

**BYLAWS OF
THE CERTIFYING BOARD OF GASTROENTEROLOGY NURSES
AND ASSOCIATES, Inc.
Restatement Approved 9/93
Amended 5/95, Amended 11/98, Amended 11/01, Amended 11/02,
Amended and Restated 7/03, Amended 11/05, Amended 5/08**

Article I. General Provisions

Section 1. Name

The name of the corporation is the American Board of Certification for Gastroenterology Nurses, Inc., hereinafter called "ABCGN." The organization is a Wisconsin Nonstock and Not-for-Profit Corporation.

Section 2. Purpose

The purpose of ABCGN, as stated in its Articles of Incorporation, shall be to maintain and improve the knowledge, understanding and skill of practitioners engaged in the field of gastroenterology and endoscopy nursing by, among other things, the development, administration and evaluation of valid certifying examinations; the formulation and adoption of requirements, guidelines and pre-requisites for eligibility for admission to certifying examinations; the granting of certification to those candidates who successfully complete the certifying examinations formulated by ABCGN and who fulfill all other defined criteria for certification, and the granting of recertification to those candidates who successfully meet the recertification requirements established by the Board.

Section 3. Principal Office

The principal office of ABCGN shall be in the state of Wisconsin or at such place as the ABCGN Board of Directors, sometimes referred to in these bylaws as the "ABCGN Board" or "Board of Directors" may, from time to time, designate. ABCGN may have such other offices as may be designated by the Board of Directors.

Section 4. Fiscal Year

The fiscal year of ABCGN shall be on the calendar year beginning on January 1 and ending on December 31. The financial records of ABCGN shall be subject to annual examination by an independent certified public accounting firm, or by such other examiners as shall, from time to time, be named by the Board of Directors.

Section 5. Restrictions

All policies and activities of ABCGN 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.

ABCGN 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 ABCGN to comply fully with all antitrust laws and trade regulations applicable to its activities.

Section 6. Indemnification and Insurance

ABCGN may, by resolution of the 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 action, 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 ABCGN, 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 gross 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 gross 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 gross negligence.

The provisions of this Section are severable, and, therefore, if any of its provisions shall contravene or be invalidated under the laws of any 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, 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 provisions of this Section.

Article II. Members

Section 1. Eligibility (Qualifications)

Membership in ABCGN shall be open to all qualified individuals who are currently actively certified under the guidelines and requirements set forward by ABCGN, and who satisfy the requirements for membership established by the Board of Directors from time to time. Members may be required to submit an application for membership on a form approved by the Board of Directors, and pay such initiation fee and annual dues as shall be established from time to time by the Board of Directors. Upon receipt of a properly completed application and payment of the initiation fee, and upon approval by such party as shall be designated by the Board of Directors to review and approve membership applications, an applicant shall become a member.

Section 2. Termination

The Board of Directors, by an affirmative vote of two-thirds of all Directors present and voting at any duly constituted meeting of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing in accordance with policies and procedures established by the Board of Directors. Membership may also be terminated automatically for failure to submit required material and payment or for expiration of certified status.

Article III. Meetings

Section 1. Annual Membership Meeting

There shall be an annual meeting of members at such time and in such place as the annual meeting of the Board of Directors of the for the purpose of receiving annual reports and for the transaction of business. Notice of such meeting shall be mailed to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting.

Section 2. Special Membership Meetings

Special meetings of the members may be called by the President or the Board of Directors. Notice of any special meeting shall be mailed to each member at least ten (10) days in advance with a statement of the time and place and with information as to the subject or subjects to be considered. Ten percent of the members of the corporation shall constitute a quorum for the conduct of business at any duly called meeting.

Article IV. Board of Directors

Section 1. Authority

The Board of Directors shall have supervision, control and direction of the affairs of ABCGN, 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. The Board of Directors 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, including, without limitation, the engagement of an Executive Director to manage the day-to-day affairs of ABCGN upon such terms as the Board of Directors may deem appropriate.

The Board of Directors shall have full authority to interpret and implement all the provisions of these Bylaws. All interpretations of the Bylaws by the Board of Directors shall be final and conclusive absent manifest error.

The Board of Directors shall have the power to withhold, withdraw, or suspend 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 SGNA Standards of Practice.

Section 2. Conflicts of Interest

To prevent any concern for conflict of interest, no employee of any commercial firm or vendor, be it for-profit or otherwise, or member of the SGNA Board of Directors, shall be eligible to serve as a Director.

Section 3. Composition

The Board shall consist of thirteen Directors, of whom seven shall be members elected by vote of the members, one shall be a member of the public elected by vote of the members, and five shall be ex-officio as set forth below. Directors shall serve their respective terms of office and shall continue in office until their successors have been duly elected. The Public Director shall have all of the duties and voting rights of the other Directors except that the Public Director shall not prepare questions for or review any examination. The Public Director 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 ABCGN, and shall not employ or be employed by any person eligible to be certified by ABCGN. The Public Director shall represent the interests of consumers and shall protect the interests of the public at large.

3.1 Ex-officio Directors

The President, President-Elect, Secretary, Treasurer, and Immediate Past President shall, by virtue of their offices, serve as Director, with full voting rights, for so long as they serve in such offices.

3.2 SGNA President

The President of SGNA shall serve as the formal liaison between ABCGN and SGNA 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.

Section 4. Nominations & Elections

4.1 Annual Elections

Annual elections by the members shall be conducted to elect directors to fill the terms of those Directors whose terms are expiring.

4.1.1 Chair of the Committee on Nominations and Elections

The Immediate Past President shall serve as chair of the Committee. If there is no Immediate Past President, the incoming President shall, with the approval of the Board of Directors, appoint the Committee chair.

4.1.2 Members of the Committee on Nominations and Elections

The Committee shall consist of the Past President, and four members chosen from the membership of ABCGN not currently serving on the Board of Directors. The members of the Committee shall be appointed by the President with the approval of the Board of Directors.

4.1.3 Eligibility

Members of the Nominations & Elections Committee are not eligible to be a candidate for election to the Board of Directors while serving on the Nominations & Elections Committee.

4.1.4 Conflict of Interest:

To prevent any conflict of interest, no employee of any commercial firm or vendor, be it for-profit or otherwise, or member of the SGNA Board of Directors, shall be eligible to be a candidate for the Board of Directors.

4.1.5 Nominating Procedures

In accordance with policies and procedures established by the Board of Directors, the Committee shall consider the qualifications of all candidates proposed by the membership or by members of the Committee itself. The Committee shall create a slate of candidates for presentation to the Board of Directors for approval prior to presenting to the membership.

4.2. Election Procedures

4.2.1 Staggered Terms

Each year, at least three persons will need to be elected to three-year terms as Directors to succeed the Directors whose terms expire, or to fill any vacancies.

4.2.2 Election Procedures

The Committee on Nominations and Elections shall recommend procedures for elections, subject to the approval of the Board of Directors. Election of directors shall be by vote of the members present in person or represented by proxy at a meeting of the members, or by vote by written mail ballot, with each member having one vote for each office to be filled. In the event that no candidate for a position shall receive a majority of the votes cast for such position, the party receiving the most votes for the position shall be deemed the winner. In case of a tie for any office, the election shall be decided by a run-off election between the two tying candidates. Should the two tying candidates again tie in the run-off election, the tie shall be broken in accordance with policies and procedures established by the Board of Directors. Results of elections of directors, shall be tabulated and communicated to members.

Section 5. Term

Directors shall be elected to terms of three (3) years. Persons serving two (2) full three-year terms on the Board under these bylaws shall not be eligible for re-election to the Board until two (2) years have passed since the conclusion of their previous term of service.

Directors shall assume office at the conclusion of the annual meeting of ABCGN at which they are elected or, if elected by mail ballot, next following their election by mail ballot. The President whose term ends at that meeting shall preside at the beginning of the meeting, and the Directors whose terms end at that meeting shall sit as Directors at the beginning of the meeting. When the retiring President and Board of Directors have completed their remaining business, the President shall install the President-elect in the office of President and shall assume the office of Past President, the Director or Directors whose terms have been completed and the outgoing Past President shall retire, and the new officers and Directors shall take office.

Section 6. Eligibility

A candidate for Director must meet the following requirements, except the Public Director who shall be required to meet only requirements E-H:

- A. Have a minimum of five (5) years of experience in the field of gastroenterology/GI endoscopy.
- B. Demonstrate proven leadership ability at the national and/or regional level.
- C. Maintain certification by ABCGN.
- D. Be able to travel a minimum of two (2) times per year for up to seven (7) days to attend meetings of the Board of Directors.
- E. Be willing to acquire the knowledge necessary to provide competent service to the Board.
- F. Be willing and able to serve a three-year term as a ABCGN Director.
- G. Agree not to participate in any certification review courses during their term as Director and thereafter.

Any Director appointed to fill a vacancy shall serve for the remainder of the original unexpired term. Such service shall not be counted as a term for the purpose of determining eligibility for reappointment.

Section 7. Resignation or Removal

Any Director may resign at any time by giving written notice to the President, to the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of acceptance thereof as determined by the President of the Board.

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 the absence. If a Director is absent from any two (2) consecutive meetings or from three (3) non-consecutive meetings during his or her term of office, his or her resignation shall be deemed to have been tendered and may be accepted by the Board of Directors.

Any Director may be removed, by two-thirds (2/3) vote of the full ABCGN Board at any duly called regular or special meeting of the ABCGN Board.

Section 8. Vacancy

In the event of a vacancy on the Board of Directors, including a vacancy resulting from removal of a Director, the Board of Directors shall appoint a Director to fill the vacancy for the unexpired term.

Section 9. Meetings

9.1 Annual and Regular Meetings

There shall be at least two regular meetings of the Board of Directors of ABCGN each year. The annual meeting shall be held without any notice, other than this bylaw, immediately before and at the same place as the annual meeting of members of ABCGN.

9.2 Special Meetings

Special meetings shall be convened at the discretion of the Executive Committee upon at least ten (10) days notice to Board members.

9.3 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 the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

9.4 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.

9.5 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 three (3) days prior thereto.

Section 10. Voting

The presence of a majority of the Directors shall constitute a quorum. 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 V. Officers

Section 1. Officers

The officers of the Board shall be a President, President- elect, Secretary, Treasurer and Past President.

Section 2. Eligibility

A candidate for any officer position must have served for at least two (2) years as a Director prior to taking office. Directors reappointed to ABCGN shall hold office for at least one year, prior to taking an officer position.

Section 3. Elections

Election of officers shall take place at the Annual Board of Directors meeting. Members desiring to suggest candidates for office shall submit their names and appropriate documentation of qualification, willingness and ability to serve, as required by policy, to the most immediate Past President available to serve who shall chair the Nominating Committee by publicized date. The Nominating Committee will submit official board report for Annual Meeting. If there shall be a single candidate for any office, no report will be necessary for that office.

Section 4. Terms of Office

Officers shall begin their term of office when the new Board convenes at the spring Board meeting. The President, Past President, and President-Elect shall each serve for one (1) year. An outgoing Past President shall not be eligible for re-election or re-appointment as an officer or Director until two (2) years have passed since the conclusion of their previous service.

The Secretary and Treasurer shall serve for three (3) years, or until their resignation or removal, or until a successor is elected or appointed. A Secretary and Treasurer serving a full term under these bylaws shall be eligible for election or appointment to one (1) additional term, if he or she has sufficient time remaining on their term as Director to complete the term of office, but, having served two (2) full three-year terms, shall not be eligible for re-election or reappointment until two (2) years have passed since the conclusion of their previous service.

The President whose term ends at the spring meeting shall preside at the beginning of the meeting, and the Directors whose terms end at that meeting shall sit as Directors at the beginning of the meeting. When the retiring President and Board of Directors have completed their remaining business, the President shall install the President-elect in the office of President and shall assume the office of Past President, the Director or Directors whose terms have been completed and the outgoing Past President shall retire, and the new officers and Directors shall take office.

Section 5. Vacancies

Whenever the office of President becomes vacant, the President-elect shall serve as acting President for the remainder of the term of the President and shall, at that time, become President for the ensuing term. If the office of President becomes vacant while there is a vacancy in the office of President-Elect, the Board of Directors shall elect an acting President from the current Board of Directors who shall serve only for the remainder of the term of the President.

If the office of President-Elect becomes vacant, the vacancy shall be filled by the affirmative vote of the majority of the members of the Board of ABCGN from among the members of the

Board who have served as Directors for at least of two (2) years immediately preceding their election.

If the office of the Secretary or Treasurer becomes vacant, the Board of Directors shall elect an acting Secretary or Treasurer from among the members of the Board of Directors with sufficient time remaining in their current term as Director to complete the remaining term of Secretary or Treasurer.

Section 6. Duties

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 through approved policies and procedures.

6.1 President

The President shall have those duties and responsibilities applicable to that office. These shall include but not be limited to:

- A. Presiding over meetings of the Board of Directors of ABCGN.
- B. Serving as an ex-officio member of all Board committees, except the Nominating Committee.
- C. Serving as chief executor of all Board business.
- D. Acting as liaison to the Board of Directors of the SGNA and to the Boards of Directors of any other related organizations.

6.2 President-elect

The President-elect shall:

- A. Assist the President as requested.
- B. In the absence of the President, preside over meetings of the Board of Directors and perform the other duties of the President as required.
- C. Appointing of chairpersons and members of standing committees and additional committees that are authorized by the Board of Directors.

6.3 Past President

The Past President shall:

- A. Assist the President as requested.
- B. In the absence of the President and President-elect, preside over Board meetings and perform such other duties of the President as are required.

- C. Serve as chairperson of the Nominating Committee.

6.4 Secretary

The Secretary shall:

- A. Record the minutes of meetings of the Board of Directors and the Executive Committee
- B. Be responsible for such correspondence as shall be necessary to conduct the business of ABCGN

6.5 Treasurer

The Treasurer shall:

- A. Serve as the chief financial officer of ABCGN
- B. Coordinate reporting activities of the corporation and shall maintain all appropriate records of the corporation.

Checks and other instruments by which funds of the Board are withdrawn from any account shall be signed by at least one (1) of the Treasurer, President and/or Executive Director. The Board of Directors may require that the Treasurer and/or other officers authorized to sign or countersign checks be bonded.

Section 7. Other Offices

The Board of Directors may establish other offices such as Vice President, Assistant Secretary, or Assistant Treasurer. The Board of Directors shall determine the manner in which such offices shall be filled and the terms of such offices. These offices shall be filled by existing Board members.

Section 8. Resignation or Removal

Any officer may resign at any time by giving written notice to the President, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of acceptance thereof as determined by the President of the Board.

Any officer may be removed by a two-thirds (2/3) vote of the full Board at any duly called regular or special meeting of the Board of Directors.

Section 9. Executive Director

The Board may appoint an Executive Director to manage the day-to-day activities of ABCGN, with duties and compensation to be determined by the Board.

Article VI. Committees

Section 1. Budget and Finance Committee

The Budget and Finance Committee shall designate the appropriate disposition of funds by preparing an annual budget for approval by the Board of Directors.

Section 2. Item Review Committee

The Item Review Committee shall act as a resource for the item writers and shall review all materials submitted by them for accuracy and appropriateness prior to submitting the items to the testing firm for editing, banking and psychometric evaluation. Item Review Committee members agree not to participate in any certification review courses during their term as Director and thereafter.

Section 3. Nominating Committee

The Nominating Committee shall consist of four members of the organization not currently serving on the Board of Directors, and appointed by the President with approval by the Board of Directors. The Chair of the Nominating Committee shall be the current Past President. The Nominating Committee shall be responsible for implementing the process of nominating and electing Officers and Directors.

Section 4. Executive Committee

The Executive Committee shall be chaired by the President and shall be comprised of the President, President-elect, Secretary, Treasurer and Past President. The Executive Director of the society shall be a member of the Executive Committee without vote. The Executive Committee is empowered to conduct the affairs of ABCGN when it is not feasible to convene a meeting of the Board of Directors. A minimum of three (3) members of the Executive Committee shall constitute a quorum; the affirmative vote of at least three (3) members present at such a meeting shall constitute action by the Executive Committee.

The Secretary shall be responsible for providing information to members of the Board of Directors regarding any action taken by the Executive Committee between meetings of the Board.

Meetings of the Executive Committee may be conducted, and votes may be taken, with any or all members participating by means of a telephone conference call, provided that each member is given notice of the scheduled date and time of such conference call at least three (3) days prior thereto.

The Executive Committee shall not have the authority to remove the officers or Directors of the corporation, to terminate the services of agents such as legal counsel, auditors or professional management, to amend the bylaws or to dissolve the corporation.

Section 5. Additional Committees

The Board of Directors may, from time to time, authorize additional committees.

Article VII. 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, practice venue, etc., from 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 VIII. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board of Directors 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 IX. Amendment

These bylaws may be amended, repealed, restated, or altered, in whole or in part, by a two-thirds (2/3) vote of the Directors at any meeting provided that notice of the proposed amendment shall have been distributed to the Directors not less than five (5) days in advance of the meeting. Any such amendment, restatement, alteration or repeal is subject to repeal by the membership at the Annual Membership Meeting. The text of any approved amendments will be sent in proposed form to each member at least thirty (30) days prior to the Annual Membership Meeting.

Article X. Dissolution

The corporation may be dissolved at a meeting duly called for that purpose and upon the vote of the majority of the ABCGN Board of Directors then in office, and upon ratification by the members as provided by state law. Upon the dissolution of the Corporation, all of its assets, after all expenses and debts have been paid, shall be distributed to the SGNA.