

**By-laws  
of  
The Council of International Neonatal Nurses, Inc.**

**2110 Yardley Road, Yardley, PA 19067, USA**

**A Not for Profit 501C3 Organisation**



*... Unifying neonatal nurses globally*

## Contents

Introduction .....	4
1. Name:.....	4
2. Definitions .....	4
3. Purpose.....	4
4. No distribution to members .....	4
Membership .....	5
5. Category of members.....	5
6. Qualification for Membership .....	5
7. Voting rights .....	6
8. Applications for Membership.....	6
Membership Dues.....	7
9. Annual membership Dues.....	7
10. Unpaid annual membership dues .....	7
Termination of membership .....	7
11. Membership terminates.....	7
12. Effect of cessation of membership .....	8
13. Members' Liability .....	8
Organisation of the Association .....	8
14. Governance.....	8
15. Committees, Task Forces, Advisory and Special Interest Groups (hereafter referred to as groups).....	8
Appointment, Removal and Resignation of Directors .....	9
16. Composition of the Board of Directors .....	9
17. Election to the Board.....	9
18. Insufficient directors .....	10
19. Removal.....	10
20. Resignation .....	10
21. Vacation of office of director of the Board of Directors.....	10
Duties and Powers of Board of Directors.....	11
22. Validation of acts of Board of Directors .....	11
23. General business management .....	11
24. Regulations .....	11
Directors' interests .....	11
25. Conflict .....	11
Remuneration of directors.....	12
26. Office Holder's remuneration .....	12
Indemnity and insurance.....	12
27. Indemnity.....	12
Board of Directors meetings .....	12
28. Meetings of the Board .....	12

29. Notice of meeting .....	12
30. Technology meeting of Board .....	13
31. Chairing Board meetings.....	13
32. Quorum .....	13
33. Passing of Board resolutions .....	13
34. Circulating resolutions.....	13
Meetings of members .....	14
35. Calling of a general meeting .....	14
36. Persons entitled to notice of general meeting .....	14
37. How notice is given .....	14
38. When notice is given .....	15
39. Contents of notice .....	15
40. Notice of adjourned meeting .....	15
41. Quorum .....	15
42. Chair at general meetings .....	15
Proxies.....	15
43. Appointment of proxy .....	15
44. Document appointing proxy .....	16
Voting at meetings of members .....	16
45. How vote may be exercised .....	16
46. Objections to right to vote .....	16
47. How voting is carried out.....	16
48. When a poll is demanded.....	16
49. Chair's casting vote.....	17
50. Voting by electronic means .....	17
Annual general meeting .....	17
51. Business of an annual general meeting .....	17
Minutes .....	18
52. Minutes to be kept.....	18
Accounts and Audit.....	18
53. Accounts .....	18
54. Audit.....	18
Inadvertent omissions .....	19
55. Formalities omitted.....	19
56. Alteration to the By-laws .....	19
57. Dissolution.....	19
58. Council of International Neonatal Nurses Logo.....	19
Operational Guidelines .....	20

## Introduction

1. **Name:** Council of International Neonatal Nurses, Inc. (COINN), referred to as “The Association”.

### 2. Definitions

In these by-laws

- (1) **COINN** means the Council of International Neonatal Nurses, Inc.
- (2) **Board of Directors (Board)** means the members elected in accordance with rule 16;
- (3) **Member** means any person who has been admitted as a member of the Association and has paid the requisite subscription fees for the relevant financial year;
- (4) **Subscription Fees** means the annual subscriptions fees in accordance with rule 9;
- (5) **Voting members** means those members who are entitled to vote at general meetings of the Association according to these by-laws.

### 3. Purpose

3.1 The purpose for which the Association is established is to:

- (1) Promote high quality standards of neonatal nursing practice, care, research, and education for the benefit of neonates and families globally.

3.2 In furtherance of the above purpose, the Association may:

- (1) Collect and disseminate information on all matters affecting the above purpose, and exchange such information with members and other bodies having similar purposes.
- (2) Arrange and provide for, or join in arranging and providing for, the holding of meetings, exhibitions, and conferences internationally face-to-face or through other media.
- (3) Provide leadership in neonatal nursing by collaborating with relevant healthcare and parental associations, and governmental, non-governmental and civil society organizations.
- (4) Foster the development of neonatal nursing associations and networks.
- (5) Write, publish, and contribute to documents, which support the development of neonatal nursing standards, competencies, education, health policy, clinical practice, and research.

### 4. No distribution to members

4.1 No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Association, unless it is regarding:

- (1) the payment in good faith of remuneration to any officer, servant or member of the Association in return for money loaned to the Association or any services actually rendered to the Association or for goods supplied in the ordinary and usual way of

- business;
- (2) the payment of interest at a rate not exceeding the rate charged by the Association's bankers from time to time on overdraft accounts of under \$100,000 USD plus 2% on money borrowed from any member of the Association;
  - (3) The payment of reasonable and proper rent by the Association to a member of the Association for premises leased by the member to the Association, or
  - (4) The reimbursement of expenses incurred by any member on behalf of the Association as allowed under these By-laws or by resolution.

## **Membership**

### **5. Category of members**

5.1 Members of the Association shall be:

- (1) Associations of neonatal nurses, which may include but not limited to registered nurses, registered midwives, nurse practitioners, enrolled nurses, licensed practical nurse, community nurses working in neonatal nursing, research, or education; the term 'neonatal nurse' being described by COINNs 'definition of a neonatal nurse'.
- (2) Individuals;
- (3) Honorary members, and
- (4) Corporate members. Corporate membership does not imply endorsement of their products and/or services by the Association.

5.2 The members at a general meeting, if recommended by the Board, may create additional categories of members, from time to time.

### **6. Qualification for Membership**

6.1 An association applying to become a member of COINN shall:

- (1) Consist primarily of neonatal nurses;
- (2) Have duties and objectives that are in harmony with those of the Association;
- (3) Be willing to pay annual fees in such form and within such time limits as may be decided by the Association.

6.2 An individual may apply to become a member of COINN if:

- (1) The individual is a 'neonatal nurse' as defined by COINNs definition of a 'neonatal nurse';
- (2) They are interested in furthering the work of the Association;
- (3) They are willing to pay annual fees in such form and within such time limits as may be decided by the Association.

6.3 Honorary membership may be bestowed by the board:

- (1) If an individual who has been nominated by a proposer and seconder, both

of who must be members. A member may not propose or second himself.

- (2) Upon receipt of a nomination and supported by documentation which evidences the member's exceptional contribution to neonatal nursing at an international level or pre- eminence in professional, scientific, or societal aspects of the Association.
- (3) If an individual, has demonstrated significant contribution to or support of neonatal nursing or the Association and is worthy of the distinction.

6.4 A corporation applying to become a member of the Association shall:

- (1) Be associated with neonatal care and/or neonatal nursing;
- (2) In the opinion of the board, has a significant interest in neonatal care and/or neonatal nursing or in advancing the work of COINN;
- (3) Be willing to pay annual fees in such form and within such time limits as may be decided by the Association.

## **7. Voting rights**

7.1 Member Associations and individuals, have the right to receive notices of and to attend and be heard at any general meeting and to vote at any general meeting.

7.2 Honorary and corporate members do not have voting rights nor can they hold a board position.

## **8. Applications for Membership**

8.1 An Association/network may apply for membership of COINN by submitting a written application with a copy of its constitution/by-laws/articles of association.

8.2 An individual may apply for membership of COINN by submitting the application form. The annual membership dues must accompany the application as set by the board.

8.3 A Corporation may apply for membership of COINN by submitting a written application, outlining synergies between the corporation and COINN.

8.4 The Board shall decide on admitting members to the Association and approve members of the Association that meet the qualifications for membership.

8.5 Any association/network, individual, or corporation, which is refused membership, does not have the right to appeal. The Board need give no reason for rejecting an application.

8.6 A registry shall be maintained of the names and addresses of associations/networks, corporations, and individual members shall be listed.

## **Membership Dues**

### **9. Annual membership dues**

- 9.1 The annual membership payable by a member of the Association is the sum the Board determines from time to time, and is due and payable to the Treasurer in advance on the anniversary date (month) of joining the Association.
- 9.2 The Board has discretion to approve concessional subscriptions for students, retirees, pensioners, or any other such class of person as determined by the Board.
- 9.3 No annual subscription is payable by an honorary member.

### **10. Unpaid annual membership dues**

- 10.1 The member ceases to be a member and ceases to be entitled to any of the rights or privileges of membership if:
  - (1) the annual membership dues of a member remain unpaid for 3 months after it becomes payable, and
  - (2) a reminder notice has been given
- 10.2 These may be reinstated on payment of all arrears if the Board sees fit.

## **Termination of membership**

### **11. Membership terminates:**

- 11.1 As a result of the dissolution of the member association/network;
- 11.2 As a result of a member association/network, individual or corporation resigning;
- 11.3 As a result of a corporation being wound up, dissolved or deregistered;
- 11.4 As a result of membership having been terminated by the Association because:
  - (1) The Member Association/Network, Individual, or Corporation in question ceases to meet the qualifications for membership as laid down in these by-laws;
  - (2) The Member Association/Network, Individual, or Corporation in question fails to meet and comply with its obligations in respect of the Association;
  - (3) In all reasonableness the Association can no longer be required to allow the membership in question to continue;
- 11.5 As a result of disqualification because:
  - (1) the Member Association/Network, Individual, or Corporation acts in conflict with these by-laws, the rules and regulations which apply or the resolutions adopted by the Association; or
  - (2) The Association has been unreasonably disadvantaged by the Member Association/Network, Individual, or Corporation in question.
- 11.6 Terminating membership on the part of the Association shall be carried out by the Board.

- 11.7 Terminating membership by a member shall be carried out by giving written notice and takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.
- 11.8 If a person's membership ceases for any reason they are to be removed from the register of members of the Association.
- 11.9 At least 1 month before the meeting of the Board at which a resolution of the nature referred to in rule 16 (1) is proposed the Board must give to the member notice of:
- (1) The meeting;
  - (2) What is alleged against the member, and
  - (3) The intended resolution.
- 11.10 At the meeting and before the passing of the resolution, the member must have an opportunity of giving orally or in writing any explanation or defence the member sees fit.
- 11.11 The member shall have a right of appeal to the Board before a final decision is made. This appeal must be in writing within two months of the termination.
- 12. Effect of cessation of membership**
- 12.1 If any member ceases to be a member under these by-laws, the member remains liable to pay to the Association any money, which, at the time of the member ceasing to be a member, the member owes to the Association on any account and for any sum.
- 13. Members' Liability**
- 13.1 The members of the Association shall have no liability to contribute towards the payment of the debts and liabilities of the Association or the cost, charges, and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

## **Organization of the Association**

### **14. Governance**

- 14.1 The Association is a body governed by the Board.

### **15. Committees, Task Forces, Advisory and Special Interest Groups (hereafter referred to as groups)**

- 15.1 The Board may create any groups within the Association and delegate any of its powers and duties to those groups as it thinks fit from time to time.
- 15.2 The powers and duties delegated to a group will be upon any terms and conditions as the Board may determine, including the fixing of a quorum for a meeting.
- 15.3 A member of the Board will be delegated to be the board liaison of any such group unless otherwise intended during the creation of that group.
- 15.4 The Board of Directors may, at its own discretion, continue to exercise any of the functions delegated to a group

15.5 The Board of Directors may, at any time, dissolve a group.

## **Appointment, Removal and Resignation of Directors**

### **16. Composition of the Board of Directors**

- 16.1 The Board shall consist of a set number of executive and non-executive officers when possible representing six regions of the world (Africa, Asia, Europe, North America, Oceania, and South America) and a President, Vice-President, Secretary, and Treasurer, Chief Executive Officer, and Chief Financial Officer. The board shall decide on the number of persons per region. The board members must be a financial member of a Member Association/Network, or an Individual Member.
- 16.2 Each office holder will be elected for a term of 3 years, or until earlier retirement or removal by a simple majority vote of the Board.
- 16.3 Executive office holder positions (President, Vice President, Secretary, and Treasurer) will be open to appointment from members of the board after serving in office for a period of one year (consecutively or non-consecutively) in the capacity as a non-office holder.
- 16.4 The office holder positions will be staggered to ensure continuity of Association governance.
- 16.5 Non-executive office holder positions will be open to election from members of the association.
- 16.6 The position of the CEO is not subject to election. This position serves at the pleasure of the Board of Directors and is reviewed annually.
- 16.7 The position of the CFO is not subject to election. The CFO is responsible to the CEO and board and the position is reviewed annually.
- 16.8 The Board of Directors is charged with managing the business, financial affairs, and running of the Association in accordance with the Association By-laws.
- 16.9 The Board of Directors may co-opt other members from time to time. Co-opted members, their role and terms are determined by board policy.

### **17. Election to the Board**

- 17.1 Each candidate must complete a nomination form and submit to board for certification of eligibility, by the date specified to the board prior to inclusion on the ballot.

17.2 Election to the board will be by ballot.

17.3 Election results will be announced and recorded at the annual general meeting.

**18. Insufficient directors**

18.1 If there is a board vacancy, the remaining office holders may continue the running of the board, but if the number of remaining office holders is less than three they may act only for the purpose of increasing the number of office holders to a minimum of three.

**19. Removal**

19.1 Subject to the Legislation, the voting members of the Association may by ordinary resolution (of which special notice will be given) remove any office holder from the Board.

**20. Resignation**

20.1 An office holder may resign from the Board by giving a written notice of resignation.

**21. Vacation of office**

21.1 Under Legislation an officer must vacate their position if they:

- (1) Become bankrupt or suspends payment or compounds with his or her creditors;
- (2) Become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (3) Are not present (either personally or by an alternate) at 2 consecutive board meetings without special leave of absence;
- (4) Become disqualified from being a officer under the Articles of Incorporation or any order made under the Articles of Incorporation;
- (5) Fail to declare a conflict of interest;
- (6) Are removed from office in accordance with rule 19, or
- (7) Resign from office in accordance with rule 20.

21.2 If the position of an office holder is vacant as a consequence of rules 19, 20 or 21, the remaining office holders may appoint another person to hold a board position.

## **Duties and Powers of the Board**

### **22. Validation of acts of the Board**

- 22.1 The acts of the Board or an office holder are valid despite any defect that may afterwards be discovered in appointment or qualification.

### **23. General business management**

- 23.1 The business of the Association is to be managed by or under the direction of the Board.
- 23.2 The Board may exercise all the powers of the Association except any powers that the Legislation or these By-laws requires the Association to exercise in general meeting.
- 23.3 A rule made or resolution passed by the Association in general meeting does not invalidate any prior act of the Board, which would have been valid if that rule or resolution had not been made or passed.
- 23.3 The Board may engage all such officers and employees as it may consider necessary and regulate their duties and fix their salaries.

### **24. Regulations**

- 24.1 The Board has power from time to time to make, amend or repeal such regulations as are in its opinion necessary and desirable for the proper control, administration and management of the Association's affairs, operations, finances, interests, effects and property.
- 24.2 Any regulations will:

Be subject to the Legislation and these by-laws, and

When in force, be binding on all members and shall have the same effect as these rules.

## **Directors' interests**

### **25. Conflict**

- 25.1 An office holder who holds any position or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as office holder must declare at a meeting of the Board or by written notice the fact and the nature, character and extent of the conflict. This notice will be in writing, recorded at a board meeting and kept in a register of interests.
- 25.2 Upon receiving the notice, the Board may then decide if that office holder is to be excluded from voting on the matter.

## **Remuneration of directors**

### **26. Office Holder's remuneration**

- 26.1 Despite rule 4, no director may receive any remuneration for his or her services in his or her capacity as a director of the Association other than payment of the directors' travelling and other expenses that they properly incur:
- (1) In attending Board meetings or any meetings of committees of directors;
  - (2) In attending any general meetings of the Association, and
  - (3) In connection with the Association's business.
- 26.1 The expenses claim must be submitted to and approved by the Treasurer.
- 26.2 No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to a director of the Association, unless it is regarding:
- 26.3 The payment in good faith of remuneration to a director of the Association in return for money loaned to the Association. The Board will determine the repayment terms for the loan.

## **Indemnity and insurance**

### **27. Indemnity**

- 27.1 To the extent permitted by the Legislation, the Association indemnifies:
- (1) Every person who is or has been a director or officer of the Association, against any liability incurred by that person in his or her capacity as a director or officer of the Association.

## **Board meetings**

### **28. Meetings of the Board**

- 28.1 The Board shall meet before each Annual General Meeting and at any other times determined by it, but must meet at least twice per financial year.
- 28.2 If a member of the Board is unable to attend a meeting, a nominated delegate may be invited to attend on their behalf, provided the Board is notified of this in writing (e-mail) at least one week before the meeting.
- 28.3 A Director of the Board may at any time call an extraordinary general meeting. The Secretary shall, within 21 days of receiving a written request to do so, supported by not less than a third of the board of directors giving reasons for the request, call an extraordinary general meeting of the Association.

### **29. Notice of meeting**

- 29.1 Not less than 7 days' notice must be given to every director of the Board of any meeting specifying the time, place and general nature of the business of such meeting, but where the president considers an emergency exists he/she may take such steps as he/she considers necessary to notify directors of the Board of the proposed meeting despite 7 days' notice not having been given.

### **30. Technology meeting of Board**

30.1 A Board meeting may be held using telephone or by any other technology provided that:

- (1) Each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part in the meeting, and
- (2) At the commencement of the meeting each director must announce his or her presence to all the other directors taking part in the meeting.

30.2 A director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that director has previously obtained the express consent of the chair to leave the meeting.

### **31. Chairing Board meetings**

31.1 The president of the Board is the chair of all meetings of the Board.

31.2 If the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice president of the Board is the chair of the meeting. If the vice president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors of the Board present must elect a director present to chair the meeting.

### **32. Quorum**

32.1 A quorum for a meeting of the Board is one-half in number of its members rounded up to the nearest whole number plus one.

### **33. Passing of Board resolutions**

33.1 A resolution of the Board must be passed by a majority of the votes cast by board members voting on the resolution.

33.2 Every Board member is entitled to one vote.

33.3 The chair has a casting vote if necessary in addition to any vote he or she has as a Board member.

33.4 Board member may request that his “no” or “abstention” vote be recorded in the minutes of the meeting.

### **34. Circulating resolutions**

34.1 The Board may pass a resolution without a Board meeting being held if all the Board members entitled to receive notice of a meeting of the Board sign a document containing a statement or confirm by electronic means that he or she is in favour of the resolution set out in the document.

34.2 Separate copies of a document may be used for signing by directors of the Board if the wording of the resolution and statement is identical in each copy.

34.3 The resolution is passed when the last board member signs or sends the electronic confirmation, and the passing of the resolution must be noted in the minutes of the next Board meeting.

## **Meetings of members**

### **35. Calling of a general meeting**

- 35.1 Except as permitted by law, a general meeting, to be called the annual general meeting (AGM), must be held at least once in every calendar year.
- 35.2 The AGM of the Association shall be held at such time within the year, as the Board of Directors shall determine.
- 35.3 The Board:
- 35.4 May convene an extraordinary general meeting at any time, and
- 35.5 Must, on the requisition of 5% of voting members, or 50 members (whichever is the fewer) convene an extraordinary general meeting of members.
- 35.6 The requisition for an extraordinary general meeting must state the objectives of the meeting, be signed by the requisitionists and be lodged with Board.
- 35.7 If the Board does not within 21 days after the deposit of a valid requisition proceed to convene an extraordinary general meeting of members, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves in the same manner as nearly as possible as that in which meetings are to be convened by the Board, call a meeting, but a meeting so convened shall not be held after the expiration of 3 months from the said date of the deposit of the requisition.

### **36. Persons entitled to notice of general meeting**

- 36.1 Written notice of a meeting of the Association's members must be given to:
- (1) Each member entitled to vote at the meeting;
  - (2) Each director of the Board.
- 36.2 No other person is entitled to receive notice of general meetings.

### **37. How notice is given**

- 37.1 The Association may give the notice of meeting to a member:
- (1) Personally;
  - (2) By sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member;
  - (3) By sending it to the facsimile number or electronic address (if any) nominated by the member;
  - (4) By sending it by other electronic means (if any) nominated by the member.
- 37.2 Any general meeting will be deemed not to be duly convened if the Board or the requisitionists fail to give notice of any general meeting in accordance with this constitution.

### **38. When notice is given**

38.1 Subject to the provisions of the Legislation as to short notice, at least 21 days' notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Association.

### **39. Contents of notice**

39.1 A notice of a general meeting must:

- (1) Set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used);
- (2) State the general nature of the meeting's business;
- (3) If a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution;
- (4) Be worded and presented in a clear, concise and effective manner, and
- (5) Contain a statement setting out the following information:
  - (a) That the member has a right to appoint a proxy, and
  - (b) That the proxy must be a member of the Association.

### **40. Notice of adjourned meeting**

40.1 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

### **41. Quorum**

41.1 A quorum is a simple majority of voting members present, provided that at least 3 Board members are in attendance.

### **42. Chair at general meetings**

42.1 The president of the Board, if present, presides as chair at every general meeting.

42.2 Where a general meeting is held and there is no president of the Board or the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice president of the Board if present presides as chair of the meeting. If the vice president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present may appoint any 1 of their number to be chair of the meeting.

## **Proxies**

### **43. Appointment of proxy**

43.1 A member who is entitled to attend and cast a vote at a meeting of the Association's members may appoint an individual as the member's proxy to attend and vote for the member at the meeting. The proxy must be a member.

43.2 A proxy appointed to attend and vote for a member has the same rights as the member, except that a proxy cannot vote by telephone or electronic means.

#### **44. Document appointing proxy**

44.1 An appointment of a proxy is valid if it contains the following information:

- (1) The name of the member;
- (2) The name of the proxy, and
- (3) Signatures of both the member and the proxy.

44.2 The written appointment of a proxy must be received by the Board at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before any vote is to be taken.

44.3 Proof of identity of the proxy must be given to the Board if required. The Board has discretion to refuse the proxy if the identification is not provided.

#### **Voting at meetings of members**

##### **45. How vote may be exercised**

45.1 Subject to rules 47 and 50 at any general meeting of members, each member present has 1 vote.

45.2 The vote shall be exercised in person or by electronic means as per rule 51.

##### **46. Objections to right to vote**

46.1 A challenge to a right to vote may only be made at the meeting and must be determined by the chair, whose decision is final.

##### **47. How voting is carried out**

47.1 Unless a poll is demanded, a resolution put to the vote at a meeting of the Association's members must be decided by electronic votes lodged in accordance with rule 51. Neither the chair nor the minutes need state the number or proportion of the votes recorded in favour or against. However, a member may request that his vote abstaining or against a motion be recorded in the minutes.

47.2 Unless otherwise required by these By-laws or the Legislation, all resolutions of the Association are ordinary resolutions which are resolutions passed by more than 50% of the votes cast by members present at the meeting and entitled to vote on the resolutions.

##### **48. When a poll is demanded**

48.1 At a meeting of the Association's members, a poll may be demanded by:

- (1) At least 3 members entitled to vote on the resolution, or
- (2) The chair.

48.2 The poll may be demanded:

48.2.1 Before a vote is taken;

48.2.2 Before the voting results on a show of hands are declared, or

48.2.3 Immediately after the voting results on a show of hands are declared.

48.3 A poll vote must include any electronic votes submitted on the resolution in accordance with rule 51.

**49. Chair's casting vote**

49.1 In the case of an equality of votes, the chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a member.

**50. Voting by electronic means**

50.1 A member can vote by electronic means on a resolution, including special resolutions, if:

(1) The notice of the meeting in which the resolution will to be considered includes:

a. the terms of the resolution that will be considered at the meeting;

b. that electronic votes will be accepted on that resolution;

c. the method in which electronic votes will be accepted.

(2) The voting member submits their electronic vote in accordance with the timeframe prescribed by the Board in the Notice of Meeting.

50.2 A vote submitted electronically cannot be revoked or changed by the member.

**Annual general meeting**

**51. Business of an annual general meeting**

51.1 The business of an annual general meeting must include the following, even if not referred to in the notice of meeting

(1) The financial statements for the year;

(2) The Board report.

51.2 All other business transacted at an annual general meeting and all business transacted at any other general meeting or extraordinary general meeting is special business.

51.3 The chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Association.

51.4 At the Annual General Meeting the business shall include the announcement of the results of any new appointments.

## **Minutes**

### **52. Minutes to be kept**

- 52.1 The Association shall keep minutes of all official meetings. The Secretary shall enter therein a record of all proceedings and resolutions followed by acceptance and signature of the President the Board of Directors (or in the absence of the President the meeting Chair).

## **Accounts and Audit**

### **53. Accounts**

- 53.1 The Board must cause proper accounting and other records to be kept in accordance with the Legislation, including with respect to:
- (1) All sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place;
  - (2) All sales and purchases of real and personal property by the Association, and
  - (3) The assets and liabilities of the Association.
- 53.2 The accounts of the Association will be kept at the registered office of the Association or, subject to the Legislation, at such other place as the Board thinks fit, and will always be open to inspection by directors of the Board.
- 53.3** The financial year of the association is from **1 July to 30 June**.
- 53.4 A sub-committee of the President, Treasurer, CFO, and CEO shall be provided financial information electronically to review prior to the Board of Directors meeting.
- 53.5 The Treasurer shall produce a report; a brief statement shall be submitted by the Treasurer at each Board of Directors meetings. The CFO will work with the Treasurer and review all reports before submitted to the AGM.
- 53.6 The bank account shall be opened in the name of the Association and maintained at a financial institution as approved by the Board of Directors. The Board of Directors shall authorize in writing the Treasurer, CFO and CEO, to sign checks on behalf of the Association. The person signing the checks should not be the same person who reconciles the account.
- 53.7 The Board must make available upon request, copies of the yearly financial statements (including every document required by law to be attached to them) to members as required by the Legislation.

### **54. Audit**

- 54.1 The Board shall engage an outside source to provide a review or audit of its financial records will comply with Generally Accepted Accounting Procedures (GAAP).

## **Inadvertent omissions**

### **55. Formalities omitted**

55.1 If some formality required by these By-laws is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the directors that the omission has directly prejudiced any member financially. The decision of the directors is final and binding on all members.

### **56. Alteration to the By-laws:**

- 56.1 Any alterations to these By-laws shall require the approval of not less than two-thirds of the members of the Association present (in person, via remote media access) at the meeting. The Secretary or designee must send the By-law changes to the voting membership in writing via electronic media, fax, or surface mail not less than 28 calendar days before the meeting at which the alteration is to be considered.
- 56.2 At least 21 calendar days clear notice in writing via electronic media, fax, or surface mail, of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary or designee to each member of the Association. No alteration shall be made to this process without approval in writing of the Board of Directors.

### **57. Dissolution**

- 57.1 If the Board, by a simple majority, decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote.
- 57.2 Not less than 21 days' notice (stating the terms of the Resolution to be proposed thereat) shall be given. Such decision shall be confirmed by a simple majority of those present and voting.
- 57.3 The Board shall have the power to dispose of any assets held by or on behalf of the Association. Any assets remaining, after the satisfaction of any proper debts and liabilities, shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Association as the Board may determine. If in so far as effect cannot be given to this provision then to some other charitable purpose.

### **58. Council of International Neonatal Nurses, Inc. Logo**

58.1 The Council of International Neonatal Nurses, Inc. logo is the copyright of the Association and should not be used on publications or any items for sale unless approved by the Board.

Revised (version 5) Approved 17 June 2020 CK/KW  
Revised (version 4) Approved 12 November 2014 CK/KN  
Revised (version 3) Approved 16 November 2011 CK/KN/JZ  
Revised (version 2) Approved 21 June 2009 CK/JZ  
Original Approved 16 March 2006 CK/JZ

## Operational Guidelines

### JOB DESCRIPTIONS

**Chief Executive Officer (CEO):** The CEO/Executive Director position is responsible for working with the Board for strategic planning and to carry out the day to day operations of the Association. This position serves at the pleasure of the Board of Directors and is reviewed annually.

**Chief Financial Officer (CFO):** The CFO position is responsible for maintaining the fiscal health of the association. It is responsible to the CEO and board and is reviewed on an annual basis

**The President:**

Plans, develops, and establishes policies and objectives of business association in accordance with CEO/Executive Director, Board directives, strategic plan, and association charter by performing the following duties personally or through designees.

**The Vice President:**

Works closely with the President and other members of the board to plan, develop, and establish policies and objectives of the association in accordance with the CEO/Executive Director, Board directives, strategic plan, and the association charter. This person fills in for the President as required.

**The Secretary:**

Works with the President and CEO/Executive Director to craft and disseminate Association correspondence as needed. Keeps official Association records and executes administrative policies determined by or in conjunction with other officials by performing the following duties.

**The Treasurer:**

Works with the CEO and CFO to prepare documents for all financial audits. Provides a written treasurer's report to the board of directors on a quarterly basis and for each meeting. Has custody of all financial reports and records of the Association and works closely with the other elected officials to execute administrative policies by performing the following duties.

**The Secretariat:**

A ruling of the Board of Directors with a simple majority vote may make the appointment of a secretariat for the purpose of carrying out of the business of the Association.

If appointed the secretariat works under the direction of the President or as delegated by the President.

The Board of Directors in line with the financial status of the Association determines the fees payable to the secretariat.

The secretariat may be appointed for a fixed term or on a renewable annual basi

