

By laws

ESTABLISHMENT AND NAME

A permanent organization is hereby established for the promotion of the objects set forth in the preamble to this Constitution, the name of which shall be 'International Neonatology Association (INA). The association will be based in Switzerland, set up pursuant to article 80ff of the Swiss Civil Code, having its registered office in Geneva.

THE BOARD OF DIRECTORS

(a)The Board of Directors will consist of a Chief Executive Officer (CEO), Chief Financial Officer (CFO) and a maximum of ten representatives (from member associations and individuals in good standing to hold Executive Director positions (President, President Elect, Secretary, Treasurer), and Non-executive director positions (1- 6). Two (maximum) representatives from the same member association or country can serve on the board as non-executive directors at the same time or one member as an executive director and the other serving as non-executive director. At no time can two representatives from the same member association both hold executive director positions at the same time.

(b)Executive and non-executive directors shall serve in office for a renewable period of two years or until earlier retirement or removal by a simple majority vote of the Board of Directors. These terms of office will be staggered so there is no more than fifty percent of the board turning over at any one time.

(c)Executive director positions (President, President-Elect, Secretary, and Treasurer) will be open to election from members of the board after serving in office for a period of one year (consecutively or non-consecutively) in the capacity as a non-executive director.

(d)The CEO is responsible for working with the Board for strategic planning and to carry out the day to day operations of the Association.

(e)The CFO position is responsible for maintaining the fiscal health of the association. It is responsible to the CEO and board and is reviewed on an annual basis.

(f)The Board of Directors is charged with managing the business, financial affairs, and running of the Association in accordance with the Association Bylaws.

(g)The Board of Directors shall have the power to establish Special Interest Groups, Committees, and Task Forces within the Association as deemed necessary.

(h)The Board of Directors will determine when to change the current election system once the association outgrows the established guidelines for appointment to the Board of Directors.

NOMINATIONS AND ELECTIONS FOR BOARD OF DIRECTORS

(a)Nominations will be sought from member associations and individual members as Board of Director vacancies occur.

(b)Nominations will be solicited from member associations and individuals six months prior to the election.

(c)Candidates are to provide responses to the ‘candidate questions for elections’ on the nomination, as to their suitability to become a director (i.e. to join the INA board of directors).

(d)Member associations may nominate candidate/s for the Board of Directors.

(i)Candidate(s) may be nominated for executive and non-executive director positions in accordance with 8a.

(ii)Each candidate may only be nominated for one position on the ballot in the same election.

(iii)Nominations must be made and signed by the two designated voting members (as per d iv) of their representative associations and the nominated candidate, and must be in the hands of the Secretary for ratification 3 months before the Association’s Annual General Meeting (AGM).

(iv)Each member association must determine two voting members from their association. These names must be sent to the INA secretary 3 months prior to the election.

(e)Individuals may also nominate themselves for the board position including the Executive member

(i)Individual candidates are to submit a completed and signed nomination form to the Board of Directors with their responses to the ‘candidate questions for elections’ as to their suitability to become a director (i.e. to join the INA board of directors).

(ii)The board will review the candidate’s responses to the questions and vote to endorse the nomination.

(f)The Secretary shall send papers and details of nominated (member association and individual) candidates to each of the nominated voting members of the member Associations at least 2 months before the AGM to be returned for ratification at least 1 month before the Association’s General Meeting (AGM).

(i)These voting members from the member associations elect the members of the Board of Directors (in accordance with 8).

(g) Voting

(i)Voting for the members of the Board of Directors and the Executive Committee shall be by secret ballot online, email if able to do anonymously, or written ballot. Each voting member including the Board of Directors shall be entitled to cast their votes in all sections of the ballot.

(ii)In the event of a tie for any position on the Board of Directors (Executive or non-executive director positions), a second ballot will be distributed. This process will be repeated once. If this second ballot results in a tie, the Board of directors will declare a winner.

(iii)The ballots shall be retained for a period of six months after which they shall be destroyed.

TERMS OF OFFICE

(a)Executive and non-executive directors shall serve in office for a renewable period of two years or until earlier retirement or removal by a simple majority vote of the Board of Directors. These terms of office will be staggered so there is no more than fifty percent of the board turning over at any one time.

(b)The President shall serve a two year term of office and shall be eligible for re-election either as President or to any other Board position for up to eight years.

THE INTERNATIONAL NEONATOLOGY ASSOCIATION LOGO:

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SPECIAL INTEREST GROUPS (SIGs); SUB-COMMITTEES AND TASK FORCES:

- (a) SIGs, sub-committees and task forces may be established to meet the developing professional needs of the Association.
- (b) The purposes of the SIGs, sub-committees and task forces include the formulation and development of guidance relating to a specific country need or workforce or practice need.
- (c) Any SIG, sub-committee or task force so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board of Directors.
- (d) All SIGs, sub-committees and task forces must include at least one member of the Board of Directors.
- (e) SIGs, sub-committees and task forces shall be responsible and accountable to the Board of Directors and shall report on their activities at each meeting of the Board of Directors.
- (f) SIGs, sub-committees and task forces shall not incur debt or make contracts without the prior approval of the Board of Directors.
- (g) The Board of Directors must provide each SIG, sub-committee and task force with a clear statement of the SIGs, sub-committees and task forces functions and the limits of its powers.
- (h) The Board of Directors may, at its own discretion, continue to exercise any of the functions delegated to a SIG, sub-committee or task force.
- (i) The Board of Directors may, at any time, dissolve a SIG, sub-committee or task force.