

## BYLAWS OF THE ARKANSAS CENTER FOR NURSING, INC.

### ARTICLE I – NAME AND PURPOSE

*Section 1 – Name:* The name of the organization shall be the Arkansas Center for Nursing, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Arkansas.

*Section 2 – Purpose:* The Arkansas Center for Nursing is organized and shall be operated exclusively for charitable, educational or professional association purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the “Code”). To the extent consistent with the above general purposes, the specific purposes of the Corporation shall be to:

- a. Set policy and govern the operations of the Arkansas Center for Nursing, Inc..
- b. Serve as a statewide data clearinghouse regarding nursing practice, nursing workforce supply and demand, and nursing education.
- c. Publish reports of the current state of the nursing workforce, including nursing supply, demand, and educational opportunities to the citizens of Arkansas.
- d. Promote a culture of health for the citizens of Arkansas.
- e. Promote a diverse nursing workforce to meet the needs of the citizens of Arkansas.
- f. Exercise any, all, and every power that a nonprofit corporation organized under the provisions of the State of Arkansas for charitable, professional, and educational purposes, all for the public welfare, can be authorized to exercise but not any other purpose.

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 officers 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 Code section 501(c)(3).

### ARTICLE II – MEMBERSHIP

*Section 1 – Eligibility for membership:* Application for membership shall be open to any individual or organization that supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues, if applicable. All memberships shall be granted according to published membership requirements.

*Section 2 – Annual dues:* The annual dues of the corporation shall be determined by the Board of Directors or by a committee designated by the Board of Directors to make such a

determination. Continued membership is contingent upon being up-to-date on membership dues.

*Section 3 – Membership categories:*

- a. *Individual members:* Individual members shall consist of those natural persons who are interested in supporting the purpose statement in Article I, Section 2. No annual dues will be collected from Individual members.
- b. *Organizational members:* Organizational members shall consist of any academic, professional, or business entity interested in supporting the purpose statement in Article I, Section 2. Annual dues will be collected based on a graduated fee schedule. Fees are due by January 31 for membership continuing from previous fiscal year or prorated based on date of application for new memberships. Any individual person employed by or associated with an Organizational member is eligible for Individual membership.

*Section 4 – Rights of members:* All members (i.e., Individual and Organizational) shall be eligible to serve on any standing or ad hoc committee. Organizational members may select one representative to serve and vote on behalf of the organization. Individual members may serve and vote in an individual, personal capacity. Members in good standing shall be entitled to one (1) vote on all matters which require the vote of the members of the corporation.

*Section 5 – Resignation and termination:* Any member may resign by filing a written resignation with the Executive Director or secretary of the Board. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have membership terminated by a simple majority vote of the Board.

*Section 6 – Non-voting membership:* The Board shall have the authority to establish and define non-voting categories of membership.

### ARTICLE III – MEETINGS OF MEMBERS

*Section 1 – Regular meetings:* Regular meetings of the members shall be held at least annually, at a time and place designated by the Board President. The members shall elect directors, receive reports on the activities of the Corporation, determine the direction of the Corporation for the coming year, and transact such other business as may properly come before the membership during the annual meeting held at the end of each fiscal year.

*Section 2 – Special meetings:* Special meetings may be called by the president, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five (5) percent of voting members may also call a special meeting.

*Section 3 – Notice of meetings:* Notice of each meeting shall be sent to each voting member by U.S. mail, facsimile, electronic mail or other mode of written transmittal not less than ten days prior to the meeting. The notice must include the time, date and place of such meeting.

*Section 4 – Voting:* All issues to be voted on shall be decided by a simple majority of members who vote electronically during the voting period. Each member, Individual or Organizational, shall have one (1) vote. Members shall not vote by proxy.

#### ARTICLE IV – BOARD OF DIRECTORS

*Section 1 – General Powers:* The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have the power to conduct, manage, and control the affairs and business of the corporation, consistent with and subject to the limitations set forth in the corporation’s Articles of Incorporation.

*Section 2 – Board role, size, and compensation:* The Board is responsible for overall policy and direction of the Corporation and delegates responsibility of day-to-day operations to the staff and committees. The Board shall have up to 25, but not fewer than 10 members. Board members receive no compensation other than approved expenses.

*Section 3 – Terms:* All Board members shall serve a term of three years or until their successor is elected. They will be eligible for re-election for one three-year term thereafter. The terms of the Board Members shall be staggered so that approximately one third of the members are elected at the annual membership meeting.

*Section 4 – Appointment and/or election:* The Board of Directors of the Corporation consists of and are selected as listed below:

The membership shall vote on representatives from the following:

- Three (3) at-large representatives from the Individual Members (at least two direct-care providers),
- Two (2) representatives from nursing education programs, and
- Three (3) representatives from the Organizational Members (one each from a healthcare organization, a professional nursing association, and a business organization).

The following positions are appointed:

- One (1) designee from each standing committee,
- One (1) representative from the Arkansas Department of Workforce Services and
- One (1) healthcare consumer.

New and current Board Members shall be elected or re-elected by a simple majority of the membership.

*Section 5 – Meetings and notice:* The Board shall meet at least annually, at an agreed upon time and place. An official board meeting requires that each board member have written/electronic notice at least 10 days in advance.

*Section 6 – Quorum:* A quorum must be attended by at least fifty-one percent of board members for business transactions to take place and motions to pass. Attendance may be physically, telephonically or virtually.

*Section 7 – Officers and duties:* There shall be four officers of the Board, consisting of a president, president elect, secretary, and treasurer. The officers will act on the behalf of the corporation on appropriate national initiatives. The duties of the officers are as follows:

- a. *The president* shall convene regularly scheduled Board meetings and preside at all meetings at which she/he is present. The President shall perform such duties as the Board of Directors may prescribe and shall see that all orders and resolutions of the Board are carried into effect.
- b. *The president elect* shall preside at meetings when the president is unavailable and perform other duties as assigned by the president. The president elect shall assume the president's position upon completion of the acting president's term in office.
- c. *The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- d. *The treasurer* shall serve as the chair of the Finance Committee. The duties of the treasurer are: (a) have charge and custody of and be responsible for all funds and securities of the corporation, (b) receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories, designated by the Board of Directors (c) assure quarterly reports are presented to the Board of Directors and annual financial reports are provided to membership at the annual meeting, and (d) perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President, the Board of Directors or the Executive Director. Financial documents of the corporation are the property of the corporation and shall be passed to the next Treasurer within one month of change of office.

*Section 8 – Elections and Term of Office:* The officers shall be elected by the Board of Directors. The same person shall be permitted to hold one or more offices if so elected. Officers shall be elected at the annual meeting of even years and will assume their duties on January 1 following their election. Each officer shall serve a term of two years or until their successor is elected. No person shall serve more than two consecutive terms in the same position. The election shall be by ballot if there is more than one nominee for an office; otherwise, election will be by acclamation.

*Section 9 – Vacancies:* When a vacancy on the Board exists, the secretary shall receive nominations for new members from present board members and/or the chair of the Nominating Committee at least ten days in advance of a board meeting. These nominations shall be sent out to Board members with the regular board meeting announcement, to be

voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

*Section 10 – Resignation, termination, and absences:* Resignation from the Board shall be in writing and received by the President or Secretary. A board member may be removed from the Board due to excess absences from board meetings. A board member may be removed for other reasons by a three-fourths vote of the remaining board members.

*Section 11 – Special meetings:* Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each board member at least three days in advance.

## ARTICLE V – COMMITTEES AND PROGRAMS

*Section 1 – Committee formation:* The Board may create committees as needed, such as fundraising, public relations, data collection, etc. A committee may be established either as a standing committee or as an ad hoc committee for a special purpose. The members of each committee shall vote on the designation of all committee chairs. Any member of the Corporation may serve on a committee.

*Section 2 Executive Committee:* The four officers of the Corporation serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

*Section 3 – Administrative Committees:*

- a. *Finance Committee:* The Treasurer is the chair of the Finance Committee. The Executive Committee shall appoint up to five (5) members to the committee to serve for two (2), two-year renewable terms. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The Annual Report will be presented to the membership at the annual meeting. The financial records of the Corporation are public information and shall be made available to the membership, Board members and the public upon request.
- b. *Nominating Committee:* Four committee members shall be appointed by the Executive Committee for two (2) two-year renewable terms. A current Board member shall serve as chair of the committee. The committee shall prepare a slate of candidates for Board offices prior to the annual meeting and in the event of vacancies. The slate of candidates shall be prepared and distributed to the Board members prior to the annual meeting.

*Section 4 – Data Resources and Reporting Committee:* The Data Resources and Reporting Committee will be chaired by a member who has interest and skills in data collection activities related to Arkansas’ education, supply, and demand. In addition, other research, analysis, and distribution activities will be conducted by this committee as appropriate.

*Section 5 – Program Committees* – there are three (3) standing program committees which shall address issues relevant to nursing.

- a. *Leadership Committee:* The Leadership Committee will be chaired by a member who is a leader in nursing. The Leadership Committee shall implement strategies for empowering nurses to lead a culture of health for the citizens of Arkansas. This will be accomplished by recognizing nursing leaders and promoting activities which develop their full leadership potential.
- b. *Education Committee:* The Education Committee will be chaired by a member who represents nursing education. The committee will be involved with the education and academic progression of the current and future nursing workforce.
- c. *Practice Committee:* The Practice Committee will be chaired by a member who represents nursing practice. The focus of this committee will be on issues, programs, events, and partnerships related to nursing practice and impact of the nursing workforce in the State of Arkansas.

*Section 6* – The chair of each committee shall fix the time and place of its meetings, shall provide for the recording of minutes of committee meetings, and shall report the committee’s actions and recommendations to the Board of Directors. Minutes of each committee meeting shall be submitted to the Board Secretary or designee.

#### ARTICLE VI – STAFF

*Section 1 – Executive Director:* The Executive Director will be hired by the Board. The Executive Director has day-to-day responsibilities for the Corporation, including carrying out the Corporation’s goals and policies. The Executive Director will attend all Board meetings and shall serve as an ex officio member of the Board of Directors and the Executive Committee.

*Section 2 – Staff:* The Board of Directors shall determine staff positions and salaries. The Executive Director may employ such employees and agents for approved positions as it deems appropriate.

#### ARTICLE VII – FISCAL YEAR

*Section 1 – Fiscal year:* The fiscal year of the Corporation shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.

ARTICLE VIII – CONTRACTS, LOANS AND BANKING

*Section 1 – Contracts:* The Board of Directors may authorize any officer, officers, or the Executive Director to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation (a) by the President and (b) by the Secretary or Treasurer.

*Section 2 – Loans:* No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

*Section 3 – Checks, Drafts, etc.:* All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, or Executive Director of the Corporation and in such manner as shall be determined by or under the authority of a resolution of the Board of Directors. Checks in the amount greater than \$1000 shall be signed by two authorized persons.

*Section 4 – Deposits:* All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE IX – AMENDMENTS

*Section 1 – Amendments:* These bylaws may be amended when necessary by two-thirds majority of the membership in attendance at a scheduled meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Certification

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on June 1, 2016.

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Patricia A. Cowan, Secretary

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Date