

BYLAWS

FOUNDATION FOR ADDICTIONS NURSING

A Foundation of the International Nurses Society on Addictions

ARTICLE I- NAME AND LOCATION

Section 1 - Name. The name of this organization is the Foundation for Addictions Nursing (the “Foundation”), a nonprofit corporation incorporated under the laws of the State of Illinois.

Section 2 - Offices. Offices of the corporation shall be located in the State of Illinois and/or in such other localities that may be determined by the Board of Trustees and approved by the Directors of the International Nurses Society on Addictions (“IntNSA”).

ARTICLE II- PURPOSES

The purposes of the Foundation are as stated in the Articles of Incorporation, including but not limited to, supporting the mission of IntNSA and providing support for programs that advance the addictions nursing specialty through the support of initiatives in education, research, practice, policy, and leadership.

ARTICLE III- MEMBERSHIP

The Board of Trustees may establish one or more classes of non-voting members or benefactors with designated privileges for each class.

ARTICLE IV – BOARD OF TRUSTEES

Section 1 - General Powers. The affairs of the Foundation shall be managed by its Board of Trustees and all rights, powers, duties, and responsibilities relative to supervision, direction, and control of the corporation’s property and affairs shall be vested in the Board of Trustees.

Section 2 - Composition, Tenure, and Qualifications. The number of Trustees, including the officers, shall not be less than three or more than nine. Four of the Trustees shall be officers and the remainder shall be Trustees-at-large. Trustees shall be appointed by the Board of Directors of IntNSA. Each Trustee shall hold office for his or her term of office and until his or her successor has been appointed and qualified.

Section 3 - Duration of Office. Trustees shall be appointed for two year terms. (revised 6-24-07)

Section 4 - Meetings. The Board of Trustees of the Foundation shall hold its annual meeting in conjunction with or within 60 days of the Annual Meeting of IntNSA. Additional meetings of the Board of Trustees may be called by the President or by the written request of a majority of the members of the Board of Trustees provided that a written notice is sent to each member of the Board of Trustees at least five days prior to the meeting.

Section 5 - Quorum and Voting

- a. At any meeting of the Board of Trustees, a majority of the Board including two officers shall constitute a quorum for the transaction of the business of the Foundation.
- b. Unless otherwise specifically provided by these Bylaws, a majority vote shall govern.
- c. The members of the Board of Trustees may participate in any meeting by conference telephone call or other electronic communications by which the participating Trustees may hear one another, and such participation shall constitute presence in person at such meeting.
- d. The President may request action by the Board of Trustees between meetings of the Board by mail ballot, subject to approval at the next meeting of the Board of Trustees.

Section 6 - Vacancies. Any vacancy occurring in the Board of Trustees or any Trusteeship to be filled by reason of an increase in the number of Trustees shall be filled in the same way appointments to the Board are made pursuant to these Bylaws. A Trustee appointed to fill a vacancy shall be appointed for the unexpired term.

Section 7 – Resignation and Removal.

a. Any Trustee may resign at any time by giving written notice to the Board of Trustees. The acceptance of such resignation by the Board shall not be necessary to make it effective.

b. Any Trustee may be removed by a two-thirds vote of the Board of Trustees whenever, in the Board's judgment, the best interests of the corporation would be served thereby, provided the notice of the meeting where such action might be taken specifies one of the items on the agenda for said meeting shall be the proposed removal of such Trustee. The Trustee being considered for removal shall be provided notice, opportunity to respond to the proposed removal, and notice of the Board of Trustees final decision. The Trustee being considered for removal shall not participate in the vote regarding the proposed removal. The president of IntNSA shall be provided notice of the Board of Trustees decision.

c. A Trustee who misses two consecutive regular meetings and four meetings of the Board within one calendar year, without delivering a satisfactory explanation prior to the meetings or obtaining approval of the Board of Trustees, may be removed by the vote of a majority of the Trustees present at any meeting. In the event that a Trustee is unable to give prior notice or approval of their absence from a regular meeting, the Trustee will be notified by the Board President or next highest ranking official of the Foundation, that the Trustee's absence is associated with Article IV, Section 7 of these bylaws. The Foundation will request an explanation from the Trustee regarding their absences and request this response within five (5) business days of the notification. Upon receipt the Board will call a special meeting to review the Trustee's explanation and determine whether to accept this or proceed with a vote to remove

the Trustee from the Board. In the event that the Trustee does not respond, the Foundation will assume that the Trustee agrees that their absence justified removal from the Board of Trustees and the Foundation will initiate the formal voting process. The Trustee will be notified of any action of the Foundation.

Section 8 – Compensation. Trustees shall not receive compensation for their services, provided, however, that nothing in this provision shall be construed to preclude any director from receiving reimbursement for reasonable expenses actually incurred, subject to prior approval by the Board of Trustees.

-ARTICLE V OFFICERS

Section 7 - Officers. The officers of the Foundation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be determined by the Board of Trustees. The President and at least one other officer shall be a registered nurse. The Board of Trustees may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the Board of Trustees. Any two or more offices may be held by the same person except President.

Section 8 - Election and Term of Office. The officers shall be elected by majority vote of the current members of the Board of Trustees for a two year term and shall serve until their successors have been duly elected and qualified.

Section 9 – Resignation and Removal.

a. An Officer may resign at any time by giving written notice to the Board of Trustees. The acceptance of such resignation by the Board shall not be necessary to make it effective.

b. An Officer may be removed by a two-thirds vote of the Board of Trustees whenever, in the Board's judgment, the best interests of the corporation would be served thereby, provided the notice of the meeting where such action might be taken specifies one of the items on the agenda for said meeting shall be the proposed removal of such Officer. The Officer being considered for removal shall be provided notice, opportunity to respond to the proposed removal, and notice of the Board of Trustees final decision. The Officer being considered for removal shall not participate in the vote regarding the proposed removal. The president of IntNSA shall be provided notice of the Board of Trustees decision.

c. An Officer who misses two consecutive regular meetings or four meetings of the Board within a calendar year, without delivering a satisfactory explanation prior to the meetings or obtaining approval of the Board of Trustees, may be removed by the vote of a majority of the Trustees present at any meeting. In the event that an Officer is unable to give prior notice or approval of their absence from a regular meeting, the Officer will be notified by the Board President or next highest ranking official of the Foundation, that the Officer's absence is associated with Article IV, Section 7 of these bylaws. The Foundation will request an explanation from the Officer regarding their absences and request this response within five (5) business days of the notification. Upon receipt the Board will call a special meeting to review the Officer's explanation and determine whether to accept this or proceed with a vote to remove

the Officer from the Board. In the event that the Officer does not respond, the Foundation will assume that the Officer agrees that their absence justified removal from the Board of Trustees and the Foundation will initiate the formal voting process. The Officer will be notified of any action of the Foundation.

Section 10 - Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment by the IntNSA Board of Directors for the unexpired portion of the term.

Section 11 - Duties.

(a) President - The President shall be the principal executive officer of the Foundation and shall, in general, supervise the affairs of the Foundation. The President shall preside at all meetings of the Board of Trustees and shall be the chairperson of the Board. The President shall also serve as an ex officio member of all committees and shall make all required appointments of standing and special committees.

(b) Vice President - The Vice President shall assume the duties of the President whenever that officer is absent or unable to act. The Vice President shall perform such duties as are delegated or assigned by the President or the Board of Trustees.

(c) Secretary - The Secretary shall keep a record of the procedures of the Board of Trustees; have charge of the records of the Foundation; give notice to the Trustees of the meetings of the Board; submit to the Trustees any matters requiring their attention; and annually, and at such other times as may be required, present to the Board reports upon the affairs of the Foundation.

(d) Treasurer - The Treasurer shall, under the general supervision of the Board of Trustees, have custody of the financial transactions of the Foundation; receive and receipt for any monies belonging to the Foundation and deposit same, in the name of the Foundation, with a bank or banks to be designated by the Board; make disbursements in accordance with regulations prescribed by the Board; keep proper books of accounts; and annually, and at such other times as may be required, submit to the Board of Trustees a report of receipts and disbursements and the financial condition of the Foundation.

ARTICLE IV - COMMITTEES

Section 1 - Committees of Trustees. The Board of Trustees may designate one or more committees, including an Executive Committee, each of which shall consist of two or more Trustees, which committees shall have and exercise the responsibility specifically designated by the Board of Trustees, in the management of the Foundation.

Section 2 - Executive Committee. The Executive Committee shall consist of the Officers of the Foundation and shall be responsible for management of the Foundation when the Board is not in session. The Executive Committee shall be chaired by the President of the Foundation.

Section 3 - Other Committees. Other committees may be designated by the Board of Trustees. Members of such committees may or may not be members of the Board of Trustees. Any member thereof may be removed by the Board of Trustees whenever, in their judgment, the best interests of the Foundation shall be served by such removal.

Section 4 – Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

ARTICLE V- MISCELLANEOUS

Section 1 - Fiscal Year. The fiscal year of the Foundation shall be consistent with IntNSA

Section 2 – Indemnification. Trustees, Officers, authorized employees, volunteers, or agents of the Foundation, and such others as may be specified from time to time by the Board of Trustees, shall be indemnified by the Foundation against claims for liability arising in connection with their positions or activities on behalf of the Foundation to the full extent permitted by law.

ARTICLE VI-AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by a majority vote of the Trustees then in office, subject to approval of the IntNSA Board of Directors prior to their taking effect.