

Illinois Association of School Nurses' Foundation By-Laws

ARTICLE I – NAME

The name of this not-for-profit organization shall be the Illinois Association of School Nurses' Foundation (hereafter called Foundation).

ARTICLE II – MISSION

This not-for-profit Foundation operates exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The Foundation's sole purpose is to support the school health community by:

1. Promoting the advancement of school nursing through educational scholarships.
2. Enhancing the professional knowledge base of school nurses through research.
3. Providing mentorship services to new school nurses to increase knowledge, develop skills and enhance professional satisfaction.

ARTICLE III – MEMBERS

The Foundation will have only one member – The Illinois Association of School Nurses (IASN). IASN is the sole voting member of the Foundation and shall have all rights, which are vested in membership of a corporation.

ARTICLE IV – OFFICERS

Section 1. Officers

The Officers of the Foundation shall be appointed by IASN Executive Committee and approved by the IASN Board. The officers shall consist of President, Vice-President, Secretary/Treasurer, and two at-large Directors. Officers shall hold office for a term of two (2) years and thereafter until a successor is appointed. All officers must be an Active member of IASN and must have been an Active member for at least one year prior to serving as an officer. Officers shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses.

Section 2. President

The President shall be the chief executive officer of the Foundation and, in general, shall supervise and control all of the business and affairs of the Foundation. The President may sign, with another Foundation Officer any bonds, contracts, or other instruments or documents, which the Board of Directors has authorized to be executed. The President shall serve as the chairman of the Margaret Winters Scholarship Committee.

Section 3. Vice-President

A vacancy in office of president shall be filled by the Vice-President, who shall assume the office of President and shall perform all such duties for the unexpired term and until the IASN Executive

Committee appoints a successor to the Foundation's Presidency. The Vice-President shall serve as the chairman of the School Nurse Certification Grant Committee.

Section 4. Secretary/Treasurer

The Secretary/Treasurer shall keep the minutes of all meetings; be the custodian of the Foundation's records; be responsible for all funds and securities of the Foundation; and receive and give receipts for monies due and payable to the Foundation and deposit all such monies in the name of the IASN Foundation in such banks, trust companies, or other depositories in accordance with the provisions of the Bylaws.

Section 5. At-Large Directors

The two at-large Directors shall be responsible for all fundraising activities for the Foundation. .

ARTICLE V – BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall have the general power to manage and control affairs of the Foundation in accordance with the Articles of Incorporation and bylaws. The Directors shall monitor and evaluate the programs designed to implement the established mission and purpose.

Section 2. Composition

The Foundation's Board of Directors shall consist of five members (Three officers and 2 At-Large directors). Directors shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses.

Section 3. Meeting and informal Action

The Board of Directors shall meet at least annually and as often as necessary to fulfill its responsibilities. Any action may be taken without a meeting (via phone or email) of the Directors if a written consent setting forth the action so taken were signed by all of the Directors. A majority of the members of the Board of Directors shall constitute a quorum.

Section 4. Term of Office

The Board of Directors shall hold office for a term of two (2) years or until a successor is appointed.

Section 5. Removal

Any member of the Board of Directors may be removed upon two-thirds affirmative vote of the IASN Executive Committee, whenever in its judgment the best interest of the Foundation would be served. A vacancy in any office may be filled by appointment of the current IASN Executive Board for the unexpired portion of the term.

ARTICLE VI – COMMITTEES

Section 1. Powers

IASN and the Foundation's Directors shall establish regular committees to assist in the performance of its duties as considered appropriate. Subject to the powers reserved to IASN and the Foundation's Directors, the Committees shall actively engage in fundraising, promoting the mission and ratifying criteria for and selection of award, grants and scholarship recipients.

Section 2. Rules

Each committee may adopt criteria for their awards consistent with the IASN's Bylaws and/or Operating Guidelines.

Section 3. Standing Committees

- **Section 4.1 Margaret Winters Memorial Scholarship Committee**
This committee shall be comprised of the Foundation's board of directors. The committee shall identify selection criteria, review application, and approve the scholarship.
- **Section 4.2 School Nurse Certification Grant Committee**
The IASN Foundation Board of Directors shall appoint the School Nurse Certification Grant Committee. It shall be comprised of the Foundation's vice-president as chairman and two additional members. The committee shall identify selection criteria, review applications, and approve scholarships.
- **Section 4.3 Inquiry and Innovation Committee**
- The IASN Foundation Board of Directors shall appoint the Inquiry and Innovation Committee. It shall be comprised of a Chairman and two additional members. The committee shall identify selection criteria, review applications and approve research grants and poster presentation awards.
- **Section 4.4 Mentorship Liaison**
The IASN Foundation Board of Directors shall appoint the Mentorship Liaison. The liaison shall connect an experienced school nurse with a new school nurse to increase knowledge, develop skills, and enhance performance within the profession of a school nursing.

ARTICLE VII – OPERATIONS

Section 1. Fiscal Year

The fiscal year of the IASN Foundation shall be from September 1 through August 31.

Section 2. Records

The Foundation shall keep complete books and records of account, and shall keep minutes of all proceedings.

Section 3. Endowment

An endowment fund shall be established and invested in such securities for the sole purpose of supporting the practice of school nursing by educational scholarships, research awards and grants, and a mentorship program. The income only shall be used for such purposes.

Section 4. Budget

The budget will be approved by the IASN Foundation Board of Directors and financial records audited yearly by the IASN audit committee and presented to the IASN Board of Directors.

Section 5. Execution of Documents

Checks and orders for the payment of funds from this Foundation will be signed by the Treasurer after an appropriate voucher has been submitted by a committee chairperson and authorized by the Foundation's President. The Foundation's President and one additional Officer shall sign any bonds, contracts, or other instruments or documents, which the Board of Directors has authorized to be executed.

Section 6. Amendments

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by three-fifth (3/5) affirmative vote of Board of Directors. Thirty (30) days written notice of a proposed Bylaws change shall be provided to IASN President.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Illinois Association of School Nurses Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Illinois Association of School Nurses Foundation may adopt.

ARTICLE VIII – DISSOLUTION

The dissolution of the Foundation shall be initiated by a majority vote of the Foundation's Board of Directors. Upon the dissolution or liquidation of the Foundation and after paying or making provisions for the payment of all of the Foundation's liabilities, all funds shall be distributed to a non-for-profit corporation exempt under 501(c)(3).

Approved by IASN 10/26/2012

Updated 3/28/2013

Updated 4/15/2014

Updated 11/17/2014