

**ARKANSAS NURSES FOUNDATION**

**BYLAWS**

**ARTICLE I**

**NAME, MISSION, PURPOSES AND GUIDELINES**

**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 provide funding for registered nurses to promote continuing professional development.

**Section 3. Purposes**

The purposes of ARNF shall be to:

- a. Advance nursing practice,
- b. Grant scholarships registered nurses for academic education,
- c. Award grants to registered nurses to conduct healthcare research.
- d. Award grants to registered nurses to develop continuing nursing education programs.

**Section 4. Guidelines**

The following guidelines shall direct the ARNF and persons acting on its behalf:

- a. No part of the income of ARNF shall benefit or be distributed to its trustees or officers; exceptions being reimbursement of Board responsibilities and ARNF expenses.
- b. ARNF shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth herein.
- c. The ARNF shall not adopt any practice, policy or procedure that results in discrimination on the basis of age, color, creed, disability, lifestyle, nationality, race, religion, gender, health status, or sexual orientation.

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**ARTICLE II**

**REGISTERED OFFICE AND AGENT**

The ARNF shall continuously maintain in the State of Arkansas an office and a registered agent who will be the Executive Administrator.

**ARTICLE III**

**MEMBERS**

The Arkansas Nurses Foundation shall have no members.

**ARTICLE IV**

**OFFICERS**

**Section 1. Officers**

The officers of the ARNF shall be Chair who serves as Chair of the Board of Trustees, Vice Chair, Secretary-Treasurer and other officers as deemed desirable. The officers shall have authority to perform duties prescribed by the Board. The officers shall hold membership in the Arkansas Nurses Association.

**Section 2. Election and Terms of Office**

The Board of Trustees shall elect officers from among its board members: Chair, Vice Chair, Secretary-Treasurer. Officers shall serve for two (2) year terms. Nominations shall be accepted from members of the Board. Elections shall be held in even years for the Chair and Secretary-Treasurer, and odd years for the Vice Chair, at the last meeting of the calendar year. A nominee receiving a majority of votes at the official meeting of the Board shall be elected. No officer shall serve more than two (2) consecutive terms in the same office or more than eight (8) consecutive years on the Board. The officers shall serve until their successors have been duly elected and qualified.

**Section 3. Removal**

An officer shall be removed by the Board of Trustees whenever judged to be in the best interest of the ARNF.

**Section 4. Vacancies**

Should a vacancy occur, the Chair shall appoint an ARNA member to complete the unexpired term.

56 **Section 5. Chair of the ARNF Board**

57 The Chair shall be: the spokesperson for the ARNF, appoint committees and task forces, and  
58 preside at meetings of the Board. The Chair may sign with the Secretary-Treasurer or the Vice Chair and the  
59 authorized agent, deeds, mortgages, contracts, or other instruments which the Board has authorized to be executed.  
60 The Chair shall oversee ARNF publications.

61 **Section 6. Vice Chair**

62 In the absence of the Chair or in the event of an inability to act, the Vice Chair shall perform the duties of the office  
63 and shall have the powers and be subject to the restrictions of the Chair. The Vice Chair shall be responsible for all  
64 fundraising activities approved by the ARNF Board.

65 **Section 7. Secretary-Treasurer**

66 The Secretary-Treasurer shall record, maintain and distribute records of the Board meetings, and shall be  
67 accountable to the Board for all fiduciary responsibilities related to ARNF.

68 **Section 9. Executive Administrator**

69 The ARNF Executive Administrator shall manage the day-to-day operational activities according to policies  
70 established by the Board. The Executive Administrator is an ex officio member of the Executive Committee and the  
71 Board.

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**ARTICLE V**

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**BOARD OF TRUSTEES**

75 **Section 1. General Powers**

76 The affairs of ARNF shall be governed by the Board of Trustees, through supervision, control and direction. The  
77 Board shall determine policies within the limits of these bylaws; shall actively pursue its purposes; and, have  
78 discretion in the disbursement of ~~its~~ funds. The Board shall adopt policies and procedures for execution of its  
79 business.

80 **Section 2. Composition, Tenure and Qualifications**

81 The Board of Trustees shall consist of six (6) elected members, and one non-voting ex-officio member (the ARNF  
82 Executive Administrator). At least three (3) of the elected members shall be members of the Arkansas Nurses  
83 Association. The Trustees shall serve for two (2) year terms and not exceed eight (8) consecutive years.

84 Trustees should be leaders representing nursing professionals and community donors and benefactors. Each Trustee  
85 shall hold office until a successor is duly elected and takes office.

86 **Section 3. Meetings**

87 The ARNF Board shall hold one on-site annual meeting. The Chair shall provide the date, time and place for the  
88 meeting. Special meetings of the Board may be called at the request of the Chair or two (2) Trustees having voting  
89 rights. Notice of a special meeting of the Board shall state the time, date and place and shall be given at least five (5)  
90 days prior to the meeting date. The Board meetings may be conducted by telephone or electronic conference.

91 **Section 4. Quorum**

92 A majority of the voting members of the Board shall constitute a quorum for the transaction of business.

93 **Section 5. Manner of Acting**

94 The act of a majority of Board voting members present at a meeting, at which a quorum is present, shall be the act of  
95 the Board of Trustees, except where otherwise provided by law or by these bylaws. Any action requiring a vote of  
96 the Board may be taken by telephone, electronic or mail ballot.

97 **Section 6. Removal**

98 After any third consecutive absence from a scheduled meeting, the Trustee will be contacted by the Secretary-  
99 Treasurer to submit a written verification to serve. The Board of Trustees shall take further action if nothing is  
100 received in writing and or the trustee fails to attend the next scheduled meeting.

101 **Section 7. Term Limited Vacancies**

102 When a vacancy occurs on the Board, any member, including the Executive Administrator, may submit nominations.  
103 A nominee receiving a majority of the votes shall be elected.

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**ARTICLE VI**

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**ADVISORY BOARD**

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

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**ARTICLE VII**

**COMMITTEES**

**Section 1. Executive Committee**

The Chair, Vice Chair, Secretary-Treasurer, and Executive Administrator shall constitute the Executive Committee. The Executive Administrator is a non-voting ex officio member. The Executive Committee may exercise the powers of the Board while the board is not in session, reporting to the board any action taken as soon as possible. The ARNF Chair shall be the Chair of the Executive Committee. A minimum of two (2) members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the Chair or by an Executive Committee member.

**Section 2: Finance Committee**

The ARNF Chair appoints members of the Finance Committee for a minimum of two (2) years. The ARNF Secretary-Treasurer serves as Chair of the Finance Committee. The primary function of the Committee is to ensure the financial integrity and solvency of ARNF. The ARNF Vice Chair shall be a voting member of the Finance Committee. The ARNF Chair and Executive Administrator are ex-officio advisors to the Committee. Members may also include other individuals appointed by the ARNF Chair.

**ARTICLE VIII**

**AMENDMENTS**

These bylaws may be revised or amended by a two-thirds (2/3) majority of the Trustees present at a meeting.

- ARNF Bylaws:
- R &R- 10/14 R/A -
- 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