



LOUISIANA ASSOCIATION OF NURSE ANESTHETISTS LTD. (LANA) BYLAWS

ARTICLE I NAME

The name of this Organization shall be the Louisiana Association of Nurse Anesthetists Ltd. herein referred to as the Organization or LANA.

ARTICLE II OBJECTIVE

The objective of LANA shall be to promote the art and science of anesthesia; to promote good relationships between certified registered nurse anesthetists (CRNAs) and other health care providers and the public; to participate in the programs and activities of the American Association of Nurse Anesthetists (AANA). This Association shall abide by all objectives and policies and Bylaws of the AANA.

ARTICLE III MEMBERS

Section 1. Non Discrimination Clause:

This Association shall not discriminate against members on the basis of race, creed, color, sex, national origin, sexual orientation, ancestry, religion, handicap, marital status, military status or other criteria unrelated to professional competence.

Section 2. Membership:

Classes of membership, applications, privileges, qualifications and dues shall be as stipulated in the Bylaws of AANA.

Section 3: Professional Conduct:

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

**Section 4: Voluntary Supplemental Assessment:**

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

Section 4: Honors and Recognition:

Awards and other honors may be given to a member by a 2/3 vote of the members present and voting at the LANA Annual meeting upon a recommendation of the Board of Directors.

**ARTICLE IV
OFFICERS****Section 1. Officers and Duties:**

The officers of the Organization shall be the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President. These officers shall perform the duties prescribed by these bylaws, by the parliamentary authority adopted by this Organization, and by the Board of Directors (hereafter known as the BOD).

Section 2. Eligibility for Office:

Only active members shall be eligible to hold office. In order to serve as president, president-elect, or vice president, a member must have served on LANA's BOD for at least two years.

Section 3. Term of Office:

The President-Elect shall serve for a total of three (3) years: one (1) year as President-Elect, one (1) as President and one (1) as Immediate Past President, and their term shall begin at the conclusion of the LANA Annual Meeting. The Secretary, Treasurer, Vice President and Directors shall be elected for a term of two years, or until their successors are elected, and their term shall begin at the conclusion of the LANA Annual Meeting. Their terms shall be staggered. The Vice President, Secretary, and Treasurer shall not serve more than two consecutive terms in the same office.

**Section 4. 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. If the President-Elect resigns the Immediate Past President will fill the role of President-Elect until a special election is held to fill the vacancy. A vacancy in any other office may be filled by the BOD for the unexpired portion of the term as appointed by the President. If the Immediate Past President should vacate his/her position, the position will remain vacant until the sitting President fulfills his/her term(s).

**ARTICLE V
BOARD OF DIRECTORS****Section 1. Power and Authority:**

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

Section 2. Board Composition:

The Officers and Directors of this Organization shall constitute the BOD.

- A. A. The BOD shall consist of the Officers, six (6) Directors, and one (1) non-voting member: the immediate Past President.
- B. Only active members shall be eligible to serve as directors.
- C. The nomination and election process shall follow the procedures as outlined in Article 9 Section 1h
- D. Directors shall be elected for a term of two years, or until their successors are elected, and their term shall begin at the conclusion of the LANA Annual Meeting. Their terms shall be staggered.
Term of office of any BOD member will automatically be terminated if elected to AANA office.
- E. A vacancy in the position of Director may be filled by an active member as appointed by the President for the unexpired portion of the term.



Section 3. Duties of the BOD:

The LANA BOD shall:

- A. Perform the duties described in the ***LANA Policy & Procedure Manual***.
- B. Approve the budget and control and manage the funds and properties of LANA.
- C. Approve the selection of an institution for deposit of LANA funds.
- D. Conduct general business of LANA.
- E. Contract or hire an Executive Director and/or Association Manager to manage and direct the LANA affairs.
- F. Ensure LANA has an audit or review every three years and that necessary financial reports are completed annually.
- G. Approve appointments by the President.
- H. Approve all committee appointments and review candidates presented by the Nominating Committee for the LANA ballot. The BOD responsibility to the nominating process is to determine the eligibility of candidates and completeness of the ballot.
- I. Shall assure that there is appropriate legal counsel for LANA business.
- J. Specific duties of the BOD are found in the ***LANA Policy & Procedure Manual***.

Section 4. Board Meetings:

- A. A majority of the members of the BOD shall constitute a quorum.
- B. The LANA BOD shall meet quarterly. The site and venue of the meetings will be determined by the BOD. Tele/webconferencing will be utilized at the discretion of the BOD.
- C. The regular meetings of the BOD shall be immediately preceding and/or immediately following each membership meeting and at other times as determined by the President or BOD.
- D. Special meetings of the BOD may be called by the President or by written/electronic request of three members of the BOD. The purpose of the meeting shall be stated in the call and should be given at least twenty-four hours before the meeting.
- E. Notice may be waived by the members of this BOD in accordance with statutory requirements. BOD members present at a meeting shall be deemed to have received, or to have waived notice.



- F. BOD members may participate in meetings via telephone conference or through other electronic communications media so long as all members can simultaneously hear each other and participate during the meeting. Such participation constitutes attendance at the meeting.

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 BOD, when, in the judgment of the BOD, the best interests of LANA 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, Vice President, Secretary, and Treasurer. The Immediate Past President shall serve on the Executive Committee as a non-voting member.

Section 2. Duties:

- A. Authority between BOD meetings: The Executive Committee shall exercise the authority of the BOD between meetings of the BOD but only to the extent:
 - a. Necessary to take action on unanticipated business that requires action between BOD meetings and
 - b. Action taken is not contrary to the instruction of the BOD.
- B. Other Duties: The Executive Committee shall also:
 - a. Approve appointments by the President
 - b. Make recommendations to the BOD
 - c. Have such other duties as are prescribed for the Executive Committee in these bylaws or by the BOD

**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 twenty-four 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/ASSOCIATION MANAGEMENT COMPANY

Section 1. Appointment:

The BOD may employ or contract for an Executive Director and/or Association Management Company to serve LANA on a part-time or full-time basis as the needs of LANA may require and/or LANA finances permit. The Executive Director and/or Association Management Company shall be accountable to the BOD. Terms of employment, wages, and length of commitment between LANA and the Executive Director and/or Association Management Company shall be in accordance with the contract adopted and approved by the BOD and the Executive Director and/or Association Management Company

Section 2. Duties:

The Executive Director and/or Association Management Company shall perform such duties as shall be assigned by the BOD, including managing LANA operational affairs. Specific duties are found in the ***LANA Policy and Procedure Manual***.

ARTICLE VIII STUDENT REGISTERED NURSE ANESTHETISTS

Section 1. Purpose of Student Involvement with LANA:

The purpose of student involvement in LANA leadership activities is to familiarize students with the importance of professional advocacy in their careers as CRNAs. The relationship of Student Registered Nurse Anesthetists (SRNAs) and members of the LANA BOD shall be as student/mentor respectively.



Section 2. Number of Students and Participation by Students:

Whenever possible, two (2) SRNAs (per each Louisiana Nurse Anesthesia Program) shall be appointed to the BOD after recommendations by their programs and approval of the BOD. The students will be encouraged to participate actively in discussions of the BOD as related to LANA business, but will not have a vote on any actions of the BOD.

Whenever students are invited to participate as part of a LANA delegation, each student will abide by the ***LANA Guidelines for Sponsored Student Anesthetists Attending Functions*** found in the ***LANA Policy and Procedure Manual***.

ARTICLE IX COMMITTEES

Section 1. Standing Committees:

A. Composition Accountability, Ex Officio Members, Subcommittees, and Term.

The standing committees shall include: Auditing Committee, Bylaws Committee, Communications Committee, Finance Committee, Government Relations Committee, Nominating Committee, Program Committee and Public Relations Committee.

1. The President, subject to approval of the BOD, shall make all committee appointments, including Chairs, with the exception of the Nominating Committee. Committee members must be active members of LANA. Each committee shall be composed of at least three members, unless otherwise determined by the BOD. The committee chair may make recommendations to the President of possible committee members. All standing committees or Ad Hoc Committees may be created or abolished by the Board or by 2/3 votes of members in attendance at the Annual Business meeting.

2. All standing committees shall report to the BOD and shall be responsible to the President between meetings of the BOD.

3. The President shall be an ex officio member of each standing committee. An ex officio member has the rights of membership on the committee, including voting.



4. Subcommittees may include nonmembers of a committee and nonmembers of LANA recommended by the chair, appointed by the President and approved by the BOD. The chair of each standing committee shall be an ex officio member of all subcommittees of that committee.

5. The term of the committee members is one year. Committee members may be reappointed by the incoming President.

6. In addition to the above standing committees, the LANA President shall appoint a Federal Political Director (FPD) whose responsibility will be to represent LANA in matters pertaining to the federal legislative efforts of AANA, a State Reimbursement Specialist whose responsibility will maintain a repository of reimbursement information, and a State Government Relations Chair (SGR chair) whose responsibility will be to represent LANA in matters pertaining to state legislative efforts.

7. The President, with BOD approval, shall appoint AdHoc committees to conduct specific work designated by the BOD. The length of appointment or responsibility of committee shall be at the discretion of the Board. An Ad Hoc Committee in place after elections of the new BOD shall be considered by incoming BOD as to its relevance to the work of the new BOD.

B. Standing Committees and Responsibilities:

- a. ***Auditing Committee:*** This Committee shall audit financial records at the close of the fiscal year
- b. ***Bylaws Committee:*** Preparation of any proposed amendments, revisions to be submitted to the members for a vote within the required time as meets the policies and procedures of LANA. The Bylaws Committee shall review the Bylaws at least every five (5) years.
- c. ***Communications Committee:*** Collaboration with the LANA Executive Director and/or Association Management Company to develop, implement, and evaluate a comprehensive communication plan for LANA. The



communication plan will include reviewing the LANA website and providing updates, soliciting advertisements, soliciting material for the website and the LANA letter, and integrating new technologies into the website.

- d. **Program Committee:** Collaboration with the LANA Executive Director and/or Association Management Company in preparation and presentation of educational meetings for LANA members.
- e. **Finance Committee:** Preparation and presentation of an annual budget report to LANA BOD and members and preparation of the proposed budget for upcoming fiscal year no later than October 1st of each year.
- f. **Government Relations Committee:** Focus on legislative issues relevant to the nurse anesthesia profession both at the federal and state level. This committee will collaborate with the LANA Legislative Liaison in all legislative activity within the state, including issues dealing with administrative bodies, legislation, or regulatory bodies as designated by the LANA BOD. Membership of the committee will include the SGR chair and FPD.
- g. **Public Relations Committee:** Serve as resource for the membership and the public in representing the profession; serve as resource and mentor to membership in developing presentations to the public or other health care groups during National Nurse Anesthetist Week or whenever appropriate. Direct responsibility to promote the nurse anesthesia profession in the public forum.
- h. **Nominating Committee:**
All following criteria are to be strictly followed to assure that the voting process of LANA is valid.
 - i. The Committee is to be elected at the LANA Annual business meeting.
 - ii. The committee is to meet prior to December 1st to elect the committee chair;



- iii. An application for Nomination (Nomination Form) shall be prepared for all positions available for election in the upcoming cycle;
- iv. The application for Nomination Form shall be presented to the BOD and shall be placed on the LANA website prior and/or sent electronically by January 1st.
- v. A completed Nomination Form shall be sent electronically to each active LANA member prior to March 1st. LANA Members may request a paper nomination form by notifying the Executive Director and/or Association Management Company no later than February 15.
- vi. All LANA members in good standing are eligible to run for LANA office if the the criteria for eligibility are met (i.e. previous two (2) year experience on LANA Board for those applying for Officer positions).
- vii. All candidates must return the Nomination Form to the Nominating Committee no later than March 31st for consideration.
- viii. The Nominating Committee shall prepare and present the ballot to the LANA BOD at the April Board meeting for review and recommendations.
- ix. The Committee shall electronically communicate a ballot to each active member of this Association no later than April 30th. . Members may request a paper ballot no later than April 15.
- x. All paper ballots must be returned and/or postmarked no later than May 31st in order to be counted. Secure electronic voting will be utilized.
- xi. Ballots shall be tallied by a Teller appointed by the Chairperson of the Nominating Committee. All ballots must comply with instructions included in the mailing in order to be considered valid.
- xii. Results of the election shall be presented to the BOD at the July Board meeting.



ARTICLE X MEETINGS

Section 1. Regular Meetings:

This Organization shall hold an annual business meeting. The BOD shall determine the date and place of these meetings and shall send notice to all voting members no less than 30 days prior to the meeting. The BOD may hold additional business meetings with the members as necessary.

Section 2. Special Meetings:

Special meetings may be held upon request of a majority of the BOD or upon written/electronic request of fifteen (15) or more active members filed with a LANA Officer.

Section 3. Date and Location of Meetings:

The LANA BOD shall approve the dates and locations of all meetings.

Section 4. Quorum

A quorum shall consist of no less than twenty five (25) active members present and eligible to vote at any annual LANA business meeting; for special meetings, a quorum shall consist of fifteen (15) active members present and eligible to vote.

Section 5. Voting to Break Tie for BOD:

All voting for BOD members shall be limited to active members by mail or electronic ballot. In the event of a tie vote, an electronic ballot will be resent to active members to break the tie.

Section 6. Fiscal Year:

The fiscal year for LANA shall begin September 1st.

Section 7. Emergency Meetings:

Business of an emergency nature between LANA meetings may be transacted by telephone, mail or other communication.

**Section 8. Consent Agenda:**

All LANA business shall be done with a consent agenda as defined in the ***LANA Policy & Procedure Manual***.

**ARTICLE XI
INDEMNIFICATION**

The Organization shall indemnify all Board members and the Executive Director and/or Association Management Company to the full extent permitted by the Louisiana Code for Non Profit Associations, and shall be entitled to purchase insurance for such indemnification to the full extent as determined by the BOD of this Organization.

**ARTICLE XII
ELECTRONIC MEETINGS AND COMMUNICATIONS****Section 1. Meetings:**

The BOD and all committees and subcommittees shall be authorized to meet by telephone 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 and/or Association Management Company, all communications required in these bylaws, including meeting notices, may be sent electronically.

**ARTICLE XIII
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern LANA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special ruled of order or policies and procedures that LANA may adopt.



ARTICLE XIV BYLAW REVISIONS and/or AMENDMENTS

Section 1. Amendments/Revisions:

Amendments or revisions to these Bylaws shall be proposed and distributed to all active members by mail or electronically no less than thirty (30) days prior to any Annual meeting.

Section 2. Approval of Amendments/Revisions:

Amendments or revisions of the Bylaws shall be voted on and approved or rejected by the 2/3 vote of all active members in attendance at the annual business meeting following the publication of the proposed revisions.