

**TENNESSEE ASSOCIATION
OF
NURSE ANESTHETISTS**



Bylaws

2006

PHILOSOPHY OF THE TENNESSEE ASSOCIATION OF NURSE ANESTHETISTS

The members of the Tennessee Association of Nurse Anesthetists (TANA) are committed to the advancement of educational standards and practices that will advance the art and science of nurse anesthesia, and thereby support and enhance quality patient care.

OBJECTIVES OF THE TENNESSEE ASSOCIATION OF NURSE ANESTHETISTS

1. To promote patient safety and continual high quality patient care.
2. To advance the science and art of nurse anesthesia.
3. To develop and promote educational standards in the field of nurse anesthesia.
4. To develop and promote standards of practice in the field of nurse anesthesia.
5. To facilitate effective cooperation between nurse anesthetists, anesthesiologists, other members of the nursing and medical professions, hospitals and agencies representing a community of interest in nurse anesthesia.
6. To publish bulletins and other publications pertinent to the objectives of TANA.
7. To assist in obtaining information and data for reference in matters pertaining to the profession or its practice.
8. To provide opportunities for continuing education in nurse anesthesia.
9. To provide members with direction pertaining to governmental policy, legislation or judicial decisions of importance to nurse anesthesia.
10. To cooperate with the American Association of Nurse Anesthetists (AANA) and with various federal and state associations.

VISION STATEMENT

To contribute to high quality, safe anesthesia practice by CRNAs throughout the State of Tennessee by taking a leadership role in policy-making, nurse anesthesia education and research.

MISSION STATEMENT

To advance excellence in anesthesia services through meeting its members' professional needs and increasing public awareness that CRNAs provide patients with high-quality, safe anesthesia services in all practice settings.

PURPOSE

The Tennessee Association of Nurse Anesthetists (TANA) is a nonprofit corporation whose purpose is to advance the profession of nurse anesthesia, to advocate Certified Registered Nurse Anesthetists as high-quality anesthesia providers, to enhance the art and science of nurse anesthesia and to facilitate the provision of safe, accessible, affordable, high quality anesthesia care.

ARTICLE I

Name

This nonprofit corporation shall be known as the Tennessee Association of Nurse Anesthetists, hereinafter referred to as TANA.

ARTICLE II Membership

Section 1.

Membership: Only members in good standing of the AANA shall be eligible for membership in TANA, and membership with respect to classes, qualifications, admission, duties, privileges, maintenance, professional conduct, discipline, resignation, and termination shall be stipulated in the current bylaws of the AANA. Only active members are eligible to speak, vote, and hold office; active membership shall be based on the most currently available AANA membership list.

Section 2.

Honorary Membership: In addition to AANA membership classes, Honorary Membership for notable service to TANA may be conferred on an individual after recommendation of the Board by a three-fourths vote by ballot, and by subsequent approval of a three-fourths vote of those members present and voting at an annual meeting. Under no circumstances does honorary membership in TANA automatically confer the same class of membership in the AANA.

ARTICLE III

Complaints and Procedures

Forms of Disciplinary Action: Association members may be censured, suspended, expelled, or otherwise disciplined according to AANA due process as it appears in the AANA Bylaws.

ARTICLE IV

Fiscal Year

The fiscal year of the Association shall begin the first day of July and end the last day of June.

ARTICLE V

Dues and Supplemental Assessments

The TANA dues amount, payment procedures, default, exemption, and reinstatement shall be as stipulated in the current Bylaws of AANA. Supplemental assessments may be requested of the membership upon the recommendation of a three-fourths vote of the Board, and, with thirty days prior notice, the subsequent approval by a three-fourths vote of the membership.

ARTICLE VI

Executive Committee & Board of Directors

Section 1.

The Executive Committee of the Board of Directors shall consist of the President, President-Elect, and Secretary-Treasurer, with the President serving as the Chair. The Executive Committee shall manage the affairs of TANA between meetings of the Board and shall be authorized and empowered to act on behalf of TANA in matters of an urgent or emergency nature.

Minutes shall be kept and a summary of Executive Committee action shall be transmitted to Board members within seventy-two hours of the conclusion of any meeting.

Three members of the Executive Committee shall constitute a quorum. The officers shall perform the duties prescribed by these Bylaws, the parliamentary authority adopted by TANA, and any duties assigned to them by the Board.

Section 2.

The TANA Board of Directors shall be composed of the Executive Committee, plus six District Directors, with one Director representing each of the six TANA Districts. The Board of Directors shall perform the duties prescribed by these by-laws and the parliamentary authority adopted by TANA.

Under no circumstances may a TANA contract employee, paid consultant and/or advisor serve as a member of the Executive Committee and/or Board of Directors of the Association.

Section 3.

Eligibility for Office: Only active TANA members are eligible for office; active status shall be based on the most currently available AANA membership list at the time of nomination. Those active members in Federal service who seek nomination must physically reside or work in Tennessee to hold office. Only active members who have previously served on the TANA Board shall be eligible for the office of President or President-Elect and Secretary-Treasurer.

Section 4.

Terms of Office: The term of office shall begin at the conclusion of the annual meeting at which the election results are announced to the membership, and an officer shall serve for the term as stated in these bylaws or until a successor is elected. No member shall hold more than one office at a time, and in the event that an officer accepts an office in the AANA, the office in TANA shall be declared vacant and, except as otherwise provided for in these bylaws, the Board of Directors shall determine the method of filling a vacancy in any office.

ARTICLE VI (continued)

Section 5 - Duties:

President:

The President shall be the chief executive officer of TANA and shall supervise and direct the affairs of TANA, and shall act as its chief spokesperson.

The President, along with the Secretary/Treasurer, shall sign contracts and/or other instruments that the Board has authorized to be executed.

The President, or a District Director appointed by the President, shall be an ex-officio member of all committees except the Nominating Committee.

The President shall serve for a term of one year, or until a successor takes office.

President-Elect:

The President-Elect shall be the chief operating officer of TANA. In the absence of the President or in the event of the President's death or inability to act, the President-Elect shall perform the duties of the President and, when so acting, shall have the powers of the office and be subject to all the restrictions of the office.

The President-Elect shall serve for a term of one year, or until a successor is elected, and shall then succeed to the office of President at the close of the annual meeting in the year following the date of election, or earlier in the event of the President's death or inability to act.

In the case of a vacancy in the office of President, the President-Elect shall serve as President for the remainder of that term and shall also serve the term for which elected.

Secretary-Treasurer:

The Secretary- Treasurer shall serve for a term of two years, or until a successor is elected.

The Secretary-Treasurer is the chief financial officer of the Association, and shall serve as a member of the Finance Committee.

The Secretary-Treasurer shall perform all duties incident to the office and other duties that may be assigned by the President or Board of Directors.

The Secretary-Treasurer, or his/her designee, shall inform the AANA of the results of the annual election of TANA officers within 30-days of the Fall Meeting.

District Directors:

Each TANA District shall have representation on the Board of Directors. A Director from each District shall be elected to serve for a term of two years, or until a successor is elected, but shall not be elected for more than two consecutive terms as Director.

Directors representing Districts 1, 3, and 5 shall be elected in odd numbered years and Directors representing Districts 2, 4, and 6 shall be elected in even numbered years. The county of residence determines the TANA District, and in the case of members who reside outside of Tennessee and work in Tennessee, the county of the member's workplace determines the District. If a Director moves from the District that he/she represent, the Director shall be permitted to complete his/her term of office.

ARTICLE VI

Executive Committee & Board of Directors (continued)

Board of Directors:

The Board of Directors shall consist of the President, President-Elect, Secretary-Treasurer, and one Director from each of the six Districts.

The Board shall have general supervision of the affairs of TANA between membership meetings and shall perform the duties prescribed by these Bylaws, the parliamentary authority adopted by TANA, and any duties approved by the membership.

Term of Office:

Directors representing Districts 1, 3, and 5 shall be elected in odd numbered years and Directors representing Districts 2, 4, and 6 shall be elected in even numbered years.

Directors shall be elected by mail ballot for a two (2) year term of office.

Meetings:

The Board shall meet prior to and during or immediately after the annual membership meeting, in conjunction with other membership meetings, and at other times necessary to conduct the business of TANA.

Meetings may be called by the President or upon written request of four members of the Board, and must be held within fourteen days of the request. Five Board members, including the President or President-Elect, shall constitute a quorum at any meeting. Such meetings may be conducted in person, by telephone, or by videoconference.

Duties:

1. Control and management of funds and property of this Association.
2. Provide for auditing of TANA's financial records at such times as the Board of Directors deems advisable.
3. Conduct the general business of this Association.
4. Conduct business between meetings by mail or other means of communication.
5. Fill vacancies of the Board of Directors, with the exception of the office of the President.

ARTICLE VII Committees

Standing Committees:

Appointed:

- Bylaws/Resolutions
- Education
- Finance
- Legislative/Government Relations
- Program
- Public Relations

Elected:

- Nominating

Section 2. Composition of Appointed Committees

Unless otherwise specified, appointed committees shall consist of at least three active members to be appointed for a one-year term subject to approval of the Board of Directors. The President shall appoint the Active members and designate the Chair of each committee. Under no circumstances may a TANA contract employee, paid consultant and/or advisor serve as a committee member of the Association in any capacity other than ex-officio.

Section 3. Appointed Committee Rules & Regulations

Appointed committees shall be subject to rules and regulations set forth in the bylaws, standing rules and policies/procedures of the Association.

Section 4. Duties & Composition of Appointed Committees

Bylaws/Resolutions

The Bylaws/Resolutions Committee shall consider proposed amendments to the bylaws of TANA and resolutions and draft them in proper form for submission to the members at the Annual Meeting. A resolution is a written "main motion" which contains serious subject matter potentially having significant impact on the policy of TANA and must be submitted 30 days prior to the Annual Meeting.

Education

The Education Committee shall provide a channel of communication for the schools of anesthesia, anesthesia students, and the state association, to provide improved communication, program enhancement and desire for active membership in the state association. Members of the Committee shall consist of the Directors of the schools of nurse anesthesia or their designee, at least one student from each school, the chairman and one other TANA member.

Finance

The Finance Committee shall be composed of the Secretary-Treasurer, and at least two active members who are not members of the Board; only a non-board member shall serve as chair. It shall prepare both for presentation and for approval, the annual budget and shall make recommendations for financing the long-range plans of TANA.

ARTICLE VII
Committees (continued)

Program

The Program Committee shall consist of no more than four (4) active members. It shall plan, implement, monitor and manage the educational programs for the Association. The committee shall evaluate past educational activities. Two new members shall be appointed to the committee every year, so that experienced members remain for a maximum of four (4) years to provide continuity. The Program Committee shall coordinate and communicate with the TANA Board of Directors in the planning and execution of the Annual Educational Meeting. At a minimum, the Program Committee shall deliver a status report at each meeting of the TANA Board of Directors.

Public Relations

The Public Relations Committee shall be responsible for the public relations program of the TANA. This committee shall stimulate good relations between the Nurse Anesthetists and the community of interest by disseminating pertinent information through all available channels

TANA PAC

The TANA Political Action Committee shall operate under separate charter and shall oversee the raising and collection of funds, and with input from the Government Relations Committee and the Board, shall oversee the distribution of those funds to support candidates and issues that further the purpose of TANA.

Section 5.

The standing committees of TANA shall be: Programs & Meetings, Education, Finance, Bylaws/Resolutions, Legislative/Government Relations, TANA-PAC, and Public Relations. These committees shall be empowered to act only as authorized by these Bylaws and the TANA Board.

Section 6. Appointment:

Unless otherwise noted, each of the standing committees shall consist of at least three members, who shall be appointed by the Board to serve for a term of one year or until a successor is appointed. Committees may include members from all membership categories. TANA contract employees, paid consultants or other individuals selected for their expertise may serve the Association in an ex-officio capacity, but are expressly prohibited from holding full voting membership on any committee.

The Board shall appoint the chair of all committees except the Nominating Committee. The President, or the president's delegate, shall be an ex-officio member of all committees except the Nominating Committee. At the discretion of the Board, Special Ad Hoc Committees may be appointed from time to time as needed to conduct the work of the Association. Under no circumstances may a contract employee, paid consultant or advisor of TANA serve on a committee in any capacity other than ex-officio.

Section 7. Student Participation on TANA Committees:

In an effort to foster participation in TANA by nurse anesthesia students, the TANA President shall select a minimum of one Associate Member to participate on the following committees: Bylaws/Regulations, Education, Publications, Public Relations, and Programs/Meetings.

ARTICLE VIII
Elected Committees

Section 1. Nominating

The Nominating Committee shall consist of three (3) active members elected by the membership and shall serve for a one-year term. Election shall be by mail ballot. TANA employees, paid consultants or other individuals selected for their expertise may serve the Association in an ex-officio capacity, but are expressly prohibited from holding full voting membership on this or any other committee.

In the event of a vacancy on the committee, the Board of Directors will fill the vacancy.

The Nominating Committee shall elect its own Chairman.

A Nominating Committee member shall not be a candidate or serve in any other elected position within the Association while serving on the Nominating Committee.

Potential candidates for vacancies on the Board of Directors must submit a nomination form, consent form, curriculum vitae, biographical sketch and a black and white photograph in professional attire to the Nominating Committee by no later than July 15 to be considered for placement on the ballot.

The Nominating Committee Chairman shall prepare a ballot of candidates and present to the Board of Directors for approval not less than sixty (60) days prior the Annual Fall Meeting.

The ballot shall have the nominations for the following officers, directors and committees.

1. President-Elect, and Directors representing Districts 2, 4, and 6 shall be elected in even numbered years.
2. President-Elect, Secretary-Treasurer and the Directors representing Districts 1, 3, and 5 shall be elected in odd numbered years.
3. Candidates for the Nominating Committee.

An approved ballot shall be prepared by the Nominating Committee and sent to the active members at least thirty (30) days prior to the Annual Business Meeting.

ARTICLE IX

Voting

Who may vote?

Only active members shall participate in election and other voting.

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 in nomination.
3. A cut-off date for accepting nominations shall be as set forth in the Standing Orders of the Association.

ARTICLE IX (continued)

Voting (continued)

Method of Voting.

1. Election shall be by mail ballot.
2. A plurality vote shall elect.
3. Mailed Ballot
 - a. The election of officers and directors shall be held by mailed ballot.
 - b. 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.
 - c. The Board of Directors shall determine the method of conducting the mailed ballot.
 - d. Names may be written in on a ballot if a written consent of the candidate has been given.
 - e. In the event of a tie vote by mailed ballot, a written ballot at the Annual Meeting may break the tie.

Election of District Directors

All District Directors shall be elected to serve a two-year term

ARTICLE X

Meetings

Section 1. Meeting and Membership Vote

The Annual Meeting shall consist of a least one (1) business meeting and such scientific or other sessions as the Board deems advisable.

1. Notice of any special meeting shall be given at least thirty (30) days prior to by written notice.
2. Point system for Mandatory Continuing Education shall conform with AANA Bylaws.

Section 2. Quorum

A quorum shall consist of those active members present and eligible to vote at any regular or special business meeting of the TANA.

ARTICLE X

Educational Districts

Section 1.

- A. Defined by the Board of Directors, and shall consist of six (6) districts.
- B. Districts must have at least one (1) meeting a year.

Counties in Educational Districts

District 1	District 2	District 3	District 4	District 5	District 6
Shelby	Lake	Stewart	Polk	Pickett	Johnson
Fayette	Dyer	Montgomery	McMinn	Overton	Carter
Tipton	Lauderdale	Robertson	Rhea	Fentress	Sullivan
	Haywood	Sumner	Bledsoe	Scott	Washington
	Hardeman	Macon	Van Buren	Campbell	Unicoi
	Obion	Trousdale	Warren	Claiborne	Green
	Weakley	Clay	Coffee	Union	Hawkins
	Henry	Jackson	Moore	Grainger	Hancock
	Crockett	Smith	Lincoln	Hamblen	
	Madison	Wilson	Franklin	Jefferson	
	McNairy	Davidson	Grundy	Cocke	
	Benton	Cheatham	Marion	Sevier	
	Gibson	Dickson	Sequatchie	Knox	
	Chester	Houston	Hamilton	Anderson	
	Carroll	Humphreys	Bradley	Blount	
	Henderson	Putman	Meigs	Monroe	
	Hardin	Hickman		Loudon	
	Wayne	Williamson		Roane	
	Perry	Rutherford		Morgan	
	Decatur	DeKalb		Cumberland	
		White			
		Cannon			
		Bedford			
		Marshall			
		Maury			
		Lewis			
		Lawrence			
		Giles			

Section 2. District Education Chairpersons

Each District shall have an Education Chairperson appointed by the President prior to the TANA Fall Meeting.

Duties of District Education Chairperson

1. The Chairperson shall be responsible for planning programs for the districts.
2. The District Education Chairperson shall send a written report of the educational programs to the Board of Directors on at least an annual basis.
3. The Chairperson shall submit a report of the programs to be published on the TANA Website and in the REPORTER.

ARTICLE XII

Official Publication

Section 1.

The name of the official bulletin of this Association is the TANA REPORTER.

Section 2.

The TANA REPORTER shall be published at least bi-annually.

Section 3. Purpose

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

ARTICLE XIII

Membership Meetings

Section 1. Annual Meeting and Elections:

The annual membership meeting and election of officers shall be held immediately preceding the Annual Fall Meeting. The Board shall set the dates for this and all other membership meetings. In the event of a tie vote, a run-off election will be held during the Annual Fall Meeting/Business Meeting

Section 2. Special Meetings:

This category of membership meeting may be held upon written request of five members of the Board or twenty active members filed with a member of the Executive Committee. At least thirty days notice of regular and special membership meetings shall be given to members. Thirty active members, including at least three officers, shall constitute a quorum at any membership meeting. All resolutions to be considered at any membership meeting shall follow the procedures set forth by the parliamentary authority adopted by TANA.

ARTICLE XIV

Indemnification

- A. The Association shall indemnify a person who is made a party to any proceeding, or is threatened to be made a party to any proceeding, because the person is or was Director, Advisory Director, or Officer of the Association or because, while a Director, or Officer of the Association or because, while a Director, Advisory Director, or Officer of the Association, the person is or was serving any other legal entity in any capacity at the request of the Association, against all liabilities, fines, penalties, and claims imposed upon or asserted against the person (including amounts paid in settlement) and reasonable expenses incurred in the proceeding (including counsel fees), if the person conducted himself in good faith and reasonably believed that his conduct was in the best interest of the Association. The corporation may not indemnify a Director under this section in connection with a proceeding by or on behalf of the Association or in the connection with any other proceeding which charges the person with improper personal benefit; or when such conduct amounts to willful, wanton or gross negligence.

ARTICLE XIV
INDEMNIFICATION (continued)

- B. The Association may not indemnify any person requesting indemnification under this bylaw unless authorized in the specific case and only after a determination has been made that indemnification is permissible in the circumstances by a majority vote of a quorum of disinterested Directors of the Association.
- C. The Association may pay for or reimburse the reasonable expenses incurred by a person entitled to an indemnification hereunder in advance of final disposition of the proceeding against said person if (1) the person furnishes the Association a written affirmation of his good faith belief that he has conducted himself in good faith and in the best interest of the Association; (2) the person furnishes the Association a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he is not entitled to indemnification; and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification.
- D. The Association may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance on behalf of any person who is a Director, Advisory Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another Association, partnership, joint venture, trust, employee benefit plan or other enterprises, against any liability or expenses incurred by such person in any such capacity or arising from the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article.

ARTICLE XV

Rules of Order

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

ARTICLE XVI

Amendments

Proposed amendments to the Bylaws, Regulations, Standing Orders/Rules, Policies, procedures, and/or Articles of Incorporation of TANA must be submitted in writing to the President and/or President-Elect not less than ninety days prior to the next annual meeting. The proposed amendments shall be referred to the Bylaws Committee for review, revision, and recommendation.

The Members shall be notified of the intent to amend the Bylaws at least thirty days prior to the annual meeting. At the annual meeting, the proposed amendments to the Bylaws shall be submitted for a vote of those in attendance. Amendments to these Bylaws or Articles of Incorporation of TANA may be adopted by an affirmative vote of two-thirds of those members present and voting.

Amendments to policies, procedures, regulations and standing orders may be made by majority vote of the Board of Directors on behalf of the Members.

Article XVII

Dissolution

TANA is not organized for profit and no part of its net earnings inures to the benefit of any private individual. In the event of the dissolution of TANA, any funds remaining in the treasury after payment of any outstanding debts shall be paid to the AANA or in the event the AANA does not exist, then to a non-profit organization which qualifies under Section 501(6) of the Internal Revenue Code.