



## **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 sixteen (16) 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 President-elect, and the AANA CEO (AANA Trustees). The member may select a different representative for either appointment at their sole discretion.
- C. Representatives of the Public at Large (Public Trustees).
- D. A Resident enrolled in an accredited nurse anesthesia program who will serve on the Board as a Trustees for one term (Resident Trustee).

**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 two 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 Resident Trustee shall serve for one term of two years.
- D. All new Trustee terms shall begin at the close of the Annual Congress.
- E. The CEO of the AANA, and the AANA President-elect shall serve on the FOUNDATION board while they hold such office in the AANA unless the Member appoints a different representative who may be selected each year.
- F. Except with the approval of the Member, no Trustee, other than the CEO of the AANA, shall serve for a period exceeding six consecutive years.

#### Section 5. Removal of Trustees

- A. A Trustee may be removed without cause, by a vote of at least two-thirds of the entire Board of Trustees (excluding the Trustee in question).
- B. A Trustee may be removed with cause, by a majority of the entire Board of Trustees (excluding the Trustee in question).
- C. A Trustee may be removed, with or without cause, by a vote of the Member alone acting by a two-thirds vote of the entire Member's Board of Directors (excluding the Trustee in question if an AANA Director).
- D. For purposes of this Section 5 of Article IV, "cause" shall mean:
  - (i) Breach of Fiduciary Duty – Including failure to act in the best interest of the AANA Foundation, self-dealing, or conflicts of interest that are not

properly disclosed or managed.

(ii) Failure to Perform Duties – Including consistent absence from board meetings (e.g., absence from three consecutive regular meetings without prior approval) or refusal to fulfill the responsibilities of the position.

(iii) Misconduct – Including criminal convictions, fraudulent activity, unethical behavior, or any actions that materially harm the foundation's reputation or operations.

(iv) Disruptive Behavior – Engaging in conduct that repeatedly disrupts Board meetings, inhibits the Board's ability to conduct business efficiently, or creates a hostile or unproductive environment.

(v) Violation of Governing Documents or Policies – Including non-compliance with the foundation's bylaws, conflict of interest policies, or other board-approved policies.

(vi) Incapacity – Inability to fulfill duties due to mental or physical incapacity for an extended period, as determined by the Board of Trustees.

#### 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 of any board position or office, except for Chair or Chair-Elect and AANA Trustees, may be filled by appointment of the Chair pursuant to board policy.

A vacancy of the Chair or Chair-Elect shall be filled in the manner set forth in Article V, Section 2.

A vacancy for AANA Trustees shall be filled by the Member.

## **ARTICLE V**

### **OFFICERS**

#### **Section 1. Officers**

The Officers of the FOUNDATION shall be a Chair, Chair-Elect, no more than four Vice-Chairs and a Treasurer. The FOUNDATION CEO 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 the AANA CEO may not be elected as an officer of the FOUNDATION. In addition, candidates for Chair-Elect must be a CRNA who has served at least 3 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 CEO 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 CEO.

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 Congress to serve for a term of approximately 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 Annual Congress. No trustee shall hold more than one office at a time. Officers may be re-elected.

B. Any officer may resign by delivering his or her written resignation to the FOUNDATION or to the FOUNDATION CEO 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.

## **ARTICLE VI**

### **EXECUTIVE COMMITTEE**

#### Section 1. Composition

The Executive Committee of the FOUNDATION shall be composed of the Chair, Chair-Elect 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. when immediate action is needed between meetings in response to crisis or opportunity,
  - 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.

### Section 3. Duties

The Executive Committee is responsible for the following Duties:

1. Plan the work of the full Board of Trustees to include agenda setting for meetings and conference calls of the full Board.
2. Review and recommend policies to the Board of Trustees to ensure effective administration of the AANA Foundation.
3. Annually review and update strategic planning efforts and recommend revisions to the Board of Trustees.
4. Advise and approve annual goals and corresponding performance metrics for the CEO.
5. Conduct the performance assessment of the CEO and recommend executive compensation to the Board of Trustees.

## **ARTICLE VII**

### **FOUNDATION CEO**

#### Section 1. Selection

The Board of Trustees, shall select and approve a FOUNDATION CEO 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 CEO").

#### Section 2. Duties

The FOUNDATION CEO shall manage and direct the activities of the FOUNDATION and shall serve as the Chief Executive of the FOUNDATION. The FOUNDATION CEO shall also be responsible and accountable to the Board of Trustees. The FOUNDATION CEO 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 CEO 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 CEO shall be by two-thirds vote of the entire Board 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 or if the Trustee is the subject of removal.

## **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 close of the Annual Congress. 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 CEO and action affirmed in the board meeting minutes. The proposed action shall be effective upon receipt of a unanimous affirmative written vote by the Board.

## **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 December 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 FOUNDATION 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.

## **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 XIV**

### **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, 8/6/11, 9/13/14, 11/14/16, 8/9/19, 7/6/21, 8/2/24, 9/8/24, Approved by AANAF BOT on 5/19/2025.