



SECTION IV: NCSBN ORGANIZATIONAL RESOURCES

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Standing Rules of the Delegate Assembly

1. Credentialing Procedures and Reports

- A. The President shall appoint the Credentials Committee, which is responsible for registering and accrediting delegates and alternate delegates.
- B. Upon registration, each delegate and alternate shall receive a badge and the appropriate number of voting devices authorized for that delegate. Delegates authorized to cast one vote shall receive one voting device. Delegates authorized to cast two votes shall receive two voting devices. Any transfer of voting devices must be made through the Credentials Committee.
- C. A registered alternate may substitute for a delegate provided the delegate turns in the delegate badge and voting device(s) to the Credentials Committee at which time the alternate is issued a delegate badge. The initial delegate may resume delegate status by the same process.
- D. The Credentials Committee shall give a report at the first business meeting. The report will contain the number of delegates and alternates registered as present with proper credentials, and the number of delegate votes present. At the beginning of each subsequent business meeting, the committee shall present an updated report listing all properly credentialed delegates and alternate delegates present, and the number of delegate votes present.

2. Meeting Conduct

A. Meeting Conduct

- 1. Delegates must wear badges and sit in the section reserved for them.
- 2. All attendees shall be in their seats at least five minutes before the scheduled meeting time.
- 3. There shall be no smoking in the meeting room.
- 4. All mobile devices shall be turned off or turned to a silent mode. An attendee must leave the meeting room to answer a telephone.
- 5. A delegate's conversations with non-delegates during a business meeting must take place outside the designated delegate area.
- 6. All attendees have a right to be treated respectfully.
- 7. There shall be no videotaping, audio recording or photographing of the sessions without the written permission of NCSBN.

3. Agenda

A. Business Agenda

- 1. The Business Agenda is prepared by the President in consultation with the Chief Executive Officer and approved by the Board of Directors.

B. Consent Agenda

- 1. The Consent Agenda contains agenda items that do not recommend actions.
- 2. The Board of Directors may place items on the Consent Agenda that may be considered received without discussion or vote.
- 3. An item will be removed from the Consent Agenda for discussion or vote at the request of any delegate.
- 4. All items remaining on the Consent Agenda will be considered received without discussion or vote.

4. Motions or Resolutions

- A. Only delegates, members of the Board of Directors, and the NCLEX® Examination Committee may present motions or resolutions to the Delegate Assembly. Resolutions or motions made by the NCLEX® Examination Committee are limited to those to approve test plans pursuant to Article X, Section 1(a) of the bylaws of the National Council.
- B. All motions, resolutions and amendments shall be in writing and on triplicate motion paper signed by the maker and a second. All motions, resolutions and amendments must be submitted to the Delegate Assembly Chair and the Parliamentarian. All resolutions and non-procedural main motions must also be submitted to the Chair of the Resolutions Committee before being presented to the Delegate Assembly.
- C. The Resolutions Committee will evaluate motions and resolutions in accordance with the following established criteria:
 - a. Determination of consistency with NCSBN articles of incorporation, bylaws, mission, vision, strategic initiative(s), objectives and policies;
 - b. Determination of relationship to ongoing programs and services;
 - c. Will not duplicate concurrent programs and services;
 - d. Determination that no negative legal or business implications are anticipated; and
 - e. Financial impact, including budget estimates of expense and/or revenue and funding
- D. The Resolutions Committee shall review motions and resolutions submitted before Thursday, Aug. 18, 2016 at 3:30 pm. Resolution or motion-makers are encouraged to submit motions and resolutions to the Resolutions Committee for review before this deadline.
- E. The Resolutions Committee will convene its meeting on Thursday, Aug. 18, 2016 at 3:30 pm and schedule a mutually agreeable time during the meeting to meet with each resolution or motion-maker. The Resolutions Committee shall meet with the resolution or motion-maker to prepare resolutions or motions for presentation to the Delegate Assembly and to evaluate the resolution or motion in accordance with the established criteria. The Committee Chair shall notify the Delegate Assembly of the Committee's review, analysis, and evaluation of each resolution and motion referred to the Committee.
- F. If a member of the Delegate Assembly wishes to introduce a non-procedural main motion or resolution after the deadline of 3:30 pm on Thursday, Aug. 18, 2016, the request shall be submitted under New Business; provided that the maker first submits the resolution or motion to the Chair of the Resolutions Committee. All motions or resolutions submitted after the deadline must be presented with a written analysis that addresses the motion or resolution's consistency with the established review criteria. The member submitting such a motion or resolution shall provide written copies of the motion or resolution to all delegates. A majority vote of the delegates shall be required to grant the request to introduce this item of business. The Resolutions Committee shall advise the Delegate Assembly where the required analyses have not been performed and/or recommend deferral of a vote on the motion pending further analysis.

5. Debate at Business Meetings

- A. Order of Debate: Delegates shall have the first right to speak. Non-delegate members and employees of Member Boards including members of the Board of Directors, followed by Associate Members, may speak only after all delegates have spoken.
- B. Any person who wishes to speak shall go to a microphone. When recognized by the Chair, the speaker shall state his or her name and Member Board or organization.
- C. No person may speak in debate more than twice on the same question on the same day, or longer than four minutes per speech, without permission of the Delegate Assembly, granted by a majority vote without debate.

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- D. A red card raised at a microphone interrupts business for the purpose of a point of order, a question of privilege, orders of the day, a parliamentary inquiry or an appeal. Any of these motions takes priority over regular debate.
 - E. A timekeeper will signal when the speaker has one minute remaining, and when the allotted time has expired.
 - F. The Delegate Assembly may by a majority vote go into executive session. The enacting motion shall specify those permitted to attend.

6. Nominations and Elections

- A. Any member who intends to be nominated from the floor is required to submit their completed nomination form and must meet with the Leadership Succession Committee the day before adoption of the slate of candidates by the Delegate Assembly.
- B. A delegate making a nomination with a motion form from the floor shall have two minutes to list the qualifications of the nominee.
- C. Electioneering for candidates is prohibited except during the candidate forum.
- D. The voting strength for the election shall be determined by those registered by 5:00 pm on Wednesday, Aug. 17, 2016.
- E. Election for officers, directors, and members of the Leadership Succession Committee shall be held Thursday, Aug. 18, 2016 from 8:30–8:45 am.
- F. If more than one position is listed on a ballot, each delegate may cast one vote for each position. Cumulative voting for individual candidates is not permitted.
- G. If no candidate receives the required vote for an office and repeated balloting is required, the president shall immediately announce run-off candidates and the time for the run-off balloting.
- H. If, on the first ballot, no candidate for officer or director receives a majority vote, or if not all positions on the ballot are filled by a candidate receiving a majority vote, the run-off balloting shall proceed as follows:
 - 1. Where only one open position is on the ballot, the run-off shall be limited to the two candidates receiving the highest number of votes.
 - 2. If there is more than one position on the ballot and only one position is not filled by a candidate(s) receiving a majority vote on the first ballot, the run-off shall be limited to the two unelected candidates receiving the highest number of votes on the first ballot.
 - 3. If more than one position is not filled by a candidate(s) receiving a majority vote on the first ballot, the run-off shall be limited to up to twice the number of candidates as there are open positions to be filled on the second ballot, the candidates to be selected for inclusion on the second ballot will be in the order of the votes received on the first ballot.
 - 4. In the event there remains an unfilled position after the second ballot, the candidate receiving the fewest votes on the second ballot shall be removed from the next run-off ballot.
 - 5. If there is a tie vote on the third ballot or if a position remains unfilled after the third ballot, the final selection shall be determined by lot.

7. Forums

- A. Scheduled Forums: The purpose of scheduled forums is to provide information helpful for decisions and to encourage dialogue among all delegates on the issues presented at the forum. All delegates are encouraged to attend forums to prepare for voting during the Delegate Assembly. Forum facilitators will give preference to voting delegates who wish to

raise questions and/or discuss an issue. Guests may be recognized by the Chair to speak after all delegates, non-delegate members and employees of member Boards have spoken.

- B. Open Forum: Open forum time may be scheduled to promote dialogue and discussion on issues by all attendees. Attendee participation determines the topics discussed during an Open Forum. The president will facilitate the Open Forum.
- C. To ensure fair participation in forums, the forum facilitators may, at their discretion, impose rules of debate.

Orientation Manual for Delegate Assembly Participants

The purpose of the Orientation Manual is to provide information about the mission, governance and operations of NCSBN. It is hoped that this manual will facilitate the active participation of all Delegate Assembly participants as well as the Board of Directors (BOD) and committee members.

Following a brief discussion of NCSBN's history, this manual will describe the organization's structure, functions, policies and procedures.

History

The concept of an organization such as NCSBN had its roots as far back as August 1912 when a special conference on state registration laws was held during the American Nurses Association (ANA) convention. At that time, participants voted to create a committee that would arrange an annual conference for people involved with state boards of nursing to meet during the ANA convention. It soon became evident that the committee required a stronger structure to deal with the scope of its concerns. However, for various reasons, the committee decided to remain within the ANA.

Boards of nursing also worked with the National League for Nursing Education (NLNE), which, in 1932, became the ANA's Department of Education. In 1933, by agreement with ANA, NLNE accepted responsibility for advisory services to the State Boards of Nurse Examiners (SBNE) in all education and examination-related matters. Through its Committee on Education, NLNE set up a subcommittee that would address, over the following decade, state board examination issues and problems. In 1937, NLNE published A Curriculum Guide for Schools of Nursing. Two years later, NLNE initiated the first testing service through its Committee on Nursing Tests.

Soon after the beginning of World War II, nurse examiners began to face mounting pressures to hasten licensing and to schedule examinations more frequently. In response, participants at a 1942 NLNE conference suggested a "pooling of tests" whereby each state would prepare and contribute examinations in one or more subjects that could provide a reservoir of test items. They recommended that the Committee on Nursing Tests, in consultation with representative nurse examiners, compile the tests in machine-scorable form. In 1943, the NLNE board endorsed the action and authorized its Committee on Nursing Tests to operate a pooling of licensing tests for interested states (the State Board Test Pool Examination or SBTPE). This effort soon demonstrated the need for a clearinghouse whereby state boards could obtain information needed to produce their test items. Shortly thereafter, a Bureau of State Boards of Nursing began operating out of ANA headquarters.

The bureau was incorporated into the ANA bylaws and became an official body within that organization in 1945. Two years later, the ANA board appointed the Committee for the Bureau of State Boards of Nurse Examiners, which was comprised of full-time professional employees of state boards.

In 1961, after reviewing the structure and function of the ANA and its relation to state boards of nursing, the committee recommended that a council replace it. Although council status was achieved, many people continued to be concerned about potential conflicts of interest and recognized the often-heard criticism that professional boards serve primarily the interests of the profession they purport to regulate.

In 1970, following a period of financial crisis for the ANA, a council member recommended that a free-standing federation of state boards be established. After a year of study by the state boards, this proposal was overwhelmingly defeated when the council adopted a resolution to remain with the ANA. However, an ad hoc committee was appointed later to examine the feasibility of the council becoming a self-governing incorporated body. At the council's 1977 meeting, a task force was elected and charged with the responsibility of proposing a specific plan for the formation of a new independent organization. On June 5, 1978, the Delegate Assembly of ANA's Council of State Boards of Nursing voted 83 to 8 to withdraw from ANA to form the National Council of State Boards of Nursing.

Organizational Mission, Strategic Initiatives and Outcomes

NCSBN provides education, service and research through collaborative leadership to promote evidence-based regulatory excellence for patient safety and public protection.

NCSBN currently has five strategic initiatives for fiscal years 2014-2016:

- Advance regulatory relevance and responsiveness to changes in health care.
- Promote regulatory solutions to address borderless health care delivery.
- Expand the active engagement and leadership potential of all members.
- Develop competency assessments to support the future of health care and the advancement of regulatory excellence.
- Promote evidence-based regulation.

To achieve its strategic initiatives, NCSBN identifies expected outcomes, under which performance measures for achieving these outcomes are developed, assessed and refined each fiscal year and provide the organization with a flexible plan within a disciplined focus. Annually, the BOD evaluates the accomplishment of strategic initiatives and objectives, and the directives of the Delegate Assembly.

Organizational Structure and Function

MEMBERSHIP

Membership in NCSBN is extended to those BONs that agree to use, under specified terms and conditions, one or more types of licensing examinations developed by NCSBN. At the present time, there are 59 member boards, including those from the District of Columbia, the U.S. Virgin Islands, Guam, American Samoa and the Northern Mariana Islands. BONs may become member boards upon approval of the Delegate Assembly, and execution of a contract for using the NCLEX-RN® Examination and/or the NCLEX-PN® Examination. Revisions to the bylaws by the membership in 2007 also allow for advanced practice nurse boards to become full members.

Member boards maintain their good standing through compliance with all membership terms and conditions and bylaws. In return, they receive the privilege of participating in the development and use of NCSBN's licensure examinations. Member boards also receive information services, public policy analyses and research services. Member boards that fail to adhere to the conditions of membership may have their membership terminated by the BOD. They may then choose to appeal the BOD's decision to the Delegate Assembly.

Associate members are authorized nurse regulatory bodies from other countries, must pay an annual membership fee and be approved for membership by the Delegate Assembly. NCSBN has 24 associate members:

- Association of Registered Nurses of Newfoundland and Labrador
- Association of Registered Nurses of Prince Edward Island
- Bermuda Nursing Council
- College and Association of Registered Nurses of Alberta
- College of Licensed Practical Nurses of Alberta
- College of Licensed Practical Nurses of British Columbia
- College of Licensed Practical Nurses of Manitoba
- College of Licensed Practical Nurses of Newfoundland and Labrador
- College of Licensed Practical Nurses of Nova Scotia
- College of Nurses of Ontario
- College of Registered Nurses of British Columbia
- College of Registered Nurses of Manitoba
- College of Registered Nurses of Nova Scotia
- Nurses Association of New Brunswick
- Nursing and Midwifery Board of Australia
- Nursing and Midwifery Board of Ireland

- Nursing and Midwifery Council of New South Wales
- Nursing Council of New Zealand
- Ordre des infirmières et infirmiers du Québec
- Registered Nurses Association of the Northwest Territories and Nunavut
- Saskatchewan Association of Licensed Practical Nurses
- Saskatchewan Registered Nurses' Association
- Singapore Nursing Board
- Yukon Registered Nurses Association

AREAS

NCSBN's membership is divided into four geographic areas. The purpose of this division is to facilitate communication, encourage regional dialogue on relevant issues and provide diversity of BOD and committee representation. Delegates elect area directors from their respective Areas through a majority vote of the Delegate Assembly. In addition, there are four elected directors-at-large.

- Area I members include: Alaska, American Samoa, Arizona, California-RN, California-VN, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Northern Mariana Islands, Oregon, Utah, Washington and Wyoming.
- Area II members include: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, Nebraska-APRN, North Dakota, Ohio, South Dakota, West Virginia-PN, West Virginia-RN and Wisconsin.
- Area III members include: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana-PN, Louisiana-RN, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas and Virginia.
- Area IV members include: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont and U.S. Virgin Islands.

DELEGATE ASSEMBLY

The Delegate Assembly is the membership body of NCSBN and comprises delegates who are designated by the Member Boards. Each Member Board has two votes and may name two delegates and alternates. The Delegate Assembly meets at NCSBN's Annual Meeting, traditionally held in early August. Special sessions can be called under certain circumstances.

At the Annual Meeting, delegates elect officers and directors and members of the Leadership Succession Committee (LSC) by majority and plurality vote respectively. They also receive and respond to reports from officers and committees. They may revise and amend the bylaws by a two-thirds vote, providing the proposed changes have been submitted at least 45 days before the session. In addition, the Delegate Assembly adopts the mission statement, strategic initiatives of NCSBN, approves all new NCSBN memberships, the substance of all Terms and Conditions of NCSBN Membership between the NCSBN and Member Boards, adopts test plans to be used for the development of the NCLEX® examination, and establishes the fee for the NCLEX® examination.

OFFICERS AND DIRECTORS

NCSBN officers include the president, president-elect, and treasurer. Directors consist of four area directors and four directors-at-large. Only members or staff of Member Boards may hold office, subject to exclusion from holding office if other professional obligations result in an actual or perceived conflict of interest.

No person may hold more than one elected office at the same time. The president shall have served as a delegate, a committee member or an officer prior to being elected to office. No one shall serve more than four consecutive years in the same Board of Director position.

The president, president-elect and treasurer are elected for terms of two years or until their successors are elected. The president-elect and the directors-at-large are elected in even-numbered years. The treasurer and area directors are elected in odd-numbered years.

The four area directors are elected for terms of two years or until their successors are elected. Four directors-at-large will be elected for terms of two years or until their successors are elected.

Officers and directors are elected by ballot during the annual session of the Delegate Assembly. Delegates elect area directors from their respective areas.

Election is by a majority vote. Write-in votes are prohibited. In the event a majority is not established, the bylaws dictate the reballoting process.

Officers and directors assume their duties at the close of the session at which they were elected. The president-elect fills a vacancy in the office of president. Board appointees fill other officer vacancies until the next Annual Meeting and a successor is elected.

BOD

The BOD, the administrative body of NCSBN, consists of eleven elected officers. The BOD is responsible for the general supervision of the affairs of NCSBN between sessions of the Delegate Assembly. The BOD authorizes the signing of contracts, including those between NCSBN and its Member Boards. It also engages the services of legal counsel, approves and adopts an annual budget, reviews membership status of noncompliant Member Boards and renders opinions, when needed, about actual or perceived conflicts of interest.

Additional duties include approval of the NCLEX® examination test service, appointment of committees, monitoring of committee progress, approval of studies and research pertinent to NCSBN's purpose, and provision for the establishment and maintenance of the administrative offices.

MEETINGS OF THE BOD

All BOD meetings are typically held in Chicago, with the exception of the post-Annual Meeting BOD meeting that may be held at the location of the Annual Meeting. The call to meeting, agenda and related materials are mailed to BOD officers and directors two weeks before the meeting. The agenda is prepared by staff, in consultation with the president, and provided to the membership via the NCSBN website (www.ncsbn.org).

A memo or report that describes the item's background and indicates the BOD action needed accompanies items for BOD discussion and action. Motion papers are available during the meeting and are used so that an accurate record will result. Staff takes minutes of the meeting.

Resource materials are available to each BOD officer and director for use during BOD meetings. These materials are updated periodically throughout the year and include copies of the articles of incorporation and bylaws, strategic plan, policies and procedures, contracts, budget, test plan, committee rosters, minutes, and personnel manual.

COMMUNICATIONS WITH THE BOD

Communication between BOD meetings takes place in several different ways. The CEO communicates weekly with the president regarding major activities and confers as needed with the treasurer about financial matters. Monthly updates are provided to the full BOD by the CEO.

LSC

The LSC consists of seven elected members. Four members are elected from each area and are elected for two-year terms in even-numbered years. Three at-large members are elected for two-year terms in odd-numbered years. Members are elected by ballot with a plurality vote.

The LSC's function is to recommend strategies for the ongoing sustainability and advancement of the organization through leadership succession planning; present a slate of candidates through a determination of qualifications and geographic distribution for inclusion on a ballot for the election of the BOD and the LSC. The LSC's report shall be read at the first session of the Delegate Assembly, when additional nominations may be made from the floor. No name shall be placed in nomination without the written consent of the nominee.

COMMITTEES

Many of NCSBN's objectives are accomplished through the committee process. Every year, the committees report on their activities and make recommendations to the BOD. At the present time, NCSBN has two standing committees: NCLEX Examinations and Finance. Subcommittees, such as the Item Review Subcommittee (Exam), may assist standing committees.

In addition to standing committees, special committees are appointed by the BOD for a defined term to address special issues and concerns. NCSBN conducts an annual call for committee member nominations prior to the beginning of each fiscal year. Committees are governed by their specific charge and NCSBN policies and procedures. The appointment of committee chairs and committee members is a responsibility of the BOD. Committee membership is extended to all current members and staff of Member Boards, consultants and external stakeholders.

In the appointment process, every effort is made to match the expertise of each individual with the charge of the committee. Also considered is balanced representation whenever possible, among areas, board members and board staff, registered and licensed practical/vocational nurses, and consumers. Nonmembers may be appointed to special committees to provide specialized expertise. A BOD liaison and an NCSBN staff member are assigned to assist each committee. The respective roles of BOD liaison, committee chair and committee staff are provided in NCSBN policy. Each work collaboratively to facilitate committee work and provide support and expertise to committee members to complete the charge. Neither the BOD liaison nor the NCSBN staff are entitled to a vote, but respectively can advise the committee regarding the strategic or operational impact of decisions and recommendation.

Description of Standing Committees

NCLEX® EXAMINATION COMMITTEE (NEC)

The NEC comprises at least nine members. One of the committee members shall be a licensed practical/vocational nurse or a board or staff member of an LPN/VN board of nursing. The committee chair shall have served as a member of the committee prior to being appointed as chair. The purpose of the NEC is to develop the licensure examinations and evaluate procedures needed to produce and deliver the licensure examinations. Toward this end, it recommends test plans to the Delegate Assembly and suggests enhancements, based on research that is important to the development of licensure examinations.

The NEC advises the BOD on matters related to the NCLEX® examination process, including psychometrics, item development, test security and administration and quality assurance. Other duties may include the selection of appropriate item development panels, test service evaluation, oversight of test service transitions and preparation of written information about the examinations for Member Boards and other interested parties. The NEC also regularly evaluates the licensure examinations by means of item analysis and test, and candidate statistics.

One of NCSBN's major objectives is to provide psychometrically sound and legally defensible nursing licensure examinations to Member Boards. Establishing examination validity is a key component of this objective. Users of examinations have certain expectations about what an examination measures and what its results mean; a valid examination is simply one that legitimately fulfills these expectations.

Validating a licensure examination is an evidence-gathering process to determine two things: 1) whether or not the examination actually measures competencies required for safe and effective job performance, and 2) whether or not it can distinguish between candidates who do and do not possess those competencies. An analysis of the job for which the license is given is essential to validation.

There are several methods for analyzing jobs, including compilation of job descriptions, opinions of experts, and surveys of job incumbents. Regardless of the method used, the outcome of the job analysis is a description of those tasks that are most important for safe and effective practice. The results of the job analysis can be used to devise a framework describing the job, which can then be used as a basis for a test plan and for a set of instructions for item writers. The test plan is the blueprint for assembling forms of the test, and usually specifies major content or process dimensions and percentages of questions that will be allotted to each category within the dimension. The instructions for item writers may take

the form of a detailed set of knowledge, skills and abilities (KSA) statements or competency statements which the writers will use as the basis for developing individual test items. By way of the test plan and KSA statements, the examination is closely linked to the important job functions revealed through the job analysis. This fulfills the first validation criterion: a test that measures important job-related competencies.

The second criterion, related to the examination's ability to distinguish between candidates who do and do not possess the important competencies, is most frequently addressed in licensure examinations through a criterion-referenced standard setting process. Such a process involves the selection of a passing standard to determine which candidates pass and which fail. Expert judges with first-hand knowledge of what constitutes safe and effective practice for entry-level nurses are selected to recommend a series of passing standards for this process. Judges are trained in conceptualizing the minimally competent candidate (performing at the lowest acceptable level), and they go through a structured process of judging success rates on each individual item of the test. Their pooled judgments result in identification of a series of recommended passing standards. Taking these recommendations along with other data relevant to identification of the level of competence, the BOD sets a passing standard that distinguishes between candidates who do and do not possess the essential competencies, thus fulfilling the second validation criterion.

FINANCE COMMITTEE

The Finance Committee comprises at least four members and the treasurer, who serves as the chair. The Committee reviews the annual budget, monitors NCSBN investments, and facilitates the annual independent audit. The Committee recommends the budget to the BOD and advises the BOD on fiscal policy to assure prudence and integrity of fiscal management and responsiveness to Member Board needs. It also reviews financial status on a quarterly basis.

NCSBN STAFF

NCSBN staff members are hired by the chief executive officer. Their primary role is to implement the Delegate Assembly's and BOD's policy directives and provide assistance to committees.

GENERAL DELEGATE ASSEMBLY INFORMATION

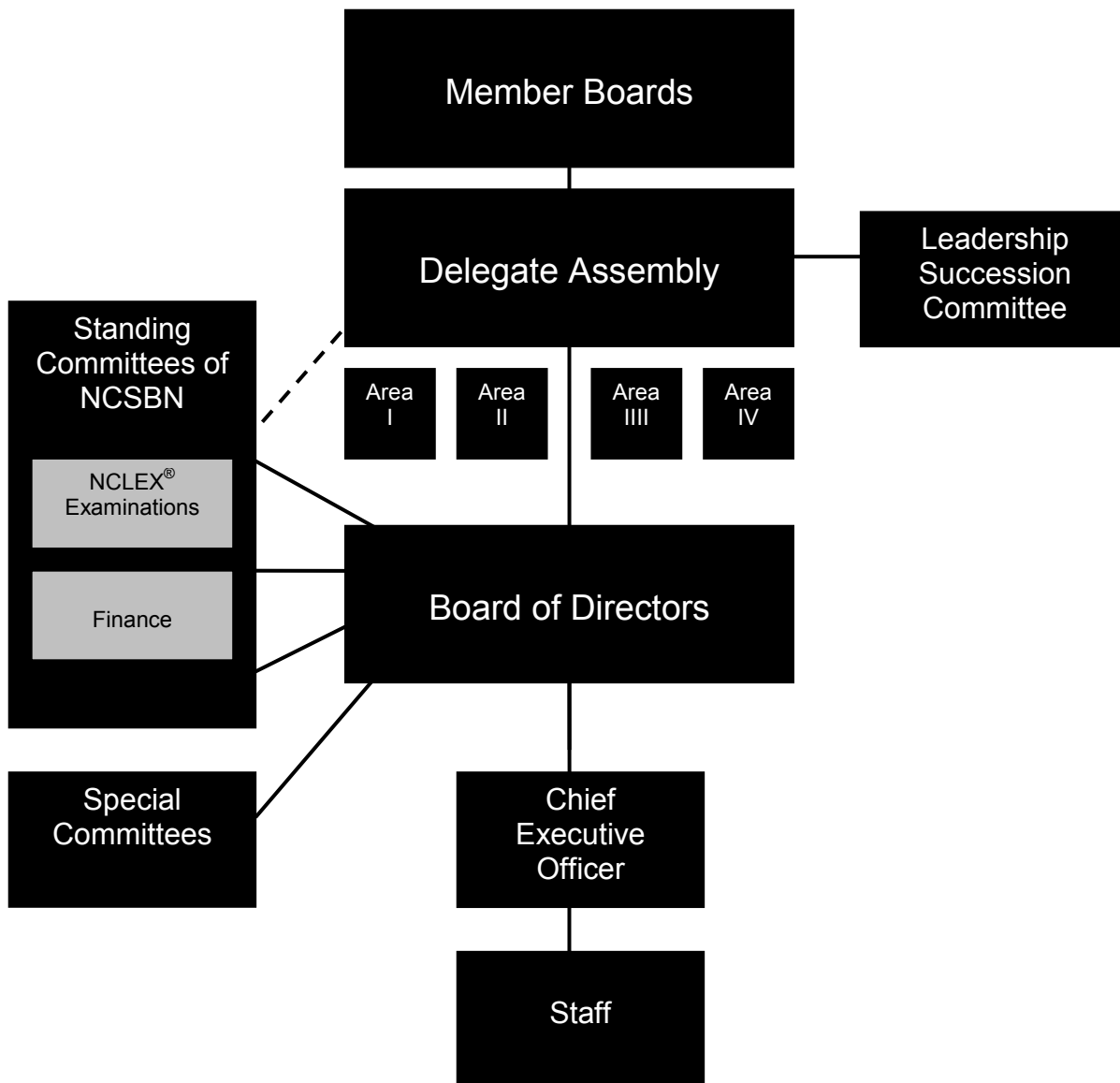
The business agenda of the Delegate Assembly is prepared and approved by the BOD. At least 45 days prior to the Annual Meeting, member boards are sent the recommendations to be considered by the Delegate Assembly. A Business Book is provided to all Annual Meeting registrants which contains the agenda, reports requiring Delegate Assembly action, reports of the BOD, reports of special and standing committees, and strategic initiatives and objectives.

Prior to the annual session of the Delegate Assembly, the president appoints the credentials, resolutions, and elections committees, as well as the Committee to Approve Minutes. The president may also appoint a timekeeper, a parliamentarian and pages.

The function of the Credentials Committee is to provide delegates with identification bearing the number of votes to which the delegate is entitled. It also presents oral and written reports at the opening session of the Delegate Assembly and immediately preceding the election of officers and the LSC. The Elections Committee conducts all elections that are decided by ballot in accordance with the bylaws and standing rules. The Resolutions Committee receives, edits, and evaluates all resolutions in terms of their relationship to NCSBN's mission and fiscal impact to the organization. At a time designated by the president, it reports to the Delegate Assembly.

The parliamentarian keeps minutes of the Delegate Assembly. These minutes are then reviewed, corrected as necessary and approved by the Committee to Approve Minutes, which includes the chief executive officer who serves as corporate secretary.

NCSBN Organizational Chart



NCSBN Bylaws

Revisions adopted - 8/29/87
Amended - 8/19/88
Amended - 8/30/90
Amended - 8/01/91
Revisions adopted - 8/05/94
Amended - 8/20/97
Amended - 8/8/98
Revisions adopted - 8/11/01
Amended - 08/07/03
Revisions adopted - 08/08/07
Amended - 8/13/10
Amended - 08/16/13
Amended - 08/15/14

Article I

■ Name

The name of this organization shall be the National Council of State Boards of Nursing, Inc. (NCSBN).

Article II

■ Purpose and Functions

Section 1. Purpose. The purpose of the NCSBN is to provide an organization through which state boards of nursing act and counsel together on matters of common interest and concern affecting the public health, safety and welfare, including the development of licensing examinations in nursing that are valid, reliable, and legally defensible and in compliance with professionally accepted psychometric standards.

Section 2. Functions. The NCSBN's functions shall include but not be limited to providing services and guidance to its members in performing their regulatory functions regarding entry into nursing practice, continued safe nursing practice and nursing education programs. The NCSBN provides Member Boards with examinations and standards for licensure and credentialing; promotes uniformity in standards and expected outcomes in nursing practice and education as they relate to the protection of the public health, safety and welfare; provides information, analyses and standards regarding the regulation of nursing practice and nursing education; promotes the exchange of information and serves as a clearinghouse for matters related to nursing regulation.

Article III

■ Members

Section 1. Definitions.

- a) State Board of Nursing. A state board of nursing is the governmental agency empowered to license and regulate nursing practice in any state, territory or political subdivision of the United States of America.
- b) Member Board. A Member board is a state board of nursing, which is approved by the Delegate Assembly as a member of NCSBN.
- c) Associate Member. An Associate Member is a nursing regulatory body or empowered regulatory authority from another country or territory, which is approved by the Delegate Assembly.

Section 2. Qualifications. To qualify for approval, and to maintain membership as a Member Board, a state board of nursing that regulates registered nurses and/or practical/vocational nurses must use applicable NCSBN Licensing Examinations (the "NCLEX® examination") for licensure of registered nurses and/or practical/vocational nurses, cause candidates for licensure in its jurisdiction to pay NCSBN the examination fee established by the Delegate Assembly, execute a current Terms and

Conditions of NCSBN Membership, as amended from time to time by Delegate Assembly, and agree to comply with all applicable terms and conditions for the use of the NCLEX® examination(s).

Section 3. Admission. A state board of nursing shall become a member of the NCSBN and be known as a Member Board upon approval by the Delegate Assembly, as described in Article IV and payment of the required fees, if applicable.

Section 4. Areas. The Delegate Assembly shall divide the membership into numbered geographical Areas. At no time shall the number of Areas be less than three nor more than six. New members shall be assigned to existing Areas by the Board of Directors. The purpose of this division is to facilitate communication, encourage regional dialogue on NCSBN issues and provide diversity of representation on the Board of Directors and on committees.

Section 5. Fees. The annual membership fees, for a Member Board and an Associate Member shall be set by the Delegate Assembly and shall be payable each October 1.

Section 6. Privileges. Member Board privileges include but are not limited to the right to vote as prescribed in these bylaws and the right to assist in the development of the NCLEX® examination, except that a Member Board that uses both the NCLEX® examination and another examination leading to the same license shall not participate in the development of the NCLEX® examination to the extent that such participation would jeopardize the integrity of the NCLEX® examination.

Section 7. Noncompliance. Any member whose fees remain unpaid after January 15 is not in good standing. Any member who does not comply with the provisions of the bylaws, and where applicable, the membership agreement, shall be subject to immediate review and possible termination by the Board of Directors.

Section 8. Appeal. Any termination of membership by the Board of Directors is subject to appeal to the Delegate Assembly.

Section 9. Reinstatement. A member in good standing that chooses to terminate membership shall be required to pay only the current fee as a condition of future reinstatement. Any membership which has been terminated for nonpayment of fees shall be eligible for reinstatement to membership upon payment of the current fee and any delinquent fees.

Article IV

■ Delegate Assembly

Section 1. Composition.

- a) *Designation of Delegates.* The Delegate Assembly shall be comprised of no more than two (2) delegates designated by each Member Board as provided in the Standing Rules of the Delegate Assembly ("Standing Rules"). An alternate duly appointed by a Member Board may replace a delegate and assume all delegate privileges.
- b) *Qualification of Delegates.* Members and employees of Member Boards shall be eligible to serve as delegates until their term or their employment with a Member Board ends. A NCSBN officer or director may not represent a Member Board as a delegate.
- c) *Term.* Delegates and alternates serve from the time of appointment until replaced.

Section 2. Voting.

- a) *Annual Meetings.* Each Member Board shall be entitled to two votes. The votes may be cast by either one or two delegates. There shall be no proxy or absentee voting at the Annual Meeting.

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- b) *Special Meetings.* A Member Board may choose to vote by proxy at any special session of the Delegate Assembly. A proxy vote shall be conducted by distributing to Member Boards a proxy ballot listing a proposal requiring either a yes or no vote. A Member Board may authorize the corporate secretary of the NCSBN or a delegate of another Member Board to cast its votes.

Section 3. Authority. The Delegate Assembly, the membership body of the NCSBN, shall provide direction for the NCSBN through resolutions and enactments, including adoption of the mission and strategic initiatives, at any Annual Meeting or special session. The Delegate Assembly shall approve all new NCSBN memberships; approve the substance of all Terms and Conditions of NCSBN Membership between the NCSBN and Member Boards; adopt test plans to be used for the development of the NCLEX® examination; and establish the fee for the NCLEX® examination.

Section 4. Annual Meeting. The NCSBN Annual Meeting shall be held at a time and place as determined by the Board of Directors. The Delegate Assembly shall meet each year during the Annual Meeting. The official call to that meeting, giving the time and place, shall be conveyed to each Member Board at least 90 days before the Annual Meeting. In the event of a national emergency, the Board of Directors by a two thirds vote may cancel the Annual Meeting and shall schedule a meeting of the Delegate Assembly as soon as possible to conduct the business of the NCSBN.

Section 5. Special Session. The Board of Directors may call, and upon written petition of at least ten Member Boards made to the Board of Directors, shall call a special session of the Delegate Assembly. Notice containing the general nature of business to be transacted and date and place of said session shall be sent to each Member Board at least ten days before the date for which such special session is called.

Section 6. Quorum. The quorum for conducting business at any session of the Delegate Assembly shall be at least one delegate from a majority of the Member Boards and two officers present in person or, in the case of a special session, by proxy.

Section 7. Standing Rules. The Board of Directors shall present and the Delegate Assembly shall adopt Standing Rules for each Delegate Assembly meeting.

Article V

■ Officers and Directors

Section 1. Officers. The elected officers of the NCSBN shall be a president, a president-elect and a treasurer.

Section 2. Directors. The directors of the NCSBN shall consist of four directors-at-large, and a director from each Area.

Section 3. Eligibility.

Board Members or employees of Member Boards shall be eligible to serve as NCSBN officers and at-large or Area directors until their term or their employment with a Member Board ends. Members of a Member Board who become permanent employees of a Member Board will continue their eligibility to serve.

Section 4. Qualifications for President-elect. The president-elect shall have served NCSBN as either a delegate, a committee member, a director or an officer before being elected to the office of president-elect.

Section 5. Election of Officers and Directors.

- a) *Time and Place.* Election of officers and directors shall be by ballot of the Delegate Assembly during the Annual Meeting.
- b) *Officers and Directors-at-Large.* Officers and directors-at-large shall be elected by majority vote of the Delegate Assembly.

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- c) *Area Directors.* Each Area shall elect its Area director by majority vote of the delegates from each such Area.
 - d) *Run-Off Balloting.* If a candidate for officer or director does not receive a majority vote on the first ballot, reballoting shall be limited to the two candidates receiving the highest numbers of votes for each position. In the case of a tie on the reballoting, the final selection shall be determined by lot.
 - e) *Voting.*
 - (i.) Voting for officers and directors shall be conducted in accordance with these bylaws and the Standing Rules. Write-in votes shall be prohibited.
 - (ii.) Notwithstanding any provision of this Section, in the event there is only one candidate for an officer or director position, election for that position shall be declared by acclamation. No ballot shall be necessary.
 - f) The provisions of this section shall not apply to a special election as provided in Section 8(c) of this Article.

Section 6. Terms of Office.

- a) The president-elect, treasurer, Area directors, and directors-at-large shall be elected for a term of two years or until their successors are elected. The president shall serve for a term of two years.
- b) The president-elect and the directors-at-large shall be elected in even-numbered years. The treasurer and area directors shall be elected in odd-numbered years.
- c) Officers and directors shall assume their duties at the close of the Annual Meeting of the Delegate Assembly at which they are elected.
- d) The treasurer and the directors shall serve no more than two consecutive terms in the same position excluding time served by appointment and/or election pursuant to Section 8 of this Article. The president and president-elect shall serve no more than one term in the same position, except when a vacancy occurs pursuant to Section 8 of this Article.

Section 7. Limitations. No person may hold more than one officer position or directorship at one time. No officer or director shall hold elected or appointed office or a salaried position in a state, regional or national association or body if the office or position might result in a potential or actual, or the appearance of, a conflict of interest with the NCSBN, as determined by the Leadership Succession Committee before election to office and as determined by the Board of Directors after election to office. If incumbent officers or directors win an election for another officer or director position, the term in their current position shall terminate at the close of the Annual Meeting at which the election is held.

Section 8. Vacancies.

- a) If the office of the president becomes vacant, the president-elect shall assume the presidency and shall serve the remainder of that term as well as the term for which she or he was elected.
- b) If the office of the president-elect becomes vacant, then the position shall remain vacant until an election can be held at the next annual meeting for the remainder of the term for which the president-elect was elected.
- c) In the event of a simultaneous vacancy in both the offices of the president and the president-elect, the Board of Directors shall take the following action:
 - i. In the event the simultaneous vacancies occur prior to or on February 1 in any given year, the Board of Directors shall notify all Member Boards of the simultaneous vacancies within five (5) business days of the occurrence.
 - ii. The notice shall specify the manner and deadline for nominating candidates for the office of the president to the Leadership Succession Committee. Nominations shall be accepted for a period of no more than twenty (20) business days. Candidates shall meet the eligibility requirements outlined in Section 3 of this Article.

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- iii. The Leadership Succession Committee shall review nominations received and announce a slate of no more than two candidates within ten (10) business days after the deadline for nominations.
 - iv. The Board of Directors shall schedule a special election by electronic voting to be held within fifteen (15) business days of the receipt of the slate. In the event of a tie, the election shall be decided by lot. The elected candidate shall serve until the next Annual Meeting.
 - v. The Board of Directors shall appoint one of its members to assume the responsibilities of the president until the results of the special election are final. If there are no nominations, that person shall serve until the next Annual Meeting.
 - vi. The office of president-elect shall remain vacant until the next Annual Meeting.
 - vii. At the Annual Meeting following the special election, the Delegate Assembly shall elect a president and a president-elect to fill any remainder of the term, if applicable. Otherwise, a president and a president-elect shall be elected for a regular term pursuant to Section 5 of this Article.
- d) The Board of Directors shall fill vacancies in the office of the treasurer, directors at large, and area directors by appointment. The person filling the vacancy shall serve until the next Annual Meeting and a successor is elected. The Delegate Assembly shall elect a person to fill any remainder of the term.
 - e) Being elected president under the special election set forth in Section 8(c) of this Article shall not preclude the person from being nominated for any office in the election under Section 5 of this Article. Time served as president as a result of a special election under Section 8(c) of this Article and time served as president or president-elect to fill the remainder of a term in either respective office, pursuant to Sections 8(c)(vii) or 8(d) herein, shall be excluded from the determination of the term served in office under Section 6 of this Article.

Section 9. Responsibilities of the President. The president shall preside at all meetings of the Delegate Assembly and the Board of Directors, assume all powers and duties customarily incident to the office of president, and speak on behalf of and communicate the policies of the NCSBN.

Section 10. Responsibilities of the President-elect. The president-elect shall assist the president, perform the duties of the president in the president's absence, be assigned responsibilities by the president, and assume the office of the president at the conclusion of the president's term and fill any vacancy in the office of the president.

Section 11. Responsibilities of the Treasurer. The treasurer shall serve as the chair of the Finance Committee and shall assure that quarterly reports are presented to the Board of Directors, and that annual financial reports are provided to the Delegate Assembly.

Article VI

■ Board of Directors

Section 1. Composition. The Board of Directors shall consist of the elected officers and directors of the NCSBN.

Section 2. Authority. The Board of Directors shall transact the business and affairs and act on behalf of the NCSBN except to the extent such powers are reserved to the Delegate Assembly as set forth in these bylaws and provided that none of the Board's acts shall conflict with resolutions or enactments of the

Delegate Assembly. The Board of Directors shall report annually to the Delegate Assembly and approve the NCLEX® examination test service.

Section 3. Meetings of the Board of Directors. The Board of Directors shall hold an annual meeting and may schedule other regular meetings as necessary to accomplish the work of the Board. Publication of the dates for such regular meetings in the minutes of the Board meeting at which the dates are selected shall constitute notice of the scheduled regular meetings. Special meetings of the Board of Directors may be called by the president or shall be called upon written request of at least three members of the Board of Directors. At least twenty-four hours notice shall be given to each member of the Board of Directors of a special meeting. The notice shall include a description of the business to be transacted.

Section 4. Removal from Office. A member of the Board of Directors may be removed with or without cause by a two-thirds vote of the Delegate Assembly or the Board of Directors. The individual shall be given 30 days' written notice of the proposed removal.

Section 5. Appeal. A member of the Board of Directors removed by the Board of Directors may appeal to the Delegate Assembly at its next Annual Meeting. Such individual may be reinstated by a two-thirds vote of the Delegate Assembly.

Article VII

■ Leadership Succession Committee

Section 1. Leadership Succession Committee

- a) *Composition.* The Leadership Succession Committee shall be comprised of seven members elected by the Delegate Assembly. One member shall be elected from each of the four areas. Three members shall be at large members.
- b) *Term.* The term of office shall be two years. Area members shall be elected in even numbered years. At large members shall be elected in odd numbered years. A committee member shall serve no more than two consecutive terms excluding time served by appointment and/or election pursuant to Section 1e. of this Article. Members shall assume duties at the close of the Annual Meeting at which they are elected.
- c) *Election.* The Committee shall be elected by plurality vote of the Delegate Assembly at the Annual Meeting. In the event there is only one candidate for a committee position, election for that position shall be declared by acclamation. No ballot shall be necessary. The Chair shall be selected by the Board of Directors.
- d) *Limitation.* A member elected or appointed to the Leadership Succession Committee may not be nominated for an officer or director position during the term for which that member was elected or appointed.
- e) *Vacancy.* A vacancy occurring in the committee shall be filled from the remaining candidates from the previous election, in order of votes received. If no remaining candidates can serve, the Board of Directors shall fill the vacancy with an individual who meets the qualifications of Section 1a. of this Article. The person filling a vacancy shall serve the remainder of the term.
- f) *Duties.* The Leadership Succession Committee shall recommend strategies for the ongoing sustainability and advancement of the organization through leadership succession planning; present a slate of candidates through a determination of qualifications and geographic distribution for inclusion on a ballot for the election of the Board of Directors and the Leadership Succession Committee. The Committee's report shall be read at the first session of the Delegate Assembly, when additional nominations may be made from the floor. No name shall be placed in nomination without the written consent of the nominee. The Leadership Succession Committee shall determine qualifications and geographic distribution of nominations from the floor for recommendations to the Delegate Assembly.

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- g) *Eligibility.* Any board member of a Member Board or employee of a Member Board is eligible to serve as a member of the Leadership Succession Committee.

Article VIII

■ Meetings

Section 1. *Participation.*

- a) *Delegate Assembly Session.*
- (i) *Member Boards.* Members and employees of Member Boards shall have the right, subject to the Standing Rules of the Delegate Assembly, to speak at all open sessions and forums of the Delegate Assembly, provided that only delegates shall be entitled to vote and only delegates and members of the Board of Directors may make motions at the Delegate Assembly, except the Examination Committee may bring motions to approve test plans pursuant to Article X, Section 1(a).
 - (ii) *Public.* All sessions of the Delegate Assembly held in accordance with Sections 4 and 5 of Article IV of these bylaws shall be open to the public, except executive sessions, provided that the minutes reflect the purpose of, and any action taken in, executive session.
- b) *Delegate Assembly Forums.* Participation in forums conducted in association with the Annual Meeting shall be governed by the Standing Rules of the Delegate Assembly.
- c) *Meetings.* NCSBN, including all committees thereof, may establish methods of conducting its business at all other meetings provided that the meetings of the Board of Directors and committees are open to members and employees of Member Boards.
- d) *Interactive Communications.* Meetings held with one or more participants attending by telephone conference call, video conference or other interactive means of conducting conference communications constitute meetings where valid decisions may be made. A written record documenting that each member was given notice of the meeting, minutes reflecting the names of participating members and a report of the roll call on each vote shall be distributed to all members of the group and maintained at the NCSBN Office.
- e) *Manner of Transacting Business.* To the extent permitted by law and these bylaws, business may be transacted by electronic communication or by mail, in which case a report of such action shall be made part of the minutes of the next meeting.

Article IX

■ Chief Executive Officer

Section 1. *Appointment.* The Chief Executive Officer shall be appointed by the Board of Directors. The selection or termination of the Chief Executive Officer shall be by a majority vote of the Board of Directors.

Section 2. *Authority.* The Chief Executive Officer shall serve as the agent and chief administrative officer of the NCSBN and shall possess the authority and shall perform all duties incident to the office of Chief Executive Officer, including the management and supervision of the office, programs and services of NCSBN, the disbursement of funds and execution of contracts (subject to such limitations as may be established by the Board of Directors). The Chief Executive Officer shall serve as corporate secretary and oversee maintenance of all documents and records of the NCSBN and shall perform such additional duties as may be defined and directed by the Board.

Section 3. *Evaluation.* The Board of Directors shall conduct an annual written performance appraisal of the Chief Executive Officer, and shall set the Chief Executive Officer's annual salary.

Article X

■ Committees

Section 1. *Standing Committees.* NCSBN shall maintain the following standing committees.

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- a) *NCLEX® Examination Committee.* The NCLEX® Examination Committee shall be comprised of at least nine members. One of the committee members shall be a licensed practical/vocational nurse or a board or staff member of an LPN/VN board. The committee chair shall have served as a member of the committee prior to being appointed as chair. The NCLEX® Examination Committee shall advise the Board of Directors on matters related to the NCLEX® examination process, including examination item development, security, administration and quality assurance to ensure consistency with the Member Boards' need for examinations. The Examination Committee shall recommend test plans to the Delegate Assembly. Subcommittees may be appointed to assist the Examination Committee in the fulfillment of its responsibilities.
 - b) *Finance Committee.* The Finance Committee shall be comprised of at least four members and the treasurer, who shall serve as chair. The Finance Committee shall review the annual budget, the NCSBN's investments and the audit. The Finance Committee shall recommend a budget to the Board of Directors and advise the Board of Directors on fiscal policy to assure prudence and integrity of fiscal management and responsiveness to Member Board needs.

Section 2. *Special Committees.* The Board of Directors may appoint special committees as needed to accomplish the mission of the NCSBN and to assist any Standing Committee in the fulfillment of its responsibilities. Special committees may include subcommittees, task forces, focus groups, advisory panels or other groups designated by the Board of Directors.

Section 3. *Delegate Assembly Committees.* The president shall appoint such Delegate Assembly Committees as provided in the Standing Rules and as necessary to conduct the business of the Delegate Assembly.

Section 4. *Committee Membership.*

- a) *Composition.* Members of Standing and Special committees shall be appointed by the Board of Directors from the membership, provided, however, that Associate Members may not serve on the NCLEX® Examination, Bylaws, or Finance committees. Committees may also include other individuals selected for their special expertise to accomplish a committee's charge. In appointing committees, one representative from each Area shall be selected unless a qualified member from each Area is not available considering the expertise needed for the committee work. The president, or president's designee, shall be an ex-officio member of all committees except the Leadership Succession Committee. Associate Members shall have full voting rights as committee members.
- b) *Term.* The standing committee members shall be appointed for two years or until their successors are appointed. Standing committee members may apply for re-appointment to the committee. Members of special committees shall serve at the discretion of the Board of Directors.
- c) *Vacancy.* A vacancy may occur when a committee member resigns or fails to meet the responsibilities of the committee as determined by the Board of Directors. The vacancy may be filled by appointment by the Board of Directors for the remainder of the term.

Article XI

■ Finance

Section 1. *Audit.* The financial records of the NCSBN shall be audited annually by a certified public accountant appointed by the Board of Directors. The annual audit report shall be provided to the Delegate Assembly.

Section 2. *Fiscal Year.* The fiscal year shall be from October 1 to September 30.

Article XII

■ Indemnification

Section 1. Direct Indemnification. To the full extent permitted by, and in accordance with the standards and procedures prescribed by Sections 5741 through 5750 of the Pennsylvania Nonprofit Corporation Law of 1988 or the corresponding provision of any future Pennsylvania statute, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, agent or representative of the corporation, or performs or has performed volunteer services for or on behalf of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, agent or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including but not limited to attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding.

Section 2. Insurance. To the full extent permitted by Section 5747 of the Pennsylvania Nonprofit Corporation Law of 1988 or the corresponding provision of any future Pennsylvania statute, the corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or representative of the corporation, or performs or has performed volunteer services for or on behalf of the corporation, or is, or was serving at the request of the corporation as a director, officer, employee, agent or representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of Section 1 of this Article.

Section 3. Additional Rights. Pursuant to Section 5746 of the Pennsylvania Nonprofit Corporation Law of 1988 or the corresponding provisions of any future Pennsylvania statute, any indemnification provided pursuant to Sections 1 or 2 of this Article shall:

- a) not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any future bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such official position; and
- b) continue as to a person who has ceased to be a director, officer, employee, agent or representative of, or provider of volunteer services for or on behalf of the corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article XIII

■ Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the NCSBN in all cases not provided for in the articles of incorporation, bylaws and any special rules of order adopted by the NCSBN.

Article XIV

■ Amendment of Bylaws

Section 1. *Amendment and Notice.* These bylaws may be amended at any Annual Meeting or special session of the Delegate Assembly upon:

- a) written notice to the Member Boards of the proposed amendments at least 45 days prior to the Delegate Assembly session and a two-thirds affirmative vote of the delegates present and voting; or
- b) written notice that proposed amendments may be considered at least five days prior to the Delegate Assembly session and a three-quarters affirmative vote of the delegates present and voting.

In no event shall any amendments be adopted without at least five days written notice prior to the Delegate Assembly session that proposed amendments may be considered at such session.

Section 2. *Bylaws Committee.* A Bylaws committee composed of board members from Member Boards and/or employees of Member Boards may be appointed by the Board of Directors to review and make recommendations on proposed bylaw amendments as directed by the Board of Directors or the Delegate Assembly.

Article XV

■ Dissolution

Section 1. *Plan.* The Board of Directors at an annual, regular or special meeting may formulate and adopt a plan for the dissolution of the NCSBN. The plan shall provide, among other things, that the assets of the NCSBN be applied as follows:

Firstly, all liabilities and obligations of the NCSBN shall be paid or provided for.

Secondly, any assets held by the NCSBN which require return, transfer or conveyances, as a result of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement.

Thirdly, all other assets, including historical records, shall be distributed in considered response to written requests of historical, educational, research, scientific or institutional health tax exempt organizations or associations, to be expended toward the advancement of nursing practice, regulation and the preservation of nursing history.

Section 2. *Acceptance of Plan.* Such plan shall be acted upon by the Delegate Assembly at an Annual or legally constituted special session called for the purpose of acting upon the proposal to dissolve. A majority of all Delegates present at a meeting at which a quorum is present must vote affirmatively to dissolve.

Section 3. *Conformity to Law.* Such plan to dissolve must conform to the law under which NCSBN is organized and to the Internal Revenue Code concerning dissolution of exempt corporations. This requirement shall override the provisions of Sections 1 and 2 herein.

Special Proviso

The revised Bylaws shall become effective on the day and upon the adjournment of the 2013 Annual Meeting Session of the Delegate Assembly at which the revisions to the Bylaws were adopted by the Delegate Assembly. Officers and directors shall be elected in the years 2014-16 in accordance with the following schedule:

Positions	2013 Election	2014 Election	2015 Election	2016 Election
President		X (two-year term only; not eligible for re-election)		
President-elect		X (two-year term)		X (two-year term)
Treasurer		X (one-year term)	X (two-year term)	
Director-at-Large	X (two-year term)		X (one-year term)	X (two-year term)
Director-at-Large	X (two-year term)		X (one-year term)	X (two-year term)
Director-at-Large		X (two-year term)		X (two-year term)
Director-at-Large		X (two-year term)		X (two-year term)
Area I	X (two-year term)		X (two-year term)	
Area II	X (two-year term)		X (two-year term)	
Area III	X (two-year term)		X (two-year term)	
Area IV	X (two-year term)		X (two-year term)	

Officer and Director Election Schedule

X – Indicates the year in which a position will be elected.