

BYLAWS
OF THE
AAHFN CERTIFICATION BOARD

ARTICLE I
NAME AND AFFILIATION

1.01 Name. The name of this organization shall be the AAHFN Certification Board (“the AAHFN-CB”).

1.02 Affiliation. The AAHFN-CB shall be a division of the American Association of Heart Failure Nurses (“AAHFN”), a non-profit mutual benefit organization incorporated under the laws of the State of California and exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II
DEFINITION, PURPOSE AND FUNCTION

2.01 Definition. The AAHFN-CB, the certifying body for registered nurses specializing in heart failure nursing, is authorized to award the Certified Heart Failure NurseSM (“CHFSM”) designation. While the property, financial affairs, and business of the AAHFN-CB are the responsibility of the AAHFN Board of Directors, all decisions relating to certification matters, as set forth below in Section 2.04, are within the sole discretion of the AAHFN-CB and its Board of Directors and are not subject to approval by AAHFN or any other organization.

2.02 Purpose. The purpose of the AAHFN-CB is as set forth in Policy No. 201 of the AAHFN-CB Policies and Procedures.

2.03 Furtherance of Purpose. To further its purpose, the AAHFN-CB shall be operated to:

- (a) establish and maintain credentialing for heart failure nurses who demonstrate the required level of knowledge and experience by awarding the CHFSM designation and, upon approval by the AAHFN Board of Directors, such other specialty designations as shall be authorized by the AAHFN-CB.
- (b) promote visibility for Certified Heart Failure Nurses.
- (c) promote professional standards applicable to heart failure nurses.

2.04 Function. The AAHFN-CB, through its Board of Directors and its committees or task forces, shall manage all matters related to certification and recertification of Certified Heart Failure Nurses. This includes, but is not limited to, the authority to:

- (a) establish eligibility and application requirements and procedures.
- (b) determine the structure and content of the certifying examinations.
- (c) establish policies regarding the administration, and cut scores of the certifying examination.
- (d) establish, subject to the right of the AAHFN Board of Directors to approve the AAHFN-CB's budget, all examination fees, with the goal of developing a self-supporting certification process.
- (e) issue certificates representing fulfillment of established certification requirements.
- (f) establish and administer a program of periodic renewal of certification based on continuing education and/or revalidation by examination.
- (g) develop and implement periodic reevaluation of the validity and reliability of the certification examination process, including the conduct of heart failure nursing job analysis surveys as needed.
- (h) distribute information concerning the certification process.
- (i) explore activities and issues related to certification.
- (j) monitor the financials associated with certification and submit an annual budget and long term financial projections to the AAHFN Board of Directors for final approval until such time as the AAHFN-CB can become an independent corporation.
- (k) appoint task forces from the membership of AAHFN to accomplish the goals of the AAHFN-CB. These tasks may include such activities as item writing, reviewing appeals.

2.05 Non-Discrimination. The AAHFN-CB shall conduct all business and consider all prospective certificants without regard to race, creed, color, religion, age, citizenship, national origin, disability, sex, gender or sexual orientation.

ARTICLE III **MEMBERSHIP**

The AAHFN-CB is a board of directors; it shall not have members

ARTICLE IV
AAHFN-CB BOARD OF DIRECTORS

4.01 Powers and Duties. Subject to the ultimate authority of the AAHFN Board of Directors over all of the affairs of the AAHFN Certification Board AAHFN-CB except certification matters as defined in Section 2.04, the affairs of the AAHFN-CB shall be managed by its Board of Directors, which shall determine its policies and procedures, actively pursue its purposes, and supervise and control its property. No individual director of the AAHFN-CB shall have any power or authority to act on behalf of the AAHFN-CB unless specifically authorized and empowered by the Board of Directors to so act.

4.02 Composition. The Board of Directors shall consist of six(6) directors, each of whom shall be appointed by the Board of Directors of AAHFN. One will be a lay member who will represent the public interest and have full voting privileges. Also, one will be a member of the AAHFN Board of Directors who will serve as a voting member of the AAHFN-CB for a one year term that may be repeated for an additional year.

4.03 Conflict of Interest. All directors must sign the AAHFN-CB's Conflict of Interest statement upon beginning service as a director and thereafter as required to keep such statement accurate.

4.04 Qualifications. The qualifications for service on the AAHFN-CB Board of Directors shall be as set forth in AAHFN-CB Policy No. 301.

4.05 Term of Office. Directors shall be appointed to terms of three (3) years, and no director shall be eligible to serve more than two (2) consecutive three-year terms. Director terms shall commence at the annual meeting of the AAHFN membership

4.06 Meetings.

- (a) **Regular.** Regular meetings of the AAHFN-CB, including the annual meeting of directors shall be held as soon as practicable following the annual appointment of directors, and at such times, days and places as they determine.
- (b) **Special.** Special meetings of the Board of Directors may be called by the Chair, or if she/he is absent, unable or refuses to act, by a majority of the Board. No business other than the stated reason for calling this meeting shall be conducted at this meeting.
- (c) **Telephone.** Directors may participate in any regular or special meeting through the use of conference telephone or similar communications equipment, so long as all directors participating can communicate with each

other simultaneously; a director who participates by such means shall be deemed present at such meeting.

- (d) **Notice of Meetings.** Notice of time, date and place of any regular meeting shall be announced at the previous meeting or communicated no less than thirty (30) days prior to such meeting. Notice of the time, date and place of any special meeting shall be communicated no less than three (3) days prior to such meeting. Notice may be given by telephone, facsimile, e-mail or regular mail.
- (e) **Quorum.** A majority of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum is obtained.
- (f) **Manner of Acting.** Every decision made by a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise specified in these Bylaws. The Board of Directors may also act without a meeting by unanimous written consent.

4.07 Compensation/Expense Reimbursement. Directors serving on the AAHFN-CB shall receive no compensation for their services. A director shall be reimbursed for actual, reasonable expenses incurred in connection with the performance of AAHFN-CB duties, including expenses incurred to attend regular or special meetings of the Board of Directors, but such expenses are subject to Board of Directors approval prior to reimbursement.

4.08 Resignation. Any director may resign from his or her directorship at any time by giving written notice to the Chair or, in the case of the resignation of the Chair, to the Board of Directors. Such resignation shall take effect at the time specified, or if no time is specified, at the time of receipt of such notice; acceptance of a resignation is not necessary for such resignation to be effective.

4.09 Removal. Any director may be removed from his or her directorship for cause by a two-thirds (2/3) vote of the Board of Directors at any meeting of the Board of Directors, provided that the notice of such meeting advises the directors that such removal will be considered. Cause for removal may include, but not be limited to:

- (a) two (2) consecutive absences from meetings of the Board of Directors.
- (b) inability to fulfill her/his duties or obligations as directed.
- (c) no longer qualified to serve because a conflict of interest exists.

- (d) acts found to be detrimental to the interest of the AAHFN-CB, the profession and/or the public.

4.10 Vacancies. Any vacancy occurring on the Board of Directors shall be filled with a person, qualified to serve in the vacant directorship, appointed by the AAHFN Board of Directors; any person so appointed shall serve the unexpired portion of the term of his/her predecessor.

ARTICLE V **OFFICERS**

5.01 Names. The officers of the AAHFN-CB shall consist of a Chair, a Secretary, and a Treasurer.

5.02 Duties of the Chair. The Chair shall:

- (a) serve as chief executive officer of the AAHFN-CB and chairperson of the Board of Directors.
- (b) preside at and prepare the agenda for all meetings of the Board of Directors.
- (c) appoint or remove, with the approval of the AAHFN-CB Board of Directors, the chairpersons of standing and special committees and task forces.
- (d) perform such other duties as prescribed by these Bylaws and the Board of Directors from time to time.

5.03 Duties of the Treasurer. The Treasurer shall:

- (a) monitor and report on the financial health of the organization at meetings of the Board of Directors.
- (b) preside at meetings of the Board of Directors in the absence of the Chair.
- (c) consult with AAHFN regarding the review or audit of the Board of Certification's financial statements, as determined by AAHFN.
- (d) maintain or cause to be maintained the financial books and records of the AAHFN-CB.
- (e) perform such other duties as are usual for such office or as the Chair or Board of Directors may request and/or delegate from time to time.

5.04 Duties of the Secretary. The Secretary shall:

- (a) give or cause to be given notice of all meetings of the Board of Directors in accordance with these Bylaws.
- (b) record or cause to be recorded the proceedings and maintain minutes of all meetings of the Board of Directors.
- (c) certify and keep a copy of these Bylaws as amended or otherwise altered to date.
- (d) perform such other duties as are usual for such office or as the Chair or Board of Directors may request and/or delegate from time to time.

5.04 Election. The AAHFN-CB shall elect from among its number the Secretary and Treasurer of the AAHFN-CB. The manner of this election shall be prescribed by the AAHFN-CB Board of Directors. The first Chair of the AAHFN-CB Board of Directors will be appointed by AAHFN Board of Directors. Thereafter, the Chair will be elected by the AAHFN-CB Board of Directors from their board members.

5.05 Resignation. Any officer of the AAHFN-CB may resign from his or her office at any time by giving written notice to the Chair or, in the case of the resignation of the Chair, to the AAHFN-CB Board of Directors. Such resignation shall take effect at the time specified, or if no time is specified, at the time of receipt of such notice; acceptance of a resignation is not necessary for such resignation to be effective.

5.06 Removal. Any officer of the AAHFN-CB may be removed from office with or without cause by a two-thirds (2/3) vote at any meeting of the AAHFN-CB, provided that the notice of such meeting advises the directors that such removal will be considered.

5.07 Vacancies. Any vacancy occurring in the office of Secretary or Treasurer shall be filled by the election of a qualified person by the Certification Board of Directors from among its members; in the case of a vacancy in the office of Chair, either the Secretary or Treasurer will be elected to assume such office. Any person elected to fill a vacancy shall serve the unexpired portion of the term of his/her predecessor.

ARTICLE VI

MANAGEMENT STAFF

6.01 Authority to Engage. Following consultation with and approval by the AAHFN Board of Directors, the Board of Directors has the authority to engage professional staff to provide management services for the AAHFN-CB.

6.02 Duties. Professional staff engaged by the AAHFN-CB, , shall be responsible for the management of the administrative, business and financial affairs of the AAHFN-CB, and for ensuring that all policies set forth by the Board of Directors are executed in accordance with the directives of the Board of Directors, the AAHFN-CB's budget approved by the AAHFN Board of Directors, and the terms of staff's engagement. The chief staff executive shall provide guidance to the Board of Directors in the management

of the AAHFN-CB. Additional duties of the chief staff executive shall be as set by the Board of Directors or as provided for in these Bylaws.

6.03 Non-Member of the Board of Directors. The Association Management Executive Director and Association Management Board/Certification liaison shall not be members of the Board of Directors and have no voting privileges, but shall attend and participate in all meetings of the Board, as requested, except meetings or portions thereof held in executive session.

ARTICLE VII INDEMNIFICATION

The Board of Directors shall consult with the Board of Directors of AAHFN to insure that, to the greatest extent possible, the AAHFN-CB and all current and former officers, directors, committee members, other volunteers and agents are within the scope of the indemnification provisions of the AAHFN Bylaws and are covered by the insurance applicable to AAHFN volunteers and agents.

ARTICLE VIII FINANCES

8.01 Fiscal year. The fiscal year of the AAHFN-CB shall be the same as the fiscal year of AAHFN.

8.02 Budget. A budget for each fiscal year shall be prepared by or under the direction of the AAHFN-CB Board of Directors. Once approved by the AAHFN Board of Directors, the budget shall, prior to or as soon as possible following the beginning of each fiscal year, be presented to the AAHFN-CB Board of Directors for adoption. Projections for future expenses and income should be submitted to AAHFN to allow for longer term planning.

ARTICLE IX COMMITTEES

9.01 Creation. The Board of Directors may create any committee or task force deemed necessary or convenient to serve the purposes of the AAHFN-CB. The Chair, with the approval of the Board of Directors, shall appoint and/or remove all committee and task force chairpersons.

9.02 Members. Committee and task force members shall be selected by the AAHFN-CB Chair, who shall also determine when said committee or task force shall meet. Members shall be selected from the general membership of AAHFN.

9.03 Authority. Committees and task forces shall have no independent authority to act on behalf of the AAHFN-CB, but shall report all activities, findings and recommendations to the Board of Directors for approval or necessary action.

9.04 Standing Committees. The standing committees of the AAHFN-CB are the following:

- (a) **Waiver and Appeals Committee:** Responsibility set forth in AAHFN-CB Policy No. 302.

9.05 Task Forces. At minimum, the AAHFN-CB task force that may be active continuously or intermittently, is the following:

- (a) **Item Writing Task Force:** Responsibility set forth in AAHFN-CB Policy No. 303.

9.06 Manner of Acting. Unless otherwise provided by the Board of Directors, a majority of the committee or task force members shall constitute a quorum and the act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee or task force. Each committee or task force may adopt rules for its own governance not inconsistent with these Bylaws or with the AAHFN-CB Policies and Procedures adopted by the Board of Directors.

ARTICLE X

PARLIAMENTARY AUTHORITY

10.01 Rules. All meetings of the Board of Directors shall be conducted in accordance with the most current edition of Robert's Rules of Order, but only to the extent to which they are applicable and not inconsistent with the Bylaws and any special rule the Board of Directors may adopt.

ARTICLE XI

AMENDMENTS TO BYLAWS

11.01 Amendments. These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the AAHFN-CB Board of Directors at any meeting of the Board of Directors, provided that written notice of the proposed amendment or repeal is given together with the notice of such meeting, and provided further that notice of the proposed amendment or repeal is simultaneously given to the Board of Directors of AAHFN.

11.02 Effective Date. An amendment or repeal so made shall not be effective unless and until it has been approved by the AAHFN-CB Board of Directors and the Board of Directors of AAHFN.