

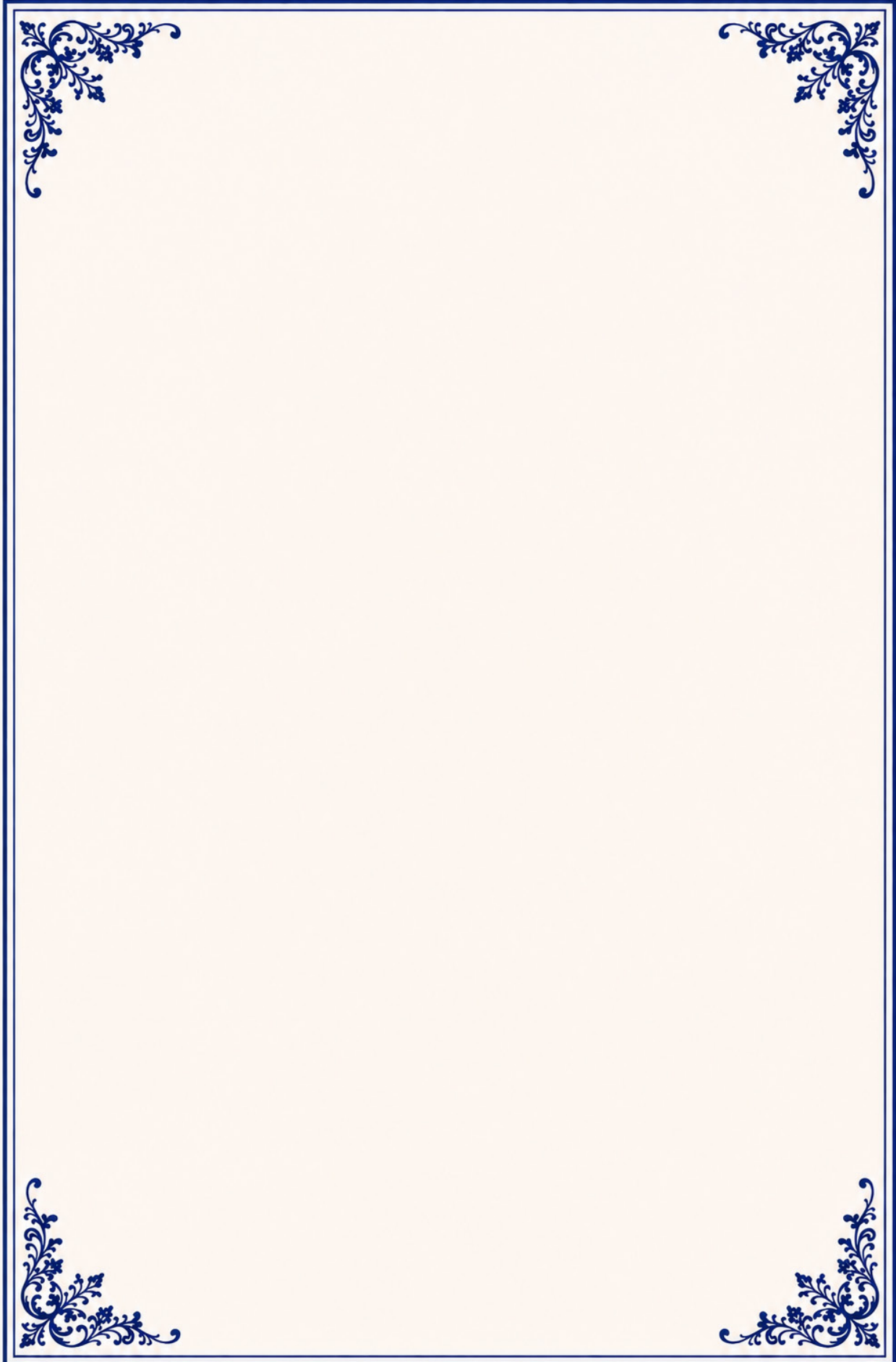
THE
BYLAWS
OF THE
GLOBAL NEWBORN SOCIETY



*Each time we lose an infant,
we lose an entire life and its potential®*

FOUNDING EDITION
2026

GREATER WASHINGTON METROPOLITAN AREA, USA



BYLAWS

OF THE

GLOBAL NEWBORN SOCIETY



Founding Edition

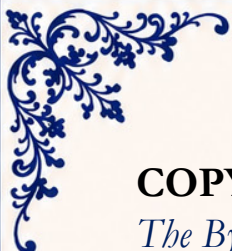
2026



Every Baby Counts®

*Each Time We Lose an Infant, We Lose an Entire Life
and Its Potential®*





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Founding Edition, 2026

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PUBLISHED BY

Global Newborn Society

Greater Washington Metropolitan Area, USA



FOUNDING AUTHORSHIP AND DEVELOPMENT

The Founding Edition of this Manual was conceived, developed, and principally authored by

Akhil Maheshwari, MD

Founder President—Chief Executive Officer

Global Newborn Society

The Bylaws were developed as the principal operational governing framework of the Global Newborn Society, giving effect to its Constitution and establishing the structures, responsibilities, and procedures through which the Society is governed and administered.

These Bylaws were adopted by the Board of Directors pursuant to the Constitution of the Global Newborn Society. This statement records the founding authorship of this Edition and does not supersede the institutional authority of the Constitution, the Bylaws, or the governance authority established by them.





DEDICATION

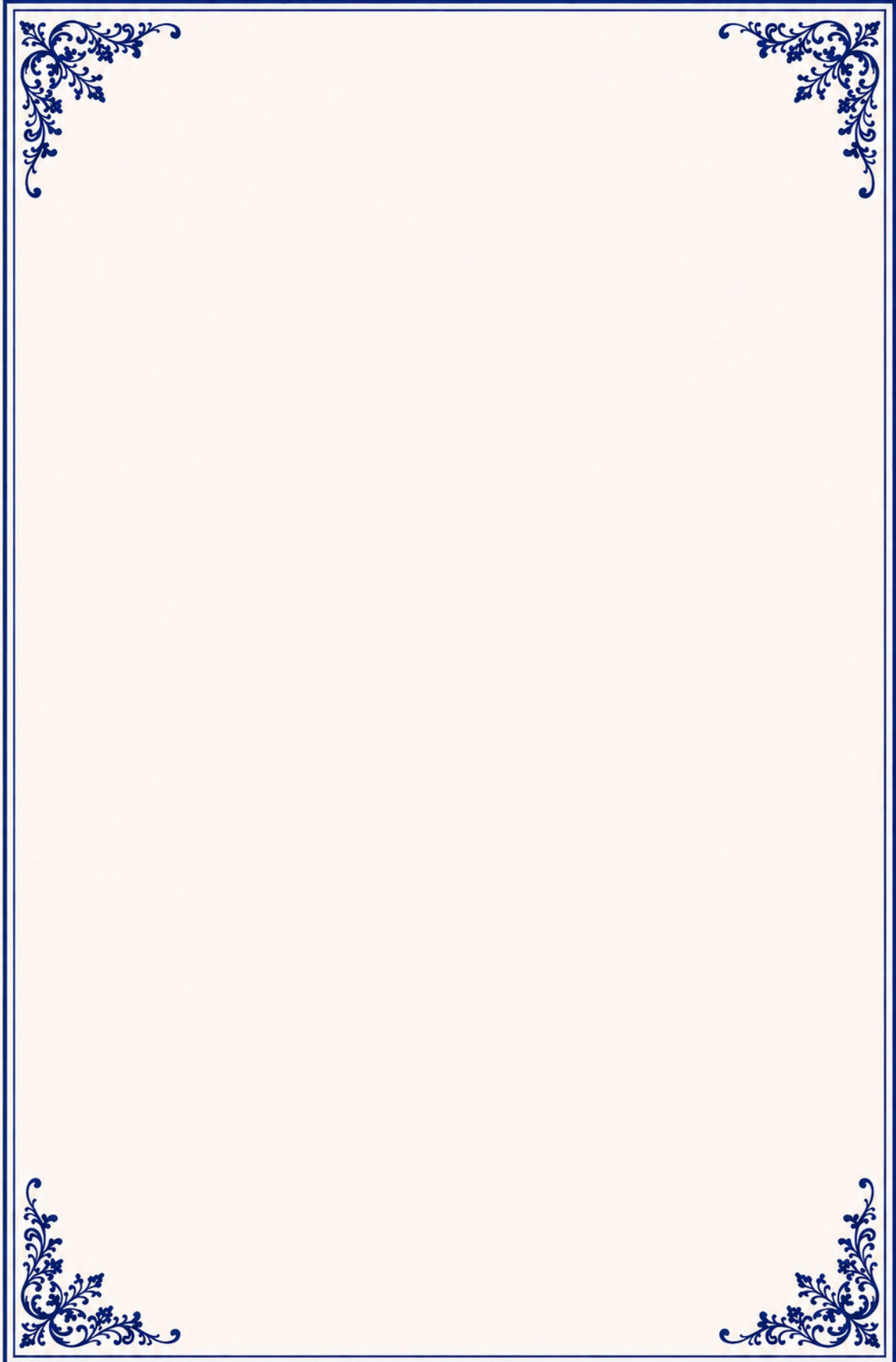


*Dedicated to every newborn infant—
those whose lives have been saved,
those whose lives continue to inspire scientific discovery,
and those whose memory strengthens our commitment
that every baby counts.*



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BOOK I



ORGANIZATION AND MEMBERSHIP

Good governance begins with clear procedures faithfully applied



Articles I–VII



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ARTICLE I

GENERAL PROVISIONS



These Bylaws are adopted pursuant to the Constitution of the Global Newborn Society and establish the procedures governing the administration, governance, and operation of the Society.

Section 1. Authority

These Bylaws are adopted pursuant to the Constitution of the Global Newborn Society and establish the procedures governing the administration, governance, and operation of the Society.

These Bylaws shall be interpreted consistently with the Constitution and shall not conflict with its provisions.

Section 2. Purpose

The purpose of these Bylaws is to implement the Constitution by establishing the procedures governing the administration, governance, membership, meetings, elections, financial administration, committees, and other operational activities of the Society.

Section 3. Relationship to the Constitution

The Constitution is the supreme governing document of the Society.

In the event of any inconsistency between these Bylaws and the Constitution, the Constitution shall prevail.

.

...continued



Section 4. Principal Office

The Constitution is the supreme governing document of the Society.

In the event of any inconsistency between these Bylaws and the Constitution, the Constitution shall prevail.

Section 5. Fiscal Year

The fiscal year of the Society shall be established by resolution of the Board of Directors and may be modified when necessary to facilitate the administration of the Society or to comply with applicable law.

Section 6. Corporate Records

The Secretariat shall maintain complete and accurate records of the Society, including its governing documents, minutes, membership records, financial records, official correspondence, archives, and other institutional records required by the Constitution, these Bylaws, applicable law, or policies adopted by the Board of Directors.

Section 7. Official Language

The official governing language of the Society shall be English.

Translations of governing documents and other official publications may be prepared for educational or informational purposes. In the event of any inconsistency, the English version shall govern.

Section 8. Electronic Communications

Unless otherwise prohibited by law, the Constitution, or these Bylaws, notices, meetings, voting, signatures, records, and other official communications may be conducted electronically using procedures approved by the Board of Directors.

Electronic records maintained in accordance with these Bylaws shall have the same force and effect as paper records were permitted by applicable law.

...continued





Section 9. Rules of Procedure

The Board of Directors may adopt rules of procedure for meetings of the Society, the Board, committees, and other official bodies, provided that such rules are consistent with the Constitution and these Bylaws.

Section 10. Definitions

Unless the context clearly requires otherwise, the Definitions contained in the Constitution shall apply throughout these Bylaws.

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ARTICLE II

MEMBERSHIP



Section 1. Membership Categories

The Society shall establish one or more categories of membership consistent with its mission and purposes.

The categories, qualifications, rights, privileges, dues, and other requirements applicable to each category shall be established by the Board of Directors and set forth in policies adopted pursuant to these Bylaws.

Section 2. Eligibility

Membership shall be open to individuals and organizations that support the mission, objectives, and purposes of the Society and satisfy the eligibility requirements established by the Board of Directors.

The Society shall promote broad international participation and shall not discriminate on the basis of race, ethnicity, nationality, sex, religion, disability, or other status protected by applicable law.

Section 3. Admission

Applications for membership shall be submitted in the manner prescribed by the Secretariat.

Admission to membership shall occur upon satisfaction of the applicable eligibility requirements and approval in accordance with procedures established by the Board of Directors.

...continued



Section 4. Rights and Privileges

Members shall enjoy the rights and privileges applicable to their respective membership categories as established by the Board of Directors.

Only those Members granted voting privileges under these Bylaws shall be entitled to vote in matters submitted to the membership.

Section 5. Responsibilities

Members shall:

- support the mission and objectives of the Society;
- comply with the Constitution, these Bylaws, and policies adopted by the Board of Directors;
- maintain professional and ethical conduct consistent with the values of the Society;
- pay applicable membership dues and fees, where required.

Section 6. Membership Dues

The Board of Directors shall establish membership dues and fees for each membership category.

The Board may establish reduced dues, waivers, scholarships, or other accommodations consistent with the mission of the Society.

Section 7. Suspension or Termination

Membership may be suspended or terminated for:

- non-payment of dues;
- resignation;
- failure to satisfy eligibility requirements;
- conduct materially inconsistent with the Constitution, these Bylaws, or the interests of the Society.

...continued





Procedures governing suspension and termination shall be established by the Board of Directors and shall provide reasonable notice and an opportunity to be heard where appropriate.

Section 8. Reinstatement

Former Members may be reinstated in accordance with procedures established by the Board of Directors.

Section 9. Membership Register

The Secretariat shall maintain the official register of Members.

The register shall constitute the official record of membership of the Society.

Section 9. Membership Register

The Secretariat shall maintain the official register of Members.

The register shall constitute the official record of membership of the Society.

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ARTICLE III

BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors shall govern the affairs of the Society in accordance with the Constitution, these Bylaws, applicable law, and policies adopted by the Board.

The Board shall exercise all powers not otherwise reserved by the Constitution or applicable law.

Section 2. Composition

The number of Directors shall be determined by resolution of the Board of Directors.

In determining the composition of the Board, consideration should be given to international representation, professional diversity, scientific expertise, leadership experience, and the mission of the Society.

Section 3. Qualifications

Each Director shall:

- support the mission and objectives of the Society;
- demonstrate professional integrity and ethical conduct;
- possess qualifications appropriate for Board service;
- comply with the Constitution, these Bylaws, and Board policies.

...continued



Section 4. Election

Directors shall be elected in accordance with procedures established by these Bylaws and policies adopted by the Board.

The Board may establish a Nominating Committee to identify and recommend qualified candidates.

Section 5. Terms of Office

The term of office for Directors shall be established by the Board and specified in Board policy.

Terms may be renewed in accordance with procedures established by the Board.

Section 6. Vacancies

A vacancy occurring on the Board may be filled by the Board of Directors for the remainder of the unexpired term or until the next election, as determined by the Board.

Section 7. Resignation

A Director may resign by submitting written notice to the Chair or the Founder President–Chief Executive Officer.

Unless otherwise specified, the resignation shall become effective upon receipt.

Section 8. Removal

A Director may be removed for good cause, including failure to fulfill the responsibilities of office, conduct inconsistent with the Constitution or these Bylaws, or other circumstances determined by the Board to be materially detrimental to the Society.

Removal shall require approval by the Board in accordance with procedures established by Board policy.

...continued



Section 9. Meetings

The Board shall meet at such times and places as determined by the Chairs or the Founder President–Chief Executive Officer.

Meetings may be conducted in person or by electronic means.

Section 10. Quorum

A majority of the Directors then in office shall constitute a quorum unless otherwise provided by these Bylaws.

Section 11. Voting

Each Director shall have one vote.

Unless otherwise required by the Constitution, these Bylaws, or applicable law, actions of the Board shall be approved by a majority of the Directors present and voting.

Section 12. Written Consent

Any action that may be taken at a meeting of the Board may be taken without a meeting if approved in writing or by secure electronic means by all Directors entitled to vote, unless otherwise prohibited by applicable law.

Section 13. Fiduciary Responsibilities

Directors shall discharge their responsibilities in good faith, with due care, loyalty, honesty, integrity, and in the best interests of the Society.

Section 14. Orientation and Continuing Education

New Directors should receive orientation regarding the Constitution, these Bylaws, governance responsibilities, strategic priorities, and the mission of the Society. The Society should encourage continuing governance education for all Directors.

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ARTICLE IV

THE THREE CHAIRS

Section 1. Constitutional Offices

The Society shall have three Chairs as provided in the Constitution.

The Chairs shall serve as the senior elected leaders of the Board of Directors and shall collectively support the governance, strategic direction, and institutional development of the Society.

Section 2. Election

The Chairs shall be elected by the Board of Directors from among the Directors in accordance with procedures established by the Board.

No individual may simultaneously hold more than one Chair position.

Section 3. Responsibilities

The Chairs shall, individually and collectively:

- provide leadership to the Board of Directors;
- preside at meetings as assigned or agreed;
- support implementation of the strategic priorities of the Society;
- advise the Founder President–Chief Executive Officer on matters relating to governance;
- represent the Society at official functions when requested;
- perform such additional responsibilities as may be assigned by the Board.

...continued



Section 4. Term of Office

The term of office of each Chair shall be established by the Board and specified in Board policy.

A Chair may be re-elected in accordance with procedures established by the Board.

Section 5. Collaboration

The Chairs shall work collaboratively with one another, the Founder President–Chief Executive Officer, the Officers, and the Board of Directors to promote effective governance and responsible stewardship of the Society.

Section 6. Vacancies

A vacancy in the office of a Chair shall be filled by election of the Board of Directors for the remainder of the unexpired term or until the next regular election, as determined by the Board.

Section 7. Removal or Resignation

A Chair may resign or be removed from office in accordance with procedures established by the Board.

Removal from the office of Chair shall not automatically terminate service as a Director unless separately determined in accordance with these Bylaws.



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ARTICLE V

FOUNDER PRESIDENT-CHIEF EXECUTIVE OFFICER

Section 1. Constitutional Office

The office of Founder President–Chief Executive Officer is established by the Constitution.

The Founder President–Chief Executive Officer shall serve in accordance with the Constitution, these Bylaws, and applicable law.

Section 2. Executive Leadership

The Founder President–Chief Executive Officer shall serve as the chief executive officer of the Society and shall be responsible for executive leadership, administration, and day-to-day management of the Society.

The Founder President–Chief Executive Officer shall implement the policies and strategic directions established by the Board of Directors.

Section 3. Responsibilities

The Founder President–Chief Executive Officer shall:

- provide executive leadership for the Society;
- direct the administration and operations of the Secretariat;
- oversee implementation of strategic plans approved by the Board;
- supervise employees, consultants, and contractors authorized by the Board;
- prepare and present reports and recommendations for consideration by the Board;
- represent the Society in its official affairs or designate an appropriate representative; and
- perform such additional responsibilities as may be assigned by the Board or provided in the Constitution.



Section 4. Relationship with the Board

The Founder President–Chief Executive Officer shall be accountable to the Board and shall collaborate with the Society’s leadership and governance bodies in advancing its mission and objectives.

Section 5. Delegation of Authority

The Founder President–Chief Executive Officer may delegate administrative responsibilities to employees, Officers, committees, or other authorized representatives as appropriate, while retaining overall responsibility for the proper administration of the Society.

Section 6. Continuity and Institutional Safeguards

In recognition of the Founder's role in establishing, developing, funding, and sustaining the Society, changes affecting its leadership, governance structure, or allocation of authority shall be undertaken through fair, transparent, and duly authorized processes and shall not be made unilaterally.

Any material change shall require approval by a majority of the Board of Directors in accordance with the Constitution and these Bylaws. During the Founder's tenure, any material change specifically affecting the office, authority, or responsibilities of the Founder President–Chief Executive Officer shall also require the Founder's concurrence.

Section 7. Vacancy

In the event of a vacancy, the Board may designate an interim Chief Executive Officer pending appointment or election of a successor.

...continued



Section 8. Transition Following the Founding Generation

Any succession, continuation, modification, or conclusion of the constitutional office of Founder President–Chief Executive Officer following the Founding Generation shall be governed by the Constitution and these Bylaws.

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ARTICLE VI

OFFICERS

Section 1. Officers

The Officers of the Society shall be those offices established by the Constitution or created by the Board of Directors in accordance with the Constitution and these Bylaws.

The Board may establish, modify, consolidate, or discontinue appointed offices as necessary for the efficient administration of the Society.

Section 2. Appointment

Unless otherwise provided in the Constitution, Officers shall be appointed by the Board of Directors in accordance with procedures established by the Board.

Section 3. Responsibilities

Each Officer shall perform the duties assigned by the Constitution, these Bylaws, the Board of Directors, or the Founder President–Chief Executive Officer, as appropriate.

Section 4. Terms of Office

The term of office for appointed Officers shall be established by the Board of Directors.

An Officer may be reappointed in accordance with procedures established by the Board.

...continued



Section 5. Vacancies

A vacancy in an appointed office may be filled by the Board of Directors for the remainder of the term or until a successor is appointed.

Section 6. Resignation and Removal

An Officer may resign by submitting written notice to the Founder President–Chief Executive Officer or the Board of Directors.

An appointed Officer may be removed by the Board of Directors whenever, in its judgment, such action is in the best interests of the Society.

Section 7. Compensation

Officers shall serve without compensation unless otherwise authorized by the Board of Directors.

The Society may reimburse reasonable expenses incurred in the performance of official duties in accordance with policies adopted by the Board.

Section 8. Delegation

An Officer may delegate administrative responsibilities with the approval of the Founder President–Chief Executive Officer or the Board of Directors, as appropriate, provided that such delegation does not relieve the Officer of responsibility for the proper performance of official duties.

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ARTICLE VII

PATRONS OF THE SOCIETY



Section 1. Purpose

Patrons of the Society shall serve as senior advisors, ambassadors, and stewards of the Society in accordance with the Constitution and these Bylaws.

The office of Patron recognizes distinguished service to the Society and supports the continuity of its constitutional identity, institutional heritage, and long-term development.

Section 2. Eligibility

A former Director who has completed service on the Board of Directors may be appointed as a Patron in accordance with procedures established by the Board of Directors.

The Board may establish additional eligibility criteria consistent with the Constitution.

Section 3. Appointment

Patrons shall be appointed by resolution of the Board of Directors. Appointment as a Patron is an honorary distinction and does not confer voting membership on the Board of Directors unless the individual otherwise serves as a Director.

...continued



Section 4. Responsibilities

Patrons may:

- provide advice and institutional counsel to the Board of Directors and the Founder President–Chief Executive Officer;
- promote the mission and objectives of the Society;
- support leadership development and mentorship;
- represent the Society at official functions when requested;
- and assist in preserving the Society's Constitutional Identity and Institutional Heritage.

Section 5. Participation

Patrons may attend meetings of the Board of Directors or committees upon invitation but shall not vote unless serving simultaneously in another office that carries voting rights.

Section 6. Resignation

A Patron may resign at any time by providing written notice to the Board of Directors.

Section 7. Removal

The Board of Directors may remove a Patron for conduct materially inconsistent with the Constitution, these Bylaws, or the best interests of the Society.

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BOOK II



ADMINISTRATION

Strong institutions begin with committed stewards



Articles VIII–XII

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ARTICLE VIII

COMMITTEES

Section 1. Authority

The Board of Directors may establish standing committees, special committees, advisory committees, task forces, and working groups as necessary to assist in carrying out the mission and activities of the Society.

Section 2. Establishment

The Board of Directors shall determine:

- the purpose of each committee;
- its composition;
- its authority;
- its reporting responsibilities; and
- its duration, where applicable.

Section 3. Appointment

Unless otherwise determined by the Board, committee members and committee chairs shall be appointed by the Board of Directors or by the Founder President–Chief Executive Officer acting under authority delegated by the Board.

...continued



Section 4. Responsibilities

Each committee shall perform the responsibilities assigned by the Board of Directors and shall report its activities and recommendations to the Board or to such officer as the Board may designate.

Committees serve in an advisory capacity unless specifically authorized by the Board to exercise delegated authority.

Section 5. Meetings

The Board of Directors shall meet at least twice each calendar year, including the Annual Meeting. Additional meetings may be held as necessary. Committees shall meet as necessary to conduct their assigned responsibilities. Meetings may be conducted in person or by electronic means.

Section 6. Quorum

Unless otherwise established by the Board of Directors, a majority of the appointed members of a committee shall constitute a quorum.

Section 7. Records

Each committee shall maintain appropriate records of its meetings and activities.

Reports, recommendations, and other official committee records shall be submitted to the Secretariat for preservation as part of the Society's official records.

Section 8. Dissolution

The Board of Directors may modify, consolidate, suspend, or dissolve any committee whenever it determines that such action is in the best interests of the Society.

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ARTICLE IX

SECRETARIAT

Section 1. Purpose

The Secretariat shall serve as the permanent administrative office of the Society and shall provide administrative, operational, and organizational support for the activities of the Society.

Section 2. Responsibilities

The Secretariat shall:

- maintain the official records of the Society;
- preserve the Constitution, Bylaws, minutes, policies, archives, and other institutional records;
- maintain the official register of Members;
- provide administrative support to the Board of Directors, Officers, committees, and the Founder President–Chief Executive Officer;
- maintain the official correspondence of the Society;
- coordinate meetings, elections, conferences, educational activities, and other official functions of the Society;
- maintain the Society's official seal, trademarks, intellectual property records, and other institutional assets, where applicable; and
- perform such additional administrative responsibilities as may be assigned by the Board of Directors or the Founder President–Chief Executive Officer.

...continued



Section 3. Executive Direction

The Secretariat shall operate under the general direction and supervision of the Founder President–Chief Executive Officer.

The Board of Directors may establish additional administrative procedures governing the operation of the Secretariat.

Section 4. Records Management

The Secretariat shall maintain complete, accurate, and secure records of the Society in accordance with the Constitution, these Bylaws, applicable law, and policies adopted by the Board of Directors.

Official records may be maintained in electronic or other approved formats.

Section 5. Custody of Governing Documents

The Secretariat shall serve as the official custodian of the Constitution, the Bylaws, Board policies, minutes, resolutions, and other governing documents of the Society.

Section 6. Institutional Archives

The Secretariat shall preserve the Society's Constitutional Heritage and other records of enduring institutional significance for the benefit of present and future generations.

Section 7. Confidentiality

The Secretariat shall protect confidential records and information entrusted to it and shall disclose such information only as authorized by the Board of Directors, required by applicable law, or permitted under policies adopted by the Board.



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ARTICLE X

FINANCIAL ADMINISTRATION

Section 1. Financial Responsibility

The financial affairs of the Society shall be conducted in a prudent, transparent, and accountable manner consistent with the Constitution, these Bylaws, applicable law, and generally accepted principles of nonprofit financial management.

Section 2. Fiscal Oversight

The Board of Directors shall exercise overall oversight of the financial affairs of the Society.

The Founder President—Chief Executive Officer shall be responsible for the administration of the Society's financial operations, subject to the oversight of the Board.

Section 3. Budget

An annual operating budget shall be prepared and submitted to the Board of Directors for review and approval.

The Board may approve amendments to the budget as circumstances require.

Section 4. Banking and Investments

The Board of Directors shall designate the financial institutions in which the funds of the Society shall be deposited.

The Board may establish policies governing investments, reserves, and the management of financial assets.

...continued



Section 5. Financial Authority

The Board of Directors shall establish policies governing the authorization of expenditures, contracts, banking transactions, and other financial commitments on behalf of the Society.

Section 6. Financial Records

Complete and accurate financial records shall be maintained by or under the supervision of the Secretariat in accordance with applicable law and accepted accounting practices.

Section 7. Financial Reporting

The Founder President–Chief Executive Officer shall provide the Board of Directors with regular financial reports sufficient to enable effective oversight of the Society's financial condition and operations.

Section 8. Audit or Financial Review

The Board of Directors may require an independent audit, financial review, or other financial examination whenever considered appropriate or when required by applicable law.

Section 9. Gifts and Contributions

The Society may receive gifts, grants, donations, bequests, sponsorships, and other lawful contributions consistent with its mission and charitable purposes.

The Board of Directors may establish policies governing the acceptance and administration of such contributions.

...continued





Section 10. Financial Policies

The Board of Directors may adopt financial policies governing internal controls, purchasing, reimbursement of expenses, travel, reserves, investments, procurement, conflicts of interest, and other matters necessary for sound financial administration.



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ARTICLE XI

MEETINGS

Section 1. Annual Meeting

The Society shall hold an Annual Meeting of the Board of Directors at such time and place as determined by the Board.

The Annual Meeting may be held in conjunction with the Global Newborn Society Congress or at such other time and place as the Board determines.

Section 2. Regular Meetings

The Board of Directors shall hold regular meetings at such times and intervals as determined by the Board.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called by any Chair, the Founder President–Chief Executive Officer, or by a majority of the Directors.

The notice shall state the purpose of the meeting.

Section 4. Notice

Reasonable notice of meetings shall be provided to all Directors.

Notice may be given by electronic or other reliable means approved by the Board.

...continued



Section 5. Quorum

A majority of the Directors then in office shall constitute a quorum unless otherwise provided by these Bylaws. No official business requiring Board action shall be conducted in the absence of a quorum.

Section 6. Participation by Electronic Means

Directors and committee members may participate in meetings by telephone, videoconference, or other electronic means that permit all participants to communicate simultaneously.

Participation by such means shall constitute presence at the meeting.

Section 7. Action Without a Meeting

Any action permitted to be taken at a meeting may be taken without a meeting by unanimous written or electronic consent, unless otherwise prohibited by applicable law.

Section 8. Minutes

Minutes shall be prepared for all meetings of the Board of Directors and its committees.

The approved minutes shall be maintained by the Secretariat as part of the Society's official records.

Section 9. Parliamentary Procedure

The Board of Directors may adopt rules of parliamentary procedure for the conduct of meetings.

In the absence of adopted rules, the presiding Chair shall determine reasonable procedures consistent with the Constitution and Bylaws.



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ARTICLE XII

ELECTIONS

Section 1. General Principles

Elections conducted under these Bylaws shall be fair, transparent, and consistent with the Constitution and principles of good governance.

The Board of Directors shall establish detailed election procedures by policy.

Section 2. Positions Subject to Election

Directors, the Chairs, and such other positions as may be designated by the Constitution, these Bylaws, or the Board of Directors shall be filled by election.

Section 3. Nominations

Candidates for elected office shall be nominated in accordance with procedures established by the Board of Directors.

The Board may establish a Nominating Committee to identify and recommend qualified candidates.

Section 4. Eligibility

Only individuals meeting the qualifications established by the Constitution, these Bylaws, and policies adopted by the Board of Directors shall be eligible for election.

...continued



Section 5. Voting

Elections may be conducted in person, electronically, or by other secure methods approved by the Board of Directors.

The Board shall establish procedures to ensure the integrity, confidentiality, and accuracy of the voting process.

Section 6. Certification of Results

Election results shall be certified in accordance with procedures established by the Board of Directors.

The Secretariat shall maintain the official record of all election results.

Section 7. Vacancies Following an Election

If an elected individual is unable or unwilling to assume office, the vacancy shall be filled in accordance with these Bylaws or procedures established by the Board of Directors.

Section 8. Election Disputes

Questions concerning the conduct or validity of an election shall be considered by the Board of Directors, whose decision shall be final unless otherwise required by applicable law.

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BOOK III



INSTITUTIONAL SAFEGUARDS

Integrity inspires trust



Articles XIII–XVI



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ARTICLE XIII

CONFLICT OF INTEREST



Section 1. Duty of Loyalty

Directors, Officers, committee members, employees, and others acting on behalf of the Society shall perform their responsibilities in the best interests of the Society and shall avoid actual or potential conflicts of interest.

Section 2. Disclosure

Any individual having an actual, potential, or perceived conflict of interest relating to a matter under consideration shall promptly disclose the nature of the conflict to the Board of Directors or the appropriate committee.

Section 3. Recusal

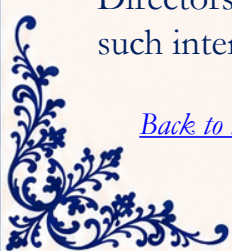
Except as permitted for the purpose of providing relevant information, an individual with a disclosed conflict of interest shall not participate in deliberations or voting on the matter giving rise to the conflict.

Section 4. Conflict of Interest Policy

The Board of Directors shall adopt and periodically review a Conflict-of-Interest Policy establishing procedures for disclosure, review, management, and documentation of conflicts of interest.

Section 5. Annual Disclosure

Directors and Officers shall complete conflict of interest disclosures at such intervals as determined by the Board of Directors.



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ARTICLE XIV

INDEMNIFICATION



Section 1. Right to Indemnification

To the fullest extent permitted by applicable law, the Society may indemnify its Directors, Officers, committee members, employees, volunteers, and other authorized representatives against expenses, judgments, settlements, fines, and other liabilities incurred in connection with proceedings arising from the good-faith performance of their official duties on behalf of the Society.

Section 2. Limitation

Indemnification shall not apply to conduct involving fraud, willful misconduct, gross negligence, bad faith, knowing violation of law, or any act determined to be outside the scope of the individual's authorized responsibilities.

Section 3. Advancement of Expenses

The Board of Directors may authorize the advancement of reasonable legal expenses in accordance with applicable law and policies adopted by the Board.

Section 4. Insurance

The Society may obtain and maintain directors' and officers' liability insurance or other insurance considered appropriate by the Board of Directors to protect the Society and individuals serving on its behalf.

...continued



Section 5. Non-Exclusivity

The rights provided under this Article shall not be exclusive of any other rights to which an individual may be entitled under applicable law, insurance, contract, or policies adopted by the Board of Directors.



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ARTICLE XV

RECORDS AND DOCUMENT RETENTION



Section 1. Official Records

The Society shall maintain complete and accurate records of its governance, administration, financial affairs, membership, and other activities as required by the Constitution, these Bylaws, applicable law, and policies adopted by the Board of Directors.

Section 2. Custody of Records

The Secretariat shall serve as the custodian of the Society's official records and shall preserve such records in a secure and orderly manner.

Section 3. Document Retention

The Board of Directors shall adopt and periodically review a Document Retention Policy establishing procedures for the retention, preservation, archival storage, and lawful disposition of the Society's records.

Section 4. Electronic Records

Official records may be created, maintained, stored, transmitted, and archived in electronic or other reliable formats permitted by applicable law.

Electronic records shall have the same force and effect as paper records where permitted by law.

...continued



Section 5. Inspection of Records

The Board of Directors shall establish policies governing access to and inspection of the Society's records, consistent with the Constitution, these Bylaws, applicable law, and the legitimate interests of the Society.

Confidential records shall be protected from unauthorized disclosure.

Section 6. Institutional Archives

Records and materials of enduring historical, scientific, constitutional, or institutional significance shall be preserved as part of the Society's permanent institutional archives.



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ARTICLE XVI

AMENDMENT OF THE BYLAWS

Section 1. Authority

These Bylaws may be amended only in accordance with the Constitution and this Article.

Section 2. Proposal

Amendments to these Bylaws may be proposed by the Board of Directors or by such other process as the Board may establish.

Section 3. Adoption

An amendment shall become effective upon approval by the Board of Directors in accordance with the voting requirements established by the Constitution, these Bylaws, or applicable law.

Unless otherwise specified, an amendment shall become effective immediately upon its adoption.

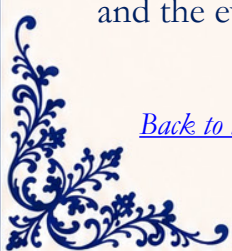
Section 4. Consistency with the Constitution

No amendment to these Bylaws shall conflict with the Constitution.

In the event of any inconsistency, the Constitution shall prevail.

Section 5. Periodic Review

The Board of Directors should periodically review these Bylaws to ensure that they remain consistent with the Constitution, applicable law, and the evolving governance needs of the Society.



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GLOSSARY

A

Amendment — Formal modification of the Bylaws in accordance with the Constitution and procedures established by the Board of Directors. **p. 38**

Annual Meeting — The annual meeting of the Board of Directors, which may be held in conjunction with the Global Newborn Society Congress or at another time and place determined by the Board. **p. 28**

Audit — An independent audit, financial review, or other examination of the Society's financial affairs when considered appropriate by the Board or required by law. **p. 27**

Authority — Governance power exercised under and subject to the Constitution, Bylaws, applicable law, and policies of the Society. **pp. 2, 8, 21, 38**

B

Board of Directors — The principal governing body responsible for the affairs of the Society and for exercising powers not otherwise reserved by the Constitution or applicable law. **pp. 8–10**

Board Policy — A policy adopted by the Board of Directors to establish procedures or requirements for governance and administration under the Constitution and Bylaws. **pp. 5–38**

Budget — The Society's annual operating financial plan, prepared and submitted to the Board for review and approval. **p. 25**

Bylaws — The governing rules adopted pursuant to the Constitution to establish procedures for the administration, governance, membership, meetings, elections, finances, committees, and operations of the Society. **pp. 2–4**

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GLOSSARY



C

Chair — One of the three senior elected leaders of the Board of Directors, elected by the Board from among its Directors. **pp. 11–12**

Committee — A standing, special, or advisory body, task force, or working group established to assist in carrying out the mission and activities of the Society. **pp. 21–22**

Confidentiality — The obligation to protect confidential records and information from unauthorized disclosure. **p. 24**

Conflict of Interest — An actual, potential, or perceived conflict between an individual's responsibilities to the Society and another interest requiring disclosure and appropriate management. **p. 34**

Constitution — The supreme governing document of the Global Newborn Society, with which the Bylaws and all subordinate governance procedures must remain consistent. **pp. 2–4, 38**

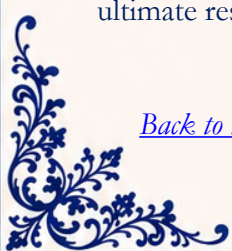
Constitutional Heritage — The enduring constitutional and institutional history of the Society preserved for present and future generations. **pp. 17–18, 24, 37**

Corporate Records — Official governance, membership, financial, correspondence, archival, and other institutional records maintained by the Secretariat. **p. 3**

D

Delegation of Authority — Assignment of authorized responsibilities to another officer, employee, committee, or representative without necessarily transferring ultimate responsibility. **pp. 14, 16**

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GLOSSARY



D

Director — A member of the Board of Directors who participates in governance and carries the fiduciary responsibilities of Board service. **pp. 8–10**

Document Retention — Policies and procedures governing the retention, preservation, archival storage, and lawful disposition of Society records. **pp. 36–37**

Dues — Membership fees established by the Board for the Society's membership categories, subject to any approved reductions, waivers, scholarships, or accommodations. **p. 6**

E

Election — The formal process by which Directors, Chairs, and other designated elected positions are selected. **pp. 30–31**

Electronic Communications — Official notices, meetings, voting, signatures, records, and communications conducted electronically when permitted by law and the governing documents. **p. 3**

Electronic Records — Official records created, maintained, stored, transmitted, or archived electronically and accorded the same effect as paper records where permitted by law. **pp. 3, 24, 36**

Executive Leadership — Responsibility for the administration, operations, and day-to-day management of the Society exercised by the Founder President–Chief Executive Officer. **pp. 13–14**



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GLOSSARY

F

Fiduciary Responsibilities — Duties requiring Directors to act in good faith, with due care, loyalty, honesty, integrity, and in the best interests of the Society. **p. 10**

Financial Administration — The framework governing the prudent, transparent, and accountable management of the Society's financial affairs. **pp. 25–27**

Financial Authority — Authority established by the Board for expenditures, contracts, banking transactions, and other financial commitments. **p. 26**

Financial Records — Complete and accurate records of the Society's financial activities maintained under the supervision of the Secretariat. **pp. 26, 36**

Fiscal Oversight — The Board's overall responsibility for oversight of the financial affairs of the Society. **p. 25**

Fiscal Year — The financial reporting year of the Society, established by resolution of the Board of Directors. **p. 3**

Founder President–Chief Executive Officer — The constitutional office responsible for executive leadership, administration, implementation of Board policies and strategic direction, and day-to-day management of the Society. **pp. 13–14**

G

Global Newborn Society Congress — The Society's Congress, with which the Annual Meeting of the Board may be held in conjunction. **p. 28**

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GLOSSARY

G

Good Governance — Governance characterized within the Bylaws by fair and transparent procedures, accountability, fiduciary responsibility, and adherence to the Constitution and Bylaws. **pp. 1–38**

Governing Documents — The Constitution, Bylaws, Board policies, resolutions, and other documents governing the Society. **pp. 3, 24, 36–38**

I

Indemnification — Protection that the Society may provide to authorized persons against specified expenses and liabilities arising from the good-faith performance of official duties, subject to stated limitations. **p. 35**

Institutional Archives — Records and materials of enduring historical, scientific, constitutional, or institutional significance preserved permanently by the Society. **pp. 24, 37**

Institutional Heritage — The Society's accumulated history, traditions, identity, and institutional legacy preserved through its governance structures and Patrons. **pp. 17–18, 24, 37**

M

Member — An individual or organization admitted to a category of membership in accordance with eligibility requirements and procedures established by the Board. **pp. 5–7**

Membership — Formal affiliation with the Society according to categories, qualifications, rights, privileges, dues, and requirements established by the Board. **pp. 5–7**

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GLOSSARY

M

Membership Register — The official record of Members maintained by the Secretariat. **p. 7**

Minutes — The official written record of meetings of the Board and its committees, preserved by the Secretariat. **p. 29**

N

Nominating Committee — A committee that may be established by the Board to identify and recommend qualified candidates for elected positions. **pp. 9, 30**

Notice — Formal communication provided to Directors concerning meetings and, where applicable, their purpose. **p. 28**

O

Officer — A person holding an office established by the Constitution or created by the Board in accordance with the Constitution and Bylaws. **pp. 15–16**

Official Language — English, designated by the Bylaws as the governing language of the Society. **p. 3**

Official Records — Records of the Society's governance, administration, finances, membership, and other official activities maintained as required by its governing documents and applicable law. **pp. 23–24, 36–37**

P

Parliamentary Procedure — Rules governing the orderly conduct of meetings, as adopted by the Board or reasonably determined by the presiding Chair in their absence. **p. 29**

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GLOSSARY

P

Patron — A senior advisor, ambassador, and steward of the Society whose office recognizes distinguished service and supports constitutional identity, institutional heritage, and long-term development. **pp. 17–18**

Policy — A formal rule or procedure adopted by the Board to implement and administer provisions of the Constitution and Bylaws. **Throughout**

Q

Quorum — The minimum participation required for official action; for the Board, generally a majority of Directors then in office, unless otherwise provided. **pp. 10, 22, 29**

R

Records Management — Maintenance of complete, accurate, secure, and properly preserved records by the Secretariat. **pp. 23–24, 36–37**

Recusal — Withdrawal from deliberation or voting on a matter because of a disclosed conflict of interest, except as permitted to provide relevant information. **p. 34**

Regular Meeting — A meeting of the Board held at times and intervals determined by the Board. **p. 28**

Resignation — Voluntary relinquishment of an office or position by written notice in accordance with the applicable provisions of the Bylaws. **pp. 9, 12, 16, 18**

Rules of Procedure — Rules adopted by the Board governing meetings of the Society, Board, committees, and other official bodies. **p. 4**

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GLOSSARY

S

Secretariat — The permanent administrative office of the Society responsible for administrative, operational, organizational, recordkeeping, and institutional support. pp. 23–24

Special Meeting — A Board meeting called outside the regular meeting schedule by an authorized Chair, the Founder President–Chief Executive Officer, or a majority of Directors. p. 28

Stewardship — Responsible preservation and advancement of the Society, its mission, governance, constitutional identity, resources, and institutional heritage. pp. 10, 12, 17–18

Suspension of Membership — Temporary loss of membership status for grounds and according to procedures established under the Bylaws. p. 7

T

Term of Office — The period during which a Director, Chair, Officer, or other officeholder serves, as established under the Bylaws and applicable Board policies. pp. 9, 12, 15–16

Termination of Membership — Ending membership for specified grounds, subject to procedures providing reasonable notice and an opportunity to be heard where appropriate. p. 7

Three Chairs — The three senior elected leaders of the Board who collectively support governance, strategic direction, and institutional development. pp. 11–12

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GLOSSARY



V

Vacancy — An unoccupied office or Board position that may be filled according to the procedures prescribed by the Bylaws. **pp. 9, 12, 14, 16, 31**

Voting — The formal means of deciding matters or electing officeholders, conducted according to the Constitution, Bylaws, and procedures established by the Board. **pp. 6, 10, 29–31**

W

Written Consent — A procedure permitting Board action without a meeting when approved in writing or by secure electronic means as required by the Bylaws. **pp. 10, 29**



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CERTIFICATION

These Bylaws were adopted by the Board of Directors of the Global Newborn Society on the **1st day of August, 2026**, as the **Founding Constitution (Founding Edition, 2026)** of the Society.

These Bylaws are adopted pursuant to the Constitution of the Global Newborn Society and shall govern the administration, governance, and operation of the Society in a manner consistent with the Constitution.

IN WITNESS WHEREOF, the undersigned, acting on behalf of the Global Newborn Society, have executed this Founding Constitution on the **1st day of August, 2026**.

Founder President–Chief Executive Officer
Akhil Maheshwari MD, Diplomate in Nutrition and Dietetics

Signature: Akhil Maheshwari

Date: August 1, 2026

Chair
Name

Signature:

Date: _____





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Signature: Akhil Maheshwari

Date: August 1, 2026

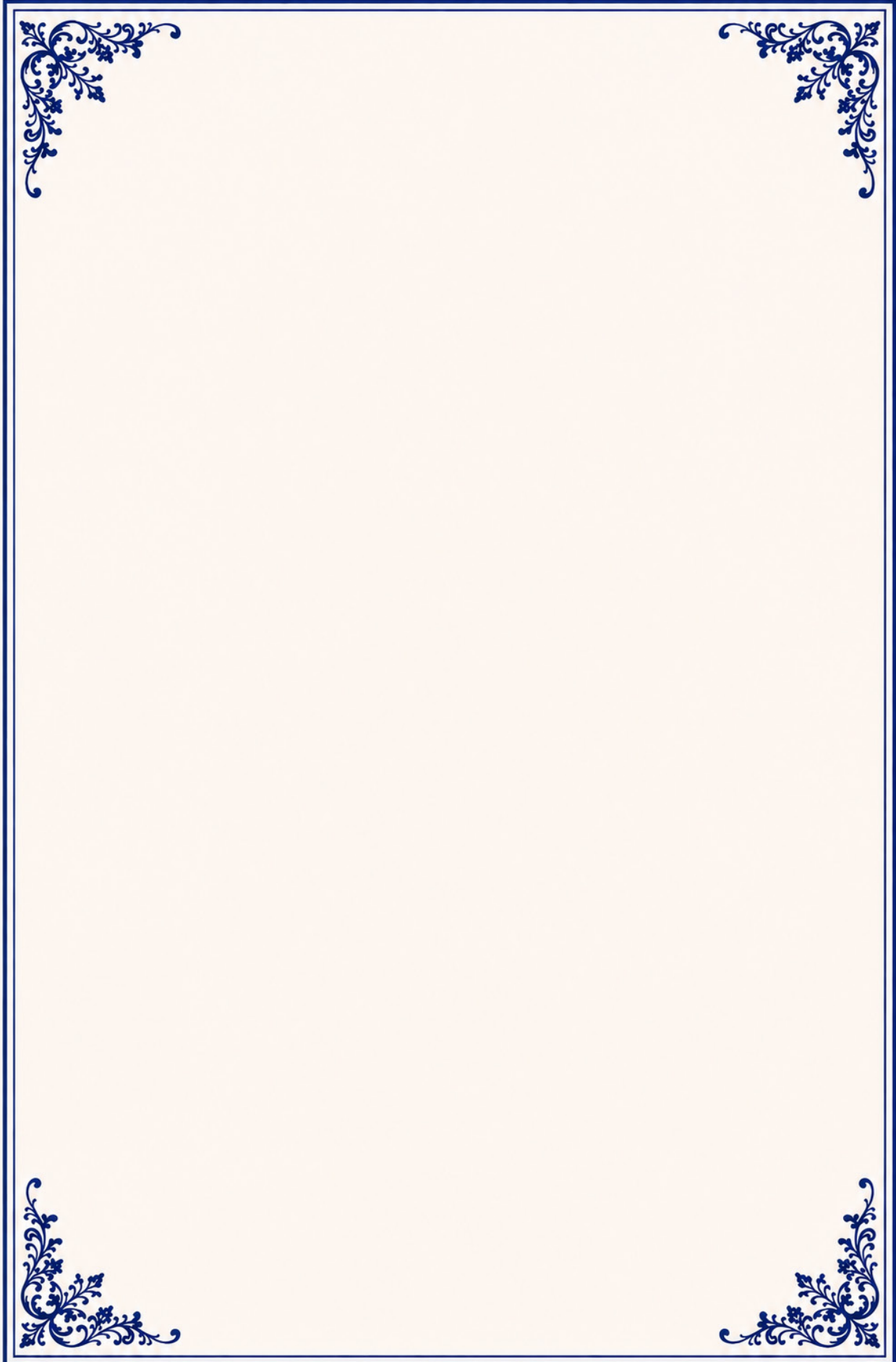
Member of the Board
Name

Signature:

Date: _____

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THE GLOBAL NEWBORN SOCIETY

*The Global Newborn Society
is dedicated to advancing newborn health
through science, collaboration, and compassion.*

*Together, we build a world
where every baby is valued,
every life is protected,
and every future is brighter.*



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