

**PLASTIC SURGICAL NURSING CERTIFICATION BOARD, INC. (PSNCB)  
BYLAWS**

**ARTICLE I. NAME.**

The name of this organization is the Plastic Surgical Nursing Certification Board, hereinafter known as the PSNCB.

**ARTICLE II. PHILOSOPHY AND PURPOSE.**

The mission of PSNCB is to serve the public interest by providing a service to those plastic surgical and aesthetic nurses who choose to become certified in the specialty practice of plastic surgical and aesthetic nursing.

Section 1. Philosophy.

The PSNCB believes that the specialty of plastic surgical and aesthetic nursing should promote attainment of recognized standards of nursing practice for optimal patient care. This organization believes that the attainment of a common knowledge base, use of the nursing process, and a specialized level of skill in the practice setting are required for the specialty practice of plastic surgical and aesthetic nursing, and should receive professional recognition.

The PSNCB is committed to the advancement of professional nursing through recognition of nurses displaying knowledge and competency in the specialty practice of plastic surgical and aesthetic nursing. In doing so, the PSNCB recognizes the value of educational programs, including research and clinical practice that foster personal and professional growth.

Section 2. Purpose.

The purpose of PSNCB is to promote the highest standards of plastic and reconstructive surgical nursing practice, and aesthetic nursing practice, through the development, implementation, coordination, and evaluation of all aspects of the certification and recertification processes.

Certification serves as an added credential beyond nursing education and licensure. The examinations are designed to test the specialized knowledge of the plastic surgical nurse.

Certification granted by the PSNCB is pursuant to a voluntary procedure intended solely to test for specialized knowledge. The PSNCB does not purport to license, to confer a special right or privilege upon, nor otherwise to define qualifications of any person for nursing practice.

The purpose of certification is to improve and maintain the quality of professional plastic surgical and aesthetic nursing care through the development, administration and supervision of a certification program in the field of plastic surgical and aesthetic nursing. PSNCB shall engage in any and all necessary and lawful activities in implementation of the foregoing purposes and to exercise all powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the Commonwealth of Massachusetts and the State of New Jersey.

Certification is awarded to those who successfully complete the certification process (i.e., meet the eligibility criteria and pass a multiple choice written exam). The designated credential for those who complete the certification process shall be Certified Plastic Surgical Nurse (CPSN) or Certified Aesthetic Nurse Specialist (CANS).

### **ARTICLE III. FINANCES.**

#### Section 1. Fiscal Year.

The fiscal year of the PSNCB shall be the calendar year beginning the first day of January and ending the last day of December. The fiscal year shall be established by the Board of Directors.

#### Section 2. Budget.

An annual budget shall be adopted by the PSNCB Board of Directors. The financial records of PSNCB shall be subject to an annual examination by a certified public accounting firm, or by such other examiners as shall, from time to time, be named by the Board of Directors.

### **ARTICLE IV. RESTRICTIONS.**

All policies and activities of the PSNCB shall be in compliance with applicable federal, state and local statutes, ordinances, and regulations and all requirements applicable to the maintenance of its tax-exempt status.

The PSNCB shall not discriminate on the basis of physical handicap, race, religion, gender, national origin, sexual orientation, or any other type of classification that is prohibited by law.

It is the policy of PSNCB to comply fully with all anti-trust laws and trade regulations applicable to its activities.

### **ARTICLE V. INDEMNIFICATION AND INSURANCE.**

The PSNCB may, by resolution of its Board of Directors, indemnify and hold harmless any and all of its Directors or officers, former Directors or officers, employees, attorneys and agents, or their heirs, executors, and administrators against expenses and liabilities (including but not limited to attorney's fees, judgments, fines, and amounts paid in settlement) actually and

reasonably incurred by them in connection with the defense or settlement of any actual or threatened actions, suit, or proceeding in which they, or any of them, are made or threatened to be made parties or a party, by reason of having been Directors, officers, attorneys, or agents of the PSNCB, except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct or negligence in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for willful misconduct or negligence. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person engaged in willful misconduct or negligence.

The provisions of this Section are severable, and, therefore, if any of its provisions shall contravene or be invalidated under the laws of a particular state, county or other jurisdiction, such contravention or invalidity shall not invalidate the entire section, but the Section shall be construed as if not containing the particular provision or provisions held to be invalid in the particular state, county or jurisdiction, and the remaining provisions shall be construed and enforced accordingly.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee, attorney, agent, or other person may be entitled.

The Board of Directors may, from time to time, purchase insurance to assist the corporation in carrying out its obligations under the provision of this Section.

## **ARTICLE VI. BOARD OF DIRECTORS.**

### Section 1. Authority.

The Board of Directors shall have supervision, control, and direction of the affairs of the PSNCB, shall determine its policies or changes therein within the limits of the bylaws and Articles of Incorporation, shall actively pursue its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the power granted, appoint such agents and delegate such authority as it may consider necessary and advisable to fulfill the purposes of the corporation.

The Board of Directors shall have the power to determine eligibility for certification or recertification, to withhold, withdraw, or revoke certification status or to apply appropriate disciplinary measures to certificants whose conduct is in violation of professional ethics as determined by the Policy and Procedure Manual approved by the Board and consistent with the International Society of Plastic and Aesthetic Nurses (ISPAN) Standards of Practice.

### Section 2. Composition.

The Board of Directors shall be composed of the President, President-Elect, the Immediate Past President, the Secretary-Treasurer, six (6) Directors, and one public

member. No PSNCB Director shall concurrently serve on the Board of ISPAN or on the PSNF as a voting member.

The President-Elect of ISPAN shall serve as a formal liaison between the PSNCB and ISPAN and shall attend meetings of the Board of Directors as an invited guest, but shall not be a voting member of the Board and shall not count toward a quorum.

The public member shall have all of the duties and full voting rights of the other members except that the public member shall not prepare questions for or review an examination. The public member shall not be a nurse or associate and, therefore, shall not be eligible for certification, shall not be married to any person eligible to be certified by the PSNCB, and shall not employ or be employed by a person eligible to be certified by the PSNCB. The public member shall represent the interests of consumers and shall protect the interests of the public at large.

### Section 3. Appointment.

The PSNCB President shall request input from the PSNCB Board of Directors regarding prospective candidates for Board positions. Directors shall be solicited by the Board from the active Certified Nurses with a formal ballot sent prior to the annual face to face Board meeting in the fall.

### Section 4. Election.

The new Board members shall be elected by the current Certified Nurses database as outlined in Article VII, Section 2.

### Section 5. Term.

Directors shall be appointed to terms of 3 years. Persons serving two full 3-year terms on the Board under these bylaws shall not be eligible for re-appointment to the same position.

Directors shall assume office at the annual meeting of the PSNCB.

The Directors of the PSNCB shall have the authority to modify these terms in special circumstances only by a majority vote at the annual PSNCB meeting.

### Section 6. Eligibility.

A candidate for Director must meet the following requirements, except the public member who shall be required to meet only requirements E-J.

- A. Have a minimum of 5 years' experience in the specialty of plastic surgical and/or aesthetic nursing.
- B. Maintain current and continuing membership in ISPAN at the national level.
- C. Demonstrate leadership ability.
- D. Be certified by the PSNCB.

- E. Attend meetings of the Board of Directors.
- F. Be willing to acquire the knowledge necessary to provide competent service to the Board.
- G. Be willing and able to serve a 3-year term as a PSNCB Director.
- H. Agree not to participate in the development or implementation of any certification review courses during the term of office and for a minimum of two (2) years following completion of the term of office.
- I. Uphold and respect the confidentiality required for the fair and impartial administration of the certification and recertification process.
- J. Not engage in any activity that could be considered a conflict of interest during his/her term of office and for 2 years thereafter.

## **ARTICLE VII. OFFICERS.**

The officers of the PSNCB shall be President, President-Elect and the Secretary-Treasurer.

### Section 1 Eligibility.

A candidate for office must have served for at least 1 year as a Director prior to the time he/she takes office.

### Section 2 Elections.

The election of President and Secretary-Treasurer shall be elected by electronic ballot sent to the certified nurses database.

### Section 3 Term of Office.

Officers may serve no more than two consecutive terms in their respective offices.

### Section 4. Duties of Officers.

The officers of the Board shall perform the duties that are usual to their positions, those specified in these bylaws, and any other duties required by law or assigned by the Board of Directors.

#### Subsection 7.01 President.

The President shall:

- a. be the chief elected officer of the PSNCB,
- b. schedule and preside at all meetings of the Directors of the PSNCB,
- c. give an annual report of activities and decisions at the ISPAN annual meeting on behalf of PSNCB
- d. act as a liaison to the Boards of Directors of any other related organizations,

- e. appoint chairpersons and members of Standing Committees and Task Forces that are authorized by the Board of Directors, and be responsible for such correspondence as shall be necessary to conduct the business of the PSNCB.

Subsection 7.02 Secretary-Treasurer.

The Secretary-Treasurer shall:

- a. coordinate the reporting activities of the corporation and maintain all appropriate records of the corporation.
- b. carry out the financial policies of the PSNCB,
- c. present an itemized financial report at each meeting of the PSNCB,
- d. develop an annual budget, and
- e. be responsible for the collection of all amounts due to the PSNCB and for the payment of all invoices authorized by the approved budget.

Section 8. Resignation/Removal or Disciplinary Action.

Any Director may resign at any time by giving written notice to the PSNCB President. Such resignation shall take effect at the time of acceptance thereof as determined by the Board of Directors.

Any Director unable to attend a regular or special meeting of the Board of Directors shall, in a letter addressed to the President, state the reasons for absence. If a Director is absent from any two consecutive meetings or from three non-consecutive meetings during her/his term of office, her/his resignation shall be deemed to have been tendered and may be accepted by the Board of Directors.

Any Director may be subject to reprimand, censure, suspension, or expulsion by the PSNCB which may take action as deemed appropriate in cases of unprofessional conduct, conduct detrimental to the objectives of the PSNCB, neglect of duty or violation of bylaws or policies. Such action may be taken on majority vote of the PSNCB Directors following a 15-day notice of charges to the member by certified mail (or other traceable means). No such action shall be taken until the Director charged has been advised of the specific charges, has been given a reasonable time to prepare a response, and afforded a full hearing before the PSNCB. Directors expelled from the PSNCB pursuant to this section shall be ineligible to serve as an elected officer on the PSNCB at any future time.

A vacancy in any Board of Directors position shall be filled by appointment of the Board of Directors.

**ARTICLE VIII. MEETINGS.**

Regular meetings of the Directors of the PSNCB shall be held. The time and place of the meetings shall be set by the President. Special meetings may be called by the President or upon written request of two of the Directors of the PSNCB. Notice of any special meeting shall be sent to each Director with information as to the subject or subjects to be considered.

Section 1 Written Waiver of Notice.

The actions taken at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though they had been taken at a meeting duly held after call and notice as provided herein, if a quorum is present and if either before or after the meeting, each of the Directors not present shall sign a written waiver of notice or consent to holding such a meeting, or an approval of minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 2 Action by Unanimous Written Consent.

Unless specifically prohibited by the Articles of Incorporation or by these bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all Directors entitled to vote with respect to the subject thereof. Any such action taken by unanimous written consent shall have the same effect as a unanimous vote and may be stated as such.

Section 3 Teleconferencing.

Meetings of the Board of Directors may be conducted, and votes may be taken, with any or all Directors participating by means of a telephone conference call, provided that each Director is given notice of the scheduled date and time of such conference call at least 3 working days prior thereto.

**ARTICLE IX. QUORUM.**

A majority of the Directors of the PSNCB shall constitute a quorum for the conduct of business at any duly called meeting. A majority of Directors at a duly called meeting at which a quorum is present shall be necessary to approve a decision or take action except where some other number is required by law or by these bylaws.

**ARTICLE X. ADVISORY COUNCILS.**

The Board of Directors may, from time to time, appoint advisory councils representing various constituencies, including those based on educational background, clinical subspecialty, patient population, or practice venue within the ranks of certified individuals. It shall be the purpose of such advisory councils to act as resources regarding testing and certification issues as they relate to those specific constituencies.

## **ARTICLE XI. TASK FORCES/COMMITTEES.**

### Section 1. Task Forces.

The Board of Directors may, from time to time, establish task forces as necessary to accomplish the purposes of the organization.

### Section 2. Committees.

Standing Committees may be established to carry on the work of the organization. Selected Task Forces may require formal committee status if it appears the work of the Task Force shall be ongoing over a period of years.

## **ARTICLE XII. PARLIAMENTARY AUTHORITY.**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Articles of Incorporation, applicable statute, and any special rules the Board may adopt.

## **ARTICLE XIII. AMENDMENT.**

These bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of the Directors at any meeting provided that notice of the proposed amendment shall have been distributed to the Board members not less than 5 working days in advance of the meeting.

## **ARTICLE XIV. DISSOLUTION.**

Dissolution of the PSNCB Corporation shall require a majority vote of the Directors. Upon the dissolution of the PSNCB corporation, and after all liabilities and obligations of the corporation have been paid, satisfied and discharged or adequate provisions made therefore, all remaining assets shall be distributed by the Directors of the Corporation to the American Society of Plastic Surgical Nurses, Inc. to be used exclusively for charitable or educational purposes as prescribed by the Internal Revenue Code or the corresponding provisions of any subsequent federal tax law.