



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 and committed to evidence and research-based Practice 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 other relevant healthcare associations.
 - iv. Foster the development of a national association.
 - v. Write and publish documents that support neonatal education, shape the research agenda related to practice education, and policy as needed.
3. **MEMBERSHIP**
 - a. **Full Membership** shall be open to any nursing association that is dedicated to Neonatal nursing or upholds similar values and beliefs to the Association –
 - i. Whose professional interests are relevant to the practice of neonatal nursing.
 - ii. Who is interested in furthering the work of the Association.
 - iii. 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.
 - iv. Members shall pay such fees as determined by the board.
 - v. Member associations in good standing have the right for their representatives to vote and meet the qualifications to hold office in the COINN.
 - b. **Corporate Membership** of any limited or unlimited Company or registered Charity whose interests are related to neonatal care maybe granted on application to the board of COINN which will then be approved by a majority vote. Corporate Membership will not confer any voting rights of the Association for the benefit of a Set number of employees the number of which will be reviewed by the Association on an annual basis. No inclusion of a corporate member implies endorsement of their products or services by the Association. Corporate members will be assessed an annual fee.
 - c. **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.

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.
- b. 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.
- c. 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.
- d. In the event of the rejection of an application for membership any dues paid will be returned to the applicant association or company.

5. CESSATION OF MEMBERSHIP

Membership 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 of any member-full or corporate provided that the member-full or corporate concerned shall have a right of appeal to the Board of Directors before a final decision is made.

6. MEMBERSHIP FEE

- a. The annual dues shall be payable to the Association each July. The Association shall have the right to vary this process by a resolution of the Board of Directors.

7. MEMBERS' LIABILITY

- a. 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 minimum of 7 and a maximum of 12 representatives from member associations in good standing.
- b. Members of the Board of Directors shall serve in office for a renewable period of 2 years or until earlier retirement or removal by a majority vote of the Board of Directors.
- c. Members of the Executive Committee which consists of the President, President-Elect, Secretary, and Treasurer shall serve in office for a period of at least two years in the capacity as a director at large before assuming a term of 2 years on the Executive Committee. These terms do not need to be consecutive.
- d. Nominations will be sought from member associations as Board of Director vacancies occur. Vacancies in the Executive Committee will be filled by the Board of Directors. Results of the appointments will be disseminated to the membership of the association no later than 2 months after the decision is made.
- e. The Board of Directors shall meet at least twice per year to consider and decide on any matters and current issues relevant to the Association. For your convenience, you will be able to attend meetings in person or by Webcast. The Board of Directors is charged with managing the business, financial affairs, and running of the Association in accordance with the Association Constitution.
- f. 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 at least one week before the meeting.
- g. The Board of Directors shall have the power to establish Special Interest Groups within the Association as deemed necessary.

- h. COINN will determine when to change the current practice to an elected system once the organization outgrows the established guidelines for appointment to the Board of Directors.

9. SPECIAL INTEREST GROUPS:

- a. Special Interest Groups (SIGS) may be established to meet the developing professional needs of the Association.
- b. The purposes of the SIGs include the formulation and development of guidance relating to a specific country need or workforce or practice need.
- c. Any SIG 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 must include at least one member of the Board of Directors.
- e. SIGs 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 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 with a clear statement of the SIGs 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.
- i. The Board of Directors may, at any time, dissolve a SIG.

10. THE ANNUAL GENERAL MEETING OF THE ASSOCIATION

- i. 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 6 weeks notice shall be given in writing to each member. At the Annual General Meeting the business shall include the announcement of the results of any new appointments.
- j. The Chairperson 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, signed by not less than a third of the membership giving reasons for the request, call a Special General Meeting of the Association.

11. NOMINATIONS FOR BOARD OF DIRECTORS

- a. Member association may nominate one candidate for the Board of Directors.
- b. No person may be nominated for more than one position on the ballot in the same election.
- c. The nominations will be solicited from member organizations six months prior to the election.
- d. Nominations must be made and signed by the two designated voting members of their representative associations and the nominated candidate, and must be in the hands of the Secretary for ratification 6 weeks before the Association's Annual General Meeting (AGM).
- e. The Secretary shall send papers and details of nominated candidates to each member of the Association at least three weeks before the AGM to be returned for ratification at least one week before the Association's General Meeting.

12. ELECTIONS

- k. Each member organization must determine two voting members from their organizations. These names must be sent in 3 months prior to the election.
- l. These voting members from the member organizations elect the members of the Board of Directors.

13. TERMS OF OFFICE

- m. The Board of Directors terms are for 2 years which are staggered terms for continuity of the board work.

- n. An Executive Board member shall serve for a period of two years after serving at least two years at any point in time on the Board (consecutively or non-consecutively).
- o. 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 8 years.

14. VOTING/QUORUM/MINUTES

a. Voting:

- i. The voting members of the representative organizations will vote on issues sent from the board and for Board of Directors and Executive Committee elections. These will take place as the need arises.
- ii. Voting for the members of the Board of Directors and the Executive Committee shall be by secret ballot done online, email if able to do anonymously, or written ballot. Each voting member including the Board of Directors and Executive Committee shall be entitled to cast their votes in all sections of the ballot.
- iii. In the event of a tie for any position on the Board of Directors or the Executive Committee, a second ballot will be distributed. This process will be repeated until a winner is declared.
- iv. The ballots shall be retained for a period of six months after which they shall be destroyed.
- v. 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. In the case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

b. Quorum:

- i. A quorum, unless otherwise designated by the Board of Directors and voting members, for the transaction of business and meetings shall be made up of: two members of the Executive Committee and two thirds of the Board of Directors Members.
- ii. The quorum at a meeting of the Board of Directors shall be represented by 2/3s of the voting members in good standing.
- iii. If a quorum is not present when the meeting is convened the meeting shall be adjourned and rescheduled.
- iv. Fourteen days notice shall be given to the Board of Directors members 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 Chairperson of the Board of Directors.

15. FINANCE

- p. 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.
- q. A sub committee of the Chairperson, Treasurer, and Bookkeeper/Accountant 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 Chairperson.

- r. The Treasurer and Bookkeeper/Accountant 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 meeting.
 - s. 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, Bookkeeper/Accountant and Executive Director, to sign checks on behalf of the Association. All checks must be signed by not less than two of the five signatories.
- 16. ALTERATIONS TO THE CONSTITUTION:**
- t. Any alterations to this Constitution shall require the approval of not less than two-thirds in number of the full membership of the Association. The Bylaws/Constitutional 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.
 - u. 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:**
- v. 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 (two thirds) majority of those present and voting at such meeting the Board of Directors. 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:**
- w. 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.

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Cak/jz

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Operational Guidelines

1. JOB DESCRIPTIONS

The President:

Plans, develops, and establishes policies and objectives of business organization 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 organization 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:

Provides a written treasurer's report to the board of directors on a regular basis; as well as 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. Prepares materials for all financial audits in consultation with the Executive Director.

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.