

**BYLAWS
OF THE
ARKANSAS NURSES FOUNDATION**

ARTICLE I
Name, Mission, Purposes and Rules

Section 1. Name

The name of the Foundation shall be the Arkansas Nurses Foundation, hereafter referred to as ARNF.

Section 2. Mission

The mission of the Arkansas Nurses Foundation (ARNF) is to seek out and provide funding for registered nurses and nursing students to foster and promote their continued development as professional nurses. The ultimate goal of the Foundation is to enable professional nurses to provide quality healthcare services to the people of Arkansas.

Section 3. Purposes

The purposes of ARNF shall be to:

- a. Promote the profession of nursing through practice, education and research.
- b. Provide scholarships for registered nurses and nursing students who have met specified criteria.
- c. Develop and promote continuing education related to health care.
- d. Provide resources necessary for the achievement of the Foundation's purposes.

Section 4. Rules

The following rules shall conclusively bind the Foundation and all persons acting for or on behalf of it:

- a. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- b. The Foundation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of age, color, creed, disability, lifestyle, nationality, race, religion, gender, health status, or sexual orientation.

ARTICLE II

REGISTERED OFFICE AND AGENT

The Foundation shall have and continuously maintain in the State of Arkansas a registered agent who will be the Executive Director of ARNF, and the Chief Executive Officer of the Arkansas Nurses Association (ARNA).

ARTICLE III

MEMBERS

The Arkansas Nurses Foundation shall have no members.

ARTICLE IV

OFFICERS

Section 1. Officers

The officers of the Foundation shall be a Chairperson and other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed by the Board of Trustees. The Chairperson of the board and the Vice Chairperson shall each hold membership in ARNA.

Section 2. Election and Terms of Office

The Board of Trustees shall elect the following officers from among its board members: Chairperson, Vice Chairperson, Secretary, and Treasurer. Officers shall serve for two year terms. Nominations shall be accepted from any of the voting members of the board. Elections shall be held in even years for the Chairperson and Secretary, and odd years for the Vice Chairperson and Treasurer, at the last meeting of the calendar year. A nominee receiving a majority of votes of the Trustees at the official meeting of the board shall be elected. No officer or trustee shall serve more than two(2) consecutive terms in the same office or more than eight (8) consecutive years on the Board of Trustees. At the end of any two year term, an officer may stand for re-election. The officers shall serve until their successors have been duly elected and qualified. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees.

Section 3. Removal

Any officer may be removed by the Board of Trustees whenever in its judgment the best interest of the Arkansas Nurses Foundation would be served.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

Section 5. Chairperson of the Board

The Chairperson shall be the spokesperson for the foundation, appoint committees and task forces, and preside at all meetings of the Board of Trustees. The Chairperson may sign with the Secretary or Treasurer or any other proper officer of the Foundation authorized by the Board of Trustees, any deeds, mortgages, contracts, or other instruments which the Board of Trustees has authorized to be executed.

Section 6. Vice Chairperson

In the absence of the Chairperson or in the event of the Chairperson’s inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson.

Section 7. Secretary

The Secretary shall keep the minutes of the meetings of the Board of Trustees, see that all notices are duly given in accordance with the provisions of these bylaws, and oversee all publications and Foundation records.

Section 8. Treasurer

The Treasurer shall have charge and custody of and be accountable for all funds and securities including fund raising.

Section 9. Executive Director

The Chief Executive Officer of ARNA is also the Executive Director of ARNF and shall manage ARNF according to policies established by the Board of Trustees. The Executive Director is an ex officio member of the Executive Committee and the ARNF Board of Trustees.

ARTICLE V

BOARD OF TRUSTEES

Section 1. General Powers

The affairs of the Foundation shall be managed by the Board of Trustees, which shall have supervision, control and direction of the affairs of the Foundation. The Board of Trustees shall determine its policies or changes therein within the limits of these bylaws, shall actively prosecute its objectives and have discretion in the disbursement of its funds. The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents (including, without limitation, professional management agents) as it may consider necessary or appropriate.

Section 2. Composition, Tenure and Qualifications

The Board of Trustees shall consist of eight elected members, one ex-officio member with voting privileges (the immediate past president of the Arkansas Nurses Association), and one ex-officio member without voting privileges (the Executive Director of the Arkansas Nurses Foundation). At least two of the elected members shall be members of the Arkansas Nurses Association, and at least one of the elected members shall be a member of the Arkansas Nursing Students Association. The trustees shall serve for two year terms.

Trustees should be demonstrated leaders representing the following constituencies: nursing professionals, community donors and benefactors, investment experts, educators, researchers, corporate donors and private donors. Each trustee shall hold office until his or her successor is duly elected and takes office.

Section 3. Regular Meetings

The Board of Trustees may provide by resolution the time, date and place for the holding of the regular annual meeting and additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board may be called or at the request of the Chairperson or any two trustees having voting rights.

Section 5. Notice

Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be given at least five days prior to the date of such meeting.

Section 6. Quorum

A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of those members are present at said meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice. After any third consecutive absence from a scheduled meeting the trustee will be contacted by the Secretary to submit a written verification to serve. The Board of Trustees will take further action if nothing is received in writing and or the trustee fails to attend the next scheduled meeting.

Section 7. Manner of Acting

The act of a majority of the voting members of the Board of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these bylaws.

Section 8. Vacancies

When a vacancy occurs on the Board of Trustees, any board member, including the Executive Director, may submit nominations for the open position at the next board meeting. A nominee receiving a majority of the votes of the trustees at an official meeting of the Board shall be elected a trustee. Elected trustees shall serve a two year term. At the end of any two year term, a trustee may stand for re-election.

Section 9. Telephone Conferences

Members of the Board, or of any committee/task force designated by the board, may take any action permitted or authorized by these bylaws pursuant to meeting by means of conference telephone or similar telecommunications equipment by means of which all persons participating in a meeting can hear each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 10. Mail Vote

Any action requiring a vote of the Board of Trustees may be taken by telecommunications or mail ballot.

ARTICLE VI

ADVISORY BOARD

The Board of Trustees may appoint an Advisory Board to serve as an advisory body to the Board of Trustees. Advisory Board members need not be members of ARNA. The Advisory Board shall meet at such times and places as may be determined by the Board of Trustees. Members of the Advisory Board may serve on committees appointed by the Board of Trustees pursuant to Article VII, Section 2.

ARTICLE VII

COMMITTEES/TASK FORCES

Section 1. Executive Committee

The Chairperson, Vice Chairperson, Secretary, Treasurer, and ARNF Executive Director shall constitute the Executive Committee. The Executive Director is an ex officio member. The Executive Committee may exercise the powers of the Board of Trustees while the board is not in session, reporting to the board any action taken. The Chairperson shall be the Chairperson of the Executive Committee. A minimum of two members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the Chairperson or by any Executive Committee member.

Section 2. Task Forces

Task forces may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present.

- a. Term of Office
Each member of a task force shall continue as such until the next meeting of the Board, unless the task force completes its work or is terminated.
- b. Chairperson
The ARNF Chairperson shall appoint the chairperson of the task force, pursuant to Article IV, Section 5.
- c. Vacancies
Vacancies in the membership of any task force may be filled by appointments made in the same manner as provided in the case of the original appointments.
- d. Quorum
Unless otherwise provided in the resolution of the Board of Trustees designating a task force, a majority of the whole task force shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the task force.
- e. Rules
Each task force may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and cosigned by any officer. In the absence of an officer, the Executive Director may cosign.

Section 3. Deposits

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts

The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

ARTICLE IX

RECORDS

The Foundation shall keep correct and complete records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees/task forces having any of the authority of the Board of Trustees.

ARTICLE X

FISCAL YEAR

The fiscal year of the Foundation shall be the calendar year.

ARTICLE XI

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds majority of the trustees present at any regular meeting or at any special meeting; provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting.

ARNF Bylaws:
A- BOD-7/10; R- 07/2009; R/A- 07/05; R/A- 02/99;
R/A- 10/98; R/A- 5/97; R/A- 10/97; R/A-10/96
3/05/96