

DRAFT BYLAWS - SUBJECT TO APPROVAL
of
ACCREDITATION BOARD FOR SPECIALTY NURSING CERTIFICATION, INC.

ARTICLE I

Name

Sec. 1. 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 on August 4, 2009 as a 501 (c) (6).

ARTICLE II

Purpose

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

ARTICLE III

Officers

Sec. 1. Number. The officers of this corporation shall be the President, Vice-President, President-Elect in the years as outlined in Article III, Sec. 6, and Secretary/Treasurer. The duties of the officers of the Corporation wherein they are not specifically enumerated in these Bylaws shall be the duties specified by law and the usual duties of similar officers in similar nonprofit corporations.

Sec. 2. Election, Term of Office and Qualifications. Officers of the Board, with the exception of the President-Elect, shall be elected semi-annually to a two-year term by the Board of Directors from among authorized representatives of the organizations currently accredited by the ABSNC. Officer terms shall begin on July 1 and conclude on June 30 after having served two terms. Officers may seek a second consecutive term. No officer may serve more than a total of four consecutive years in one office. If the election of officers shall be delayed for any reason, such election shall be held as soon thereafter as convenient and each officer then holding an elective office shall continue to hold said office or offices until his or her successor shall have been duly elected.

Sec. 3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his/her successor.

Sec. 4. President. The President shall be the general executive head of the corporation. S/he shall preside at all meetings of the Board of Directors when present.

Sec. 5. Vice President. The Vice President may, at the request of the President, or in the event of his/her absence or disability, perform duties and possess and exercise the powers of the President, and to the extent authorized by law, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such duties as may be assigned to him/her by the Board of Directors.

Sec. 6. President-Elect. The President-Elect collaborates with the President to learn the role of the President, to become familiar with the programs of the Organization and its governance to plan for his/her own Presidential term. The President-Elect shall be elected in the last year of the President's last term. The President-Elect shall succeed to the office of President upon the President's completing his/her term of office or in the event that the President does not complete his/her term as outlined in Article III, Sec.2.

Sec. 7. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the oversight of: the corporation's funds; the collection of accredited members renewal fees and/or assessments; the establishment of proper accounting procedures for the handling of the corporation's funds; the preparation of annual budget recommendations; keeping or causing to be kept the organization's formal records, including minutes of Board of Directors meetings and the proper recording of Annual Meetings, and shall ensure that accurate records are kept of all accredited members. The Secretary/Treasurer shall oversee any contractual arrangements made on behalf of the corporation as well as the filing of any required documents. In general, the Secretary/Treasurer shall perform all the duties incident to the office of Secretary/Treasurer for the Executive Committee and the Board of Directors. S/he shall, in general, perform all the duties incident to the office of Secretary/Treasurer, subject to the control of the Board of Directors and shall do and perform such other duties as may be assigned to him/her by the Board of Directors

Sec. 8. Resignation. Any officer may resign at any time by providing written notice of resignation to the President or, in the case of the President, to the Secretary/Treasurer; a resignation need not be accepted to be effective. An officer may resign from his/her position without resigning from the Board of Directors.

Sec. 9. Removal. Any officer may be removed from office by a two-thirds vote of the Board of Directors at any regular or special meeting called for that purpose whenever in the judgment of the Board of Directors the best interests of the corporation will be served thereby. The officer being considered for removal is not eligible to vote and shall not be considered in determining whether a quorum is present. Any officer proposed to be removed shall be entitled to at least a five days' notice, in writing by certified mail or electronic communication of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. An Officer who is removed from office shall be ineligible to serve as an ABSNC Director in the future.

ARTICLE IV

Board of Directors

Sec. 1. General. The business and property of the Corporation shall be managed and controlled by the Board of Directors. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the District of Columbia, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

Sec. 2. Election. All Directors shall be elected by a 2/3 vote of the membership. Directors. The election may occur by remote communication technology, as permitted by law. One (1) representative from each organizational member shall cast the organization's vote(s) in each election.

Sec. 3. Terms. Directors shall serve a three (3) year term or until the election and qualification of their respective successors, except as hereinafter provided for filling vacancies. Directors may serve two (2) consecutive terms of office, or a maximum of six (6) years

Sec. 4. Composition. The Directors of the Board shall be comprised in the following manner:

- a. A majority of directors shall be registered nurses who hold a minimum of a baccalaureate in nursing and have at least three (3) years-experience in certification and represent an organization that maintains ABSNC accreditation throughout the members' terms of service on the board; at least one (1) of which must represent an organization that provides an accredited advanced practice certification examination and at least one (1) of which must represent an organization that offers an accredited advanced practice registered nurse (APRN) certification examination.
- b. At least one (1) psychometrician;
- c. At least one (1) public member who represents the public interest and is not a registered nurse nor employed by any nursing credentialing body;

- d. The ABNS President or designee who must be a member of the ABNS board and approved by the ABSNC Executive Committee, shall serve as a non-voting, ex-officio member. The ABNS President or designee is not required to represent an ABSNC organizational member.

Any director of the ABSNC shall not concurrently serve as an officer or director of the American Board of Nursing Specialties (ABNS) Board.

Sec. 5. Number. The number of Directors of the corporation shall be no less than three (3), but such number, within the limits fixed by the Articles of Incorporation of the organization, may be increased or decreased by amendment of these Bylaws in the manner set forth in Article XII.

Sec. 6. Nominations. The Vice President will disseminate a Call for Nominations at the beginning of the third quarter of the ABSNC fiscal year and shall assemble a slate of candidates from submitted nominations.

Sec. 7. Resignation. Any Director may resign at any time by giving written notice of such resignation to the President or, in the case of the President, to the Secretary/Treasurer; a resignation need not be accepted to be effective. Resignation by a Director holding an officer position shall also constitute resignation as an officer. A resignation is effective upon the date of receipt or the date specified in the resignation notification, whichever is the latter.

Sec. 6. Vacancies. Any vacancy in the Board of Directors occurring during the year, including vacancy created by an increase in the number of Directors authorized by the Board of Directors, may be filled by the affirmative vote of a majority of the Board. Any Director so elected by the Board of Directors shall hold office for the remainder of the unexpired term and until the election and qualification of his/her successor.

Sec. 8. Voting. All members of the ABSNC Board of Directors, including the Public Member and psychometrician, are eligible to vote in a manner determined by the Board of Directors.

Sec. 9. Regular Meetings. The Board of Directors shall meet at least once annually upon no less than thirty (30) days written notice, Notice shall include the date, time and place of meeting.

Sec. 10. Special Meetings. The President or any four (4) members of the Board of Directors may call a meeting upon no less than twenty-four (24) hours-notice. Notice shall include the date, time and place of meeting.

Sec. 11. Chairman. At all meetings of the Board of Directors, the President, or in the President's absence, the Vice President, or in the absence of both, a chairman chosen by the Directors present, shall preside.

Sec. 12. Quorum. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting at any time without further notice to any absent Director, and may take such other and further action as is provided by law or elsewhere in these Bylaws. Any Director or all Directors may participate in a meeting of the Board by telephone or other remote communication technology permitted by law and such participating Director shall be considered present at the meeting.

Sec. 13. Conflicts of Interest. The Directors and officers of the corporation shall be subject to and shall at all times act in compliance with the corporation's Conflict of Interest Policy and the law applicable to the corporation as a nonprofit corporation incorporated in the District of Columbia and an organization exempt from U.S. federal income taxation.

Sec. 14. Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board expenses of attendance at regular or special meetings of the President, public member and lead psychometrician or of attendance at any meeting in which the President, public member and lead psychometrician

represent the corporation, together with other expenses incurred or advanced by the President, public member and lead psychometrician on behalf of the corporation, may be reimbursed by the corporation.

Sec. 15. Indemnity. To the fullest extent permitted by law, the corporation shall (a) defend and indemnify any person who is or who is threatened to be made a party to a legal proceeding because such person is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director or officer of another corporation, against any liability incurred in such proceeding, and (b) if for any reason the corporation does not provide a defense, advance funds to pay for or reimburse the reasonable, actual expenses, including attorneys' fees, incurred by any such person in the defense of any such proceeding.

Sec. 16. Insurance. The corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, against any liability asserted against and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or would be required to indemnify such person against such liability under the provisions of this Article or of the laws of the District of Columbia.

Sec. 17. Executive Committee. The Board of Directors shall designate from among its members an Executive Committee consisting of the President, Vice President, President-Elect in the years as outlined in Article III, Sec. 6, and Secretary/Treasurer, and hereby delegates to said Executive Committee, between meetings of the Board of Directors, all the authority of the Board of Directors except the authority to amend the Bylaws of the corporation; to voluntarily dissolve the corporation; to adopt a plan of merger or consolidation; to amend the Articles of Incorporation; to sell or otherwise dispose of all or substantially all of the property and assets of the corporation; or to take any other action specifically reserved by law to the Board of Directors. The designation of such committee and the delegation to it of authority shall not relieve the Board of Directors or any member thereof of any responsibility imposed by law. The Executive Committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

Sec. 18. Action of the Board of Directors without a Meeting. The Board of Directors may act other than at a meeting either by unanimous written consent of the Board or by agreement of a majority of the Directors, provided that all Directors know of the action taken and no Director makes prompt written objection to such action by submitting such objection to the chief executive officer. Written objections may be submitted by electronic communication.

Sec.19. Term Limits. No person currently a Director shall be considered for reelection to the Board of Directors for an additional term if such election would result in the Director serving without interruption in excess of two complete consecutive terms. Any Director elected or appointed to fill a vacancy constituting an unexpired term as provided in of these Bylaws shall be eligible to serve two consecutive complete terms, if so elected, in addition to completing the unexpired term.

Sec. 20. Removal. Any Director may be censured, reprimanded, or removed by a two-thirds vote of the Board of Directors, at any regular or special meeting called for that purpose whenever the Board of Directors determines the best interests of the corporation will be served thereby. Any Director proposed to be removed shall be entitled to at least five days' notice, in writing by certified mail or electronic communication of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. The Director being considered for removal is not eligible to vote and shall not be considered in determining whether a quorum is present. A Director who is removed from office shall be ineligible to serve as an ABSNC Director in the future.

ARTICLE V

Membership

Sec. 1. Members. An organization holding one or more programs accredited by the ABSNC shall be considered a full voting member of the ABSNC.

Sec. 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.

Sec. 3. Termination of Membership. Membership in the ABSNC shall terminate when an organization no longer holds at least one program accredited by the ABSNC.

Sec. 4. Transfer of Membership. No organizational 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 organizational membership shall be void.

ARTICLE VI

Executive Staff

Sec 1. Executive Staff. In order to further the purposes of the corporation and in order to most effectively coordinate the functions of the corporation, the Board of Directors may employ or engage professional staff.

Sec 2. Chief Executive Officer. The chief executive officer shall have such powers and perform such duties as from time to time may be prescribed by the Board of Directors under the direct supervision of the President. The chief executive officer shall meet with both the Executive Committee and the Board of Directors, but shall not be a member of either and therefore shall have no vote. The chief executive officer shall work under the terms and conditions set by the Board of Directors either in a contract of employment or indirectly through a management agreement with the chief executive officer's employer.

ARTICLE VII

Agents and Representatives

Sec.1. Designation of Agents and Representatives. The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE VIII

Contracts

Sec. 1. Authorization to Contract. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract to execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE IX

Books and Records

Sec. 1. The corporation shall keep correct and complete books and records of all accounts and shall keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors, which books, records, and minutes shall be kept by the chief executive officer or Secretary/Treasurer of the Board of Directors or by other person duly appointed. Such records shall be kept at the registered office of the corporation. All books and records of the corporation may be inspected by any officer or Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X

Prohibition of Sharing in Corporate Earnings

Sec. 1. No Director, officer, or employee of, or member of a committee of, or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and, except as permitted by law, no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

ARTICLE XI

Administration of Accreditation

Sec. 1. The Board of Directors shall be solely responsible for the mechanism of the accreditation process for specialty nursing organizations, including the development of standards and publishing thereof, the setting of fees and the overseeing of the financial aspects of annual reporting. The Board of Directors shall establish the process for final determination of eligible specialty nursing organizations.

Sec. 2. The chief executive officer shall keep a registry of all accredited organizations who successfully complete the accreditation process and are duly accredited by the ABSNC. This registry shall be made available in the public domain.

ARTICLE XII

Amendments

Sec. 1. The Board of Directors shall have power to recommend changes, alter, amend and repeal the Bylaws of the Corporation by a two-thirds vote of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board of Directors the notice of which includes reference to the proposed amendment. The ABSNC Membership shall approve all amendments to these Bylaws.

ARTICLE XIII

Dissolution

Sec. 1. This corporation may be dissolved by the adoption, by a majority of Directors then in office, of a resolution of voluntary dissolution at a special meeting called for that purpose after notice to all members of the Board has been given.

Sec. 2. Upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine, consistently with the corporation's status as a District of Columbia nonprofit corporation and an organization exempt from federal income taxation under Section 501 (c) (6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.