

## ***Proposed Bylaws Amendments***

In accordance with Article XI, Amendments, the following amendments are proposed to the FANA Bylaws. These amendments will be voted upon during the 2020 FANA Annual Meeting: A Virtual Experience on Saturday, October 10, during the Annual Business Meeting. Voting instructions will be shared in a separate communication.

Deletions are shown in ~~strikeout font~~. Additions are in **red**. The FANA Board of Directors is recommending adoption of these changes.

<b>PROPOSED AMENDMENT</b>	<b>RATIONALE</b>
<p><b>ARTICLE I – NAME</b></p> <p>The name of this organization shall be Florida Association of Nurse Anesthetists, Inc. (hereinafter known as FANA) <b>DBA (Doing Business As) Florida Association of Nurse Anesthesiology.</b></p>	<p><i>Proposed amendment mirrors the American Association of Nurse Anesthetists’ (AANA) member resolution to add the DBA American Association of Nurse Anesthesiology.</i></p>
<p><b>ARTICLE IV – BOARD OF DIRECTORS</b></p> <p><b>Section 7. Removal from Office</b></p> <p><del>Any officer or director may be removed from an office or position by a unanimous vote of the full Board of Directors excluding the member in question, when, in the judgment of the Board of Directors, the individual exhibits disruptive behavior that prevents the Board of Directors from fulfilling its job. The Board of Directors may take action up to and including removal from office by a two-thirds (2/3) majority vote if a member is regularly absent from Board of Directors meetings.</del></p> <p><b>When, in the judgment of the Board of Directors, an officer or director exhibits disruptive behavior that prevents the Board of Directors from fulfilling its duties, the officer or director may be removed from an office or position by the Board of Directors by a two-thirds (2/3) vote of the members present and voting, excluding the member in question.</b></p>	<p><i>Current language is conflicting.</i></p> <p><i>Proposed language removes conflicting information with regard to votes.</i></p>

**ARTICLE V VI – NOMINATIONS, ELECTIONS AND VOTING**

*Housekeeping edit*

**Section 1. Nominations**

- A. The Leadership Development and Nominating Committee shall develop a slate of qualified candidates for election.
- B. Only active members shall be eligible for nomination.
  - 1. All prospective and identified candidates will be personally contacted and will receive a description of the office, responsibilities, qualifications, and term.
  - 2. The Leadership Development and Nominating Committee will solicit interested members from the FANA leadership during the selection process.
    - a. The Leadership Development and Nominating Committee is empowered to solicit, scrutinize qualifications and commitment, and nominate members qualified under these Bylaws in order to meet the ballot requirements for each office. Every effort will be made to recruit emerging leaders and a diverse slate of qualified candidates.
    - b. Members of the Leadership Development and Nominating Committee are not eligible to run for an elected position on the ballot. If a member of the committee wishes to run for an open seat, the member must first resign from the committee.
    - c. Once the slate for elections is established and disseminated to the membership, the role of the Leadership Development and Nominating Committee is complete regarding elections.
  - 3. Interested candidates shall submit in writing their willingness to serve in a specific office for the coming term. Candidates shall submit a biographical sketch, a photograph, and a position statement to the Leadership Development and Nominating Committee Chair thirty (30) days before the election period.
  - 4. Nominations for the official ballot will be closed sixty (60) days prior to the July 1 election period.
  - 5. In advance of an election, the President shall appoint a chief teller to determine election results for electronic and paper ballots. No teller may be on the ballot as a candidate. These tellers are also responsible for counting other votes when necessary during a business meeting. The president-Elect or designee shall validate the results before any election results are announced. The President announces

*New Paragraph #6 added.*

*Provides guidance for the Board of Directors if a nominated candidate is involved in an egregious or illegal activity and/or if a candidate violates the AANA CRNA Code of Ethics.*

<p>election results once validated.</p> <p>6. After the slate for elections is established but before ballots are disseminated to members, a candidate may be removed from the ballot if, in the judgment of the Board of Directors based on information that was not available prior to nomination concerning the behavior or actions of the candidate, the candidate is not suitable to be a FANA officer or director. In such event, the candidate may be removed from the ballot by a two-thirds (2/3) vote of the Board of Directors present and voting, excluding the candidate (if applicable). The Board action must be completed prior to the opening of the election.</p>	
<p><b>ARTICLE <del>VI</del> VII – MEETINGS, QUORUM</b></p> <p><b>Section 1. Meetings</b></p> <p>FANA shall hold an annual meeting, a winter meeting, and a spring meeting at times, dates, and locations chosen by the Board of Directors. The Annual Meeting (which will include the Annual Business Meeting) will be held in September or October. The purpose of the Annual Business Meeting is to announce election results, receive reports from officers and committee chairs, approve budget, approve Bylaw changes, and conduct other business as necessary. FANA will ensure that members have the option to participate remotely in the Annual Business Meeting (including voting) each year. The Winter and Spring meeting may be combined at the direction of the Board of Directors.</p>	<p><i>Housekeeping edit</i></p> <p><i>Ensures that FANA offers a virtual option for the Annual Business Meeting for members to participate in (including voting) each year; which increases engagement and accessibility.</i></p>
<p><b>ARTICLE VIII – COMMITTEES</b></p> <p><b>Section 1. Standing Committees</b></p> <p>The standing committees of FANA shall be: Executive, Communications, Leadership Development and Nominating, Member Services, Community/Government Relations, Diversity/Equity/Inclusion (DEI), and Program.</p> <p><b>Section 5. Specific Duties</b></p> <p><b>G. Diversity/Equity/Inclusion (DEI) Committee</b></p> <ol style="list-style-type: none"> <li>1. The committee is responsible for incorporating the tenets of Diversity, Equity, and Inclusion into every aspect of FANA structures and functions;</li> <li>2. Specifically, the committee shall present the Board with</li> </ol>	<p><i>Amendment adds a Diversity/Equity/Inclusion Committee as a Standing Committee.</i></p> <p><i>Specific duties for the new Standing Committee on Diversity/Equity/Inclusion, added.</i></p>

<p>current state of DEI within the FANA organization.</p> <ol style="list-style-type: none"><li>3. The committee co-chairs will work with the other committees to ensure that DEI is incorporated into the structure of all committees with the goal that DEI becomes the natural culture of the organization.</li><li>4. The committee shall host no fewer than three(3) activities per annum at FANA meetings and other events.</li><li>5. The committee shall provide a clear means of anonymous communication for members to voice concerns and make suggestions related to matters of DEI within the FANA culture.</li></ol>	
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