



**BYLAWS of the TEXAS ASSOCIATION OF NURSE ANESTHETISTS, INCORPORATED
As Amended October 3, 2025**

ARTICLE I. NAME

This organization shall be known as the Texas Association of Nurse Anesthetists which may be abbreviated as TxANA.

ARTICLE II. MISSION STATEMENT

Advancing patient safety and the profession of nurse anesthesia.

ARTICLE III. BUSINESS OFFICE

The Board of Directors may establish an office or offices for TxANA as it deems necessary to conduct the business of TxANA.

ARTICLE IV. MEMBERSHIP

Section 1. Membership

- A. In order to be a member of TxANA, a person must be a member of the American Association of Nurse Anesthetists ("AANA"). The classes of membership in TxANA, the criteria for admission to each class of membership, and the privileges of membership shall be as specified in the Bylaws of the AANA.
- B. The Association does not discriminate against any person applying for membership because of race, color, creed, national origin, gender, age, or sexual orientation.

Section 2. Dues

TxANA membership requires that dues to the AANA be current.

ARTICLE V. PROFESSIONAL CONDUCT AND DISCIPLINE

Section 1. Automatic Revocation of Membership

The President may, without a hearing, revoke the membership of any individual whose membership has been revoked by the AANA.

Section 2. Other Forms of Disciplinary Actions

The Board of Directors may, after following the requirements of these Bylaws and such additional policies and procedures as the Board, duly adopt, suspend or revoke the membership of, or otherwise discipline any member of TxANA for:

- (i) unprofessional conduct;
- (ii) conviction of a felony;
- (iii) an action taken by a Board of Nursing against the member's license because of gross incompetence or unethical conduct, or
- (iv) willful violations of the Bylaws of TxANA or acts prejudicial to the interest of TxANA

Section 3. Complaints and Procedures

- A. Complaints against a member or a request for disciplinary action shall be in writing, shall specify the charges against the member and shall be addressed to the President.
- B. Before action is taken against a TxANA member, a written copy of the charges must be presented to the AANA Board of Directors for consideration and counsel.
- C. If after consultation with the AANA Board of Directors, the TxANA Board of Directors still elects to proffer charges, a written copy of the charges must be served upon the member and an opportunity given that member to be heard before the TxANA Board of Directors.
- D. The Board of Directors may suspend or revoke a TxANA membership by a vote of two thirds (2/3) of the entire Board.
- E. A recommendation for the suspension or revocation of a TxANA membership shall also be submitted to the AANA Board of Directors.
- F. A motion to reconsider the suspension or revocation of a TxANA membership may be made at a regular or specially called meeting of the TxANA Board of Directors.
- G. Unless required by law, all proceedings pursuant to Article V shall be privileged and confidential and not subject to publication or public dissemination unless such proceedings result in the taking of disciplinary action.

ARTICLE VI. GOVERNANCE

Section 1. Board of Directors

- A. The governance of the Association shall be vested in a Board of eleven (11) members, including four Officers, the President, President-Elect, Vice President, Secretary/Treasurer, six (6) Directors, and one (1) Rural Director. All members of the Board shall have voting privileges.
- B. Term of Office
 - 1. The regular term of office for Board members shall begin on the first day of September following their election.

2. The term of the President shall be one (1) year. The President may not serve two consecutive terms of office as President.
3. The term of the President-Elect shall be one (1) year. The President-Elect shall automatically become President on the first day of September following their term as President-Elect.
4. The term of the Vice President shall be one (1) year and shall be eligible for re-election.
5. The term of the Secretary/Treasurer shall be two (2) years and shall be eligible for re-election. The Secretary/Treasurer shall be elected in each odd-numbered year.
6. The term of the Directors shall be two (2) years. Three (3) Directors shall be elected annually. No Director shall serve more than two (2) consecutive terms of office. A Director who has served two (2) consecutive terms may be re-elected after the lapse of one (1) year.
7. The term of the Rural Director shall be two (2) years and shall be elected in even-numbered years. No Rural Director shall serve more than two (2) consecutive terms of office. A Rural Director who has served two (2) consecutive terms may be re-elected after the lapse of one (1) year.

C. Eligibility for Office

1. A member who has served as President-Elect, Vice President, or Secretary/Treasurer for two terms in that office is not eligible to stand for election to that office unless there are no other candidates on the ballot.
2. In order to stand for election, nominees to the Board of Directors shall have practiced anesthesia within the State of Texas for the majority of the year in which they are seeking election. During their term of office, Board Members must practice anesthesia in Texas for the majority of each year in office.
3. In order to stand for election as the Rural Director, nominees to the Board of Directors shall have practiced anesthesia in a rural setting, as defined in the TxANA Administrative Manual, within the State of Texas for the majority of the year in which they are seeking election. During their term of office, the Rural Director must maintain the rural eligibility criteria for the majority of each year in office.
4. No member shall be eligible for the office of President-Elect, Vice President, Secretary/Treasurer who has not served on the Board of Directors for the majority of an elected or an appointed term within the past seven years.
5. No member of the AANA Board of Directors may hold office in TxANA.
 - a. In the event, that a member of the TxANA Board of Directors accepts an elected office in the AANA, the term of office in TxANA automatically expires.

6. Only members of the active certified or active recertified class shall be eligible to be a candidate for election to the TxANA Board.
7. A member shall not be eligible if they have not attended a TxANA event or served the majority of a committee term within the seven years preceding the Board of Directors' approval of the ballot. TxANA eligible events are to be detailed within the Administrative Manual.

D. Prohibited Activities

1. Directors, elected officers, and members shall not receive any compensation for their services but may with prior approval, receive reimbursement for certain expenditures incurred on behalf of TxANA if supported by receipt.
2. Notwithstanding any other provisions of these Bylaws, TxANA shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

E. Duties of the Board of Directors.

1. The affairs of TxANA shall be managed by the Board of Directors, herein sometimes referred to as the "Board."
2. The Board shall conduct the general business of TxANA.
3. The Board of Directors is empowered to employ and/or contract for services with individuals or corporations, as deemed necessary for the conduct of the business of TxANA.
4. Vacancies
 - a. 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, after which, this individual will assume the term of President for the position of which they were originally elected. A vacancy in any other office, resulting from death, resignation, disqualification, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
 - b. In the event of a vacancy in the office of Director or Rural Director, the position shall be filled by the ballot candidates for that position on the rank order of votes received in the current or previous ballot. In the event the candidate is unable to accept the position, the Board of Directors may fill the position for the unexpired portion of the term.
5. Meetings of the Board of Directors
 - a. The regular meetings of the Board of Directors shall be held prior and subsequent to the Annual Business Meeting of TxANA. The Annual Business Meeting will be held at a time and place set by the Board.

- b. Additional meetings of the Board of Directors may be called by the President at such times as the business of TxANA may require, or upon written request of five (5) members of the Board of Directors filed with an Officer of TxANA.
- c. Meetings of the Board of Directors shall be held at a physical location or in a virtual manner, as determined by the President. ~~TxANA's principal office unless another location is specified in the notice.~~
- d. Notices of meeting of the Board of Directors shall be provided seven (7) days in advance of the meeting by electronic notification to each Board member.
- e. Telephonic and meetings by other forms of electronic communication are permissible if all persons can communicate concurrently. The notice for the meeting must list the type of communication system to be used for the meeting and how to access the system. Reasonable methods must be taken to identify every person voting at the meeting and a record is kept of any vote or action.
- f. TxANA Board of Directors meetings shall be open to the Active membership, but not necessarily for participation unless a specific request has been made and granted. Board meetings (or a portion of the meetings) may be closed by a two-thirds vote of the Board members present for declaring an executive session, to discuss membership problems, for matters which directly or indirectly relate to legal affairs, and other matters deemed necessary to be treated as confidential or sensitive in nature.
- g. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.
- h. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute their waiver of objection to the notice of such meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

F. Executive Committee

- 1. There shall be an Executive Committee of the Board of Directors consisting of the President, President-Elect, the Vice-President, and Secretary/Treasurer. The President shall serve as the Chair of the Executive Committee.
- 2. The Executive Committee shall exercise the authority of the Board, but only to the extent that:
 - a. It is necessary to take action on unanticipated business that requires action between Board meetings and a majority of the Executive Committee concludes that convening the Board is not practical;
 - b. Any action taken is not intended to overrule a prior decision of the Board or is contrary to instructions from the Board.

G. Duties of the Officers

1. The President shall:

- a. Preside at the Annual Business Meeting of this Association and the meetings of the Board of Directors.
- b. Appoint the Chair and Members to all committees, except the Nominating Committee, and special committees subject to the approval of the Board of Directors.
- c. Be an ex-officio member of all committees, except the Nominating Committee.
- d. Prepare and present the President's Annual Report at the Annual Business Meeting of TxANA.
- e. When feasible, represent this Association at the AANA Annual Meeting.
- f. Keep the Board of Directors informed of Association affairs.

2. The President-Elect shall:

- a. Assist the President and prepare to assume the office of President.
- b. Perform the duties of the President in the event of the latter's inability to serve.
- c. Serve on the Government Relations Committee as the Chair.

3. The Vice-President shall:

- a. Perform the duties of the President when the President and the President-Elect are unable to serve.
- b. Be responsible for the preparation of an annual history of this Association.
- c. Serve on the Education Committee as the Chair.
- d. Oversee the maintenance of:
 1. The minutes of the Annual Business Meeting of the Association and the minutes of the meetings of the Board of Directors.
 2. An alphabetical list of the names of all the members of the Association and their addresses.
 3. The general correspondence of the Association.

- e. Oversee the distribution of ballots for voting.
 - f. Act, or select someone to act, as parliamentarian for the Association at the Annual Business Meeting.
4. The Treasurer shall:
- a. Monitor the fiscal affairs of the Association and shall report to the Board of Directors on the financial condition of the Association whenever requested to do so by the Board of Directors. Submit a written report of Association finances quarterly to the Board of Directors.
 - b. Submit a written report of Association finances to the membership at the Annual Business Meeting.
 - c. Oversee any necessary audit and review of Association funds and expenditures, assuring the filing of any tax reports necessary as a result of the Association's corporate structure.
 - d. Perform other similar duties as may be assigned from time to time by the Board of Directors.
5. Removal or Resignation from Office
- a. Any Officer or Director may tender a letter of resignation from the Board of Directors to the President of TxANA at any time during their tenure. Any letter of resignation received by the President shall be effective when received by the President. Any Officer or Director, upon the tender of a letter of resignation, shall immediately return to the President any and all TxANA Board property.
 - b. Any Officer or Director who has two unexcused absences per fiscal year from required Board functions will be considered resigned from the Board and shall immediately return to the President any and all TxANA Board property.

ARTICLE VII. EXECUTIVE DIRECTOR

Section 1. Appointment

There shall be an Executive Director ~~employed by the Board of Directors~~ to manage and direct the activities of the Association. The Executive Director shall possess the authority and be subject to any limitations imposed by the Board of Directors. The selection or termination of the Executive Director shall be by two-thirds vote of the Board of Directors present at a meeting at which a quorum is present.

Section 2. Duties

The Executive Director shall perform such duties as may be assigned by the Board of Directors, including managing the operational affairs of the Association. Specific duties of the Executive Director are addressed in the TxANA Administrative Manual.

ARTICLE VIII. FINANCIAL AFFAIRS

Section 1. Bond

The Board of Directors may, at its discretion, require those individuals given signatory authority for disbursing the funds of this association to give bond for the faithful performance of their duties in such sum and with such sureties as the Board of Directors shall determine.

Section 2. Signatory Authority

The Board of Directors shall have the authority to determine the number of signatures required for instruments of disbursement and transfer of funds. The Board of Directors shall name at least two persons to have signatory authority for disbursing and/or transferring of funds of this Association. The Treasurer of the Association shall be one of such signatories.

Section 3. Contracts

The Board of Directors may authorize any officer or officers or agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, and Other Orders for Payment

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers or agent or agents of the Association and in the manner as shall from time to time be determined by a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President or President-Elect of the Association.

Section 5. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or secure accounts as the Board of Directors may select.

Section 6. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for general purpose or for any special purpose of the Association.

Section 7. Financial Procedures for Disbursements and Transfer of Funds

The procedures for approving and/or disbursing or transferring funds in the course of conducting the financial affairs of this Association shall be determined by the Board of Directors.

Section 8. Books and Records

This Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and shall keep at the registered or principal office, a record giving the name and addresses of the members entitled to vote.

Section 9. Fiscal Year

The Board of Directors shall determine the dates of the fiscal year of the Association taking into consideration the required time of notice when changing such dates.

Section 10. Dues and Fund Raising

- A. Dues and payment thereof for TxANA shall be such as are stipulated in the Bylaws of the AANA.
- B. The Board of Directors, upon its own discretion, may seek to increase the Association's income through procuring grants or gifts, conducting voluntary fund drives, and other mechanisms deemed appropriate.

Section 11. Indemnification

To the fullest extent permitted by Title 2, Chapter 22 of the Texas Business Organizations Code, Nonprofit Organizations, or any future statute applicable to corporations organized under that Act TxANA shall indemnify its directors, officers, and employees, who were or are a party, or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of TxANA) by reason of the fact that such person serves or has served as a director, officer, employee or agent of TxANA, for expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with legal proceedings (whether threatened, pending or completed) in which any such persons become involved by reason of their serving in any such capacity for TxANA.

Section 12. Insurance

Upon specific authorization by the Board of Directors, TxANA may purchase and maintain insurance on behalf of any or all of its directors, officers, employees, agents (such as committees, committee members and other authorized representatives) against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not TxANA would have the power to indemnify them against such liability under the provisions of this Article.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees

- A. Bylaws and Resolutions
- B. Nominating

Section 2. Continuing Committees

Continuing committees shall be established by the Board of Directors to carry out such activities as the Board believes will further the objectives of TxANA. The Board of Directors shall, from time to time, review the charge and function of all continuing committees and shall make such changes in their number, characteristics, or organization as may seem desirable.

Section 3. Appointments

- A. The President, subject to the approval of the Board of Directors, shall make appointments to the committees, but not to the Nominating Committee. Each committee is to be composed of not less than three (3) members, unless otherwise specified. One such member may be a member of the Board of Directors unless otherwise noted.
- B. Special committees may also be appointed by the President, subject to the approval of the Board of Directors.

Section 4. Term of Office

Members appointed to committees shall serve for one (1) year or until their successors are appointed. The Treasurer will serve for two years on the Finance Committee or until a successor is elected.

Section 5. Duties

- A. The Chairperson of each committee:
 - 1. Shall be responsible to the Board of Directors.
 - 2. Shall prepare and submit a written annual report to the Board of Directors
 - 3. Shall be responsible for assuring that the duties are carried out.
- B. The members of a committee shall cooperate with the Chairperson in carrying out the duties as assigned.

Section 6. Vacancies

- A. In the event of vacancies occurring in committees, except the Nominating Committee, the President shall, subject to the approval of the Board of Directors, appoint members to fill such vacancies.
- B. In the event that a member of a committee fails to carry out the assignment, the Board of Directors may select a replacement.

ARTICLE X. MEETINGS OF MEMBERS, QUORUM, VOTING

Section 1. Meetings

- A. There shall be one Annual Business Meeting held annually at such time and place as designated by the Board of Directors.

- B. Special meetings of the Members may be held upon request of the President, Board of Directors or upon a written request of a quorum of active members filed with an Officer of the Association, all members having been notified of its purpose fifteen (15) days in advance of the special meeting.
- C. The agenda for the Annual Business Meeting shall be prepared by the TxANA President in conjunction with the Executive Director and the Board of Directors.
- D. The Annual Business Meeting date is published in the *TxANA Newsletter*.

Section 2. Quorum

- A. Fifty (50) active members shall constitute a quorum at any meeting of the Membership.

Section 3. Voting

- A. Only active members shall have the right to vote in any official activity of this Association.
- B. Nominations
 - 1. Only active members shall be eligible for nomination.
 - 2. Written consent of a candidate must be obtained before a name may be placed on a ballot.
- C. Method of Voting for Election of Board of Directors
 - 1. The election of Officers and Directors shall be held by ballot. The method of conducting the ballot shall be determined by the Board of Directors.
 - 2. The ballot must be distributed to all eligible members at least sixty (60) days prior to the first day of September. The deadline (postmark or electronic posting) for return of the ballot must not be less than two (2) weeks prior to the first day of September.
 - 3. Only one ballot may be counted for each eligible voting member.
 - 4. A vote may be cast for a person not on the ballot by writing in the name so long as the person is fully qualified for the position and has granted permission for their name to be placed on the ballot by write-in vote and so notified the Nominating Committee Chairperson prior to final date the ballot is due to be returned.
 - 5. A simple majority of votes cast will elect.
 - 6. In the event of a tie vote, the tie shall be broken by a runoff election between the candidates. Runoff elections shall be conducted pursuant to procedures set forth in the Administrative Manual.

7. TxANA staff shall verify the membership status and count the votes of eligible members in accordance with the procedures set forth in the TxANA Administrative Manual.

D. Method of Voting on Matters Presented at Annual Business Meetings

1. The specific method of voting shall be determined by the President.
2. A Registrar and two (2) assistants shall be appointed by the President. The Registrar and assistants shall certify credentials of voting members and count the votes.
3. Matters to be submitted for vote to the Board of Directors shall be determined by a simple majority unless otherwise specified.

ARTICLE XI. OFFICIAL PUBLICATION

Section 1. Title

The title of the official publication shall be "*TxANA Newsletter*".

Section 2. Publication Interval

The *TxANA Newsletter* shall be published on a quarterly basis (four issues annually).

Section 3. Purpose

The purpose of the *TxANA Newsletter* shall be to keep the members informed of the activities of their Association, educate, and stimulate interest in the Association.

ARTICLE XII. DISSOLUTION

On the dissolution of the Association, the Board of Directors after paying or making provisions for the payments of all liabilities of the Association, shall dispose of all assets exclusively to such organizations organized exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall be the authority for the Association, unless otherwise specified in the Bylaws.

ARTICLE XIV. BYLAWS AMENDMENTS AND RESOLUTIONS

Section 1. Bylaws

Voting on any amendments to proposed bylaw amendments shall occur at the Annual Business Meeting in accordance with Article X, Section 3. After discussion and amendments to any proposed bylaw amendments have been made, voting on the final version will be completed electronically after the Business Meeting via a secure balloting process whereby all eligible voting members will have the opportunity to review the annual Business Meeting proceedings electronically and cast their confidential, secure vote. In order for the final vote to be valid, there must be electronic votes from at least 50 members. Adoption of amendments is by majority vote. Notice of the final outcome of the proposed bylaw amendments voting shall be given to members via electronic message and posting on the TxANA website.

Section 2. Resolutions

- A. Resolutions must be submitted to the Bylaws and Resolutions Committee not later than 120 days before the Annual Business Meeting whereby they can be acted on by the committee and be published in the *TxANA Newsletter* prior to the Annual Meeting.
- B. Emergency resolutions which have not been published in the *TxANA Newsletter* may be brought to the membership at the Annual Business Meeting with a two-thirds (2/3) vote of the membership. Any present voting member may bring this resolution to the floor for consideration. Only the title can be given to the membership and there shall be no discussion prior to the vote to consider it. If the Emergency resolutions receives the 2/3 requirement, then discussion may begin on the resolution. After discussion has been made, a vote may be taken. A majority vote would be needed for passage of the emergency resolution.
- C. Adoption of Resolutions is by majority vote.

BUSINESS MEETING STANDING RULES

- 1. Call to order.
- 2. Roll Call (Establishment of Quorum)
- 3. Approval of Minutes
- 4. Reports of Officers
- 5. Reports of Standing Committees
- 6. Reports of Special Committees
- 7. Unfinished Business
- 8. New Business
- 9. Announcements
- 10. Program (if any)
- 11. Adjournment

TXANA Bylaws

Approved by TXANA Members, Sept. 28, 1991 and March 28, 1992

Amendments approved by TxANA Members, Sept. 10, 1994

Amendments approved by TxANA Members, September 7, 1996

Amendments approved by TxANA Members, September 6, 1997

Amendments approved by TxANA Members, September 11, 1999

Amendments approved by TxANA Members, September 7, 2002
Amendments approved by TxANA Members, September 6, 2003
Amendments approved by TxANA Members, September 18, 2004
Amendments approved by TxANA Members, September 17, 2005
Amendments approved by TxANA Members, September 30, 2006
Amendments approved by TxANA Members, September 29, 2007
Amendments approved by TxANA Members, September 26, 2009
Amendments approved by TxANA Members, September 24, 2011
Amendments approved by TxANA Members, September 22, 2012
Amendments approved by TxANA Members, September 14, 2013
Amendments approved by TxANA Members, August 9, 2015
Amendments approved by TxANA Members, August 5, 2017
Amendments approved by TxANA Members, October 13, 2018
Amendments approved by TxANA Members, September 28, 2019
Amendments approved by TxANA Members, January 26, 2020
Amendments approved by TxANA Member, October 3, 2025