



**Bylaws of the
New England Association of Neonatal Nurses, Inc.
A Connecticut Nonstock Corporation**

ARTICLE I: NAME AND PRINCIPAL OFFICE OF THE CORPORATION

1.1 NAME.

The name of this corporation shall be the **New England Association of Neonatal Nurses, Inc.** (hereinafter the "Association").

1.2 PRINCIPAL OFFICES

The principal office of the Association shall be located at 342 North Main Street, West Hartford, Connecticut 06117, or at such other location(s) as established by the Board of Directors (hereinafter referred to as the "Executive Committee").

ARTICLE 2: MEMBERS

2.1 Members

The Association shall have one (1) class of members. The Members shall be entitled to vote for the Executive Committee members of the Association and to vote on any amendments to the Certificate of Incorporation. The eligibility criteria for Membership status shall be the payment of the annual dues as prescribed by the Executive Committee.

2.2 Place of Meetings

Annual and special meetings of the Members shall be held at such place as determined by the Executive Committee.

2.3 Annual Meeting

An annual business meeting will be held to include the election of members of the Executive Committee and the transaction of other Association business.

2.4 Special Meetings

Special meetings of the Members may be called by the President or the Executive Committee. The President, upon written request of not less than a majority of all the Members, shall call a special meeting within 15 days for the purpose specified in such request. The general purpose or purposes for which a special meeting is called shall be stated in the notice and no other business shall be transacted at the meeting.

2.5 Notice of Meeting

Written or printed notice stating the place, day, and hour of Members' meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting by mail, e-mail or fax. Any matter relating to the affairs of the Association may be brought up for action at the annual meeting, whether or not stated in the notice of the meeting.

2.6 Waiver of Notice

Failure to provide notice of any Members' meeting may be waived in writing by any Member prior to or at the commencement of the meeting. If any Member present does not protest the lack of proper notice, such person shall be deemed to have waived notice of such meeting.

2.7 Record Date

For the purpose of determining Members entitled to notice of or to vote at any meeting, the Executive Committee shall fix in advance a "record date" for the determination of Members. Such date shall not be less than ten (10) days and not more than thirty (30) days immediately preceding the date on which the particular event is about to occur.

2.8 Voting Lists

The Membership Chairperson shall make a complete and final list or other equivalent record of the Members entitled to vote within ten (10) days prior to the meeting.

2.9 Quorum

At any meeting of Members, at least fifty-one percent (51%) of the Members represented in person, no less than 20% of the Membership, constitute a voting quorum.

2.10 Voting

At each meeting of the Members, every Member entitled to vote shall have one (1) vote. Upon the demand of any Member, a vote may be requested by ballot. All questions shall be decided by majority vote except as otherwise provided by these bylaws or laws of the State of Connecticut.

2.11 Membership Dues

Members are required to pay Annual Membership Dues that shall be determined by the Executive Committee. Members who fail to pay their dues within a time period determined by the Executive Committee may be deemed delinquent and may, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

ARTICLE 3: EXECUTIVE COMMITTEE

3.1 Number and Election

The number of Executive Committee members shall not be less than three (3) nor more than nine (9). Executive Committee members consist of officers of the Association and additionally elected at-large directors. All Executive Committee members are elected by the Members.

3.2 Powers

The Executive Committee shall have the exclusive control and power to manage the activities, property and affairs of the Association and shall determine the manner in which the funds of the Association, both principal and income, shall be applied within the limitations of the Certificate of Incorporation, the Internal Revenue Code of 1986, as amended (the "Code") and the laws of the State of Connecticut.

3.3 Term

The term of office for an Executive Committee member shall be two (2) years or until a successor is chosen (beginning in 2015). Nominations shall be made by the previous Executive Committee or, if designated, a Nominating Committee, and such nominations shall be set forth in the annual meeting notice. Each Executive Committee member shall hold office for two (2) year terms (or until a successor is chosen), or, if appointed or elected to fill a vacancy, for the balance of the term of the Executive Committee member which he or she is replacing.

3.4 Meetings

Regular and special meetings of the Executive Committee, or any committee, shall be held at such time and place as may be set forth in a notice, provided that at least two (2) days advance notice shall be given. At all meetings of the Executive Committee, one-half (1/2) of the Executive Committee members shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Executive Committee, the Executive Committee members present may adjourn the meeting, without notice other than announcement, until a quorum shall be present or available.

3.5 Committees

The Executive Committee shall have the following standing committees: Membership, Communication, and Program. The Executive Committee may designate additional committees. All such standing committee(s) shall consist of one (1) or more Executive Committee members and shall have such powers and duties, as the Executive Committee shall deem desirable. The members of such committee(s) shall be appointed by the Executive Committee. A majority of the members of any committee, standing or temporary, shall constitute a quorum and the affirmative vote of a majority of such quorum shall be sufficient to conduct any business or pass any measure.

3.6 Removal

Any Executive Committee member may be removed with or without cause at a meeting of the Executive Committee by a two-thirds (2/3rds) majority vote.

3.7 Vacancy

If the office of any Executive Committee member shall become vacant by reason of death, resignation, disability, retirement, disqualification, removal from office, or for other cause, the remaining Executive Committee members, even if less than a quorum, shall, in accordance with the Certificate of Incorporation, elect a successor(s) for the unexpired term of each such Executive Committee member

3.8 Compensation

No Executive Committee member shall receive any compensation for his or her services in such capacity, but any person may be reimbursed by the Corporation for his or her reasonable out-of-pocket expenses and disbursements on behalf of the Corporation.

3.9 Executive and Staff

The Executive Committee may, in its sole discretion from time to time, employ staff as necessary for the effective administration of the Corporation.

ARTICLE 4: OFFICERS

4.1 Executive Officers

The Association shall have as Executive Officers a President, Vice President, Treasurer and Secretary, each of whom shall be elected by the Executive Committee. The Executive Committee may create other officers as it deems necessary and advisable for the carrying on of the business of the Association.

4.2 Powers

The Officers shall have the respective powers and duties which customarily pertain their respective offices. In addition, the Executive Committee may from designate such powers and duties as needed.

4.3 President and Vice President

The President shall have the responsibility for the day-to-day management of Association activities subject to the control of the Executive Committee. Unless otherwise delegated by the Executive Committee, the President shall preside at meetings of the Executive Committee and perform such other duties as assigned. In the absence of the President or in the event of the inability or refusal to act as President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Executive Committee may assign.

4.4 Secretary

The Secretary shall attend all meetings of the Executive Committee and all meetings of the Members and record all the proceedings of the meetings of the Association and of the Executive Committee. The Secretary shall provide notice of all meetings of the Members and special meetings of the Executive Committee, and shall perform such other duties as may be assigned by the Executive Committee or President.

4.5 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, keep full and accurate accounts of receipts deposit and disbursements of the Association and perform such other duties that are incident to the office of Treasurer. The Treasurer shall disburse the funds of the Association as may be ordered by the Executive Committee, and shall render to the Executive Committee an account of all transactions as Treasurer and of the financial condition of the Association.

4.6 Compensation

Executive Committee members shall not receive any compensation for serving as an Executive Committee member of the Association, but may be reimbursed by the Association for approved reasonable expenses incurred and disbursements made on behalf of the Association.

4.7 Removal

Any Executive Committee member may be removed, with cause by a two-thirds (2/3rds) vote of the majority of the disinterested members of the Executive Committee at a meeting of the Executive Committee called for such purpose.

4.8 Resignation

Any Executive Committee member may resign at any time by giving written notice to the Executive Committee or to the President of the Association. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein.

4.9 Vacancy

In the event of resignation, retirement, disqualification, death, disability or removal from office, absence or inability to serve for any reason whatsoever, of any Officer of the Association, the Executive Committee may by resolution temporarily delegate the powers and duties of such Officer to any other Officer or Executive Committee member, or to any other person whom the Executive Committee may select, or alternatively, the vacancy so created shall be filled by the Executive Committee until the next election of the Officers.

ARTICLE 5: GENERAL PROVISIONS

5.1 Administration

All checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Association by any Officer or their designee, unless limited by the Executive Committee. All instruments of transfer of personal or real property and all contracts and agreements shall be signed by any Officer or by one (1) or more agents as the Executive Committee shall direct and authorize.

5.2 Fiscal Year

The fiscal year of the Corporation shall end on the last day of March in each year unless otherwise determined by the Executive Committee.

ARTICLE 6: AMENDMENTS

6.1 Amendment

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Executive Committee present at any duly called and convened meeting at which a quorum is present. Notice of the meeting must include the text of the proposed change, provided that no amendment shall be effective which shall cause the Association to lose its status as a 501(c)(6) tax-exempt organization, and provided, further, that any amendment which changes a quorum or voting requirement as specified by the Connecticut Nonstock Corporation Act.

History:

Original adoption April 2002

Revised: April 2015