



BY-LAWS

- 1) **NAME:** Council of International Neonatal Nurses (COINN), referred to as “The Association”.
- 2) **PURPOSE**
 - a) The Association is established to promote high quality standards of neonatal nursing practice and care for the benefit of the global public
 - b) In furtherance of the above purposes, the Association may:
 - i) Collect and disseminate information on all matters affecting the above purposes, and exchange such information with members and other bodies having similar purposes.
 - ii) 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.
 - iii) Provide leadership in neonatal nursing by collaborating with relevant healthcare associations.
 - iv) Foster the development of national associations.
 - v) Write and publish documents, as needed that support neonatal education, shape the research agenda related to practice education, and policy.
- 3) **MEMBERSHIP**
 - a) **Membership generally**
 - i) The member will in most instances be another nursing association; however, when there is no formal association in a specific country, a proposal from that country will be reviewed by the Association to determine eligibility.
 - ii) Individuals who reside in a country in which the national nursing association representing neonatal nursing is not a member of COINN, those persons may apply for individual membership (as per 3 b ii).
 - iii) Member associations in good standing have the right for their representatives to vote on their behalf and they can put forward names for consideration for COINN Board positions.
 - iv) Members shall pay such fees as determined by the board.
 - v) Corporate membership whose interests are related to neonatal care will be considered (as per 3 b iii).
 - b) **Categories of Membership**
 - i) **Full Membership** shall be open to any nursing association that is dedicated to neonatal nursing or upholds similar values and beliefs to the Association –
 - (1) Whose professional interests are relevant to the practice of neonatal nursing
 - (2) Who is interested in furthering the work of the Association
 - ii) **Individual Membership** shall be open to any registered nurse, enrolled nurse, registered midwife, community health care worker working with neonates and families
 - (1) Whose professional interests are relevant to the practice of neonatal nursing
 - (2) Who is interested in furthering the work of the Association
 - (3) Individuals will have full voting rights.
 - (4) One non-executive director position will be open to an individual member.

- iii) **Corporate Membership** of any limited or unlimited Company or registered Charity whose interests are related to neonatal care may apply for membership to the COINN board which will then be approved by a simple majority vote. Corporate membership will not confer any voting rights of the Association nor can their members hold office on the COINN board. No inclusion of a corporate member implies endorsement of their products or services by the Association. Corporate members will be assessed an annual fee to be determined by the board.
- iv) **Honorary Membership** shall be granted on occasion at the discretion of the Association to persons or associations who have made a particular and exceptional contribution to neonatal nursing at an international level. Honorary membership will not confer voting rights or the ability to hold office.

4) **APPLICATION FOR MEMBERSHIP**

- a) Any eligible association who wishes to join the Association may apply by completing and submitting a membership form accompanied by annual dues. Membership forms are available on the COINN website: www.coinnurses.org
- b) Any eligible individual who wishes to join the Association may apply by completing and submitting a membership application form accompanied by annual dues. Membership forms are available on the COINN website: www.coinnurses.org
- c) Any limited or unlimited Company or registered Charity wishing to enter into corporate membership of the Association shall complete and submit the corporate membership application accompanied by the annual membership dues. Membership forms are available on the COINN website: www.coinnurses.org
- d) The Board of Directors shall have the right to approve or reject applications for membership and is not required to supply reasons for accepting or rejecting an application for membership.
- e) In the event of the rejection of an application for membership any dues paid will be returned to the applicant association, individual or company.

5) **CESSATION OF MEMBERSHIP**

Membership (full, individual, corporate, honorary) shall cease if:

- a) A member submits to the Board of Directors a written resignation.
- b) A member fails to pay the annual dues within three calendar months after the due date for payment.
- c) The Board of Directors for good and sufficient reason terminates the membership. The member shall have a right of appeal to the Board of Directors before a final decision is made. This appeal must be in writing within two months of the termination.

6) **MEMBERSHIP FEE**

The annual dues shall be payable to the Association on the anniversary date (month) of joining the Association. The Association shall have the right to vary this process by a resolution of the Board of Directors.

7) **MEMBERS' LIABILITY**

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.

8) THE BOARD OF DIRECTORS

- a) The Board of Directors will consist of a Chief Executive Officer (CEO), Chief Financial Officer (CFO) and a maximum of eight representatives (from member associations and individuals in good standing to hold Executive Director positions (President, President Elect, Secretary, Treasurer), and Non-executive director positions (1- 4). Two (maximum) representatives from the same member association can serve on the board as non-executive directors at the same time or one member as an executive director and the other serving as non-executive director. At no time can two representatives from the same member association both hold executive director positions at the same time. Individual(s) may hold non-executive director positions.
- b) Executive and non-executive directors shall serve in office for a renewable period of two years or until earlier retirement or removal by a simple majority vote of the Board of Directors. These terms of office will be staggered so there is no more than fifty percent of the board turning over at any one time.
- c) Executive director positions (President, President-Elect, Secretary, and Treasurer) will be open to election 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-executive director.
- d) The CEO 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.
- e) 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.
- f) The Board of Directors is charged with managing the business, financial affairs, and running of the Association in accordance with the Association Bylaws.
- g) The Board of Directors shall have the power to establish Special Interest Groups, Committees, and Task Forces within the Association as deemed necessary.
- h) The Board of Directors will determine when to change the current election system once the association outgrows the established guidelines for appointment to the Board of Directors.

9) NOMINATIONS AND ELECTIONS FOR BOARD OF DIRECTORS

- a) Nominations will be sought from member associations and individual members as Board of Director vacancies occur.
- b) Nominations will be solicited from member associations and individuals six months prior to the election.
- c) 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 (i.e. to join the COINN board of directors).
- d) Member associations may nominate candidate/s for the Board of Directors.
 - i) Candidate(s) may be nominated for executive and non-executive director positions in accordance with 8a.
 - ii) Each candidate may only be nominated for one position on the ballot in the same election.
 - iii) Nominations must be made and signed by the two designated voting members (as per d iv) of their representative associations and the nominated candidate, and must be in the hands of the Secretary for ratification 3 months before the Association's Annual General Meeting (AGM).

- iv) Each member association must determine two voting members from their association. These names must be sent to the COINN secretary 3 months prior to the election. Nominations forms are available on the website at www.coinnurses.org.
- e) Individuals who are not represented by a member association may nominate themselves for a non-executive director position. Nominations forms are available on the website at www.coinnurses.org.
 - i) Individual candidates are to submit a completed and signed nomination form to the Board of Directors with their responses to the 'candidate questions for elections' as to their suitability to become a director (i.e. to join the COINN board of directors).
 - ii) The board will review the candidate's responses to the questions and vote to endorse the nomination.
- f) The Secretary shall send papers and details of nominated (member association and individual) candidates to each of the nominated voting members of the member Associations at least 2 months before the AGM to be returned for ratification at least 1 month before the Association's General Meeting (AGM).
 - i) These voting members from the member associations elect the members of the Board of Directors (in accordance with 8).
- g) Voting.
 - i) Voting for the members of the Board of Directors and the Executive Committee shall be by secret ballot online, email if able to do anonymously, or written ballot. Each voting member including the Board of Directors shall be entitled to cast their votes in all sections of the ballot.
 - ii) In the event of a tie for any position on the Board of Directors (Executive or non-executive director positions), a second ballot will be distributed. This process will be repeated once. If this second ballot results in a tie, the Board of directors will declare a winner.
 - iii) The ballots shall be retained for a period of six months after which they shall be destroyed.

10) TERMS OF OFFICE

- a) Executive and non-executive directors shall serve in office for a renewable period of two years or until earlier retirement or removal by a simple majority vote of the Board of Directors. These terms of office will be staggered so there is no more than fifty percent of the board turning over at any one time.
- b) The President shall serve a two year term of office and shall be eligible for re-election either as President or to any other Board position for up to eight years.

11) BOARD OF DIRECTORS MEETINGS

- a) The Board of Directors shall meet at least twice per year (in person, via webcast, teleconference, or other electronic means of communication) to consider and decide on any matters and current issues relevant to the Association.
- b) If a member of the Board of Directors is unable to attend a meeting, a nominated delegate may be invited to attend on their behalf, provided the Board of Directors is notified of this in writing (e-mail) at least one week before the meeting.

12) THE ANNUAL GENERAL MEETING OF THE ASSOCIATION

- a) Each year an Annual General Meeting (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. At least six weeks' notice shall be given in writingⁱ to each member.

- b) At the Annual General Meeting the business shall include the announcement of the results of any new appointments.

13) **SPECIAL GENERAL MEETINGS**

The President or an Executive director of the Board of Directors may at any time call a Special General Meeting at their discretion. 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 a Special General Meeting of the Association.

14) **VOTING/QUORUM/MINUTES**

a) **Voting:**

- i) All questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy or postal voting may from time to time be made by the Board of Directors, provided that such arrangements shall **ALWAYS** be made in writing to the Board of Directors and in advance (one week) of the meeting (as per 11b). In the case of equality of votes the President (or in the absence of the President the meeting Chair) shall have a second or casting vote.

b) **Quorum:**

- i) A quorum for the board of directors' work is defined as a simple majority of the board members.
- ii) A quorum for association general membership voting consists of a simple majority of voting members present.
- iii) If a quorum is not present when the meeting is convened the meeting shall be adjourned and rescheduled.

(1) Fourteen days' notice shall be given to the Board of Directors of the reconvened meeting and the members present at that meeting shall constitute a quorum.

c) **Minutes:**

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).

15. **FINANCE**

- a) The financial year of the association is from **1 July to 30 June**. All money raised by or on behalf of the Association shall be applied to further the purposes of the Association and not otherwise PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association, not being a member of the Board of Directors, or the repayment of reasonable out of pocket expenses.
- b) A sub-committee of the President, Treasurer, CFO and CEO shall meet prior to the Board of Directors meetings to consider the financial affairs of the Association and at other times as deemed necessary by the President.
- c) The Treasurer and CFO shall produce a report and the financial records, a brief statement and an audited statement of accounts shall be submitted by the Treasurer at each Board of Directors meetings.
- d) An external auditor shall audit the accounts once a year. 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. All checks must be signed by not less than two of the three signatories.

16. ALTERATIONS TO THE BYLAWS:

- a) Any alterations to these Bylaws 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 Bylaw 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 shall have received notice of any such alteration.
- b) 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.

17. DISSOLUTION:

If the Board of Directors, 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. 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. 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 of Directors may determine. If in so far as effect cannot be given to this provision then to some other charitable purpose.

18. COUNCIL OF INTERNATIONAL NEONATAL NURSES LOGO:

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 of Directors.

19) SPECIAL INTEREST GROUPS (SIGs); SUB-COMMITTEES AND TASK FORCES:

- a) SIGs, sub-committees and task forces may be established to meet the developing professional needs of the Association.
- b) The purposes of the SIGs, sub-committees and task forces include the formulation and development of guidance relating to a specific country need or workforce or practice need.
- c) Any SIG, sub-committee or task force so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board of Directors.
- d) All SIGs, sub-committees and task forces must include at least one member of the Board of Directors.
- e) SIGs, sub-committees and task forces shall be responsible and accountable to the Board of Directors and shall report on their activities at each meeting of the Board of Directors.
- f) SIGs, sub-committees and task forces shall not incur debt or make contracts without the prior approval of the Board of Directors.
- g) The Board of Directors must provide each SIG, sub-committee and task force with a clear statement of the SIGs, sub-committees and task forces functions and the limits of its powers.
- h) The Board of Directors may, at its own discretion, continue to exercise any of the functions delegated to a SIG, sub-committee or task force.
- i) The Board of Directors may, at any time, dissolve a SIG, sub-committee or task force.

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Cak/jz

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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 Executive Director, Board directives, strategic plan, and association charter by performing the following duties personally or through designees.

The President-Elect:

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 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 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.

Revised
May, 2009
CAK
