

**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

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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 and care for the benefit of the global public.

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 associations.
- (4) Foster the development of national associations.
- (5) Write and publish documents which contribute to the support and development of neonatal 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 registered nurses, registered midwives, nurse practitioners and enrolled nurses working with neonates and families; 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 Additional categories of members, if recommended by the Board, may be created from time to time by the members at a general meeting.

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 upon:

- (1) An individual who has been nominated by a proposer and seconder, both of whom must be members. A member may not propose or second himself.

- (2) On receipt of a nomination, delivered to the Secretary for consideration by the Board and must be 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, in the opinion of the Board (directors of the Board having an interest in the nomination having declared that interest and abstained from voting) the nominee is distinguished by their contribution to neonatal nursing international or the Association and worthy of the distinction, the member will be conferred with honorary membership.

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, Individuals and Honorary Members 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 Corporate membership will not confer any voting rights of the Association nor can a corporate member hold office on the Board.

8. Applications for Membership

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

8.2 An individual may apply for membership of COINN by submitting an application form approved by the board, signed by the applicant, and lodged with the secretary of the Association. The application must be accompanied by the annual membership dues as set by the board.

8.3 A Corporation may apply for membership of COINN by submitting a written application to the Secretary, outlining synergies between the corporation and COINN. The Board shall decide on corporation membership to the Association and approve members of the Association that meet the qualifications for membership.

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

8.6 The Secretary shall maintain a register in which the names and addresses of all the members of the Association 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 remains 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;
- 11.2 As a result of a member association, 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, Individual or Corporation in question ceases to meet the qualifications for membership as laid down in these by-laws;
 - (2) The Member Association, 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, 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, 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 to the Secretary 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 directors 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, 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, an Individual Member or an Honorary Member.
- 16.2 Each director will be elected for a term of 3 years, or until earlier retirement or removal by a simple majority vote of the Board. Each member of the board is, subject to these by-laws, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 16.3 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 Non-office holder positions will be open to election from members of the association.
- 16.5 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.
- 16.6 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.
- 16.7 The Board of Directors is charged with managing the business, financial affairs, and running of the Association in accordance with the Association By-laws.
- 16.8 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 for election as a non-office holder director on the Board must be proposed by a member and be seconded by another member. The candidate cannot propose or second himself.
- 17.2 A nomination of a candidate for election must:
- (1) Be in writing;
 - (2) Be signed by the candidate, and
 - (3) Be signed by the proposer and seconder.
- 17.3 A nomination of a candidate for election must be lodged with the Secretary at least 30 days before the annual general meeting of the Association.
- 17.4 Candidates are to provide responses to the 'candidate questions for elections' on the nomination form in 11 point font, no more than two A4 pages, as to their suitability to become a director.

17.5 Election of non-office holder directors will be by postal ballot and/or electronic ballot and/or show of hands at the annual general meeting.

18. Time appointment or retirement takes effect

18.1 Subject to the election result being declared by the chair of the annual general meeting, the elected directors will take office and the retiring directors will retire at the conclusion of that meeting.

19. Insufficient directors

19.1 If there is a vacancy in the office of a director, the remaining directors may act, but if the number of remaining directors is less than three they may act only for the purpose of increasing the number of directors to three and convening a general meeting of the Association.

20. Removal

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

21. Resignation

21.1 A director of the Association may resign as a director of the Board of the Association by giving a written notice of resignation to the Association at its registered office.

22. Vacation of office of director of the Board of Directors

22.1 In addition to any other circumstances in which the office of a director of the Board becomes vacant under the Legislation, the office of a director of the Board becomes vacant if the director of the Board:

- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
- (2) Becomes 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) Is not present (either personally or by an alternate) at 2 consecutive meetings of directors without special leave of absence from the directors and the directors declare his or her seat to be vacant;
- (4) Becomes disqualified from being a director under the Act or any order made under the Act;
- (5) Is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of his interest in the manner required by the Act;
- (6) Is removed from office in accordance with rule 20, or
- (7) Resigns from office in accordance with rule 21.

22.2 If the position of a director of the Board is vacant as a consequence of rules 20, 21 or 22.1, the remaining directors may appoint another person to hold office as a director

of the Board in the place of the director so removed. The person appointed will hold office only until the time when the person removed would have retired.

Duties and Powers of Board of Directors

23. Validation of acts of Board of Directors

23.1 The acts of the Board or a director are valid despite any defect that may afterwards be discovered in appointment or qualification.

24. General business management

24.1 The business of the Association is to be managed by or under the direction of the Board.

24.2 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.

24.3 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.

24.4 The Board may engage all such officers and employees as it may consider necessary and regulate their duties and fix their salaries.

25. Regulations

25.1 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.

25.2 Any regulations will:

- (1) Be subject to the Legislation and these by-laws, and
- (2) When in force, be binding on all members and shall have the same effect as these rules.

Directors' interests

26. Conflict

26.1 A director who holds any office 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 director must declare at a meeting of the Board of the Association or by written notice to the secretary of the Association the fact and the nature, character and extent of the conflict. This notice will be in writing, recorded at a directors meeting and kept in a register of interests.

26.2 Upon receiving the notice the Board may then decide if that director is to be excluded from voting on the matter.

Remuneration of directors

27. Directors' remuneration

27.1 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.

27.2 The expenses claim must be submitted to and approved by the Treasurer.

27.3 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:

- (1) The payment in good faith of remuneration to a director of the Association in return for money loaned to the Association. The repayment terms for the loan will be determined by the Board.

Indemnity and insurance

28. Indemnity

28.1 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 of Directors meetings

29. Meetings of the Board of Directors

29.1 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.

29.2 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.

29.3 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.

30. Notice of meeting

30.1 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.

31. Technology meeting of Board of Directors

31.1 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.

31.2 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.

32. Chairing Board of Directors meetings

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

32.2 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.

33. Quorum

33.1 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.

34. Passing of Board of Directors resolutions

34.1 A resolution of the Board must be passed by a majority of the votes cast by directors of the Board voting on the resolution.

34.2 Every director of the Board is entitled to one vote.

34.3 The chair has a casting vote if necessary in addition to any vote he or she has as a director of the Board.

34.4 A director may request that his “no” or “abstention” vote be recorded in the minutes of the meeting.

35. Circulating resolutions

35.1 The Board may pass a resolution without a Board meeting being held if all the directors of the Board 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.

35.2 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.

35.3 The resolution is passed when the last director 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

36. Calling of a general meeting

- 36.1 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.
- 36.2 The AGM of the Association shall be held at such time within the year as the Board of Directors shall determine. When holding an international conference, the annual meeting will convene during that time.
- 36.3 The Board:
- (1) May convene an extraordinary general meeting at any time, and
 - (2) Must, on the requisition of 5% of voting members, or 50 members (whichever is the fewer) convene an extraordinary general meeting of members.
- 36.4 The requisition for an extraordinary general meeting must state the objects of the meeting, be signed by the requisitionists and be lodged with the Secretary.
- 36.5 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.

37. Persons entitled to notice of general meeting

- 37.1 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.
- 37.2 No other person is entitled to receive notice of general meetings.

38. How notice is given

- 38.1 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.
- 38.2 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.

39. When notice is given

39.1 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.

40. Contents of notice

40.1 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.

41. Notice of adjourned meeting

41.1 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.

42. Quorum

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

43. Chair at general meetings

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

43.2 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

44. Appointment of proxy

44.1 A member who is entitled to attend and cast a vote at a meeting of the Society'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.

44.2 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.

45. Document appointing proxy

45.1 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.

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

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

Voting at meetings of members

46. How vote may be exercised

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

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

47. Objections to right to vote

47.1 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.

48. How voting is carried out

48.1 Unless a poll is demanded, a resolution put to the vote at a meeting of the Association's members must be decided on a show of hands together with any 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.

48.2 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.

49. When a poll is demanded

49.1 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.

49.2 The poll may be demanded:

- (1) Before a vote is taken;
- (2) Before the voting results on a show of hands are declared, or

(3) Immediately after the voting results on a show of hands are declared.

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

50. Chair's casting vote

50.1 In the case of an equality of votes, whether on a show of hands or on a poll, 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.

51. Voting by electronic means

51.1 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.

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

Annual general meeting

52. Business of an annual general meeting

52.1 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 Directors' report.

52.2 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.

52.3 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.

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

Minutes

53. Minutes to be kept

- 53.1 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

54. Accounts

- 54.1 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.
- 54.2 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.
- 54.3 The financial year of the association is from **1 July to 30 June**.
- 54.4 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.
- 54.5 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.
- 54.6 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.
- 54.7 The Board must distribute copies of the yearly financial statements (including every document required by law to be attached to them) to members as required by the Legislation.

55. Audit

- 55.1 The Board shall engage an outside source to provide a review or audit of its financial records no less than each five years. The financial review will comply with Generally Accepted Accounting Procedures (GAAP).

Inadvertent omissions

56. Formalities omitted

56.1 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.

57. Alteration to the By-laws:

57.1 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 By-law changes must be sent by the Secretary or designee 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.

57.2 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.

58. Dissolution

58.1 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.

58.2 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.

58.3 The Board of Directors 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.

59. Council of International Neonatal Nurses Logo

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

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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:

The appointment of a secretariat for the purpose of carrying out of the business of the Association may be made by a ruling of the Board of Directors with a simple majority vote.

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

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

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