

**BYLAWS
OF THE
ACCREDITATION BOARD FOR SPECIALTY NURSING CERTIFICATION, INC.**
(A District of Columbia Non-Profit Corporation)

ARTICLE I
NAME

The name of the Corporation shall be the Accreditation Board for Specialty Nursing Certification, Inc. (ABSNC), incorporated under the Washington, DC General Not for Profit Corporation Act (Title 29, 2001 Edition) on August 4, 2009.

ARTICLE II
STATEMENT OF MISSION AND PURPOSE

The mission of ABSNC is to seek and recognize high quality specialty nursing and associated certification programs through accreditation.

The purpose of ABSNC is to provide a mechanism for accreditation of quality specialty nursing and associated certification programs.

ARTICLE III
OFFICES

Section 1 REGISTERED OFFICE AND REGISTERED AGENT

ABSNC shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office shall be identical with such registered office. The registered office of ABSNC is 1747 Pennsylvania Avenue, NW, Suite 1000, Washington, DC 20006, and the registered agent at that address is Alan P. Dye, Esq.

Section 2 HEADQUARTERS OFFICE

ABSNC may establish and maintain a headquarters office, which may be within or without the District of Columbia, for the administration of the affairs of ABSNC.

Section 3 OTHER OFFICES

ABSNC may have other offices at such places both within and without the District of Columbia, as the Board of Directors may from time to time deem necessary under the provisions of Article VI, Section 1 of these bylaws.

ARTICLE IV
MEMBERSHIP

Section 1 MEMBERS

All organizations accredited by ABSNC shall be members of ABSNC. ABSNC shall have no other members.

Section 2 RIGHTS OF MEMBERS

The rights of ABSNC members shall be limited to the election of the Board of Directors and approval of amendments to these Bylaws. ABSNC members shall have no other rights.

Section 3 TERMINATION OF MEMBERSHIP

The membership of any member of ABSNC shall terminate at the same time as such member ceases to be accredited by ABSNC .

Section 4 TRANSFER OF MEMBERSHIP

No membership may be assigned, transferred or encumbered in any manner whatsoever, either voluntarily, involuntarily, or by operation of law. Any purported or attempted assignment, transfer, or encumbrance of membership shall be void and shall be grounds for termination of membership.

ARTICLE V DUES, ASSESSMENTS AND CAPITAL CONTRIBUTIONS

Except as provided in Article IX, there shall be no dues, assessments or capital contributions required of any member of ABSNC.

ARTICLE VI BOARD OF DIRECTORS

Section 1 POWERS AND DUTIES

The business and affairs of ABSNC shall be managed by its Board of Directors.

Section 2 NUMBER AND COMPOSITION

The Board of Directors of ABSNC, Inc., shall be composed of the officers: President, Vice President, and Secretary/Treasurer; at least one Psychometrician; at least one Public Member; and not less than four Directors at Large.

ABNS President or Designee

The ABNS President or designee shall serve as an ex-officio member of the board without the power to vote. The ABNS President is not required to represent an ABNS member organization with an ABSNC accredited certification program(s).

Section 3 QUALIFICATIONS

Except for the Psychometrician and Public Member, members of the ABSNC, must represent organizations whose certification program(s) are accredited by the ABSNC. At least one member will represent an organization with an accredited APRN certification program. An accredited organization may have no more than one representative on the ABSNC at any given time. In the event that the accreditation status of the organization for which a member represents lapses or is denied, the member must resign from the board. The majority of the

Board members, and the President, must be registered nurses. Specific qualifications are described in the policies and procedures established by the Board.

Public Representation

Individuals who are not registered nurses or employed/involved with any nursing credentialing body, but who are involved with consumer advocacy groups or issues, or have an interest in health care as it relates to protection of the public, shall be eligible for public representation on the Accreditation Board for Specialty Nursing Certification, Inc. A Public Member cannot concurrently serve on the board of an organization that is a Regular, Associate, or Affiliate member of ABNS or on the board of an accredited organization that is not a member of ABNS. In addition, the Public member may not concurrently serve on the Board of ABNS.

Section 4 Term of Office

All members of the ABSNC shall serve a three-year term of office. Members of the board may serve two consecutive terms of office and with at least a minimum of a one year break in service, may serve a maximum of two more terms of office.

Officers of the Board of Directors shall serve a two year term of office and may seek a second term. No officer may serve more than a total of four years in one office.

All Board members shall assume office on July 1 following their election.

Section 5 Powers and Responsibilities

The affairs of the organization shall be managed by the ABSNC Board of Directors which has oversight authority of said activities.

The ABSNC Board of Directors shall have powers and responsibilities including but not limited to:

- A. Exercising the corporate responsibility and fiduciary duties of the ABSNC consistent with applicable provisions of law;
- B. Hiring, evaluating, and terminating of a CEO and/or management firm;
- C. Overseeing general administration of the ABSNC through the CEO and assigned staff;
- D. Adopting policies and procedures for the conduct of its business;
- E. Maintaining the fiscal integrity of the ABSNC;
- F. Performing periodic reviews and maintaining the ABSNC's standards, policies and procedures;
- G. Conducting reviews and making decisions regarding accreditation of nursing and related certification programs;
- H. Electing the President, Vice President, and Secretary/Treasurer of the ABSNC as defined by policy from among the board members of the ABSNC;
- I. Ensuring that processes are in place to prevent conflicts of interest and ethics breaches.

Section 6 Duties

Specific duties for all ABSNC board members and officers are detailed in the Policy and Procedure Manual for the ABSNC.

Section 7 Nomination Process

Candidates for Director and Officer positions shall be nominated by the procedures established by the ABSNC.

Section 8 Election Process

Elections will be conducted by the procedures established by the ABSNC Board of Directors. Only representatives from accredited organizations shall vote in the elections for ABSNC members. Each accredited organization is entitled to cast one vote. Elections normally shall take place in connection with the annual assembly of the American Board of Nursing Specialties. A quorum shall consist of those accredited organization representatives present in person, and a simple majority vote shall be necessary to elect members of the Board. Voting by proxy shall not be permitted.

Section 9 Resignation

Any member of the ABSNC Board of Directors may resign at any time by giving written notice to the ABSNC President. Such resignation shall take effect upon receipt by the President, or in the case of the resignation of the President, by the Secretary/Treasurer.

Section 10 Vacancies

In the event of a vacancy within the ABSNC Board of Directors the board shall appoint a qualified individual to fulfill the unexpired term created by a resignation.

Section 11 Conflict of Interest/Ethical Behavior

The ABSNC Board of Directors must abide by the policies identified in the ABSNC's Conflict of Interest/Ethical Behavior policy and procedure.

Section 12 Disciplinary Action Against Members of the ABSNC Board of Directors

The Board works diligently to make sure that organizations applying for accreditation are treated equally and fairly. Reports of misconduct by any Director may be reported to the Board by a member organization, by an organization applying for accreditation, or by another Director. If this occurs, the Board will undertake an investigation of the behavior as described in the policies and procedures established by the Board. If substantiated, the complaint may lead to disciplinary action as described in the policies and procedures.

A Director who is removed from office pursuant to this section shall be ineligible to serve as a Director or Officer in the future.

**ARTICLE VII
MEETINGS OF THE ABSNC BOARD OF DIRECTORS**

Section 1 Regular Meetings

There shall be at least one regular meeting of the ABSNC Board of Directors, which shall be designated the annual meeting.

Section 2 Notice of Meetings

Regular meetings of the ABSNC may be held upon no less than thirty (30) days written notice, which shall include the date, time, and place of the meeting.

Section 3 Special Meetings

Special meetings may be held at the call of the President or any four (4) members of the Board of Directors, on no less than twenty-four (24) hours notice, which shall include the date, time, and place of the meeting.

Section 4 Means of Meeting

Meetings of the ABSNC, regular or special, may be held at a time and place designated by the President. Meetings may be held by conference call or other electronic means as provided for or permitted in the jurisdiction of incorporation.

Section 5 Voting

All voting in ABSNC meetings, including elections of officers, votes will be by voice, written ballot, mail, fax, or email voting, as determined by the Board of Directors.

All members of the ABSNC Board of Directors, including the Public Member and Lead Psychometric Consultant, are eligible to vote.

The Board of Directors will abide by the behavior as described in the policies and procedures established by the Board regarding conflict of interest. In particular this policy requires that any member of the Board of Directors must recuse themselves from voting if the decision at hand is specific to the accredited certification program or organization they represent.

Section 6 Quorum

A simple majority of ABSNC board members, so long as either the President or Vice President is present, shall constitute a quorum of the board at all of its meetings.

ARTICLE VIII
COMMITTEES

The ABSNC may establish such standing and special committees and accreditation Review Teams as needed and define their purpose and authority in the Policy and Procedure Manual.

ARTICLE IX
FINANCE

Section 1 Financial Status

The ABSNC Board of Directors shall assess accreditation fees as appropriate to continue the work of the organization.

Financial transactions will be conducted according to commonly accepted accounting principles including periodic independent audits.

Section 2 Contracts

The ABSNC Board of Directors may authorize the CEO to enter into a contract or execute and deliver any instrument in the name of and on behalf of the ABSNC. Such authority may be general or confined to specific instances.

Section 3 ABSNC Monies

All payment of money, notes, or other evidences of indebtedness issued in the name of the ABSNC shall be paid as designated by the ABSNC Board of Directors. All funds of the ABSNC shall be deposited from time to time to the credit of the ABSNC in such banks, trust companies, or other depositories as recommended by the CEO.

Section 4 Accreditation Fees

The ABSNC Board of Directors shall determine accreditation fees. Nonpayment of accreditation fees 60 days following a final demand notice results in loss of accreditation status.

Section 5 Fiscal Year

The fiscal year of the ABSNC shall begin on July 1 and end on June 30, which dates may be amended by resolution of the ABSNC Board of Directors.

ARTICLE X CORPORATE SEAL

The ABSNC shall have a Corporate Seal which shall have inscribed thereon the name of the corporation, the date and location of the incorporation, and the words "Corporate Seal."

ARTICLE XI PARLIAMENTARY AUTHORITY

All meetings of the ABSNC Board of Directors and all in-person votes of the members shall be conducted utilizing common principles of parliamentary procedure designed to promote fairness and participation.

ARTICLE XII FORM OF NOTICE

Whenever, under the provisions of the statute or of the articles of incorporation or of these bylaws, notice is required to be given to any person, it may be given to such person either personally; or by sending a copy thereof by first class mail, postage prepaid, by express delivery service, facsimile, electronic mail , or by other electronic means to the address appearing on the books of the ABSNC; or, in the case of members of the ABSNC, at the address supplied to them for the purpose of notice. If the notice is sent by US mail , it shall be deemed to have been given to the person entitled thereto when deposited in the United States Mail . A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by the District of Columbia Nonprofit Corporation Act, as amended.

ARTICLE XIII
WAIVER OF NOTICE

Whenever any written notice is required to be given by statute or by the articles of incorporation or by these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIV
INDEMNIFICATION

The Corporation shall indemnify, to the extent of available insurance coverage and as authorized or permitted by the corporation laws of the District of Columbia, any person made a party to an action, suit, or proceeding by reason of the fact that said person is or was a director, officer, employee, or agent acting in accordance with the bylaws of this Corporation.

ARTICLE XV
AMENDMENTS

The exclusive method for effecting amendments to these bylaws shall be: (1) proposal by the Board of Directors to the membership, and (2) approval by the membership. The method of voting by the members shall be determined by the Board of Directors. If the vote takes place at a meeting of the members, then at least two-thirds (2/3) of the members present in person must vote in the affirmative for the proposed amendment to be approved. If the vote is conducted via mail, fax, or email ballot, then for approval at least two-thirds (2/3) of the entire membership must vote in the affirmative.

Approved by ABNS Accredited Organizations - 3/7/09

