



# American Board of Certification for Gastroenterology Nurses

## Policy Guidelines

**Last updated and approved: 11/07**

## **Forward**

This guideline book is intended to be a working document of decisions as they affect the daily operations of the ABCGN. Policies are generated by action items, task force recommendations and resolutions from members; they are adopted by a majority vote of the Board. Any additions, changes, or deletions require majority approval of the Board.

## **ABCGN Mission**

The American Board of Certification for Gastroenterology Nurses, Inc.'s will improve and validate competency in the field of gastroenterology nursing by developing and administering a certification program.

## **ABCGN Vision**

The vision of ABCGN is to maintain and improve the quality of practitioners engaged in the field of Gastroenterology and/or GI endoscopy nursing by:

- The development, administration, and evaluation of valid certifying examinations.
- The formulation and adoption of requirements, guidelines and prerequisites for eligibility for admission to the certifying examinations and recertification.
- The granting of certification to those candidates who successfully complete the certifying examination formulated by the Board and who fulfill all other defined criteria for certification and recertification.

# ABCGN Policy Guidelines

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## **SECTION 1: MEMBERSHIP**

All of the policies listed in this section address the rights and duties of membership.

### **1.1 Membership Eligibility:**

Membership shall be extended to all active and current certified individuals per ABCGN bylaws (Bylaws attached).

### **1.2 Honorary Membership Eligibility:**

Honorary membership will be reserved for those individuals whom the Board deems qualified to receive special consideration for membership, whether or not the individual qualifies for membership under one of the categories specified by the bylaws. Honorary membership does not extend to the individual's certification expiration or credentials and does not allow for voting privileges.

### **1.3 Life Membership Eligibility:**

Life membership will be reserved for those individuals whom the Board deems qualified to receive special consideration for membership, whether or not the individual qualifies for membership under one of the categories specified by the bylaws. For instance, while a past ABCGN President may no longer qualify as a certificant they can still be granted "member" status.

### **1.4 Member Code of Conduct**

The ABCGN Board of Directors acknowledges their role of developing and validating the certification exam, as well as setting the standards for candidates. It is the role of each certificant to not only validate their own qualifications but to also ensure the validity of the credential in their field of practice. To this end all certificants will be required to sign the "Code of Conduct Statement" (attached).

## **SECTION 2: BOARD OF DIRECTORS**

All of the policies listed in this section directly address the ABCGN Board of Directors.

### **2.1. Board Authority:**

Each member of the ABCGN Board, together with other members of the Board, is responsible for the activities of the Organization. All members of the Board share in a joint and collective authority that exists and can only be exercised when the group is in session.

### **2.2 Board Delegation of Policy Interpretation to Staff and Public:**

The Board delegates to the Executive Director responsibility for policy interpretation to the staff and public and for rule making, issuance of procedural directives and guidelines not specifically covered or detailed in the Board Policy Guidelines document. Such interpretations, rules and directives have the force of Board regulations unless and until superseded by Board action.

### **2.3 Board Member Rights:**

Members of the ABCGN Board are granted certain specific rights. All Board members have the right to:

- receive notice of Board meetings and the agenda.
- attend and participate in Board meetings.
- examine ABCGN's books, records, meeting minutes, financial statements and contracts.
- place items on the Board meeting agenda at the appropriate time.

### **2.4 Board Member Conflicts of Interest:**

Board members have a duty to subordinate personal interests to the welfare of ABCGN and those we serve. Conflicting interests can be financial, personal relationships, status or power.

Board members are prohibited from knowingly disclosing information about ABCGN to those who do not have a need to know or whose interest may be adverse to ABCGN, either inside or outside ABCGN. Nor may Board members or employees in any way use such information to the detriment of ABCGN.

Board members may not have a significant financial interest in any property which ABCGN purchases, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which ABCGN does business.

Since it is not possible to write a policy that covers all potential conflicts, Board members are expected to be alert for and avoid situations that might be construed as conflicts of interest.

Any possible conflict of interest on the part of any Board member should be disclosed to the other Board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

Any Board member having a conflict of interest or possible conflict of interest should not vote or use his/her personal influence on the matter, and he/she should not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.

These restrictions should not be construed as preventing the Board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other Board members, since his or her knowledge could be of assistance to the deliberations.

All Board members will be required to complete the "Conflict of Interest Statement" (attachment). This policy will be reviewed by the Board annually and given to each new Board member for signature during orientation.

## **2.5 Legal Obligations of Board Members:**

The ABCGN Board is both responsible and liable for ABCGN. The ABCGN Board and the law require every Board member to follow the rule of the reasonably prudent person and the principle of good faith.

The rule of the reasonably prudent person means that the Board will not:

- Mismanage ABCGN by deviating from fundamental management principles, such as planning carefully for the future of ABCGN, regularly reviewing the financial status of ABCGN, and monitoring compliance with Board policies.
- Fail to govern or adhere to by utilizing all control systems to govern ABCGN.
- Be involved in actions that provide personal gain to Board members.

The principle of good faith means that Board members will:

- Attend all Board and Committee meetings to be a part of Board actions.
- Read and understand ABCGN's policies and bylaws.
- Pay attention to corporate affairs and keep informed about organizational activities.
- Ensure that ABCGN is in compliance with legal requirements.

## **2.6 Ethical Obligations of Board Members:**

The Board will annually approve standard rules of conduct for Board members. All Board members will be given a copy of the commitment of conduct, and will be expected to adhere to the provisions contained within (attachment).

## **2.7 Meetings of the Board:**

There will be a minimum of two meetings of the Board, held in Spring and Fall of each year or on such date designated by a vote of the Board. Additional Executive Committee meetings and/or Board conference calls will be scheduled at the discretion of the President.

## **2.8 Voting:**

Voting by the Board can be made in person or by mail, facsimile, electronic mail or other mode of transmittal as permitted by the laws of the state of incorporation.

## **2.9 Vacancies on the Board:**

Per the bylaws, when vacancies in the offices of Past President, President-Elect, Secretary/Treasurer, or Director-at-Large occur, the President may appoint an individual (s) to fill the vacancies. (Note: if the President position opens, the President-elect will fill the position). The appointed Board member may fill the position only until the expiration of the term of the person he/she replaces. The appointed Board member may be eligible to be nominated for election at the next regular election if the Board member meets all requirements to be a member of the Board.

The process for appointment to the Board will be as follows:

- The President will present an appointment to the Board for approval.
- Appointment to fill a vacancy will be made only by a majority vote of the Board members present at an official meeting of the Board.
- The President will notify the appointed persons and the successful appointee will be seated at the next regular Board meeting.

### **2.10 Removal of Board Members:**

It is the policy of the ABCGN Board to remove Board members who fail to perform the expected duties of a Board member. A Board member may be removed from the Board because of:

- Negligence of Board duties and responsibilities.
- Failure to attend Board meetings regularly.
- Illegal activity as a member of the Board.
- Acting in any manner detrimental to the ABCGN.

### **2.11 Meeting Attendance Requirement:**

It is the policy of ABCGN that Board members must attend meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the Board is required to make.

If a Board member will be absent from all or part of any meeting, the Board member is expected to contact the President or the Executive Director as soon as the need to be absent is known.

If a Board member is absent from two consecutive Board meetings for reasons that the Board fails to find sufficient, the President will ask the Board to consider removing the Board member from membership on the Board.

When a Board member is absent from any Board meeting, the President will contact the Board member and remind the Board member of this meeting attendance policy.

### **2.12 Compensation of Board Members:**

The employers of the ABCGN President and President-elect will receive a stipend to help defray expenses incurred by the institution during their terms in office. The stipend amount will be determined by the Board of Directors through the Organization's annual budgeting process.

Upon notification of election to office, the President and President-elect will provide ABCGN Headquarters with the necessary information (name and address of appropriate contact person) in order to process payment of the stipend to the employers. Upon receiving the necessary information ABCGN Headquarters will issue the check to the respective employers. If the ABCGN President and/or President Elect is a self-employed contract professional (excludes unemployed), the stipend amount will be remitted to the President and/or President Elect.

If the President or President elect becomes unemployed after the stipend has been paid to the employer, the employer will be asked to refund the remainder of the annual stipend to ABCGN

### **2.13 Directors' and Officers' / Errors and Omissions Insurance:**

It is the policy of ABCGN to provide directors and officers liability insurance and general liability insurance.

### **2.14 Liability:**

The following disclaimer of liability statement shall be conveyed to users of ABCGN's various services and programs.

The information provided through ABCGN programs and services, electronic communications, or any other ABCGN programs or services are derived from many sources and believed to be reliable. However, such information may not provide the best or only information available on a particular matter. In addition, the ABCGN does not control the source or check the accuracy of such information. As such, the ABCGN makes no warranty, guarantee or representation

whatsoever as to the absolute validity or sufficiency of any representation of information, and disclaims as a condition of their participation, all responsibility for the use or misuse of such representations or information. Further, users and participants of ABCGN programs and services waive any claims for damages they may have against the ABCGN or its individual members and their members' agents and employees with respect to the information or representations provided through those ABCGN programs and services.

### **2.15 Board Legal Counsel:**

The Board will designate legal counsel to serve the needs of the ABCGN. Legal counsel may be requested to attend Board meetings by request of a majority of the Board members or at the mutual agreement of the President and the Executive Director.

Only the President, the Executive Director or their designee may contact legal counsel on behalf of the Board. Costs billed to the ABCGN and associated with individual Board members contacting legal counsel, auditors or other professional consultants without specific authority from the Board will be billed to the Board member making the unauthorized contact.

### **2.16 Board Correspondence:**

The Board or President will approve correspondence from the Board. Except for reports that are legally required to be sent out under the Secretary/Treasurer's name, all correspondence from the Board will be under the President's name. All correspondence from the Board will be written on ABCGN stationery and will be prepared by the office of the Executive Director. Use of ABCGN letterhead will be limited to official association business only.

### **2.17 Board Members Speaking for the Board to the Public or Media:**

Individual Board members may not speak to the public or the media on behalf of the Board unless authorized by the Board to do so.

When speaking about the ABCGN or about Board actions, Board members should be careful to define when their remarks represent personal opinion and when their remarks represent official Board position. Board members must be aware that they are always seen as Board members even when they designate comments as personal.

### **2.18 Board Member Orientation and Development:**

The ABCGN Board believes that professional development for Board members is vital to good governance of ABCGN. Therefore, new Board members will be given, in conjunction with their first Board meeting, a thorough orientation about ABCGN, Board operations, finance, Board ethics, responsibility and liability.

### **2.19 Authority of Board Members:**

Board members have authority only when acting as a body in regular or special meetings of the Board.

The Board will not be bound in any way by any statement or action by any individual Board member except when such statement or action is in pursuance of an adopted Board resolution or special instructions by the Board, or under specified delegation of responsibility.

### **2.20 Relationships with Other Organizations:**

It is the objective of the ABCGN to further the interests of the ABCGN by participating and/or membership of the ABCGN in additional organizations and allowing participation in ABCGN activities by representatives from such other organizations.

Individuals may be designated by the Board to represent the ABCGN views and positions in specific areas to various other organizations. Such representation may range from presentations of the ABCGN

work to making statements of position and voting on behalf of the ABCGN. All such individuals must be so designated by the Board of Directors and must report in writing all actions taken in the ABCGN name.

### **2.21 Guidelines for Processing Public Complaints:**

From time to time situations may occur that create legitimate complaints on the part of the public or constituents relative to the ABCGN. Complaints must be aired so that all sides of the issue may be heard and a rational procedure/solution found.

Anyone having a complaint, therefore, is encouraged to file a complaint. All complaints must be signed by the person originating the complaint. The nature of the complaint should be stated as well as the relief sought. Note, this is to create a formal path as well as differentiate emotional allegations from validated complaints. Any board member, volunteer or staff member who receives a verbal complaint should refer the individual to this policy and request a formal written complaint be sent to the ABCGN headquarters.

### **2.22 Records of Meetings:**

ABCGN minutes will be disseminated in full to the Board and to any members requesting a copy in writing to Headquarters. Records of all actions of the Board will be set forth in the minutes of the meeting. Minutes will be kept on file as the official record of the ABCGN Board.

Minutes of the meeting are a record of the actions of the Board, not a record of discussion. Minutes of ABCGN Board meetings may include:

- The date, time and place the meeting was called to order.
- The names of those Board members present and the names of those Board members absent from the meeting.
- The exact wording of all motions, whether passed or failed.
- Notation of each Committee report.
- Notation that financial reports were examined by the Board.
- Notation of time of adjournment of the meeting.
- Financial summary sheet
- Budgetary Allowances/Overrides

Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

### **2.23 Power of Attorney Policy:**

The signature of both the President and President-elect and notification of the Board of Directors are required for the release of power of attorney.

### **2.24 Conduct of Meetings:**

So meetings may be conducted in the most orderly manner Roberts Rules of Order will be adhered to. The President of the organization will serve as the official parliamentarian for each board meeting.

### **2.25 Board Agenda:**

The board will receive an email request for all board report and/or agenda items prior to board meeting. The President and Executive Director will determine the meeting agenda and will include all submitted board reports as well as informational updates from committee chairs or headquarters staff.

### **2.26 Special Meetings:**

Special meetings of the Board should be called only rarely when the business to be addressed cannot wait until the next regularly scheduled meeting. A special meeting of the Board may be called by the President in accordance with the ABCGN bylaws. A call for a special meeting will state the business to be addressed by the Board at the special meeting. Every member of the Board must be notified of the special meeting at least five days prior to the established meeting time.

### **2.27 Open vs. Closed Board Meetings:**

It is the general policy of the ABCGN Board to hold open Board meetings using the following guidelines:

- Agendas will be provided to guests upon directive from the President at the beginning of the meeting.
- Guests may comment to the Board only at the designated "Open Forum" section on the agenda or when the Board requests public comment.
- When dealing with confidential matters the Board may elect to go into closed session.
- Board meetings or Executive Committee meetings are not generally open to non-Board members or non-designated staff except at the invitation of the Board.

**Closed meetings:** All regular meetings of the Board will be open to members except as specified below.

#### **The Board will close its meetings when:**

- Any exam related content is discussed
- Discussion by the Board could harm the reputation and character of any person.
- Information discussed by the Board could have an adverse legal impact on the organization's legal position if the information were public knowledge.
- Information discussed by the Board could have an adverse financial impact on the organization if the information were public knowledge.

To close a meeting, a motion must be made and approved by a majority of the Board stating the specific reasons for closing the meeting. Business conducted in the closed session must pertain directly to the stated purpose for closing the meeting.

### **2.28 Meeting Agenda and Information Packets:**

All matters to be considered by the Board at the meeting will be included on the agenda and in the Board information packets delivered electronically to Board members prior to the meeting.

Meeting agendas will be developed by the Executive Director and approved by the President prior to distribution to other Board members. All Board members will have an opportunity to request items be placed on the agenda prior to the agenda being published and distributed.

The agenda may be amended after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for Board information, and only by consensus of a majority of the Board members. The ABCGN Board meeting agenda will be in accordance with Roberts Rules of Order.

### **2.29 Staff Attendance at Board Meetings:**

Since it is the policy of the ABCGN Board to hold our Executive Director accountable for all management of the ABCGN, it is left to the Executive Director to consult with the President and invite any staff to the Board meeting that the Executive needs as resource for issues the Board will consider during the meeting.

### **2.30 Dissemination of Organization Work:**

All works created by the employees, staff or paid agents of the ABCGN in conjunction with their duties as ABCGN employees, staff or agents are the property of the ABCGN and may not be reproduced or transmitted in any form without express written consent.

The ABCGN assumes that any material submitted to it for distribution is not proprietary or classified and does not assume any liability for its publication and that permission is granted to the ABCGN to publish this material in its publications.

In the absence of a written request to the contrary, the ABCGN assumes the author has granted permission to the ABCGN to reproduce, distribute, and/or sell the materials submitted to its membership and has granted this same permission together with which the ABCGN has established formal relationships. The ABCGN will not make alterations to the content of the submitted material without consent of the author.

At the time of submission the author should identify in writing which if any of these permissions are not granted.

### **2.31 Quorum/Voting:**

A majority of all currently elected members of the ABCGN Board will constitute a quorum for the purpose of conducting official Board business.

All members of the ABCGN Board who are present when the question is called will vote upon the question unless excused by the other members present or unless disqualified by conflicts of interest. Results of the vote will be recorded.

Voting on all motions will be by voice unless requested otherwise by a member of the Board, at the direction of the President, or required by these policies.

A Board member who is present at a meeting of the Board at which action is taken on any corporate matter, will be presumed to have concurred in the action taken unless the dissent of the Board member is entered in the minutes of the meeting. Such dissent will be indicated by a simple "no" vote on the action.

A Board member who is absent from a meeting of the Board at which action is taken will be presumed to have concurred in the action unless the member will file a written dissent with the Secretary of the Board within a reasonable time after learning of the action.

### **2.32 Electronic Recording of Meetings:**

To ensure free discussion and debate at meetings of the Board, no electronic recording devices may be used by individual Board members, Executive Director or anyone else attending the meetings.

### **2.33 Parliamentary Authority:**

Meetings of the ABCGN Board will be governed by the parliamentary rules as outlined in Roberts Rules of Order Newly Revised in all cases where current bylaws and current Board policies do not apply.

### **SECTION 3: BOARD OFFICERS**

All of the policies listed in this section directly address the Officers of the Board of Directors.

**3.1 The President** of the Board will collaborate with the Executive Director to prepare Board meeting agendas, preside at Board meetings, appoint Committees and Committee chairs, sign official documents requiring signature, and may represent the Board in public and official capacities as instructed by the Board. The President will also:

- Chair the Executive Committee.
- Serve as an ex-officio member of each standing and special committee.
- Make special assignments and appoint representatives to other organizations.
- Act as liaison between Board and Executive Director.
- Act as a liaison with related organizations.
- Encourage the Board to do long-range planning.
- Assist Board members to build their Board skills.
- Act to discipline Board members who violate ethical standards of the Board.
- Encourage all Board members to participate in Board activities.
- Ensure that all Board members' views are represented in Board meetings.
- Serve as primary spokesperson for the Organization.

**3.2 The President-elect** will preside at Board meetings in the absence of the President and assume the office of the President at the conclusion of his/her predecessor's term, or if the Board determines that the President can no longer serve (per ABCGN Bylaws). The President-elect will also:

- Serve as a member of the Executive Committee.
- Work with the President to be prepared to assume that office if necessary.
- Manage special assignments as requested by the Board President.

**3.3 The Secretary/Treasurer** will oversee the records of the Board, including meeting minutes, the charter and any historical documents. When required, the secretary will also sign notes, contracts and other official agreements on behalf of the ABCGN and at the direction of the Board. As the treasurer, they will oversee but not manage the financial records of the ABCGN, and ensure that the Board regularly receives good reports of the financial condition of the ABCGN. The secretary/treasurer will also:

- Serve as a member of the Executive Committee.
- Ensure that all official documents are safely passed to the next secretary.
- Research the ABCGN records when necessary for information for the Board.
- Assist the Board to understand the annual budget before approval.
- Arrange in-service programs for the Board so that Board members will be better able to understand the financial reporting process.
- Ensure that the Board or Executive Director arranges for an annual audit of the ABCGN books.

**3.4 Directors-at-Large** will serve as a liaison between the Board and membership-at-large and will serve as standing committee chairs and/or members as assigned by President.

**3.5 The Immediate Past President** will be available to the President for counsel if needed and when appropriate and will serve as Chair of the Nominating Committee (per bylaws). The Immediate Past President also serves as a member of the Executive Committee.

**3.6 The Public Member** will represent the public by continually assessing and prompting a certification climate that is responsive to the needs of the public. The public member will attend all board meetings, be assigned to at least one committee and have voting rights. 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 the ABCGN, and shall not employ or be employed by any person eligible to be certified by the ABCGN. The Public Member shall represent the interests of consumers and shall protect the interests of the public at large.

### **3.7 Terms of Office:**

Terms of all officers will be as stipulated in the ABCGN bylaws. Only properly elected or appointed members of the Board may serve as officers of the Board.

### **3.8 Officer Authority:**

Officers of the Board are elected to be servant-leaders of the Board. All authority of the officers is delegated to them by the Board. No officers will have any authority to speak or act on behalf of the Board other than that authority specifically granted in the ABCGN bylaws, in Board policy or by majority vote of the Board of Directors.

### **3.9 Executive Committee Decisions**

The ABCGN Executive Committee, including the President, President-elect, Secretary/Treasurer, Immediate Past President and Executive Director (non-voting participant), will conduct meetings and executive committee votes in between board meetings when action needs to be taken before the next full board meeting. The results of any Executive Committee decisions will be presented to the full board in an information report at the next full board meeting.

### **3.10 Officer Qualifications:**

Per the ABCGN bylaws:

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

### **3.11 Campaigning:**

ABCGN does not permit any campaigning to individual members including, but not limited to, written materials, phone, fax, or other forms of solicitation. Candidates will be given equal space and information presented in nomination material. The content, length, and publication which the information is presented will be determined by the nominating Committee. If a nominee is found not to obey the rules on solicitation, his/her actions in violation of the rules will be reported to the membership prior to the vote being taken.

### **3.12 Certification Extensions**

#### **3.121 Board of Directors Certification Extensions**

ABCGN Board of Directors will be granted certification extensions of 5 years after the completion of a minimum three year term. While serving in office their certification expiration will be placed on 'hold,' and upon completion of their term in office they will receive the five year extension and updated certificate.

### **3.122 Item Review/Writers Committee Member Extensions**

ABCGN Item Review and Item Writer Committee members will be granted a certification extension after the completion of a minimum three year term. Upon completion of a three year term they will receive a two year extension. While serving on the committee the volunteer's certification will NOT be placed on 'hold,' but they can apply their extension at that time if they like (i.e. if the certification expires at the end of their first year, they can extend to the their third year serving with the understanding that any unfulfilled term will lead to a revocation of certification status). Extensions will be granted and updated certificates sent after the completion of each three year term.

### **3.123 ABCGN Committee Extensions**

While currently all ABCGN volunteers fall under the two categories above, any task forces, committees or other volunteer positions filled outside of those already discussed in section 3.12 will not be granted certification extensions for their time served.

### **3.124 Certification Extension Exceptions**

If a volunteer is unable to serve out their full term the board of directors can determine on a case-by-case basis if any exception will be allowed. Such decision must be made by a full board vote.

### **3.13 Recertification by Exam**

ABCGN Board of Directors, Item Review Committee members and Item Writers Committee members will not be allowed to recertify by exam due to exposure to exam questions and answers. ABCGN Board of Directors, Item Review Committee members and Item Writers Committee members will be required to recertify by contact hour.

## **SECTION 4: COMMITTEES**

All of the policies listed in this section directly address the Committees of ABCGN.

### **4.1 Committee Appointments**

All committee appointments will be recommended by the President-Elect for their year in office as President and will be approved by the full Board of Directors.

### **4.2 Standing Committees**

The following committees are considered standing committees of ABCGN:

- Executive Committee
- Budget and Finance Committee
- Item Review Committee
- Nominating Committee
- Bylaws and Policies Committee
- Grievance Committee
- Audit Committee

### **4.3 Other Committees/Task Forces**

Additional Committee will be developed as needed, with members assigned by President and approved by full board of directors. Additional committee may include:

- Awards & Scholarships Committee
- Education Committee
- Newsletter Editor

### **4.4 Committee Roles and Responsibilities:**

The following are general roles and responsibilities of current ABCGN Committees. These lists are not exhaustive and as additional projects and responsibilities come out of board activities, the president will make a recommendation of which committee will be responsible.

- 4.4.1 Executive Committee** will be chaired by the President and will consist of the Immediate Past President, President-Elect, Secretary/Treasurer and Executive Director (non-voting). The Executive Committee will address issues that require attention and action in between full board meetings.
- 4.4.2 Budget & Finance Committee** will be chaired by the Treasurer of ABCGN and will be responsible for presenting a draft budget to the board for approval annually. The committee will also review a monthly financial statement and performance. As unbudgeted expenses occur during the year that need a decision prior to the next board meeting, the committee will also receive a vote on such expenses.
- 4.4.3 Item Review Committee** will be chaired by a non-board member with a board liaison on committee. The committee will be responsible for the review of questions created through the Item Review Committee and Workshop, and final item review and generation of new items are required.
- 4.4.4 Nominating Committee** will be chaired by the Immediate Past President and will be responsible for presenting a slate of candidates to the ABCGN Board of Directors for approval prior to presenting before the membership. In addition, the Nominating Committee shall be responsible for the solicitation of nominees and promotion of membership voting participation.
- 4.4.5 Bylaws & Policies Committee** will be chaired by the Secretary and is responsible for periodic review of the ABCGN bylaws and policies to ensure they are current and up to date with ABCGN practices and board recommendations.

- 4.4.6 Grievance Committee** will be responsible for review of candidate hardship extensions submitted to headquarters.
- 4.4.7 Awards & Scholarships Committee** will be responsible for developing criteria of awards and scholarships, solicitation and marketing of awards and scholarships and determination of winners and recognition of awards and scholarships.
- 4.4.8 Audit and GI Specific Review Committee** will be responsible for developing a process and criteria for review of recertification packets, and will audit no less than 10% of recertification packets. The audit committee is also responsible for reviewing GI Specific contact hour approval.
- 4.4.9 Education Committee** will be responsible for reviewing and editing educational materials submitted by members for publication and approving and soliciting funding and speakers for teleconferencing.
- 4.4.10 Newsletter Editor** will be responsible for review of newsletter.

#### **4.5 Committee Performance Review**

It is the responsibility of each committee chair to report any performance issues of committee members to the President, and likewise, the responsibility of committee members to report any performance issues of the committee chair to the President. The President will bring the performance issues to the attention of the person reported and discuss areas of improvement and possible committee re-assignment.

## **SECTION 5: EXECUTIVE DIRECTOR RESPONSIBILITIES AND FUNCTIONS**

All of the policies listed in this section directly address the Executive Director of the Association.

### **5.1 Executive Director Responsibilities:**

In the conduct of the ongoing business of the ABCGN, the Executive Director is responsible for all business operations, including management of the assets of the ABCGN (within approved ABCGN policies and procedures); hiring, training, promotion, discipline and termination of employees, unless otherwise dictated by the Board; and for establishing and maintaining the business organization and structure to efficiently conduct the management functions of the ABCGN.

The Executive Director plans for and administers a program providing service in accordance with the ABCGN stated purpose and in such a manner that optimum results are achieved in relation to the resources of the association, and operates under the general direction of the ABCGN Board.

### **5.2 Executive Communication/Counsel to the Board:**

The Executive Director will provide information and counsel to the Board of Directors. Accordingly, he/she will:

- Make the Board aware of special events, relevant trends, material external and internal changes and the assumptions upon which any Board policy has previously been established.
- Submit required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
- Marshal as many staff and external points of view, issues and options as needed for fully informed Board choices.
- Present information in a form that is understandable and of reasonable length.

### **5.3 Delegation to the Executive Director:**

The Board of Directors responsibility is generally confined to establishing topmost policies, leaving implementation of Board of Directors policy to the Executive Director. All Board of Directors authority delegated to staff is delegated through the Executive Director.

The Executive Director is authorized to establish all further procedures, make all decisions, take all actions and develop all activities which are true to the Board of Directors' policies. The Board of Directors will respect the Executive Director's choices so long as the delegation continues. This does not prevent the Board of Directors from obtaining information about activities in the delegated areas.

Acting with the authority granted above, the chief executive may not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics for the "prudent person" test, in violation of funding source requirements or regulatory bodies, or contrary to explicit Board of Directors constraints on executive authority.

### **5.4 Areas of Responsibility Delegated to the Executive Director:**

In the area of Human Resources, the Executive Director relates both to the Board of Directors and to the staff of the ABCGN, but has ultimate responsibility to the Board of Directors.

For the Board of Directors, the Executive Director:

- Develops and recommends to the Board of Directors, specific, written, long-and short-range plans for the development of ABCGN programs and services; maintains appropriate relations with the Board of Directors and various Committees, and keeps them informed.
- Interprets trends in the fields of service in which the ABCGN is engaged, by maintaining involvement in the professional field as a whole.
- Assists with orientation and training programs for the Board of Directors.

For the ABCGN staff, the Executive Director:

- Supervises and directs key staff in the performance of their duties
- Evaluates the performance of key staff members
- Provides overall control of and direction for the personnel of ABCGN, including active participation in or approval of personnel actions
- manages volunteer staff activities.

In the area of Planning, the Executive Director:

- Evaluates the services being provided by the ABCGN in relation to specified goals and standards, and recommends modifications, where appropriate
- Recommends new programs to the Board of Directors.

In the area of Finance, the Executive Director:

- Works with the Treasurer and/or Executive Committee in the development of the budget
- Prepares the ABCGN budgets and is accountable for control of these resources once approved.
- Directs all financial operations of ABCGN.

In the area of Constituent Relations, the Executive Director manages all activities including coordinating Board of Directors activities in this area.

In the area of Public Relations, the Executive Director interprets the function of the ABCGN to the community by assisting the Board of Directors, through direct involvement and through public relations programs, including personal contact, descriptive program literature, and the media.

In the area of Interagency Relations, the Executive Director:

- Maintains appropriate relations with other professional and service groups in the community.
- Maintains appropriate relations with federal, state, and local government units.
- Maintains appropriate relations with other agencies in similar fields of service.

In the area of ABCGN Organizational Operations, the Executive Director:

- Recommends policies to the Board of Directors and/or assists the Board of Directors in the formulation of policies for the effective and economical operation of ABCGN and its programs.
- Ensures implementation of the policies adopted by the Board of Directors.
- Has chief administrative responsibility for maintenance of association facilities, and regular reporting to various bodies.
- Carries chief staff responsibility to ensure that legal obligations of ABCGN are met.

### **5.5 Monitoring Executive Performance:**

Monitoring Executive Performance is somewhat synonymous with monitoring Organizational Performance. The Board of Directors delegates management to the executive and must have a process for ongoing monitoring of the Executive's performance of the delegated duties. The purpose of monitoring is to determine the degree to which Board of Directors policies are being fulfilled.

The Board of Directors will monitor Executive Performance by awareness of the Executive Director's job description, careful attention to all reports delivered to the Board of Directors and through an annual written evaluation of the Executive's job performance.

### **5.6 Executive Director Performance Evaluation:**

It is the policy of the ABCGN to regularly evaluate the work performance of the Executive Director.

The evaluation will be given annually. Although the evaluation will be facilitated by the President, the entire Board of Directors will participate in the evaluation process. Constructive criticism from Board of Directors members should be specific so that appropriate corrective action may be taken by the Executive Director.

### **5.7 Board of Directors/Executive Relationship:**

The Board of Directors recognizes and maintains the following guidelines in the Board of Directors' relationship with the executive:

- Board members will refrain from individually discussing management and personnel issues with the ABCGN personnel other than the Executive Director.
- Authority for management of the ABCGN will be through the Board of Directors to the Executive, then to other personnel. The Board of Directors will require full and timely information from the executive concerning pertinent matters that relate to the management of ABCGN.
- The Board of Directors recognizes that efficient management of the ABCGN can exist only through mutual understanding and cooperation between the Board of Directors and the executive. The Board of Directors also recognizes that the executive is accountable to the Board of Directors to show results, as reflected in the annual evaluation, but the executive cannot perform well and show good results if not given latitude to exercise independent judgment in executing Board of Directors policy. Therefore, the Board of Directors grants that latitude of judgment and discretion and expects full accounting of performance from the Executive.

## **SECTION 6: ABCGN EXAM/RECERTICATION**

All of the policies listed in this section directly effect the ABCGN exam and recertification policies.

### **6.1 Role of Organization**

The purpose of the ABCGN is to develop, administer, maintain and validate an exam for gastroenterology nursing professionals. The content of the exam is developed based on a role delineation research project that determines the areas of practice covered by gastroenterology nursing professionals. ABCGN recognizes candidates have varied educational backgrounds and it is not the intention of the Organization to support or encourage activities of the candidate that are not within the realm of their licensure, or to practice patient care without sanction of an appropriate licensing body.

### **6.2 Non-Discrimination**

It is the purpose of the ABCGN to develop and administer an exam that will provide equal opportunities for applicants without regard to sexual orientation, gender, religion, ethnicity, age, national origin, or disability and is in compliance with the Federal guidelines on affirmative action and equal opportunity. The results of the examination will be analyzed using a process to determining the adverse impact. (Process used to determine adverse impact under attachments).

### **6.3 Eligibility Requirements**

At the time of application, to sit for exam or to recertify by contact hours, the candidate must meet the following criteria:

- Engaged in gastroenterology/endoscopy nursing in a clinical, teaching, supervisory, administrative or research capacity for a period of two years full-time or equivalent (4,000 in 5 year period). The two years do not need to be consecutive or in a single position, but must be within the last 5 years.
- Obtain two signatures of responsible individuals currently in the practice of Gastroenterolgy/ Endoscopy specialty who can verify the candidate's work experience and professional qualifications.

It is the responsibility of ABCGN to set the eligibility requirements and the responsibility of the candidate to determine their eligibility, although the ABCGN may be consulted for clarification.

### **6.4 Exam Sites**

The number of exam sites offered each year will be based on both the allowable 'free' sites per contract and any test site requests submitted with payment. The exam site locations will be determine, through board vote, based on a combination of factors including geographical diversity, site location requests, and population density. (Special and Regional Test Site forms attached)

6.4.1 Regional Test Sites- The hosting region will be contacted by headquarters if they are selected for a test site location. It is assumed that the region is planning their conference around the exam and that they will secure space at the facility for the exam. If a region does not intend to incorporate the exam into their event/site ABCGN reserves the right to find a location closer to a large metropolitan area.

6.4.2 Special Test Sites- Any person, facility or region can pay to offer a 'special test site' which will be automatically granted when form and payment are received. A special test site is open to any candidate, and test site coordinators are not permitted to charge extra or limit access to exam location.

6.4.3 Other Site Locations- For test site location chosen by board that were not submitted for consideration by a region, the SGNA Region that falls within that area will be contacted through the current regional president to see if they want to coordinate the exam location and possibly incorporate into an event.

6.4.4 Exam Location Changes- Any costs incurred due to exam location changes requested by special test site or region will be the responsibility of the contact person or region. ABCGN will make

every effort to coordinate exam locations and will document communications with site coordinator. It can not be assumed that ABCGN or Castle has any knowledge of where the special site or chapter wishes to have the exam and therefore documentation must be provided to ABCGN demonstrating communication of exam location/coordination for any expenses to be covered by ABCGN.

### **6.5 Exam Site Regulations**

The ABCGN contracted testing company will coordinate the exam site location, proctor, and exam instructions including, but not limited to:

- Arrival time and check-in procedures
- Exam procedures, including but not limited to, materials allowed in and out of exam room, communication during exam, and ability to leave room during exam.
- Answering of test specific questions- no answers will be given as to content of exam.

### **6.6 Exam Challenge**

It is the responsibility of the candidate to initiate an exam challenge and the responsibility of the ABCGN to respond in a timely and thorough manner. Challenges will only be accepted when received at the ABCGN Headquarters, in writing, by the candidate who sat for the exam within 30 days of receiving exam results. The letter needs to contain contact information, specific reasons for challenge, and requested outcome of challenge.

Within 14 days the Executive Director will follow-up with the testing company to confirm possible validity to challenge. The challenge and follow-up information will then be communicated to the Grievance Committee for any subsequent action. The outcome will be communicated to the candidate within 30 days of initial contact.

If the challenge submitted does not relate to the administering of the exam, but rather the content of the exam, the Executive Director will respond to such challenges explaining the exam development and validation process.

Any candidate that is not satisfied with the results of their complaint may appear before the board (at their own expense). To appear before the board a written request must be submitted a minimum of 30 days prior to the next board meeting to the President who will approve/deny appearance at least two weeks prior to the next board of directors meeting.

After a board appearance, a formal letter stating the Board's position will be sent to the candidate within 14 days.

Candidates do have the option to request hand scoring of results if they feel the exam results are a mechanical error. (Hand Scoring Application available online)

### **6.7 Recertification Challenge (via contact hour submittal)**

Any candidate who does not 'pass' the audit will be contacted by headquarters with a letter describing the deficiency in contact hour requirements, and/or deficiency in the application requirements.

After a candidate has been offered a recertification extension option and given an opportunity to provide additional information requested, it is the responsibility of the candidate to initiate a recertification challenge and the responsibility of the ABCGN to respond in a timely and thorough manner. Challenges will only be accepted when received at the ABCGN Headquarters, in writing, by the candidate who submitted application for recertification. The letter needs to contain contact information, specific reasons for challenge, and requested outcome of challenge.

Within 14 days the Executive Director will follow-up with the Audit Committee to confirm possible validity to challenge. The challenge and follow-up information will then be communicated to Grievance Committee for any subsequent action. The outcome will be communicated to the candidate within 30 days of initial contact.

Any candidate that is not satisfied with the results of their complaint may appear before the board (at their own expense). To appear before the board a written request must be submitted a minimum of 30 days prior to the next board meeting to the President who will approve/deny appearance at least two weeks prior to the next board of directors meeting.

After a board appearance, a formal letter stating the Board's position will be sent to the candidate within 14 days.

### **6.8 Recertification Hardship Extensions**

Recertification candidates do have the option to apply for a recertification extension if they will not be able to meet the contact hour requirements. The request for extension must be received by headquarters with a \$50 fee which will allow the candidate a 6 month extension from their expiration date the following year to submit all required material

### **6.9 Revocation of Certification/Credentials and Disciplinary Process**

Each individual applying for certification or recertification is responsible for meeting the application requirements, and upholding ethical, high quality standards of care. The organization is ultimately responsible for disciplinary actions should a certificant be in violation of those standards.

The Board has the right to revoke certification status for valid causes, and violation of the ABCGN Code of Conduct (attachment). The goal of disciplinary action is to maintain the meaningfulness of the certification process and to improve public confidence in voluntary professional regulation.

Upon receipt of allegation regarding violation of code of conduct (attachment), possible fraudulent documentation and/or unqualified eligibility requirements, the following steps will be taken:

- Within 14 days of receipt of information headquarters will investigate allegations and report both allegations and follow up information received.
- Within 28 days the Grievance Committee will make a formal decision based on initial information as to whether a formal inquiry has been warranted.
- If Grievance Committee recommends a formal inquiry, a certified letter will be sent to the Certificant, outlining the allegations and requesting authenticated and/or supporting documents to dispute allegations. Response from candidate and supporting material will be requested to be received at the ABCGN headquarters within 30 days.
- Once material has been received from the certificant the Board will make a final decision within 14 days. It is understood that if the Certificant does not submit any document the credentials will be automatically revoked.
- In the event that the material cannot be validated, a certified letter will be sent by the Board revoking certification.

The candidate will be notified in writing by the Board of the evidence of misconduct and motion to revoke credentials. The candidate will then have 45 days to respond in writing regarding the evidence and to present evidence to counter such accusations. After the candidate rebuttal has been received at headquarters, the Board will make a final decision and communicate back to candidate within 14 days.

Any candidate that is not satisfied with the results of their revocation may appear before the Board (at their own expense). To appear before the board a written request must be submitted a minimum of 30

days prior to the next board meeting to the President who will approve/deny appearance at least two weeks prior to the next board of directors meeting.

### **6.10 Right to Appeal and Hearing**

It is the responsibility of the candidate to request an appeal and the responsibility of the board to appoint an Appeal Committee. The Appeal Committee will consist of:

- Two former ABCGN Board Members
- One current ABCGN Board Member
- One current SGNA Board Member
- Chair of the Grievance Committee
- One certified member at large

The Appeal Committee members will be recommended by the President, with ABCGN Board approval. The Appeal Committee deliberations will be limited to whether the review process through which the board reached its decision was in accord with the published policies and procedures, assuring fair, objective review and decision making.

The right to appeal will be denied to:

- Individuals whose certification status has been denied due to actions taken against their professional license by the licensing authority.
- Individuals who have failed the certification exam (note, appeals of this nature fall under the exam challenge policy).

### **Related Attachments- Certification and Recertification Handbooks and Forms**

## **SECTION 7: ASSOCIATION OPERATIONS**

All of the policies listed in this section directly address the day to day operations of ABCGN.

### **7.1 Policy/SOP/Bylaws Review:**

The Bylaws and Policies Committee are responsible for reviewing the Standard Operating Procedures, Policy Guidelines document and Bylaws on an annual basis and recommending any changes, or revisions to the Board for approval.

### **7.2 Destruction of Ballots:**

A motion can be made during the Annual Business Meeting for membership vote on the destruction of the election and bylaws ballots once results have been finalized.

### **7.3 Use of ABCGN Member Mailing List:**

The membership mailing list or any portion thereof will not be provided to any person, business, or organization for any purpose without the prior approval of the ABCGN. The Board of Directors has authorized the Executive Director to approve the use of the membership list for the ABCGN related programs.

### **7.4 Sponsorships Policy:**

The Board of Directors may establish a sponsorship policy consistent with the Organization's goals and objectives.

The ABCGN has several policies pertaining to industry sponsor relations. These policies should assist the ABCGN leaders and staff in their decision-making and communications with sponsors and potential sponsors. These policies are inherently broad in nature and may not account for all of the issues that may arise in conjunction with industry sponsor relationships; accordingly, the ABCGN Board may, in its judgment, deem it appropriate to make exceptions to the following policies or to apply new or different policies in response to specific situations.

#### **General**

ABCGN gratefully accepts financial and other contributions from those wishing to make both public and private sponsorships. The receipt of outside support will not be conditioned upon, nor will it imply, ABCGN endorsement of any product or service affiliated with the sponsor. No sponsor may use the ABCGN logo on its promotional materials without the express written consent of the Organization.

#### **Sponsored Endeavors**

Individuals or corporations may sponsor an education program, project, publication, audiovisual work, food and beverage event, speakers, and/or pre and post meeting events provided the ABCGN approves the content, directs the development of and controls where appropriate all publicity for such an activity or event.

#### **Programs and Projects**

A speaker, event or program sponsored by an individual or corporation should be identified as such in a written form and should include the benefits to the sponsor.

### **7.5 Use of Name, Logos and Trademark:**

Written authorization of the Association must be obtained prior to the use of the ABCGN name, marks and logos for any purpose other than ABCGN business. However, ABCGN members, speakers and presenters may acknowledge their participation in the ABCGN including awards received, in their vitae, biographies and resumes.

The ABCGN name, marks or logos shall not be used where such use could be construed as an endorsement of a company, person, product service or activity unless there is a written agreement or contract between the ABCGN and company or individual.

## **7.6 Web Site Policy:**

The following are the ABCGN web site and liability policies:

### **Notice**

All documents and information contained within the ABCGN World Wide Web site and its subdirectories are the property of the ABCGN or used by the ABCGN with permission, whether or not a copyright trademark or other notice appears on the screen displaying the information. Users of the ABCGN web site may save and use information contained therein only for personal use. Note the use, including reproduction or retransmission of the ABCGN web site may not be made without the prior written permission of the ABCGN, which may be requested by contacting the ABCGN headquarters.

### **Disclaimer**

The ABCGN makes no warranty, guarantee or representation as to the accuracy or sufficiency of the information posted herein, and the ABCGN assumes no responsibility or liability regarding the use or misuse of such information.

Links or pointers connecting the Organization's web site with other Internet sites are provided as a courtesy only. The ABCGN assumes no responsibility or liability for the content, accuracy or compliance with applicable laws of such linked sites.

## **7.7 Record Retention Policy:**

### **Permanently:**

- Accountants' audit reports
- Cancelled checks for important payments such as property purchases and special contracts
- Deeds, mortgage and bills of sale
- Depreciation schedules
- Year end Financial statements
- General ledgers
- Insurance records
- Legal and other important correspondence (i.e. certification, contracts, etc.)
- Minutes books (directors meetings, including bylaws and charter)
- Trademark registrations
- Patents and copyrights
- Copies of training manuals

### **Keep for 7 Years:**

- Accident reports and claims for settled cases
- Accounts payable ledgers and schedules
- Accounts receivable ledgers and schedules
- Cancelled checks (see exception above)
- Expense analysis and distribution reports
- Expense reports (including personal)
- Expired contracts
- Garnishments
- Vendor invoices
- Notes receivable ledgers and schedules

- Purchase orders (purchasing department copy)
- Sales and inventory records
- Subsidiary ledgers
- Vouchers for payment to vendors and employees (including travel and allowance and reimbursement of employees and officers)
- Withholding tax statements and tax returns and worksheets (relating to tax liability)

**Keep for three years**

- Bank statements and reconciliation
- Employment applications
- Insurance policies (expired)
- Internal audit reports
- Internal reports (miscellaneous)
- Invoices to members /customers
- Petty cash vouchers

**Keep for two years:**

- General correspondence, routine correspondence with clients, members and vendors
- Duplicate deposit slips

**Keep for one year:**

- Purchase orders (non-purchasing department copy)
- Requisitions

## **SECTION 8: FINANCIAL POLICIES**

All of the policies listed in this section directly address the financial operations of ABCGN.

### **8.1 Fiscal Year:**

The ABCGN fiscal year will be January 1 - December 31.

### **8.2 Budgeting:**

An annual operating budget will be prepared by the Executive Director and the Treasurer and presented to the Board for approval at least 10 days prior to the beginning of the next fiscal year. The budget will reflect the cost of carrying out the programs and services of the ABCGN for the next fiscal year. This budget will also reflect the anticipated revenues of the ABCGN.

The budget will be viewed by the Board as their financial plan for the ABCGN, and approval of the budget by the Board will be authority for the Executive Director to manage the ABCGN finances according to the plan without seeking further approval of the Board. (Exception is Board-designated funds). However, the Executive will keep the Board well informed of the ongoing status of the financial plan, and will not make expenditures outside of the budget plan (+/- 10%) without seeking Treasurer approval to amend the budget. Any significant changes to the budget (+/- 30%) will require full Board approval. Amendments to the budget will be presented to the Treasurer for approval for any of the following reasons:

- The ABCGN enters into compacts or contracts that were not included in the approved budget.
- Management proposes a major expenditure that was not included in the approved budget.
- Significant unanticipated revenues are received or cost overruns occur.

### **8.3 Budget Exception:**

Any Board member or Committee Chairperson who has accountability for a program or funds between related programs may reallocate said funds for those programs as long as the allocated funds do not exceed or increase the approved net budget for that program.

The Treasurer shall be notified of any reallocation funds and the reason for the reallocation. Timeframe and communication medium will be determined by each Treasurer in consultation with the Executive Director.

Any request for expenditure of funds which will result in the total expenditure for the program exceeding the budgeted amounts (+/- 10%) must be approved by the Treasurer (or Board if applicable) in advance of the commitment of the expenditure. The request must include the following documentation:

- The original budget for the program
- The effect of budget reallocations already made and the reasons for re-allocations
- The reason for the request
- The amount of the request

### **8.4 Year-End Forecasts:**

The year-end forecast is a report that anticipates the financial position of the ABCGN at the end of the fiscal year. It is prepared and presented to the Treasurer by the Executive Director.

### **8.5 Financial Reports and Audits:**

Reports reflecting the financial condition of the ABCGN will be presented to the Treasurer. These financial reports will include:

- At least quarterly status of expenditures on major capital projects.

- Monthly revenue and expense statement for the month and year-to-date with comparison to the budget.
- Monthly staff time expense figures (as part of the revenue and expense statement)

Monthly reports will be distributed within three weeks after the close of the previous fiscal month. An internal audit process will be established and maintained. The Executive will report any significant findings to the Board. Gross violations or breach of trust will be reported to the Board immediately upon discovery. An annual audit of the ABCGN finances will be conducted by an independent auditor appointed by the Board. The scope of those audits will be determined from time to time by the Board.

The Executive Director will solicit bids, when deemed necessary, for the audit from two or more qualified firms, and will recommend to the Board a firm to perform the audit. The Board's selection will be based on consideration of cost, professional qualifications, reputation and relevant experience.

### **8.6 Chart of Accounts:**

ABCGN Headquarters will prepare and maintain the chart of accounts.

### **8.7 Bank Reconciliation:**

The ABCGN bank account will be reconciled monthly by Headquarters. Twice a year, outstanding checks will be reviewed (May and November). Checks that have not been cashed for over twelve months will be voided and not reissued. Exceptions will be evaluated on a case by case basis by the Treasurer and staff.

### **8.8 Financial Management:**

Financial resources of ABCGN are the responsibility of the Board of Directors. The Board of Directors will:

- Have a clear plan for acquisition of financial resources to pay for the programs and services provided by the ABCGN.
- Provide guidelines for management and allocation of financial resources which will produce optimum benefit for those we serve.
- Monitor and evaluate the financial plans and guidelines of ABCGN to ensure the financial integrity of the ABCGN.

### **8.9 Investment Practices:**

Funds not required for current operations or earmarked for designated funds will be invested according to an investment plan approved and revised annually by the Board. The Executive will present reports to the Board which show the status of all investments, including the rate of return and current market value. (Investment plan attached)

### **8.10 Investment Manager:**

It is the intent of the ABCGN to engage the investment management services of an external investment firm. This firm and the individual assigned from the firm to manage the ABCGN portfolio will work closely with the Treasurer, Executive Director and the appropriate Committee to invest the organization's funds in accordance with the established ABCGN investment policy.

### **8.11 Working Capital Reserves**

A working capital reserve sufficient to keep ABCGN operating for at least a one hundred and eighty day period will be established and maintained at all times.

**8.11.1** ABCGN shall set a goal of maintaining financial reserves at a level which would cover 6 month's worth of the 5-year average of operating expenses.

**8.11.2** ABCGN shall establish a reserve contribution ledger line to be included in each year's annual budget plan.

**8.11.3** ABCGN shall maintain a goal of containing operational management expenses consistent with the industry average as denoted in ASAE's (American Society for Account Executives) operating ratios.

### **8.12 Accounting System:**

The accounting system used by the ABCGN will utilize generally accepted accounting practices that are required and/or recommended by regulatory or lending agencies and the ABCGN auditor.

The accounting practices and procedures used by the ABCGN will allow for adequate management of the ABCGN revenues and expenses, and will provide systems of monitoring by the Board as well as outside auditors.

### **8.13 Restricted Fund Balance:**

The Board from time to time may assign a portion of the Association's reserves to a restricted fund for specific purposes. In such cases these funds will be accounted for separately on the financial statements and the minutes of the meeting where such funds were so allocated will reflect same.

### **8.14 Check Signing Authority:**

The Treasurer, and the ABCGN Executive Director will be authorized to sign checks from the ABCGN. Checks of \$1,000 or more will require two signatures. Copies of checks not signed by the Treasurer will be sent to the Treasurer for review. To avoid any possible conflicts of interest, any checks paid to SmithBucklin will require the Treasurer's signature.

As headquarters receives updated financial statements they will be forwarded to Treasurer for review. Financial reports will be prepared for each board meeting and will be reviewed by Treasurer prior to meeting with headquarters presenting.

### **8.15 Approval of Expenses:**

All Board Members, Committee Chairs and Staff will be required to request approval for any non-budgeted expenses over +/-10%.

**8.15.1** Committee Chairs will be required to obtain the Treasurer's and Executive Director's approval.

**8.15.2** The Treasurer and Executive Director will then each have five days from the date of receipt to approve or disapprove the requested additional expense.

**8.15.3** If an unanticipated expense which cannot be avoided arises (contract clauses, IRS penalties, etc.) and is legitimate, the bill will be paid. Headquarters is to document the bill to the Treasurer and in the forecast presented to the Board.

**8.15.4** The Treasurer and Executive Director must approve any expense item which is not reflected in the budget prior to any agreement being made.

### **8.16 Executive Limitation:**

The Executive Director may not risk financial losses to the ABCGN beyond those that may occur in the normal course of business. The Executive will:

- Ensure against embezzlement, casualty losses to full replacement value, and against liability losses (to Board members, organization or staff) beyond the minimally acceptable prudent level.
- Ensure that all personnel with access to significant amounts of the ABCGN money are appropriately bonded.
- Ensure that facilities and equipment are properly maintained.
- Limit exposure of the ABCGN, the Board or staff to claims of liability.

- Disburse funds only under controls sufficient to meet the Board-appointed auditor's standards.
- Ensure off-site backup of all computer and other financial records necessary for uninterrupted operation of the ABCGN.

### **8.17 Insurance/Bonding:**

The ABCGN will carry professional liability and general insurance for its Board of Directors, Committees and staff members.

### **8.18 Corporate Tax Filings:**

The ABCGN will file 990 and 990T returns on an annual basis. The 990T statement, which declares unrelated business income, will be filed as required. The ABCGN auditor has responsibility for these filings.

### **8.19 Nepotism:**

The ABCGN will not award contracts or pay for services to family members of Board, Committee or staff members. It is the responsibility of the Board, Committee or staff members to disclose any information which may imply conflict of interest.

### **8.20 Bad Debts Owed to the ABCGN:**

If the total receivable from any one individual or organization is \$500 or less, the Executive Director may authorize the debt to be written off if he/she believes the debt is uncollectable. Write-offs of debts over \$500 which the Executive Director believes are uncollectable may be authorized only by a vote of the ABCGN Board of directors.

Delinquent accounts may be assigned for collection to either legal counsel or a collection agency, or taken to small claims court as the Executive Director deems appropriate. Collection efforts will continue even after write-off until actually collected or the attorney, collection agency or small claims court deems further efforts will be futile or not cost-effective.

### **8.21 UBIT (Unrelated Business Income Tax):**

Some income to the Association may be subject to UBIT. As such, these funds will be documented separately from other income not subject to UBIT.

### **8.22 Certification/Recertification Fees**

#### **8.22.1 Exam Fee Refunds**

Candidates can only receive up to a \$50 refund if they cancel their exam one week prior to the test date. All candidates who are unable to sit for the exam must submit in writing the circumstances surrounding their inability to sit for the exam to be considered for a refund. The executive director will determine the validity of the requests and issue refunds. Any requests that are not issued refunds will be reported to the Grievance Committee. All candidates will be encouraged to 'roll-over' their exam fees.

#### **8.22.2 Recertification Fee Refunds**

Refunds will not be issued for failure to meet criteria.

#### **8.22.3 Waiving of Recertification Fee**

Current SGNA board members and past ABCGN Presidents will have recertification fees waived.

## **SECTION 9: MISCELLANEOUS POLICIES**

All of the policies listed in this section do not fall under categories elsewhere in this guideline document.

### **9.1 Disclosure:**

Each ABCGN member has the obligation to disclose all potentially conflicting interests which he or she identifies during service in a ABCGN leadership position or as a member of a Committee or task force. Members must disclose those activities or relationships that are pertinent to the subject matter of the Association activity in which they are involved.

### **9.2. Contracts**

The ABCGN may contract with various parties, including but not limited to, a testing company, legal counsel, and association management company. All contracts will be reviewed/revised by the ABCGN Executive Director and Legal Counsel. The ABCGN Executive Committee will give final review and approval of all contracts. Any contracts addendums that are the result of a board action/vote will be reviewed and approved by the ABCGN Executive Director and President.

## **Policies on Reimbursement of Officers, Committee Members and Representatives**

### **9.3 Expense Reimbursement**

The ABCGN Board of Directors will be funded to attend all ABCGN Board of Directors meetings during their term in office.

- Meetings include, but are not limited to, Fall Board of Directors Meeting, May Annual Conference and Board of Directors Meeting, and any ‘invited’ meeting such as the SGNA Board of Directors meeting, the ABNS conference, etc.
- Specific meetings and designated attendees will be outline in the budget approval process.

Committee chairs, committee members and guest invited to attend Board meetings by the President may be funded. Committee chairs and members may be reimbursed for expenses associated with their respective committee meetings as determined through the ABCGN annual budget process.

The ABCGN will reimburse expenses incurred by any individual acting on behalf of the ABCGN, given that such activity has been at the request of the Board of Directors and approved through the ABCGN annual budget.

Questions about eligibility for funding/reimbursement should be directed to the Treasurer. If a dispute arises regarding reimbursement, the issue will be brought to the Executive Committee for decision.

Procedure:

- 1) Approved expenses incurred on behalf of the ABCGN will be reimbursed as submitted using the ABCGN Reimbursement Request Form. (attached)
  - 1.1 All requests for reimbursement and receipts for expenses incurred during the approved travel should be submitted to ABCGN Headquarters within 30 days of the occurrence of the expense.
  - 1.2 ABCGN Headquarters will review requests and prepare reimbursement checks for the Treasurer's signature within one month of receipt of the completed form.
  - 1.3 In accordance with IRS requirements, original receipts for expenses of \$25 or more must be submitted with the reimbursement request form.
- 2) Miscellaneous Expenses (Postage, supplies, printing and copying, telephone calls)
  - 2.1 Phone calls should be limited to ABCGN business. Volunteers are encouraged to purchase a pre-paid phone card and submit receipt for reimbursement. Volunteers are

- permitted to also submit phone bills with highlighted calls related to ABCGN calls.
- 2.2 The receipts for each item submitted should be included with the reimbursement request form to ABCGN Headquarters. (Copies of the receipts should be retained for personal records.)
  - 2.3 Personal expense items will not be reimbursed.
3. Travel Expenses (Airfare, ground transportation and personal auto usage)
    - 3.1 Air transportation must be booked at the lowest available coach or economy rates. Every attempt should be made to book reservations as early as possible. Volunteers will be responsible for any additional cost incurred for flights not booked by the advance reservation cut off date set for the event and for flight changes after original booking.
    - 3.2 Ground transportation will be reimbursed only for travel to and from the airport of the departure city and between the airport and hotel of the city where the meeting is being held. All other cab fare incurred outside of ABCGN events is not reimbursable.
    - 3.3 Personal auto use will be reimbursed at the IRS-established mileage rate and will be reimbursed only after the travel has been completed. Total mileage reimbursement is not to exceed the budgeted airfare amount (as of 5/05 this amounts is \$350)
  4. Hotel Expenses
    - 4.1 Whenever possible, ABCGN Volunteers will be provided a reservation on the master account for meetings and will provide a personal credit card to cover all other expenses.
    - 4.2 Room assignments will be at double occupancy in order to decrease expenses. In the case where an individual is unable to share a room, the Board can approve funding for single occupancy. Persons requesting to room alone or with someone other than a Board-designated roommate will be invoiced or directly billed by the hotel for the additional cost of the room.
  5. Per Diem Expenses
    - 5.1 Board members, committee chairs and committee members will be reimbursed a per diem of up to \$50 per day unless otherwise determined by the Board through the annual budget. Expenses covered under Per Diem include any food/beverage costs incurred out of pocket.
    - 5.2 The number of days that ABCGN will reimburse a per diem for each meeting will be determined during the budgeting process.
    - 5.3 Miscellaneous expense not outlined in this policy will be reviewed on a case by case basis.
    - 5.4 Receipts must be itemized and sent to the Executive Director following a Board Meeting for reimbursement.
    - 5.5 An advance from headquarters can be requested if paying for expenses causes a hardship for Board Members.
  6. Annual Conference Meeting Expenses
    - 6.1 Current ABCGN Board of Directors will be funded airfare, hotel and reimbursed all travel expenses and per diem for travel days and meeting days during the May Annual Conference and ABCGN Board of Directors meeting.
    - 6.2 Incoming ABCGN Board of Directors will be funded airfare, hotel and reimbursed all travel expense and per diem for travel and meeting days required of them, this would typically includes ABCGN Board of Directors Meeting, Item Writer's Workshop and ABCGN Gala. Note travel and hotel guidelines outlined above.
    - 6.3 Dates of travel and reimbursable expense/days will be communicated to volunteers prior to meeting.

## **SECTION 10: PROCESS FOR DEVELOPING BOARD POLICY**

### **10.1 Purpose:**

The Board of Directors, as the ABCGN governing body, is entrusted with the authority to establish policy for the governance of the ABCGN. Board of Directors policy establishes the parameters and guidelines for Board Members, Committees, Management and Staff.

The purposes of our policies are to:

- Inform the Public of Board intent, goals and aspirations.
- Prevent confusion among Board members, staff and the public.
- Promote consistency of Board actions.
- Eliminate the need for instant (crisis) policy making.
- Reduce criticism of the Board of Directors and Management.
- Improve public relations.
- Clarify Board member, executive and staff roles.
- Give management a clear direction from the Board of Directors.

### **10.2 Management Policies are Not Board of Directors Policies:**

The ABCGN Board of Directors makes an important distinction between Board of Directors Policies and Management Policies. Board of Directors Policies establish the broad parameters within which Board of Directors, management and staff will operate. Management Policies, developed and implemented by the Executive, outline the specifics of how the organization and staff will operate within Board of Directors Policy.

Once the Board of Directors officially adopts a new Board of Directors policy, that policy is the standard for dealing with the subject matter covered by the policy. If an issue comes before the Board of Directors that is not in line with existing policy, the issue is out of order and will be considered only in terms of policy change.

### **10.3 Policy Requires a Majority Vote of the Board of Directors:**

Policy decisions will be made by majority vote of the Board of Directors. Before adopting any policy, all Board of Directors members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken.

All policies will be reviewed periodically for accuracy and appropriateness, and recommendations will be made to the Board for amendment, addition or elimination. Except as otherwise provided by law, any policy of the Board of Directors may be suspended, repealed, amended, or waived by a majority vote of the Board, provided that proper advance notice has been given of the intention to consider revocation, repeal, waiver, or amendment.

### **10.4 Source/Considerations of Policies:**

Policies may be recommended to the Board of Directors by Committees, individual Board members or the Executive. All proposed policies will be researched to ensure that they are legal, and do not contradict already established policy or bylaws of the ABCGN. If approved by the Board of Directors, policies will be written, coded, dated at time of approval and included in all copies of the Board Policy Guideline document.

All policies proposed to the Board of Directors should be tested to meet the following criteria:

- Necessary for good operation of the ABCGN
- Consistent with our mission statement
- Within the scope of Board of Directors authority

- Consistent with local, state and federal law
- Compatible with other policies of this Board of Directors
- Practical
- Broad enough to cover the subject completely
- Enforceable

### **10.5 Responsibilities of Board Members:**

Board members should:

- Commit to attend all meetings
- Read all material in advance of the meeting to ensure readiness to discuss and make informed decisions
- Seek information in advance from appropriate officers and staff members to ensure information will be available at the meeting
- Respect the opinions of others
- Remember the fiduciary responsibility during the decision making process. Make sound decisions which are in the best interest of the Association, not individual members or Committees.
- Minimize any disruption to the meeting and the topic at hand
- Lead, don't manage

### **10.6 Accountability for Carrying Out Policies:**

The Executive Director will be accountable to the Board of Directors for carrying out these policies, ensuring that all policies are effectively explained to the staff and making every reasonable effort to see that they are understood, accepted and complied with.

### **10.7 Distribution of Policy Guidelines:**

All board members will receive a CD copy of the most updated policy manual at the Annual Meeting. The policy manual will also be posted on-line for the general membership.

American Board of Certification for  
Gastroenterology Nurses

Policy Guidelines Attachments

**BYLAWS OF  
THE AMERICAN BOARD OF CERTIFICATION FOR  
GASTROENTEROLOGY NURSES, 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**

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 the 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 the 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 the 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. The ABCGN may have such other offices as may be designated by the Board of Directors.

Section 4. Fiscal Year

The fiscal year of the ABCGN shall be on the calendar year beginning on January 1 and ending on December 31. The financial records of the 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 the 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.

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

## Section 6. Indemnification and Insurance

The 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 the 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 the ABCGN shall be open to all qualified individuals who are currently actively certified under the guidelines and requirements set forward by the ABCGN, and who satisfy the requirements for membership established by the Board of Directors from time to time. Members shall 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. A majority 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 the 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 the 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 the 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 eight shall be members elected by vote of the members, one shall be a member of the public elected by vote of the members, and four 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 the ABCGN, and shall not employ or be employed by any person eligible to be certified by the 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 the 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.

##### 4.2.3 RN-LPN/LVN Directors

The ratio of RN and LPN/LVN Directors on the Board will approximate that in the membership of the ABCGN at large.

##### 4.2.4 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 the 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-G:

- 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 the ABCGN.
- D. Be able to travel a minimum of two (2) times per year for up to five (5) 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/Treasurer 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 the 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 the 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 office must have served for at least two (2) years as a Director prior to taking office. Directors reappointed to the ABCGN shall not hold office for at least one year, except when their terms are consecutive.

A candidate for Secretary/Treasurer must have at least two (2) years remaining on his or her term as Director.

### 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/Treasurer shall serve for two (2) years, or until their resignation or removal, or until a successor is elected or appointed. A Secretary/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 two-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/Treasurer becomes vacant, the Board of Directors shall elect an acting Secretary/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/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/Treasurer

The Secretary/Treasurer 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
- C. Serve as the chief financial officer of ABCGN
- D. 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 any two (2) of the Secretary/Treasurer, President and/or Executive Director. The Board of Directors may require that the Secretary/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 Writers Committee

The Item Writers 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. 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 the 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/Treasurer 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 Roberts 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.

# ABCGN Code of Conduct

*Protecting the public through professional standards*

The American Board of Certification for Gastroenterology Nurses (ABCGN) provides certification for the gastroenterology and gastroenterology/endoscopy nurses. The purpose of the ABCGN voluntary certification process is to assure consumers, the public, and employers that individuals certified by ABCGN are capable and competent, have successfully passed a certification exam that is a researched, tested and validated, and have been judged to be qualified. The ABCGN is dedicated to the principle that professionals in the field of gastroenterology and gastroenterology/endoscopy nursing must conform their behavior to the highest standards of ethical practice. To that end, the ABCGN has adopted this *Certified Professional Code of Conduct*, to be applied to all professionals, certified or seeking certification.

## **Rules of Conduct**

The following Rules of Conduct, adopted by the ABCGN, set forth the minimum standards of conduct which all certified professionals or those seeking certification are expected to honor. Failure to comply with an obligation or prohibition set forth in the Rules may result in disciplinary action by the ABCGN.

As a certified nurse or nurse seeking certification, I:

- shall meet and comply with all terms, conditions, or limitations of any professional certification or license which I hold.
- shall not perform services outside of my area of training, expertise, competence, or scope of practice.
- shall not fail to obtain an appropriate consultation or make an appropriate referral when the consumer's problem is beyond my area of training, expertise, competence, or scope of practice.
- shall not in any way participate in discrimination on the basis of race, color, sex, sexual orientation, age, religion, national origin, socio-economic status, political belief, physical disabilities or mental impairments.
- shall serve as a role model for certified gastroenterology/endoscopy nursing professionals. This includes both at the professional level of performing my job function to the highest standards and meeting all state licensure, regulatory, hospital, and SGNA practice standards; as well as at the personal level through peer support and mentoring.
- shall report any failure of my certified peers to meet the ethical standards and certification requirements to my employer and ABCGN.
- shall not use misrepresentation in the application for certification/recertification; or assist another in the preparation of an application through misrepresentation. The term "misrepresentation" includes but is not limited to the misrepresentation of professional qualifications, certifications, accreditation, affiliations, employment experience, educational experience, the plagiarism of application and recertification materials, or the falsification of references.
- shall report any violation of the Code of Conduct.
- shall not file a complaint or provide information to the ABCGN which I know, or should have known, to be false or misleading.

By signing this form I agree to adhere to the ABCGN Code of Conduct and acknowledge that violation of the ABCGN Code of Conduct will result in a suspension or revocation of my certification credentials.

\_\_\_\_\_ (Name Printed)

\_\_\_\_\_  
(Name Signature)

\_\_\_\_\_  
Date

# ABCGN Conflict of Interest Policy

## Acknowledgement

**Policy Statement:**

ABCGN members functioning as representatives of ABCGN should be knowledgeable of and avoid any actual, potential or perceived conflict of interest. Such conflict may include, but not be limited to:

1. Any impropriety or perceived impropriety between the official activities of the ABCGN and any paid or unpaid activities on behalf of another organization.
2. Any member who is an owner, employee, consultant, stock or bond holder, lecturer, officer or director for any health-related manufacturer, distributor, or licensee of products or services associated with gastroenterology, endoscopy or patient care.

Involvement in these ventures does not preclude any member from greater involvement in ABCGN, but requires an increased awareness of potential or perceived conflicts and disclosure of conflicts to assure that all activities of the Society are conducted equitably.

I, \_\_\_\_\_, have read the conflict of interest policy and understand it. I have had the opportunity to ask questions. I agree to abide by this policy by abstaining from voting or participating, resigning my position or canceling the activity that is causing the conflict.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

## **Commitment of Conduct**

### **Board of Directors of ABCGN**

As a member of the Board of Directors of the ABCGN, I agree to adhere to and be bound by the following principles and commitments in my service on the Board of Directors of the ABCGN to promote efficiency, respect, and good governance with respect to the business of the Board:

1. I will be thorough and diligent in reviewing the underlying facts and issues to each decision I am called on to make.
2. I will be respectful of the points of view of my fellow Board members which differ from my own.
3. I recognize my duty of loyalty and will ensure that all my decisions as a Board member will be in the best interests of the ABCGN. Bias and self-serving or special interest will not be part of my decision making process.
4. I will accept, support and implement all decisions of the Board, even those that I did not initially support or those that were made in my absence.
5. I will not speak or act for the ABCGN or the Board of Directors unless specifically authorized to do so. I will not present opinions about the ABCGN business unless those opinions have been approved in advance by the Board or unless those opinions are clearly expressed as personal opinions and not necessarily the views of the ABCGN.
6. I will not discuss matters deemed confidential by the Board outside of Board meetings without the express permission of the Chairman of the Board/President.
7. I will abide by the ABCGN policies on conflicts of interest and will strive to avoid even the appearance of such conflicts.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

## ABCGN Non- Discrimination Adverse Effect Policy and Procedure

To develop exams and administer policies that will provide equal opportunities for applicants without regard to sex, religion, race, color, age, national origin, or handicap and is in compliance with the Federal guidelines on affirmative action and equal opportunity.

Credential organizations may find that they need to understand the implications of the August, 1978 "Uniform Guidelines on Employee Selection Procedures". Although the title refers to "employee selection procedures", the text of the Guidelines specifically states that they apply to any tests used in employment decisions, including "licensing and certification, to the extent that licensing and certification may be covered by Federal equal employment opportunity law". The essential message of the Guidelines is that, if a test is found to be discriminatory, its use is permitted only if certain conditions are met. The use of a discriminatory test is not prohibited if the provisions are satisfied. To determine whether there has been any adverse impact, the results of an examination must be analyzed in terms of the following sex and racial/ethnic classifications.

### Sex

- o Males
- o Females

### Racial/Ethnic

- o African Americans
- o American Indians (including Alaskan Natives)
- o Asians (including Pacific Islanders)
- o Hispanics (including persons of Mexican, Puerto Rican, Cuban, Central or South American, or other Spanish origin or culture regardless of race)

### Totals

The process of determining adverse impact involves these steps:

Calculate the SUCCESS RATE for each subgroup. The SUCCESS RATE for a subgroup is the percent of individuals in the subgroup who pass the examination. To determine the SUCCESS RATE, divide the number of passing candidates in the subgroup by the total number of candidates in the subgroup.

Determine which subgroup has the HIGHEST SUCCESS RATE (percent passing), by sex and by racial/ethnic classification separately.

Calculate the IMPACT for each subgroup. The IMPACT of a sub group is the ratio of its success rate to the highest success rate in its classification. To calculate the IMPACT, divide each SUCCESS RATE identified in #1, above, by the HIGHEST SUCCESS RATE identified in #2, above. Perform these calculations for the SUCCESS RATE of males compared with that of females, and those of the five racial/ethnic subgroups with the highest of them.

If any impact calculated in #3 above, is less than 80%, the situation could be viewed as representing an ADVERSE IMPACT on the sub group involved. This is because a lower impact percent represents a larger discrepancy in SUCCESS RATE.

To illustrate, 400 candidates take a certification examination; 300 pass, 100 fail. The subgroup data, with calculated success rates and impacts, are shown below:

Classification	Number of Candidates	Number Passing	Percent Passing	Impact
Females	250	195	78	Highest Rate
Males	150	105	70	90%
African Americans	65	46	71	90%
American Indians	25	19	76	96%
Asians	10	7	70	89%
Hispanics	50	30	60	76%
Caucasians	250	198	79	Highest Rate
Totals	400	300	75	N/A

The table shows that the success rate for male candidates is 90% of that for female candidates, which was highest in the sex classification, so there is no adverse impact on males. On the other hand, 79% of the Caucasian candidates passed the examination while only 60% to 76% of the other four racial/ethnic subgroups' did so. By dividing each of the racial/ethnic subgroups' percent passing by the Caucasian candidates' percent passing (70%), it is found that the impact on the African American's is 90%, American Indians 96%, Asians 89%, and Hispanics 76%. Only the impact on Hispanics is somewhat lower than the 80% rule of thumb specified in the Guidelines. Because the samples of the racial/ethnic subgroups are small, the impact on the Hispanics might not be considered to be "adverse". On the other hand, the Guidelines stipulate that, if an examination is found to be discriminatory, the organization must make sure the examination is "job-related". In the example above, this would mean that the credentialing organization would want to be sure that the questions in the examination reflected knowledge required by those who become licensed or certified in the profession if they are to function effectively.

The steps in test development that are followed by the Professional Examinations division of the Psychological Corporation in the development and administration of credentialing examinations are designed to assure such characteristics. One of the ways which the Guidelines indicate may be used to demonstrate that an examination is "job-related" involves evidence of the examination's content validity. Content validity refers to the degree to which the content of the examinations related to the knowledge needed by the competent professional. This knowledge is identified by analyzing the roles and functions of competent members of the profession, to specify the knowledge, skills, and abilities that are most critical and those that are most frequently used. The content of the examination must then be shown to be related to those critical and frequently needed abilities.

The first step in the development of credentialing examinations is to analyze the functions of the profession to which the examination is to be related, in order to identify the knowledge, skills, and abilities that are most critical and most frequently used by competent members of the profession. From that information, the test specifications (also called content outlines or test blueprints) are derived by the experts in the credentialed profession.

In the documentation of content validity, it is important to be able to show the relationship of professional competence to the test specifications and to the test content. This can be done by showing that the knowledge and abilities measured by the test are substantially the same as those needed by a competent professional who would be eligible to receive the credential. If the test content is quite different from the work situation, it becomes more difficult to document the relationship between the two. For this reason, credentialing groups should review their test specifications and their examinations regularly to be sure that the test competencies are those actually needed to perform the functions of the occupation, and that they are not merely reflections of an academic curriculum or a theoretical formulation. Not only must the content of each examination involve the use of the knowledge and abilities set forth in the test specifications, but also the passing score for the test should be set in such a way that those who pass may be expected to have more of the essential knowledge and abilities than those who fail.

Evidence of a testing procedure's content validity can be derived from adherence to certain steps in test development:

- o Development of test specifications, including definition of the important content of the profession and identification of the critical knowledge and abilities that are frequently used in performance of professional functions.
- o Review of the test questions by content experts to document their relationship to the knowledge and abilities in the test specifications.
- o Assembly of the test in such a way that it represents the test specifications.
- o Review of the assembled test by content experts to confirm the relevance of the test content to the specifications, the accuracy of the content sampling, and the correctness of the keyed responses.
- o Establishment of the passing score by content experts in such a way as to be both reasonable and consistent with expectations of competence.
- o Application of established passing scores with complete objectivity and anonymity.



**Special Test Site Request**

In addition to the published test sites, special test sites are available for either the May or October examination for one candidate or for a group of candidates. A special test site request form should be submitted at least twelve (12) weeks prior to the exam. A request for a special test site must be accompanied by a special test site fee of \$1000.00 (payable to ABCGN).

Please complete the following:

➤ Coordinator:

---

Address: \_\_\_\_\_  
\_\_\_\_\_

Phone No.: \_\_\_\_\_

Fax No.: \_\_\_\_\_

Email: \_\_\_\_\_

---

➤ Requested Special Test Site Location: \_\_\_\_\_

Return to the address or fax number below twelve (12) weeks prior to the exam date:

ABCGN Headquarters  
401 N. Michigan Avenue  
Chicago, IL 60611-4267  
800-245-7462 - Option No. 3  
Fax: 312-673-6723



### **Regional Test Site Request**

As part of its ongoing effort to make the exam accessible to all candidates, ABCGN offers the opportunity for regions to host exam sites in conjunction with their fall meetings. Regions interested in offering the exam at their regional meeting may submit a request to have their region selected as a regular test site. No special fees are involved if the region is chosen; however, the regional meeting must occur on the scheduled test weekend. Dates are published several years in advance. The ABCGN Board selects the sites for the coming year at its fall Board meeting (usually early November). Requests for a regional test site may be submitted anytime prior to that meeting for consideration.

Please complete the following:

- Coordinator: \_\_\_\_\_  
Regional Position: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Phone No.: \_\_\_\_\_  
Fax No.: \_\_\_\_\_  
Email: \_\_\_\_\_
- Region: \_\_\_\_\_
- Regional Test Site Location: \_\_\_\_\_

Return to the address or fax number below prior to the fall Board meeting:

ABCGN Headquarters  
401 N. Michigan Avenue  
Chicago, IL 60611-4267  
800-245-7462 - Option No. 3  
Fax: 312-673-6723

# American Board of Certification for Gastroenterology Nurses

## **INVESTMENT POLICY STATEMENT**

***April 17, 2005***

### Introduction

This statement of investment policy has been adopted by the Board of Directors of the American Board of Certification for Gastroenterology Nurses ("ABCGN") to provide guidelines for the investment of funds held by the association.

For the purposes of managing investment risk and to optimize investment returns within acceptable risk parameters, the funds held will be divided into three separate investment pools. The process for determining the dollar amount in each pool is set forth in the "Procedures" section of this document. The three investment pools shall be called the "**Operating Fund**", the "**Short-Term Fund**" and the "**Long-Term Fund**".

### Procedures

1. The following procedures will be followed to ensure the investment policy statement is consistent with the current mission of ABCGN and accurately reflects the current financial condition:
  - A.) This investment policy shall be reviewed annually by the Finance Committee for any necessary revisions.
  - B.) Recommendations for any revisions or modifications will be made by the Finance Committee to the Board of Directors for approval.
2. The following procedures will be used to determine the dollar amounts to be placed in the Short-Term Fund and the Long-Term Fund. Dollars not specifically designated for the Short-Term or Long-Term Funds will be restricted to investments designated in the "Investment Guidelines" for the Operating Fund.
  - A.) The Finance Committee will recommend the dollar amounts to be placed in the Short-Term and Long-Term Funds.
  - B.) The Board of Directors will have final approval of the dollar amounts placed in specific funds.
3. The services of an investment consultant will be sought to manage portions of ABCGN funds. The following procedure shall be followed to engage a new or replace a current investment consultant.
  - A.) The Finance Committee will recommend the hiring or replacing of an investment consultant to the Executive Committee.
  - B.) The Executive Committee will review the candidate(s) and make a recommendation to the Board of Directors, who shall have final approval.
4. The procedures for changing an investment manager and / or mutual fund will be as follows:
  - A.) The investment consultant will recommend the changing of an investment manager and / or mutual fund to the Finance Committee.
  - B.) The Finance Committee will review the candidate(s) and make a recommendation to the Board of Directors, who shall have final approval.

# American Board of Certification for Gastroenterology Nurses OPERATING FUND

## Purpose

The purpose of the Operating Fund is to provide sufficient cash to meet the financial obligations of the ABCGN in a timely manner.

## Investment Objectives

The investment objectives of the Operating Fund are:

- 1.) Preservation of capital;
- 2.) Liquidity; and
- 3.) To optimize the investment return within the constraints of the policy.

## Investment Guidelines

### ALLOWABLE INVESTMENTS

The Executive Director shall be authorized to invest the ABCGN Operating Fund as follows:

- 1.) Checking accounts in U.S. federally insured banks and savings and loans not to exceed federally insured amounts;
- 2.) Money market funds that invest in U.S. Government backed securities;
- 3.) Federally-insured certificates of deposit not to exceed \$100,000 per institution;
- 4.) Direct obligations of the U.S. Government, its agencies and instrumentalities; and
- 5.) Repurchase agreements in conjunction with bank sweep accounts collateralized by U.S. Government obligations.
- 6.) Auction rate preferred (7 or 28 day maturities) rated AAA/AAA issued by publicly traded closed end funds

### MATURITY

The maturities on investments for the Operating Fund shall be limited to one year or less.

### REPORTING

The Treasurer shall prepare the following reports for presentation on a quarterly basis to the Finance Committee:

- 1.) Schedule of investments,
- 2.) Interest income year to date,
- 3.) Current yield.

# American Board of Certification for Gastroenterology Nurses SHORT-TERM FUNDS

## Purpose

The purpose of the Short-Term Fund is to meet the expenses occurring as the result of unanticipated activities, to improve the return on funds held for expenditure over the next one to five years, and to manage investment risk.

### Investment Objectives

The investment objectives of the Short-Term Fund are:

- 1.) Preservation of capital;
- 2.) Liquidity; and
- 3.) To optimize the investment return within the constraints of the policy.

## Investment Guidelines

### ALLOWABLE INVESTMENTS

The Director of Finance and Administration shall be authorized to invest the XYZ Short-Term Fund as follows:

- 1.) Money market funds that invest in government-backed securities;
- 2.) U.S. Federally-insured certificates of deposit not to exceed \$100,000 per institution;
- 3.) Direct obligations of the U.S. Government, its agencies and instrumentalities;
- 4.) Commercial paper rated A-1/P-1 by Standard & Poor's and Moody's; and
- 5.) Corporate notes with a minimum rating of investment grade by one rating service.

### MATURITY

The Short-Term Fund shall have a weighted average maturity of five years or less.

### DIVERSIFICATION

No more than 5% at cost of the Short-Term Fund may be in the securities of any one issuer with the exception of obligations of the U.S. Government, its agencies and instrumentalities; repurchase agreements collateralized by obligations of the U.S. Government, its agencies and instrumentalities; mutual funds and federally insured certificates of deposit.

### REPORTING

The Controller shall prepare the following reports for presentation on a monthly basis to the Finance Committee:

- 1.) Schedule of investments,
- 2.) Interest income year to date, and
- 3.) Current yield.

# American Board of Certification for Gastroenterology Nurses LONG-TERM FUND

## Purpose

The purpose of the ABCGN Long-Term Fund is to enhance the purchasing power of funds held for future expenditure, to maintain the financial stability of the association, and to provide cash to be used during the current budget cycle.

## Investment Objectives

The objectives of the portfolio represent a long-term goal of maximizing returns without exposure to undue risk, as defined herein. It is understood that fluctuating rates of return are characteristic of the securities markets. The primary concern should be long-term appreciation of the assets and consistency of total return on the portfolio. Recognizing that short-term market fluctuations may cause variations in the account performance, the portfolio is expected to achieve the following objectives over a three-year moving time period:

1. The account's total expected return will exceed the increase in the Consumer Price Index by **2 %** annually. On a quarter-to-quarter basis, the actual returns will fluctuate and can be expected to exceed the target about half the time.
2. The account's total expected return will exceed the increase in the Treasury Bill Index by a minimum of **2 %** annually. On a quarter-to-quarter basis, the actual returns will fluctuate and can be expected to exceed the target about half the time.

Understanding that a long-term positive correlation exists between performance volatility (risk) and statistical returns in the securities markets, we have established the following short-term objective:

The portfolio should be invested to minimize the probability of low negative total returns, defined as a one-year return worse than negative **5 %**. It is anticipated that a loss greater than this will occur no more than one out of twenty years.

## Investment Guidelines

The investment policies and restrictions presented in this statement shall serve as a framework to achieve the investment objectives at the level of risk deemed acceptable. These policies and restrictions are designed to minimize interference with efforts to attain overall objectives, and to minimize the probability of excluding appropriate investment opportunities.

## PROHIBITED INVESTMENTS

The following investments and investment activities are prohibited:

- 1.) Private placements;
- 2.) Letter stock;
- 3.) Derivatives. However, to the extent that mutual funds are used by ABCGN the mutual funds may buy or sell derivatives for the purposes of managing portfolio risk;
- 4.) Commodities or commodity contracts;
- 5.) Short sales;
- 6.) Margin transactions; and
- 7.) Any speculative investment activities.

## DIVERSIFICATION

Individual stocks are subject to a maximum 5% commitment at cost or 7% commitment of the account's market value for an individual security and 15% for a particular industry.

Individual bonds not guaranteed by the U.S. Government its agencies or instrumentalities are subject to a

maximum 5% commitment at cost.

### **LONG-TERM FUND TARGET ASSET MIX**

The long-term component of the Reserve Fund shall be comprised of the asset classes listed in the table below. The target weight is the desired weight for each asset class. The minimum weights and maximum weights are to allow for normal market fluctuations. It shall be the responsibility of the investment consultant to remain within the range specified for each asset class. The investment consultant should re-balance the portfolio according to the target weights semi-annually.

**Important Notes:** The table below depicting target weights for each asset class is for illustrative purposes only and should not be constructed as a recommendation for your organization. (The target weight for each asset class should only be assigned after the Investment Policy Questionnaire and asset allocation has been completed.)

<b>ASSET CLASS</b>	<b>MINIMUM WEIGHT</b>	<b>TARGET WEIGHT</b>	<b>MAXIMUM WEIGHT</b>
<b>EQUITY</b>			
U.S. Large Capitalization Stocks	15%	20%	25%
U.S. Small Capitalization Stocks	15%	20%	25%
International Stocks	5%	10%	15%
<b>TOTAL EQUITY</b>		<b>50%</b>	
<b>FIXED INCOME</b>			
U.S. Government/Corporate Intermediate Bonds	40%	50%	60%
International Bonds	0%	0%	0%
High Yield Corporate Bonds	0%	0%	0%
<b>TOTAL FIXED INCOME</b>		<b>50%</b>	

### **EQUITIES**

The equity asset classes should be maintained at risk levels roughly equivalent to the sectors of the market represented, with the objective of exceeding a nationally recognized index measuring the performance of the designated sector over a three-year moving time period net of fees and commissions. Mutual funds conforming to the policy guidelines may be used to implement the investment program.

The following definitions shall apply for the purposes of this policy:

U.S. Large Capitalization Stocks: A portfolio of stocks comprised primarily of U.S. based companies, with the average of the stocks held having a market value exceeding \$3.0 billion and primary shares of which are traded on a major U.S. exchange.

U.S. Small Capitalization Stocks: A portfolio of stocks comprised primarily of U.S. based companies with the average of the stocks having a market value less than \$1 billion.

International Stocks: A portfolio comprised primarily of stocks of non-U.S. based companies, the primary shares of which are traded on exchanges outside the U.S. American Depository Receipts are considered International Stocks.

### **FIXED INCOME**

Investments in fixed income securities will be managed actively to pursue opportunities presented by changes in interest rates, credit ratings, and maturity premiums. Mutual funds conforming to the policy guidelines may be used to implement the investment program. The Following definitions shall apply for the purposes of this policy:

U.S. Government/Corporate:	A portfolio consisting primarily of fixed income securities denominated in U.S. dollars issued by the U.S. Government or corporations having a weighted average maturity of less than 10 years.
High Yield Corporate Bonds:	A portfolio consisting primarily of bonds issued by U.S. corporations and the majority of the bonds are rated below BBB/Baa.
International Bonds:	A portfolio consisting primarily of fixed income securities denominated in currencies other than U.S. dollars.

### **Performance Reporting**

The Long-Term Fund will be evaluated quarterly on a total return basis. Returns will be compared to:

- 1.) Consumer Price Index plus **2 %**;
- 2.) Three-month Treasury Bill Index plus **2 %**;
- 3.) Nationally recognized indices measuring the performance of the classes specified in the target asset mix.

Comparisons will show results for the latest quarter, year to date and since inception. The report will be prepared by the Investment Consultant and will be presented to the Board of Directors on a quarterly basis.

For the most up to date certification and recertification handbook and forms downloads are available at:

Certification Handbook and Forms -

<http://www.abcgcn.org/certification/handbook.cfm>

Recertification Handbook and Forms-

<http://www.abcgcn.org/recertification/handbook.cfm>

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