

**BYLAWS OF  
COUNCIL ON ACCREDITATION  
OF NURSE ANESTHESIA EDUCATIONAL PROGRAMS**

**ARTICLE I**

**NAME**

This corporation, a not-for-profit corporation under the laws of the State of Illinois, shall be known as Council on Accreditation of Nurse Anesthesia Educational Programs ("Council").

The Council is the successor to the Council on Accreditation of Nurse Anesthesia Educational Programs, a structural unit within the corporate structure of the American Association of Nurse Anesthetists.

**ARTICLE II**

**PURPOSE AND OBJECTIVES**

**Section 1, Purpose**

The Council's purpose is to (1) (a) grant public accreditation recognition to nurse anesthesia programs and institutions that award post master's certificates, master's degrees, and doctoral degrees that meet nationally established standards of academic quality (quality assessment) and (b) assist nurse anesthesia programs and institutions in improving educational quality (quality enhancement), and (2) (a) grant public accreditation recognition to nursing educational programs, institutions and individuals that award post graduate certificates, diplomas, and award education credit for nursing specialty fellowships that meets nationally established standards of academic quality (quality assessment) and (b) assist nursing programs, institutions and individuals in improving the educational quality of nursing specialty education (quality enhancement), all within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"). The Council on Accreditation of Nurse Anesthesia Educational Programs is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Code.

**Section 2, Scope of Activity**

The scope of activity of the Council encompasses:

Accreditation of (1) institutions and programs of nurse anesthesia at the post-master's certificate, master's or doctoral degree levels in the United States, and its territories including programs offering distance education, and (2) nursing educational programs, institutions and individuals that award post graduate certificates, diplomas, and award education credit for nursing specialty fellowships that meets nationally established standards of academic quality.

### Section 3, Goals

The goals of the Council are to:

1. Pursue its purpose, goals and objectives and conduct its operations with integrity.
2. Formulate and adopt standards, criteria, policies and procedures for the accreditation of nurse anesthesia educational programs and fellowships, subject to review and comment by all constituencies that are significantly affected by them.
3. Foster academic quality in educational programs and fellowships.
4. Utilize evaluation to measure a program's or fellowship's degree of success in meeting programmatic or fellowship objectives and accreditation requirements within the context of its institutional mission and resources.
5. Encourage innovations in program and fellowship design and/or experimental programs and fellowships that are based on sound educational principles.
6. Ensure responsiveness to its community of interest, including, but not limited to, students, programs, fellowships and the public.
7. Foster student achievement and continuous program improvement as a basis of promoting quality nurse anesthesia services to the public.
8. Incorporate public involvement in its decision making related to quality and accountability.

### Section 4, Objectives of the Accreditation Program

The Objectives are to:

1. Publish standards of accreditation and policies and procedures defining the accreditation process for nurse anesthesia graduate programs and fellowships with input from the communities of interest.
2. Periodically assess programs and fellowships for compliance with accreditation standards through annual reports, self-studies, site visits and progress reports.
3. Confer and publish accreditation decisions and the reasons for the decisions.
4. Require programs and fellowships to routinely provide reliable performance and information data to the public.
5. Offer consultation concerning nurse anesthesia education to enhance academic quality.
6. Conduct collaborative reviews with other accrediting agencies, as applicable.

7. Maintain external recognition by recognized authorities.
8. Participate in a systematic self-assessment of the standards, policies, and procedures of accreditation to ensure accuracy and reliability.
9. Provide accurate information concerning accredited programs and fellowships.
10. Consider legitimate allegations from complainants concerning the accreditation process.
11. Employ appropriate and fair procedures in decision-making.
12. Ensure the academic quality of distance and traditional educational offerings.

### **ARTICLE III**

#### **OFFICE**

The Council shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office.

### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

##### **Section 1, General Powers**

- (A) The affairs of the Council shall be managed by and under the direction of the Board of Directors.
- (B) The Council shall be solely and exclusively responsible for its affairs and will not be subject to interference in its accreditation activities or internal operations by any special interest group.
- (C) Without limitation, the Board of Directors shall:
  - (1) Formulate and adopt standards, guidelines and criteria for the accreditation of nurse anesthesia educational programs and fellowships.
  - (2) Periodically assess programs and institutions for compliance with accreditation standards through annual reports, self-studies, site visits, and progress reports.
  - (3) Confer and publish accreditation decisions and the reasons for the decisions.
  - (4) Prepare and adopt a budget for the Council activities for the ensuing year.

- (5) Establish policies and procedures through which its employees (Chief Executive Officer of the Council and support staff) can carry on the day-to-day operations of the Council's business. The Chief Executive Officer must be a Certified Registered Nurse Anesthetist (CRNA) who is currently certified/recertified by the National Board of Certification and Recertification for Nurse Anesthetists (NBCRNA).
- (6) Conduct a periodic review of the standards.
- (7) Appoint consultants and on-site reviewers for purposes of assisting the Council's activities.
- (8) Authorize any officer or agent of the Council to enter into any written contract or execute and deliver any documents or instruments in its name and on its behalf.
- (9) Be responsible for seeing that all checks, drafts and other payments of money, notes or other evidence of indebtedness shall be issued in the name of the Council and shall be signed by such executive staff or officers and in such manner as shall from time to time be determined by the Board of Directors.
- (10) Be solely responsible for the appointment, evaluation, promotion and termination of its consultants and on-site reviewers.
- (11) Keep such books and records to adequately evidence receipt and expenditure of its funds. Its fiscal affairs shall be audited annually by a Certified Public Accountant and its audited financial statements shall be open to inspection.
- (12) Accept grants or other bequests of money for the general support or any special purpose of the Council. Further, the Council may charge and collect fees to reimburse the Council for all or part of the expenses incurred in the performance of its services.

### Section 2, Number and Residency of Directors

The number of directors shall be twelve voting directors and one non-voting student director. Directors need not be residents of the State of Illinois.

### Section 3, Composition

The Board of Directors shall consist of twelve individuals from the communities of interest involved in its accreditation process as follows:

Six (6) CRNA educators who are actively engaged in the teaching or administration of a nurse anesthesia educational program

Two (2) CRNA practitioners actively involved in clinical practice

One (1) health care administrator who has a nurse anesthesia program within the institution of his or her employment

One (1) university administrator familiar with accreditation who has direct or indirect line authority and/or active involvement in a nurse anesthesia program

Two (2) public directors

#### Section 4, Student Director

One (1) student director who is currently enrolled and actively engaged in an accredited nurse anesthesia educational program shall be entitled to participate in meetings of the Board of Directors, except that he/she shall not be entitled to vote.

#### Section 5, Election of Directors

(A) Directors shall be elected by the Board of Directors from among nominees proposed as follows:

1. CRNA directors, both educators and practitioners, may be proposed by the Board of Directors of the American Association of Nurse Anesthetists (AANA) or by any organizations and institutions from whom the Council may solicit proposed nominees.
2. The health care administrator director may be proposed by the Board of Directors of the AANA, by the American College of Healthcare Executives or by any organizations and institutions from whom the Council may solicit proposed nominees.
3. The university administrator director may be proposed by the Board of Directors of the AANA or by any organizations and institutions from whom the Council may solicit proposed nominees.
4. The public directors may be proposed by the Board of Directors of the AANA or by any organizations and institutions from whom the Council may solicit proposed nominees.
5. Directors may also be solicited from communities of interest as determined by the Board of Directors.
6. Directors may be proposed by current directors.

(B) The nominating committee shall solicit nominations for election to the Board of Directors and will present a slate of nominees that shall include at least three but not more than five nominees for each vacancy to be filled.

(C) Persons shall not be considered eligible to be nominated for, or to serve on the Board of Directors, who are serving as elected officials on the governing board, or as employed staff of any professional organization having proposed directors serving on the Council Board of Directors, or persons serving on the National Board of Certification and Recertification for Nurse Anesthetists, the Board of Directors of the AANA, AANA Committees, the AANA Foundation or the Accreditation Appeal Panel.

(D) For slate nomination purposes, where there are three or more names on the ballot, and one name does not receive a majority initial vote of directors present and voting at a meeting in which a quorum is present, a plurality method will be utilized to provide a slate of two candidates who will undergo another vote by the Board of Directors to reach a majority of directors present and voting at a meeting in which a quorum is present.

(E) The Board of Directors reserves the right to nominate current directors for a second term.

#### Section 6, Term of Office

The terms of office of directors shall be up to three-year staggered terms as determined by the Board of Directors. Each term shall begin at the commencement of the fall meeting of the Board of Directors. Except at the discretion of the Board of Directors, directors shall not serve for a period exceeding six consecutive years.

In the event that a director changes his/her primary employment role during his/her term (e.g. a director moves from an educator position to a practitioner position), the director may complete his/her current term of office as elected.

#### Section 7, Vacancies

In the event of a vacancy in the membership of the Board of Directors, a director may be elected by the Board of Directors to fill the vacancy. The director filling the vacancy shall complete the term of office for the vacant board position, but thereafter will be eligible for election for additional terms of office consistent with Section 6, Term of Office.

#### Section 8, Removal of Directors

A director may be removed by a majority vote of directors present and voting at a meeting in which a quorum is present if such removal is desirable for the efficient performance of the Council's duties, or if a conflict of interest arises, or if the director is no longer a member of the community of interest from which he/she was elected, or for other valid cause.

#### Section 9, Indemnification

To the full extent specifically authorized by, and in accordance with the procedure prescribed in, Section 108.75 of the Illinois General Not-for-Profit Corporation Act (or the corresponding provisions of any future statute applicable to corporations organized under that Act), the Council shall indemnify any and all of its directors, officers, committee members, employees, agents, and other authorized representatives for expenses and other amounts paid 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 the Council.

#### Section 10, Insurance

Upon specific authorization by the Board of Directors, the Council may purchase and maintain insurance on behalf of any or all officers, committee members, employees, agents, or other authorized representatives of the Council 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 the Council would have the power to indemnify them against such liability under the provisions of Section 7 of this Article.

### **ARTICLE V**

#### **OFFICERS**

##### Section 1, Officers

Officers of the Council shall consist of a President, Vice President and Treasurer.

##### Section 2, Eligibility

The President and Vice President of the Council shall be elected from among the CRNA directors on the Board of Directors. The President must have previously served on the Executive Committee for at least one year. The Treasurer may be elected from among the directors on the Board of Directors.

##### Section 3, Term of Office

The term of office for the President and Vice President shall be one year with a successive term of one year being permitted. The term of office for the Treasurer shall be two years with no limit for successive terms. Each term of office shall begin at the conclusion of the spring meeting of the Board of Directors.

##### Section 4, Duties of Officers

The President shall preside at all meetings of the Board of Directors and the Executive Committee; appoint committees of the Council as provided in these Bylaws; be responsible for the establishment of the agenda for meetings of the Board of Directors and the Executive Committee; notify directors of the date, time, and location of regular and special meetings of the Board of Directors; notify members of the Executive Committee of the date, time, and location of meetings of the Executive Committee; and, in general, perform all duties incident to the office of president .

The Vice President of the Council shall assume the duties of the President in his/her absence or upon his/her resignation until the next regular Board of Directors' meeting when an election may be held. The Vice President shall carry out any additional duties as designated by the Board of Directors.

The Treasurer will (1) keep accurate minutes of the meetings of the Executive Committee and the Board of Directors; (2) see that all notices are duly given as required in these Bylaws, (3) maintain the records of the corporation, (4) see that all communications and documents authorized by the Executive Committee, the Board of Directors and the members have been properly executed, (5) oversee the development and implementation of the budget, (6) serve as advisory counsel on financial matters, (7) serve as chair of the Finance Committee; (8) carry out any additional duties as designated by the Board of Directors; and (9) certify true and correct copies of corporate documents, as necessary. Duties (1) through (4) of the Treasurer may be assigned by the Board of Directors in whole or in part to the Chief Executive Officer, who may delegate to Council staff.

#### Section 5, Vacancies

The Board of Directors shall fill any vacancy occurring among its officers in the same manner as stated in Section 2. The term of the office for the director filling the vacancy will be determined by the Board. The term of the office will be consistent with Section 3, Term of Office.

## **ARTICLE VI**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### Section 1, Meetings

##### (A) Regular Meetings

There shall be three regular meetings of the Board of Directors (Fall, Winter and Spring) each year. Each director shall attend at least two meetings each year. The Board of Directors may ask for a director's resignation for failure to comply with the above attendance requirement. The Winter meeting shall be designated as the annual business meeting.

##### (B) Special Meetings

Special meetings of the Board of Directors may be called by the President or any eight (8) directors provided at least ten (10) days notice is given each director in advance of the meeting, or unless such notice is waived in writing. No business shall be conducted at such special meeting except as provided in the call unless by majority consent of the directors present and voting at a meeting in which a quorum is present.



Section 2, Quorum

A majority of the directors shall constitute a quorum.

Section 3, Manner of Action

All directors shall be entitled to vote on matters coming before it, except as may be prohibited by Bylaw or rules and regulations of the Council. No director shall be allowed to participate in deliberation or decision pertaining to a program or school with which he/she is/or has been connected by enrollment, employment, retainer, or where conflict of interest can be demonstrated.

Section 4, Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors entitled to vote upon such action at a meeting. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors.

Section 5, Meetings by Telephone or Teleconference

Meetings of the Board of Directors may be held by telephone, teleconference, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time.

**ARTICLE VII**

**COMMITTEES**

Section 1, Executive Committee

(A) Composition: The Executive Committee of the Board of Directors shall be composed of the three officers of the Council.

(B) Powers: Between regular meetings of the Board of Directors, the Executive Committee shall have such powers and perform such duties as shall be delegated by the Board of Directors. Meetings of the Executive Committee shall be held in Executive Session unless otherwise directed by the Board of Directors.

Section 2, Standing and Special Committees

(A) The Board of Directors may, from time to time, establish standing and special committees to engage in such activities which are consistent with the objectives and purposes of this Council.

(B) Standing committees shall be appointed annually by the President with approval of the Board of Directors.

(C) Standing committees may address, but not be limited to, the following: Standards, Bylaws, Policy, Finance, Nominating, Audit, On-site Reviewers and Consultants.

(D) All standing and special committees shall have specific written responsibilities which have been approved by the Board of Directors.

## **ARTICLE VIII**

### **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order* shall govern this Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Council's Rules for Conduct of Meetings, and any special rules of order the Council may adopt.

## **ARTICLE IX**

### **AMENDMENTS**

The Bylaws may be amended at any meeting of the Board of Directors at which a quorum is present by a two-thirds vote of the directors present and voting. All directors shall receive a written copy of the proposed amendment at least 30 days prior to the scheduled meeting. The date of electronic distribution will be considered the date of receipt.

Effective May 13, 2009

Revised

*May 23, 2012*

*January 23, 2014*

*October 18, 2017*

*October 24, 2018*

*October 7, 2020*

*April 29, 2021*