



BYLAWS OF THE KENTUCKY ASSOCIATION OF NURSE ANESTHETISTS, INCORPORATED.

ARTICLE I. NAME

The name of this Corporation shall be The Kentucky Association of Nurse Anesthetists, Incorporated, hereinafter referred to as the ASSOCIATION. The ASSOCIATION is incorporated as a non-profit Corporation in the Commonwealth of Kentucky.

ARTICLE II. PURPOSES

As stated in the Articles of Incorporation, the ASSOCIATION is organized to promote the best interests of the members, support the American Association of Nurse Anesthetists (AANA), facilitate cooperation between nurse anesthetists and the medical profession, hospitals and other agencies interested in anesthesia, and in general to advance the science and art of anesthesia.

ARTICLE III. MEMBERSHIP

Section 1. Qualifications and Privileges

Membership in this ASSOCIATION and procedures with respect to admission to membership, maintenance of membership, classes of membership, qualifications for membership, and the privileges of membership shall be such as are stipulated in the Bylaws of the AANA.

Section 2. Dues

Membership dues shall be as established in the AANA Bylaws.

Section 3. Professional Conduct and Discipline

Membership in this ASSOCIATION and procedures with respect to the automatic revocation of membership, other forms of disciplinary actions, complaints and procedures, hearing by the ASSOCIATION Executive Committee of the Board of Directors, and confidentiality of disciplinary proceedings shall be such as are stipulated in the Bylaws of the AANA.

Section 4. Recognition

Members may be recognized and honors awarded upon recommendation of the Board of Directors, or by recommendation of the membership.

Section 5. Meetings of the Membership

A. Annual Meeting

1. Place, Day and Hour: An annual meeting of the members shall be held (in August, September or October) within or without the Commonwealth of Kentucky, at such place, day and hour as determined by the Board of Directors.
2. Business: The business to come before the membership at an annual meeting shall be to receive the results of the election of Officers and Directors, and to review the annual reports of committees and the Board of Directors. Members may also address any business as may properly come before the membership.
3. Quorum: Twenty (20) Active (defined in Article III.D.3) members shall constitute a quorum for the transaction of business at any annual meeting of the members.

B. Special Meeting

1. Special Meetings of the members shall be called by the President upon request of a majority of the Board of Directors then in office, or upon written request of ten (10) Active members.
2. The Board of Directors shall determine the place, day and hour (within the Commonwealth of Kentucky) of any special meeting of the membership.
3. The purpose or purposes of the special meeting shall be indicated in the Notice.
4. Quorum: Ten (10) Active members shall constitute a quorum for the transaction of business at any special meeting of the members.

C. Notice of Meetings

1. Notice of any meeting of the membership, shall be given at least thirty (30) days prior thereto, stating the place, day and hour.

2. Notices of any meeting shall be by written notice, which may be contained in any publication sent by the Board of Directors to its membership. Notices shall be delivered to each member's most recent address as reflected in the ASSOCIATION records.

3. Any member may waive notice of a meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

D. Manner of Acting

1. Except as otherwise provided in these Bylaws, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members.

2. Only Active members may be entitled to vote.

3. For purposes of these Bylaws, an Active member is a member who meets the qualification requirements for membership in the ASSOCIATION, is current on his or her dues, and whose membership has not been suspended or terminated for any reason.

ARTICLE IV. OFFICERS

Section 1. Officers

The officers of the ASSOCIATION shall be a President, a President-elect, and a Secretary-Treasurer.

Section 2. Duties of Officers

A. President

The President shall be the principal executive officer of the ASSOCIATION and shall in general supervise the business and affairs of the ASSOCIATION. He or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall succeed to the position of Immediate Past President at the conclusion of the President's term.

B. President-elect

1. The President-elect shall succeed to the office of President at the conclusion of the President's term.

2. In the absence of the President or in the event of his or her inability or refusal to act, the President-elect shall perform the duties of the President, and, when so acting, shall have all of the powers and be subject to all of the restrictions upon the President.

3. In the event the President-elect succeeds to the office of President prior to the expiration of the current President's term of office, the President-elect shall serve for the remaining term of the President, and in addition, shall serve for the two year term of office as President to which he/she would have succeeded if the current President had fulfilled his/ her term of office.

4. The President-elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

C. Secretary-Treasurer

1. The Secretary/Treasurer shall be responsible for ASSOCIATION Books and Records. The ASSOCIATION shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote.

2. Any Director, or his or her agent or attorney may inspect all books and records of the ASSOCIATION for any proper purpose at any reasonable time.

3. The Secretary-Treasurer shall perform all duties incident to the office of Treasurer, and perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 3. Removal of Officers

Any Officer may be removed by a majority vote of the ASSOCIATION members, present at any annual or special meeting, whenever in their judgment the best interests of the Association will be served thereby.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors of this ASSOCIATION shall consist of no more than eight (8) Directors: A President, a President-elect, a Secretary-Treasurer, four

(4) Regional Directors, and an Immediate Past President. The Immediate Past President is a non-voting member of the Board of Directors and shall not succeed to any other Board of Directors position, nor shall that position be filled if vacated.

Section 2. General Powers

The Board of Directors shall govern the affairs, set direction and policy, and oversee the management of the ASSOCIATION. Among other responsibilities, the Board of Directors shall carry out the purposes of the ASSOCIATION, authorize the expenditure of funds, approve all material business transactions, select an auditor, and prepare an annual report for presentation to ASSOCIATION members.

Section 3. Duties

A. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or agreement or execute and deliver any instruments in the name of and on behalf of the ASSOCIATION, and such authority may be general or confined to specific instances.

B. Loans

No loans shall be contracted on behalf of the ASSOCIATION, and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

C. Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the ASSOCIATION shall be signed by such officer or officers, agent or agents, of the ASSOCIATION and in such manner as shall from time to time be determined by the Board of Directors.

D. Deposits

All funds of the ASSOCIATION not otherwise employed shall be deposited from time to time to the credit of the ASSOCIATION in such banks, trust companies, brokerage companies or other depositories as the Board of Directors may select.

Section 4. Meetings of the Board

A. Regular Meetings

1. Following the annual meeting of the membership, the Board of Directors shall meet at such place, day and hour as determined by the President.

2. The President may call additional regular meetings of the Board at such time as the business of this ASSOCIATION may require.

3. Notice of any regular meeting shall be given at least fourteen (14) days prior thereto. The purpose or the business to be transacted at any Regular meeting of the Board of Directors need be specified in the notice.

B. Special Meetings

1. Special meetings of the Board may be called by or at the request of the President, and shall be called by the President upon the written request of a majority of the Directors in office.

2. The President, who is authorized to call special meetings, as stated herein, may select any place, day and hour, within the Commonwealth of Kentucky, for holding any special meeting of the Board of Directors.

3. Notice of any special meeting shall be given at least ten (10) days prior thereto.

4. The purpose or purposes of any special meeting of the Board shall be specified in the notice.

5. The Board of Directors may elect to use electronic methods of communication including, but not limited to, the following, e-mail, on-line video or phone conference calls to conduct ASSOCIATION business when deemed necessary. This electronic communication is not to replace the regular board meetings as set forth in paragraph A of this section.

C. Quorum of all meetings

A majority of the Board of Directors, then in office, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

D. Notice of Board of Director's Meetings

1. Notice of any meeting of the Board of Directors shall state the place, day, and hour, and such notice shall be presented within the time frames indicated herein.

2. Notification may be given by mail, personal delivery, telegram, facsimile, e-mail or any electronic means available to each Director. The manner of notification shall be as requested by each Director on the records of the ASSOCIATION.

3. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

E. Manner of Acting

Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

F. Compensation

No Director shall receive compensation for his or her services as a Director, although the ASSOCIATION, in accordance with the ASSOCIATION'S policies, may reimburse a Director for reasonable expenses incurred in carrying out his or her duties as a Director.

G. Informal Action

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board, may be taken without a meeting by written consent signed by all Directors. Such consent shall have the same effect as a unanimous vote.

H. Vacancies

1. With the exception of the President, the Board of Directors may fill all vacancies on the Board of Directors for the unfulfilled portion of the term, by a majority vote of those Directors then in office.

2. Should a vacancy occur in the office of the President, the President-elect shall assume the office of President for the unexpired term of the President. Should the office of President-elect be vacant at that time, the Board of Directors shall elect the President.

I. Indemnification

The ASSOCIATION may indemnify Officers, Directors, employees, and agents in a manner determined by the Board of Directors.

ARTICLE VI. ELECTION OF OFFICERS AND REGIONAL DIRECTORS

Section 1. Qualifications / Eligibility

A. Officers and Regional Directors must be Active members of the Corporation.

B. Candidates for offices of President-Elect and Secretary/Treasurer shall have previously served on the Board of Directors.

Section 2. Term of Office

A. President and President-elect shall be elected for terms of one year, or until their successors are elected.

B. Secretary-Treasurer and Regional Directors shall be elected for terms of two years, or until their successors are elected.

C. An Officer and Regional Director shall be eligible for reelection to an office, for which he or she has served the maximum number of consecutive terms, after a one year absence from such office.

D. Officers and Regional Directors assume their positions at the conclusion of the Annual Meeting of the membership at which the election results, for their respective positions, are presented.

Section 3. Election of Officers

A. The President shall serve a term of one year. There are no consecutive terms for the office of President.

B. The President-elect shall serve for a one-year term. At the conclusion of the President's term, the President-elect shall automatically succeed to the office of President.

C. The Secretary-Treasurer shall serve for a two-year term and may serve for one additional successive two-year term.

Section 4. Election of Regional Directors

A. One (1) Director shall be elected from each of the four (4) Kentucky Regions established by the ASSOCIATION.

B. Directors representing Regions One and Three shall be elected in the odd numbered years and Directors representing Regions Two and Four shall be elected in the even numbered years.

C. Regional Directors are eligible for re-election for successive terms but may not serve for more than three (3) consecutive terms.

Section 5. Manner of Elections

A. Elections shall be by mail and/or electronic ballot. Ballots shall be made available to the ASSOCIATION members at least thirty (30) days prior to the annual meeting.

B. The ballot shall include those names submitted by the Nominating Committee or those names submitted by the Board of Directors. Should the Nominating Committee fail to provide names for all vacancies, the Board of Directors may on its own initiative and with the consent of the nominee/s include their name/s on the ballot. At least one candidate shall appear on the ballot for each position coming up for election.

C. Write-in candidates shall be allowed. The write-in candidate's name must be clearly indicated on the ballot.

D. Members shall (at their own expense) mail their ballot to the address indicated on the ballot. Members voting electronically may cast their vote on-line. The mail ballot shall provide for the identity of the member so voting.

E. Any ballot received after the date indicated on the ballot shall be invalid and shall not be counted.

F. For an election to be valid and complete, at least twenty (20) ballots must be received by the deadline for mail-in ballots.

Section 6. Votes

A. The individual receiving the most votes (plurality) for any position on the ballot shall be declared the winner.

B. Tie votes shall be broken by a drawing of lots done in an equitable fashion, as administered by the President, immediately prior to the commencement of the annual meeting of the membership.

ARTICLE VII. COMMITTEES

Section 1. Committees of the Board of Directors

A. The Board of Directors, by a majority vote of the Directors in office, may designate one or more Board committees, each of which shall consist of two or more Directors.

B. Board committees shall be limited in their authority to act on behalf of the Board of Directors in the management of the ASSOCIATION, to the extent permitted by law, and to the extent determined by the Directors.

C. Board Committees, and the authority delegated to them, shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them in these Bylaws and the law.

D. The Board of Directors may remove Directors from any Board Committee when in its judgment the best interests of the ASSOCIATION shall be served by such removal.

E. Committees may elect to use electronic methods of communication including, but not limited to the following, e-mail, on-line video or phone conference calls to conduct ASSOCIATION business when deemed necessary. This electronic communication is not to replace regular committee meetings as set forth in paragraph A of this section.

Section 2. Standing and Special Committees

A. Except for the Nominating Committee, the Board may designate standing and special committees not having and not exercising the authority of the Board of Directors in the management of the ASSOCIATION.

B. The Board of Directors shall appoint members of such committees, who need not be Directors but must be Active members.

C. The Board shall delegate the duties of such committees. The composition of these committees and the selection of a Chair shall be determined by the Board of Directors.

D. Each committee member shall serve until his or her successor is appointed or until the committee shall be terminated, or unless such member is removed or no longer qualifies as a member thereof.

E. The Board of Directors may remove any member whenever in its judgment the best interests of the ASSOCIATION shall be served by such removal.

Section 3. Nominating Committee

A. The Nominating Committee shall be composed of four (4) Active members who shall serve for one year but shall be eligible for re-election. The term of office shall

commence at the conclusion of the annual meeting at which committee members are elected.

B. The ASSOCIATION members shall elect the four (4) committee members at the annual meeting of the membership.

C. The Chair of the Nominating Committee shall be elected by the committee members from among its members.

D. The Nominating Committee shall be responsible for submitting names of candidates, in a timely manner, to appear on the ballot as described in Article VI.

E. The committee shall have the responsibility of conducting the election process, adopting such rules as are necessary for the implementation of the election process described in these Bylaws, and shall have such other responsibilities as the Board of Directors may assign from time to time.

F. The Board of Directors shall fill vacancies on the Nominating Committee.

Section 4. Vacancies

Unless stated otherwise in these Bylaws, vacancies may be filled in the same manner as the original appointments for membership of any committee.

Section 5. Quorum

Unless otherwise provided by the Board of Directors in designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII. FISCAL YEAR

The fiscal year of this ASSOCIATION shall begin on the first day of April and end on the last day of March.

ARTICLE IX. AMENDMENT OF BYLAWS

Section 1.

These Bylaws may be amended at an annual meeting of the ASSOCIATION members by a two-thirds vote of those members present and voting, provided notice of the proposed amendment has been appended to the notice of the annual meeting and mailed at least thirty (30) days prior to the date of the annual meeting.

Section 2.

Proposed amendments shall not be in conflict with the ASSOCIATION'S Bylaws, or in conflict with applicable portions of the AANA Bylaws. Any amendment that results in changes to the language of the Articles of Incorporation shall require an amendment to the Articles in the manner prescribed therein.

Section 3.

The Bylaws Committee of the AANA may approve proposed amendments before they become effective.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this ASSOCIATION in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules, policies and procedures the ASSOCIATION may adopt.

ARTICLE XI. DISSOLUTION

In the event of dissolution of this ASSOCIATION, all liabilities and obligations of the ASSOCIATION shall be paid or provided for, and the remaining assets of the ASSOCIATION, if any, shall be distributed to the AANA.

Bylaws amended as of October 11, 2014.

KyANA REGIONS

REGION I (Counties)

Allen
Ballard
Butler
Caldwell
Calloway
Carlisle
Christian
Crittenden
Davies
Edmonson
Fulton
Graves
Grayson
Hancock
Henderson
Hickman
Hopkins
Livingston
Logan
Lyon
Marshall
McCracken
McLean
Muhlenberg
Ohio
Simpson
Todd
Trigg
Union
Warren
Webster

REGION II

Adair
Barren
Breckenridge
Bullitt
Clinton
Cumberland
Green
Hardin
Hart
Jefferson
Larue
Marian
Meade
Metcalf
Monroe
Nelson
Russell
Spencer
Taylor
Washington

*(Regions 3 and 4
on following page.)*

REGION III

Boone
Boyd
Bracken
Breathitt
Campbell
Carroll
Carter
Elliott
Fleming
Floyd
Gallatin
Grant
Greenup
Harlan
Henry
Johnson
Kenton
Knott
Lawrence
Lee
Leslie
Letcher
Lewis
Magoffin
Martin
Mason
Menifee
Morgan
Oldham
Owsley
Owen
Pendleton
Perry
Pike
Robertson
Rowen
Shelby
Trimble
Wolfe

REGION IV

Anderson
Bath
Bell
Bourbon
Boyle
Casey
Clark
Clay
Estill
Fayette
Franklin
Garrard
Harrison
Jackson
Jessamine
Knox
Laurel
Lincoln
Madison
McCreary
Mercer
Montgomery
Nicholas
Powell
Pulaski
Rockcastle
Scott
Wayne
Whitley
Woodford

