a committee and/or Board) or have held leadership positions in the clinical, academic, facility or military environment. The member must also be in Good Standing, as defined by Article V, Section 2 C.
- (2) The Bylaws and Resolutions Committee shall perform those duties stated in Articles XI and XVII.

Article XI – Resolutions

Section 1. Requirements of a Resolution

- A. Resolutions shall be submitted to the CEO of the AANA by the Board of Directors, an AANA Elected Committee, or signed by at least 25 Active members for arrival at the Executive Office no later than 90 days before the annual Business Meeting.
- B. Definition: A resolution is a written “main motion” (submitted in advance of the annual Business Meeting) which contains serious subject matter potentially having significant impact on the business of the AANA.

Section 2. Review and Publication of Resolutions

- A. All resolutions submitted to the CEO, as provided above, shall be referred to the Bylaws and Resolutions Committee for review and consideration. The Committee is authorized to rephrase resolutions for purposes of clarity.
- B. Proposed resolutions shall be published on the AANA website at least 30 days prior to the annual Business Meeting.

Section 3. Hearing

At the annual meeting of the AANA, the Bylaws and Resolutions Committee shall hold an open hearing at which time all duly submitted resolutions may be discussed. The time and location of the open hearing shall be announced to the membership.

Section 4. Emergency Resolutions

Resolutions not submitted in advance, as provided in Section 1 above, may be submitted to the Bylaws and Resolutions Committee at the time and place of the Bylaws and Resolutions Hearing. Resolutions submitted at such hearing shall be designated as Emergency Resolutions. Consideration of any Emergency Resolution by the membership shall first require a majority vote of the membership present and voting at the annual Business Meeting as to its proper designation as an Emergency Resolution.

Section 5. Adoption of Resolutions

- A. The Bylaws and Resolutions Committee shall formulate recommendations on all resolutions, those duly submitted and those designated as Emergency Resolutions and shall present their recommendations to the membership at the business meeting.
- B. The membership shall consider each resolution separately.
- C. Emergency Resolutions require a two-thirds vote for adoption.
- D. Any resolution duly adopted shall be binding on the Board of Directors, which shall be responsible for the implementation of such resolution.

Section 6. Modification of Adopted Resolutions

Notwithstanding the foregoing, all resolutions adopted by the membership shall be reviewed annually by the Bylaws and Resolutions Committee for evaluation of their continued appropriateness. In the event that the Committee determines a resolution is no longer appropriate or otherwise requires modification, the Committee shall submit appropriate suggestions for termination or modification to the Board of Directors to be considered by the Board of Directors for submission in the form of a resolution at the next annual meeting. All resolutions proposed by the Board for termination or modification of an existing resolution shall be submitted and acted upon in the same manner as all other resolutions as provided for in these Bylaws.

Article XVII - Amendments

Section 1. Procedure

Proposed amendments to the Bylaws or to the Articles of Incorporation of the AANA must be submitted in writing to the CEO of the AANA by the Board of Directors, an AANA Elected Committee, or signed by at least 25 Active members for arrival at the Executive Office no later than 90 days before the annual Business Meeting. The proposed amendments shall be referred to the Bylaws and Resolutions Committee. The Bylaws and Resolutions Committee shall consider proposed amendments to the Articles of Incorporation and Bylaws of the AANA and shall draft them in proper form for submission to the members at the annual meeting.

The proposed amendments must be considered by the Board of Directors, and shall be forwarded to the membership at least 30 days, but within 60 days, prior to the annual meeting. At the annual Business Meeting, the proposed amendments to the Bylaws shall be submitted for discussion and amendment by those in attendance. Amendments to proposed bylaw amendments require a majority vote.

Amendments to these Bylaws or the Articles of Incorporation of the AANA may only be adopted by an affirmative vote of two-thirds of those members voting electronically after the Business Meeting subject to the provisions outlined in Article X, Section 4.

Section 2. Emergency Amendments

Any change in the corporate or tax status of the AANA, or its ability to carry out, perform, or accomplish any of its purposes or objectives caused by any threatened or completed modification, repeal, or amendment of any currently existing statute, regulations, case or administrative decision or interpretation, whether federal, state, or local (or an agency or subdivision thereof) which affects or impairs the functions of the AANA, which at the discretion of the Board of Directors, requires immediate amendment of the Bylaws or Articles of Incorporation shall, notwithstanding the preceding section, empower the Board of Directors to amend the Articles of

Incorporation or these Bylaws in any respect it deems necessary or desirable to ensure compliance with any proposed or existing change or changes, without prior approval of the voting membership.

Section 3. Standing Rules

The Standing Rules may be amended by a two-thirds vote at any time or by a majority vote if notice of the proposed amendment has been given at the previous meeting or in the call for the meeting or by the Board of Directors in accordance with Section 2 above.

KEY RESPONSIBILITIES

The Committee shall perform all duties as outlined in the bylaws and/or requested by the Board. The Committee will specifically be responsible for the following duties and responsibilities:

- Oversee the bylaw amendment and resolution submission process by reviewing and preparing for official publication.
- The Committee shall perform those duties stated in Articles XI and XVII.

COMPOSITION AND TERM LIMITS

- The committee shall consist of 5 elected CRNAs.
- Active certified AANA members in good standing
- The committee term begins at the conclusion of the AANA Annual Congress through the following Annual Congress.

The committee shall be supported by at least one AANA staff member, appointed by the CEO.

VOTING AND QUORUM

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

When a quorum is present, the vote of a majority of the voting Committee members present shall constitute the action or decision of the Committee.

MEETINGS

The Committee will meet via conference call or in person as needed.

The Committee Chair shall be partially funded to facilitate the Mid-Year Assembly Bylaws and Resolutions Hearing.

The Committee shall be partially funded to attend Annual Congress in relation to their Bylaws and Resolution work.

AUTHORIZATION AND LIMITATIONS OF POWER

The Committee is established by the Bylaws and has no power or authority to act or speak on behalf of the full BOD.

Committee members shall refrain from representing themselves on social media as speaking for the committee unless granted explicit permission by the chair and shall not use the committee role in a signature block on social media.

*Adopted: AANA Board of Directors
February 2022
Bylaw Update September 2023*

COMMITTEE ROLES

ROLE OF A COMMITTEE CHAIR

- Facilitates the meeting or conference call.
- Encourages committee members to provide their thoughts.
- Provides leadership and serves as point person for the committee.
- Responsible for ensuring committee charges are accomplished.
- Collaborates with staff to develop and monitor the objectives and charges for the committee.
- Provides input for setting meeting and conference call agendas.
- Communicates with the AANA President regarding committee issues.
- Assists in the development of committee reports submitted twice a year to the AANA Board of Directors.
- Mentors committee members to ensure continuity to the next fiscal year.
- Serves as a spokesperson for issues related to the work of the committee in an effort to assist members in understanding committee decisions.
- Facilitates the presentation of the proposed bylaw amendments and resolutions at the Mid-Year Assembly and annual Business Meeting.

ROLE OF COMMITTEE MEMBERS

- Participates actively in all meetings and conference calls.
- Collaborates with the rest of the members of the committee and respects different points of view.
- Considers AANA members' perspective.
- Respects time limits.
- Asks the chair for clarification when needed.
- Provides prompt and timely written or verbal feedback on issues or documents under discussion by the committee.
- Shares respectful advancement of ideas but avoids personal agendas.
- Maintains confidentiality of the committee's work until dissemination is appropriate.
- Is responsive to committee chair or staff direction.
- Asks the Chair for information but does not direct staff work.

ROLE OF COMMITTEE STAFF

- Provides support services and resources (i.e., agendas, minutes, reports, research).
- Provides clarification and provides historical information on projects/issues.
- Provides input from a staff perspective on issues under discussion.
- Communicates information about committee activities to other AANA committee staff.
- Solicits information or input from AANA staff as appropriate.
- Ensures that any and all charges or projects not part of the original list of committee charges, first goes through the Board of Directors for approval, and then through the project prioritization process prior to action.

EXPENSE REIMBURSEMENT:

Expenses related to the Committee's travel and meetings are reimbursed in accordance with the AANA Business Travel and Reimbursement Policy.