

FOUNDATION OF NEW YORK STATE NURSES, INC.

BYLAWS

ARTICLE I – PURPOSES

Section 1.

Purpose: The purposes for which this Corporation is organized are those set forth in the Certificate of Incorporation and any amendments to said articles.

- 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) provide grants to individuals for study, instruction, research and other pursuit of nursing;
- 7) provide grants to public and private not-for-profit charitable, educational, literary or scientific organizations or institutions;
- 8) solicit, establish, maintain and administer funds necessary to accomplish these purposes;
- 9) do all things lawfully necessary or appropriate to complete accomplishment of these purposes in their broadest permissible sense.

Section 2.

Mission: The Mission of the Foundation of New York State Nurses, Inc. (“Foundation”) promotes nursing leadership, research, and education to enhance the health and well-being of New Yorker’s through preservation of its history and advancement of the profession.

Section 3.

Limitations: The Foundation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code. The Foundation is not formed for pecuniary profit or for financial gain. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of this Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code (or corresponding section) of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

ARTICLE II - DIRECTORS

Section 1.

Function.

All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the board of directors.

Section 2.

Qualification.

The board of directors shall consist of not fewer than nine (9) directors. Members of the board must be comprised of at least 2/3 registered professional nurses.

Section 3.

Presumption of Assent.

A director of the Foundation who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- a.) Such board member objects, at the beginning of the meeting or promptly upon arrival, to holding the meeting or transacting specified affairs at the meeting; or
- b.) Such director votes against or abstains from the action taken.

Section 4.

Election and Term.

All directors elected to the board shall be elected for a term of three (3) years unless otherwise provided in these bylaws and may serve three (3) terms for a total of nine (9) years. After a period of one (1) year following completion of three (3) terms, a member may again serve three (3) terms. The term for all directors shall begin on the day of their election and shall conclude upon the election of their successors.

Section 5.

Vacancies.

Any vacancy occurring on the board of directors may be filled by the affirmative vote of 2/3 of the entire board. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office. Any directorship to be filled by

reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs; however, the director may not take office until the vacancy occurs.

Section 6.

Removal and Resignation of Directors.

6.1 Removal.

Any member of the board of directors may be removed from office by a 2/3 vote of the entire board of directors when, in its judgment, the best interest of the Foundation may be served. The notice of a meeting of the board to recall a board member or members of the board of directors shall state the specific director(s) sought to be removed. Any such proposed removal of a director at a meeting shall be made by separate vote for each board member sought to be removed. Any director removed from office shall turn over to the board of directors within 48 hours any and all records of the Foundation in his/her possession.

6.2 Resignation.

A director may resign at any time by delivering written notice thereof to the President of the board of directors. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.

Section 7.

Quorum and Voting.

A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors, unless the action requires a majority or 2/3 vote of the entire board.

Section 8.

Executive and Other Committees.

A resolution, adopted by a majority of the entire board of directors, may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the board of directors to the extent provided in such resolution except as is provided by law.

Section 9.

Notice. Time and Call of Meetings.

Regular meetings of the board of directors will be held with notice on such dates as are designated by the board of directors, but not less than four (4) times per year. Written notice of the time and place of special meetings of the board of directors will be given to each director either by personal delivery, e-mail or first class mail.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment.

Meetings of the board of directors may be called by the President, or an officer of the Foundation board. Meetings **must** be called by President, or an officer of the board, if at least five board members request a meeting be called and make such request in writing to the President or officer.

Section 10.

Actions by the Board.

10.1 Actions by the Board at a Meeting.

The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors, unless the action requires a majority vote of the entire board.

Actions requiring a 2/3 majority of the entire board include:

- a.) The amendment of the corporate bylaws;
- b.) The election of officers and/or directors;
- c.) The removal of officers and/or directors;
- d.) Purchase/sale of real property.

Any one or more members of the board or of any committee thereof who is not physically present at a meeting of the board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication.

Participation by such means shall constitute an “in-person” presence at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

10.2 Actions by the Board Without a Meeting

Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee. Such consent will have the same effect as a unanimous vote.

10.3

One or more persons may participate in a meeting of the board by means of telephone or similar communications equipment by means of which all persons participating in the meeting can

hear each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 11.

Interested Directors and Related Party Transactions.

The Foundation may not enter into any related party transaction unless the transaction is determined to be fair and reasonable and in the Foundation's best interest at the time of such determination. The Foundation shall adopt and maintain a policy for the approval or disapproval of related party transactions and said policy shall be deemed to be incorporated herein.

ARTICLE III - OFFICERS

Section 1.

Officers.

The officers of the Foundation shall be elected every three years and will be comprised of the following: President, Vice-President, Secretary, and Treasurer.

If a vacancy shall occur for an officer position, the board shall have the authority to elect a successor upon the approval of 2/3 of the entire board.

Section 2.

Duties.

The officers of the Foundation will have the following duties:

- a.) The President will generally and actively oversees the business and affairs of the Foundation subject to the directions of the board of directors. Said officer will preside at all meetings of the board of directors;
- b.) The Vice-President will in the event of the absence or inability of the president to exercise his office, become acting president of the Foundation with all the rights, privileges and powers as if said person had been duly elected the President;
- c.) The Secretary will oversee staff and ensure that they maintain all of the corporate and financial records. Furthermore, said person will record the minutes of all meetings of the members and board of directors, send all notices of meetings and perform such other duties as may be prescribed by the board of directors or the president. Furthermore, said officer shall be responsible for authenticating records of the Foundation;
- d.) The Treasurer shall retain oversight of all corporate funds, financial records, and disbursements and render accounts thereof at the annual meetings of members and whenever else required by the board of directors or the president, and perform such other duties as may be prescribed by the board of directors or the president.

Section 3.

Removal and Resignation of Officers.

An officer elected may be removed by a 2/3 vote of the board of directors, when in its judgment, the best interest of the Foundation may be served.

Any officer may resign at any time by delivering written notice to the President. Said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Foundation accepts the future effective date, the Foundation board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy.

Section 4.

Term of Office.

All officers shall be elected and serve a three (3) year term, and may serve for two (2) consecutive terms in the same office.

Section 5.

Election of Officers.

Officers shall be elected at the last meeting of the calendar year

ARTICLE IV – COMMITTEES

Section 1.

Standing Committees

The Standing Committees of the Foundation are: Executive Committee, Finance Committee, Audit Committee, Governance Committee, and Nominating/Elections.

- a.) Each committee must consist of no fewer than three (3) directors;
- b.) Members of standing committees shall be appointed by the board President for a one (1) year term or, in the case of appointments due to vacancy(ies), from the time of appointment, and ending at the close of the fiscal year;
- c.) The chair of the Finance Committee shall be the Treasurer;
- d.) The chairs of all other standing committees shall be annually appointed by the board President from the members of the committee for a term beginning at the time of the appointment and ending at the close of the fiscal year;

Section 2.

Other Committees

The board President and/or the board of directors have the authority to establish such other committees as may be necessary from time to time. Each committee shall consist of at least 3 directors.

- a.) Members of Special Committees shall be appointed by the board President, for a term beginning at the time of the appointment and ending at the close of the fiscal year, or sooner if the special committee work is completed.
- b.) The chairs of special committees shall be appointed from the committee membership for a term beginning at the time of the appointment and ending at the close of the fiscal year.
- c.) The Executive Director is an 'ex officio' member of all other committees herein provided or created by future action of the board President and/or the board of directors.

Section 3.

Executive Committee

The board of directors shall elect an Executive Committee and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Foundation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

The Executive Committee shall have, and may exercise, all the powers of the board between meetings of the board, except that it shall not have authority to:

- a.) Fill vacancies in the board or in any committee.
- b.) Amend or repeal these bylaws, or adopt new bylaws.
- c.) Amend or appeal any resolution of the board unless, by its terms, such resolution is so amendable or repealable.
- d.) Purchase or sell property.

The Executive Committee shall consist of the four (4) officers and one (1) Director at Large.

Section 4.

Finance Committee.

The Finance Committee shall provide financial oversight for the Foundation, including budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. In addition the committee shall also:

- a.) Review budgets initially prepared by the Treasurer and Finance Committee, to help develop appropriate procedures for budget preparations (such as meaningful involvement by staff), and on a consistency between the budget and the Foundation's plans;
- b.) Report to the board any financial irregularities, concerns, opportunities;
- c.) Recommend financial guidelines to the board (such as to establish a reserve fund or to obtain a line of credit for a specified amount);
- d.) Work with staff to design financial reports and ensure that reports are accurate and timely;
- e.) Oversee short and long-term investments, unless there is a separate investments committee; and

- f.) Advise the executive director and other appropriate staff on financial priorities and information systems, depending on committee member expertise.

Section 5.

Audit Committee.

The Audit Committee shall oversee the accounting and financial reporting processes of the Foundation and the audit of the Foundation's financial statements. It will also oversee the preparation of IRS Form 990 and seek board approval for its filing annually.

The Audit Committee shall also oversee the adoption, implementation of, and compliance with any conflict of interest policy and whistleblower policy adopted by the Foundation. Only independent directors may participate in any deliberations by this committee or voting relating to matters set forth herein.

Section 6.

Governance Committee

The governance committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board of directors. The work of the committee revolves around the following five major areas:

1. Board Role and Responsibilities
 - a.) Leads the board in regularly reviewing and updating the board's statement of its roles and areas of responsibility, and what is expected of individual board members;
 - b.) Assists the board in periodically updating and clarifying the primary areas of focus for the board, shapes the board's agenda for the next year or two -- based on the strategic plan.
2. Board Composition
 - a.) Leads in assessing current and anticipated needs related to board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider in order to accomplish future work of the board;
 - b.) Develops a profile of the board as it should evolve over time;
 - c.) Identifies potential board member candidates and explores their interest and availability for board service;
 - d.) Where appropriate, nominates individuals to be elected as members of the board;
 - e.) In cooperation with the board chair, contacts each board member to assess his or her continuing interest in board membership and term of service and works with each board member to identify the appropriate role he or she might assume on behalf of the Foundation.
3. Board Knowledge
 - a.) Designs and oversees a process of board orientation, including gathering information prior to election as board member and information needed during the early stage of board service;

- b.) Designs and implements an ongoing program of board information and education.
- 4. Board Effectiveness
 - a.) Initiates periodic assessment of the board's performance. Proposes, as appropriate, changes in board structure and operations;
 - b.) Provides ongoing counsel to the board chair and other board leaders on steps they might take to enhance board effectiveness;
 - c.) Regularly reviews the board's practices regarding member participation, conflict of interest, etc., and suggests improvements as needed;
 - d.) Periodically reviews and updates the board's policy guidelines and practices.
- 5. Board Leadership
 - a.) Takes the lead in succession planning, taking steps to recruit and prepare future board members.

Section 7.

Nominating/Elections Committee

The Committee shall also be responsible for:

- a.) Determining the number of open seats for an upcoming year on the board of directors;
- b.) Evaluating organizational leadership needs and contacting prospects regarding their potential interest in serving as board member;
- c.) Finalizing a proposed slate of members to serve on the board of directors;
- d.) Evaluating the needs for officers of the Foundation to fill openings for President, Vice President(s), Secretary and Treasurer and proposing a slate of candidates for election to these positions;
- e.) Assuring the elections are carried out according to the bylaws.

Section 8.

Ad-Hoc Committees

The Foundation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees must consist of at least three (3) board members and may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 9.

Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for

regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Section 10.

Action by a Committee Without a Meeting

Whenever under the Not-For-Profit Corporation Law a committee is required or permitted to take any action by vote, such action may be taken without a meeting if all committee members consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consent thereto by the members of the committee may be done by electronic means and shall be filed with the minutes of its proceedings.

Section 11.

Quorum and Manner of Acting

Unless otherwise provided by resolution of the board or these bylaws, a committee must have no fewer than three members who are board members present. A majority of all members of a committee shall constitute a quorum for the transaction of business, and the vote of a majority of all of the committee members of such committee in attendance shall be the act of the committee.

ARTICLE V – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1.

Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Foundation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2.

Checks and Notes

Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Foundation shall be signed by the Executive Director and/or the President.

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 directors may select.

Section 4.

Gifts

The Executive Director may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the nonprofit purposes of this Foundation.

ARTICLE VI- BOOKS AND RECORDS

Section 1.

Corporate Records.

The Foundation shall keep as records minutes of all meetings of board of directors, and committees. Furthermore, the Foundation will maintain the following records in written form or in another form capable of conversion into written form within a reasonable time: (i) accurate accounting records; (ii) a copy the Foundation's articles of incorporation and all amendments thereto currently in effect; (iii) a copy of the Foundation's bylaws or restated bylaws and all amendments thereto currently in effect; (iv) A list of the names and business street, or home if there is no business street addresses of current directors and officers.

ARTICLE VII - EMERGENCY POWERS AND EMERGENCY BYLAWS

The board of directors of the Foundation may adopt bylaws to be effective only in an emergency. An emergency exists if a quorum of the Foundation's directors cannot readily be assembled because of some catastrophic event. The emergency bylaws may make all provisions necessary for managing the Foundation during an emergency, including procedures for calling a meeting of the board of directors, quorum requirements for the meeting, and designation of additional of substitute director(s). The board of directors, either before or during any such emergency may provide, and from time to time modify lines of succession if during such emergency any or all officers or agents of the Foundation are for any reason rendered incapable of discharging their duties. All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends. Actions taken by the Foundation in good faith in accordance with the emergency bylaw have the effect of binding the Foundation and may not be used to impose liability on a corporate director, officer, employee, or agent. In anticipation of or during any emergency, the board of directors may modify lines of succession to accommodate the incapacity of any director, officer, employee of agent; relocate the principal office or designate alternative principal offices of regional offices or authorize the officers to do so. Unless emergency bylaws otherwise provide, it is hereby provided that:

- a.) Notice of a meeting of the board of directors need be given only to those directors who it is practicable to reach and may be given in any practicable manner;
- b.) One or more officers of the Foundation present at a meeting of the board of directors may be deemed to be directors of the meeting in order of rank and within the same rank in order of seniority as necessary to achieve a quorum; and
- c.) The director or directors in attendance at a meeting or any greater number affixed by the emergency bylaws constitute a quorum.

Corporate action taken in good faith during an emergency described herein to further the ordinary affairs of the Foundation bind the Foundation and may not be used to impose liability on a corporate director, office employee or agent. An officer, director or employee acting in accordance with any emergency bylaws is only liable for willful misconduct.

ARTICLE VIII - DISTRIBUTION AND COMPENSATION

Section 1.

Dividends.

No dividend may be paid, nor any part of the income or profit of the Foundation, may be distributed to its members, directors, or officers.

Section 2.

Compensation.

The Foundation may pay compensation in a reasonable amount to its staff, directors or officers for services rendered, and upon dissolution or final liquidation, may make distributions as permitted under New York Law. Any such payment, benefit, or distribution does not constitute a dividend or distribution of income or profit.

ARTICLE IX- TRANSACTION OF BUSINESS

Section 1.

The Foundation shall make no purchase of real property, nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the board of directors. Unless otherwise restricted by these bylaws, no vote or consent of the members shall be required to make effective such action by the board.

Section 2.

Whenever the lawful activities of the Foundation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make incidental revenue. All such incidental revenues shall be applied to the maintenance and operation of the lawful activities of the Foundation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the Foundation.

ARTICLE X - MISCELLANEOUS PROVISIONS

Section 1.

The fiscal year of the Foundation shall be January 1 through December 31.

ARTICLE XI- INDEMNIFICATION

Section 1.

The Foundation shall indemnify each person who is or was a director, officer, or employee of the Foundation, or of any other corporation which he/she served as such at the request of the Foundation, against any and all liability and reasonable expenses that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Foundation or such other corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as a party or otherwise, by reason of his/her being or having been a director, officer, or employee of the Foundation or of such other corporation, or by reason of any past or future action taken or not taken while in his/her capacity as such director, officer or employee, whether or not he/she continues to be such at the time such liability or expense is incurred, provided such person acted in good faith in what he/she reasonably believed to be the best interests of the Foundation or such other corporation, as the case may be and, in addition, in any criminal action or proceeding, where he/she had no reasonable cause to believe that his/her conduct was unlawful. As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by, a director, officer or employee, other than amounts paid to the Foundation itself or to such other corporation served at the Foundation’s request.

The Foundation shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person, including any director, officer or key employee as that term is defined by the Not-for-Profit Corporation Law of New York State, establishes, or the board of directors in good faith, or a committee of the board thereof, determines, that such person’s acts were committed in bad faith or were the result of willful or intentional conduct, active and deliberate dishonesty and were material to the cause of action so adjudicated or that he/she personally garnered any financial profit or other advantage to which he/she was not legally entitled.

Section 2.

The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction, or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer or employee did not meet the standards of conduct set forth in the first sentence of this Article, except where there shall have been a judgment rendered specifically finding that the action or conduct of such director, officer or employee constituted gross negligence or misconduct.

Section 3.

Any such director, officer or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Foundation, but only if (1) the board of directors, acting by a quorum consisting of directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the director, officer or employee has met the standards of conduct set forth in the first sentence of this Article, or (2) independent

legal counsel (who may be the regular counsel of the Foundation) shall deliver to it their written advice, that, in their opinion, such director, officer or employee has met such standards. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the Foundation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XII- PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 1.

The Foundation is formed exclusively for purposes for which a corporation may be formed under Section 501(c) of the Internal Revenue Code (or the corresponding section of any future federal tax code) and not for pecuniary or financial gain.

Section 2.

No part of the assets, income or profit of the Foundation shall be distributable to, or inure to the benefit of, its members, directors or officers, except to the extent, if any, under the Non-Profit Corporation Law and Section 50 of the Internal Revenue Code.

Section 3.

The Foundation shall not operate any listing service for its members, or take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

Section 4.

Upon the dissolution of the Foundation, no member, director or officer shall be entitled to any distribution of its remaining assets, rather its assets shall be distributed to such organizations as are exempt under the provisions of Section 501(c) of the Internal Revenue Code (or corresponding section of any future federal tax code), as may have an exempt purpose similar to the purposes for which this corporation is organized.

Section 5.

No part of the activities of the Foundation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, (including the

publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIII- AMENDMENTS

Section 1.

Bylaws may be adopted, amended or repealed by a majority vote of the entire board of directors.

ARTICLE IX – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order, Revised, then-current edition, is the parliamentary authority for the meetings of the Board of Directors and Committee Meetings.

Adopted this _____ day of _____, 2016

ATTEST:

/s/

, Secretary

I certify the foregoing to be the true and correct bylaws of the Foundation of New York State Nurses, Inc.

APPENDIX A

Bylaws and Corporate Policy Definitions

1. Charitable Corporation.

Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type “B” or “C” Corporations, as well as former Type “D” with charitable purposes.

2. Non-Charitable.

Any Not-for-Profit Corporation formed, or deemed to be formed, for other than the purposes of a Charitable Corporation, including, but not limited to one formed for any one, or more of the following non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, or animal husbandry, or for the purpose of operating a professional, commercial, industrial, trade or service Foundation, including those formerly considered by the Not-for-Profit Corporation Law to be Type “A” Corporations, as well as former Type “D” with Non-Charitable purposes.

3. Related Party.

A “Related Party” means (i) any director, officer or key employee of the Corporation, or any Affiliate; (ii) any Relative of any director, officer or key employee of the Corporation, or any Affiliate; or (iii) any entity in which any individual described in clauses (i) and (ii) herein has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

4. Affiliate.

An “Affiliate” of the Corporation means any entity controlled by, in control of, or under common control with, the Corporation.

5. Director.

A “Director” means any member of the governing board of the Corporation, whether designated as director, manager, governor, or by any other title.

6. Officer.

An “Officer” means any director, manager, governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or bylaws.

7. Key Employee.

A “Key Employee” means any person who is in a position to exercise substantial influence over the affairs of the Corporation.

8. Relative.

A “Relative” of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren,

great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.

9. Related Party Transaction.

A “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation, or any Affiliate, is a participant. The assessment of, and any determination concerning, any related party transaction, must be considered in strict compliance with the adopted policies and procedures of the Corporation.

10. Entire Board.

The “Entire Board” means the total number of directors entitled to vote which the Corporation would have if there were no vacancies. If the bylaws provide that the board of directors shall consist of a fixed number of directors, then the “Entire Board” shall consist of that number of directors. If the bylaws provide that the board may consist of a range between a minimum and maximum number of directors, then the “Entire Board” shall consist of the number of directors within such range that were elected as of the most recently held election of directors.

11. Independent Director.

An “Independent Director” means a director who:

i. is not, and has not been within the last three (3) years, an employee of the Corporation or an Affiliate of the Corporation and does not have a relative who is, or has been within the last three (3) years, a key employee (as defined by these bylaws) of the Corporation or an Affiliate;

ii. has not received, and does not have a relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation or an Affiliate (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director if permitted by statute and regulation; and,

iii. is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an Affiliate of the Corporation for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this definition the term “payments” does not include charitable contributions.

12. Independent Auditor.

An “Independent Auditor” means any Certified Public Accountant performing the audit of the financial statements of the Corporation who is not, nor is any member of his/her firm, an officer, director, employee or volunteer of the Corporation or has a relative who is such an individual.