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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 Arkansas nurses to promote continuing professional development.

Section 3. Purposes

The purposes of the ARNF shall be to:

- a. Advance nursing practice,
- b. Award grants to 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 the ARNF shall benefit or be distributed to its trustees or officers; exceptions being reimbursement of Board responsibilities and the ARNF expenses.
- b. The 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.

ARTICLE II

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REGISTERED OFFICE AND AGENT

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

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ARTICLE III

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MEMBERS

34 The Arkansas Nurses Foundation shall have no members.

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ARTICLE IV

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OFFICERS

37 **Section 1. Officers**

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

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

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

49 **Section 3. Removal**

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

52 **Section 4. Vacancies**

53 Should a vacancy occur, the Chair shall appoint an Arkansas Nurses Association member to complete
54 the unexpired term.

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

56 The Chair shall be: the spokesperson for the ARNF, appoint committees and task forces, and preside at

57 the meetings of the Board. The Chair may sign with the Secretary-Treasurer or the Vice Chair and the
58 authorized agent, deeds, mortgages, contracts, or other instruments which the Board has authorized to be
59 executed. The Chair shall oversee the ARNF publications.

60 **Section 6. Vice Chair**

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

64 **Section 7. Secretary-Treasurer**

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

67 **Section 9. Executive Administrator**

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

71

ARTICLE V

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BOARD OF TRUSTEES

73 **Section 1. General Powers**

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

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

79 The Board of Trustees shall consist of six (6) elected members, and one non-voting ex-officio member
80 (the ARNF Executive Administrator). At least three (3) of the elected members shall be members of the
81 Arkansas Nurses Association. The Trustees shall serve for two (2) year terms and not exceed eight (8)
82 consecutive years. Trustees should be leaders representing nursing professionals and community donors
83 and benefactors. Each Trustee shall hold office until a successor is duly elected and takes office.

84 **Section 3. Meetings**

85 The ARNF Board shall hold at least one meeting per calendar year. The Chair shall provide the date, time
86 and place for the meeting. Special meetings of the Board may be called at the request of the Chair or two
87 (2) Trustees having voting rights. Notice of a special meeting of the Board shall state the time, date, and
88 place and shall be given at least five (5) days prior to the meeting date. The Board meetings may be
89 conducted in-person or virtually.

90 **Section 4. Quorum**

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

92 **Section 5. Manner of Acting**

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

96 **Section 6. Removal**

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

100 **Section 7. Term Limited Vacancies**

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

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ARTICLE VI

104

ADVISORY BOARD

105 The Board of Trustees may appoint an Advisory Board to serve as an advisory body. The Advisory
106 Board members need not be members of the Arkansas Nurses Association. The Advisory Board shall meet
107 at such times and places as may be determined by the Board of Trustees. Member of the Advisory Board
108 may serve on committees appointed by the Board of Trustees pursuant to Article VII, Section 2.

109

ARTICLE VII

110

COMMITTEES

111 **Section 1. Executive Committee**

112 The Chair, Vice Chair, Secretary-Treasurer, and Executive Administrator shall constitute the Executive

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

118 **Section 2. Finance Committee**

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

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ARTICLE VIII

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AMENDMENTS

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

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132 ARNF Bylaws:

133 R &R- 10/14 RIA-

134 A- BOD-7/10; R- 07/2009; RIA- 07/05; RIA- 02/99;

135 RIA- 10/98; RIA- 5/97; RIA- 1 0/97; RIA-1 0/96

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