

BYLAWS

OF THE

AMERICAN BOARD FOR OCCUPATIONAL HEALTH NURSES, INC.

Approved 8-25-1997

Revised 3-6-2007

Revised 6-24-1999

Revised 6-24-2007

Revised 6-18-2001

Revised 6-25-2011

Revised 3-03-2004

Revised 10/18/2011

Revised 1-09-2005

Revised 10/6/2014

Revised 6-24-2006

Revised 6/25/2016

Revised 9-22-2006

Revised 1/13/2017

Revised 1/26/2022

BYLAWS

AMERICAN BOARD FOR OCCUPATIONAL
HEALTH NURSES, INC.

ARTICLE I NAME

The name of this corporation shall be the American Board For Occupational Health Nurses, Inc. (the "Corporation"), incorporated under the Illinois General Not For Profit Corporation Act of 1986 on 3/31/95.

ARTICLE II PURPOSE

The purpose of this Corporation is to constitute a professional organization for the certification of occupational health nurses and in connection therewith:

- A. To establish standards and examinations for professional nurse certification in occupational health nursing and to certify licensed professional nurses, who meet such standards in the following categories and to maintain a roster of holders of certificates granted by the Corporation to be known as the Directory of Certified Occupational Health Nurses. The categories are:
 - (1) Certified Occupational Health Nurse-Specialist (a "COHN-S") which requires a baccalaureate degree or higher and a current license as a registered nurse or an international equivalent.
 - (2) Certified Occupational Health Nurse (a "COHN") that requires a current license as a registered nurse or an international equivalent.
 - (3) Such other Sub-Specialty certifications that address a unique aspect of occupational health nursing practice, and that require one of the two basic certifications above as a prerequisite.
- B. To elevate and maintain the quality of occupational health services;
- C. To stimulate the development of improved educational standards and programs in the field of occupational health nursing; and
- D. To encourage occupational health nurses to continue their professional education.

The Corporation may receive by devise, bequest, or other form of donation, or otherwise acquire, hold, manage or dispose of such real or personal property as may be necessary or incidental to these tax exempt purposes as permissible under the law.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 Number

The Corporation shall have no subscribing members. The number of directors of the Corporation ("directors") shall be not less than nine (9) or more than thirteen (13), as fixed from time to time by the Board of Directors.

Section 3.2 Qualifications

Directors shall only be persons:

- A. Certified by the Corporation in the profession of occupational health nursing;
- B. Having a minimum of one year as COHN, COHN-S and/or CM and be in "Active Status" with the Corporation;

- C. Currently employed in occupational health nursing;
- D. Having a willingness to serve and an awareness of the duties of the Board of Directors and the work of its committees;
- E. One independent public director not affiliated with the Corporation shall be selected to the Board of Directors, i.e.: They cannot be a COHN, COHN-S or CM.

Section 3.3 Nomination of Directors

- A. The Board of Directors may solicit and nominate qualified persons to become directors.
- B. A call for nominations of candidates for the Board of Directors will also be published in the Corporation newsletter.

Section 3.4 Selection of Directors

The Board of Directors shall select directors for the subsequent year at the winter Board of Directors' meeting from a slate presented by the Nominations Committee.

Section 3.5 Term on the Board

- A. The term of office shall be two years. Membership on the Board of Directors shall expire at the adjournment of the annual meeting.
- B. The maximum number of consecutive terms any director may serve shall be two.
- C. Directors whose employment status changes during their term (thereby affecting their qualification for the Board of Directors) shall be allowed to complete that term.
- D. Directors may not be affiliated with a course or program advertised or perceived as preparatory for certification during their term including two years immediately following their term.
- E. Directors may not serve on a national board of any other professional nursing association during their term on the Board of Directors, without prior approval of the Governing Council.

Section 3.6 Resignations

Any director may resign at any time by giving a written notice to the Chair and Executive Director of the Corporation. Such resignation shall take effect at the later of the time specified therein, or upon receipt of such notice by the Corporation.

Section 3.7 Vacancies

Vacancies on the Board of Directors may be filled by appointment by the Board of Directors.

Section 3.8 Termination of Board Membership

The Board of Directors may terminate the membership of a director for cause (including but not limited to conflict of interest, breach of confidentiality, non-performance of duties, or absence from two board meetings) which shall be determined at a hearing before the Board of Directors. The director will be given 30 days written notice of the hearing. A quorum of the Board must be present at the hearing. A 2/3-ballot vote shall be required to terminate a director. If the subject director fails to be present at the hearing, his or her membership shall be terminated.

Section 3.9 General Powers

The Board of Directors shall have authority to oversee the affairs and properties of the Corporation. The Board of Directors shall review and approve the annual budget of the

Corporation at their winter meeting each year and shall adopt and publicize the regulations for the issuance, suspension and/or revocation of certificates to nurses.

Section 3.10 Compensation of Directors

No director may receive compensation for services as a director, but shall be entitled to reimbursement of expenses incurred as a direct result of carrying out any responsibility as director as determined by the Board of Directors, provided nothing herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE IV OFFICERS

Section 4.1 Officers

The officers of the Corporation shall be a Chair, a Secretary, a Treasurer, a Chair of the COHN-S Examination Committee, a Chair of the COHN Examination Committee and a Chair of the Case Management Examination Committee.

Section 4.2 Eligibility and Election

Directors shall serve on the Board of Directors for at least one year before serving as an officer. The Board of Directors shall elect officers from its directors by ballot at the winter meeting by a majority vote of the directors present. If there is but one nominee for an office, election may be by voice.

Section 4.3 Term of Officers

Incoming officers shall assume office at the conclusion of the annual meeting. The term of office shall be one year. No member shall be eligible to serve more than two consecutive terms in the same office.

Section 4.4 Vacancies

The Governing Council shall appoint **a director to fill the unfinished term of any office which shall become vacant.**

Section 4.5 Duties of Officers

A. CHAIR

1. Shall preside at all meetings of the Corporation, the Board of Directors, and the Governing Council.
2. Shall be ex-officio a member of all committees except the Nominating Committee; and
3. Shall perform such other duties as assigned by the Board of Directors or as designated by the parliamentary authority.

B. SECRETARY

1. Maintains a record of the proceedings of the business meetings of the Board of Directors, the Corporation, and the Governing Council; and
2. Shall perform other duties as assigned by the Chair or as designated by the parliamentary authority.

C. TREASURER

1. Acts as Chair of the Finance Committee;

2. Presents a written report of the financial standing of the Corporation at each board meeting;
3. Presents the annual financial statements of the Corporation as reviewed by a Certified Public Accountant;
4. Shall preside at meetings in the absence of the chair; and
5. Shall perform such other duties as assigned by the Chair or as designated by the parliamentary authority.

D. CHAIR OF THE COHN-S EXAMINATION COMMITTEE

1. Shall preside at all meetings of the COHN-S Examination Committee;
2. Represents the interests of the COHN-S Examination Committee; and
3. Shall perform other duties as assigned by the Chair or as designated by the parliamentary authority.

E. CHAIR OF THE COHN EXAMINATION COMMITTEE

1. Shall preside at all meetings of the COHN Examination Committee;
2. Represents the interests of the COHN Examination Committee; and
3. Shall perform other duties as assigned by the Chair or as designated by the parliamentary authority.

F. CHAIR OF THE CM EXAMINATION COMMITTEE

4. Shall preside at all meetings of the CM Examination Committee;
5. Represents the interests of the CM Examination Committee; and
6. Shall perform other duties as assigned by the Chair or as designated by the parliamentary authority.

ARTICLE V MEETINGS

Section 5.1 Regular Meetings

There shall be two regular meetings; one in winter and one in summer at a time and place determined by the Executive Director. The summer meetings shall be known as the annual meeting. Regular meetings may be held upon no less than thirty (30) days notice. Board members will be removed who are absent from two (2) Board meetings.

Section 5.2 Special Meetings.

Special meetings of the Corporation may be called by the Chair of the Board of Directors, or shall be called upon the request of any four or more members of the Board. The purpose of the special meeting shall be stated in the notice of the meeting. Special meetings may be called upon no less than seven (7) days' notice.

Section 5.3 Means of Meeting

Meetings may be held by conference, telephone or other similar electronic communications equipment in accordance with the provisions of State of Illinois law.

Section 5.4 Quorum

A majority of the members of the Board of Directors shall constitute a quorum for any meeting, provided that no less than three (3) officers are present. The affirmative vote of a majority of the directors present at any meeting shall be deemed an action of the Board of Directors.

Section 5.5 Conflict of Interest

Directors will abstain, and state their reason for the abstention, during a Board of Directors' vote when there is a conflict of interest arising out of the issue.

ARTICLE VI GOVERNING COUNCIL

Section 6.1 Composition

The Governing Council shall consist of the Chair, the Secretary, the Treasurer, the Chair of the COHN-S Examination Committee, the Chair of the COHN Examination Committee, and the Chair of the CM Examination Committee.

Section 6.2 Powers and Responsibilities

The Governing Council shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Corporation, provided that in no case shall the Governing Council act in respect to amending the articles of incorporation, adopting a plan of merger or consolidation, the sale, lease or other disposition of substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, a voluntary dissolution of the corporation or a revocation thereof, amending these bylaws, electing principle officers or filling vacancies in the Board of Directors.

Subject to the Board of Directors' approval, the Chair of the Board of Directors shall appoint the Chairs and members of all committees (other than the Governing Council); the membership of the Examination Committees; and the Chairs of the Sub-Specialty Examination Committees.

The Governing Council shall report its actions to the Board of Directors at each meeting of the Board of Directors.

Section 6.3 Meetings

Meetings shall be held at least quarterly. Meetings may be held by conference, telephone or other electronic communications equipment upon no less than three (3) days' notice.

Section 6.4 Quorum

Four members of the Governing Council shall constitute a quorum.

Section 6.4(a) Proxy Vote

A voting member of the Board of Directors may assign her/his vote by proxy, for part of or an entire specified Governing Council meeting. This would be most applicable when there is the possibility that there will not be enough voting board members at a given meeting to meet the definition of a quorum.

ARTICLE VII EXAMINATION COMMITTEES

Section 7.1

The Corporation shall have an Examination Committee for each of its credentials. The COHN COHN-S and CM Boards shall have autonomy in decisions to their respective credentials.

Section 7.2 COHN-S Examination Committee

The Corporation shall have an Examination Committee comprised of certified occupational health nurses who meet or exceed the current eligibility criteria for the COHN-S credential. The COHN-S Examination Committee shall have the following duties and responsibilities:

1. Set the criteria and eligibility for certification and recertification of COHN-Ss;
2. Plan or participate in item writing;
3. Submit a budget to the Treasurer by a date determined by the Finance Committee for approval by the Governing Council;
4. Exercise fiduciary responsibility for funds related to the COHN-S credential;
5. Participate in the Angoff procedure for the COHN-S examination at recommended intervals;
6. Set the pass point for the COHN-S examination with consultation from the examination service, Executive Director, Chair of the COHN-S Examination Committee, and Chair of the Governing Council. Final approval of the pass point shall be determined by the COHN-S Examination Committee;
7. Review the statistical analysis of the examination with the examination service; and
8. Perform other duties as assigned by the Governing Council.

Section 7.3 COHN Examination Committee

The Corporation shall have an Examination Committee comprised of certified occupational health nurses who meet or exceed the current eligibility criteria for the COHN examination. The COHN Examination Committee shall have the following duties and responsibilities:

1. Set the criteria and eligibility for certification and recertification of COHNs;
2. Plan or participate in item writing;
3. Submit a budget to the Treasurer by a date determined by the Finance Committee for approval by the Governing Council;
4. Exercise fiduciary responsibility for funds related to the COHN credential;
5. Participate in the Angoff procedure for the COHN examination at recommended intervals;
6. Set the pass point for the COHN examination with consultation from the examination service, Executive Director, Chair of the COHN Examination Committee, and Chair of the Governing Council. Final approval of the pass point shall be determined by the COHN Examination Committee;
7. Review the statistical analysis of the examination with the examination service; and
8. Perform other duties as assigned by the Governing Council.

Section 7.4 Case Management Certification Examination Committees

The Corporation shall have an Examination Committee comprised of certified occupational health nurses who meet or exceed the current eligibility criteria for the CM examination.

The CM Examination Committee shall have the following duties and responsibilities:

1. Set the criteria and eligibility for certification and recertification of COHNs;
2. Plan or participate in item writing;
3. Submit a budget to the Treasurer by a date determined by the Finance Committee for approval by the Governing Council;
4. Exercise fiduciary responsibility for funds related to the CM credential;
5. Participate in the Angoff procedure for the Case Management examination at recommended intervals;
6. Set the pass point for the Case Management examination with consultation from the examination service, Executive Director, Chair of the Case Management Examination Committee, and Chair of the Governing Council. Final approval of the pass point shall be determined by the Case Management Examination Committee;
7. Review the statistical analysis of the examination with the examination service;
8. Report to the ABOHN Board of Directors regarding the Case Management Certification program; and;
9. Perform other duties as assigned by the Governing Council.

ARTICLE VIII STANDING COMMITTEES

Section 8.1 Enumeration

The standing committees shall be the Finance, Public Relations, Bylaws/Policy and Procedures, Research and Nominating Committees and other committees created as necessary.

Section 8.2 Duties

The specific duties of standing committees are set forth in the ABOHN Policy & Procedure Manual.

Section 8.3 Limitation of Powers

The above committees are advisory in nature and their decisions shall be recommendations to the Board of Directors. They shall not constitute an act of the Board of Directors or a basis for public action or statements by any such committee.

ARTICLE IX STAFF

Section 9.1 Staff

The staff of the Corporation shall consist of an Executive Director and such other personnel as necessary to carry on the work of the Board of Directors. In this document, the term "Office" refers to the collective employed staff, not a specific location.

Section 9.2 Executive Director

The Board of Directors shall employ an Executive Director who:

- A. Is a salaried employee of the Corporation, responsible to the Board of Directors reporting to the Chair and the Governing Council;

- B. May serve on the Board of other national professional nursing associations upon approval of the Governing Council;
- C. Employs and manages, supervises, and directs office staff;
- D. Manages the business and financial activities of the Corporation subject to the direction of the Board of Directors;
- E. Is accountable for the assets of the Corporation;
- F. Submits all books of account for review as specified by the Board of Directors;
- G. Assumes such duties in connection with the work of the Treasurer as shall be designated by the Board of Directors;
- H. Is bonded at the expense of the Corporation;
- I. Attends all meetings of the Corporation, the Board of Directors and the Governing Council but does not vote; and
- J. Performs other duties as designated by the Chair.

ARTICLE X CONTRACTS, CHECKS, AND DEPOSITS Section 10.1 Contracts

The Board of Directors may authorize any officer, the Executive Director to enter into contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 10.2 Payments

All payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be paid by the most expedient options available, as designated by the Board of Directors.

Section 10.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as recommended by the Treasurer and approved by the Governing Council.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall end on December 31, which date may be amended by resolution of the Board of Directors.

ARTICLE XII FORM OF NOTICE

Whenever, under the provisions of the statute or of the articles of incorporation or of these bylaws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by other electronic means to the Corporation's mailing address. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States Mail. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by the State of Illinois.

ARTICLE XIII WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or 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.

ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify to the fullest extent authorized or permitted by the corporation laws of the State of Illinois any person made a party to an action, suit or proceeding by reason of the fact that said person is or was director, officer, employee, or agent acting in accordance with the bylaws of the Corporation.

ARTICLE XV Dissolution

Upon the dissolution or liquidation of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall transfer all of the property and assets of any nature of the Corporation to another 501C(3) not-for-profit organization. No assets shall inure to the benefit of any director.

ARTICLE XVI PARLIAMENTARY AUTHORITY

The rules contained in the current edition Robert’s Rules of Order, newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE XVII AMENDMENTS

The Articles of Incorporation and Bylaws of the Corporation may be amended by a two-thirds vote of the Board of Directors after a thirty (30) day written notice to all directors.

I, Beth Dammann, acting as Secretary of the Corporation, certify that the foregoing bylaws were adopted by the ABOHN Corporation at the Business Meeting held on 12/29/2022_____

Signature: Beth Dammann 12/29/2022 _____
Name and Date