



## BYLAWS

### ARTICLE I—NAME, OFFICES, PURPOSE

#### Section 1. Name

The name of the organization, a Michigan not-for-profit corporation, is American Nurses Association-Michigan Nurses Foundation (the “Foundation”).

#### Section 2. Offices

The Foundation shall maintain a registered office in the State of Michigan and a registered agent at such office. The Foundation may have other offices within or without the state.

#### Section 3. Purposes

The purpose of the Foundation as set forth in its Articles of Incorporation is to establish and support programs initiated by the Foundation to do the following:

- a. Improve the professional and educational advancement of nurses.
- b. Facilitate leadership development.
- c. Encourage nursing research.
- d. Support professional health and wellness.
- e. Promote the professional image of nursing.

#### Section 4. Charitable Organization

A related purpose of the Foundation, as also set forth in its Articles of Incorporation, is to be and remain a tax-exempt charitable organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue law). Therefore, the Foundation and all persons acting for or on behalf of it in pursuing its purposes shall:

- a. Adhere and abide by all provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue law) such that the Foundation remains a non-profit entity.

### ARTICLE II— MEMBERS

#### Section 1. Classes of Members

The Foundation shall have no members.

## ARTICLE III —BOARD OF DIRECTORS

### Section 1. General Powers

The affairs of the Foundation shall be managed by its Board of Directors.

### Section 2. Number

The Foundation Board of Directors shall be a minimum of nine (9) and a maximum of fifteen (15) members. Nine members from the ANA-Michigan membership will be elected by the ANA-Michigan membership in conjunction with the annual election. An additional one to six community members can be appointed by the Foundation Board of Directors.

### Section 3. Elections

Directors shall be elected each year by the membership of ANA-Michigan at the appointed time either prior to or during its annual meeting. The elections shall be separate and by secret ballot and by the same tellers as are provided for the ANA-Michigan elections.

### Section 4. Term of Office

Each director shall hold office for a term of two (2) years. No director shall serve more than three (3) consecutive terms. The terms of the directors shall be staggered.

### Section 5. Elections

The officers of the Foundation shall be elected annually by the Board of Directors at the first regular meeting of the Foundation following the ANA-Michigan Annual Assembly. Vacancies may be filled, or new offices created and filled at any meeting of the Board of Directors.

### Section 6. Vacancies

Any vacancy or vacancies on the Board of Directors will be filled for the balance of the unexpired term by a majority vote of the Foundation Board of Directors.

### Section 7. Qualifications

Directors shall hold an active membership in ANA-Michigan. Appointed community members must be a Michigan resident to serve on the Foundation, but not hold an Officer position. No more than two (2) members of the ANA-Michigan Board of Directors may serve as members of the Foundation Board of Directors.

### Section 8. Annual Meeting and Reporting

The Foundation President, or their designee, shall report to the membership of ANA-Michigan on financials, activities, programs, and other pertinent activities of the Foundation at the ANA-Michigan Annual Assembly.

### Section 9. Regular Meetings

Directors shall meet a minimum of at least twice (2) annually. Notice of all regular meetings shall be given at least one (1) month in advance.

### Section 10. Special Meetings

Special meetings of the Board of Directors may be called by the President or any three (3) directors, and the person(s) calling a special meeting of the Board shall set the time and manner (in person, electronically or by conference call) of meeting.

### Section 11. Notice

The notice or waiver of notice of meeting of the Board need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws. Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance by written notice to each director.

### Section 12. Quorum

At all meetings of the Board of Directors a majority of the total number of directors then in office and at least one officer shall constitute a quorum for the transaction of business. If less than a majority of the directors is present at any meeting, a majority of the directors' present may adjourn the meeting to another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

### Section 13. Removal

Any officer elected by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Foundation would be served thereby.

## ARTICLE IV—OFFICERS

### Section 1. Composition

The officers of the Foundation shall be President, Vice President, Secretary, and Treasurer.

### Section 2. Responsibilities

- a. The President shall:
  - i. Serve as the principal elective officer of the Foundation.
  - ii. Preside over the meetings of the Board of Directors and Executive Committee.
  - iii. Supervise all administrative matters, business, and affairs of the Foundation as directed by the Board of Directors and in conjunction with the Executive Director of the Foundation.
  - iv. Serve as an ex-officio member of any committees, task forces or ad-hoc committees of the Foundation.
  - v. Serve as an ex-officio member, without vote, on the ANA-Michigan Board of Directors.

- b. The Vice President shall:
  - i. Assume the duties of the Foundation President in his/her absence.
  - ii. Serve as a member of the Board of Directors and the Executive Committee.
  - iii. Assist the President in the performance of the duties of the office whenever requested to do so.
- c. The Secretary shall be accountable for the record keeping and reporting of meetings of the Foundation.
- d. The Treasurer shall be accountable for the fiscal affairs of the Foundation and shall provide reports and interpretation on the financial conditions of the Foundation, as may be requested, to the Board of Directors.
- e. The Executive Director of ANA-Michigan shall also be the Executive Director of the Foundation and shall:
  - i. Function as the chief operating officer of the Foundation and have the responsibility to manage the day-to-day business of the Foundation according to policies established by the Board of Directors.
  - ii. Be accountable to the Board of Directors and report to the President on a regular basis.
  - iii. Be an ex-officio member of the Board of Directors, without voting rights.
  - iv. May act as Secretary of the Foundation, as directed by either the President or the Secretary.

## ARTICLE V—COMMITTEES

### Section 1. Creation of Committees

The Board of Directors can designate standing or special committees, as it deems appropriate. Each committee shall consist of such persons as the Board shall appoint.

## ARTICLE VI—AMENDMENTS

### Section 1. Amendments with Notice

These Bylaws may be amended at any regular meeting of the Foundation by a majority vote, provided that the amendment(s) has been submitted in writing to all directors at least 30 days prior to such meeting.

### Section 2. Amendments without Notice

These Bylaws may be amended without notice at any regular meeting by a two-thirds vote of those present and voting.

## ARTICLE V—DISSOLUTION

### Section 1. Dissolution

Upon the termination, dissolution or winding up of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities, distribute all assets of the Foundation to an organization or organizations as are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c) (3) or 501(c)(6) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of as designated by the Board of Directors or as directed by the Ingham County Circuit Court, exclusively for such purposes.