



**Missouri Nurses Foundation
BYLAWS**

AMENDED October 2, 2009

**ARTICLE I
CORPORATION**

Section 1.1 Name. The name of the Corporation shall be Missouri Nurses Foundation (Hereinafter MNF)

Section 1.2 Purposes and Powers. The purposes for which the MNF is organized are the following:

- 1.2a. To operate as an organization to support and encourage the charitable and educational purposes of Missouri Nurses Association which is a Missouri not-for-profit corporation qualified for exempt status under Section 501(c)(6) of the Internal Revenue Code as amended and the corresponding provisions of any future Internal Revenue Law of the United States of America [Internal Revenue Code].
- 1.2b. To receive and maintain funds and, as appropriate, expend principal and income there from in support of and in furtherance of the charitable purposes of Missouri Nurses Association to include professional development through continuing education programs, scholarship programs, establish and maintain a resource library, provide research awards for conducting nursing research projects and recognition of research achievements, produce newsletters which focus on leading edge information about research, practice, and ethics, establish and maintain a program of consultation to potential students and future nurses, establish a member database for educational updates through the use of electronic technology, and establish projects which have a positive impact on the quality of health through public education and immunization programs.
- 1.2c. To acquire, own, use, lease as lessor or lessee, convey and other wise deal in and with real and personal property and any interest therein, all in support of and in furtherance of the charitable and educational purposes of Missouri Nurses Association.
- 1.2d. To engage in any lawful activities within the purposes for which a corporation may be organized under the Missouri Non-Profit Corporation Act, which are in furtherance of and in support of the charitable and educational purposes of Missouri Nurses Association.
- 1.2e. To otherwise operate in support of and in furtherance of the charitable and educational purposes of Missouri Nurses Association, and do so exclusively for charitable and educational purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code, and in the course of such operation:
 - (A) No part of the net earnings of the MNF shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons unless allowed by Section 501(c)(3) or the Internal Revenue Code and the Act. Also, the MNF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for furtherance of the purposes set forth herein.
 - (B) No substantial part of the activities of the MNF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the MNF shall not participate in, or intervene in (including

the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

(C) Notwithstanding any other provisions of these Articles, the MNF shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(D) Upon the dissolution of the corporation, assets shall be distributed for one or more purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed by the Circuit Court of Cole County, Missouri 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 BOARD OF DIRECTORS

Section 2.1 Powers and Responsibilities. The business, property and affairs of the MNF shall be managed and controlled by the Board of Directors in accordance with the policies established by Missouri Nurses Association.

Section 2.2 Specific Powers. Except as otherwise limited by the Act and by the provisions of these Bylaws, including the limitations set forth in Section 2.3, the MNF shall have, exercise and enjoy, in furtherance only of the purposes hereinabove set forth, the following rights, privileges and power.

2.2a. To solicit, receive and accept gifts, devises, bequests or grants of all kinds of property, including but not limited to, money, bonds, stocks, real estate and personal property, or the income therefrom, with full power of control and disposition of the same consistent with the purposes hereinbefore set forth;

2.2b. To Administer all property or funds received by this, MNF together with the income therefrom, with full power of investment, disposition and control thereof, unless otherwise limited by the terms and conditions applicable to specific gifts, devises or bequests made to and accepted by the MNF;

2.2c. To appropriate and devote all property, funds and income received by the MNF for the achievement of its purposes in the manner ordered and directed by resolution of the Board of Directors, except insofar as such discretion may be limited with respect to certain property, funds or income by the terms and conditions imposed on the use thereof by the donor or testator thereof; and

2.2d. To acquire, hold, own, lease, convey and dispose of all kinds of property, including real estate, when and as the Board of Directors shall determine the purposes of the MNF shall be served thereby, except insofar as the use of such property is restricted by the terms and conditions imposed thereon by the donor or testator thereof.

2.2e. To appoint committees as deemed necessary to expedite the work of the Board of Directors.

Section 2.3 Limitations of Powers. The following matters require the approval of Missouri Nurses Association acting through its Board of Directors exclusively;

2.3a. Approve and amend the Bylaws and/or Articles of Incorporation of the MNF.

2.3b. Fix the number, appoint and/or remove, with or without cause, the President of the MNF Board of Directors, any individual Director(s) and/or officers of the MNF.

- 2.3c. Approve the merger, dissolution, consolidation or reorganization of the MNF.
- 2.3d. Approve the acquisition, sale, lease, transfer or other alienation of property of the MNF, other than in the usual and regular course of the MNF's business.
- 2.3e. Approve capital and operating budgets of the MNF.
- 2.3f. Approve the disposition of the assets of the MNF, if any, at the time of its dissolution, to any organization which is exempt under the Internal Revenue Code 501 (c)(3) and which promotes nursing or is related to enhancement of health care.
- 2.3g. Approve the long-range financial and strategic plans for the MNF.
- 2.3h. Approve, interpret and change any statement of mission, philosophy, role and purpose of the MNF.

Section 2.4 Numbers. The Board of Directors shall consist of a maximum of twelve (12) members. A minimum of seven (7) and maximum of nine (9) must be members of Missouri Nurses Association. The three (3) additional seats must be public at large members. In addition, the Chief Executive Officer of Missouri Nurses Association shall be an ex-officio and non-voting member of the Board of Directors of MNF.

Section 2.5 Vacancies. Vacancies on the Board of Directors shall be filled by the Board of Directors, Missouri Nurses Association at a regular meeting or at a special meeting called for such purpose.

Section 2.6 Appointment and Term. Up to nine (9) members of the Board of Directors of the MNF must be members of Missouri Nurses Association and three (3) must be public at large members and appointed by Missouri Nurses Association Board for a term of two (2) years or until his/her successor is appointed. No individual may serve more than two consecutive terms in one position or more than 3 consecutive terms on the Board of Directors. Terms of appointment of the members of the MNF Board of Directors will be staggered to ensure continuity of operation.

Section 2.7 Power to Appoint and Remove Agents. The Board of Directors of Missouri Nurses Association shall have the power to appoint and remove such agents as they may deem necessary for transaction of the affairs of the MNF.

ARTICLE III. BOARD OF DIRECTORS MEETINGS

Section 3.1 Annual Meeting. The annual meeting of the Board of Directors shall be held in the fourth quarter of the year at such time and place, as the Chair shall designate in the notice of the meeting.

Section 3.2 Regular Meetings of the Board. Regular meetings of the Board of Directors shall be held at such time and place, as the Board of Directors shall from time to time determine. Said meetings will be held within the State of Missouri.

Section 3.3 Meetings by Telecommunication Device. Members of the Board of Directors or any committee appointed by the Board may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall constitute presence in person.

Section 3.4 Actions by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if all voting members of the Board of Directors or of such committee, as the case may be, at the time in office, consent thereto in writing

and the writing or writings are filed with the Minutes of the proceedings of the Board of Directors or of such committee.

Section 3.5 Special Meetings of the Board. Special meetings of the Board of Directors may be called by the Chair, two (2) members of the Board, or Missouri Nurses Association, at any time by means of such written notice by first class mail, or courier service, by telephone, telegraph, facsimile or such other communication reasonably designed to provide prompt notice of the time, place and purpose thereof to each Director. Any action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as herein provided.

Section 3.6 Notices and Mailings. All written notices required to be given by any provisions of these Bylaws shall state the authority pursuant to which they are issued (as "by order of the Chair" or "by order of the Board of Directors" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary. Every written notice shall be deemed duly served when the same has been deposited in the United States mail with first class postage fully prepaid or delivered to a courier service, transmitted by facsimile or such other written communication reasonably designed to provide prompt notice, plainly addressed to the addressee at his/her last address appearing on the appropriate record of this Corporation.

Section 3.7 Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board of Directors, may be waived by telegram, cablegram, facsimile, or other writing, either before or after such meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of said meeting.

Section 3.8 Quorums. A majority of the voting Board of Directors shall constitute a quorum for the transaction of business.

Section 3.9 Manner of Acting. The act of the majority of the voting Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE IV OFFICERS

Section 4.1 President of the Board of Directors. The President of the Board of Directors shall be appointed by the Board of Directors, Missouri Nurses Association and shall preside over all meetings of the Board of Directors of the MNF at which the President is present and shall perform the duties and exercise the powers usually associated with said office subject to the limitations contained in Article and otherwise, including the policies established pursuant to Section 2.1.

Section 4.2 Secretary. The Secretary shall be appointed by the Board of Directors, Missouri Nurses Association and shall preserve in the books of the MNF accurate minutes of the proceedings of such meetings. The Secretary shall have authority to affix the Seal of the MNF to all instruments where its use is required by statute, by law or by resolution. The Secretary shall perform such other duties as may be delegated by the Board of Directors.

Section 4.3 Treasurer. The Treasurer shall be appointed by the Board of Directors, Missouri Nurses Association, and shall have the powers and duties usually associated with such office subject to limitation or extension by the Board of Directors.

Section 4.4 Public -at-Large. Three members of the Board of Directors shall be non-nurse members representing the community or public at large with geographical diversity.

Section 4.5 Chief Executive Officer. The Chief Executive Officer, Missouri Nurses Association, shall be directly responsible for the management of the MNF.

Section 4.6 Term. The term of office is two (2) years, or until successors are appointed.

ARTICLE V ADMINISTRATION

Section 5.1 Authority and Duties. The Chief Executive Officer is extended authority of and is held accountable to the Board of Directors of MNF for the day-to-day operation of the MNF, and the coordination of all of its activities in accord with sound principles of management and in keeping with the position description, performance expectations, philosophy, mission and policies set forth by the Board of Directors and Missouri Nurses Association. The Chief Executive Officer is hereby authorized to sign all contracts, documents, and other instruments as well as perform other duties that may be necessary or in the best interests of the MNF.

ARTICLE VI EXECUTION OF INSTRUMENTS

Section 6.1 Checks, Drafts and Money Orders. All checks, drafts and orders for payment of money shall be signed in the name of the MNF by the Chief Executive Officer and the MNF's Treasurer, or such officer or agent as selected by the Board of Directors.

Section 6.2 Contracts Conveyances and other Legal Documents. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the MNF.

ARTICLE VII INDEMNIFICATION OF OFFICERS AND DIRECTORS AND INSURANCE

Section 7.1 Indemnifications. To the extent not inconsistent with the Act and the laws of the State of Missouri, every person who is a director or officer of the MNF shall be indemnified by the MNF as provided in the Act.

Section 7.2 Liability Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the MNF liabilities and obligations under this Article and insurance protecting the MNF's_directors, officers, members and employees.

ARTICLE VIII MISCELLANEOUS

Section 8.1 Books and Records. The MNF shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the meetings of the Board of Directors and committees having authority from the Board of Directors. All books and records of the MNF will be kept at the Missouri Nurses Association Headquarters office and may be inspected by Missouri Nurses Association or its agent or attorney for any proper purpose at any reasonable time.

Section 8.2 Fiscal Year. The fiscal year of the MNF shall be January 1 to December 31 annually.

Section 8.3 Bylaws Review. The Bylaws shall be reviewed annually and revised as deemed necessary.

**ARTICLE IX
AMENDMENTS OF THE BYLAWS**

Section 9.1 Amendments. The power to alter, amend or repeal the Bylaws of MNF or to adopt new Bylaws shall be vested in the Board of Directors, Missouri Nurses Association unless otherwise provided in the Articles of Incorporation. An amendment or other alteration of the Bylaws may be initiated by the MNF or by, but shall require the approval of the Board of Directors, Missouri Nurses Association. The Bylaws may contain any provision for the regulation and management of the affairs of MNF not inconsistent with the Articles of Incorporation and applicable law of the State of Missouri.

Section 9.2 Effective Date. These Bylaws became effective through action taken by Missouri Nurses Association on the 2nd day of October, 2009.