

LOUISIANA NURSES FOUNDATION BYLAWS

1986

Revised 2006

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LOUISIANA NURSES FOUNDATION BYLAWS

ARTICLE 1 NATURE AND PURPOSE

SECTION 1: NAME^{[[[]]}_{SEP} The name by which this corporation shall be known is the Louisiana Nurses' Foundation, Inc., hereinafter called the Foundation.

SECTION 2: PURPOSES^{[[[]]}_{SEP} The purpose of this Foundation shall be to:

- a. Support the quality of health care in Louisiana by the promotion, improvement and protection of professional nursing. ^{[[[]]}_{SEP}
- b. Promote education programs related to nursing and health. ^{[[[]]}_{SEP}
- c. Provide an avenue for the recognition of nursing accomplishments among the nursing ^{[[[]]}_{SEP} community and/or public. ^{[[[]]}_{SEP}
- d. Promote the development, implementation and utilization of nursing research and ^{[[[]]}_{SEP} evidence based practice. ^{[[[]]}_{SEP}
- e. Collect and distribute funds to assist nurses, nursing students and/or groups of nurses ^{[[[]]}_{SEP} in advancing their educational and professional practice.
- f. Collect and distribute funds to assist participants in the Recovering Nurse Program(RNP)
- g. Collect and distribute funds to assist nurses in financial need due to disaster or other crisis”

ARTICLE II^[]_[SEP] MEMBERSHIP OF THE FOUNDATION AND MEETINGS

SECTION 1 : COMPOSITION

The members of the Foundation shall be the members of the Board of Directors of the Louisiana State Nurses Association.

SECTION 2: RESPONSIBILITIES OF THE MEMBERS

The members shall:

- a. Serve as the official voting body of the Foundation. ^[]_[SEP]
- b. Elect the members of the Board of Trustees as provided for in these bylaws. ^[]_[SEP]
- c. Review the following:
 1. Annual report of the President of the Foundation. ^[]_[SEP]
 2. Annual review of the Foundation's financial statements. ^[]_[SEP]
 3. Foundation's priorities and activities. ^[]_[SEP]
 4. Financial and investment policies.

SELECTION 3: TERM OF OFFICE

A member shall remain until the member shall cease to be on the Board of Directors of the Louisiana State Nurses Association.

SECTION 4: MEETINGS

- a. The annual meeting of the Foundation shall be held at a time and place determined by the President of the Foundation, ^[]_[SEP]
- b. The annual meeting of the members shall be chaired by the President of the Louisiana Nurses Foundation. ^[]_[SEP]

- c. Notice of the time, place and agenda of the meeting shall be provided to each member at least 30 days before the meeting.

[[L]]
[SEP]

SECTION 5: SPECIAL MEETINGS

A special meeting of the members may be called for any purpose, any time with 3 days notice, by the a majority of the Foundation Directors or the Board of Directors of the Louisiana State Nurses Association.

SECTION 6: QUORUM

At each meeting of the members of the Foundation, a majority of the members shall constitute a quorum for the transaction of business.

SECTION 7: OFFICERS OF THE FOUNDATION

- a. The officers of the Foundation shall be elected by the members of the Foundation and shall be a President, Vice-President, a Secretary and a Treasurer. [[L]]
[SEP]
- b. The officers of the Foundation shall have such powers and duties as generally pertain to their offices, except as may be delegated to or modified by a majority vote of the Board of Directors. [[L]]
[SEP]
- c. Each officer shall hold office until the next election of officers or until his/her successor shall have been duly elected or appointed. [[L]]
[SEP]

SECTION 8: NOMINATIONS

A Committee of Nominations for the Foundation Board of Trustees shall be appointed by the members of the Foundation

from among their number. It shall be composed of not less than 3, nor more than 5 current LSNA Foundation Board members appointed by the President and approved by the LSNA Board of Directors.

SECTION 9: VOTING

At every meeting of the members, each member of the Foundation shall be entitled to cast one vote and all matters shall be decided by the vote of a majority of the members present.

ARTICLE III BOARD OF TRUSTEES

SECTION 1: PURPOSE AND FUNCTION The Board of Directors shall:

- a. Manage the business, property and affairs of the Louisiana Nurses Foundation in accordance with the policies established by the membership. [L] [SEP]
- b. Exercise all such powers of the Foundation and do all such lawful acts and things except those directed or required to be exercised or done by the members. [L] [SEP]
- c. Appoint committees as deemed necessary to expedite the work of the Board of Trustees. [L] [SEP]
- d. Establish priorities and objectives for the Foundation. [L] [SEP]
- e. Establish financial and investment policies. [L] [SEP]
- f. Provide a financial and activity report to the membership annually and to the LSNA [L] [SEP] House of Delegates biannually. [L] [SEP]
- g. The LSNA Executive Director shall serve as Executive

Director of the Louisiana ^[L]_[SEP]Nurses Foundation. ^[L]_[SEP]

SECTION 2: COMPOSITION

The Board of Trustees shall consist of a maximum of nine members. A majority of five (5) must be members of the Louisiana State Nurses Association's Board of Directors and the additional four (4) shall be public-at-large members. In addition, the Executive Director shall be an ex-officio, non-voting member of the Board of Trustees of the Louisiana Nurses Foundation.

SECTION 3: NOMINATIONS FOR THE BOARD OF TRUSTEES

- a. The Louisiana Foundation Nomination Committee shall propose candidates to fill vacancies of the Board of Trustees, to be elected at or before the Foundation's Annual meeting. ^[L]_[SEP]
- b. The Nominating Committee shall propose candidates to fill unexpired terms on the Foundation's Board of Trustee. ^[L]_[SEP]

SECTION 4: ELECTION AND TERM OF OFFICE

- a. Trustees shall be elected by the members to serve for a two-year term or until a successor is elected. ^[L]_[SEP]
- b. Four Trustees shall be elected in the even number years and the remaining number shall be elected in the odd numbered years.
- c. Trustees shall not serve more than two (2) consecutive terms.

SECTION 5: OFFICERS

- a. The officers of the Board of Trustees shall be elected by the members of the Board of Trustees and shall be a President,

Vice-President, Secretary and Treasurer. [L] [SEP]

- b. Each officer shall hold office until the next election of officers or until his/her successor shall have been duly elected or appointed. [L] [SEP]

SECTION 6: DUTIES OF OFFICERS OF THE BOARD OF TRUSTEES

- a. President - shall prepare the agenda and chair meetings of the Foundation members, the Board of Trustees. [L] [SEP]
- b. Vice-President - shall perform such duties as requested or delegated by the Board of Trustees or by the President and in the absence of the President, shall perform the duties of the President. [L] [SEP]
- c. Secretary - shall record all votes and minutes of the Board of Trustees and all meetings of the Foundation. The secretary shall give any notice required for any meeting of the Members and of the Board of Trustees. [L] [SEP]
- d. Treasurer - shall be responsible for all funds, securities, receipts, and disbursements of the Foundation. The treasurer shall monitor all monetary activities of the Foundation staff and prepare annual reports for submission to LSNA membership at its annual meeting. [L] [SEP]

SECTION 7: COMMITTEE AND QUORUM

- a. The Board of Trustees may create committees, the membership of which need not be restricted to members of the Board of Trustees. [L] [SEP]
- b. Committees shall report to the Board of Trustees and shall

assume such duties as are assigned by the Board. [L] [SEP]

- c. A majority of the members of any committee shall constitute a quorum. [L] [SEP]

SECTION 8: MEETINGS OF THE BOARD OF TRUSTEES

- a. Meetings may be held at such place or places as the Board of Trustees may designate. [L] [SEP]
- b. Special meetings of the Board of Trustees shall be held whenever called by the President and any three directors of the Foundation, with at least ten (10) days notice. [L] [SEP]
- c. Except as otherwise required, notice of the time, place and purpose of each meeting shall be given to each member at least 10 days before the day on which the meeting [L] [SEP] is to be held. [L] [SEP]

SECTION 9: REMOVAL

Any director may be removed from office at any time, by a two-thirds vote of the members of the Foundation Board of Trustees.

SECTION 10: QUORUM

A majority of director, one of whom shall be the President or Vice-President, shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

ARTICLE V AMENDMENTS

SECTION 1 [L] [SEP] These Bylaws may be amended or revised at any regular or special meeting of the members, provided notice of the proposed amendments or revisions be contained in the notice of the meeting.

These Bylaws may be amended or revised without prior notice of

proposed changes at any meeting of the members of the Foundation provided the changes receive a 95% affirmative vote by those members present and voting.

ARTICLE VI PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Foundation in all cases where they are applicable and in which they are not inconsistent with these Bylaws.

1986^[L]_[SEP]

Revised 2006

Revised 2010

Revised 2014

Revised 2016