

BYLAWS

Neonatal Kidney Collaborative (NKC)

ARTICLE I – NEONATAL KIDNEY COLLABORATIVE

Section 1: The name of the organization will henceforth be the **Neonatal Kidney Collaborative**, referred to in short as the **NKC**.

Section 2: The NKC's mission is to improve the health of newborns with or at risk for kidney disease through multidisciplinary collaborative research, advocacy, and education.

The NKC will aim to achieve its mission by promoting and conducting high quality research, developing and disseminating educational content to practitioners, trainees, and families, providing insights and guidelines to enhance patient care, and advocating for neonates at risk for kidney disease and its sequelae.

ARTICLE II - MEMBERSHIP

Section 1: Definition of Membership

A. Full Member:

Pediatric nephrologist, neonatologist, pediatric cardiac intensivist, pediatric intensivist, advanced practice provider (PA, NNP, PNP) affiliated with an academic institution or private practice setting.

Active dues-paying member of the NKC will be able to vote, serve as officer, serve as board member, and serve as Co-chair of a Committee and participate in Committees. Full Members will receive periodic communication, and have access to member-only information on the website.

B. Associate Member:

An individual primarily at an academic institution with interest in neonatal kidney research, education and/or advocacy. This includes but is not limited to adult nephrologists, developmental biologists, and research PhDs.

An Associate Member of the NKC will not be able to vote. Active dues-paying Associate Members can be nominated to serve as Board members and elected officers. Associate Members can participate in Committees, will receive periodic communication, and can have access to member-only information on the website.

C. Trainee Member:

Students, residents and fellows in an accredited training program with an interest in Neonatal Nephrology. Dues for Trainee Members will be substantially lower compared to the Full and Associate Members' dues.

Trainee Members will not be able to vote, nor serve as an officer, nor serve as the co-chair of a Committee. Active dues paying trainee member of the NKC will receive periodic communication, can serve on Committees, and can have access to member-only information on the website.

D. Affiliate Member:

Individuals interested in Neonatal nephrology. This includes, but is not limited to advance practice providers, research coordinators, nurses, dietitians, pharmacists, social workers, other support staff, patients, family members, and members of non-profit organizations. Dues for Affiliate Members will be substantially lower (if at all) compared to the Full and Associate members' due.

Affiliate member will not be able to vote. Affiliate members can be nominated to serve as Board members and elected officers and can serve as Co-chair of a Committee. An active dues-paying Affiliate Member of the NKC will receive periodic communication, can serve on Committees, and can have access to member-only information on the website.

Section 2: Application for membership shall be approved at the discretion of the Board of Directors or its designee.

Section 3: Membership shall be granted upon majority vote of the Board of Directors, or by its designee. The Board shall have the right to deny or terminate the membership of any member for cause.

Section 4: The Board of Directors shall have the authority to re-establish and define categories of membership.

Section 5: Members must notify the NKC administrator/Board in writing to resign membership.

ARTICLE III - MEETINGS OF MEMBERS

Section 1: The date, time and location of NKC membership meetings shall be set by the Board of Directors. The NKC will have at least one meeting a year that will serve primarily to cultivate and promote ongoing projects, develop the collaborative's infrastructure/culture, and encourage interactions between members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Board of Directors will be made up of an odd number of members in the range of 13-17 members.

Section 2: Definition of Board Members

A. Enduring Board Members -

- 1) As of January 24, 2023, there were 13 enduring members.
- 2) Enduring members may continue as a member of the Board of Directors until
 - Resignation
 - Inability to fulfill Board duties
 - The member has not served as an officer/co-chair for 6 years
- 3) Any vacancy of an enduring member position will be replaced by an additional elected member.
- 4) The positions of enduring board members will be phased out and replaced by elected members so that eventually all board positions will be elected.

B. Elected Board Members

- 1) Elected members are elected by the NKC membership.
- 2) Elected board members will continue to serve on the Board of Directors until
 - Resignation
 - Inability to Fulfill Board duties
 - If they have not served as an officer/co-chair for 3 years.

C. Emeritus Board Members

- 1) Emeritus Board Members are previous NKC board members
- 2) Emeritus Board membership provides an opportunity for continuity and continued association with the organization.
- 3) Emeritus Board Member will be provided full board member information packets, invited to board meetings and NKC social/business functions
- 4) Emeritus Board Members are non-voting
- 5) Emeritus Board Members who have rolled off the board for at least 2 years can be nominated to be a board member.

- Section 3: Purpose of the Board:
- A. To oversee the operations of the NKC.
 - B. To make decisions and act on behalf of the membership.
 - C. To manage and assure financial matters are in order, appropriate and within the scope of the organization.
 - D. To ensure that the NKC's tasks are aligned with its mission, vision and common values.
- Section 4: By a majority vote of the Board of Directors, the term of an enduring or elected Board member may be extended for up to 2 years if needed to maintain appropriate function/structure of the Board
- Section 5: The Board of Directors will meet via conference call or in person intermittently, but at least four times per year. A quorum shall consist of a majority of the members of the Board of Directors. Providing that a quorum is present, actions of the Board shall require approval by simply majority vote. The Board President can call for a vote by electronic mail - but must have at least 50% response rate and a majority vote for approval.

ARTICLE V – Officers

- Section 1: The Officers of the NKC shall consist of a President, President-elect, Past-president and a Secretary/Treasurer.
- Section 2: President
- A. The President will serve following a term as President-Elect
 - B. The President will serve a 2 year term starting on January 1 of the year.
 - C. The President or designee shall preside at all meetings of the Board of Directors
 - D. The President or designee shall preside at all meetings of the membership.
 - E. The President shall perform additional duties as prescribed by the Board of Directors.
- Section 3: President-Elect
- A. The President-Elect will serve for two years, after which he/she will become Board President for 2 years, after which he/she will become Past-President

- C. The President-Elect must have served two years on the Board of Directors to be eligible to become an Officer.
- D. The President-Elect shall assist the President, and the Committee Co-chairs in their tasks.
- E. The President-Elect will perform duties which are assigned by the Board of Directors.
- F. In the event that the President cannot attend meetings or perform duties, the President-Elect will attend to these matters.

Section 5: Past President

The Immediate Past-President will serve a term of 2 years after their 2 year term as President has finished. The Immediate Past-President will assist the President as assigned by the Board of Directors.

Section 6: Secretary/Treasurer

- A. The Secretary/Treasurer shall be elected after September 1st with terms to start on January 1 of the following year.
- B. The Secretary/Treasurer can self-nominate or be nominated as outlined in the voting process.
- C. The Secretary/Treasurer must have served two years on the Board of Directors to be eligible to become an Officer.
- D. The Secretary/Treasurer will serve a term of 2 years
- E. The Secretary/Treasurer will serve for two years, after which he/she will become President Elect for 2 years, after which he/she will become President for 2 years after which Past-President for 2 years.
- F. The Secretary/Treasurer shall oversee preparation of the annual budget for the Board of Directors' approval, assist in the completion of any annual audit or review mandated by the Board of Directors, assist in the preparation of financial and investment reports, and perform such other duties as assigned by the Board of Directors.

ARTICLE VI – COMMITTEES

Section 1: A NKC Core Committee requires long-term oversight based on the tasks and

impact on the membership. At least one Board of Directors member will serve as a liaison/co-chair to each Core Committee. Committee co-chairs are encouraged to be part of board meetings, but do not have a Board vote if he/she is not an elected Board member.

Section 2: As of January 24, 2023, there are three Core Committees in the NKC which include: Research, Advocacy, and Education. The Board of Directors can create Committees, or dissolve them as needed.

Section 3: Recognizing that a strength of this collaborative is the perspectives from both neonatal (ICU) and nephrology perspective, co-chairs should be developed (when possible) with a neonatologist/intensivist and a nephrologist as co-chairs.

Section 4: Each co-chair will serve a term of 2 years with the option to renew. The Board can approve a reduction or increase in the term of the chair as needed to assure consistency in the Committees. Ideally (but not absolutely) co-chairs will rotate such that only one co-chair is replaced in any one year cycle.

Section 5: The size and roster of the individual Committees are at the discretion of the Committee chairs.

Section 6: The Committee co-chairs nominees can be suggested by Committee Co-chairs, members and board members. The Committee Co-chairs are elected by the Board.

ARTICLE VII – ELECTION PROCESS

Section 1: Board of Directors will oversee the election process of Officers, Board of Directors and Committee Chairs.

Section 2: The minimum qualification of Board of Directors, Officers and Committee Chairs are as follows:

A. Board of Directors nominee should meet the following qualifications:

- An NKC Member in good standing (Good standing means an active dues member who abides by the values of the NKC) and preferably serving in the NKC for 2 years.
- Preferably has participated in at least one project as a co-investigator and/or PI and has contributed to at least one other NKC project in the past 5 years.

B. Officers nominee should meet the following qualifications:

- Is an NKC Member in good standing.
- Preferably has participated in at least one project as a co-investigator and/or PI and has contributed to at least one other NKC project in the past

5 years.

- An NKC Member must have served two years on the Board of Directors.

C. Co-Chair nominee should meet the following qualifications:

- An NKC Member in good standing.
- Has been involved with at least one NKC project in the last 2 years.
- Must be a member of the committee that they are being nominated for co-chair

Section 3: Nomination Process

A. A call for nominees will take place when the position has been vacated (or is anticipated to be vacated).

B. When possible, call for nominees will occur at least 2 months prior to election, although a shorter period may be utilized if the election is needed to replace an elected member.

C. The NKC administrator will confirm that each candidate meets the minimum qualifications.

D. The NKC administrator will distribute the list of nominees to the Board of Directors for review.

E. The Board will review the nominees and select a minimum of 2 and maximum of 3 candidates for the ballot for each open position.

- The NKC administrator will inform the selected members of their nomination and solicit from them:
 - Acceptance of the nomination.
 - A brief paragraph describing what the nominee would bring to the position and to the NKC membership (maximum 250 words). This paragraph will be included on the ballot.
- If nominee declines the administrator notifies the Board of Directors and moves to the next person on the rank list of nominees so that there are at least 2 candidates for each open position, when possible.

Section 4: Voting Process

A. Board Members and Officers

- Voting members will vote to elect the board members and officers.
- At least 1 month prior to the deadline for voting the ballot will be distributed to all active members through email notification.
- The voting will be conducted electronically.
- At least one reminder to vote will be sent.
- The candidate (s) with the highest vote will fill the open slot(s) beginning January 1 of the following year.

B. Committee Co-chairs

- The Board of Directors will vote for the Committee Co-chairs.
- After the nomination process, the administrator will notify the Board of Directors of the names of the nominated members.
- The Committee Co-chairs will fill the open slot beginning January 1 of the following year.

Section 5: Re-election

A. Past-presidents can run for re-election as a Board member and/or officer 2 years after their term has been completed.

B. Board member can run for re-election as a Board member and/or officer 2 years off the board.

Section 6: If an election is needed to replace an Officer, Board of Directors or Committee co-chair, and the term starts after March 1st, the term will be extended such that the remainder of the year of election will be added to the usual term.

ARTICLE VIII –WORKING GROUPS

Section 1: A NKC Working group is a Committee that may be needed for a short period of time (months to years). The specific tasks and the leaders of the working Committees will be chosen by the Board.

Section 2: The Board of Directors can create working groups, or dissolve them, when needed.

Section 3: Each working group will have 2 chairs (neonatologist/intensivists and nephrologist when possible). Co-chairs will regularly report to Board of Directors.

Section 4: The size and roster of the individual Committees are at the discretion of the working group chairs.

ARTICLE IX - COMMITMENT TO JUSTICE, EQUITY, DIVERSITY AND INCLUSION.

Section 1: The Neonatal Kidney Collaborative is committed to justice, equity, diversity, and inclusion in every aspect of the organization. We value and respect different cultures, perspectives, and experiences. We define diversity in the broadest sense to mean inclusion of all persons, regardless of age, race, ethnicity, gender identity, socio-economic status, disability, political beliefs, religious or spiritual affiliation, and sexual or affectual orientation.

Section 2: The NKC values social justice and aims to promote equitable care through all

Collaborative research, education, advocacy, and communication initiatives. We strive for diversity in general membership and Collaborative leadership that is reflective of our global community. Our unique and diverse backgrounds will enhance our work and help us meet the needs of all our members and the patients and families we ultimately serve through our work.

ARTICLE IX - COLLABORATIVE ADMINISTRATOR

Section 1: The NKC Administrator will organize the activities of the NKC at the direction of the Board.

ARTICLE X - AMENDMENTS

Section 1: Suggested amendments to these Bylaws must be proposed in writing and signed by at least 3 active members in good standing including at least one board member.

Section 2: Suggested amendments must be submitted to the Board President at least four months prior to the membership meeting at which the amendments are to be acted upon.

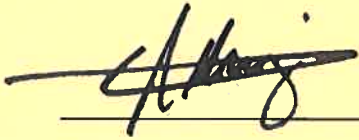
Section 3: The proposed amendments should be submitted in writing in a format that specifies the "current" wording, highlights "proposed" change, and includes a paragraph description of the "intent/reason/benefit" intended by submitting group.

Section 4: If there is more than one proposed change, and the proposed changes are related, then the board will consider them collectively and they will be voted on as a grouped addendum. If there is more than one proposed change and they are unrelated they will be considered separate and voted upon individually.

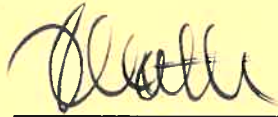
Section 5: An amendment or grouped amendments presented to the membership shall be voted upon by a minimum 25% of the total membership eligible to vote, and adoption of the amendment or group of amendments requires affirmation by 2/3 of these votes.

Section 6: The vote shall take place in person at live or video-conferenced membership meetings. The vote can take place by mail or email on special recommendation by the Board. In the latter case, the amendment shall be e-mailed to the eligible voting members not less than two months prior to the vote deadline.

As the standing board of this entity on the 24th of January 2023, we hereby enact these bylaws for the organization that shall be known as the Neonatal Kidney Collaborative.



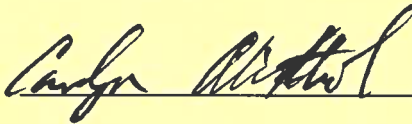
President Elect,
David Askenazi



Vice President Elect,
Jennifer Charlton



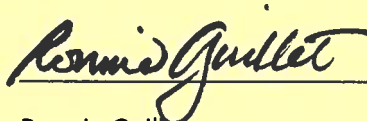
Secretary/Treasurer,
David Selewski



Carolyn Abitbol



Namasisivayam Ambalavanan



Ronnie Guillet



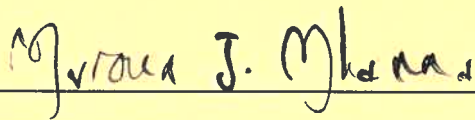
Matthew Harer



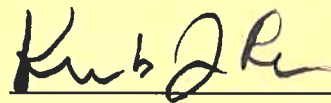
Jennifer Jetton



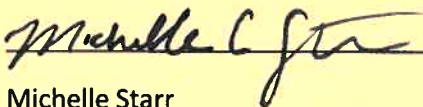
Alison Kent



Maroun Mhanna



Kimberly Reidy



Michelle Starr



Trent Tipple