

APPENDIX A:

Pediatric Nursing Certification Board, Inc.

By-Laws



2021

**BY-LAWS
OF
THE PEDIATRIC NURSING CERTIFICATION BOARD, INC.**

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BY-LAWS OF THE PEDIATRIC NURSING CERTIFICATION BOARD, INC.

ARTICLE I

Mission Statement

Section 1. Mission. The mission of the Pediatric Nursing Certification Board (PNCB) is to promote optimal outcomes in global pediatric health by providing certification services that validate specialized knowledge and continuing competence in pediatric nursing.

ARTICLE II

Members

Section 1. Class of members. The Corporation shall have one class of members, which shall be the members of the Board of Directors.

ARTICLE III

Board of Directors

Section 1. Categories of Board members. The Board of Directors shall consist of At-Large members.

Section 2. At-Large Candidates for Board Membership. The PNCB Board may include the following categories of At-Large members:

- Public Member
- Pediatrician
- A member who holds the credential and provides the expertise for each certification exam of the PNCB
- An ad hoc member or individual with a Board determined stakeholder perspective that aids the Board in its governance responsibility, who may or may not be certified by PNCB.

Section 3. Addition or reduction of categories of members. The Board may change the categories of members or number of members by two-thirds majority of the Board.

Section 4. Size. The Board shall have a minimum of seven (7) members and an average of ten (10) members. However, if the number of Board members fall below seven (7) the Board shall continue to conduct business as necessary, with all due diligence made to fill the vacant memberships.

Section 5. Term. Each Board member shall hold a three (3) year term and shall be eligible to succeed themselves for one (1) additional three (3) year term. Exceptions to the term of a member

of the Board may be made if the member serves in an officer role by an affirmative vote of the majority of the members of the Board. Otherwise no Board member may serve more than six years on the PNCB Board.

Section 6. Qualifications. Each Board member shall be either:

- a registered nurse who is certified by the Pediatric Nursing Certification Board, or
- a pediatrician who is a Fellow of the American Academy of Pediatrics, or
- a Public/Consumer member
 - vii. The role of the Public/Consumer Member is defined by national accreditation requirements.
 - viii. The Public/Consumer member shall have an interest in the health of children and shall speak as an individual advocating for the health of children and not as a representative of the profession.
 - ix. The Public/Consumer member shall not be a nurse practitioner, an employer or an employee of the nursing profession, or an employee of any certifying agency during the five (5) years preceding appointment.
 - x. The Public/Consumer member shall not have derived more than five percent (5%) of aggregate income from the nursing profession or certifying agency in any of the five (5) years preceding appointment.
 - xi. The Public/Consumer member shall not have a spouse who is a member of the credentialed profession. The Public/Consumer member may hold office, except for the offices of the Chair and Chair-Elect.
- an ad hoc member or individual with a Board determined stakeholder perspective that aids the Board in its governance responsibility, who may or may not be certified by PNCB.

Section 7. Selection of Candidates for Board membership. All At-Large candidates for Board membership shall participate in the Board member candidate selection process outlined in the PNCB Board policies. Board member appointment or selection to a second 3-year term will be governed by the selection process delineated in current PNCB Board policies.

Section 8. Remuneration. Board members shall serve without remuneration.

Section 10. Removal of Members. The Board may remove a member of the Board of Directors for cause by an affirmative two-thirds majority of the members of the Board. Removal may be for chronic absences from meetings, malfeasance, revocation of licensure or certification, discrimination or any behaviors contrary to the mission of the organization as described in the PNCB Board policies.

Section 11. Resignation of a Member. A member may resign at any time by so notifying the Chair, in writing.

ARTICLE IV

Meetings of the Board of Directors

Section 1. Attendance. Meetings of the PNCB Board of Directors shall be attended by members of the Board and the Chief Executive Officer.

Section 2. Semi-Annual Meeting. Regular Semi-annual meetings of the Board of Directors shall be held at a time and place selected by the Chief Executive Officer for the transaction of such business.

Section 3. Special Meetings. Special meetings of the Board of Directors, including telephone conference calls, may be called by the Chair. Board members may initiate requests for special meetings as directed by PNCB Board policies. Notice of meetings will be distributed to Board members according to Board policies.

Section 4. Voting Rights. Each member of the Board of Directors shall be entitled to one vote on each matter submitted for a vote. The CEO, as ex-officio member of the Board, does not vote.

Section 5. Quorum. A simple majority of members must be present at any meeting in order to conduct business.

Section 6. Actions. Votes will be managed according to ABA Modern Rules of Order. Written votes noting consensus agreement with decisions of the Board are accepted provided there is no dissent to a written vote by any member of the Board. Email and/or fax may serve as a written vote.

Section 7. Records. Minutes of all PNCB Board meetings and Board committees are a record of the actions of the Board or committee. Minutes of all PNCB Board meetings will be recorded in writing, reviewed by the Chair and Secretary and approved by the full Board and archived at the offices of the PNCB. Minutes of the PNCB Board meetings are considered a public record of PNCB activities and are subject to public review.

ARTICLE V

Officers

Section 1. Officers of the Board. The officers of the Corporation shall be elected by the Board of Directors from its own members and shall consist of a Chair, Chair-Elect, Secretary, and Treasurer. The Chief Executive Officer serves as an ex-officio member of the Board of Directors and serves as the appointed agent/officer for the corporation for administrative and business purposes.

Section 2. Election and Term of Office. The Chair shall lead the Executive Committee of the Board in the creation of a slate of officers to fill any upcoming officer vacancies. Creation of an officer slate shall be governed by appropriate PNCB Board policies and procedures. Elected

officers of the Corporation shall be members of the Board. The Chair shall present the slate of officers at a semi-annual regular meeting of the Board. A consensus affirmative vote by the majority of the members of the Board will serve to elect the slate of officers.

Section 3. Officer Terms. Each officer shall serve for a two-year (2) term, except the Chair-Elect, who serves at least a one (1) year term (12 month) before assuming the role of Chair. Officers shall be eligible to be re-elected for one (1) additional two (2) year term with the exception of the Chair. Officers of the Board will be expected to assume office on July 1st. Notwithstanding the preceding limitation, the Chair may serve for one additional year.

Section 4. Vacancies. A permanent vacancy in the office of the Chair shall be filled by the Chair-Elect who shall succeed to the office of Chair for the unexpired term which shall be followed by no more than two years (24 months) as Board Chair. If a Chair-Elect position is not currently filled, the Treasurer shall serve as Chair until the election of a Chair-Elect. If the Treasurer is the Pediatrician or Consumer Member, they are prohibited from serving as a Chair-Elect. In this case, a pediatric nurse or nurse practitioner Board member would be selected and if necessary, exempted from the requirement to have served on the Board for one year. Temporary Board member vacancies shall be managed according to PNCB Board policies.

Section 5. Chair. The Chair shall serve as the chief elected officer of the Board. The Chair shall be a pediatric nurse or pediatric nurse practitioner certified by this Board who has served as a member of the Board for at least 12 months before being eligible for election.

Section 6. Duties & Responsibilities of the Chair. The Chair shall develop the agenda, timeline, and direct the process of Board meetings. He/she shall preside at all meetings of the Board of Directors. The Chair shall be a member on all Board committees. He/she shall have such other powers and duties as may be prescribed by the Board of Directors, PNCB Board policies or the By-laws. Other responsibilities of the Chair include: 1) serve as a liaison and representative of the Board at national meetings; 2) lead the Board in the development of policies consistent with the mission of the Corporation; 3) attend all meetings of the Board and provide leadership to the Executive Committee.

Section 7. Chair-Elect. The Chair-Elect shall succeed to the office of the Chair. The Chair-Elect shall be a pediatric nurse or pediatric nurse practitioner certified by this Board who has served as a member of the Board for at least 12 months. He/she shall be a member of all Board committees. The Chair-Elect shall perform such other duties as delegated to him/her by the Chair and/or Board of Directors. The Chair-Elect shall succeed to the office of the Chair in the event of the Chair's permanent inability to serve.

Section 8. Secretary. The Secretary assures appropriate record keeping for the PNCB Board. Specific tasks and role responsibilities of the Board Secretary are outlined in PNCB Board policies. As necessary, the Secretary shall perform other duties delegated to him/her by the Chair or Board of Directors.

Section 9. Treasurer. The Treasurer shall provide oversight to assure that adequate financial records of the corporation are kept and financial reports are delivered to the Board, and that an audit of the organization's finances is completed. Specific tasks and role responsibilities of the

Treasurer are outlined in PNCB Board policies. He or she shall serve as the Chair of the PNCB Finance Committee and perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or Board of Directors.

Section 10. Board Meeting Process. The PNCB Board shall conduct all business meetings according to “American Bar Association – The Modern Rules of Order”.

ARTICLE VI

Chief Executive Officer

Section 1. Appointment. The Chief Executive Officer (CEO) shall be appointed by the Chair, subject to the approval of a two-thirds majority of the members of the Board and shall serve under contract to the Board of Directors.

Section 2. Duties. The Chief Executive Officer shall be a salaried employee and an officer/agent and ex-officio member of the Board of Directors and all standing committees of the Board. The Chief Executive Officer or the CEO’s delegate attends all meetings of the Board of Directors, Board committees and standing committees of the Board. Subject to the direction of the Board of Directors, the Chief Executive Officer shall in general, supervise and control the administrative business matters and affairs of the corporation and shall implement the policies of the Board of Directors.

Section 3. Limitation of authority. The Chief Executive Officer is responsible for the management of the business of the corporation according to a budget approved by the Board of Directors. Business activities that require expenditure of resources from designated long-term capital reserves require full approval of the Board.

Section 4. Performance Evaluation. The Chair of the Board shall lead the Executive Committee and the Board of Directors in conducting a fair and impartial annual review of the Chief Executive Officer. The Board of Directors shall from time to time determine the duties, responsibilities, salaries and benefits of the Chief Executive Officer.

ARTICLE VII

Committees

Section 1. Executive Committee. The Executive Committee includes the elected officers and the CEO (ex-officio) of the Corporation. The Executive Committee leads the review of candidates for Board membership and performs other duties as outlined by PNCB Board policies.

Section 2. Finance Committee. The Board Treasurer serves as the Chair of the PNCB Finance Committee. The Finance Committee assists the Board in its financial oversight role providing review of the PNCB budget and long-term investment reports. The Finance Committee leads the Board in the establishment of investment policies, assures completion of financial audits of the organization, and performs other duties as outlined by PNCB Board policies. Membership on

the PNCB Finance Committee is outlined in Board policies.

Section 3. Committees of the Board. Committees of the Board will be established to meet governance and other needs of the Board. In general, standing committees of the Board shall include those committees assembled to assist in the creation of the PNCB's certification and pediatric update programs and exams. The Board may from time to time direct the creation of other committees as necessary to carry out the mission of the Board. The membership and tenure for these committees are outlined in policies and procedures of the Board.

Section 4. Special Committees or Task Force Work Groups. The Chair may designate the formation of special ad hoc committees or task force groups as needed.

ARTICLE VIII

Financial Controls

Section 1. Contracts. The CEO serves as the primary contract(s) officer of the Board. In addition to the CEO, the Board of Directors may authorize any other officers of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority to Board officers may be general or confined to specific instances. Additionally, the CEO may designate contractual authority to a staff member. This would ensure continuity in operations while the CEO may be temporarily unavailable.

Section 2. Checks, Drafts. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the CEO or the CEO's designee. The Board Chair, Treasurer and Secretary as required, shall also serve as signatories on Board financial accounts.

Section 3. Deposits. All operating funds of the Corporation shall be deposited on timely basis to the credit of the Corporation in such banks, trust companies or other depositories as approved by the CEO. The CEO assures responsible management of all PNCB operating assets.

Section 4. Investing of Funds. The Finance Committee shall lead the establishment of a long-term investment policy for the Board and assist in the identification of investment vehicles and opportunities. The Finance Committee will assist the Board in the review of long-term investment results and make recommendations to the Board regarding investments and other financial matters.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

ARTICLE IX

Audit

Section 1. Financial and Legal Audits. The Corporation shall keep correct and complete books

and records of accounts and shall also keep minutes of the proceedings of the Board of Directors conducted pursuant to Article IV. The Corporation shall keep at the registered or principal office of the Corporation a record giving the names and addresses of the representatives entitled to vote. The Treasurer shall assure that an annual audit of financial records of the Corporation is completed. The Chair shall authorize an audit/review of policy and procedures of the Corporation in such manner as directed by the Board of Directors. The Chair shall authorize an annual legal audit to be conducted by the PNCB attorney.

ARTICLE X

Conflict of Interest

Section 1. Confidentiality Statement. Members of the Board of Directors, Committee members, consultants and employees shall serve the PNCB Board with the highest degree of undivided duty, loyalty and care and shall undertake no enterprise to profit personally from their position with the PNCB. The PNCB Board of Directors shall not enter into any contract or transaction with any PNCB Board member or officer or any organization in which a Board member or officer has a material financial interest. Members and officers of the Board, committee members, employees and consultants shall complete and sign a Conflict of Interest and Confidentiality Statement as outlined in Board policies.

ARTICLE XI

Indemnification

Section 1. Definitions. For the purposes of these by-laws any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, shall have the same meaning as provided in Article XI, Indemnification, of these by-laws.

Section 2. Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a Board member or officer of the Corporation in connection with and proceeding to the fullest extent permitted by and in accordance with the Indemnification Section of Maryland law.

Section 3. Indemnification of Directors, Officers and Committee Members. The corporation shall indemnify the Chief Executive Officer, Board officers and committee members of PNCB to the full extent permitted by Maryland Law.

ARTICLE XII

Fiscal Year

The fiscal year of the Corporation shall be October 1 to September 30.

ARTICLE XIII

Seal

The Board of Directors shall procure a corporate seal which shall be in the form of a circle and have inscribed thereon the name of the Corporation and the words "Corporate Seal" "Maryland". The corporate name shall be "The Pediatric Nursing Certification Board, Inc."

ARTICLE XIV

Amendments to By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any regular meeting or at any special meeting of the Board of Directors by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

ARTICLE XV

Adoption

These By-Laws shall be adopted as amended at any regular or special meeting of the Board of Directors and shall become effective when approved.

Adopted at a meeting of The Pediatric Nursing Certification Board, Inc. on the 3rd day of October 1999.

Written October 1999
Amended: May 2003
Amended October 2003
Amended October 2004
Amended June 2006
Amended June 2007
Amended January 2008
Amended June 2008
Amended June 2012
Amended January 2015
Amended April 2017
Amended February 2020
Amended April 2021