

Foundation of New York State Nurses, Inc.

BYLAWS

Article 1 – Name and Purposes

Section 1. Name

The name is Foundation of New York State Nurses, Inc.

Section 2. Purposes

Foundation's purposes are exclusively charitable, educational, literary and scientific, to accomplish to the extent compatible with these purposes and lawfully permissible, these things:

- 1) increase public knowledge and understanding of nursing and the nursing profession and of the sciences and arts upon which human health depends;
- 2) advance the educational and professional standards of nursing and nurses;
- 3) engage in studies, surveys and research;
- 4) establish and maintain a collection of books, periodicals, reference materials and papers;
- 5) publish educational, literary and scientific materials;
- 6) make grants to individuals for study, instruction, research and other pursuit of nursing;
- 7) make grants to public and private not-for-profit charitable, educational, literary or scientific organizations or institutions;
- 8) to solicit, establish, maintain and administer funds necessary to accomplish these purposes;
- 9) to do all things lawfully necessary or appropriate to complete accomplishment of these purposes in their broadest permissible sense.

Article II - Board of Trustees

Section 1. Powers and Duties

The Board of Trustees manages the Foundation, its property, its business and its affairs, appoints a chief executive officer and defines the responsibilities of the chief executive officer and, except as otherwise stated in the Certificate of Incorporation, these bylaws or applicable public law, possesses all power and responsibility necessary or appropriate to effective execution of these trusts and to accomplishments of the Foundation's purposes.

Section 2. Composition

The Board of Trustees consists of at least nine members, four of whom are officers.

Section 3. Qualification

To qualify for election as a trustee, an individual must be (1) supportive of the purposes of the Foundation, (2) capable of contributing to fulfillment of its purposes, (3) capable of exercising powers and duties of the trustees as specified in these bylaws.

Section 4. Election

The Board of Trustees elects the trustees. Elections are held to fill vacancies created by: resignation or death of a trustee; removal of a trustee for cause; increase in number of trusteeships.

Section 5. Term

A trustee's term commences upon election and continues until his or her resignation, death or removal.

Section 6. Compensation

No trustee may receive any compensation from the Foundation or have any pecuniary interest in any Foundation property, business or affair.

Section 7. Meeting

- a) The trustees meet regularly four times a year at such date, time and place determined by the Board of Trustees.**
- b) The trustees meet specifically when the Foundation president or any two trustees call such a meeting.**
- c) The trustees may take any required or permitted action without a meeting, provided such action is ratified by vote of the Board of Trustees at its next regular meeting.**

Section 8. Quorum

A majority of the trustees, one of whom shall be the president or vice president, shall constitute a quorum.

Section 9. Executive Committee

There shall be an Executive Committee of the Board of Trustees which shall have all the powers of the Board of Trustees to transact business of an emergency nature between regular meetings. The officers and one trustee at large constitute the Foundation's Executive Committee.

Article III – Officers

Section 1. Officers

The Foundation's officers are a president, vice president, a treasurer, a secretary and such additional officers as the trustees may from time-to-time elect.

Section 2. Election

The trustees elect the officers at the mid-year meeting of the calendar year and may elect an officer to fill a vacant position at any meeting.

Section 3. Term

The term of each office shall be two years. Service in the same office shall be limited to three consecutive terms. An officer's term commences upon election and continues until his or her successor is elected or until his or her resignation, death or removal.

Section 4. Powers and Duties

Except as the trustees may otherwise determine, each officer possesses such powers and responsibility as generally attaches to his or her office.

- a) President. The president chairs the Board of Trustees and Executive Committee, presides at all meetings, has general responsibility to manage Foundation's affairs, serves as ex officio member of all committees (except Nominating Committee) and serves as the official representative of the Foundation.**
- b) Vice President. In the absence of the president the vice president shall assume the duties as specified in Article III, Section 4(a).**
- c) Treasurer. The treasurer shall be responsible for the fiscal affairs of the Foundation and the chief executive officer shall assume such duties in conjunction with the work of the treasurer as shall be designated by the Board of Trustees.**

d) Secretary. The secretary shall be responsible for all minutes, records and notifications and the chief executive officer shall assume such duties in connection with the work of the secretary as shall be designated by the Board of Trustees.

Article IV – Fiscal Year

The Foundation’s fiscal year shall begin on January 1 and end on December 31.

Article V – Parliamentary Authority

Robert’s Rules of Order, Revised, then-current edition, is the parliamentary authority for every membership, trustees or committee meeting.

Article VI – Amendments

Section 1.

All proposed amendments shall be in the possession of the trustees at least thirty days before the date of the meeting at which such vote will be taken.

These bylaws may be amended at any meeting of the Board of Trustees by a two-thirds vote of the entire board.

Section 2.

These bylaws may be amended without previous notice at any Board of Trustees meeting by unanimous vote of the entire Board of Trustees.

CAW/lds

6/21/96

Approved by Board of Trustees 1/29/82

Revised and Approved by the Board of Trustees 4/30/92

Revised and Approved by the Board of Trustees 11/19/04