



BYLAWS

NBCRNA Bylaws

BYLAWS OF THE NATIONAL BOARD OF CERTIFICATION AND RECERTIFICATION FOR NURSE ANESTHETISTS

ARTICLE 1

Name

The name of the Corporation shall be the National Board of Certification and Recertification for Nurse Anesthetists (“NBCRNA”).

ARTICLE 2

Purposes

The purposes of the NBCRNA shall include, but shall not be limited to, the following, consistent with the law and the NBCRNA Articles of Incorporation:

- (a) Through delegation of authority to the Council on Certification of Nurse Anesthetists (“CCNA”), enable such Council to achieve its purposes, consistent with the law and the Articles of Incorporation;
- (b) Through delegation of authority to the Council on Recertification of Nurse Anesthetists (“COR”), enable such Council to achieve its purposes, consistent with the law and the Articles of Incorporation;
- (c) Conduct or participate in research into matters relating to certification, recertification, and other professional credentialing issues; and
- (d) Conduct such other activities as the Board of Directors may determine are necessary and appropriate to support the above purposes and, thereby, to protect the public health.

ARTICLE 3

Powers

Except as provided otherwise by the Articles of Incorporation or by these Bylaws, the NBCRNA shall have all the powers of a corporation organized under the Illinois General Not For Profit Corporation Act of 1986, as amended (the “Act”), and shall have such additional powers as are permitted by any applicable law.

ARTICLE 4

Office and Agent

The NBCRNA shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office. The NBCRNA shall have its principal office in the State of Illinois and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE 5

No Members

The NBCRNA shall not have members.

NBCRNA Bylaws

ARTICLE 6

Board of Directors

Section 6.1 General Powers and Duties.

(a) The affairs of the NBCRNA shall be managed by or under the direction of its Board of Directors.

(b) The Board of Directors of the NBCRNA shall have the powers and duties ordinarily delegated to the governing body of a corporation, including the following:

1. To exercise its legal authority and responsibility in the general direction and conduct of the affairs of the NBCRNA in order to promote the purposes of the NBCRNA;
2. To establish general and specific policies and procedures governing the activities of the NBCRNA and to develop long-term policies to foster the NBCRNA's growth and development;
3. To transact the general business of the NBCRNA;
4. To call regular and special meetings of the NBCRNA Board as may be required;
5. To adopt rules and procedures for the NBCRNA elections;
6. To delegate to the Council on Certification of Nurse Anesthetists and the Council on Recertification of Nurse Anesthetists such authority as may be required to achieve their respective purposes as determined by the Board;
7. To develop and maintain a fair mechanism for the investigation and final resolution of charges and other allegations against currently certified and/or recertified nurse anesthetists, and other individuals who may seek to diminish the integrity of the certification or recertification process, as may be necessary in the interest of the public health;
8. To employ an Executive Director and Director of Testing Services, and such other staff as may be appropriate upon such terms as it shall determine;
9. To employ legal counsel, accountants, and other professionals to provide services to the NBCRNA as may be necessary;
10. To represent the NBCRNA and present the NBCRNA's views and opinions to the public and to help maintain good relationships with the NBCRNA's various stakeholders; and
11. To take or cause to be taken such other action as it deems necessary to carry out the duties and intentions of these Bylaws.

(c) The Executive Director of the NBCRNA shall be responsible for the day-to-day administration, management and operation of the NBCRNA, and shall assume such other duties as are assigned by the Board of Directors.

Section 6.2 Fiduciary Obligations of NBCRNA Directors.

(a) Each director shall have a continuing duty to discharge his or her functions in a manner that the director in good faith believes to be in the best interests of the NBCRNA. At the annual meeting of the Board of Directors or, if a director is not present at such meeting, as soon thereafter as possible, each director shall sign the NBCRNA's Participation Agreement for the next fiscal year. No director may be seated or attend

NBCRNA Bylaws

any Board meeting or participate in any Board action until such time as an executed copy of such document has been received by the President of the NBCRNA.

(b) A director of the NBCRNA shall not serve concurrently as an officer, director or employee of any of the following entities:

American Association of Nurse Anesthetists (“AANA”)

Council on Accreditation of Nurse Anesthesia Educational Programs

AANA Foundation

Section 6.3 Number of Directors, Election, Term of Office, and Submission of Nominations.

(a) The First Board of Directors of the NBCRNA shall be composed of six (6) directors (the “First Directors”).

(b) Except for the First Board of Directors, the number of directors of the NBCRNA shall be eleven (11). The number of directors may be increased to any number or decreased to not fewer than three (3) from time to time by amendment of these Bylaws. Eight (8) directors shall be certified registered nurse anesthetists who are currently recertified; one (1) director shall be a board-certified anesthesiologist; one (1) director shall be a board-certified surgeon; and one (1) director shall represent the interests of the public.

(c) The directors of the NBCRNA shall be elected by the Board of Directors from among the names submitted to the Board. The election may occur by mail ballot, email, conference call or at a meeting of the NBCRNA.

(d) Directors shall serve for staggered three (3)–year terms. No director may hold office for more than two (2) full consecutive terms.

(e) A director must wait for a period of three (3) years following the conclusion of their term of service on the NBCRNA before applying again for nomination to serve on the NBCRNA Board of Directors.

(f) The term of office of each director so elected shall begin at the fall Board meeting or as otherwise determined by the Board due to mid-year election.

(g) Each director shall hold office until the conclusion of the fall meeting in the final year of that director’s term of office and until a successor has been elected, or until such director’s earlier death, resignation or removal in the manner hereinafter provided.

Section 6.4 Resignation.

A director may resign at any time by written notice delivered to the Board of Directors or to the President or Secretary/Treasurer of the NBCRNA. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a director need not be accepted in order to be effective.

Section 6.5 Removal of Directors.

One or more directors may be removed, with or without cause. A director may be removed by the affirmative vote of two-thirds of the directors currently in office at a duly-called meeting of the NBCRNA at which a quorum is present.

Section 6.6 Vacancies.

Any vacancy occurring among the directors may be filled by the Board of Directors. A director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office or, if the director is appointed because of an increase in the number of directors, the term of such director shall expire at the next fall meeting of the

NBCRNA Bylaws

Board of Directors, unless otherwise specified in the action appointing such director in order to maintain staggered terms among the elected Board of Directors.

Section 6.7 Regular Meetings.

Regular meetings of the Board of Directors shall be held at least once each year at such time and place as the Board of Directors may determine. The fall meeting shall be designated as the meeting at which the Board shall elect officers and conduct NBCRNA business transactions as required.

Section 6.8 Special Meetings.

Special meetings of the Board of Directors may be called by the President, or at the request of any two NBCRNA directors, and such person or persons may fix any place as the place for holding any special meeting of the Board of Directors so called.

Section 6.9 Notice of Meetings.

(a) Notice of any meeting of the Board of Directors shall be given in accordance with these Bylaws at least fifteen days in advance thereof by written notice to each director at the address shown for such director on the records of the NBCRNA.

(b) Notice of any meeting of the Board of Directors may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(c) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation or by these Bylaws.

Section 6.10 Quorum.

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting; provided that, if less than a majority of the directors are present, a majority of the directors then present may adjourn the meeting to another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6.11 Action at a Meeting.

The act of the majority of the directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.

Section 6.12 Proxy Prohibited, Presumption of Assent.

(a) No director may act by proxy on any matter; provided that, directors may act without a meeting pursuant to the procedures set forth in Section 6.14 of these Bylaws.

(b) A director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors is conclusively presumed to have assented to the action taken unless such director's dissent or abstention is entered in the minutes of the meeting or unless such director files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary/Treasurer of the NBCRNA immediately after the adjournment of such

NBCRNA Bylaws

meeting. Such right to dissent or abstain does not apply to a director who voted in favor of such action.

Section 6.13 Attendance by Telephone.

Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

Section 6.14 Action Without a Meeting.

Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Secretary/Treasurer to be filed in the records of the NBCRNA. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

Section 6.15 Actions Required to be in Writing.

Any actions required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by NBCRNA directors, Councils or subcommittee members shall include any communication transmitted or received by electronic means.

Section 6.16 Compensation; Reimbursement.

No director shall receive any payment for services as a director, except that a director may be reimbursed for reasonable expenses incurred in connection with his or her service as a director.

Section 6.17 Interested Directors.

(a) A director who is directly or indirectly a party to a transaction with the NBCRNA (an "interested director") shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the Board of Directors and to any committee of the Board of Directors considering such transaction prior to any action by the Board of Directors or such committee to authorize, approve, or ratify such transaction. A director is indirectly a party to a transaction if the director has a material financial interest or is an officer, director, or general partner in an entity which is a party to the transaction.

(b) The presence of the interested director or of a director who is otherwise not disinterested may be counted in determining whether a quorum of the Board of Directors or a committee of the Board of Directors is present but may not be counted when action is taken on the transaction.

ARTICLE 7 Officers

Section 7.1 Enumeration.

The officers of the NBCRNA shall be a President, a Vice President and a Secretary/Treasurer. The officers shall be certified registered nurse anesthetist members of the board. Officers whose authority and duties are not prescribed in these

NBCRNA Bylaws

Bylaws shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

Section 7.2 Election and Term of Office.

(a) Officers shall be elected by and from among the Directors of the NBCRNA. Each officer shall hold office for a term of one (1) year, and no officer may hold the same office for more than two (2) full consecutive terms.

(b) Elections of officers shall take place at the fall meeting of the Board of Directors. The term of office of each officer shall begin immediately following the Board meeting or as otherwise determined by the Board due to mid-year election. Each officer shall hold office until the conclusion of the fall meeting in the final year of that director's term of office and until a successor has been elected, or until such officer's earlier death, resignation or removal in the manner hereinafter provided. If the election of officers is not held at the fall meeting, such election shall be held as soon thereafter as is conveniently possible.

(c) Election of an officer shall not of itself create any contract rights.

Section 7.3 Resignation and Removal.

(a) Any officer may resign at any time by giving notice to the Board of Directors, the President, or the Secretary/Treasurer. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

(b) The Board of Directors may remove any officer, with or without cause, whenever in its judgment the best interests of the NBCRNA would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7.4 Vacancies.

A vacancy in any office, however caused, may be filled by the Board of Directors for a new term.

Section 7.5 Compensation.

No officer shall receive any payment for services as an officer, except that an officer may be reimbursed for reasonable expenses incurred in connection with his or her service as an officer.

Section 7.6 President.

The President of the NBCRNA shall preside at all meetings of the Board of Directors and of the Executive Committee; shall perform all other duties usually associated with the office of President; and shall perform such other duties as may be assigned from time to time by the Board of Directors.

Section 7.7 Vice President.

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned from time to time by the Board of Directors or the President.

Section 7.8 Secretary/Treasurer.

The Secretary/Treasurer shall: keep the minutes of the meetings of the Board of Directors and of the Executive Committee, the Finance Committee, the CCNA and the COR; see that all notices are given in accordance with the provisions of these Bylaws;

NBCRNA Bylaws

be the custodian of the records and seal of the NBCRNA; keep a register of the name and address of each Director; authenticate the records of the NBCRNA; have charge and custody of and be responsible for all funds of the NBCRNA and deposit all such funds to the credit of the NBCRNA in such banks, trust companies, or other depositories as may be designated by the Board of Directors of the NBCRNA, and in general perform all duties incident to the office of Secretary/Treasurer. With the approval of the Board of Directors, the Secretary/Treasurer shall delegate such duties and responsibilities incident to the Executive Director of the NBCRNA.

ARTICLE 8 Committees

Section 8.1 Committees of the Board of Directors.

(a) The Board of Directors may create one or more committees of the Board and appoint such directors as the Board may designate to serve on the committee or committees.

(b) Each committee may exercise the authority of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or in the Articles of Incorporation or these Bylaws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

(c) Each such committee of the Board shall have two or more directors as members, all of its members shall be directors appointed by the President and approved by the Board of Directors and all committee members shall sign a confidentially agreement and serve at the pleasure of the Board of Directors.

(d) A committee shall not, inter alia:

1. Take any action that is inconsistent with these Bylaws or that revokes or amends any previous action by the Board of Directors which is still in effect;
2. Elect, appoint, or remove any officer, director or member of any committee, or fill vacancies on the Board or on a committee of the Board; or
3. Adopt, amend, or repeal the Articles of Incorporation or these Bylaws.

(e) Committee members, other than officers of the NBCRNA who serve ex officio, may be appointed for three one-year terms and may not serve for more than two (2) full consecutive terms.

(f) The Board of Directors may by resolution appoint one or more individuals who are not Directors to serve, at the pleasure of the Board, as advisor(s) to a committee of the Board of Directors. Advisors may, at the discretion of the chair of the committee, be present at all or part of a committee meeting but may not vote.

Section 8.2 Action of Committees of the Board of Directors.

(a) A majority of a committee of the Board of Directors shall constitute a quorum. Each committee member shall have one (1) vote. The affirmative vote of a majority of committee members present and voting at a duly called committee meeting at which a

NBCRNA Bylaws

quorum is present shall be the act of the committee. No member of such committee of the Board of Directors may act by proxy and, to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the committee may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Board of Directors.

(b) A committee member shall not be qualified to vote, and shall not be counted for purposes of quorum or vote requirements, on any matter in which the committee member has a conflicting interest as defined in the NBCRNA Participation Agreement.

Section 8.3 Standing Committees of the Board of Directors.

The standing committees of the Board of Directors shall include the Executive Committee, the Finance Committee, the CCNA, the COR, the Bylaws, Policy and Procedures Committee, the Review Panel, the Nominations Committee, the Communications Committee and such other committees as the Board of Directors may create.

Section 8.4 Subcommittees, Task Forces and Other Advisory Bodies.

(a) The Board of Directors may create one or more subcommittees, task forces or other advisory bodies and appoint persons to such advisory bodies who need not be directors. Alternatively, the Board may delegate such authority to the CCNA or the COR, as it deems appropriate, with final approval of all subcommittees, task forces and other advisory bodies, and their memberships, remaining in the Board.

(b) Subcommittees, task forces and other advisory bodies may not act on behalf of the NBCRNA or the CCNA or the COR, or bind any of them to any action, but may make recommendations to the Board of Directors or to the CCNA or COR.

(c) Committee appointments will be made on an annual basis and approved by the board.

ARTICLE 9 Executive Committee

Section 9.1 Composition.

The Executive Committee shall be composed of three (3) certified registered nurse anesthetist members: the President, the Vice President, and the Secretary/Treasurer.

Section 9.2 Purposes.

The Executive Committee shall act upon such urgent matters as may be referred to it during intervals between meetings of the Board of Directors to the extent permitted by law and as specified by the Board of Directors.

Section 9.3 Procedures.

The President shall serve as chairperson of the Executive Committee and the Secretary/Treasurer shall serve as secretary of the Executive Committee. The Secretary/Treasurer shall keep a record of the proceedings of the Executive Committee and shall present such record of proceedings at each Board of Directors meeting.

ARTICLE 10 Finance Committee

The Finance Committee shall be composed of the President, the Vice President, the Secretary/Treasurer, two other directors and ex-officio members as needed. The committee shall meet bi-annually to review the previous year's budget, investment, audit

NBCRNA Bylaws

and tax documents and to plan a new budget for the upcoming year. The new budget shall be submitted to the Board of Directors for approval. The committee also shall study, evaluate, and make recommendations to the Board of Directors regarding the NBCRNA's financial status.

ARTICLE 11

Bylaws and Policy Committee

The Bylaws, Policy and Procedures Committee shall be composed of three (3) directors. The Committee shall meet periodically to review the NBCRNA Bylaws, policies and procedures. The Committee shall make recommendations to the NBCRNA Board of Directors for review at a meeting of the Board as required

ARTICLE 12

Nominations Committee

Section 12.1 Composition.

The Nominations Committee shall be composed of three to four directors.

Section 12.2 Purpose.

The purpose of the Nominations Committee shall be to oversee the election of directors and officers of the NBCRNA.

Section 12.3 Procedures.

The Committee shall meet periodically to review NBCRNA policies and procedures relating to nominations and elections of NBCRNA directors and officers. The Committee also shall review applications submitted for Board positions and shall submit to the Board a slate of consisting of at least two (2) candidates for each position to be filled. The specialty of the candidates shall be in accordance with the specialties of the outgoing directors unless otherwise directed by the Board.

The Committee also shall oversee elections and announce the results to the President and the Board.

ARTICLE 13

Council on Certification of Nurse Anesthetists

Section 13.1 Delegation of Authority.

The Council on Certification of Nurse Anesthetists may take such actions as are necessary to achieve its purposes, as so delegated by the Board of Directors, consistent with the law and the Articles of Incorporation.

Section 13.2 Purposes.

The purposes of the CCNA are:

- (a) To formulate and adopt criteria for eligibility for admission to the certification examination and for initial certification of registered nurse anesthetists;
- (b) To formulate, adopt and administer the certification examination to those registered nurse anesthetists who have met all requirements for examination and have been found eligible by the CCNA;
- (c) To formulate, adopt and administer the self-evaluation examination to those students currently enrolled in an accredited nurse anesthesia program who have met all requirements for the examination and have been found eligible by the CCNA;
- (d) To evaluate candidates' performance on the certification examination; and
- (e) To grant initial certification to those candidates who pass the certification examination and fulfill all other requirements for certification.

NBCRNA Bylaws

Section 13.3 Composition.

The CCNA shall be composed of directors representing the community of interest in the process of certification of registered nurse anesthetists.

Section 13.4 Meetings.

Meetings of the CCNA shall be held as deemed necessary and appropriate by the Board of Directors.

Section 13.5 Certification Examination Subcommittee.

The Certification Examination Subcommittee shall solicit, draft and edit test items for the Certification Examination; select test items for placement in the item pool; and conduct such other activities as may be directed by the Board of Directors.

Section 13.6 Self-Evaluation Examination Subcommittee.

The Self-Evaluation Subcommittee shall solicit, draft and edit test items for the Self-Evaluation Examination; select test items for placement in the item pool; and conduct such other activities as may be directed by the Board of Directors.

ARTICLE 14

Council on Recertification of Nurse Anesthetists

Section 14.1 Delegation of Authority.

The Council on Recertification of Nurse Anesthetists may take such actions as are necessary to achieve its purposes, as so delegated by the Board of Directors, consistent with the law and the Articles of Incorporation.

Section 14.2 Purposes.

The purposes of the COR are:

- (a) To recertify qualified Certified Registered Nurse Anesthetists on a biennial basis; and
- (b) To formulate and adopt criteria for eligibility for recertification of certified registered nurse anesthetists based upon current licensure, maintenance of practice skills, participation in approved continuing education activities and other recognized activities conducive to professional proficiency and freedom from known mental or physical impairments which may prevent the professional practice of nurse anesthesia.

Section 14.3 Composition.

The COR shall be composed of directors representing the community of interest in the process of recertification of certified registered nurse anesthetists.

Section 14.4 Meetings.

Meetings of the COR shall be held as deemed necessary and appropriate by the Board of Directors.

ARTICLE 15

Review Panel

The Review Panel shall be composed of three (3) members, none of whom shall serve simultaneously on the Executive Committee. The Review Panel shall consider Requests for Review regarding all matters and may hear Requests for Review regarding eligibility but may not waive eligibility requirements for NBCRNA exams. The Review Panel shall also make determinations regarding disciplinary action and shall establish operating instructions for implementation by NBCRNA staff. Members of the Review Panel shall not participate or vote in any matter in which that member has a

NBCRNA Bylaws

substantial personal or professional relationship with the individual or issue in question, has a substantial financial interest in the outcome of the matter, or has had any substantial involvement in the investigation of the matter.

ARTICLE 16

Communications Committee

The Communications Committee shall be composed of three (3) directors. The committee shall meet periodically to review how the NBCRNA is distinguishing itself as a credentialing body and what value the CRNA credential has to its' stakeholders. The Committee shall make recommendations to the NBCRNA Board of Directors for review at a meeting of the Board as necessary.

ARTICLE 17

Administration, Contracts and Financial Transactions

Section 17.1 Contracts.

The Board of Directors may authorize any officer(s), employee(s), or agent(s) of the NBCRNA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NBCRNA, and such authority may be general or confined to specific instances.

Section 17.2 Loans.

No loans shall be contracted on behalf of the NBCRNA and no evidences of indebtedness shall be issued in the name of the NBCRNA unless authorized by a resolution of the Board of Directors or by action of a duly empowered committee of the Board of Directors. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the NBCRNA to a director or officer of the NBCRNA.

Section 17.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the NBCRNA, shall be signed by such officer(s), employee(s), or agent(s) of the NBCRNA and in such manner as shall from time to time be determined by resolution of the Board of Directors or by action of a duly empowered committee of the Board of Directors. In the absence of such determination, such instruments may be signed by the President and countersigned by one other officer.

Section 17.4 Deposits.

All funds of the NBCRNA shall be deposited from time to time to the credit of the NBCRNA in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 17.5 Gifts.

The Board of Directors may accept on behalf of the NBCRNA any contribution, gift, bequest or devise for the general purposes or for any special purpose of the NBCRNA.

ARTICLE 18

Nondiscrimination

The NBCRNA shall not adopt any policy, practice, or procedure which results in discrimination on the basis of race, religion, national origin, gender, sexual orientation, or disability.

NBCRNA Bylaws

ARTICLE 19

Records

The NBCRNA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Councils and subcommittees of the Board of Directors, and shall keep at its registered office or principal office a record giving the names and addresses of the directors, Council members and subcommittee members. All books and records of the NBCRNA may be inspected by any director, or by the director's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 20

Fiscal Year

The fiscal year of the NBCRNA shall be from September 1 – August 31st.

ARTICLE 21

Seal

The Board of Directors may provide a corporate seal which shall include the name "NBCRNA".

ARTICLE 22

Notices

Section 22.1 Manner of Notice.

Whenever under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any director it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mail, postage prepaid and addressed to such director at his/her address as it appears on the books of the NBCRNA, and such notice shall be deemed to be given at the time when it is thus deposited in the United States mail; or such notice may be given in writing by any other means, including by electronic transmission, and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied, except in case of meetings of Board of Directors or committees of the Board of Directors with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these Bylaws.

Section 22.2 Waiver of Notice.

Whenever any notice is required to be given by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

ARTICLE 23

Indemnification and Insurance

Each person who at any time is or shall have been a director, officer, employee or agent of the NBCRNA or is or shall have been serving at the request of the NBCRNA as a director, officer, employee or agent of another corporation, partnership, joint venture,

NBCRNA Bylaws

trust or other enterprise, shall be indemnified by the NBCRNA in accordance with and to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as in effect at the time of adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise. If authorized by the Board of Directors, the NBCRNA may purchase and maintain insurance on behalf of any person to the full extent permitted by the Illinois General Not for Profit Corporation Act of 1986, as in effect at the time of adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law.

ARTICLE 24 Amendment

A majority of the Board of Directors present at a meeting at which a quorum is present may alter, amend, or repeal these Bylaws or adopt new Bylaws, provided that:

- (a) An amendment that changes the purposes of the NBCRNA shall require a unanimous vote for adoption; and
- (b) The resulting Bylaws of the NBCRNA are consistent with the law and the Articles of Incorporation.

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