



# **American Academy of Anesthesiologist Assistants**

## **Bylaws**

(Revised 2017)

**American Academy of Anesthesiologist Assistants: Bylaws**

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## **Article I: Name**

The name of this organization is the American Academy of Anesthesiologist Assistants, hereinafter referred to as the AAAA.

## **Article II: Purpose**

The purpose of the AAAA is to provide a national organization dedicated to the ethical advancement of the Anesthesiologist Assistant (AA) profession and to excellence in patient care through education, advocacy, and promotion of the Anesthesia Care Team.

## **Article III: Membership**

### **Section 1: General**

Eligible persons become members in the AAAA by application to the Membership Committee and payment of dues, or as set forth otherwise by the Board of Directors, hereinafter referred to as the Board. Application for membership shall be made in the manner and form prescribed by the Membership Committee.

Membership is for one year, and members may be reelected by the Membership Committee to additional one year terms. In the event a member is not reelected by the Membership Committee, that member may, at the discretion of the Board, be reinstated if, in the judgment of the Board, the member has fulfilled the requirements of membership as set forth herein. There shall be four classes of members.

### **Section 2: Fellow Members**

- A. Eligibility: Fellow members are those members of the AAAA who (i) are graduates of an approved program for the training of AAs; (ii) are currently licensed, certified, or otherwise sanctioned to practice as an AA; and (iii) demonstrate the ideals and principles for which the AAAA stands.
- B. Rights: Fellow members of the AAAA shall have (i) the right to vote in all elections, general and special; (ii) the right to hold office positions; and (iii) the right to enjoy all benefits which shall accrue to the AAAA.

### **Section 3: Student Members**

- A. Eligibility: Student members are those members of the AAAA who (i) are currently enrolled in, or (ii) have recently graduated from, an approved program for the training of AAs. Student members will retain student membership status until the next dues cycle, at which point they are eligible to apply for Fellow status.
- B. Rights: Student members may enjoy all rights and privileges of membership in the AAAA; provided, however, that student members may not hold general office positions, or vote except as set forth in this document.

#### **Section 4: Emeritus Members**

- A. Eligibility: Emeritus members are persons of distinction who have rendered outstanding service to the AAAA and are nominated to Emeritus membership by the Membership Committee and elected by the Board.
- B. Rights: Emeritus members are entitled to all rights and privileges of Fellow members, are not required to pay dues, fines or assessments, and are elected to the AAAA for life.

#### **Section 5: Physician Affiliate Member**

- A. Eligibility: Physician affiliate members are allopathic and osteopathic physicians licensed to practice in the United States of America who support the ideals and principles for which the AAAA stands.
- B. Rights: Physician affiliate members shall enjoy all benefits, which shall accrue to the AAAA, but are not entitled to vote and may not hold any office position.

#### **Section 6: Termination or Suspension of Membership**

The membership and associated rights of any person will be terminated or suspended as prescribed by the Board, subsequent to the following:

- A. Resignation
- B. Misconduct, as set forth in the Handbook of Policies and Procedures
- C. Failure to meet the requirements for membership as set forth herein by the Membership Committee
- D. Default in payment of dues, as may be defined by the Board
- E. For cause, as may be recommended by the Membership Committee to the Board and approved by two-thirds of the Board

The interest of any member in any property of the AAAA shall cease upon termination of membership.

#### **Section 5: Reinstatement of Membership**

Reinstatement of any member previously terminated shall require the filing of a new application for membership.

#### **Section 6: Dues**

The Board shall determine membership dues and terms of payment.

## **Article IV: Meetings**

### **Section 1: Annual Meeting**

There shall be at least one annual meeting of the members of the AAAA for the purpose of continuing medical education, advancement of AAAA interests, and discussion of necessary business.

- A. The locations and dates of the annual meeting shall be approved by the EC.
- B. Registration fees for the annual meeting shall be determined by the Finance Committee and the Membership Committee and approved by the Board.

### **Section 2: Special Meetings**

Special meetings may be convened by order of the Board, the President, or upon written request to the President or Board of at least one-third of the voting members of the AAAA.

### **Section 3: Notice of Meetings**

Notices shall set forth the time, place, and purpose of the meeting. Prior notice of meetings shall be given as follows:

- A. Annual Meetings: 60 calendar days
- B. Special Meetings: Seven calendar days

## **Article V: Directors**

### **Section 1: General**

The voting members of the Board shall consist of the President, President-Elect, Secretary, Treasurer and seven directors elected from the at large membership of the association. The Immediate Past President and Executive Director shall serve as non-voting members of the Board.

### **Section 2: Term of Office**

All directors shall start their term on January 1.

- A. Directors elected shall serve for terms of three years each, except in the case of an initial term commencing in the year these Bylaws are adopted, designed to achieve a staggered Board.
- B. An individual may be elected to a second three-year term, but may not serve more than two consecutive three-year terms.
- C. Upon the expiration of a one-year hiatus from the end of such second term, a person having served two consecutive terms of three years each shall become eligible for election to the Board.

- D. The Immediate Past President shall be permitted to forgo the one-year hiatus for the term immediately following the term as Immediate Past President and may become immediately eligible for election to the Board.

### **Section 3: Independent Contractors**

The Board may employ, or authorize the employment of, paid personnel and may fix the terms and conditions of such employment.

### **Section 4: Advisory Appointments**

The President may appoint other persons to the Board to serve in an advisory role, without election by the general membership.

### **Section 5: Board Meetings**

The Board shall have regular meetings at such time and place as it may determine, but not less than four times per year, upon 15 days written notice to the Board. Special meetings may be called by request of three voting members of the Board. The Board shall approve the agenda of its meetings, as it deems necessary.

### **Section 6: Quorum**

Seven voting members of the current Board shall constitute a quorum. At the request of any Board member, a vote of the quorum may be conducted.

### **Section 7: Votes**

Each voting member of the Board shall have one vote and such voting may not be done by proxy. When necessary, in the course of business, acceptable formats for voting among the Board include physical presence, telephone, facsimile, or electronic mail. Votes may not be cast by proxy.

In the event of a voting tie, the Immediate Past President will be given a voting right to serve the purpose of breaking the tie. If it becomes necessary for the Immediate Past President to assume the office of President, the Immediate Past President shall assume the voting privileges and responsibilities charged to the office of the President.

## **Article VI: Officers**

### **Section 1: General**

The officers of the Board shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The duties and responsibilities of all elected officials including and not limited to the EC shall be set by the Board and may be revised on a regular basis.

### **Section 2: Term of Office**

All officers shall take office on January 1. The President, President-Elect, and Immediate Past President shall serve for a term of one year, or until their successors shall be duly elected and qualified. The Secretary and Treasurer shall serve for a term of two years, or until their

successors shall be duly elected and qualified. No one member shall be permitted to serve more than three consecutive terms in the same position.

### **Section 3: Board Appointments**

The Board may elect or appoint such other officers as deemed necessary, such as Assistant Secretary and Assistant Treasurer, in an *ex-officio* manner.

### **Section 4: Executive Committee**

The Board shall create an Executive Committee (EC) composed of the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer. The Executive Director shall be an *ex-officio* member of the EC.

The President, or in the absence of the President, the Immediate Past President, shall have the power to call a meeting of the EC. Minutes of all actions taken by the EC shall be verified by the Secretary and reported to the Board.

## **Article VII: Nominations and Elections**

The election of officers and directors shall occur annually, completed by the Fourth Quarter Board meeting.

### **Section 1: Nominations**

Nominations of officer and director positions may be submitted by the general membership to the Governance Committee at least 60 days prior to the election. All nominees are requested to give the Chairman of the Governance Committee a brief resume along with a statement of willingness to serve. Condensed versions of the resumes shall be posted on the official AAAA website prior to the election.

### **Section 2: Elections and Voting**

- A. The election process may be held by paper ballot, hand vote, or electronic vote. Electronic voting will only be held under the security of the “Members Only Section” of the AAAA website. If a voting member is unable to access the website or prefers a paper ballot, the member must request a paper ballot from the AAAA Executive Offices at least 10 days prior to the commencement of voting.
- B. Ballots are to be collected anonymously and counted by the AAAA Executive Offices. Election results are to be confirmed by the Governance Committee.
- C. The nominee for each office receiving a majority of all votes cast shall be declared elected. An additional ballot or ballots shall be taken if necessary to determine which of two or more nominees receiving an equal number of votes shall be elected.
- D. All candidates will be notified of election results within five days of the close of the voting period by the Immediate Past President or by the AAAA Executive Offices. Results will also be disclosed to the EC and the Board. General membership will be notified of election results within 30 days of the close of the voting period. Results may

be posted on the AAAA website, sent out electronically, posted in the newsletter, or mailed.

- E. In rare cases, the nominations and elections process may encounter circumstances not outlined in these Bylaws. In these cases, the adapted process may be found in the Handbook of Policies and Procedures.

### **Section 3: Vacancies**

All vacant director positions on the Board shall be filled by a majority vote of the Board at the Board meeting following the creation of the vacancy, or as soon as thereafter feasible. A member appointed to fill a vacancy shall hold office for the unexpired term of vacancy.

## **Article VIII: Termination of Director and Officer Positions**

A member's service on the Board shall be terminated secondary to:

- A. Resignation
- B. Death
- C. Expiration of term of office
- D. Removal

Non-attendance at any two regular meetings of the Board within a fiscal year, without a valid excuse, may result in Board action to terminate the director or officer.

### **Section 1: Resignation**

Any elected officer or director may resign by giving written notice to the President. Such resignation shall take effect at that time or upon the event specified in such written notice or if none, upon receipt by the President.

### **Section 2: Removal**

Any elected officer or director may, after due and proper hearing before the Board, be removed from office due to failure or unwillingness or inability to serve, malfeasance, or conduct unbecoming a member. In such a case, a vote of seven voting members of the Board shall be necessary to sustain removal at the next subsequent meeting of the Board. The Board member being considered for removal shall have no voting privileges on this issue.

## **Article IX: Executive Director**

The Board may employ a person or entity as Executive Director. The Executive Director shall be the chief administrative officer of the AAAA.

The Executive Director may be compensated pursuant to a written agreement negotiated between the Board and the Executive Director.



## **Article X: Committees**

The Board shall have the ability to create or dissolve standing committees, *ad hoc* committees, special committees, and task forces that are deemed necessary for the betterment of the organization. Committees shall be charged with duties put forth in the Handbook of Policies and Procedures and as assigned by the Board.

### **Section 1: Standing Committees**

The standing committees of the organization shall be:

- A. Executive Committee
- B. Governance Committee
- C. Finance Committee
- D. Membership Committee
- E. Practice Committee
- F. Legislative Committee
- G. Student Committee

Standing committees are required to meet twice a year.

### **Section 2: Committee Chairpersons**

The President's appointment of committee chairpersons shall be completed prior to the Third Quarter Board meeting.

- A. All committee chairpersons, or a designee, shall be present at all Board meetings. Failure to attend two Board meetings within a fiscal year without a reasonable excuse is grounds for removal of the chairperson of said committee as determined by the Board.
- B. The chairperson of each committee shall submit a written report to the Executive Director for distribution containing a summary of committee activities. Failure to submit a report without a reasonable excuse is grounds for removal of the committee chairperson as determined by the Board.
- C. Subcommittees are subject to the same rules and regulations as the other standing and special committees.

### **Section 3: Committee Members**

All voting committee members shall be fellow, affiliate, or student members in good standing with the organization.

- A. The President shall appoint members to all standing and special committees, based on the recommendations of the committee chairperson, no more than 30 days after the committee chairperson's appointment.

- B. The chairperson of each committee shall recommend to the President for appointment as many members to said committee as deemed necessary. The Committee Chair may invite an outside entity to sit on said committee in an *ex-officio* manner.
- C. The President-Elect may serve on any committees in an *ex-officio* manner. The Executive Director shall serve on all committees in an *ex-officio* manner.

## **Article XI: Component Academies**

A component academy shall be defined as an organized group of AAs that have been duly chartered as such by the AAAA. No more than one component academy may be chartered in any one state, territory, or the District of Columbia of the United States.

For the purposes of this document, a “society” shall be defined as a preexisting group of state AAs applying for a component academy charter from the AAAA. Policies and procedures governing component academies of the AAAA are in the Handbook of Policies and Procedures.

## **Article XII: Conflict of Interest**

Any possible conflicts of interest shall be addressed as set forth in the Handbook of Policies and Procedures.

## **Article XIII: Indemnification**

### **Section 1: Authorization**

Any person who is a director or president of the AAAA shall be indemnified by the AAAA for any expense resulting from any suit or proceeding, to the extent that it is determined that such indemnification is proper (in accordance with applicable state law), provided there has been no malfeasance on the part of the said director or president in such action.

### **Section 2: Directors and Officers Insurance**

The AAAA shall, to the extent permitted by applicable state law, purchase and maintain insurance on behalf of any person who is a director or president of the AAAA.

## **Article XIV: Dissolution**

When dissolution is voted, the vote of a majority of the members voting shall designate five members of the Board, who, within the time fixed by the members at the time of their designation, or within an extension thereof, shall liquidate the assets and distribute them in accordance with applicable state law and this document. In the event of such dissolution, and after payment of all outstanding obligations, any assets remaining shall be liquidated and the proceeds distributed to members in the same proportion that each member's current dues bear to the total dues paid by the same active members.

## **Article XV: Changes to Bylaws**

### **Section 1: Construction and Interpretation**

The construction and interpretation of these Bylaws by the Board shall, in the absence of prior interpretation and subject to subsequent interpretation by the Board, be final and binding.

### **Section 2: Amendments and Revision**

These Bylaws may be amended, or regulations may be adopted, by either the vote of a two-thirds majority of the eligible voting members of the AAAA present in person at a general or special meeting held for such purpose; or vote submission by postal mail or any electronic form that is approved by the Board.

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