

Foundation For Nursing Excellence

Bylaws

Article I. Name and Office

- Section 1.** The name of the corporation is Foundation for Nursing Excellence (The “Foundation”).
- Section 2.** The principal office address of the Foundation is 3700 National Drive, Suite 206, Raleigh, Wake County, North Carolina 27612. The mailing address is Post Office Box 31824, Raleigh, Wake County, North Carolina 27622.
- Section 3.** The registered office may be, but need not be identical with the principal office of the Foundation and the address of the registered office may be changes from time to time as provided by the North Carolina Nonprofit Corporation Act.

Article II. Purpose and Powers

The Foundation is organized as a non-profit corporation under Chapter 55A of the North Carolina General Statutes to receive and administer funds for charitable, scientific, and educational purposes. The Foundation shall have all the powers of a nonprofit corporation under Chapter 55A and any successor statutes. The Foundation is intended to be organized and to operate so as to be exempt from taxation under Section 501(c)3 of the Internal Revenue Code and it shall not undertake any activity prohibited by corporations with that tax status. In particular, the Foundation shall not spend any funds to influence legislation or to influence the outcome of any political campaign.

Article III. Membership

There are no members of the Foundation having voting rights since the Foundation is not a membership organization.

Article IV. Board of Directors

- Section 1.** The business of the Foundation is managed by the Board of Directors consisting of not less than 3 members, who serve as officers, nor more than 15 as fixed from time to time by the Board of Directors. At least half of the Board members shall be nurses licensed to practice in North Carolina and residents of this state.
- Section 2.** Except as otherwise specified in these bylaws, the Board of Directors shall be elected or re-elected by a plurality of the votes of the current Directors at the annual meeting.
- Section 3.** Directors shall be elected for staggered terms of three (3) years each, which shall begin on January 1 of the year following election unless the candidate is filling an unexpired term created by resignation, death or removal of a Director. The Directors may be re-elected to serve 3-year terms thereafter.

- Section 4.** It is the duty of each director to prepare for, attend, and participate in meetings of the Board and committees to which appointment has been accepted.
- Section 5.** The Board of Directors may remove any of its members for neglect of duty, incompetence, or unprofessional conduct by a two-thirds majority of the directors in office immediately preceding such action. Vacancies occurring on the Board may be filled by the members of the Board of Directors even though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- Section 6.**
- Directors shall not be compensated for their services in their capacity as Directors, as such, but the Board of Directors may provide for the payment of expenses incurred in connection with the performance of their duties. Directors may also serve in some other capacity and be compensated in this other role.
- Section 7.** The Board of Directors shall employ, and fix the compensation of, the Chief Executive Officer of the Foundation.

Article V. Meetings

- Section 1.** Meetings will be held at least annually. In addition, the Board of Directors may provide the time and place for holding additional regular meetings. The date, time, and location of the meetings shall be set by the Board of Directors. The election of Directors and Officers occurs at the annual meeting.
- Section 2.** Notice of the annual meeting will be mailed, sent by FAX, sent by email or in any usual means of communication the delivery of which is capable of being confirmed by the Secretary.
- Section 3.** A majority of the Board of Directors constitutes a quorum. A quorum shall be established before business can be transacted or motions made or passed.
- Section 4.** Special or emergency meetings may be called by the Chair or by the Vice-Chair in absence of the Chair, or at the request of any two (2) Directors. Notice of any special meeting shall be given at least 10 days prior to the meeting. In the case of emergency meetings the notice requirement may be waived by agreement of two-thirds of the Directors.
- Section 5.** Any Director may waive notice of any Directors' meeting held without proper call or notice, either before or after the meeting is held. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting.
- Section 6.** A majority of the Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- Section 7.** Any action that is required or permitted to be taken at a meeting of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by written consent signed by each Director before or after such action, describing the action taken and which consents shall be included in the minutes. Action taken as provided in this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed pursuant to this Section has the effect of a meeting vote and may be described as such in any document.
- Section 8.** Any one or more Directors may participate in a meeting of the Board of Directors by means of conference telephone or other electronic means as permitted by law.

Article VI. Officers

- Section 1.** The officers of the Foundation are a Chair, a Vice-Chair, a Secretary, and a Treasurer.
- Section 2.** The officers shall be chosen from the current Directors by a majority vote of the Board of Directors at the annual meeting.
- Section 3.** Each officer shall serve a term of two calendar years. Officers may serve successive terms. Each officer shall hold office until a successor has been duly elected or until resignation, death, completion of term on Board of Directors, disqualification or otherwise removal from the position.
- Section 4.** An officer may resign at any time by communicating the resignation to the Foundation. A resignation is effective when communicated unless it specifies in writing a later effective date.
- Section 5.** An officer may be removed by a majority vote of the Board.

Article VII. Duties of Officers

- Section 1.** The Chair shall perform all duties of the executive officer and shall be responsible to the Board of Directors for carrying out the purposes of the Foundation. The Chair shall call and preside at all meetings and serve as the Chair of the Executive Committee.
- Section 2.** The Vice-Chair shall assist the Chair in the management of the Foundation and shall perform those duties as assigned by the Chair. The Vice-Chair shall act as Chair in absence of the Chair.
- Section 3.** The Secretary shall keep minutes of all meetings, provide notice of meetings, and handle correspondence of the Foundation. The Secretary shall, in general, perform all duties incident to the office and such other duties as may be assigned from time to time by the Board.
- Section 4.** The Treasurer shall have oversight and custody of all funds and assets belonging to the Foundation. The Treasurer shall serve as Chair of the Audit Committee. The Treasurer shall, in general, perform all duties incident to the office and such other duties as may be assigned from time to time by the Board.

Article VIII. Executive Committee

The Executive Committee shall exist as a committee of the whole until such time as the Board of Directors is greater than 8 and until the Directors by a two-thirds vote shall designate a different composition for the Executive Committee, which shall in that event include the officers of the Foundation and at least two additional members of the Foundation. The Executive Committee shall:

1. Approve budgets, provide fiscal oversight and arrange for an audit at a minimum of every 2 years;
2. Adopt policies and procedures to further the purpose of the Foundation
3. Contract for services and monitor contract compliance;
4. Appoint committees, which include standing and ad hoc committees;
5. Approve and maintain minutes;
6. Perform such other functions as are necessary or appropriate to effect the purpose of the Foundation between meetings of the Foundation.

Article IX. Indemnification

To the fullest extent permitted by the North Carolina laws as now in effect or as may hereafter be amended, no person who is serving or who has served as a Director of the Foundation shall be held personally liable for damages incurred by reason of the fact that he or she is or was a director. No amendment to these bylaws, nor the addition of any provision to the bylaws shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or addition.

Article X. Dissolution

Upon dissolution of the Foundation, the entire net assets remaining after satisfaction of any and all liabilities shall be distributed to one or more organizations which themselves are exempt under Sections 501(c)3 of the Internal Revenue Code, the federal government, or to a state or local government or agency thereof exclusively for public purpose.

Article XI. Amendments to Bylaws

- Section 1.** Amendments to these Bylaws shall require the affirmative vote of at least two-thirds of the Board of Directors. Notice of proposed changes must be provided to the Directors at least 10 days in advance of the meeting at which the amendment is to be considered.
- Section 2.** No amendment shall be made which is in conflict with the Constitution and General Statutes of North Carolina.
- Section 3.** Any article or section of the Bylaws may be suspended at any regular or special meeting of the Foundation for that meeting by consent of three-fourths of the Board of Directors.

Article XII. Fiscal

The fiscal year of the Foundation will be July 1 through June 30. The financial records shall be audited at a minimum of every 2 years by an independent CPA firm appointed by the Board. Copies of the audit report will be furnished to each member of the Board of Directors.

Chair

Adopted by the Board of Directors of the Foundation for Nursing Excellence by Directors at organizational meeting as of April 19, 2002
Revised: 10/13/05; 10/31/06; 06/16/09; 06/24/10; 10/14/11; 08/06/12.