

**BYLAWS
of the
NATIONAL ASTHMA EDUCATOR CERTIFICATION BOARD**

Adopted February 2001
Revised May 2001
Revised March 2002
Revised August 2002
Revised January 2003
Revised September 2003
Revised August 2004
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ARTICLE I. NAME AND OFFICES

The name of this Corporation shall be the National Asthma Educator Certification Board, Inc., referred to herein as NAECB, a nonprofit corporation organized under the laws of the District of Columbia. The corporation's principal offices may be within or without the District of Columbia, as the Board of Directors may determine.

ARTICLE II. MISSION

The mission of NAECB is to promote optimal asthma management and quality of life among individuals with asthma, their families and communities, by advancing excellence in asthma education through the asthma educator certification process.

ARTICLE III. LIMITATIONS

The NAECB is a private, nonprofit, tax-exempt, autonomous, voluntary credentialing organization. The corporation shall have no members. No part of the net earnings of the NAECB shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the NAECB shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above.

The NAECB shall not engage in any activities relating to election campaigns for candidates seeking political office.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Director. The Board of Directors shall be composed of no less than nine (9) and no more than seventeen (17) voting members. The Directors should represent the multiple disciplines involved in asthma education, and include at least one (1) behavioral scientist, one (1) health educator, one (1) nurse, one (1) pharmacist, one (1) physician, and one (1) respiratory therapist. Representation is by discipline and competency, not by organizational membership. The Board of Directors shall also include a Public Member and an At-Large Member.

Section 2. Selection and Appointment. After soliciting nominees from “stakeholder organizations,” as such organizations may be identified by the Board of Directors, the Nominating Committee will develop a slate of candidates. The Board of Directors shall itself appoint one Director as the Public Member and another Director as the At-Large Member. These members will be elected by majority vote of the Board and are not required to be NAECB certificants.

The balance of the Directors shall be elected by the majority vote of the Board certificants voting in elections by mail or other ballot. As provided in Article VII, Section 3 of these bylaws, the Nominating Committee may present a slate for general election based, in part, on suggestions from the stakeholder organizations. Although Directors are not required to be NAECB certificants, at least a majority of the entire Board of Directors should be NAECB certificants.

Section 3. Term of Office. Director terms will be concurrent with the corporation’s fiscal year (January 1 through December 31). Directors shall serve a term of three (3) years from the date of their entrance into office, or until their successors are seated. A full three (3) year term shall be considered the passage of three (3) Annual Meetings. After election or appointment, the term of a Director may not be reduced, except for cause as specified in these bylaws. No Director shall serve more than two (2) consecutive terms, but additional terms are permissible after a hiatus of at least one term. Directors shall take office at the close of the Annual Meeting at which they are appointed.

Section 4. Vacancies. In the case of a vacancy, resignation, or removal of a Director, the Nominating Committee will develop a list of nominees to fill the seat, provided each nominee meets the eligibility criteria of the open seat. The Board of Directors shall elect, by majority vote, an individual to fill the vacancy or to complete the unexpired portion of the previous Director’s term.

Section 5. Resignation. A Director may resign at any time by filing a written resignation with the Chair of the Board, and this resignation is effective when received by the Chair.

Section 6. Duties and Functions of the Board. The Board shall have full authority to establish policies, rules, regulations, and requirements for the certification exam. The Board shall circulate proposed substantive changes in policies, rules, regulations, and requirements for the certification exam to the stakeholder organizations at least ten (10) days prior to the meeting at which the Board will vote on the proposed changes, for their review and comment. Upon Board approval, reasonable advance notice will be given prior to implementation. For matters not pertaining directly to the certification exam, changes in policies, rules, regulations, and requirements of the NAECB will be circulated within ten (10) days of implementation. The Board may create a Task Force or Committee to perform specific tasks, but will have final responsibility for overseeing the tasks listed below:

1. Develop asthma educator job description, including role delineation
2. Develop standards for asthma educator certification

3. Develop certifying examination
4. Determine eligibility for admission to certifying examination, assuring accessibility to a broad spectrum of health care professionals
5. Assure that all aspects of asthma educator certification are consonant with currently accepted asthma management guidelines
6. Assure that the content of the certifying examination is updated in an on-going and systematic manner
7. Monitor/ensure validation of certification process
8. Determine requirements for certification and recertification
9. Ensure that all groups concerned with asthma education are represented directly or indirectly in the Board's membership and actions
10. Obtain and maintain accreditation by an appropriate accrediting body
11. Monitor financial and organizational well being of the organization to fulfill the fiduciary responsibility of the Board
12. Carry out any other lawful activities deemed necessary to further the objectives of the Board.

Section 7. Removal. The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of the entire Board of Directors at any regular or special meeting of the Board, provided that a statement of the reason or reasons for removal shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least ten (10) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 8. Executive Director. The Board shall employ an Executive Director to carry out the administration of Board policy and programs, and the Board shall have the power to remove the Executive Director, in conformance with the procedures set out in Article IV, Section 7.

Section 9. Officers and Consultants. The Board shall elect the Officers of the Board and may appoint consultants whose specialized knowledge and ability would be of value in the furtherance and conduct of the affairs of this organization.

Section 10. Policy Manual. The Board shall maintain a policy manual.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. The Annual Meeting of the Board shall occur at a time and place designated by a majority of the Board. The purpose of this meeting shall be: 1) the election of Officers and, where applicable, the Public and At-Large Directors, and 2) the transaction of business that comes before the Board. There shall be between one to three other regular meetings of the Board at places determined by a majority of the Board for the transaction of such business as may come before the Board. Agendas of all items to be discussed at Board meetings shall be circulated at least ten (10) days prior to the meeting.

Section 2. Special Meetings: Special meetings may be called by a majority of the Board or by the Chair, filing a written request for such a meeting with the Secretary and stating the object, date, and hour therefore, due notice having been given each Director at least ten (10) days prior to date of meeting.

Section 3. Notice: Notice of all regular and special meetings of the Board and an agenda of all items to be discussed at such meetings shall be given to all Directors by the Executive Director at least ten (10) days prior to the meeting.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Quorum: A majority of the Directors shall constitute a quorum of any meeting of the Board. The quorum shall be capable of transacting such business as may be provided in these bylaws.

Section 5. Unanimous Written Consent: When not in meeting, should a matter requiring a vote of the Board arise, a request for unanimous written consent, authorized by the Chair, may be made. The unanimous written consent of the Board is necessary to carry any action.

Section 6. Telephone Conference: Any or all Directors may participate in a meeting of the Board of Directors or a Committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. The Chair may authorize a telephone conference meeting of the Board when deemed necessary, and at least ten (10) days notice of such conference call shall be given each Director. Such notice shall include objective, date, and hour of conference.

Should an item of business need immediate attention and action by the Board, a telephone conference may be called without previous notice, as long as all of the Directors have received notice.

Section 7. Proxies: Voting by proxy shall not be permitted.

Section 8. Absences: If a Director anticipates being absent from a Board meeting, the Director must notify the Chair about the “scheduled absence” at least one (1) week before the meeting.

When the Director is scheduled to provide a report at the missed meeting, he/she should submit the report to the Chair at least three (3) days before the meeting or arrange to have another Board member give the report during the missed meeting.

In the case of an “unscheduled absence”, the Director must contact the Chair with an explanation within one (1) week of the meeting.

One undeclared absence (i.e., no notification within one week before or after meeting) will result in a letter from the Chair asking about the absence and reminding the Director about the implications of two (2) undeclared absences in any calendar year – i.e., likely removal of the Director from the Board. If a Director anticipates 2 or more absences in any calendar year, the Director must ask the Chair for a leave-or-absence for a period of no more than one year; the decision to accept this request (as opposed to removal of the Director from Board) will be decided by majority vote of the Executive Committee within one (1) month of the leave-of-absence request. Two (2) undeclared absences will result in a discussion by entire Board about the likely removal of Director from Board; the discussion will be held within one (1) month of the second absence and the decision decided by two-thirds (2/3) vote of the entire Board of Directors.

ARTICLE VI. OFFICERS

Section 1. Elected Officers: Elected Officers of the Board shall be five (5): Chair, two Vice-Chairs, Secretary, and Treasurer.

Section 2. Appointed Officer: The appointed Officer of the Board shall be the Executive Director.

Section 3. Nominations and Elections: A Nominating Committee appointed by the Board shall present a slate of Officers at the Annual Meeting of the Board. Elections shall be by written ballot and the majority of the ballots cast shall elect the Officers, *provided* a quorum of Directors is present. In the event of a tie on the first ballot, up to two (2) run-offs between the candidates in contention shall be conducted; if a majority vote for one candidate cannot be achieved, the Chair will select one of the two candidates in contention.

Section 4. Term of Office: Officer terms will be concurrent with the corporation's fiscal year (January through December). The newly elected Officers shall take office at the beginning of the corporation's fiscal year and the term of office shall be two (2) years for the chair and one (1) year for all other elected Officers, or until respective successors assume office. A Director may serve only one (1) term as Chair during any one (1) Director term of office. Once elected to the chair or chair-elect position that officer's normal election rotation will be suspended until he or she completes his or her tenure as both chair and outgoing chair. Other elected officers may serve more than one (1) term in the same office. The outgoing chair shall remain a voting member of the Executive Committee for a period of one year following completion of his/her term of office.

The term of office of the one (1) appointive Officer (Executive Director) shall be determined by the Board.

Section 5. Vacancies: In the event the office of Chair becomes vacant, one (1) of the two (2) Vice-Chairs shall become Chair for the unexpired portion of the term; the Board will select this Acting Chair from the two Vice-Chairs and will call a special meeting (Article V, Section 2) to officially elect a new Chair. The elected Chair will serve the unexpired portion of the term.

In the event the offices of Vice-Chair, Secretary, or Treasurer become vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held.

Section 6. Emeritus Board Members: The NAECB Board or Executive Committee acting for the Board may appoint emeritus board members. The total number of emeritus board members shall be limited to twenty (25) percent of the total number of board members. Emeritus status is intended to preserve the relationship of the board with certain valued members who are not now able to fulfill all the responsibilities of board membership.

Emeritus board members are full members of the board in every way except they may not be included in quorum count or vote. Emeritus members may at the request of the Board, and their agreement, serve as voting members of committees. Emeritus board members may serve for as long as the NAEC Board of Directors deems necessary. Should an emeritus board member seek election to the Board, they are required to resign their emeritus status before standing for election.

The Board may ask emeritus board members to fill a vacancy on the Board until such time as a new member may be appointed or elected. In this situation, the emeritus board member will have full voting rights, but will not be asked to surrender their emeritus status.

ARTICLE VII. COMMITTEES

Section 1. Appointment: Except for the Executive Committee and the Nominating Committee, the Board shall appoint committees of the Board. The Board of Directors may delegate this authority to the Chair of the Board. Such appointed committees may be composed of Directors, consultants, or both. The Board may prescribe the need and/or the composition of such committees but all committees should be composed of at least two (2) Directors.

Section 2. Executive Committee

- A. Composition, election, and term in office: The Executive Committee shall be composed of the five (5) NAECB elected Officers (Chair, two Vice-Chairs, Secretary, and Treasurer) and the past Chair, with election and terms as specified in Article VI. All committee matters will be decided by majority vote. In the event of a tie vote, due to abstention or absence of an Executive Committee member, the Chair shall cast the deciding vote.
- B. Duties: It shall be the duty of the Executive Committee to lead the Board of Directors in the completion of the tasks outlined in Article IV, Section 6. In the performance of this duty, the Executive Committee shall keep the Board of Directors focused on the overall mission of the NAECB (Article II). The Executive Committee will have

authority to conduct the day-to-day activities of the Board when the Board is not in session.

Section 3. Nominating Committee:

- A. Composition, election, and term in office: The Nominating Committee shall be composed of three (3) members elected by the Board who shall serve for a term of one (1) year. The Committee shall select its own Chair. The Board shall elect this committee at the Annual Meeting to serve for the following fiscal year. The Nominating Committee members cannot nominate themselves for any positions.
- B. Duties: It shall be the duty of this Committee:
- i. To study the qualifications of Directors and select the best qualified as nominees for elective Officers (Chair, Vice-Chairs, Secretary, and Treasurer).
 - ii. To present a slate of nominees for elective Officers at the Annual Meeting, or, in the case of vacancies, at the next meeting of the Board of Directors.
 - iii. To present a slate of at least two nominees for both the Public and the At-Large positions on the Board when such positions are open for election. Such a slate shall be circulated to the Board of Directors at least ten (10) days prior to the Annual Meeting and shall allow for write-in candidates.

Voting shall be conducted in person, by mail ballot, or by any other means permitted by law as determined by the Board. For each category (Public and/or At-Large), Directors shall elect, by majority vote, person(s) to fill the position(s) open for election. The results of the election shall be announced at the Annual Meeting.

- iv. To present a slate of at least two (2) nominees for each of the other fifteen (15) Director positions when such positions are open for election. The slate shall be circulated to the Board certificants at least ten (10) days prior to the Annual Meeting and shall allow for write-in candidates.

In preparing the slate, the Nominating Committee shall ensure that: 1) the Board should have at least one individual in each of the disciplines listed in Article IV, Section 1; and 2) the majority of Directors are NAECB certificants.

The Nominating Committee also should promote a Board that reflects the ethnic and cultural diversity of asthmatic individuals, and the myriad specialties involved in asthma education, such as Allergy/Immunology, Behavioral Science, Emergency Medicine, Environmental Health, Health Education, Medicine, Nursing, Patient Advocacy, Pediatrics, Pharmacy,

Primary Care, Public Health, Pulmonary, Respiratory Therapy, and Social Work.

Voting shall be conducted in person, by mail ballot, or by any other means permitted by law as determined by the Board. Board certificants shall elect, by majority vote, person(s) to fill the position(s) open for election. The results of the election shall be announced at the Annual Meeting.

ARTICLE VIII. GOVERNMENT

Section 1. Autonomy: The Board shall in all respects be autonomous in the matter of its credentialing criteria, finances, policies, administration, time, place, and frequency of its meetings, election and appointment of Officers and representatives, and all other lawful activities.

Section 2. Authority of Directors and Officers: No Directors, elected Officers, or employees of the Corporation may act on behalf of the Board or hold himself or herself out to the public as authorized to act on behalf of the Board without the express consent of the Board.

Section 3. Fiscal Year: The fiscal year of the Board shall begin on January 1 and terminate on December 31.

Section 4. Parliamentary Procedure: The then-current edition of *Roberts Rules of Order* shall be the parliamentary authority for the conduct of all meetings of the Board, except as otherwise provided in these bylaws.

ARTICLE IX. AMENDMENTS

These bylaws may be adopted, amended, or repealed at any meeting of the Board by a two-thirds (2/3) vote of the Board, *provided* that notice of proposed bylaw changes is given to each Director at least ten (10) days prior to the meeting and is made available for comment by Board certificants.

ARTICLE X. INDEMNIFICATION

Each Director, Officer and employee of the NAECEB shall be indemnified by the NAECEB against expenses (including attorney's fees), judgments, fines and amounts paid in settlement and/or actually and reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a Director, Officer, or employee of the NAECEB (whether or not he/she continues to be acting in such capacity at the time of incurring such charges) if he/she acted in good faith and in a manner he/she reasonably believed to be in the best interest of the NAECEB, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, provided, however, that he/she shall have no right to indemnification if in any criminal action or proceeding, he/she shall be finally adjudged to have been willfully and knowingly criminally derelict in the performance of his/her duty as such Director, Officer or employee. The foregoing

right of indemnification shall not be exclusive of the other rights to which he/she may be entitled as a matter of law.

The Board shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer or employee of the NAECEB against any liability asserted against him/her and/or incurred by him/her in any such capacity, or arising out of his/her status as such.

ARTICLE XI. DISSOLUTION

Upon the dissolution of the Board, the Board shall, after paying or making provisions for the payment of all liabilities, dispose of all assets of the corporation exclusively for the purposes of the Board or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code, as the Board shall determine.