



# The National Council for Board Certification

## BYLAWS



National Council for Board Certification  
Interpersonal **W**hole-**B**rain **M**odel of **C**are™

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## **National Council for Board Certification BYLAWS**

### **Article I. Name**

The name of the organization is the National Council for Board Certification in the Interpersonal Whole-Brain Model of Care (referred to herein as the NCBC).

### **Article II. Mission, Purpose, and Activities**

#### **Section 1 – Mission and Purpose**

The mission of the NCBC is to recognize all individuals who have met established criteria in the Interpersonal Whole-Brain Model of Care and to ensure that the specified criteria are congruent with providing the highest quality of care to individuals with neurobiological complexities.

The NCBC's primary purpose is to evaluate (through examinations) and formally credential individuals who meet established entry-level standards or competencies required for Providers or Evaluators implementing the Interpersonal Whole-Brain Model of Care (herein referred to as the IWBMC).

#### **Section 2 – Activities**

The educational and credentialing activities of the NCBC may include but are not limited to, activities that are typically engaged in by credentialing organizations, such as:

- A. To determine the structure and content of the certifying examinations.

- B. To establish policies regarding the administration and scoring of the certifying examinations in collaboration with the professional testing agency contracted by the NCBC to administer the examinations.
- C. Review and evaluate each examination regarding comprehension, equity, accuracy, and relevance.
- D. To issue a new certificate for renewing certificate holders.
- E. To develop, modify, review, and administer examinations.
- F. Establish registration and certification credentials and related trademarks and license those credentials and trademarks.
- G. Conduct job analyses and use any other psychometric instruments that may facilitate the credentialing of IWBMC providers and evaluators.
- H. Educate the community and professionals about the standards for the IWBMC credentials.

### Article III.

## Structure and Composition of the National Council for Board Certification

### **Section 1—Structure**

All affairs of the NCBC shall be managed by the Board of Directors.

### **Section 2—Composition and Qualifications Board Members**

The NCBC Board will consist of a minimum of five directors. The directors will have voting rights unless indicated in the descriptions below. The Board of Directors will be:

1. A consumer/public representative who shall not be certified in the IWBMC and is not receiving training on the standards of the IWBMC, has not been involved with the development or delivery of IWBMC training programs and is not an employee of Jacob's Ladder School and Therapy Center. Since the IWBMC is currently implemented in connection with Jacob's Ladder School and Therapy Center, the public member shall not have a child receiving IWBMC services to prevent undue influence or conflict of interest.
2. A minimum of two Subject Matter Experts (herein referred to as SMEs) in the IWBMC. SMEs will include at least two certified IWBMC Evaluators who are experts as IWBMC Providers and Evaluators.
3. Board members may also include individuals with expertise in trends, best practices, and challenges in industries associated with the population served by the IWBMC or individuals who represent professions that may be used in conjunction with the IWBMC, such as Occupational Therapists, Speech/Language Pathologists, etc.

4. Voting NCBC board members who are employed by or affiliated with Jacob's Ladder School and Therapy Center may not be members of the Jacob's Ladder Board of Directors, Advisory Board, or Executive Team. If any voting Board members are employed by Jacob's Ladder School and Therapy Center and are not members of the aforementioned Boards or team, none can rank higher on the organizational chart than another, and no Board member shall be a direct or indirect supervisor to another Board member.
5. An Executive Director will serve on the Board of Directors as an ex-officio Director without voting power. The term of the Executive Director shall be for any period of time during which s/he is employed by the NCBC.

### **Section 3—Officers and Duties**

The NCBC will appoint the following officers who will perform typical duties associated with certification programs:

1. Chair: The Chair shall preside at all meetings of the Board of Directors when present. S/he will develop the agenda and communicate agenda items to Board members, implement and coordinate action plans for the Board, orient new members to their responsibilities before they assume their roles, appoint ad hoc committees as necessary, and assume responsibility cooperatively with Board members in determining actions taken on selected matters pertaining to accreditation and certification matters.
2. Vice Chair: At the request of the Chair, or in the event of his/her absence or disability, the Vice Chair may perform duties and exercise the powers of the Chair and will serve on selected committees of the NCBC.
3. Treasurer: The Treasurer shall serve as the main point of contact between the NCBC and the Fiscal Agent and shall maintain internal controls and collaborate with the NCBC's Fiscal Agent regarding all budget matters including but not limited to tracking budget performance throughout the year, providing regular updates to the Board, reviewing financial reports and statements, and ensuring that the annual budget complies with the NCBC's goals and objectives. The Treasurer shall present financial reports that provide overviews of the NCBC's financial health including income, expenses, assets, and liabilities. The Treasurer may also highlight areas of concern to the Board and make recommendations for financial improvement.
4. Secretary: The Secretary shall be responsible for keeping the organization's formal records, including minutes of Board of Directors meetings and the proper recording of Annual Meetings, and shall maintain accurate certificant records. In general, the Secretary shall perform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

## **Section 4—Term of Office and Selection**

Unless otherwise designated by the Board of Directors during an annual or called meeting, each Board member shall serve a three-year term. If re-elected, Board members may serve no more than three consecutive terms. If re-elected or reappointed, officers serving on the NCBC Board may serve no more than two consecutive terms in the same officer role.

At the end of their terms, the current Chair shall nominate a qualified NCBC Chair, and a qualified Vice Chair shall be nominated by the current Vice Chair. Individuals nominated for Chair and Vice Chair positions are presented to the NCBC Board for approval through the voting process. The NCBC Chair and Vice Chair are appointed to their positions through a majority vote per the Board of Directors. If a majority vote for the nominated positions of Chair and Vice Chair is not reached, then qualified, vetted nominees may be presented by any current board member, and an individual or a list of individuals will move through the voting process, with a majority vote determining the Chair and Vice Chair successors. As each of these roles is allowed to serve for two terms, should the Chair or Vice Chair reach the end of their first term and is willing to serve a second term, s/he may continue a second term in the respective role unless there are objections from the Board. If there are objections to the Chair or Vice Chair serving a second term, the Board will discuss the matter and proceed with the voting process. The majority vote will determine whether the Chair or Vice Chair will serve a second term in the case of an objection. If the current Chair or Vice Chair is unwilling or if the Board votes against a second term of service, the Chair will nominate a new Chair, and the Vice Chair will nominate a new Vice Chair that will be presented to the Board for a vote. As described above, if the initial nominee does not receive a majority vote, then additional vetted and qualified nominees will be recommended by any board member and will move through the voting process. The Chair and Vice Chair are appointed by a majority vote of Board members.

The Treasurer and Secretary shall be elected by a majority vote of all Board Members in accordance with the procedures described in the following paragraph.

NCBC Board members can solicit and nominate qualified members to serve on the Board, and they may also nominate individuals to serve as an Officer on the Board, with the exception of the Chair and Vice Chair, both of which are initially nominated by their predecessor(s). Nominees are selected from a pool of qualified candidates within the community of stakeholders, including but not limited to professionals who provide services compatible with the IWBMC and subject matter experts.

Official nominees are included on the slate for Board election once they have been vetted by the Board Chair through a structured interview and approved by the NCBC Executive Team. The structured interview is required for all nominees, and associated interview questions are designed to ensure there is no undue influence apparent with any nominee and that s/he meets all qualifications required of NCBC. Official (vetted) nominees must read and sign a Conflict of

Interest Disclosure Form before being added to the official election slate. Once the NCBC Chair completes the structured interviews, the full list of nominees, interview documents, and Conflict of Interest Disclosure forms are shared with the Executive Team, along with recommendations by the Chair of which nominees should be included on the official list that will be presented to the board for a vote. The Executive Team will review all documentation and consider recommendations by the Chair. The team must reach a consensus as to which nominees will be added to the official list. If consensus cannot be reached through discussion, then a majority vote will determine which nominees will be added to the official list.

Official (vetted) nominees will be added to the board and/or placed in selected officer positions by a majority vote of the current voting Board members.

### **Section 5—Non-Discrimination**

In conducting its activities, the NCBC shall comply with all applicable laws that prohibit employment or service provision discrimination because of a person's race, color, religion, gender, age, disability, national origin, or any other protected characteristic.

### **Section 6 - Resignation, Removal and Vacancies**

Any Director or Officer may resign by providing written notice to the Chair or the Board of Directors. The resignation shall be effective when received unless another date is provided in the written resignation statement. If a Board member is absent for more than two consecutive Board meetings, the Board will consider this a resignation of his or her position. Any Director or Officer may be removed with or without cause based upon a majority vote via members of the Board. A Director or Officer that resigns or is released under this provision shall immediately provide to the Board of Directors all records and documents of the NCBC in his or her possession or charge at the time of resignation or removal.

In the event of a vacancy caused by the resignation or removal of a Director or Officer, the Board of Directors shall fill the vacancy by a majority vote per a list of qualified nominees provided by the Chair and/or Vice Chair and presented to the Board of Directors unless the vacant role is the Board Chair. Individuals elected under this Section shall begin a new three-year cycle. If the vacant position is the NCBC Chair, the Vice Chair will transition to the role of Chair and will start a new three-year cycle. The newly appointed Chair will duly appoint a Vice Chair, who will also begin a new three-year cycle. If the vacant role is the Vice Chair, the Chair will appoint a qualified replacement in accordance with the Bylaws and NCBC policies.

## **Section 7 - Meetings, Quorum and Notice**

Directors shall meet at least annually. A majority of the number of directors fixed by the most recent resolution of the Board of Directors, but not less than two directors, shall constitute a quorum for the transaction of business. The Board Chair or the Executive Committee may call special meetings of the Board of Directors. A majority of the number of Directors in office shall constitute a quorum for the business transaction at any Board of Directors meeting. The act of a majority of the Directors shall be the act of the Board of Directors. Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Georgia and upon such notice as may be prescribed by resolution of the Board of Directors. In addition to first-class mail, information may be delivered orally, telephonically, by facsimile, e-mail, or other electronic delivery form. Whenever notice is required, a waiver in writing signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice. Further, the presence of any Director at a meeting, in person or by telephonic or other electronic means of attendance, without objection to the lack of notice of such meeting, shall waive notice by such Director.

## **Section 8 - Action Without a Meeting**

Any action taken at a meeting of the Directors may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed by all of the Directors entitled to vote concerning the matter.

## **Section 9 - Participation**

Meetings of the Board of Directors or its Committees may be held using telephone conference or by any means of communication, including electronic communications by which all persons participating in the meeting can communicate simultaneously with one another, and such participation shall constitute presence, in-person, at the meeting.

## **Section 10 - Compensation of Directors**

No Director shall receive any compensation for services rendered to the NCBC as a Director; Directors may, if authorized by the policy of the Board of Directors, be reimbursed for reasonable expenses incurred in performing their duties to the NCBC. Actual reasonable expenses of the Executive Director shall be paid as the Treasurer approves.

## Article IV. Committees

### **Section 1 - Committees Generally**

The Board of Directors may appoint any special or standing committees as it deems advisable. Unless a committee consists of only Directors, all standing and special committees are advisory only and may not act on behalf of the Board of Directors. The Board of Directors may establish any such standing or special committees and may appoint persons who are not Directors or Officers to serve on such committees.

### **Section 2 - Executive Committee**

The Executive Committee shall be a Standing Committee of the Board of Directors. The Executive Committee shall consist of the Officers of the Board of Directors, including the Executive Director. The Executive Committee may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at its succeeding meeting of any action taken; provided, however, that the Executive Committee shall not (a) fill vacancies on the Board of Directors or a Committee of the Board of Directors; or (b) adopt, amend, or repeal the Bylaws or any other governing policy of the Board of Directors. One or more Executive Committee members may call meetings of the Executive Committee.

### **Section 3 - The Recertification Committee**

The recertification committee shall be a Standing Committee dedicated to ensuring a smooth recertification process for all certificants in accordance with established policies and procedures. The recertification committee is comprised of the NCBC Vice Chair, Secretary, and the Executive Director.

### **Section 4 - Ad-Hoc Committee(s)**

Ad Hoc Committee(s) shall be convened at the discretion of the Chair as needed to review and process appeals, complaints, quality assurance, competencies review, certification, registration, and any other functions that the Board requires to operate effectively. Ad Hoc committees require a minimum of three members, including a minimum of one Board Director. Ad hoc committee members may include additional Board members and/or Subject Matter Experts who do not currently serve on the NCBC board, but such members must demonstrate no conflict of interest or undue influence, and they must meet all NCBC Board qualifications.



## Article V. Indemnification

Any person made a party to any action, suit, or proceeding, civil, administrative, or criminal, because of the fact that such person, their testator or intestate, is or was a member of the Board of Directors of which such person served at the request of the Board shall be indemnified by the NCBC against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it is adjudged in such activity, claim or proceeding that such Director or Board member is liable for negligence or misconduct in the performance of his duties to the NCBC. The Board of Directors, by resolution, may also indemnify any such Director or Board member for any damages awarded in any such action, suit, or proceeding if it makes a specific finding that the Director or Board member believed in good faith that he or she was acting in the matter in the best interests of the Corporation. The Board of Directors may, but is not required to, purchase insurance to satisfy any indemnification hereunder.

## Article VI. Reference to Policies and Procedures

### **Section 1 – Policy and Procedure Manual**

The National Council for Board Certification shall maintain a policy and procedure manual, which shall serve as the sole and definitive source of rules, guidelines, and procedures governing the affairs and activities of the organization.

### **Section 2 – Single Source of Truth**

In the event of any inconsistency or conflict between the provisions of these bylaws and the contents of the policy and procedure manual, the latter shall prevail as the authoritative source.

### **Section 3 – Obligations and Adherence to Policies and Procedures**

Board members, officers, and any other individuals associated with the organization are obligated to adhere to the policies and procedures outlined in the Policy and Procedure manual.

## Article VII.

## Amendments

### **Section 1 - Bylaws**

All proposed amendments to these Bylaws shall be referred to the Board of Directors. The Board of Directors shall report on them either favorably or unfavorably at the next regular meeting, a conference call, or a special meeting called for such purpose. They shall be voted upon at that meeting or conference call. A request for changes shall be disseminated to the active Board members for vote. The Bylaws may be amended by a majority vote of the ballots returned within the time specified by the Board of Directors. The members of the Board of Directors may not unilaterally amend these Bylaws.

The Board of Directors shall have the power to adopt such amendments to the Bylaws as are, in the Board's judgment, technical or legal modifications or clarifications or renumbering, or amendments made necessary because of punctuation, spelling, or other errors of grammar or expression. Such revisions shall be effective immediately.

### **Section 2 – Policies and Procedures**

Policies and Procedures and other documents, as may be necessary to implement, more specifically the general principles of conduct found in these Bylaws, shall be adopted in accordance with this Article. Policies and Procedures shall set standards of practice that are to be required for NCBC.

Policies and Procedures may be adopted, amended, repealed, or added by a majority vote of the Board of Directors, who will be provided copies of the proposed amendments, additions, or repeals. Adopting any changes to the Policies and Procedures shall become effective only when approved by the Board. The Board shall review the Policies and Procedures in accordance with the Bylaws Policy.

Updates and revisions to the Policy and Procedure Manual, whether through a scheduled or called meeting, will be made within twenty (20) days to ensure that the Policy and Procedure Manual remains the authoritative source of information for the certification program's activities. The revised Policy and Procedure Manual will be provided to all Board Members, Officers, or any other individuals associated with the National Council for Board Certification. Revised policy and procedure manuals will include the revision date.

The Board of Directors shall have the power to adopt such amendments to the Policy and Procedure Manual that are, in the Board's judgment, technical or legal modifications or clarifications, renumbering, or amendments made necessary because of punctuation, spelling, or other errors of grammar or expression. Such revisions shall be effective immediately.

Article VI.  
Miscellaneous

**Section 1 - Fiscal Year**

The Corporation's fiscal year shall be January 1 through December 31.