

BYLAWS
OF THE
AMERICAN BOARD OF NURSING SPECIALTIES
(A District of Columbia Non-Profit Corporation)

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 publics.
- Promote accreditation and recognition of quality specialty nursing certification program accreditation.

ARTICLE III
MEMBERSHIP

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

Section 3.1 Categories of Membership

Regular Membership

Specialty nursing certification organizations that certify registered nurses are eligible for Regular Membership. Each member organization is entitled to one vote in the Assembly. Regular Member organizations are allowed two representatives, only one of whom may vote in the Assembly. Additional representatives may attend assembly meetings as participants. Representatives of Regular Member organizations are eligible for 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. Affiliate member organizations are allowed two representatives. Additional representatives may attend assembly meetings as participants. Representatives of Affiliate Member organizations may not vote or hold office, but are eligible for committee assignments.

Public Membership

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 membership. Each public member has one vote in the Assembly. There will be no more than two public members in place at any time. A public member cannot concurrently serve on the board of an organization that is a Regular member of ABNS. Public members are not assessed dues. Public members are appointed by the Board of Directors for a three year term of office and may be reappointed for an additional three year term. A Public member, appointed by the Board of Directors, will hold a designated seat on the ABNS Board of Directors.

Section 3.2 Rights and Responsibilities of Membership

The Assembly 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 for the organization, 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.

Section 3.4 Auditors

Individuals or representatives of organizations interested in the promotion of specialty nursing certification or in any category of membership may attend assembly meetings as auditors. Auditors do not have a vote in assembly meetings and do not have a voice in assembly meetings unless called upon by the President. Auditors are not eligible for office, or for committee assignments. Auditors are not members of ABNS.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Composition

The Board of Directors of the ABNS shall consist of the officers: President, President-Elect, ~~Immediate Past President,~~ Secretary/Treasurer; a Member at Large; a Public Member. In addition, the ABSNC President and ABNS CEO shall serve as ex-officio members without voting rights.

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The number of members of the Board of Directors may be increased or decreased by an amendment to the Bylaws but in no event shall there be less than three members.

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 member organization at the time of nomination, election and during the elected term of office. Candidates for the office of President-Elect must be registered nurses. 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 Terms of Office

The Secretary/Treasurer, Member at Large, and Public Member(s) shall serve a three year term of office and may seek a second three year term of office.

The President and President-Elect may only serve a single, two year term of office in these respective roles. The Secretary/Treasurer, Member at Large, and Public Member shall not serve more than two consecutive terms in the same position. A Board Member who has served more than 1/2 of a term shall be considered to have served a full term.

The Immediate Past President shall serve a term of up to two (2) years immediately after his/her term as President.

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

Section 4.5 Duties

A member of the Board of Directors cannot be the official voting representative for their member organization. The Regular Member organization must name a new voting representative for ABNS issues requiring a vote of the regular members.

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.

President-Elect

The President-Elect shall perform the duties of the President in the absence or inability of the President to act and will assume the office of the President at the completion of the President-Elect's term of office or in the event of a vacancy in the office of the President.

Immediate Past President

The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the organization. The Immediate Past President supports the President and the President-Elect on an as-needed basis. The Immediate Past President shall serve on the nominating committee.

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Secretary/Treasurer

The Secretary/Treasurer shall serve as the Secretary of the Corporation and perform oversight of its financial affairs.

Member at Large

The Member at Large shall act as a liaison between designated committees and the Board of Directors.

Public Member

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

ABSNC President

The ABSNC President shall act as a liaison between the ABSNC and the ABNS Board of Directors.

Members of the ABNS Board shall also perform the duties set forth in the Corporation's Policy and Procedure Manual and as may be specified by the Board of Directors.

Chief Executive Officer (CEO):

The Board of Directors may hire a CEO to act as chief staff officer for ABNS. If a CEO is hired, the CEO shall serve as an ex-officio member of the Board without power to vote. The CEO shall have the power and duties granted by these bylaws, as well as any powers, duties and responsibilities specified by the Board.

Section 4.6 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. After actively consulting with the ABSNC, hire and terminate a CEO and/or management firm.
- C. Oversee general administration of the ABNS through the CEO.
- D. Adopt policies and procedures for the conduct of its business.
- E. Maintain the fiscal integrity of the ABNS.
- F. Appoint public members.
- G. Appoint such agents as it may deem necessary.

Section 4.7 Vacancies

In the event of a vacancy within the Board of Directors other than that of the President and Immediate Past President, 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.

Section 4.8 Resignation

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.

Section 4.9 Disciplinary Action

Any member of the Board of Directors may be subject to reprimand, censure, suspension, or expulsion by the ABNS, which may take such action as deemed appropriate in cases of unprofessional conduct, conduct detrimental to the purpose and function of the ABNS, neglect of duty, or violation of bylaws or policies. Such action may be taken on two-thirds (2/3) vote of the Board of Directors following a thirty (30) day notice of charges to the representative, by certified mail or traceable carrier, signature required. No such action shall be taken until the Director charged has been advised of the specific charges, has been given a reasonable time to prepare a response and afforded a hearing before the Board of Directors.

Directors expelled from the ABNS board pursuant to this section shall be ineligible to serve on the Board of Directors at any future time.

ARTICLE V MEETINGS OF THE ASSEMBLY

Section 5.1 Regular Meetings

There shall be two (2) regular meetings of the ABNS Assembly each year, in the spring and fall. The spring meeting 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.

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 Regular Member organizations and must include at least three (3) members of the Board of Directors.

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.

ARTICLE VII STANDING COMMITTEES

Section 7.1 Definition

There shall be standing committees of the ABNS as follows: Nominations and Election, Bylaws, Policy and Procedure, and Finance. 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 Regular 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.

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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 XIII
FINANCE**

Section 9.1 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 9.2 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 9.3 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 9.4 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 prepaid, by telegram, charges prepaid, or by other electronic means to the address appearing on the books of the

ABNS; 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 or by telegram, 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 Assembly. 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, Associate 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: ??? by a vote of the ABNS Regular Membership.

(ABNS/Bylaws - Current Bylaws)