

NIDCAP FEDERATION INTERNATIONAL, INC.
(the “Corporation”)
BY-LAWS

Adopted Effective October 1, 2001

Amended 10/2005; 04/2008; 9/ 2011; 10/2012; 5/2014

NIDCAP FEDERATION INTERNATIONAL, INC.

Article I: Members

Section 1. Membership. Membership is open to all NIDCAP-certified trainers, NIDCAP Center Directors, and all members who are in “good standing” with the Corporation. Any person who serves as a Director of the Corporation shall be a Member of the Corporation before serving as a Director. The Directors may also establish criteria for additional members, for different kinds of memberships and for other associations with the Corporation. Guidelines, criteria, and benefits for Members and other associates shall be determined by the Directors, including criteria for the status of “in good standing”. Members shall pay annual dues as set by the Directors.

Section 2. Voting Rights. Each Professional, Family, Emeritus, and Honorary member in good standing shall have a vote in matters requiring a vote of the Membership. Each such member shall have one vote. Members may vote either in person or by written proxy. No proxy dated more than six months before the meeting named therein shall be valid, and no proxy shall be valid after the final adjournment of such meeting. Proxies shall be filed with the Secretary before being voted at any meeting or any adjournment thereof.

Section 3. Annual Meeting. The annual meeting will be held in the course of or immediately before or after the annual NIDCAP Trainers Meeting and shall be set to occur after the annual meeting of the Board of Directors or at such other date fixed by the Board of Directors. At the annual meeting, the Board of Directors shall present to the Members the Annual Report of the Board of Directors as well as the annual fiscal report. The voting Membership shall fill any vacancies among the elected Board Members as indicated.

Article II: Directors

Section 1. Powers. The Board of Directors shall manage the Corporation and its property and may exercise all or any of its powers. Each Director shall have one vote.

Section 2. Number and Appointment. Initially, the Board shall have nine Directors. There shall be five (5) Directors designated as Appointed Directors, and there shall be four (4) Elected Directors.

Section 3. Appointed Directors. The initial five Appointed Directors shall be designated by the Incorporator. Each of the Appointed Directors shall initially be appointed for five (5) year terms. At the adoption of the By-Laws amendment of September 2011, all Appointed Directors of the Board shall become co-equal Directors. Each Appointed Director shall complete the remainder of his/her term as specified in the Board's Transition Plan and shall stand for any future terms for re-election by the voting members, as described in Section 4.

Section 4. Elected Directors. Elected Directors shall serve three year terms, and shall stand for election or re-election, as the case may be, at the Annual or Special Meeting of the Members occurring next after the expiration of their term in office. Any vacancy in the office of an Elected Director during a three-year term may be filled by a majority vote of all the Directors then in office, and the person so appointed shall serve the remainder of the term.

Section 5. Enlargement of the Board of Directors. The number of Elected Directors may be increased by majority vote of the Directors. Any new Director shall be appointed by the Directors then in office to one, two or three year terms as may be specified by the Directors and shall subsequently stand for election by the Members as Elected Directors. Characteristics of such Directors may be specified for a particular Board Seat. Such specified director seats may be filled by members of the membership or from outside the membership. If applicants for such specified Director Seats are drawn from outside of the membership they first must become members in order to serve.

Section 6. Resignation. Any Member of the Board of Directors may resign by delivering written resignation to the Corporation at its principal office or to the President, Vice President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the occurrence of some other event.

Section 7. Removal. A Member of the Board of Directors may be removed from office with or without cause by vote of a majority of the Directors then in office, after reasonable notice and opportunity to be heard by the Board.

Section 8. Committees. The Directors in office may by majority vote elect from their number an executive committee or establish other Board committees and may vote to delegate thereto some or all

of their powers except those which by law, the Articles of Organization or these By-Laws, they are prohibited from delegating. Unless otherwise determined by the Directors any such committee may make rules for the conduct of its business, which shall be conducted as nearly as possible in the same manner as is provided by these By-Laws for the Directors. The Directors shall have the power to fill vacancies in, change the membership of, or disband any such committee. Board committees shall be chaired by a member of the Board of Directors. They may include members of the Federation who are not Directors of the Board.

Section 9. Annual Meeting. The Board of Directors shall meet at least once a year and prior to the annual meeting of the membership.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and at such places as may be fixed by resolution of the Board.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by the President, by the Vice President, by the Secretary, or by any two Directors and shall be held at the place designated in the notice.

Section 12. Telephone and Electronic Conference Meetings. The Directors or the members of any committee may participate in any meeting of the Directors or such committee by means of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Directors may not vote by proxy at any meeting, regardless of whether participation in the meeting is by telephone, electronic communication or in person.

Section 13. Notices. Notices of any special meeting of the Board of Directors shall be given to each Board Member by the Secretary (a) by mail, postage prepaid, and addressed to his or her address as registered on the books of the Corporation, or if not so registered, at his or her last known home or business address, a written notice of such meeting at least four days before the meeting, or (b) by delivering such notice by hand or by telegram or by facsimile to him or her at least forty-eight hours before the meeting, or (c) by giving notice to such Member of the Board in person, by telephone, or by electronic mail sent to his or her electronic mail address as registered on the books of the Corporation, at least forty-eight hours in advance of the meeting. Notice need not be given to any Director if a

written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice prior thereto or at commencement of the meeting. A notice or a waiver of notice of a Board of Directors' meeting need not specify the purposes of the meeting.

Section 14. Quorum. At any meeting of the Board of Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business.

Section 15. Action at Board Meeting. Action of the Directors on any matter properly brought before a meeting shall require, and may be effected by, the affirmative vote of a majority of the Directors present or represented and voting on such matter. Any election shall be determined by a plurality of the votes cast by the Directors entitled to vote at the election. No ballot shall be required for such election unless requested by a Director present or represented at the meeting and entitled to vote thereon.

At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws. The Directors shall set special assessments to be paid by the membership as they determine are necessary for the operation of the Corporation.

Section 16. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes. A unanimous consent may be executed in identical counterpart copies, all of which together shall constitute one instrument.

Article III: Officers

Section 1. Enumeration. The Corporation shall maintain minimally, at all times a President and Treasurer; other officers may be elected at the discretion of the Board. At this point the officers of the Corporation shall be a President, Vice President, Treasurer, Secretary, Assistant Treasurer and Assistant Secretary and any other officers, as may from time to time be determined by the Directors.

Section 2. Election and Vacancies. The officers shall be elected by the Directors at their annual meeting. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold office for the unexpired term of the predecessor.

Section 3. Qualification. An enumerated officer must be a Director **prior to assuming role of officer.** Two or more offices may be held by the same person with the exception that the President and Treasurer must be held by two separate persons. The Treasurer shall be a resident of Massachusetts, unless the Corporation appoints a resident agent for the purpose of service of process. The Directors may require any officer to give bond for the faithful performance of duties to the Corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the corporation.

Section 4. Tenure. Except as otherwise provided by law, officers shall hold office until the first meeting of the Board of Directors following the next annual meeting of the Members, or a special meeting held in lieu thereof unless a different term length is specified in the vote choosing or appointing them.

The President and the Vice President(s) may serve for a limit of six consecutive one-year terms. After a one year period following termination of office, the former President or Vice President(s) may again serve in the same position, if elected.

Section 5. Resignation. Any officer may resign by delivering written resignation to the Corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. The Directors may remove any officer by a majority vote provided that an officer may be removed only after reasonable notice and opportunity to be heard by the Board prior to action thereon.

Section 7. President. The President will also be the Chairperson of the Board, and when present shall preside at all meetings of the Directors and of the Membership. The President shall be the chief executive officer of the Corporation. The President shall have the power to see that all orders and

resolutions of the Directors are carried into effect. The President shall from time to time report to the Directors all matters within the President's knowledge, which the interests of the Corporation may require to be brought to the notice of the Board. The President shall have such powers additional to the foregoing as the Directors shall designate.

Section 8. Vice President. In the absence, disability or death of the President, the Vice-President shall assume the powers and duties of the President. The Vice President shall have such other powers and perform such other duties as the President or the Board of Directors shall from time to time designate with the approval by majority vote of the Directors.

Section 9. Treasurer. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of accounts and financial transactions with independent oversight. The Treasurer shall have the oversight for an annual independent review and/or audit, as indicated, of the financial status and books of the Corporation and prepare the annual financial status report. Furthermore the Treasurer shall have oversight over the invoicing and recording of all dues. The Treasurer shall have the authority to issue payment of costs incurred by the Federation and collect all outstanding debts to the Corporation. The Treasurer shall also perform the statutory duties of the Clerk.

Section 10. Assistant Treasurer(s). The Assistant Treasurer, if one is elected by the Board of Directors, shall under the direction of the Treasurer fulfill the day to day management of the finances and bookkeeping. In the absence, disability or death of the Treasurer, the Assistant Treasurer shall assume the powers and duties of the Treasurer. The Assistant Treasurer shall have such other powers and perform such other duties as the Directors may designate at the time, including designation as Assistant Treasurer/Clerk.

Section 11. Secretary. The Secretary shall record in books kept for the purpose all votes and proceedings of the Board of Directors and the general Membership. The Secretary shall keep a record of the meetings of the Directors and of the meetings of the Membership and distribute the minutes of the meeting to the Directors and respectively the Membership. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 12. Assistant Secretary(s). The Assistant Secretary, if one is elected by the Board of Directors, shall share the duties of the Secretary. In the absence of the Secretary from any meeting of the Members or, from any meeting of the Board of Directors, the Assistant Secretary shall assume the role of Secretary. The Assistant Secretary shall have such other powers and perform such other duties as the Directors may from time to time designate.

ARTICLE IV: Conflict of Interest Policy **(elaboration adopted 5/15/2007)**

ARTICLE IV.1: Purpose

The purpose of the conflict of interest policy is to protect the interest of the NIDCAP Federation International, Inc. (the “Organization”), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director of the Organization or might result in an excess benefit transaction. This policy is intended to supplement but not replace any applicable laws governing conflict of interest applicable to not-for-profit and charitable organizations.

ARTICLE IV.2: Definitions

Section 1. Interested Person. Any trustee, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE IV.3: Procedures

Section 1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 3. Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the governing board or committee meeting, and after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts an equal or more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflicts of Interest Policy.

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV.4: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE IV.5: Compensation

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE IV.6: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms that such person:

- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Organization is charitable and in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE IV.7: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies; are properly recorded; reflect reasonable investment or payments for goods and services; further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE IV.8: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

Article V: Inspection of Records

Books, accounts, documents and records of the Corporation shall be open to inspection by any Member of the Board at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and other Directors, and membership records which shall contain the names of all Directors and the general membership and their record addresses, shall be kept in Massachusetts at the Principal Office of the Corporation, or at an office of the Treasurer or the resident agent, if any, of the Corporation. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any Member for any proper purpose but not to secure a list of Members or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the Corporation. Any such purpose shall be registered with the Treasurer's office and approved by the Board and entered into the Principal Office files.

Article VI: Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation may be signed by any officer or officers or by any other person or persons authorized by a resolution of the Board to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the President or Treasurer to do so.

Article VII: Seal

The seal of the Corporation shall be circular in form, bearing its name, the word "Massachusetts", and the year of its incorporation. The Secretary shall have custody of the seal and may affix it, as may any other officer if authorized by the President, to any instrument requiring the corporate seal.

Article VIII: Fiscal Year

The fiscal year of the Corporation shall be the year ending with September 30 in each year.

Article IX: Amendments

These By-Laws may be amended by vote of the Members at any time, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting. If authorized by the Articles of Organization, the Directors may also make, amend, or repeal these By-Laws, in whole or in part, except with respect to any other provision thereof which by law, the Articles of Organization, or these by-laws requires action by the Members. Not later than the time of giving notice of the next Membership meeting following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all Members.