

Virginia Nurses Foundation

Article I Name

The name by which this corporation shall be known is the Virginia Nurses Foundation, Inc. (hereinafter called the Foundation).

Article II Purpose

The Foundation is the research and education arm of the Virginia Nurses Association..

Article III Members of the Board of Trustees

Section 1. Purpose

The Member (Trustees) shall:

- A. Serve as the official voting body of the Foundation.
- B. Review:
 - 1) Report from the President of the Board of Trustees
 - 2) An annual financial review of the Foundation
 - 3) The priorities and program objectives
 - 4) The financial and investment policies

Section 2. Composition and Qualifications

The Trustees of the Foundation shall be members of the Virginia Nurses Association.

Section 3. Terms of Office

A Member shall continue to be such until:

- A. s/he ceases to be a member of the Virginia Nurses Association or
- B. his/her term expires or
- C. s/he is removed from office at any time by a majority of the Board of Trustees

Article IV Board of Trustees

Section 1. Purpose and Functions

The Board of Trustees shall manage the business affairs and fulfill the purposes of the Foundation, and may 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, as specified by statute, by the Certification of Incorporation or by these bylaws. The VNA CEO shall serve as the Foundation CEO.

Section 2. Composition

- A. The Board of Trustees shall consist of 12 members:
 - a. The current VNA Treasurer, Commissioner on Professional Practice, Commissioner on Policies and Resources and the immediate Past President shall

- serve on the Board of Trustees.
 - b. Five Trustees-at-Large who are VNA members and are appointed by the VNA Board of Directors
 - c. Two non-nurse community members, appointed at the discretion of the Board of Trustees
- B. The VNA President shall be, by virtue of his/her office, an ex-officio voting Trustee.

Section 3. Election and Term of Office

- A. Trustees-at-Large shall be elected for a two-year term, beginning each October 15.
- B. Trustees shall not serve more than two consecutive terms.

Section 4. Officers

- A. The officers of the Foundation shall be a President, a Vice President, a Secretary and a Treasurer.
- B. The VNA Treasurer shall assume the role of VNF Treasurer
- C. The officers of the Foundation shall have such powers and duties as generally pertain to their respective offices, except as may be delegated to or modified by the Board of Trustees.
- D. With the exception of the Treasurer, the officers shall be elected each October by the newly formed Foundation Board of Trustees to a one-year term of office. This meeting will be presided over by the outgoing Foundation president.
- E. The election of officers shall be conducted by secret ballot.
- F. VNA Board to vote on slate at its September meeting
- G. The new VNF board will meet in October to elect officers by secret ballot.
- H. Officers shall not serve more than two consecutive one-year terms in an office.
- I. Any officer may be removed from office by a majority vote of the Board of Trustees.
- J. A vacancy in any office may be filled for the unexpired portion of the term from among their number by a majority vote of the Board of Trustees.
- I. In addition to such other duties as shall from time to time be prescribed by the Board of Trustees:
 - 1) President: The President shall preside at all meeting of the Board of Trustees, sign the records thereof. The President or his/her designee shall present a report of the Foundation during VNA Board of Directors meetings. The President shall also submit a report to the VNA President at its annual meeting, which shall contain a statement of the financial condition of the Foundation and a résumé of its activities throughout the year.
 - 2) Vice President: The Vice President shall have the powers and perform the duties of the President in the absence or disability of the President.
 - 3) Secretary: The Secretary shall attest to minutes and records of all the proceedings of the Board of Trustees.
 - 4) Treasurer: The Treasurer shall receive accurate accounts with respect to all funds and properties belonging to or controlled by the Foundation and deal with them as prescribed by the Board of Trustees.

Section 5. Committees

- A. The Board of Trustees may create committees, the membership of which need not be restricted to VNA members. Committees shall report to the board and shall assume such duties as are assigned by the board.
- B. A majority of the members of any committee shall constitute a quorum.

- C. The only standing committee is the Fundraising Committee.

Section 6. Meetings

- A. Meetings may be held at such place(s) as the board may designate, or via conference call.
- B. Except as otherwise indicated, notice of the time, place and purpose of each meeting shall be given to each Trustee at least 20 days prior to the meeting date.
- C. Special meetings of the board shall be held whenever called by the president, with at least seven days' notice.
- D. The annual meeting of the Foundation's Board of Trustees shall be held in conjunction with the annual Membership Assembly of the Virginia Nurses Association.

Section 7. Special Meetings

A special meeting of the Trustees for any purpose(s), unless otherwise prescribed by statute or by the Certification of Incorporation, may be called at any time, with at least 20 days' notice, by a majority of the members of the Board of Trustees.

Section 6. Quorum

At each meeting of the Board of Trustees, a majority of the Trustees shall constitute a quorum for the transaction of business.

Section 8. Nominations

The VNA Board of Directors shall vote at their Annual Membership Assembly on the slate of Board of Trustees nominees presented by the Foundation. All nominees shall be members of the Virginia Nurses Association.

The current Foundation Board of Trustees will vote at its Annual Meeting, following the VNA Board meeting, to elect consumers to fill either of the two consumer positions, effective October 15 of same year, should either of those positions be vacant.

Section 9. Voting

Each Trustee of the Foundation shall be entitled to cast one vote, and all matters coming before any meeting of the Board of Trustees at which a quorum is present shall be decided by the vote of a majority of the Trustees present.

Section 10. Absence

Absence from three regular meetings of the Board of Trustees shall be cause for declaring a vacancy in the Board position by a 2/3 vote of the members of the Board of Trustees.

Section 11. Removal

Any Trustee may be removed from office at any special meeting of the Board of Trustees, by a 2/3 vote of the Trustees of the Foundation.

Section 12. Vacancies

Any vacancy(ies) in the Board of Trustees may be filled for the balance of the unexpired term by the VNA Board of Directors at the recommendation of the VNA Nominating Committee.

Section 13. Quorum

A majority of Trustees, 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**

These Bylaws may be amended or revised at any regular or special meeting of the Board of Trustees, provided that the proposed amendments are contained in the meeting notice.

**Article VI
Parliamentary Authority**

The rules contained in *Roberts 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.