



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 Certified Anesthesiologist Assistant (CAA) profession and 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.

### **Section 2: Membership Categories**

Membership is for the calendar year and shall begin after submission of a membership application and payment of membership dues. There shall be five (5) classes of members.

#### *Fellow Members*

- Eligibility
  - Fellow members are those members of the AAAA who: 1) are graduates of an approved program for the training of AAs; 2) are currently licensed, certified, or otherwise sanctioned to practice as an AA; and 3) demonstrate the ideals and principles for which the AAAA stands.
- Rights
  - Fellow members of the AAAA shall have the right to: 1) vote in all elections, general and special; 2) hold office positions; and 3) enjoy all benefits which shall accrue to the AAAA.

#### *Student Members*

- Eligibility

- Student members are those members of the AAAA who: 1) are currently enrolled in an approved program for the training of AAs; or 2) have recently graduated from an approved program for the training of AAs. Student members will retain student membership status until the next dues cycle after they become certified, at which point they are eligible to apply for Fellow status.
- 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.

### *Emeritus Members*

- 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 are elected by the Board.
- Rights
  - Emeritus members are: 1) entitled to all rights and privileges of Fellow members; 2) are not required to pay dues, fines or assessments; and 3) are elected to the AAAA for life.

### *Physician Affiliate Member*

- 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.
- 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.

### *Associate Affiliate Member*

- Eligibility

- Associate affiliate members are all interested parties in the AA profession who support the ideals and principles for which the AAAA stands and do not fit into another membership category.
- Rights
  - Associate affiliate members shall enjoy some member benefits as determined by the Membership Committee but are not entitled to vote and may not hold any office position.

### **Section 3: 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:

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

### **Section 4: Reinstatement of Membership**

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

### **Section 5: Membership Dues and Fees**

The Board shall determine membership dues and terms of payment.

## Article IV: Membership Meetings

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

The Annual Membership Meeting of AAAA shall be held annually unless otherwise provided for by the Board of Directors by resolution.

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

Special meetings of the AAAA membership may be convened by order of the Board, the President, or upon written request to the Executive Director 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:

- Annual Meetings
  - Sixty (60) calendar days
- Special Meetings
  - Seven (7) calendar days

#### **Section 4: Quorum**

One-third of voting members of the AAAA shall constitute a quorum for the transactions of business at any member meeting of AAAA.

#### **Section 5: Voting**

Except as otherwise provided in the Bylaws, all questions shall be decided by a majority vote of those present and voting at any meeting which is duly called and convened provided a quorum is present.

#### **Section 6: Electronic Participation**

Members may participate in and act at any meeting through the use of a conference telephone or interactive technology including but not limited to electronic transmission, internet usage, or remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

### Article V: Board of Directors

#### **Section 1: General**

The governing authority of AAAA, the direction of its work, and the control and management of its property shall be vested in a Board of Directors which shall be constituted of the following:

- Elected Officers
  - The President, President-Elect, the Immediate Past President, Committee Executive, Treasurer, and ten (10) total Directors. The directors will consist of At-Large Directors, Southern Caucus Directors, Central Caucus Directors, Eastern Caucus Directors, and Western Caucus Directors—all elected from the membership of the association.
- Voting Members of the Board

- The President, President-Elect, Immediate Past President, Committee Executive, Treasurer, and ten (10) total Directors. The Executive Director shall serve as a non-voting member of the Board.

Caucus Structure and Boards Seats per Caucus are determined by the AAAA Board of Directors and will be reviewed annually.

Adjustments to a Caucus will be at the discretion of and voted on by the AAAA Board of Directors.

If any Caucus Director resigns during their term, the vacancy of the position will be reappointed by the President, with Board approval, and the newly-appointed individual will have to hold primary residence within that Caucus.

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

All Officers and Directors shall start their terms on January 1. Specific terms are as follows:

- The President, President-Elect, and Immediate Past President shall serve for a term of one (1) year or until their successors shall be duly elected and qualified.
- The Committee Executive and Treasurer shall serve for a term of two (2) years or until their successors shall be duly elected and qualified.
- Directors elected shall serve for terms of three (3) years each.
- At least one (1) Director must be a Past President. If there is not at least one (1) Past President as a Director, the President shall appoint a Past President for the open seat pending Board approval.

## **Section 3: Limitation of Terms**

No one member shall be permitted to serve more than two (2) consecutive terms in the same position. Specific limitations are as follows:

- An individual may be elected to a second three-year term as a Director but may not serve more than two (2) consecutive three-year terms.
- Upon the expiration of a one-year hiatus from the end of such a second term, a person having served two (2) consecutive terms of three (3) years each shall become eligible for election to the Board.
- The Immediate Past President shall be permitted to forgo the one-year hiatus for the term immediately following their term as Immediate



Past President and may become immediately eligible for election to the Board.

#### **Section 4: Quorum**

Ten (10) 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 5: Meetings**

The Board shall meet at least three (3) times during each fiscal year. Special meetings may be called by request of any three (3) voting members of the Board. The Board shall approve the agenda of its meetings as it deems necessary.

#### **Section 6: Electronic Participation**

Members of the Board may participate in and act at any meeting through the use of a conference telephone or interactive technology including but not limited to electronic transmission, internet usage, or remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

#### **Section 7: Unanimous Consent Without a Meeting**

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if written consent, setting forth the action so taken, shall be submitted in person or by electronic means to all acting Board members.

#### **Section 8: Removal**

The Board may remove any elected Officer or Director from office, for cause, by a two-thirds vote of all acting Board members.

#### **Section 9: 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 the vacancy.

#### **Section 10: Votes**

Each voting member of the Board shall have one (1) vote, and such voting may not be done by proxy. In the event of a voting tie, the President will be given a voting right to serve the purpose of breaking the tie.

## Article VI: Officers and Duties

### **Section 1: General**

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

### **Section 2: 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 under the supervision of the Executive Director.

### **Section 3: 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 and shall:

- have general charge of all business and affairs of AAAA under the direction and supervision of the President and the Board;
- conduct official correspondence, preserve all minutes, documents, and records of AAAA;
- have general supervision over any agency employees assigned, firms, or others assigned or engaged to represent AAAA; and
- perform such duties as may be incidental to the office, subject to the direction of the Board.

## Article VII: Nominations and Elections

The election of Officers and Directors shall occur annually, completed on or before October 1 of each year.

### **Section 1: Nominating Committee**

On or before May 1 of each year, the Board shall approve a Nominating Committee consisting of:

- the Immediate Past President, who will serve as Chair);
- the President-Elect; and
- an appointee selected by the Immediate Past President who is an active member of AAAA and who has served on the AAAA Board.

## **Section 2: Nominations**

Nominations of Officer and Director positions may be submitted by the general membership to the Nominating Committee at least sixty (60) days prior to the election. All nominees are requested to give the Nominating Committee a brief resume along with a statement of willingness to serve. It shall be the duty of the Nominating Committee to contact the nominees and obtain agreement, as needed, to serve if elected. This slate of nominees shall, immediately upon completion, be certified to the Executive Director.

## **Section 3: Ballot**

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 Director at least ten (10) days prior to the commencement of voting. Additional rules are as follows:

- Ballots are to be collected anonymously and counted by the AAAA Executive Director. Election results are to be confirmed by the Nominating Committee.
- 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 (2) or more nominees receiving an equal number of votes shall be elected.
- All candidates will be notified of election results within five (5) days of the close of the voting period by the Nominating Committee. Results will also be disclosed to the Executive Committee and the Board. General membership will be notified of election results within thirty (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.
- 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 4: Unforeseen Circumstances**

Elections shall not be invalid because the matters provided for in this Article have not been completed within the time limits designated, but the Board, Executive Director, and members shall endeavor to complete the election process by December 1 of each year.

#### Article VIII: Committees

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

Standing committees shall have such duties as determined by the Board in the Handbook of Policies and Procedures and shall be comprised of:

###### *Executive Committee*

The Executive Committee (EC) shall consist of:

- the President,
- the President-Elect,
- the Immediate Past President,
- the Committee Executive, and
- the Treasurer.

###### *Nominating Committee*

The Nominating Committee shall consist of members and have such duties as provided in Article VII.

###### *Membership Committee*

The President shall nominate, and the Board shall appoint, this committee's Chair who, in turn, shall select its committee members.

###### *Educational and Programming Committee*

The President shall nominate, and the Board shall appoint, this committee's Chair who, in turn, shall select its committee members.

###### *Practice Committee*

The President shall nominate, and the Board shall appoint, this committee's Chair who, in turn, shall select its committee members.

###### *Legislative Committee*

The President shall nominate, and the Board shall appoint, this committee's Chair who, in turn, shall select its committee members.

All non-Officer Chairs of Board committees shall be appointed for one (1) year terms and serve at the pleasure of the Board. The committee Chair may invite an outside entity to sit on said committee in an *ex officio* manner.

### **Section 2: Ad Hoc 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 3: Subcommittees**

A Standing Committee may seek to establish one (1) or more subcommittees to assist in the effective conduct of its business. A subcommittee shall be formed, following a recommendation of a Standing Committee, on approval by the Board. The authority of a subcommittee shall be no greater in scope than the responsibilities assigned—and the authority delegated—to the related Standing Committee. Any change in such authority so delegated shall require the approval of the Board on recommendation of the related Standing Committee. The Chair of the related Standing Committee shall serve *ex officio* as an additional member of the subcommittee. Subcommittees shall be charged with duties put forth in the Handbook of Policies and Procedures and as assigned by the Board.

### **Article IX: 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 (1) component academy may be chartered in any one (1) 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 X: Conflict of Interest

Any possible conflicts of interest shall be addressed as set forth in the Handbook of Policies and Procedures and should be disclosed prior to assuming office.

## Article XI: 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 such indemnification is in accordance with O.C.G.A. § 14-3-851 et. seq.

### **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 XII: Dissolution

When dissolution is voted, the vote of a majority of the members voting shall designate five (5) Board members 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 XIII: 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 by vote submission by postal mail or any electronic form that is approved by the Board.

Revised: 6/2013, 7/2014, 7/2017, 9/2020, 9/2022