

TEXAS NURSE PRACTITIONER FOUNDATION

Constitution and Bylaws

ARTICLE I

Name

Section 1/Nonprofit

The name of this nonprofit organization shall be the Texas Nurse Practitioner Foundation (“TNPf” or “Foundation”).

ARTICLE II

Charter

Section 1/Relation with Association

This Foundation shall be a foundation of the Texas Nurse Practitioners.

Section 2/Financial Obligations

This Foundation shall operate independently of the Texas Nurse Practitioners in order to achieve its goals. The Texas Nurse Practitioners is not responsible for the financial affairs of this Foundation.

ARTICLE III

Purposes, Earnings and Activities and Dissolution

Section 1/Purposes

This Foundation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Specifically, the purpose of this Foundation shall be: (1) to provide scholarships for registered nurses who are pursuing further education to become nurse practitioners; (2) to provide financial assistance for nurse practitioners for nurse practitioners pursuing an advanced degree; (3) to award grants to nurse practitioners proposing or engaged in research which is relevant to advanced nursing practice; and (4) to award grants to community projects promoting and improving access to health care for all Texans.

Section 2/Earnings and Activities

No part of the net earnings of the Foundation shall inure to the benefit of, or be

distributable to its members, directors, trustees, officers or other private persons, except that the foundation shall be authorized and empowered to pay reasonable compensation for services rendered, provide for directors' and officers' insurance, and make payment and distributions in furtherance of the purposes set forth in Article III, Section 1 hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on by (a) an association exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) an association, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

Section 3/Disposition of Assets upon Dissolution

Upon the dissolution of the Foundation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IV Membership

Section1/Regular Members

The members of the Foundation shall consist of regular, associate, honorary and student members of the Texas Nurse Practitioners in good standing as defined by the bylaws of the Texas Nurse Practitioners.

ARTICLE V Leadership

Section 1/Terms

Directors shall serve a minimum term of two (2) years. Officers shall serve a minimum of two (2) years.

Section 2/Officers and Directors

The Executive Committee of TNPF (the “Executive Committee”) shall consist of all of the officers of TNPF. The officers of TNPF shall consist of a president, a vice president, a secretary, and a treasurer. The president and vice president must be nurse practitioners and hold regular membership in the Texas Nurse Practitioners. Officers are nominated and are elected by the Board of Directors of TNPF. The Board of Directors of TNPF shall consist of all the officers of TNPF and a number of directors-at-large as shall be determined by the members of the Board of Directors of TNPF. Directors-at-large need not qualify for membership in the Texas Nurse Practitioners.

Election of TNPF officers shall occur in alternate years. The President and Treasurer will be elected in odd numbered years and the Vice president and Secretary will be elected in even numbered years.

The Texas Nurse Practitioner Executive Board may send a representative to TNPF meetings. The Texas Nurse Practitioner representative will serve in an advisory capacity and have no voting rights in the TNPF meetings. Officers of TNPF may not concurrently hold the office of President, President-elect, Past-president, Secretary or Treasurer in Texas Nurse Practitioners.

Section 3/Method of Election

The members of the Board of Directors of TNPF shall be nominated by the Executive Committee of TNPF and **approved by the Texas Nurse Practitioner membership at the annual meeting of said organization**. Each member of the Board of Directors of TNPF shall have one vote on each item to come before the Board of Directors, except the president who will vote only in the event of a tie. The number of members of the Board of Directors of TNPF shall be not less than five (5) or more than fifteen (15). (I crossed out any meeting because we sometimes do things by conference call and by email.)

Section 4/Duties of Office

President: preside at all meetings of the Executive Committee of TNPF and all meetings of the Board of Directors of TNPF of which (s)he shall be the non-voting Chairman; appoint all committees and serve as ex-officio member of all committees; represent the Foundation at meetings of the Texas Nurse Practitioners and other organizations as necessary. The president shall vote only if there is a tied vote on any action requiring a vote. The president shall serve as a member of the finance committee.

Vice President: occupy the position of and perform the duties of the president if (s) he is unable to do so. The vice president shall, under the direction of the president, oversee the functioning of such committees of the Foundation as the president shall designate. The vice president shall be responsible for the annual bylaws review and revision.

Secretary: have custody of and keep and maintain general records of the Foundation, including records of minutes of the Board of Directors meetings, committee appointments, and minutes of committee meetings.

Treasurer: receive all monies and deposit the same in a bank or banks designated by the Board of Directors; pay out monies in accordance to the directives of the Board of Directors and under such circumstances per guidelines, from time to time; have custody and keep and maintain general records of Foundation receipts and disbursements; prepare and submit financial reports to the Board of Directors at such intervals as the directors shall designate. The treasurer will coordinate financial reviews, file necessary tax documents and coordinate consultations with financial advisors. The treasurer will prepare an annual report. The treasurer shall be bonded. All checks and vouchers shall be signed by either the treasurer or the president. Transactions may also be accomplished through the use of electronic banking with confirmation by either the President or Treasurer. In the event that a transaction or check exceeds \$2,000.00, then both the President and Treasurer must sign or confirm the transactions.

ARTICLE VI

Meetings

Section 1/Regular Meetings

There will be at least one annual meeting per calendar year of the Board of Directors. The meetings of the Board of Directors shall be held at a time and place designated by the Board of Directors, or shall be held by telephonic conference. The directors must attend or participate in three-fourths (75%) of all meetings/conference calls.

Section 2/Special Meetings

Special meetings of the Board of Directors may be called at any time by the president or a two thirds (2/3) majority of the TNPf board members.

ARTICLE VII

Committees

Section 1/Appointments

The Board of Directors, by majority vote, may establish the following standing committees set forth below, and upon such establishment, the president shall have the power to establish, upon approval of the Board of Directors, any other committees as such may be, from time to time, deemed necessary by the president. In the event that a

committee chairman becomes unable to serve, the president shall appoint a replacement, subject to approval of the Board of Directors.

Section 2/Committees

Scholarship Committee: shall develop criteria for distribution of funds for educational purposes as set forth in Article III, Section 1, and shall disburse said funds as approved by the Board of Directors.

Research/Grant Committee: shall develop criteria for distribution of funds for research and community projects as set forth in Article III, Section 1, and shall disburse said funds as approved by the Board of Directors.

Fundraising Committee: shall develop and review fundraising activities to solicit funds to allow the Foundation to fulfill the purposes set forth in Article III, Section 1.

Finance Committee: shall develop and review fiscal procedures of the Foundation. The committee will submit an annual budget to the Board of Directors for approval. The membership will include the Foundation President, Treasurer and two additional TNPB Board members.

ARTICLE VIII Budget and Finances

Section 1/Budget and Finances

The Board of Directors is responsible for preparing a budget for the Foundation, developing financial policies for the Foundation, and submitting an annual financial report to the Texas Nurse Practitioners for presentation to the membership of Texas Nurse Practitioners at its annual meeting.

Section 2/Fiscal Year

The fiscal year of the Foundation shall begin September 1 and end August 31.

ARTICLE IX Amendments

Section 1/Two-Thirds Vote

Amendments to the Constitution and Bylaws of the Foundation shall be proposed by motion at any meeting of the Board of Texas Nurse Practitioner Foundation. Notice of any such proposed amendments shall be published in the Texas Nurse Practitioners

newsletter or on the TNP website a minimum of two (2) months in advance of any vote to approve such amendments. Such amendments shall be approved by a vote of at least two-thirds (2/3) of the members of the Texas Nurse Practitioners who are present at the next meeting of the members of the Texas Nurse Practitioners following the expiration of such two-month notice period.

ARTICLE X Miscellaneous

Section 1/Quorum required

A quorum is required for any action by the Board of Directors. A quorum shall consist of a majority of the then-sitting directors, but in no event shall a quorum ever be less than five (5) directors.

Section 2/Majority Vote Required for Board Action

Unless otherwise provided in this Constitution and Bylaws, the Board of Directors may take any action authorized by this Constitution and Bylaws upon approval of a simple majority of the Board of Directors.

Section 3/Authority of the Board

The Board of Directors may, from time to time, promulgate such policies and procedures as it may, in its discretion, deem necessary for the efficient operations of TNPf to achieve its goals and purposes.

Section 4/Ineligibility for Distributed Funds

Officers, directors and immediate family members will not be eligible for any funds distributed/awarded by the Foundation. Any individuals or their immediate family members, that have made a donation to the Foundation in the amount of \$1500.00 or greater in a single fiscal year will not be eligible for any distribution of funds awarded by the Foundation.