



## **-BYLAWS-**

Commission on Nurse Certification  
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Washington, DC 20001

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# COMMISSION ON NURSE CERTIFICATION

## -BYLAWS-

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**ARTICLE I**  
**NAME**

The name of the certification body is the Commission on Nurse Certification (hereinafter referred as “CNC”).

**ARTICLE II**  
**PURPOSES AND LIMITATIONS**

**Section A. Mission, Vision and Values**

The mission of the CNC is to govern the CNL certification activities and promote CNL practice.

The vision of the CNC is to establish a collaborative environment with evolving CNL stakeholders to improve health and healthcare delivery, promote certification and professional development and keep abreast of healthcare issues.

The values of the CNC are leadership, certification standards, professional development and collaboration.

**Section B. General Purpose**

The CNC offers certification to graduates of degree programs who meet the eligibility requirements established by the CNC.

**Section C. Goals**

Consistent with these Bylaws, CNC will promote high quality patient care through the certification of qualified individuals by:

- Recognizing formally those individuals who meet the eligibility requirements of the certification program and pass the examination.
- Encouraging continued personal and professional growth in one’s practice.
- Providing a national standard of requisite knowledge and experience required for certification, thereby assisting communities of interest in the assessment of certificants.

**Section D. Limitations**

The CNC is not responsible for the accreditation of educational or training programs or courses of study leading to the certification.

**Section E. Opportunity for Review**

The CNC shall not finalize policies that alter the scope of certification until opportunity has been provided for the American Association of Colleges of Nursing (hereinafter referred as “AACN”) Board of Directors and CNC constituents to comment.

**ARTICLE III**  
**GOVERNANCE AND AUTHORITY**

**Section A. Governance**

The CNC is governed by the Commission on Nurse Certification Board of Commissioners (hereinafter referred to as “CNCBOC”).

**Section B. American Association of Colleges of Nursing**

CNC is the autonomous certifying arm of AACN.

**Section C. Autonomy**

The CNC shall be autonomous in conducting all aspects of its certification functions including but not limited to the establishment of the Bylaws, policies, operating rules and procedures, and examinations; implementation of its operating rules and procedures; allocation of budget and expenditures; and selection of its own officers, evaluators, and consultants.

**Section D. Staff**

The CNC shall retain staff who will conduct the business of the CNC.

**Section E. Memorandum of Understanding**

The CNC is empowered to enter into a Memorandum of Understanding with AACN or other organizations that support and facilitate the CNC mission.

**Section F. Authorization to Act**

Except as provided in these Bylaws, no CNCBOC member, officer, employee, agent, or representative of the CNC may act on behalf of CNC or hold himself or herself out to the public as authorized to act on behalf of CNC, without the prior, express, written approval of the CNC.

**Section G. Use of CNC Intellectual Property**

Certificants may use trademarks, logos, symbols, and other intellectual property in a manner that is consistent with applicable law, these Bylaws, and the applicable CNC policies.

CNL<sup>®</sup> is a registered trademark of AACN; Clinical Nurse Leader<sup>SM</sup>, Clinical Nurse Leader Examination<sup>SM</sup>, and Commission on Nurse Certification (CNC)<sup>SM</sup> are service marks of the AACN.

**Section H. Recognition**

The CNC shall have the authority to maintain recognition from the National Commission of Certifying Agencies, the national accrediting body of the Institute for Credentialing Excellence.

**ARTICLE IV**  
**COMPOSITION AND CONSTITUENTS**

**Section A. Composition**

All individuals who serve the CNC and its certification process – including but not limited to CNCBOC, committees/task teams, item writers, staff, and consultants – are representatives of CNC.

**Section B. Constituents of Certification**

The constituents of certification include certificants, primary faculty contacts, deans/directors, and the practice contacts at institutions that are partnered with certificant programs.

**Section C. Standards of Conduct**

CNC’s Standards of Conduct govern the activities and professional behavior of all certificants and, among other purposes, shall prohibit violations of these Bylaws.

**Section D. Certificant Records and Certification Status**

The CNC shall maintain records of all applicants’ certification status for a designated period.

The CNC shall require periodic recertification of all certificants to maintain certification to assure communities of interest that certificants have met accepted standards of practice.

**ARTICLE V**  
**CNC BOARD OF COMMISSIONERS**

**Section A. CNC Board of Commissioners**

The CNCBOC includes nine voting members and one or more ex-officio (non-voting) members.

Voting members of the CNCBOC are as follows:

- four members who work primarily from the practice setting (practice partners and practicing certificants);
- four members who work primarily from the educational setting (faculty and administration); and,
- one consumer/public member.

## **Section B. Composition**

The composition of the CNCBOC shall reflect the diversity of the community of interest.

The practice and education members must have a minimum of two years' experience in the area of certification. The consumer/public member has been or is a potential consumer of the certificant services and has experience with public advocacy; the consumer/public member is not a Registered Nurse.

## **Section C. Ex-officio/Liaison**

The director of CNC shall serve as an ex-officio member of the CNCBOC. The CNCBOC may appoint other ex-officio members as deemed necessary.

## **Section D. General Powers**

The CNC shall be autonomous in all decision making regarding the certification program such as eligibility standards; the development, administration and scoring of the assessment instruments; and operational processes. The CNCBOC shall have the powers designated by these Bylaws to conduct the affairs of the CNC, approve the annual budget of CNC; to elect or appoint officers, and other agents of CNC, and define their duties; to make and alter policies consistent with these Bylaws or with applicable statutes, for the administration of the affairs of CNC. Notwithstanding the above, the CNCBOC shall not engage in any business or other activity which is not in the furtherance of and exclusively for its education, scientific, research, mutual improvement, and professional purposes, and which does not comply fully with applicable laws.

## **Section E. Officers**

### **1. Officer Elections**

Officers of the CNCBOC shall be elected by members of the CNCBOC. The CNCBOC shall elect annually the vice chair, treasurer, and secretary. The chair is elected once every two years. The CNC may identify and elect other officers as necessary. The officers elected shall take office July 1.

Members of the CNCBOC seeking election as officers may be either self-nominated or nominated by another member of the CNCBOC. Officers of the CNCBOC shall be elected by majority vote of the CNCBOC members.

In a contested election involving more than two candidates, should no candidate receive a majority vote, the candidates receiving the fewest votes shall be declared to be not elected and a second ballot will be conducted for the remaining two candidates.

### **2. Absentee Voting**

Absentee voting is not available for the election of officers.

## **Section F. Terms of Office**

### **1. CNCBOC Terms**

Terms of office on the CNCBOC are three years. Service is limited to a maximum of two consecutive terms. All terms of office begin July 1 and end June 30.

### **2. Officer Terms**

The chair serves a two-year term; all other officer positions are one-year terms. Incumbent officers may be re-elected annually by the CNCBOC to serve a maximum of three consecutive one-year terms for a position (i.e., vice chair, treasurer, or secretary). This limitation does not preclude one individual from serving as vice chair, treasurer, or secretary following completion of two terms serving as another officer.

## **Section G. Vacancies**

### **1. Officers**

Should the chair be unable to complete his/her term of office, the vice chair shall serve as acting chair until a subsequent election at the next scheduled CNCBOC meeting.

Should the vice chair be unable to complete his/her term of office, a new vice chair shall be elected at the next CNCBOC meeting.

In the event that both the chair and vice chair are unable to complete their terms of office, the CNCBOC shall hold a special meeting to elect new officers.

### **2. CNCBOC and Nominating Committee**

Should a member of the CNCBOC or Nominating Committee be unable to fulfill his/her term of office, the Executive Committee may identify an individual for confirmation by the CNCBOC to serve on an interim basis until the next scheduled election at which time an election shall be conducted for the open position in keeping with these Bylaws. Completion of an unexpired term shall not count towards the maximum length of time allowed to serve on the CNCBOC.

## **Section H. Conduct/Limitations of the CNC**

1. All individuals who serve the CNC and its certification process – including but not limited to members of committees, item writers, CNCBOC, and consultants – are representatives of CNC.
2. The CNCBOC and committee members shall not receive any compensation, or other tangible or financial benefit for service to the CNC. However, CNCBOC and committee

members may receive reimbursement of expenses incurred to attend a CNC or committee meeting or other approved activities.

3. The CNCBOC and committee members shall act in an independent manner consistent with their obligations to CNC and applicable law, regardless of any other affiliations, memberships, or positions.

## **ARTICLE VI** **COMMITTEES**

### **Section A. Accountability**

Committees serve the CNC and are accountable to the CNCBOC.

Responsibilities, composition, length of terms, and governance of all committees shall be defined by the CNCBOC and specified in the operating rules and procedures for the CNC.

### **Section B. Procedures**

Committees shall follow the published rules and procedures. Decisions and actions that are within the purview of a committee shall be made in conformance with published procedures.

Committee members or liaisons to other health care organizations are appointed by the CNCBOC chair.

### **Section C. Reporting**

The chair of each committee is responsible for providing a written report to the CNCBOC on the activities of his/her committee during the October web-meeting and February Business meeting.

### **Section D. Meetings, Mail Ballots, and Conference Calls**

Committees shall hold meetings as needed. Meetings may be called, when necessary, by the chair or by a majority of the members. Between meetings, a mail ballot, electronic discussion, or conference call may be initiated by the chair of the committee as necessary.

The chair of the CNCBOC has the authority to preclude the convening of a meeting or conference call.

### **Section E. Quorum**

A quorum for a committee requires at least 50 percent of the members to be in attendance.



## **Section F. Committees**

A committee may be created and established upon resolution adopted by a majority of the CNCBOC, provided that a quorum is present. Each standing committee shall be permanent and continuing until such time that it is dissolved or modified by the CNCBOC.

Committees will include:

- Appeals Committee
- Bylaws Committee
- CNL Certification Ambassadors
- CNL Innovation in Practice Award Committee
- CNL Research Symposium Planning Committee
- Cut Score Committee
- Executive Committee
- Finance Committee
- Item Writing/Exam Development Committee
- Job Analysis Committee
- Marketing Committee
- Nominating Committee
- Review Committee

## **Section G. Committee Compositions, Terms, and Functions**

### **1. Appeals Committee**

#### *Composition and Terms of Office*

The Appeals Committee shall be comprised of three (3) members of the CNCBOC and established by the CNCBOC during the first board meeting of the fiscal year. Terms of office on the Appeals Committee are one year and membership on the committee shall be limited to a maximum of three terms. The Appeals Committee members will elect a chair of the Appeals Committee.

#### *Purpose and Function*

An Appeals Committee shall be established to hear and decide on all appeals pertaining to the CNC's certification policies and procedures. A decision issued by the Appeals Committee may be appealed to and heard by the CNCBOC (excluding disciplinary appeals). The decision of the CNCBOC is final.

### **2. Bylaws Committee**

#### *Composition and Terms of Office*

The Bylaws Committee shall be comprised of three (3) members of the CNCBOC and established by the CNCBOC during the first board meeting of the fiscal year. Terms of office on the Bylaws Committee are one year and membership on the committee shall be limited to a maximum of three terms. The Bylaws Committee members will elect a chair of the Bylaws Committee.

#### *Purpose and Function*

A Bylaws Committee shall be established to review the Bylaws biennially and report to the CNCBOC any questions, problems, and/or recommendations. Amendments to the Bylaws require CNCBOC approval.

3. CNL Ambassadors

*Composition and Terms of Office*

The CNL Certification Ambassadors shall be comprised of certified CNLs by state and are vetted by the CNC Director after submission of a current resume/curriculum vitae and a letter of interest for consideration. CNL Ambassadors become lifelong members of the committee.

*Purpose and Function*

The CNL Certification Ambassadors promote the growth and value of the CNL Certification Program in a state or region, share experience as a CNL with students, researchers, and the public to advance the CNL, serve as speakers to promote CNL certification, distribute CNL promotional materials at events, and serve as advisors to CNC's Marketing Committee.

4. CNL Innovation in Practice Award Committee

*Composition and Terms of Office*

The CNL Innovation in Practice Award Committee shall be comprised of five (5) members of which three (3) are members of the CNCBOC: Board Chair, board member in practice, board member in academia, the fourth member is a CNL with a PhD, and the last member is a CNL in practice. Members are appointed by CNCBOC during the first CNCBOC meeting of the fiscal year based on the slate submitted by the Nominating Committee's Call for Volunteers. Terms of office on the CNL Innovation in Practice Award Committee are two years for the CNC Board Chair, 3 years for the CNCBOC members in practice and academia, and 3 years for the certified CNLs in academia and practice.

*Purpose and Function*

The CNL Innovation in Practice Award Committee shall be established to oversee the CNL Innovation in Practice Award application process, review and approve award applications submitted, select three winners to present to the CNCBOC for approval, and revise the award application as needed. Note: Members of the committee are not eligible to apply for the award.

5. CNL Research Symposium Planning Committee

*Composition and Terms of Office*

The CNL Research Symposium Planning Committee shall be comprised of six to eight (6-8) members of which CNC's Board Chair will serve as chair of the committee, winners of the CNL Awards, CNL representing the home state of the symposium location will serve as Co-Chair, CNLs representing practice and academia. Members are

appointed by CNCBOC during the first CNCBOC meeting of the fiscal year. Terms of office on the CNL Research Symposium Planning Committee is one year.

*Purpose and Function*

The CNL Research Symposium Planning Committee shall be established to develop the education program content for CNC's annual CNL Research Symposium, provide input on program topics, speakers, format, theme, social functions and activities, review evaluations from past symposiums and provide feedback for improvement, review call for presentations if applicable, assist onsite during the symposium as necessary (serve as a moderator, assist with registration, etc.)

6. Cut Score Committee

*Composition and Terms of Office*

The Cut Score Committee shall be comprised of a minimum of five (5) subject matter experts (SMEs) under the guidance of CNC's testing vendor/ psychometrician. Members of the Cut Score Committee are established by the CNCBOC on an ad hoc basis. Terms of office on the Cut Score Committee are one year.

*Purpose and Function*

A Cut Score Committee shall be established to identify the passing point for the CNL certification examination form. One of the most important components of a high-quality and defensible examination program is a fair and reasonable approach to identifying a "cut" score – the score at or above which a candidate is deemed to have passed an examination.

7. Executive Committee

*Composition and Terms of Office*

The Executive Committee shall be comprised of the four (4) CNCBOC officers: Chair, Vice-Chair, Treasurer, and Secretary. Members of the Executive Committee shall be approved during the first CNCBOC meeting of the fiscal year. Terms of office on the Executive Committee are two years for the Chair and one year for all other positions. Membership on the committee shall be limited to a maximum of three terms.

*Purpose and Function*

An Executive Committee shall be established to manage the business, property, and affairs of the CNC. The Executive Committee shall provide leadership and make decisions on administrative matters that are not specifically related to certification decisions or policy revisions.

8. Finance Committee

*Composition and Terms of Office*

The Finance Committee shall be comprised of four (4) members: the CNCBOC Treasurer (serves as chair of the committee), CNCBOC Chair, one CNCBOC member, and the

CNC Director. Members of the Finance Committee shall be approved during the first CNCBOC meeting of the fiscal year. Terms of office on the Finance Committee are one year and membership on the committee shall be limited to a maximum of three terms.

*Purpose and Function*

A Finance Committee shall be established to oversee CNC's financial health. This Committee assures that fiscal resources are available to CNC. The Committee reviews and reports on the financial aspects of all of CNC's activities and takes-action or makes suggestions to staff, committees, and the Board in accord with existing practices and policies. The Committee is responsible for developing and presenting to the CNCBOC an annual budget to support initiatives in CNC's strategic plan.

9. Item Writing/Exam Development Committee

*Composition and Terms of Office*

The Item Writing/Exam Development Committee shall be comprised of twenty-five (25) members: at least one (1) CNCBOC member to improve communication and ensure continuity between the committee and board, twenty-four (24) certified CNLs representing a broad range of expertise. Members of the Item Writing/Exam Development Committee are established by the CNCBOC during the first CNCBOC meeting of the fiscal year based on the Nominating Committees presentation of the slate of qualified candidates to the CNCBOC to fill vacant positions. Terms of office on the Item Writing/Exam Development Committee are three years. The Item Writing/Exam Development Committee Chair is a member of the CNCBOC and will be elected by the CNCBOC.

*Purpose and Function*

An Item Writing/Exam Development Committee shall be established to develop the certifying examination questions bank, evaluate the validity, accuracy, effectiveness, and scope of coverage of the certifying examination questions, and update the examinations bank. The CNC Director will oversee the secure retention of the item bank in accordance with these policies and procedures.

10. Job Analysis Committee

*Composition and Terms of Office*

The Job Analysis Committee shall be comprised of eight to twelve (8-12) subject matter experts (SMEs) under the guidance of CNC's testing vendor. Members of the Job Analysis Committee are established by the CNCBOC on an ad hoc basis every 5-7 years. Terms of office on the Job Analysis Committee are one year.

*Purpose and Function*

A Job Analysis Committee shall be established to delineate major responsibilities of nursing professionals and the tasks encompassed within those major responsibilities, develop survey tool for incumbent nursing professionals about the frequency and the importance of the delineated responsibilities and tasks, the importance of knowledge

areas, and pertinent demographic information, and interpret the survey findings and update the CNL test specifications/competency statements.

11. Marketing Committee

*Composition and Terms of Office*

The Marketing Committee shall be comprised of four (4) members – two (2) from the CNC Board of Commissioners and two (2) CNL certificants (one in academia and one in practice). Members of the Marketing Committee are established by the CNCBOC during the first CNCBOC meeting of the fiscal year based on the Nominating Committees presentation of the slate of qualified candidates to the CNCBOC to fill vacant positions. Terms of office on the Marketing Committee are two year and membership on the committee shall be limited to a maximum of three terms. The Marketing Committee Chair is a member of the CNCBOC and will be elected by the CNCBOC.

*Purpose and Function*

A Marketing Committee shall be established to promote the value of CNL certification. The committee is responsible for developing strategies to implement, monitor, and evaluate the marketing plan, promote the CNC brand image, educate and market CNL certification to key stakeholders, and promote CNL renewal. The Marketing Committee shall review and evaluate marketing materials, review sponsorship applications, review CNC's website, develop marketing campaigns, and collaborate with CNC staff.

12. Nominating Committee

*Composition and Terms of Office*

The Nominating Committee shall be comprised of three (3) CNCBOC members: one in academia, one in practice, and one-at-large appointed by the chair of the CNCBOC. Members are appointed by the Chair of the CNCBOC during the first CNCBOC meeting of the fiscal year. Terms of office on the Nominating Committee are one year and membership on the committee shall be limited to a maximum of three terms.

*Purpose and Function*

A Nominating Committee shall be established to evaluate the applications submitted from individuals seeking to serve on the CNCBOC. The Nominating Committee members will elect a chair of the Nominating Committee. In December, an announcement shall be published and widely circulated to the CNC constituents indicating the available categories of positions. The Nominating Committee shall review the qualifications of the applicants and propose a slate of qualified candidates to fill the vacant CNCBOC positions. The chair of the Nominating Committee shall submit the slate of candidates to the CNCBOC by May. The Nominating Committee shall make all reasonable and appropriate efforts to assure that the individuals on the slate presented constitute a diverse group, which will represent the interests of the constituents.

13. Review Committee

*Composition and Terms of Office*

The Review Committee shall be comprised of three (3) or more individuals, who may or may not be members of the CNCBOC and established on an ad hoc basis by the CNCBOC. Terms of office on the Review Committee are one year and membership on the committee shall be limited to a maximum of three terms. The Review Committee members will elect a chair of the Review Committee.

*Purpose and Function*

A Review Committee shall be established to investigate and make an appropriate determination with respect to complaints concerning the conduct of CNL certificants or complaints regarding a conflict of interest. The Review Committee may be assisted in the conduct of its investigation by other members of the CNCBOC and/or CNC staff or legal counsel. The CNCBOC exercises general supervision over all investigations.

**Section H. Other Committees**

The CNCBOC may establish other standing or ad hoc committees, as necessary.

**ARTICLE VII**  
**DUTIES AND OBLIGATIONS**

**Section A. General Expectations**

1. Duties

The CNCBOC and committee members are expected to attend and actively participate in all meetings for which their attendance is required. The CNCBOC shall have grounds to pursue the removal of a Commissioner or committee member who fails to participate in two consecutive meetings during a term of service.

2. Confidentiality

CNCBOC and committee members, consultants, staff, and others who represent CNC shall maintain the confidentiality of all discussions, decisions, and actions. To serve on the CNCBOC, Commissioners must sign a consent form adhering to the confidentiality policy.

If a question is raised as to the confidentiality of certain information, confidentiality will be determined by a vote of the CNCBOC. The CNCBOC shall have grounds to pursue the removal from the CNCBOC of any Commissioner or committee member who fails to respect the confidentiality of information.

3. Conduct

Representatives of the CNC shall conduct themselves in an appropriate and professional manner at all times when representing the interests of CNC, including, but not limited to meetings and communications.

4. Nondiscrimination

The CNC prohibits discrimination on the basis of race, color, creed, age, national origin, ethnicity, gender, gender identity, disability, marital status, parental status, ancestry, sexual orientation, military discharge status, source of income, or any other status protected by law. All CNC policies and procedures must ensure consistency and procedural fairness.

5. Recusals

The CNCBOC and committee members are expected to recognize potential conflicts of interest and remove themselves from deliberations concerning institutions, programs, organizations, and individuals with which a conflict of interest may exist.

A Commissioner or committee member who is affiliated with a certification applicant shall excuse him/herself from all deliberations regarding the applicant. Any Commissioner or committee member shall abstain from discussion and voting on any matter relating to an applicant for which he/she may have served as an instructor/employer.

6. Limitations

Members of the CNCBOC may not serve on the AACN Board of Directors, Commission on Collegiate Nursing Education (CCNE), or any other health professional certifying board. It is the intent of the provision to avoid a conflict of interest or the perception of conflict of interest with any individual or organization that may influence the certification process.

The CNCBOC shall not engage in any activities relating to election campaigns for candidates seeking political office on behalf of the CNC. No officer, agent, representative, or employee may engage in such activities on behalf of the CNC.

The CNCBOC shall have the authority, responsibility, and accountability to develop, establish, approve, and enforce policies and procedures necessary to implement the goals and requirements of this Article.

7. The CNC shall indemnify all Commissioners, director, committee members, and employees of the CNC to the full extent permitted by law and shall be entitled to

purchase insurance for such indemnification to the full extent as determined from time to time by the CNCBOC.

8. Orientation

All new CNCBOC members shall be provided an orientation prior to attendance at their first meeting.

**Section B. Officers**

1. Chair

The chair shall preside at all sessions of the CNCBOC.

The CNCBOC chair appoints committee chairs and committee members (except for the chair of the Nominating Committee).

The chair designates liaison representatives to other health care organizations.

The chair as an ex-officio member of all committees (except the Nominating Committee), may attend any or all meetings of these committees, and may cast a vote in the case of a tie for committee meetings and CNCBOC meetings.

The chair shall serve as the chair of the Executive Committee.

The chair performs such other duties as may be assigned by the CNCBOC.

2. Vice Chair

The vice chair shall perform all functions and duties of the chair in the absence or inability of the chair to serve.

The vice chair may attend meetings of all committees (except the Nominating Committee) at the discretion of the CNCBOC chair.

The vice chair shall serve as a member of the Executive Committee.

The vice chair performs such other duties as may be assigned by the chair.

3. Treasurer

The treasurer shall chair the Finance Committee and provide a report to the CNCBOC concerning the financial status of the CNC.

The treasurer shall serve as a member of the Executive Committee.



4. Secretary

The secretary shall maintain the minutes or record of the meetings of the CNCBOC.

The secretary shall serve as a member of the Executive Committee.

5. Committee Chairs

The chairs of committees shall facilitate business of their respective committees.

Each committee chair reports to the CNCBOC on the activities of his/her committee.

**ARTICLE VIII**  
**RESIGNATION AND REMOVAL FROM OFFICE**

**Section A. Removal of a Member of the CNCBOC or Committee**

The CNCBOC may consider the removal of a member from the CNCBOC or the removal of a non-CNCBOC member from a committee prior to the completion of a term of office if said individual fails to fulfill his/her commitments and responsibilities or violates the policies, rules, or procedures of CNC. The ground for dismissal shall be reviewed by the Executive Committee and a recommendation for action transmitted to the CNCBOC.

**Section B. Removal of an Officer of the CNCBOC**

The CNCBOC may consider the removal of an officer of the CNCBOC prior to the completion of a term of office if said individual fails to fulfill his/her commitments and responsibilities or violates the policies, rules, or procedures of the CNC. The ground for dismissal shall be reviewed by the Executive Committee and a recommendation for action transmitted to the CNCBOC.

**Section C. Review and Dismissal Procedures**

The CNCBOC shall define a process for the review of individuals who are subject to removal from office. The procedures for dismissal shall be specified in the operating rules and procedures of the CNC.

**Section D. Resignation of a Member of the CNCBOC**

A member of the CNCBOC may resign at any time by providing written notice to the CNC Director via certified mail or traceable carrier, signature required. Resignations take effect upon receipt of the resignation letter by the Director.

In the event of a vacancy among the CNCBOC, the Commission Chair may choose to leave the position unfilled (see page 7 Section G. Vacancies).

**ARTICLE IX**  
**CNC BOARD OF COMMISSIONERS - MEETINGS AND BALLOTS**

**Section A. Meetings**

1. Annual Business Meeting

The CNCBOC shall hold an annual business meeting.

2. Other Meetings

The CNCBOC meets quarterly, either face-to-face, conference calls or electronically, and at other times as necessary as determined by the CNCBOC chair.

3. Executive Session

Board and committee meetings are held in executive session and are not open to the public.

4. Absentee Voting

Members of the CNCBOC must be present at meetings to execute their voting privileges. Proxies are not permitted.

5. Quorum

A quorum for the CNCBOC requires 50 percent of the members to be in attendance.

**Section B. Mail Ballots**

Between meetings of the CNCBOC, a mail ballot (including an electronic ballot) may be initiated by the chair, CNC director upon consultation with the chair, or upon written request of at least three members of the CNCBOC.

**Section C. Minutes, Reports, and Official Transcripts**

A written record shall be made in the form of minutes or reports providing details of committee recommendations and actions, and CNCBOC actions.

**ARTICLE X**  
**FINANCES**

**Section A. Fiscal Year**

The fiscal year begins July 1 and ends on June 30.

**Section B. Budget**

The Finance Committee shall prepare an annual budget for the CNC which shall be submitted to the CNCBOC for review and adoption.

**Section C. Funding Sources**

The financial support of the certification services provided by CNC shall include certification and recertification application fees and other innovative funding strategies.

Certification activities must be cost-effective and cost-accountable with respect to the applicants and certificants.

**Section D. Annual Report**

Full disclosure of the prior year's financial results shall be included in the annual report of the CNC.

**ARTICLE XI**  
**REVIEW OF COMPLAINTS**

The CNCBOC shall establish mechanisms to review formal complaints and appeals directed towards the certification and recertification process or towards CNC.

**ARTICLE XII**  
**AMENDMENTS TO BYLAWS**

Amendments to or a repeal of these Bylaws may be proposed by any member of the CNCBOC. Amendments to or a report of these Bylaws shall be adopted by the CNCBOC after approval of a majority of the vote of the entire CNCBOC at the annual business meeting, previously scheduled quarterly meeting, or other meeting of the CNCBOC called for the purpose of Bylaw revision, provided: (i) written notice of proposed change has been sent to the CNC director for receipt not less than 45 days prior to such meeting and (ii) the CNC director has distributed the proposed changes to each member of the CNCBOC for receipt by not less than seven days prior to the meeting at which the proposed changes are considered by the CNCBOC.