

Bylaws of the Idaho Nurses Foundation, Inc.

Article I. Name

The name by which this corporation shall be known is the Idaho Nurses Foundation, Inc. (hereinafter called the Foundation).

Article II. Purpose

The Idaho Nurses Foundation is organized exclusively for charitable, scientific, philanthropic, literary, and educational purposes.

Section 1. Functions and Objectives. The particular purpose, functions and objectives shall be:

- A. To increase public knowledge and understanding of professional nursing.
 - 1. Through scholarships, fellowships and loans
 - 2. By supporting studies, surveys and research
 - 3. Through grants to public and private non-profit nursing and educational institutions
 - 4. By supporting a library or libraries
 - 5. By supporting publications of essays, reports and other scientific, educational and literary works
 - 6. By all other approved means.
- B. To support or distribute relief among nurses in the event of state or national disaster.

Article III. Members

Section 1. Purpose. The members shall:

- A. Serve as the official voting body of the foundation.
- B. Elect the Board of Trustees and officers as provided for in these bylaws.
- C. Review:
 - 1. Report from the President of the Board of Trustees
 - 2. An audited statement of the Foundation's financial condition
 - 3. The priorities and program objectives
 - 4. The financial and investment policies
 - 5. Annual financial report of the Foundation.

Section 2. Composition and Qualifications.

- A. The membership of the Foundation shall be comprised of all members of the Board of Directors of the Idaho Nurses Association, and

- B. Any member of INA appointed or elected to an INF Board or Committee (with a current signed consent to serve on file) automatically becomes a member of INF for the duration of that appointment or election.

Section 3. Terms of Office. A member shall continue to be such until the member shall cease to be on the Board of Directors of the Idaho Nurses Association or an elected or appointed officer or member of an INF committee.

Section 4. Meetings.

- A. The members of the Foundation shall meet annually.
- B. The annual meeting of the members shall be chaired by the President of the Idaho Nurses Foundation or, in the absence of the President, by the Vice President.
- C. Except as otherwise required, notice of the time, place and purpose of each annual meeting of the members shall be given to each member at least thirty (30) days before the day on which the meeting is to be held.

Section 5. Special Meetings. A special meeting of the members for any purpose or purposes, unless otherwise proscribed by statute or by the Certification of Incorporation, may be called any time, with at least twenty (20) days' notice, by a majority of members of the Foundation's Board of Trustees. All special meetings of the members shall be held at such place or places within the state of Idaho as may from time to time be fixed by the members and specified in the respective notices thereof, or as may be fixed in the respective waivers of notice thereof.

Section 6. Quorum. At each meeting of the members of the Foundation, a majority of the Board of Trustees, with either the President or Vice President present, and such members as are present, shall constitute a quorum for the transaction of business.

Section 7. Nominations. The Committee on Nominations for the Board of Trustees shall be appointed by the members from among their number.

Section 8. Voting. Except as otherwise provided by the Certification of Incorporation or by these Bylaws or by the laws of the State of Idaho, at every meeting of the members, each member of the Foundation shall be entitled to cast one vote, and all matters coming before any meeting of the members of the Foundation at which a quorum is present shall be decided by a vote of a majority of the members present.

**Article IV.
Board of Trustees**

Section 1. Purpose. The Board of Trustees shall manage the business affairs and fulfill the purposes of the Foundation, and may exercise all such powers of the Foundation and do all such lawful acts and things except those directed or required to be exercised or done by the members, as specified by statute, by the Certification of Incorporation or by these bylaws.

Section 2. Functions.

- A. Arrange and contract for management and clerical support.
- B. Appoint appropriate committees
- C. Develop programs and priorities
- D. Develop policies
- E. Provide an annual report to the members
- F. Approve all stipulations that may accompany dedicated donations.

Section 3. Composition.

- A. The Board of Trustees shall consist of not less than three (3) or more than nine (9) who are elected by the members. Two members of the Board of Trustees shall be members of the Board of Directors of the Idaho Nurses Association at the time of their initial election to the Board of Trustees.
- B. The Board of Trustees shall consist of the elected officers of the Foundation, the elected president of the Idaho Nurses Association, and non-officer trustees.
- C. One member of the Board of Trustees shall be a nurse educator.

Section 4. Election and Term of Office.

- A. Trustees shall be elected by the members to serve for a two-year term or until a successor is elected.
- B. Half of the trustees shall be elected in the even-numbered years and the remaining number elected in the odd-numbered years.

Section 5. Officers.

- A. The officers of the Foundation shall be a president, a vice president, and a secretary/treasurer or a secretary and a treasurer.
- B. Powers: The officers of the Foundation shall have such powers and duties as generally pertain to their respective offices, except as may be delegated to or modified by the membership.
- C. Election: Each officer shall be elected to a term of two years. The president shall be elected in the odd-numbered years, and the vice president and secretary/treasurer shall be elected in even-numbered years. Elections shall be held annually. In the event that the Board of Trustees elects to have both a secretary and a treasurer, the treasurer will be elected in even numbered years and the secretary will be elected in odd numbered years.
- D. Removal: Any officer may be removed for cause by a two-thirds majority vote of the members.
- E. Vacancies: A vacancy in any office may be filled for the unexpired portion of the term of election by appointment by the Board of Trustees.
- F. There will be an Executive Committee.
 - 1. The Executive Committee will be a standing committee composed of the elected officers of the board (president, vice president, secretary/treasurer, or secretary and treasurer).
 - 2. The Executive Committee will be responsible for transacting routine business and emergency business as necessary to facilitate the mission of the ~~organization~~ Foundation.
 - 3. The Executive Committee will report all business transacted to the Board of Trustees at its next meeting.
 - 4. Meetings will be called by request of the president or at the written request of any two (2) members of the Foundation.
 - 5. Three (3) of the Executive Committee members must be present to constitute a quorum.

Article V. Committees

Section 1. Committees.

- A. The Board of Trustees may create and disband committees, the membership of which need not be restricted to members of the Board of Trustees.
- B. The chairperson of any committee shall be appointed by the President of the Foundation and subject to the approval of the Board of Trustees.
- C. Committees shall report to the Board of Trustees annually and shall assume such duties as are assigned by the Board of Trustees.
- D. Committees exist and are governed by the Idaho Nurses Foundation Board of Trustees.
- E. A majority of the members of any committee shall constitute a quorum of that committee for the purposes of conducting business.
- F. With the exception of the nominating committee, both the president and the vice president of the Foundation shall be ex-officio members of all committees, with voting privileges.
- G. Committees are (1) Florence Whipple Loan and Scholarship, (2) Education, (3) Research, and (4) others as created and approved by the Board of Trustees.
- H. Committees are subject to the bylaws of the Idaho Nurses Foundation and to any additional stipulations that may accompany any dedicated donations.
- I. Funds dedicated to one committee or purpose shall not be diverted to other purposes unless the original purpose no longer exists and will not occur in the foreseeable future.

Section 2. Committee Meetings.

- A. Meetings may be held at such place or places within or outside the State of Idaho as the specific committee may approve.
- B. Except as otherwise required, notice of the time, place and purpose of each meeting shall be given to each member at least 30 days before the day on which the meeting is to be held.

Section 3. Removal. Any committee member may be removed from membership in the committee for cause at any time, by a two-thirds majority vote of the members of the committee present at a scheduled meeting of the membership.

Section 4. Vacancies. Any vacancy or vacancies in a committee shall be filled by appointment by the Board of Trustees for the balance of the unexpired term.

Section 5. Quorum. A majority of committee members, one of whom shall be the committee chair or member of the Board of Trustees, shall constitute a quorum for the transaction of business at any committee meeting.

**Article VI.
Amendments**

These bylaws may be amended or revised by a two-thirds majority vote at any regular or special meeting of the members, provided notice of the proposed amendments or revisions be contained in the meeting.

**Article VII.
Parliamentary Authority**

The rules contained in “Robert’s Rules of Order Newly Revised” shall govern meetings of the Foundation in all cases where they are applicable in which they are not consistent with these bylaws.