

BYLAWS OF the NURSES FOUNDATION OF WISCONSIN, INC.

ARTICLE I. NAME

The name of this corporation is Nurses Foundation of Wisconsin, Inc.

ARTICLE II PURPOSES

Section 1. The purpose of the Foundation is to generate, accept and distribute funds for educational and scientific endeavor. Funds will be awarded to Wisconsin Nurses Association (WNA) members, for, but not limited to, scholarships, study and research in the field of nursing.

Section 2. In the fulfillment of such purposes, the Corporation may exercise any and all powers of a corporation organized under Chapter 181 of the Wisconsin Statutes.

Section 3. None of the activities, funds, property or income of the Corporation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the Corporation nor its officers or directors shall, in their capacity as officer or directors of the Corporation, contribute to or otherwise support or assist any political party or candidate for elective public office. Any gifts, grants, scholarships and other rewards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under IRC Code section 501(c)(3).

Section 4.

A. Mission The mission of the Nurses Foundation of Wisconsin (NFW) is to promote health by advancing the profession of nursing through the financial support of education and research.

B. Vision As a fiscally sound not-for-profit foundation, the vision of the NFW is to remain, viable, visible, and responsive to the diverse needs of Wisconsin's nursing community through continued support of nursing innovation and nursing excellence.

C. Values The values of NFW include patient centered care; healthy communities; advancing education for nurses; professional commitment and service; advocating evidence-based practice and diverse leadership.

ARTICLE III MEMBERSHIP

Section 1. There shall be no members.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Composition.

A. Number. The Board of Directors shall be composed of not less than five (5) individuals and nor more than nine (9).

B. Appointments and Elections

1. Each Director shall be elected for a two-year term and shall hold office until his or her resignation, removal, death, incapacity, or the election of a qualified successor.
2. Directors may be elected for up to four successive two-year terms.
3. Elections shall be held annually by ballot. A majority vote from the current Board of Directors shall be required for election. In the event of a tie, the election shall be determined by lot. A current board member running for a board position may not be involved in the voting process of that position.

C. Term of Office

1. The terms of office for the Directors shall be staggered so that no more than one-half of the Directors are elected at each annual meeting of the Directors
2. Prior to the election of a Director, the Board of Directors may reduce the term of that Director for the purpose of ensuring that the terms of the Directors remain staggered.

D. Representation.

1. Any individual who promotes and supports the purposes of the Foundation is eligible to be elected to serve as a member of the Board.
2. At all times, a majority of the Board shall be composed of registered nurses.
3. The specific composition of the Board shall be
 - (a.) At least four registered nurses who are active members of the Wisconsin Nurses Association.
 - (b.) One registered nurse who is a member of the WNA Board of Directors.
 - (c.) Community member who is interested in supporting the mission of NFW, is not a nurse, and not a WNA member may serve as a member.

Section 3. Removal from Office

A. The NFW Board, by a 2/3-ballot vote, may remove an officer or director under any of the following conditions:

1. Has 2 consecutive unexcused absences of the Board of Directors.
2. Inability to perform the duties of the office,
3. Violation of the Bylaws or an action that could result in loss of nursing license.

B. Procedure for Removal

1. The board member is given written notice of his/her removal, which shall specify reasons for this action.
2. If the removal is challenged, the person shall be afforded a fair hearing.
3. If the board member does not reply to the notice within 60 days, the NFW Board may, by a 2/3-ballot vote, declare the office vacant.

Section 4. Vacancies. Vacancies may be filled by appointment of the Executive Committee for the balance of an expired term.

Section 5. Appointments and Committees. The Board of Directors may create and dissolve committees, ad hoc committees and task forces, the membership of which need not be restricted to members of the Board of Directors.

Section 6. Meetings.

- A. The Board shall meet at least semi-annually at the call of the President; meetings will be determined in advance by six months.
- B. A quorum shall consist of at least 1 officer and 4 additional board members.
- C. Meetings are held in-person or virtually.
- D. Annual reports will be prepared by the secretary and available for distribution.

ARTICLE V OFFICERS

Section 1. There shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. Only members of the Board of Directors shall be eligible to serve as officers of the Corporation. The President must be a registered nurse who is a member of the Wisconsin Nurses Association.

Section 2. Election and Term of Office. The officers shall be elected bi-annually by the Board at its annual meeting.

- A. The President and Treasurer are elected in the odd-numbered years. The Vice President and Secretary are elected in the even numbered years.
- B. Officers shall assume their duties at the close of the meeting.
- C. A term of office is two years in length.
- D. No officer shall serve more than four successive terms in the same office.

Section 3. Vacancies. In the event of a vacancy in the office of President, the Vice President shall succeed to that office. Other vacancies shall be filled by appointment of the Executive Committee for the balance of the unexpired term.

Section 4. Duties.

- A. The principal duties of the President shall be to preside at all meetings of the Board of Directors, and to have general supervision and direction of the affairs of the Corporation.
- B. The principal duties of the Vice President shall be to assume the duties of the President in the President's absence and all other duties as assigned by the President or Board of Directors.
- C. The principal duties of the Secretary shall be to keep the minutes of all proceedings of the Board of Directors and the Corporation and create annual reports as needed.
 - 1. The principal duties of the Treasurer shall be to be responsible for the
 - a) Receipt and disbursement of all funds and securities of the Corporation as directed by the Board of Directors.
 - b) Preparing an annual financial report and shall prepare an annual budget and fulfill all other responsibilities as required by law.
 - c) Recommendation of scholarship and grant funding amount to the Board of Directors for approval.

ARTICLE VII – COMMITTEES

Section 1. Committees of the Board

- A. Committees of the Board perform the work that is assigned by the Board and report progress and recommendations.
- B. There will be Standing Committees and ad hoc Committees of the Board.

Section 2 Standing Committees The standing committees of the Board are

- A. Executive Committee
- B. Educational Scholarship Committee
- C. Research and Study Grant Committee

Section 3. Executive Committee

- A. The Executive Committee will be a standing committee composed of the elected officers of the Board (President, Vice President, Secretary and Treasurer).
- B. The Executive Committee will be responsible for transacting routine business and emergency business as necessary to facilitate the mission of the Corporation.
- C. The Committee will report all business transacted to the Board at its next meeting.
- D. Meetings will be called by the NFW President or at the written request of any two (2) members.
- E. Three (3) of the Committee members must be present to constitute a quorum.

Section 4. Composition and Selection of the Educational Scholarship Committee and Research and Study Grant Committee

- A. Member selection the Board will appoint members of the two Standing Committees, Educational Scholarship Committee and Research and Study Grant and ad hoc members willing to to serve.
- B. The committee will consist of at least three (3) board members along with ad hoc committee members determined by the Board.
- C. A majority of the members of any committee shall constitute a quorum.

Section 5. Committee Terms of Office, Vacancy, and Removal

- A. Article V, Section 2.C. refers to the term of office for the Executive Committee members
- B. Terms for all other committees are two years a minimum of one year.
- C. Vacancies shall be filled by the NFW Board,
- D. Absence from two consecutive meetings may constitute a vacancy within the committee.
- E. The President is the chair of the Executive Committee and other Committees will select their chair based on willingness to serve
- F. Unexcused absence from two consecutive meetings may constitute a vacancy within the committee.

Section 6. Educational Scholarship Committee. The purpose of the Educational Scholarship is to implement the annual call for educational scholarship, select the recipient(s) based on pre-established criteria, and report to the NFW Board.

Section 7. Research and Quality Improvement Study Grant Awards Committee. The purpose of the Research and QI Study Grant Award Committee is to implement the annual call for research and QI study projects, select the recipient(s) based on pre-established criteria and provide a report to the NFW Board.

ARTICLE VIII REGISTERED AGENT

Section 1. The registered agent shall be the Executive Director of the Wisconsin Nurses Association.

ARTICLE IX PARLIAMENTARY AUTHORITY

Section 1. The current edition of ROBERT’S RULES OF ORDER, NEWLY REVISED, shall govern this Foundation in all cases in which they are applicable and in which they are not inconsistent with the bylaws if this foundation.

ARTICLE X - INDEMNIFICATION

Section 1. NFW will bond or secure coverage for appropriate Board of Director members and related WNA staff.

ARTICLE XI - CONFLICT OF INTEREST

Section 1. There will be a signed conflict of interest policy for each officer and director.

ARTICLE XII AMENDMENTS

Section 1. Notice These Bylaws may be amended by a two-thirds vote of the NFW Board providing previous written notice has been sent to all members at least thirty (30) days prior to the meeting or by a 99% vote if no previous notice has been given.

Section 2. Approval. The Bylaw amendments must be approved by the Wisconsin Nurses Association Board of Directors

Proviso: The election of the Community Member Board position will be paused until NFW structure and policies are redesigned and implemented.

Amended this 23rd day of November 2021.

Approved WNA Board of Directors December 14,2021