

Agenda Item # 9.8
Submitted by: Kathy Thomas
Board Meeting: July 20-21, 2006

**National Council of State Boards of Nursing Annual Meeting
August 1-4, 2006**

Summary:

The Annual Meeting and Delegate Assembly meeting of the National Council of State Boards of Nursing will be held in August 1-4, 2006 in Salt Lake City, Utah.

The Summary of Recommendations to the 2006 Delegate Assembly and the slate of officers are attached.

Recommended Action:

Move to direct the Delegates to vote on these issues after hearing and considering the discussion on the issues.

Summary of Recommendations To the 2006 Delegate Assembly

This document provides a summary of recommendations that the NCSBN Board of Directors, the Examination Committee, and the Committee on Nominations propose to the 2006 Delegate Assembly. Additional recommendations may be brought forward during the 2006 Annual Meeting.

Board of Directors

1. Adopt the proposed revisions to the bylaws of NCSBN.

Rationale

The Bylaws Committee worked jointly with the Governance & Leadership Advisory Panel to develop recommendations in fulfillment of the strategic initiative to enhance the organizational culture to support change and innovation. The proposed bylaw revisions were developed and revised with feedback from the membership and Board of Director debate to impact the organization's ability to be progressive, creative, and responsive to change.

Fiscal Impact

Four additional Board Members: \$20,000 per year.
Leadership Succession Committee: \$33,000 per year.
Associate Membership Dues: Unknown at this time.

2. Adopt the proposed language to the NCSBN Model Practice Act regarding criminal background checks.

Rationale

P.L. 92 – 544 states the criteria necessary for board authorization to access FBI fingerprinting data. The proposed language amends *Model Nursing Practice Act (MNPA)*, Article IV, Section 5, Powers and Duties of the Board, to add specific language that addresses the requirements of P.L.92 – 544. The second proposed amendment to MNPA Article IV adds language regarding how to use criminal background check information in licensure decision-making. The third addition is to add definitions to Article III. These additions will make the MNPA Model Nursing Practice Act adopted by the 2004 Delegate Assembly congruent with the *Model CBC Process for Boards of Nursing* adopted by the 2005 Delegate Assembly.

Fiscal Impact

Publication costs incorporated into the FY07 budget.

3. Adopt the proposed standard for drug screening.

Rationale

There are no national standards for drug screening. Each board and laboratory has established their own testing criteria based on their needs and experience. The proposed standard was developed

after a study of the literature to review the parameters used for drug screening, a survey of member boards, and consultation with experts in the field. Developing consistent standards will decrease the variation between jurisdictions and facilitate the collaboration between boards of nursing and alternative programs.

Fiscal Impact

None

Examination Committee

1. Adopt the proposed 2007 NCLEX-RN Test Plan.

Rationale

The Examination Committee reviewed and accepted the *Report of Findings from the 2005 RN Practice Analysis: Linking the NCLEX-RN® Examination to Practice* (NCSBN, 2006) as the basis for recommending revisions to the 2004 *NCLEX-RN® Test Plan* to the Delegate Assembly. Empirical evidence from the practice analysis, feedback from the Member Boards of Nursing, and the professional judgment of the Examination Committee provide support for the recommendation to the Delegate Assembly to adopt the proposed 2007 *NCLEX-RN® Test Plan*.

Fiscal Impact

Publication costs incorporated into FY07 budget.

Committee on Nominations

1. Adopt the 2007 Slate of Candidates.

Rationale

The Committee on Nominations has prepared the 2006 Slate of Candidates with due regard for the qualifications required by the positions open for election, fairness to all nominees, and attention to the goals and purpose of the NCSBN. Full biographical information and personal statement for each candidate is posted in the Business Book under the Report of the Committee on Nominations. Candidates will present himself or herself at the Candidate's Forum on Tuesday, August 1, 2006.

Fiscal Impact

Incorporated into the FY07 budget.

2006 Slate of Candidates

The following is the slate of candidates developed and adopted by the Committee on Nominations. Each candidate profile is taken directly from the candidate's nomination form. The Candidate Forum will provide the opportunity for candidates to address the 2006 Delegate Assembly on Tuesday, August 1 from 10:35 am – 12:00 p.m.

Board of Directors

President

Faith Fields Arkansas..... Area III
Polly Johnson North Carolina Area III

Vice President

Shirley Brekken Minnesota Area II
Randall Steven Hudspeth Idaho..... Area I
Judith Personett..... Washington..... Area I
Laura Skidmore Rhodes West Virginia-RN Area II

Treasurer

Constance Kalanek..... North Dakota Area II
Ruth Ann Terry California-RN Area I

Area III Director

Rose Kearney-Nunnery South Carolina..... Area III

Director-at-Large (two positions)

Gino Chisari Massachusetts..... Area IV
Rachel Gomez Texas Area III
Cheryl Lynn Koski Wyoming..... Area I
Kathy Malloch Arizona Area I
Elizabeth Stullenbarger Alabama Area III

Committee on Nominations

Area III

Janice I. Hooper Texas Area III
Emily Pharr Mississippi Area III

Area IV

Emmaline Woodson..... Maryland Area IV

NCSBN Bylaws

Revisions adopted - 8/29/87
Amended - 8/19/88
Amended - 8/30/90
Amended - 8/01/91
Revisions adopted - 8/05/94
Amended - 8/20/97
Amended - 8/8/98
Revisions adopted - 8/11/01
Amended - 08/07/03

Article I

■ Name

The name of this organization shall be the National Council of State Boards of Nursing, Inc. (the "National Council") (NCSBN).

Article II

■ Purpose and Functions

Section 1. Purpose. The purpose of the National Council NCSBN is to provide an organization through which state boards of nursing act and counsel together on matters of common interest and concern affecting the public health, safety and welfare, including the development of licensing examinations in nursing.

Section 2. Functions. The National Council's NCSBN's functions shall include, but not be limited to providing services and guidance to its members in performing their regulatory functions regarding entry into nursing practice, continued safe nursing practice and nursing education programs. The National Council NCSBN provides Member Boards with examinations and standards for licensure and credentialing; promotes uniformity in standards and expected outcomes in nursing practice and education as they relate to the protection of the public health, safety and welfare; provides information, analyses and standards regarding the regulation of nursing practice and nursing education; promotes the exchange of information and serves as a clearinghouse for matters related to nursing regulation.

Article III

■ Members

Section 1. Definitions.

- a) *State Board of Nursing.* A *state board of nursing* is the governmental agency empowered to license and/or regulate practical/vocational, registered or advanced practice nursing practice in any state, territory or political subdivision of the United States of America.
- b) *Member Board.* A *Member Board* is a state board of nursing, which is approved by the Delegate Assembly as a member of NCSBN.
- c) *Associate Member.* An *Associate Member* is a nursing regulatory body or empowered nursing regulatory authority or an association thereof in another country or territory, which is approved by the Board of Directors as an Associate Member of NCSBN.

Section 2. Qualifications Member Board Eligibility. To qualify for approval, as a Member Board, Any a state board of nursing that regulates registered nurses and/or practical nurses must that agrees to use one or more National Council Licensure Examination(s) (NCLEX®) for licensure of registered nurses and/or practical nurses, and execute a membership agreement with NCSBN specifying under the terms and conditions specified by the National Council and pays the required fees may be a member of the National Council ("Member Board") for the use of the NCLEX® examination(s).

Section 3. Admission. A state board of nursing shall become a member of the National Council NCSBN and be known as a Member Board upon approval by the Delegate Assembly, as described in Article IV, payment of the required fees, and execution of a contract for using the NCLEX® examination, where applicable.

Section 4. Areas. The Delegate Assembly shall divide the membership into numbered geographical areas. At no time shall the number of areas be less than three nor more than six. New members shall be assigned to existing areas by the Board of Directors. The purpose of this division is to facilitate communication, encourage regional dialogue on National Council NCSBN issues and provide promote diversity of representation on the Board of Directors and on committees throughout the organization.

Section 5. Fees. The annual member membership fees, as for a Member Board shall be set by the Delegate Assembly. shall be payable each October 1 The annual membership fees for Associate Members shall be set by the Board of Directors. To remain a member in good standing, members must pay the annual membership fee by October 1 each year.

Section 6. Privileges. Membership Member Board privileges include, but are not limited to the right to vote as prescribed in these bylaws and the right to assist in the development of the NCLEX® examination, except that a Member Board that uses both the NCLEX® examination and another examination leading to the same license shall not participate in the development of the NCLEX® examination to the extent that such participation would jeopardize the integrity of the NCLEX® examination.

Section 7. Noncompliance.

- a) Any Member Board member whose fees remain unpaid after January 15 October 1 is not in good standing. Any Member Board which member who does not comply with the provisions of the bylaws and contracts of the National Council and, where applicable, the membership agreement shall be subject to immediate review and possible termination by the Board of Directors.
- b) The Board of Directors may terminate the membership of any Associate Member, with or without cause, when in their judgment the best interests of NCSBN will be served thereby.

Section 8. Appeal. Any A Member Board may appeal the termination of its membership by the Board of Directors is subject to appeal to the Delegate Assembly, which may reinstate the membership by majority vote.

Section 9. Reinstatement. A Member Board Any member in good standing that chooses to terminate membership shall be required to pay only the current fee as a condition of future reinstatement. Any membership, which has been terminated for nonpayment of fees, shall be eligible for reinstatement to membership upon payment of the current fee and any delinquent fees.

Article IV

■ Delegate Assembly

Section 1. Composition.

- a) *Designation of Delegates.* The Delegate Assembly shall be comprised of no more than two delegates designated by each Member Board as provided in the Standing Rules of the Delegate Assembly (Standing Rules). An alternate, duly appointed by a Member Board, may replace a delegate and assume all delegate privileges.
- b) *Qualification of Delegates.* Board Mmembers of Member Boards and employees of Member Boards shall be eligible to serve as delegates until their term or their employment with a Member Board ends. An National Council officer or director NCSBN officer or director may not represent a Member Board as a delegate.
- c) *Term.* Delegates and alternates serve from the time of appointment until replaced.

Section 2. Voting.

- a) *Delegate Assembly Session of the Annual Meeting.* Each Member Board shall be entitled to two votes. The votes may be cast by either one or two delegates. There shall be no proxy or absentee voting. A Member Board with no delegate present at the Delegate Assembly session at of the Annual Meeting is not eligible to vote by proxy or absentee ballot.
- b) *Special Meetings Sessions.* A Member Board may choose to vote by proxy at any special session of the Delegate Assembly. A proxy vote shall be conducted by distributing to Member Boards a proxy ballot listing a proposal requiring either a yes or no vote. A Member Board may authorize the corporate secretary of the National Council NCSBN or a delegate of another Member Board to cast its votes.

Section 3. Authority. The Delegate Assembly the membership body of the National Council, shall provide direction for the National Council through resolutions and enactments, including adoption of the mission and strategic initiatives, at any Annual Meeting or special session. shall adopt the mission, and develop and bring forth recommendations through debate and resolutions to the Board of Directors regarding the regulation of nursing practice and nursing education. The Delegate Assembly shall approve all new National Council NCSBN Member Board memberships; approve the substance of all NCLEX® examination contracts between the National Council NCSBN and Member Boards; adopt test plans to be used for the development of the NCLEX® examination; approve the NCLEX® examination test service; elect the Board of Directors; elect the Leadership Succession Committee; approve amendments to the bylaws; adopt any plan of dissolution; and establish the fee for the NCLEX® examination.

Section 4. Annual Meeting. The National Council NCSBN Annual Meeting shall be held at a time and place as determined by the Board of Directors. The Delegate Assembly sessions shall meet be held each year during the Annual Meeting. The official call to that meeting, giving the time and place, shall be conveyed to each Member Board member at least 90 days before the Annual Meeting. In the event of a national emergency, the Board of Directors by a two-thirds vote may cancel the Annual Meeting and shall schedule a meeting session of the Delegate Assembly as soon as possible to conduct the business of the National Council NCSBN.

Section 5. Special Session. The Board of Directors may call, and upon written petition of at least ten Member Boards made to the Board of Directors, shall call a special session of the Delegate Assembly. Notice containing the general nature of business to be transacted and date and place of said session shall be sent to each Member Board member at least ten days before the date for which such special session is called.

Section 6. Quorum. The quorum for conducting business at any session of the Delegate Assembly shall be at least one delegate from a majority of the Member Boards and two officers members of the Board of Directors, including the president or the president's designee, present in person. or, iIn the case of a special session, delegates may be present by proxy.

Section 7. Standing Rules. The Board of Directors shall present and the Delegate Assembly shall adopt Standing Rules for each Delegate Assembly meeting session.

Section 8. Participation in Delegate Assembly Sessions.

- a) *Public Session.* All sessions of the Delegate Assembly shall be open to the public unless the Delegate Assembly votes to go into executive session by a majority vote of the delegates present at the session. Members shall have the right, subject to the Standing Rules of the Delegate Assembly, to speak at all open sessions and forums of the Delegate Assembly, provided that only Member Board delegates shall be entitled to vote; and only Member Board delegates and members of the Board of Directors may make motions at the Delegate Assembly sessions.

b) *Executive Session.* The Board of Directors or Member Board delegates may call for an executive session during the Delegate Assembly session, provided that the minutes reflect the purpose of, and any action taken in, executive session. Executive session attendance shall include Member Board delegates and the Board of Directors, or as otherwise specified by the Board of Directors.

Article V

■ Officers and Board of Directors

Section 1. *Composition.* The Board of Directors shall consist of 13 elected officers and directors of NCSBN.

Section 1 2. *Officers.* The elected officers of the National Council NCSBN shall be a president, a vice-president and a treasurer.

Section 2 3. *Directors.* There shall be ten elected directors of the National Council NCSBN, shall consist of two directors-at-large and a director from each Area including a person external to the organization.

Section 3 4. *Qualifications for Board of Directors.*

a) *Officers and Directors.* Board Members of Member Boards and employees of Member Boards shall be eligible to serve as National Council NCSBN officers and directors. until their term or their employment with a Member Board ends. Members of a Member Board who become permanent employees of a Member Board will continue their eligibility to serve.

b) *Director External to the Organization.* Persons external to NCSBN and the membership, whose background and expertise compliments the other positions on the Board of Directors and is congruent with the mission and vision of NCSBN, may be elected as the director external to the organization based on the specific needs of NCSBN.

Section 4 5. *Qualifications for President.* The president shall have served National Council NCSBN as either a delegate, a committee member, a director or an officer before being elected to the office of president.

Section 5 6. *Election of Officers and Directors.*

a) *Time and Place.* Election of Officers and directors shall be by ballot of elected by the Delegate Assembly during the Annual Meeting session of the Delegate Assembly. during the Annual Meeting. Three directors from the Member Boards shall be elected at each Annual Meeting, in addition to one officer. Election of the president, vice-president and treasurer shall be staggered such that one officer and three directors are elected annually. The director external to the organization shall be elected every third year.

b) *Officers and Directors-at-Large.* Officers and directors-at-large shall be elected by majority vote of the Delegate Assembly Voting. Voting shall be conducted in accordance with these bylaws and the Standing Rules. The report of the Leadership Succession Committee shall be read at the first session of the Delegate Assembly during the Annual Meeting. At that time, additional nominations may be made from the floor. No name shall be placed in nomination without the written consent of the nominee. Write-in votes shall be prohibited. Candidates receiving the highest number of votes shall be elected to fill the open positions.

c) *Area Directors.* Each Area shall elect its Area director by majority vote of the delegates from each such Area.

d) *c Run-Off Balloting.* If a candidate for officer or director does not receive a majority vote on the first ballot, In the event of a tie for an officer or director position to be filled in any given election, re-balloting shall be limited to the two those candidates receiving the highest numbers of votes for each position who were tied. In the case of a tie on the reballoting re-balloting, the final selection shall be determined by lot.

e) *Voting.* Voting for officers and directors shall be conducted in accordance with these bylaws and the Standing Rules. Write-in votes shall be prohibited.

Section 6 7. Terms of Office. The president, vice-president, treasurer and Area directors shall be elected

a) *Officer and Director Terms.* All members of the Board of Directors shall serve for a term of two three years or until their successors are elected. Directors-at-large shall be elected for a term of one year or until their successors are elected. The president, vice-president and treasurer shall be elected in even-numbered years. The Area directors shall be elected in odd-numbered years. Officers and directors shall assume their duties at the close of the Annual Meeting of the Delegate Assembly at which they are elected. No person shall serve more than four six consecutive years as a member of the Board of Directors in the same position, or hold more than one officer position or director position at the same time.

b) *Extended Eligibility.* Employees of Member Boards shall be eligible to serve as NCSBN officers and directors until their employment with the Member Board ends. A board member from a Member Board, who ceases to be a member of a Member Board prior to the end of his or her term as an NCSBN officer or director, can petition the Board of Directors to complete the term to which he or she was elected.

Section 7 8. Limitations. No person may hold more than one officer position or directorship at one time. No officer or director candidate for or member of the Board of Directors shall hold an elected or appointed office or a salaried position in a state, regional or national association or body if the office or position might result in a potential or actual, or the appearance of, a conflict of interest with the National Council NCSBN, as determined by the Leadership Succession Committee on Nominations before election to office and as determined by the Board of Directors after election to office. If incumbent officers or directors stand for election for another office or director position, the term in their current position shall terminate at the close of the Annual Meeting at which the election is held. An officer or director, who runs for another position on the Board of Directors, can maintain his or her current position on the Board of Directors while running for the new position and, if not elected, can complete the term of his or her current position.

Section 8 9. Vacancies.

a) *Officer Vacancy.* A vacancy in the office of president shall be filled by the vice-president for the remainder of the president's term. Vacancies in other officer positions shall be filled by the Board of Directors for the remainder of the officer term.

b) *Director Vacancy.* A vacancy in any non-officer director position shall be filled by appointment by the Board of Directors. The Board of Directors shall fill all other vacancies by appointment. The person filling the vacancy of a director shall serve until the next Annual Meeting of the Delegate Assembly and a successor is elected. The Delegate Assembly shall elect a person to fill any the remainder of the term.

Section 9 10. Responsibilities of the President. The president shall preside at all meetings sessions of the Delegate Assembly and meetings of the Board of Directors; assume exercise all powers and duties customarily incident to the office of president; and speak on behalf of and communicate the policies of the National Council NCSBN.

Section 10 11. Responsibilities of the Vice-President. The vice-president shall assist the president, perform the duties of the president in the president's absence, and fill any vacancy in the office of the president until the next Annual Meeting for the remainder of the president's term.

Section 11 12. Responsibilities of the Treasurer. The treasurer shall serve as the chair of the Finance Committee and shall assure that quarterly reports are presented to the Board of Directors, and that annual financial reports are provided to the Delegate Assembly membership.

Section 13. Responsibilities of the Board of Directors. The Board of Directors shall hire, support, and evaluate the Chief Executive Officer; annually assess the overall performance of the Board of Directors;

approve all Associate Members; respond to recommendations from the Delegate Assembly in a manner that is consistent with the mission, vision, and strategic direction as well as the resources of the organization; and report the actions taken to the membership.

Article VI

□ Board of Directors

■ **Section 1. *Composition.*** The Board of Directors shall consist of the elected officers and directors of the National Council

Section 2 14. *Authority.* The governance of the corporation is vested in the Board of Directors shall transact the business and affairs and act on behalf of the National Council except to the extent such powers are reserved to the Delegate Assembly as set forth in these bylaws. and provided that none of the Board's acts shall conflict with resolutions or enactments of the Delegate Assembly. The Board of Directors is responsible for (a) implementing the corporation's mission; (b) determining and overseeing the corporation's vision, priorities, values, organizational planning and adherence to applicable legal, ethical, moral, and fiduciary integrity standards; and (c) assuring the availability and appropriate allocation of resources to fulfill the corporation's mission, vision, and priorities. The Board of Directors shall provide an annual report annually to the Delegate Assembly membership.

Section 3 15. *Meetings of the Board of Directors.* The Board of Directors shall hold its annual meeting in association with the Annual Meeting of NCSBN. The Board of Directors may schedule other regular meetings of the Board of Directors at other such times and places as determined by the Board of Directors and subject to notice as required by these bylaws, as necessary to accomplish the work of the Board of Directors. Publication of the dates for such regular meetings in the minutes of the Board of Directors meeting at which the dates are selected shall constitute notice of the scheduled regular meetings. Special meetings of the Board of Directors may be called by the president or shall be called upon written request of at least three members of the Board of Directors. At least twenty-four hour notice shall be given to each member of the Board of Directors of a special meeting. The notice shall include a description of the business to be transacted.

Section 4 16. *Removal from Office the Board of Directors.* A member of the Board of Directors may be removed with or without cause by a two-thirds vote of the Delegate Assembly. The Board of Directors may remove any member of the Board of Directors, from office upon conviction of a felony, gross misconduct, failure to perform, dereliction of duties or conflict of interest with or without cause, by a two-thirds vote when in their judgment, the best interests of NCSBN will be served thereby. of the Board of Directors. The individual shall be given 30 days' written notice of the proposed removal.

Section 5 17. *Appeal.* A member of the Board of Directors who has been removed by from the Board of Directors may appeal to the Delegate Assembly at its next Annual Meeting. Such individual may be reinstated by a two-thirds vote of the Delegate Assembly.

Article VII VI

■ Nominations and Elections Leadership Succession Committee

Section 1. *Leadership Succession Committee on Nominations*

- a) **Composition.** The Leadership Succession Committee on Nominations shall be comprised of one person from each Area shall be comprised of eight members elected by the Delegate Assembly. Four of the eight elected positions shall be designated members to include a past Board of Directors member, a current or former NCSBN committee chair, a board member of a Member Board and an employee of a Member Board. The remaining four at large members shall be elected from board members of Member Boards and employees of Member Boards. Committee members shall be members or employees of Member Boards within the Area.
- b) **Term.** The term of office shall be two years. One-half of the A member of the Leadership Succession Committee members shall serve for a two year term or until a successor is elected. A member shall

- serve no more than two consecutive terms. be elected in even numbered years and one-half in odd number years. Committee Mmembers shall assume their duties at the close of the Annual Meeting at which they are elected.
- c) *Election.* The Four Committee members shall be elected by plurality vote of the Delegate Assembly at the each Annual Meeting in accordance with the following schedule: election of the past Board of Director member and the employee of a Member Board shall occur on even years; and election of a current or former NCSBN committee chair and the board member of a Member Board shall occur on odd years, such that two designated members and two at large members are elected during each Annual Meeting. The member receiving the highest number of votes shall serve as vice-chair in the first year of the member's term and as chair in the second year of the term.
 - d) *Limitations.* A member of elected or appointed to the Leadership Succession Committee on Nominations may not be nominated for an officer or director position during the term for which that member was elected or appointed.
 - e) *Vacancy.* A vacancy occurring in on the committee shall be filled from the remaining those still eligible candidates from in the Area category in which the vacancy occurs, in order of the votes received. If no remaining candidates from an Area can serve there is no eligible candidate, the Board of Directors shall fill the vacancy with appoint an individual from the Area who meets the qualifications of Section 1a. of this Article. If the vacancy is the chair, the other person serving the second year of a two-year term shall be the chair. If the vacancy is the vice-chair, the other person serving the first year of a two-year term shall become the vice-chair. The person filling the vacancy shall and requirements to serve the remainder of the committee member term.
 - f) *f) Duties.* The Committee on Nominations shall consider the qualifications of all nominees for officers and directors and the Committee on Nominations and present a slate of qualified candidates for vote at the Annual Meeting. The Committee's report shall be read at the first session of the Delegate Assembly, when additional nominations may be made from the floor. No name shall be placed in nomination without the written consent of the nominee. The Leadership Succession Committee shall develop and recommend principles and practices of leadership development throughout the organization; recommend strategies for the ongoing sustainability and advancement of the organization through leadership succession planning; select a diverse slate of candidates through evaluation of qualifications and geographic distribution for inclusion on a ballot for the election of the Board of Directors and the Leadership Succession Committee.
 - g) *Eligibility.* Any board member of a Member Board or employee of a Member Board is eligible to serve as a member of the Leadership Succession Committee. Any committee member whose eligibility status changes during his or her term, can petition the Board of Directors for approval to complete his or her committee term.

Article VIII VII

■ Meetings, Communications, Transacting Business

Section 1. Participation

a) *Delegate Assembly Session.*

b) *Member Boards.* Members and employees of Member Boards shall have the right, subject to the Standing Rules of the Delegate Assembly, to speak at all open sessions and forums of the Delegate Assembly, provided that only delegates shall be entitled to vote and only delegates and members of the Board of Directors may make motions at the Delegate Assembly, except the Examination Committee may bring motions to approve test plans pursuant to Article X, Section 1(a).

(i) *Public.* All sessions of the Delegate Assembly held in accordance with Sections 4 and 5 of Article IV of these bylaws shall be open to the public, except executive sessions, provided that the minutes reflect the purpose of, and any action taken in, executive session.

Delegate Assembly Forums. Participation in forums conducted in association with the Annual Meeting shall be governed by the Standing Rules of the Delegate Assembly.

c) **Section 1. Meetings.** The Board of Directors, Delegate Assembly and National Council, including all committees thereof of NCSBN, may establish methods of conducting its business at all other meetings consistent with the bylaws provided that the meetings of the Board of Directors and committees are open to board members of Member Boards and employees of Member Boards.

d) **Section 2. Interactive Communications.** Board of Director and committee Mmeetings may be held with one or more participants attending by telephone conference call, videoconference or other interactive means of conducting conference communications constitute meetings where valid decisions may be made. by which all persons can participate in the meeting. Participation pursuant to such means shall constitute the person's presence at the meeting. A written record documenting that each member was given notice of the meeting, minutes reflecting the names of participating members and a report of the roll call on each vote shall be distributed to all members of the group and maintained at the National Council NCSBN Office.

e) **Section 3. Manner of Transacting Business.** To the extent permitted by law and these bylaws, business may be transacted by electronic communication or by mail, in which case a report of such action shall be made part of the minutes of the next meeting.

Article IX VIII

■ Chief Executive Director Officer

Section 1. Appointment and Removal. The Chief Executive Officer Director shall be appointed by the Board of Directors. The selection appointment or termination removal of the Chief Executive Officer Director shall be by a majority vote of the Board of Directors.

Section 2. Authority. The Chief Executive Officer Director shall serve as the agent and chief administrative officer of the National Council NCSBN and shall possess the authority and shall perform all duties incident to the office of Chief Executive Officer, Director including the management and supervision of the office, programs and services of NCSBN; National Council the disbursement of funds; and execution of contracts (subject to such limitations as may be established by the Board of Directors). The Chief Executive Officer Director shall serve as corporate secretary and oversee maintenance of all documents and records of the National Council NCSBN and shall perform such additional duties as may be defined and directed by the Board of Directors.

Section 3. Evaluation. The Board of Directors shall conduct an annual written performance appraisal of the Chief Executive Officer Director, and shall set the Chief Executive Officer's Director's annual salary compensation.

Article X IX

■ Committees

Section 1. Standing Committees. The Board of Directors National Council shall maintain appoint the following standing committees.

- a) **NCLEX® Examination Committee.** The NCLEX® Examination Committee shall be comprised of at least nine members. The members shall consist of board members of Member Boards and employees of Member Boards. One of the committee members shall be a licensed practical/vocational nurse (LPN/VN) or a board or staff member of an LPN/VN board. The committee chair shall have served as a member of the committee prior to being appointed as chair. The NCLEX® Examination Committee shall provide general oversight of advise the Board of Directors on matters related to the NCLEX® examination process, including examination item development, security, administration and quality assurance to ensure consistency with the Member Boards' need for examinations. The NCLEX® Examination Committee shall approve item development panels and recommend test plans to the Board of Directors who will then recommend the test plans to the Delegate Assembly.

Subcommittees may be appointed to assist the Examination Committee in the fulfillment of its responsibilities.

- b) *Finance Committee.* The Finance Committee shall be comprised of at least four five members and the treasurer, who shall serve as chair. The members shall consist of board members of Member Boards and employees of Member Boards. The Finance Committee shall review the annual budget, the National Council's NCSBN's investments and the audit. The Finance Committee shall recommend a budget to the Board of Directors and advise the Board of Directors on fiscal policy to assure prudence and integrity of fiscal management and responsiveness to Member Board needs.
- c) *Practice, Regulation, and Education Committee.* The Practice, Regulation, and Education Committee shall be comprised of at least six members. The Committee shall provide general oversight of nursing practice, regulation, and education issues.
- d) *Bylaws Committee.* The Bylaws Committee shall be comprised of at least four members. The Committee shall review and make recommendations on proposed bylaws amendments as directed by the Board of Directors or the Delegate Assembly.
- e) *Resolutions Committee.* The Resolutions Committee shall be comprised of at least four members, including one member from the Finance Committee. The Committee shall, in accordance with the Standing Rules, review, evaluate and report to the Delegate Assembly on all resolutions and motions submitted by Member Boards.

Section 2. Special Committees. The Board of Directors may appoint special committees as needed to accomplish the mission of NCSBN, the National Council and to assist any Standing Committee in the fulfillment of its responsibilities. Special committees may include subcommittees, task forces, focus groups, advisory panels or other groups designated by the Board of Directors.

Section 3. Delegate Assembly Committees. The president shall appoint such Delegate Assembly committees as provided in the Standing Rules and as necessary to conduct the business of the Delegate Assembly.

Section 4. Committee Membership.

- a) *Composition.* Members of Standing and Special committees shall be appointed by the Board of Directors from the membership, unless otherwise stated elsewhere in the bylaws and provided that Associate Members may not serve on the Leadership Succession, NCLEX® Examination, or Finance Committees. Standing committees shall include only current members and employees of Member Boards. Special committees may also include consultants or Committees may also include other individuals selected for their special expertise to accomplish a committee's charge or as otherwise specified in the bylaws. In appointing committees, one representative from each Area shall be selected unless a qualified member from each Area is not available considering the expertise needed for the committee work. The president, or president's delegated designee, shall be an ex-officio member of all committees except the Leadership Succession Committee. on Nominations.
- b) *Term.* The sStanding committee members shall be appointed for two years or until their successors are appointed. Standing committee members may apply for re-appointment to the committee. Members of special committees shall serve at the discretion of the Board of Directors.
- c) *Vacancy.* A vacancy may occur when a committee member resigns or fails to meet the responsibilities of the committee as determined by the Board of Directors. The vacancy may be filled by appointment by the Board of Directors for the remainder of the term.
- d) *Committee Duties.*
 - 1. *Budget.* Standing committees shall operate within the assigned budget for the fiscal year. Special committees will be assigned a budget to use in accomplishing the charge. Committees shall not incur expenses in addition to the approved budgeted amount without prior authorization of the Board of Directors.

2.1. *Policies.* Each standing committee shall establish policies to expedite the work of the committee, subject to review and modification by the Board of Directors. Special committees shall comply with general policies established by the Board of Directors.

3. *Records and Reports.* Each committee shall keep minutes. Special committees shall provide regular updates to the Board of Directors regarding progress toward meeting their charge. Standing committees shall submit quarterly reports to, and report on proposed plans as requested by, the Board of Directors. Special committees shall submit a report and standing committees shall submit annual reports to the Delegate Assembly.

Article XI X

■ Finance

Section 1. *Audit.* The financial records of the National Council NCSBN shall be audited annually by a certified public accountant appointed by the Board of Directors. The annual audit report shall be provided to the Delegate Assembly.

Section 2. *Fiscal Year.* The fiscal year shall be from October 1 to September 30.

Article XII XI

■ Indemnification

Section 1. *Direct Indemnification.* To the full extent permitted by, and in accordance with the standards and procedures prescribed by Sections 5741 through 5750 of the Pennsylvania Nonprofit Corporation Law of 1988 or the corresponding provision of any future Pennsylvania statute, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, agent or representative of the corporation, or performs or has performed volunteer services for or on behalf of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, agent or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including but not limited to attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding.

Section 2. *Insurance.* To the full extent permitted by Section 5747 of the Pennsylvania Nonprofit Corporation Law of 1988 or the corresponding provision of any future Pennsylvania statute, the corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or representative of the corporation, or performs or has performed volunteer services for or on behalf of the corporation, or is, or was serving at the request of the corporation as a director, officer, employee, agent or representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of Section 1 of this Article.

Section 3. *Additional Rights.* Pursuant to Section 5746 of the Pennsylvania Nonprofit Corporation Law of 1988 or the corresponding provisions of any future Pennsylvania statute, any indemnification provided pursuant to Sections 1 or 2 of this Article shall:

- a) not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any future bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such official position; and
- b) continue as to a person who has ceased to be a director, officer, employee, agent or representative of, or provider of volunteer services for or on behalf of the corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article XIII XII

■ Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the National Council NCSBN in all cases not provided for in the articles of incorporation, bylaws, Standing Rules and any special rules of order adopted by the National Council NCSBN.

Article XIV XIII

■ Amendment of Bylaws

Section 1. Amendment and Notice. These bylaws may be amended at any Annual Meeting session or special session of the Delegate Assembly upon written notice of the proposed amendment(s) from the Board of Directors to the members:

- a) written notice to the Member Boards of the proposed amendments at least 45 days prior to the Delegate Assembly session and a two-thirds affirmative vote of the delegates present and voting; or
- b) written notice that proposed amendments may be considered at least five days prior to the Delegate Assembly session and a three-quarters affirmative vote of the delegates present and voting.

In no event shall any amendments be adopted without at least five days written notice prior to the Delegate Assembly session that proposed amendments may be considered at such session.

Section 2. Bylaws Committee. A Bylaws Committee composed of board members from Member Boards and/or employees of Member Boards may be appointed by the Board of Directors to review and make recommendations on proposed bylaws amendments as directed by the Board of Directors or the Delegate Assembly.

Article XV XIV

■ Dissolution

Section 1. Plan. The Board of Directors at an annual, regular or special meeting may formulate and adopt a plan for the dissolution of the National Council NCSBN. The plan shall provide, among other things, that the assets of the National Council NCSBN be applied as follows:

Firstly, all liabilities and obligations of the National Council NCSBN shall be paid or provided for.

Secondly, any assets held by the National Council NCSBN which require return, transfer or conveyances, as a result of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement.

Thirdly, all other assets, including historical records, shall be distributed in considered response to written requests of historical, educational, research, scientific or institutional health tax exempt organizations or associations, to be expended toward the advancement of nursing practice, regulation and the preservation of nursing history.

Section 2. Acceptance of Plan. Such plan shall be acted upon by the Delegate Assembly at an Annual Meeting session of the Delegate Assembly or legally constituted special session called for the purpose of acting upon the proposal to dissolve. Seventy-five percent (75%) A majority of all Delegates present at a meeting session of the Delegate Assembly, at which a quorum is present, must vote affirmatively to dissolve.

Section 3. Conformity to Law. Such plan to dissolve must conform to the law under which National Council NCSBN is organized and to the Internal Revenue Code concerning dissolution of exempt corporations. This requirement shall override the provisions of Sections 1 and 2 herein.