



Bylaws

Last date of Amendment: November 16, 2023

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ARTICLE I - Name and Purpose

Section 1. Name. The name of the organization is the Pediatric Nursing Certification Board (“PNCB”), a nonprofit corporation incorporated in the state of Maryland (hereinafter referred to as “PNCB.”)

Section 2. Mission. The mission of PNCB is to be a driving force for quality in pediatric nursing globally.

ARTICLE II - Members

Section 1. Class of Members. PNCB will consist of one class of members: a Board of Directors, the governing body which establishes policy and monitors implementation of policy by PNCB’s staff under the direction of the President & CEO.

ARTICLE III - Board of Directors

Section 1. Categories of Board Membership. The Board of Directors will 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:

- Member who holds the credential and provides the expertise for a PNCB certification exam
- Pediatrician member
- Nurse executive member
- Public/consumer member
- Ad hoc member 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 a two-thirds majority vote of the Board.

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

Section 5. Term. Each Board member will serve a three-year (3) term and be eligible for one (1) additional three-year (3) term. No PNCB Board member may serve more than six years. However, exceptions may be made if the Board member serves as an officer and is approved via an affirmative two-thirds majority vote of the Board.

Section 6. Qualifications. Board representation will include the following:

1. A registered nurse who is certified by the Pediatric Nursing Certification Board as a Certified Pediatric Nurse Practitioner–Primary Care (CPNP-PC)

2. A registered nurse who is certified by the Pediatric Nursing Certification Board as a Certified Pediatric Nurse Practitioner–Acute Care (CPNP-AC)
3. A registered nurse who is certified by the Pediatric Nursing Certification Board as a Certified Pediatric Nurse (CPN)
4. A registered nurse who is certified by the Pediatric Nursing Certification Board as a Pediatric Primary Care Mental Health Specialist (PMHS)
5. A pediatrician who is a Fellow of the American Academy of Pediatrics
6. A nurse executive who holds a senior administrative role
7. A public/consumer member who meets the following criteria:
 - (a) Is defined by national accreditation requirements.
 - (b) Has an interest in children’s health and speaks as an individual advocating for the health of children rather than as a representative of the profession.
 - (c) Is not a nurse practitioner, an employer, or an employee of the nursing profession, nor should the public/consumer member be an employee of any certifying agency during the five years preceding appointment.
 - (d) Has not derived more than 5 percent of aggregate income from the nursing profession or certifying agency in any of the five years preceding appointment.
 - (e) Does not have a spouse who is a member of the credentialed profession. The pediatrician or public/consumer member may serve as a Board officer except for the positions of Chair and Chair-Elect.
 - (f) Is an ad hoc member or individual with a stakeholder perspective, who may or may not be certified by PNCB, that is deemed by the Board to offer aid in its governance responsibility.

Section 7. Selection of Candidates for Board Membership. All at-large Board candidates will participate in the Board member candidate selection process outlined in the PNCB Board policies. Board member appointment or selection to a second three-year term will be governed by the selection process delineated in current PNCB Board policies.

Section 8. Removal of Members. A Board member can be removed for cause following an affirmative two-thirds majority vote of the Board’s members. Cause for removal may include, but not be limited to 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 9. Resignation of a Member. A member may resign at any time by notifying the Board Chair in writing.

Section 10. Board Governance. Each board member will focus on governance in accordance with the laws and governing documents. Board members will direct efforts to set a visionary direction, advance the mission and strategic goals, oversee financial management, serve and grow stakeholders, measure progress on the strategic plan, provide legal and moral oversight and evaluate the CEO. The CEO, as authorized in the bylaws and through agreement or contract, is responsible for the administration and management of the organization, including staffing, physical office, protection of assets and other responsibilities associated with a corporate CEO. The board shall govern. The CEO shall manage.

ARTICLE IV - Meetings of the Board of Directors

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

Section 2. Semi-Annual Meeting.

Regular conference call meetings of the PNCB Board may be held monthly. A minimum of two annual meetings will be scheduled at the discretion of the Chair. Reasonable effort will be made to schedule meetings at a time when Board members are able to attend.

Section 3. Special Meetings. Special meetings of the Board of Directors, including 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 will 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 the *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, approved by the full Board, and archived at PNCB offices. 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 Board will be elected by the Board of Directors from its own members and will 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 as the appointed agent/officer for the organization on all administrative and business matters.

Section 2. Election and Term of Office. The Chair will lead the Executive Committee of the Board in the creation of a slate of officers to fill upcoming officer vacancies. Creation of an officer slate will be governed by appropriate PNCB Board policies and procedures. Elected officers of PNCB will be members of the Board. The Chair will present the slate of officers at a regular meeting of the Board or electronically. A consensus affirmative vote representing a two-thirds majority of the members of the Board will serve to elect the slate of officers.

Section 3. Officer Terms. Each officer will serve for a two-year term, except the Chair-Elect,

who serves at least a one-year term before assuming the role of Chair. Officers will be eligible to be re-elected for one additional two-year term with the exception of the Chair. Officers of the Board will be expected to assume office on July 1. Notwithstanding the preceding limitation, the Chair may serve for one additional year.

Section 4. Chair. The Chair will serve as the chief elected officer of the Board. The Chair will be a pediatric nurse or pediatric nurse practitioner certified by the Board who has served as a member of the Board for at least 12 months before being eligible for election.

Section 5. Duties and Responsibilities of the Chair. The Chair will develop the agenda, timeline, direct the process of Board meetings, and preside over all Board of Directors' meetings. The Chair will serve as a member of all Board committees. They will have other powers and duties as may be prescribed by the Board of Directors, PNCB Board policies, or PNCB's bylaws. Other responsibilities of the Chair include: (1) serving as a liaison and representative of the Board at national meetings, (2) leading the Board in the development of policies consistent with PNCB's mission, (3) attending all meetings of the Board, and (4) providing leadership to the Executive Committee.

Section 6. 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. The Chair-Elect shall be a member of all Board committees. The Chair-Elect shall perform such other duties as delegated 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 7. Secretary. The Secretary ensures appropriate record keeping for the PNCB Board. Specific tasks and role responsibilities of the Board Secretary are outlined in the PNCB Board policies. As necessary, the Secretary will perform other duties delegated to them by the Chair or Board of Directors.

Section 8. Treasurer. The Treasurer will provide oversight to ensure that adequate PNCB financial records are maintained. The Treasurer also ensures that financial reports are delivered to the Board and that an audit of the organization's finances is completed. Specific tasks and responsibilities of the Treasurer are outlined in PNCB Board policies. The Treasurer will serve as the Chair of the PNCB Finance Committee, perform all the duties incident to the office of Treasurer, and assume other duties from time to time that may be assigned by the Chair or Board of Directors.

Section 9. Vacancies. A permanent vacancy in the office of the Chair will be filled by the Chair-Elect who will succeed to the office of Chair for the unexpired term which will be followed by no more than two years as Board Chair. If a Chair-Elect position is not currently filled, the Treasurer will serve as Chair until the election of a Chair-Elect. If the Treasurer is a Pediatrician, Public/Consumer member, or is not PNCB certified, they are prohibited from serving as a Chair-Elect. In this case, the Secretary will serve as Chair until the election of a Chair-Elect. If the Secretary is a Pediatrician, Public/Consumer member, or is not PNCB certified, they are prohibited from serving as a Chair-Elect. A PNCB-certified 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 will be managed according to PNCB Board policies.

Section 10. Board Meeting Process. The PNCB Board will conduct all business meetings according to *The Modern Rules of Order*.

ARTICLE VI - Chief Executive Officer

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

Section 2. Duties. The Chief Executive Officer will 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 CEO will, in general, supervise and control the administrative business matters and affairs of PNCB, including all matters related to staffing, and implement the policies of the Board of Directors.

Section 3. Limitation of Authority. The Chief Executive Officer is responsible for the management of PNCB business based on 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 will 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 determines the duties, responsibilities, salaries, and benefits of PNCB's CEO.

ARTICLE VII - Committees

Section 1. Executive Committee. The Executive Committee includes the elected officers and the CEO (ex-officio) of PNCB. 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 PNCB Board policies.

Section 3. Committees of the Board. Committees of the Board will be established to meet governance and other Board needs. In general, standing committees of the Board will include those committees assembled to assist in the creation of PNCB's certification, continuing education, and competency programs. The Board may direct the creation of other committees

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deemed necessary to carry out the mission of the organization. The membership and tenure for these committees are outlined in the 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 also authorize any other PNCB officers to enter into a contract or execute and deliver any instrument in the name of, and on behalf of PNCB. 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 evidence of indebtedness issued in the name of the organization will be signed, approved, or executed by the CEO or the CEO's designee. The Board Chair, Treasurer, and Secretary will also serve as signatories on Board financial accounts as required.

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

Section 4. Investing of Funds. The Finance Committee will 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 PNCB any contribution, gift, bequest, or device for the general purposes or for any special purpose of the organization.

ARTICLE IX - Audit

Section 1. Financial and Legal Audits. PNCB will maintain correct and complete books and records of accounts and keep minutes of the proceedings of the Board of Directors conducted pursuant to Article IV. PNCB will keep at the registered or principal office of the organization a record that provides the names and addresses of the representatives entitled to vote. The Treasurer will ensure that an annual financial audit of PNCB's financial records is completed. The Chair may authorize a legal audit to be conducted in years when the organization makes significant changes to its governing documents or policies.

ARTICLE X - Conflict of Interest

Section 1. Confidentiality Statement. Members of the Board of Directors, committee members,

task forces, advisory groups, work groups, consultants, and employees will serve the PNCB Board with the highest degree of undivided duty, loyalty, and care and will undertake no enterprise to profit personally from their position with PNCB. The PNCB Board of Directors will not enter into any contract or transaction with any PNCB Board member, officer, or any organization in which a Board member or officer has a significant financial interest. Members and officers of the Board, committee members, employees, and consultants will complete and sign a Conflict-of-Interest statement and a Confidentiality statement as outlined in the Board policies.

ARTICLE XI - Indemnification

Section 1. Definitions. For the purposes of these bylaws, 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, will have the same meaning as provided in Article XI, Indemnification, of these bylaws.

Section 2. Indemnification of Directors and Officers. PNCB will indemnify and advance expenses to a PNCB Board member or officer 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. PNCB will indemnify the Chief Executive Officer, Board officers, and committee members of PNCB to the fullest extent permitted by Maryland Law.

ARTICLE XII - Fiscal Year

PNCB's fiscal year is from October 1 to September 30.

ARTICLE XIII - Seal

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

ARTICLE XIV - Amendments to Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted at any regular meeting or at any special meeting of the Board of Directors by an affirmative two-thirds majority vote of the Board.

ARTICLE XV - Adoption

These bylaws will be adopted as amended at any regular or special Board of Directors' meeting and will become effective when approved.

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

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Amended May 2022

Amended June 2022

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