

Bylaws of the American Board of Neuroscience Nursing

Article I

Name and Offices

Section 1 Name

The name of the corporation shall be the American Board of Neuroscience Nursing (hereinafter the "ABNN" or the "Corporation").

Section 2 Offices

The Corporation 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, and may have such other offices within or without the State of Illinois as the Board of Trustees may from time to time determine.

Article II

Purposes

Section 1 Not for Profit

The Corporation is organized under and shall operate as an Illinois not for profit corporation and shall have such powers as are now or as may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

Section 2 Purposes

The purposes of the Corporation are to:

- a. Encourage the study of neuroscience nursing and its subspecialties;
- b. Protect the public interest by promoting the standards and advancing the practice of neuroscience nursing through specialty certifications; and
- c. Perform and do any and all such other acts as are necessary and proper to the attainment of these objectives.

Article III

Board of Trustees

Section 1 Authority and Responsibility

The governing body of the Corporation shall be the Board of Trustees (hereinafter the "Board"). The Board shall supervise, control and direct the affairs of the Corporation; shall determine its policies or changes therein within the limits of these Bylaws; shall actively promote its purposes and shall have

discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2 Composition

The Board shall have five (5) to ten (10) trustees.

Section 3 Composition and Appointment

The Board shall consist of the following individuals: seven (7) Trustees appointed by the Board, upon recommendation by the Nominating Committee, who hold the CNRN or SCRN credential and who are members in good standing of the American Association of Neuroscience Nurses (“AANN”); one (1) Trustee appointed by the Board of Directors of AANN (the “AANN Liaison”); and at least one (1) public member, void of any healthcare interest, who is appointed by the Board.

Section 4 Term

Trustees shall take office after the end of the first Board meeting of the calendar year. With the exception of the AANN Liaison, Trustees shall serve three-year terms, staggered so that approximately one-third shall be replaced each year. Trustees shall serve until their successors have been duly appointed and qualified, or until their death, resignation or removal. Except for the AANN Liaison, a Trustee may not serve more than two (2) consecutive terms. The AANN Liaison serves for a term of one year, and may be re-appointed by the AANN Board of Directors without limit on the number of consecutive terms he or she may serve.

Section 5 Regular Meetings

Regular meetings of the Board shall be held at least twice in each calendar year at such time and place as shall be determined by resolution of the Board without other notice than such resolution. The first regular meeting in each calendar year shall be considered the annual meeting of the Board.

Section 6 Special Meetings

Special meetings of the Board may be called by or at the request of the President or any three (3) Trustees. The person or persons calling any special meeting of the Board shall set forth in the notice the purpose, time and place of such special meetings.

Section 7 Notice

Notice of any regular or special meeting of the Board shall be given at least fifteen (15) days prior thereto to each Trustee at his or her address as shown in the records of the Corporation. Notice of any emergency meeting by telephone or electronic communication shall be given at least forty-eight (48) hours prior to the start of the meeting. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of

objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8 Quorum

Two-thirds of the Trustees shall constitute a quorum for the transaction of business at any duly called meeting of the Board.

Section 9 Manner of Acting

The act of a simple majority of the Trustees present at a duly called meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 10 Removal

A Trustee may be removed by a two-thirds vote of those persons entitled to appoint or elect such Trustee whenever, in their judgment, the best interests of the Corporation would be served thereby.

Section 11 Vacancies

In the event of the death, resignation or inability to act of a Trustee, a successor may be elected or appointed in the same manner as provided in the case of the original election or appointment.

Section 12 Compensation

Trustees shall not receive any remuneration for their services as Trustees; however, the Board, by the affirmative vote of the majority of the Trustees then in office, may authorize the reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board. Nothing contained herein shall be construed to preclude any trustee from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 13 Informal Action

Any action which is required by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action taken, shall be approved in writing by all of the Trustees entitled to vote with respect to the subject matter thereof. Any such consent approved in writing by all of the Trustees shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board.

Section 14 Meeting by Conference Call

Any action which is required by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board may be taken through the use of a conference call or other communications equipment by means of which all persons participating in the meeting can hear or communicate with each other. Participation in such a meeting shall be equivalent to attendance and presence in person at the meeting of the persons so participating.

Article IV

Officers

Section 1 Officers

The officers of the Corporation shall be a President, a President-Elect, a Secretary/Treasurer, and an Immediate Past President (the "Officers").

Section 2 Election and Tenure

The Officers of the Corporation shall be elected annually by the Board of Trustees prior to its annual meeting, upon recommendation of the Nominating Committee. Each Officer shall hold office until the adjournment of the next annual meeting of the Board and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided.

Section 3 Removal

Any Officer may be removed from office by a vote of two-thirds of the remaining Board of Trustees whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4 Vacancies

In the event of the death, resignation or inability to act of an Officer, a successor shall be appointed by the Board for the remainder of the term. An Officer appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

Section 5 President

The President shall preside at all meetings of the Board and see that the Articles, Bylaws and Policies and Procedures adopted by the Board are faithfully executed. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board. In the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President.

Section 6 President-Elect

The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board. In the absence of the President, the President-Elect shall perform the duties of the President. The President-Elect shall automatically succeed to the office of President upon the conclusion of the term of office of the President.

Section 7 Secretary/Treasurer

The Secretary/Treasurer shall cause of be maintained a true record of the proceedings of the meetings of the Board; review expenditures of the

Corporation; submit financial reports to the Board; prepare the annual budget in collaboration with the Executive Director; make recommendations pertaining to changes which may affect the financial status of the Corporation; and, in general, perform all duties customarily incident to the office of Secretary/Treasurer and such other duties as may be assigned by the President or the Board. The duties of the Secretary/Treasurer may be assigned by the Board, in whole or in part, to the Executive Director.

Section 8 Immediate Past President

The Immediate Past President shall Chair the Nominating Committee and perform such duties as from time to time may be assigned by the President or the Board of Directors.

Article V

Executive Director

The Board may employ a salaried staff head who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board. The Executive Director shall be the chief administrative officer of the Corporation and, at the direction of the Board, may sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation or these Bylaws; shall be custodian of the corporate records and of the seal of the Corporation; shall keep a record of the mailing address of each Trustee and Officer of the Corporation; shall have charge of the registry of all individuals holding current and lapsed certificates of the Corporation; shall notify candidates of the results of the certification examinations; shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; shall supervise custody of all funds and securities of the Corporation and be responsible therefor and for the receipt and disbursement thereof; shall deposit all funds and securities of the Corporation in such banks, trust companies or other depositories as approved by the Board; shall have the accounts of the Corporation audited by a certified public accountant each year prior to the annual Board meeting; shall present an annual financial report to the Board at each annual meeting; and shall be responsible for such other management functions and duties as shall be prescribed or delegated to him or her by the Board or which may be incident to the position of Executive Director.

Article VI

Members

The Corporation shall have no members.

Article VII

Certification

Section 1 Issuance of Certificates

The Corporation may issue certificates to applicants who fulfill the prerequisites for certification and (i) receive a passing score on the Corporation's certification examination(s) in neuroscience nursing and its subspecialties or (ii) complete the recertification process. The Corporation shall not discriminate on the basis of sex, creed, race or national origin in the issuance of certificates.

Section 2 Designation

Recipients of the certificates of the Corporation shall be designated Certified Neuroscience Registered Nurses ("CNRNs") or Stroke Certified Registered Nurses ("SCRNs") (hereinafter the "certificant" or "certified" for either or both designations) and shall be entitled to so designate themselves, subject to the provisions for use and revocation of certificates set forth in the Bylaws and as the Board otherwise may, from time to time, adopt.

Section 3 Certificates

Certificates shall at all times remain the property of the Corporation. A certificant whose CNRN or SCRN certificate is revoked or suspended shall return to the Corporation the specific certificate issued, and shall not hold himself or herself out to be a CNRN or SCRN.

Section 4 Recertification

The Corporation shall adopt requirements for recertification of its certificants.

Article VIII

Denial or Revocation of Certification or Recertification

Section 1 Cause(s) For Denial or Revocation

Certification or recertification by the Corporation may be denied or revoked at the discretion of the Board for due cause, including, but not limited to, the following causes:

- a. The certificant did not possess the required qualifications and requirements for examination whether or not such deficiency was known to the Corporation or any committee thereof prior to examination or at the time of issuance of the certificate as the case may be;
- b. The certificant made a material misstatement or withheld information on his or her application or in any other representation to the Corporation or any committee thereof, whether intentional or unintentional;
- c. The certificant engaged in irregular practices in connection with an examination of the Corporation, whether or not such practices had an effect

on the performance of the certificant on an examination;

- d. The certificant was convicted by a court of competent jurisdiction of any felony or misdemeanor involving matters that have a material relationship to the practice of neuroscience nursing;
- e. There has been a limitation or termination of any right of the certificant associated with the practice of nursing in any state, province or country, including but not limited to the voluntary surrender of the license to practice professional nursing; or
- f. In the event that any nursing licensing authority suspends or revokes for cause a certificant's license to practice nursing, the certificate of the certificant may be revoked or suspended.

Section 2 Notice of Revocation

No certification or recertification shall be revoked unless the certificant concerned is notified of the Corporation's intent to deny or revoke certification and has an opportunity for hearing before the appeals committee of the Corporation. Such notification shall be sent by certified mail no less than thirty (30) days prior to the hearing.

Section 3 Appeals Process and Procedures for Denial and Revocation

The appeals process is administered by the Appeals Committee of the Corporation. The appeals process is available to individuals seeking an appeal of a decision to deny or revoke certified status.

The Appeals Committee shall consist of three (3) members of the Corporation's Board who are appointed to the committee by the Corporation President. No member of this committee may have any prior or current relationship with the appellant, or any other conflict of interest. Only Appeal Committee members may participate in discussions about and vote on the appeals.

The appeal procedure is as follows:

- a. Each applicant whose request for certification or recertification has been denied or whose certification has been revoked by the Corporation shall be notified by certified mail of the Corporation's decision and the reason(s) for the decision.
- b. The applicant or certificant shall send a written request by certified mail to the Corporation President within forty-five (45) days of notification of rejection of the application, revocation of certification or denial of recertification. Failure

to request an appeal within forty-five (45) days nullifies the right to appeal. The Corporation President will send by certified mail a written acknowledgment of the receipt of the appeal request, along with a copy of the appeals procedure, and any requests for further information. The above documentation will be postmarked no later than thirty (30) days from the postmark date of the request for review and appeal. The appeal can be initiated for the following reasons:

1. Notification of revocation of certification.
 2. Denial of recertification by continuing education contact hours.
 3. Notification of denial of application to take the certification examination.
 4. Denial of certification
- c. The Appeals Committee will consider the request for review and appeal within sixty (60) days of receipt of the request. A conference call meeting will be arranged for the Appeals Committee to consider the appeal. All documentation pertaining to the request will be sent to each Appeals Committee member at least two (2) weeks prior to the scheduled meeting. The appellant has the opportunity to present oral testimony and facts in his or her defense before the Appeals Committee at the scheduled meeting. Both the appellant and the Appeals Committee shall have the right to be represented by counsel at such meeting.
- d. The decision of the Appeals Committee shall be by a simple majority vote, and the Appeals Committee Chair will communicate the Appeals Committee's decision in writing via certified mail to the appellant within ten (10) business days following the decision, with a copy of the decision sent to the Corporation President. This will include a statement of the reason(s) for the decision.
- e. A request for appeal will be considered only once. The decision of the Appeals Committee is final and is not subject to reversal.

Article IX

Indemnification

The Corporation shall provide for the indemnification of all Officers, Trustees, employees and agents of the Corporation, to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois and shall be entitled to purchase insurance for such indemnification to the full extent as determined by the Board.

Article X

Committees

Section 1 Standing Committees

The Board, by resolution adopted at a meeting duly called at which a quorum is present, may designate such standing and other committees of the board as it deems necessary and appropriate.

- a. **Executive Committee.** The Executive Committee shall have the authority to carry out business and functions of the Corporation between meetings of the Board, but shall report any such actions to the Board. The Executive Committee shall consist of the President, President-Elect and Secretary/Treasurer. In addition, the Executive Director shall serve as a non-voting ex officio member of the Executive Committee.
- b. **Test Development Committees.** There will be separate Test Development Committees for each certification program. The Test Development Committees shall be responsible for the preparation, administration and scoring of certification examinations. The Test Development Committees shall consist of the Chair who previously served as Co-Chair of the respective Committee and was appointed by the members of that Test Development Committee with approval of the Board of Trustees), one Trustee, and six (6) to nine (9) individuals including the Co-Chair who are not members of the Board and who hold the certification designation respective to the Test Development Committee.
- c. **Appeals Committee:** The Appeals Committee shall be responsible for hearing and deciding on appeals by applicants on decisions denying or revoking certification or recertification. The composition of the Appeals Committee shall be as set forth in Article VIII.
- d. **Nominating Committee.** The Nominating Committee shall prepare a slate of candidates for appointment by the Board as Trustees and for election by the Board as Officers in accordance with these Bylaws and policies established by the Board. The Nominating Committee shall consist of the Immediate Past President as Chair and two (2) Trustees.

Section 2 Other Committees

The Board may establish such other committees as it may deem necessary. The President shall appoint the members of all such committees, subject to approval by the Board.

Section 3. Committee Chairs

Unless otherwise set forth herein, the President shall appoint the chairs of all committees.

Section 4 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 5 Quorum and Manner of Acting

Unless otherwise provided in the resolution of the Board designating such committee, a simple majority of the committee members shall constitute a quorum and the act of a simple majority of members present at a meeting at which a quorum is present shall be the act of the committee.

Article XI

Contracts, Checks, Deposits and Bonding

Section 1 Contracts

The Board authorizes by resolution any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2 Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, or the Executive Director of the Corporation as approved by the Board and in such manner as shall be determined by resolution of the Board.

Section 3 Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 4 Bonding

The Board shall provide for the bonding of such Officers and employees of the Corporation as it may determine from time to time.

Article XII

Books and Records

The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

Article XIII

Fiscal Year

The fiscal year of the Corporation shall be determined by the Board.

Article XIV

Waiver of Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XV

Donations, Gifts, and Endowments

All donations, gifts, and endowments to the Corporation will be the property of the Corporation and will be used to further the work of the Corporation.

Article XVI

Dissolution

The Corporation shall use its funds only to accomplish the purposes specified in these Bylaws. No part of said funds shall inure to the benefit of, or be distributed to, its Trustees, Officers, committee members, certificants or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth above.

In the event of dissolution of the Corporation, the Board of Trustees, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute the remaining assets of the Corporation to the American Association of Neuroscience Nurses, or to such corporations, foundations or other organizations designated by the Corporation, which support research in neuroscience nursing and which have been determined by the Internal Revenue Service to be exempt from federal income tax.

Article XVII

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of a simple majority of the trustees present and voting at any meeting of the Board at which a quorum is present.

Article XVIII

Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means.; and (ii) any other action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Amended: November 12, 1999

Amended: March 25, 2000

Amended: November 26, 2001

Amended: November 11, 2005

Amended: April 22, 2006

Amended: April 29, 2007

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