



American Board *of* Nursing Specialties

Promoting Excellence in Nursing Certification

BYLAWS

OF THE

**AMERICAN BOARD OF
NURSING SPECIALTIES**

(A District of Columbia Non-Profit Corporation)

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ARTICLE I - NAME

The name of the Corporation shall be the AMERICAN BOARD OF NURSING SPECIALTIES (herein referred to as "ABNS") incorporated under the Washington, DC General Not for Profit Corporation Act (Title 29, 1981 Edition) on February 27, 1991.

ARTICLE II - PURPOSE

The purposes of this membership organization are to:

- Provide a forum for nursing certification collaboration.
- Promote the value of nursing certification to various stakeholders and public.
- Promote research in the field of nursing specialty certification research.
- Promote accreditation and recognition of quality specialty nursing certification program accreditation.
- Advocate for specialty nursing certification.

ARTICLE III - MEMBERSHIP

The categories of membership shall be Regular and Affiliate, each with distinct eligibility criteria and privileges.

A meeting of ABNS members, when called according to these bylaws is an Assembly. The business of the organization will be conducted at such meetings.

Section 3.1 Categories of Membership

Regular Membership

Specialty nursing certification organizations that certify registered nurses and advanced practice nurses are eligible for Regular Membership. Each member organization is entitled to one vote in the Assembly. Only one member of each Member organization may vote in the Assembly. Additional representatives may attend assembly meetings as participants. Representatives of Regular Member organizations are eligible to serve on the Board of Directors, hold office and for committee assignments. Accreditation of certification examinations by the American Board for Specialty Nursing Certification, Inc. (ABSNC) is not required for membership in ABNS.

Affiliate Membership

Not-for-profit and for-profit organizations with an interest in the promotion of specialty nursing certification are eligible for Affiliate Membership. Representatives of Affiliate Member organizations may vote at ABNS meetings. Each affiliate member organization is entitled to one vote in the Assembly. Only one member of each Member organization may vote in the Assembly. Representatives of Affiliate members may serve on the ABNS Board of Directors but cannot serve as an officer on the Board of Directors. Affiliate members are eligible for committee assignments.

Section 3.2 Rights and Responsibilities of Membership

The voting membership shall approve bylaws, vote, and have all rights and privileges accorded members by nonprofit law and regulations. Responsibilities include payment of dues and compliance with bylaws.

Section 3.3 Dues

The ABNS Board of Directors shall determine annual dues in any category, but may not increase dues more than 10% in any one year without the approval of the ABNS membership. Nonpayment of dues 60 days following a final demand notice results in loss of membership.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 Composition

The Board of Directors of the ABNS shall consist of no less than three (3) nor more than nine (9) members. The Board of Directors shall have 4 officers: President, President-Elect, Secretary/Treasurer and Immediate Past President. There will be one Public Member. In addition, the ABSNC BOD President and the designated representative of the ABNS management company shall serve as ex-officio members without voting rights. Representatives of Affiliate members may serve on the Board of Directors.

Section 4.2 Qualifications

With the exception of the Public Member, to be eligible to serve on the Board of Directors, a person shall be formally affiliated with a regular or affiliate member organization at the time of nomination, election and during the elected term of office. With the exception of the Public Member, all candidates for positions on the Board of Directors shall have attended at least one assembly meeting within two years prior to election.

Section 4.3 Election Process

Elections will be held at the annual Assembly meeting and conducted by the procedures established by ABNS.

Section 4.4 Duties and Responsibilities of the ABNS Board of Directors

The ABNS Board of Directors shall consist of the following members:

The officers of the corporation shall be the president, the president-elect, immediate past president and the secretary/treasurer.

- A. President – The president shall be the principal executive officer of the corporation and shall have the general powers and duties of management usually vested in the office of president and other powers as are set forth in the ABNS Policy and Procedure Manual and as may be prescribed by the board of directors.
- B. President-elect – The president-elect shall provide active aid to the president and shall perform the duties of the president in the absence or inability of the president to act. The president-elect shall also perform the duties as set forth in the ABNS Policy and Procedure Manual and as may be prescribed by the board.
- C. Secretary/Treasurer – The secretary/treasurer shall:
 - Assure records are maintained of the proceedings of all business meetings of the corporation;

- Monitor the fiscal affairs of the corporation and provide reports to the board of directors;
- Assist in preparation of the budget; and
- Perform the duties as set forth in the ABNS Policy and Procedure Manual and as may be prescribed by the board.

D. Immediate Past-President

- Shall serve as a consultant to the ABNS Board of Directors.
- Shall serve as chair for the Nominations and Elections Committee.
- Perform the duties as set forth in the ABNS Policy and Procedure Manual and as may be prescribed by the board.

Additional Members of the ABNS Board of Directors.

E. Public Member

- The Public Member will champion the perspective of the healthcare consumer.

F. Members at Large

- Other members of the board who are not a public member or serving in an officer position.

G. ABSNC President

- The ABSNC President shall act as a liaison between the ABSNC and the ABNS Board of Directors. The ABSNC President shall serve as an ex-officio member of the Board without power to vote.

H. Designated Representative of the ABNS Management Company:

- The Board of Directors may hire a management company to conduct their business affairs. The designated representative of the management company shall serve as an ex-officio member of the Board without power to vote. The designated representative of the management company shall have the power and duties granted by these bylaws, as well as any powers, duties and responsibilities specified by the Board.

Section 4.5 Term of Office and Eligibility

- A. Members of the ABNS Board of Directors shall be elected to their initial term by the voting members as outlined in the ABNS Policy and Procedure Manual.
- B. The terms of office for all directors shall be three years or until a successor is elected and assumes office. No director shall serve more than two terms.
- C. Directors wishing to serve a second term will be approved by a majority vote of the ABNS Board of Directors.
- D. Only directors of the corporation are eligible to serve as officers, and public members may only serve as an officer in the position of secretary/treasurer.
- E. Representatives of Affiliate members may serve on the ABNS Board of Directors but cannot serve as an officer on the Board of Directors.

- F. The officers of the ABNS Board of Directors shall be elected by a majority vote of the ABNS Board of Directors.
- G. The President and President-Elect will serve only a single two-year term of office in their respective roles.
- H. The Secretary/Treasurer will serve a one-year term. A second one-year may be approved by a majority vote of the ABNS Board of Directors.
- I. The Public Member will be elected by a majority vote of the ABNS Board of Directors.
- J. The Public Member will serve an initial two-year term of office. A second two-year may be approved by a majority vote of the ABNS Board of Directors.
- K. A board member who serves more than $\frac{1}{2}$ of a term shall be considered to have served a full term.
- L. Members of the ABNS Board shall perform the duties set forth in the Corporation's Policy and Procedure Manual and as may be specified by the Board of Directors.

Section 4.6 Vacancy and Removal

- A. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.
- B. Officers may be removed by majority vote of the board of directors when in their judgment the best interests of the corporation will be served.
- C. A director elected by the membership may be removed by the members, provided that a petition containing the signatures of at least 10% of the members is submitted to the Secretary/Treasurer, who shall issue a ballot to all voting members to vote on the removal. The procedure for such balloting and voting shall be determined by the ABNS Board of Directors.
- D. Any director elected by the directors may be removed by the board if it is determined that such person is unable to meet his/her responsibilities and time commitments. Any director elected by the directors who does not attend two meetings within a twelve-month period may be removed from the board of directors following review and evaluation by the board.
- E. Directors expelled from the ABNS board of directors pursuant to this section shall be ineligible to serve on the Board of Directors at any future time.

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

G. All ABNS board members will assume office July 1st following their election.

Section 4.7 Powers and Responsibilities

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

- A. Exercise the corporate responsibility and fiduciary duties of the ABNS consistent with applicable provisions of law.
- B. Oversee general administration of the ABNS through the management company.
- C. Adopt policies and procedures for the conduct of its business.
- D. Maintain the fiscal integrity of the ABNS.
- E. Appoint such agents as it may deem necessary.

Section 4.8 Vacancies

In the event of a vacancy within the Board of Directors the Board shall fill the vacancy by appointment until the next scheduled election, at which time the vacancy will be filled as provided in the policies and procedures.

ARTICLE V - MEETINGS OF THE ASSEMBLY

Section 5.1 Regular Meetings

There shall be at least one regular meetings of the ABNS Assembly the first of which shall be designated the annual meeting.

Section 5.2 Notice of Meetings

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

Section 5.3 Special Meetings

The Board of Directors may call special meetings of the Assembly with at least 14 days notice prior to the meeting. Only business designated in the call to meeting shall be conducted during a special meeting.

Section 5.4 Means of Meeting

Meetings of the ABNS Assembly, regular or special, may be held at a time and place designated by the President. Meetings may be held by conference call as provided for in the jurisdiction of incorporation. Meetings may be held by conference call, using telephone or other similar electronic communications equipment in accordance with the provisions of the jurisdiction of incorporation.

Section 5.5 Voting

Voting of the Assembly may take place by mail or by electronic means as allowed in the jurisdiction of incorporation.

Section 5.6 Quorum

A quorum shall be one representative each from a majority of the member organizations and must include at least three (3) members of the Board of Directors, two of which must be officers.

ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS

Section 6.1 Frequency and Notice of Meetings of the Board of Directors

There shall be at least two meetings of the Board of Directors during each fiscal year. The Board of Directors may also meet at the call of the President or at the written request of a majority of the Board of Directors. Meetings of the Board of Directors, regular or special, may be held at a time and place or means designated by the President. Meetings of the Board of Directors may be held by conference call, using telephone or other similar electronic communications equipment in accordance with the provisions of the jurisdiction of incorporation.

Regular and special meetings of the Board of Directors may be held upon seven (7) days notice, which shall include the date, time, place and purpose of the meeting.

Section 6.2 Quorum

A majority of the members of the Board of Directors shall constitute a quorum. The majority must include at least two officers.

ARTICLE VII - STANDING COMMITTEES

Section 7.1 Definition

There shall be standing committees of the ABNS as follows:

1. Nominations and Elections

The Board of Directors may establish other committees and define their purpose and authority in the ABNS Policy and Procedure Manual.

Section 7.2 Composition

Nominations and Election Committee shall be composed of not less than three (3) individuals consisting of the Immediate Past President and two (2) additional individuals elected by the ABNS Assembly from the membership. All other committees shall be composed of individuals appointed by the President. The President shall be ex-officio to all committees except the Nominations and Election Committee.

Section 7.3 Term of Office

Members of Standing Committees shall serve two (2) year terms or until their successors are appointed.

Section 7.4 Limitation of Powers and Accountability

ABNS committees are advisory in nature; their decisions shall be recommendations to the Board of Directors and the Assembly. Committee recommendations shall not constitute an act of ABNS or a

basis for public action. Committees shall be accountable to the ABNS Board of Directors and Assembly and the chair of each committee shall submit reports to the Board of Directors prior to Board Meetings, after Assembly Meetings, and as requested by the Member at Large.

Section 7.5 Responsibilities

The specific duties of standing committees are set forth in the ABNS Policies and Procedures.

ARTICLE VIII - FINANCE

Section 8.1 Financial Status

ABNS shall assess dues and solicit income 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 8.2 Contracts

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

Section 8.3 ABNS Monies

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

Section 8.4 Fiscal Year

The fiscal year of the ABNS shall end on June 30, which date may be amended by resolution of the Board of Directors.

ARTICLE IX - CORPORATE SEAL

The ABNS 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 X - PARLIAMENTARY AUTHORITY

The rules of parliamentary procedure contained in Robert's Rules of Order, Newly Revised (current edition) shall be the authority governing the ABNS in all situations not covered in these bylaws or other rules or procedures adopted by this Assembly.

ARTICLE XI - 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 charges prepaid, or by electronic means to the email or mail address appearing on the books of the ABNS for the representatives of the organization or ; or, in the case of members of the Board of Directors of the ABNS, at the address supplied to them

for the purpose of notice. If the notice is sent by mail it shall be deemed to have been given to the person entitled thereto when deposited in the United States Mail or with a telegraph office for transmission to such person. 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 XII - 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 XIII - INDEMNIFICATION

The Corporation shall indemnify to the fullest extent 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 XIV - DISSOLUTION

Dissolution of the ABNS corporation shall require a two-thirds (2/3) vote of the members, both regular and affiliate. Upon the dissolution of the ABNS corporation, and after all liabilities and obligations of the corporation have been paid, satisfied, and discharged or adequate provisions made, therefore, all remaining assets shall be distributed by the Board of Directors in equal proportions to all Regular and Affiliate Member organizations that have been ABNS members for at least five (5) years.

ARTICLE XV - AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of the members of the Assembly at any regular or special meeting duly convened, after a thirty (30) day written notice to the Assembly.

Revised: March 1, 2003 by a vote of the ABNS Regular Membership.
Revised: October 4, 2003 by a vote of the ABNS Regular Membership.
Revised: March 5, 2005 by a vote of the ABNS Regular Membership.
Revised: March 3, 2007 by a vote of the ABNS Regular Membership.
Revised: March 7, 2009 by a vote of the ABNS Regular Membership.
Revised: March 6, 2010 by a vote of the ABNS Regular Membership.
Revised: March 7, 2014 by a vote of the ABNS Regular Membership.
Revised: October 14, 2017 by a vote of the ABNS Regular Membership.

(ABNS/Bylaws - Current Bylaws)