

**Florida Association of Nurse Anesthesiology (FANA)**  
**Proposed Bylaw Amendments: Summary**  
**July 2024**

**FANA Bylaw Amendment 1**

ARTICLE III

SECTION 2. Conduct of Members

The Board of Directors will notify the member in question by registered or certified mail at the address of record with FANA, within five (5) working days, of the submission of the complaint to the AANA Board of Directors....

*Amended to clarify where notification should be sent.*

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**FANA Bylaw Amendment 2**

ARTICLE IV

SECTION 2. Duties

- A. The Board of Directors shall govern the affair of the Association, provide strategic direction, and assure that the organization is resourced appropriately to meet its goals to advance the Association....
- B. The Board of Directors shall
  - 4. Approve appointments of the President.
  - 5. Perform other such duties as referenced herein.

SECTION 3. Meetings

- B. Special meetings of the Board may be called by the President at such times as the business of FANA may require with adequate notice and shall otherwise be called upon written request of five (5) members of the Board.
- D. The President may periodically schedule a Board Conference all upon timely notice to the Board members. Written minutes of the conference call shall be taken by the Secretary-Treasurer or the Business Manager and distributed to Board members and others as deemed appropriate by the President.
- E. When appropriate, the President may declare that a Board of Directors meeting, or a portion thereof, is to be in Executive Session. Written minutes of the Executive Session shall be taken by the Secretary-Treasurer or the Business Manager, and those minutes shall be filed in the FANA archives. Distribution of those minutes shall be limited to only those who participated in the Executive Session and to the FANA Board of Directors unless the Board of Directors votes otherwise.

SECTION 6. Resignation

Except as otherwise provided herein, resignation from the Board shall be submitted in writing and shall become effective on its acceptance or within one month of the date of its submission, whichever comes first.

SECTION 7. Removal From Office

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 for good cause as determined by the Board of Directors. The Board of Directors may act 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

#### SECTION 8. Vacancies

If a vacancy occurs in any officer or director position, except for the President and President-Elect, the President may appoint a member to serve the remaining term of office, with the consent of the Board of Directors. If the Immediate Past President should vacate the ex officio position, the position will remain vacant until the sitting President fulfills his/her term(s). If the President should vacate the position, the President-Elect assumes the position of President and the President elect position remains vacant until the next membership election, however, the vice president will fulfill the regular duties of the President-Elect.

*Grammatical and clarification edits.*

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### **FANA Bylaw Amendment 3**

#### ARTICLE V

#### OFFICERS AND SPECIAL APPOINTEES

#### SECTION 2. Eligibility for Office

A. No member shall be eligible for the office of President or President-elect who has not served on the FANA Board of Directors for at least two (2) years. The Vice President, Secretary-Treasurer, and Directors shall have served on a **FANA state committee or** have been an officer or committee member in another state association for at least one (1) year.

B. No officer or member of the AANA Board of Directors may hold office in FANA. In the event that a member of the **FANA** Board of Directors accepts an office in AANA, resignation of the member's office in FANA shall be deemed to have occurred upon acceptance of the office in AANA.

D. The Secretary-Treasurer shall:

2. Assure the integrity of financial statements, seeing to it that the Association's funds and financial assets are safe, secure, and appropriately accounted for. Financial literacy is highly desirable for this role. The Secretary-Treasurer, in consultation with the Executive Committee and the Association's accountant, is accountable for:

e. Assuring that the Association tax forms and corporate annual reports are submitted in a timely manner.

*Clarification edits.*

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### **FANA Bylaw Amendment 4**

#### ARTICLE VI

#### NOMINATIONS, ELECTIONS, AND VOTING

#### SECTION 1. Nominations

B. Only active members shall be eligible for nomination.

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 to meet the ballot requirements for each office. Every effort will be made to recruit emerging leaders and a diverse slate of qualified candidates.

5. The President shall determine election results for electronic ballots. The President-Elect or designee shall validate the results before any election results are announced. The President announces election results once validated.

## SECTION 2. Elections

B. Voting

4. Not less than fourteen (14) days prior to the Annual Meeting, the President and President-Elect shall meet to tally the ballots...

*Aligns Bylaws with current practices and modernizes the process. Tellers are no longer necessary with the use of secure electronic balloting.*

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## **FANA Bylaw Amendment 5**

### ARTICLE VII MEETINGS, QUORUM

#### SECTION 1. Meetings

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 the budget, approved Bylaws changes and conduct other business as necessary.

*Clarification edit.*

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## FANA Bylaw Amendment 6

### ARTICLE VIII COMMITTEES

#### SECTION 4. Duties

B. Specific duties of Committee chairs include:

1. Preparing reports for Board of Directors Meetings when milestones are due or achieved; to be submitted to the FANA Business Manager no less than two (2) weeks prior to the meeting.

#### SECTION 5. Specific Duties

A. Executive Committee

3. Corporate business includes an annual review of contracts for value received and quality of service, making recommendations to the Board of Directors if a change is recommended. If a change of vendors is explored or there is a new substantive initiative, the Executive Committee will oversee the RFP process.

4. The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board of Directors but only to the extent that:

a. It is necessary to act on unanticipated business that requires action between Board of Directors meetings; and

b. The action taken is not contrary to the instructions of the Board of Directors.

C. Leadership Development and Nominating Committee

1. The committee shall identify and involve emerging leaders in the work of FANA....

G. Diversity/Equity/Inclusion (DEI) Committee

2. Specifically, the committee shall present the Board with the current state of DEI within the FANA organization.

*Grammatical and clarification edits.*

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## FANA Bylaw Amendment 7

### ARTICLE XI AMENDMENTS

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of those members voting electronically after the Annual Business Meeting, provided notice of the proposed amendment(s) has been appended to the meeting notice or agenda and posted in the FANA website at least thirty (30) days prior to the date thereof.

The Bylaws may also be amended by an affirmative vote of 2/3 of the members voting electronically in response to a bylaw amendment proposed by a 2/3 vote of the Board of Directors. Such vote shall be held within 72 hours of the 2/3 vote by the Board of Directors.

Bylaws amended by the membership 10/7/2023

*Allows for members to vote on amendments outside of the Annual Business Meeting.*