

# BYLAWS OF NIGHTINGALE AWARDS OF PENNSYLVANIA

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## ARTICLE I: PURPOSE

**1.1** Nightingale Awards of Pennsylvania (the “Corporation”) is a Pennsylvania nonprofit corporation, incorporated exclusively for charitable, scientific, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including engaging in activities, with the principal purpose to recruit, retain, and recognize nurses in Pennsylvania.

## ARTICLE II: BOARD OF TRUSTEES

**2.1 General Powers.** The business and affairs of the Corporation shall be managed by the Board of Trustees (sometimes referred to as the “Board” and individual members thereof referred to as “Trustee” or “Trustees”). In addition to the powers and authority expressly granted by these Bylaws, the Board may exercise all powers of the Corporation and do all acts that are not prohibited by applicable law, by the Corporation’s Articles of Incorporation, or by these Bylaws.

**2.2 Trustee Responsibilities.** The Corporation Board members are expected to assist in achieving the Corporation’s mission, vision, and strategic initiatives.

**2.2.1** Be an active participant. Active participation entails consistent attendance at Board and committee meetings as appropriate, as well as special events sponsored and supported by the Corporation.

**2.2.2** Advocate for the Corporation by increasing its visibility and credibility in the Commonwealth of Pennsylvania. This may be accomplished by activities including, but not limited to, introducing the Corporation to potential supporters, recruiting award and scholarship nominees from within the nursing profession in the Commonwealth of Pennsylvania as well as recruiting sponsors, advertisers and other means of financial support. Act as an advocate for the Corporation in increasing its visibility and credibility in the Commonwealth and introduce the Corporation’s mission to potential supporters.

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2.2.3 Support the Corporation personally with an annual financial gift. 100% Board participation is expected.

**2.3 Number/Qualifications.** The Board shall consist of twenty-four (24) elected Trustees and the Immediate Past President, and the President Emeritus, if such persons wish to serve, for a total of twenty-six (26) Board of Trustees. President Emeritus shall be a former President of the Corporation, selected to hold this office by the Trustees, in recognition of outstanding service and loyalty to the Corporation. Any natural person, who is at least twenty-one (21) years of age and willing to serve the interests of the Corporation, may serve as a Trustee of the Corporation. In addition to the twenty-six (26) Board of Trustees, the Board includes a Student Nurses Association of Pennsylvania (SNAP) Officer or Designee as a non-voting member. SNAP trustee must be eighteen (18) years of age or older.

### **2.4 Election and Term.**

2.4.1 A new Board member may be elected by the Board for a term of two (2) years at any regular meeting. Terms may be extended at the request of the Board member and the approval of the Board.

2.4.2 All elected Trustees shall serve for a term of two (2) years (or, when filling a vacancy, the unexpired portion of the term) or until their successors are elected and have qualified. The Immediate Past President shall serve as a Trustee until that person is no longer the Immediate Past President. The President Emeritus shall serve as a Trustee until that person is no longer President Emeritus.

2.4.3 Vacancies in the Board Officers (President, Treasurer, etc.) may be filled by the remaining Trustees at their discretion.

**2.5 Meetings.** The annual organizational meeting of the Board for, among other purposes, the election of Trustees and officers shall be held in January or February, or at such other time, and at such place as the Board may from time to time determine. One meeting is a face to face, others

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are conference calls. Regular meetings of the Board shall be held at least quarterly, at such time and place as the Board may from time to time determine. Special meetings of the Board may be called at any time by the President or at least one-third of all Trustees. Meetings of the Board may be held at any location within or without the Commonwealth of Pennsylvania.

**2.6 Notice.** Written notice or email of the time and place of all meetings of the Board shall be delivered to each Trustee at least five days prior to the date of such meeting (unless a longer period of notice is required by applicable law, by the Articles of Incorporation, or by these Bylaws) and, in the case of special meetings, shall state the general nature of the business to be transacted, provided that no written notice is required in the case of regular meetings where the date, time and place have been determined in advance by the Board. Written notice shall be delivered via email.

**2.7 Quorum.** Fifty percent of Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws.

**2.8 Voting.** Each Trustee shall be entitled to one vote on any matter submitted to a vote of the Board. The acts approved by the affirmative vote of a majority of the Trustees present at the meeting at which a quorum is present shall be the acts of the Board, unless a greater proportion of affirmative votes is required by applicable law, by the Articles of Incorporation or by these Bylaws.

**2.9 Removal.** Any Trustee may be removed from office at any time, with or without cause, by the Board.

**2.10 Limitation on Liability.** Trustees shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless (a) the Trustee has breached or

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failed to perform the duties of the Trustee's office as set forth under Section 8363 of the Pennsylvania Directors' Liability Act; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this paragraph shall not apply to (a) the responsibility or liability of a Trustee pursuant to any criminal statute; or (b) the liability of a Trustee for the payment of taxes pursuant to local, state or federal law.

**2.11 Confidentiality Statement.** Trustees shall complete a Conflict of Interest Statement annually by which they agree to comply with avoiding conflicts of interest or disclose them accordingly. The executive committee of the board will be responsible for reviewing them and determining if a conflict of interest exists. Any individual with a stated conflict of interest will abstain from voting and/or recuse themselves from the discussion by exiting the room or call.

### ARTICLE III: OFFICERS

**3.1 Officers Generally: Election.** The officers of the Corporation shall be a president, immediate past president, president-elect, communication chair, finance chair and such other officers as the Board deems desirable. Any two or more offices may be held by the same person. In addition to the powers and duties set forth in these Bylaws, officers shall have such powers and duties as are usually related to their offices and as the Board may determine by resolution. All officers shall hold office for a term of two years (or such other term as the Board shall determine for any office from time to time) or until their successors are elected and have qualified, unless sooner removed by the Board. Every other year a President Elect will be recruited to allow for appropriate mentoring, onboarding, and transition to President. Each committee chair holds responsibility for holding meetings to accomplish the work as the committee deems necessary and must assure communication with the executive committee following each meeting. Minutes should be sent to the executive committee within two (2) weeks.

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**3.2 President.** The President, who shall assume the role after serving as the President-Elect, shall be the chief executive officer of the Corporation and shall control and manage the property, business and affairs of the Corporation, subject to the policies and directions of the Board. The President shall preside at all meetings of the Board. The President shall be an ex-officio member of all Committees, with full right to participate and vote in the proceedings of each such Committee.

**3.3 President-Elect.** The President-Elect shall perform such duties as may be assigned to them by the President, subject to the policies and directions of the Board, and prepare to assume the role of President when the current President's term is fulfilled.

**3.4 Communication Chair.** The Communication Chair shall represent the Secretary for the Corporation and shall review the minutes of all meetings of the Board and shall have charge and custody of the seal and records of the Board and the Corporation. The Communication Chair will collaborate with the designated account manager who will take minutes of all Board meetings and present them for approval to the appropriate officer/committee chair.

**3.5 Finance Chair.** The Finance Chair shall represent the Treasurer for the Corporation and shall collaborate with the designated account manager to have charge and custody of all funds of the Corporation; shall maintain an accurate accounting system and shall present financial reports to the Board in such manner as the Board may from time to time determine. In collaboration with the program committee, all contracts must be reviewed, approved, and signed by the Finance Chair or the President.

### ARTICLE IV: COMMITTEES

**4.1 Standing Committees.** The Board may, by resolution, adopted by a majority of the Trustees in office, establish such Standing Committees of the Board (and in each case appoint the members thereof based on the recommendations of the President) as it deems necessary or

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desirable. Standing Committees, including the Executive, Awards, Communication, Development, Finance, Nominating, Program, and Scholarship Committees, are described below. At least one of the members of any Standing Committee must be a Trustee, provided that the Executive and Nominating Committees shall be comprised of Trustees only. Only a Trustee may serve as chairperson of any Standing Committee. The President shall serve as Chairperson of the Executive Committee and shall appoint the Chairpersons of the other Standing Committees from among the Trustees. The Board may delegate such authority to any Standing Committee as it deems appropriate and is not prohibited by applicable law. All Standing Committees and their members shall serve at the discretion of the Board. Non-trustee committee members may serve on a committee and fulfill roles and duties as prescribed by the chairperson.

**4.2 Other Committees.** The Board, by resolution, may establish one or more Other Committees to advise the Board or the President in the performance of their duties. The President shall appoint the members and chairperson of each such committee. Persons may be appointed to Other Committees who are neither Trustees nor officers of the Corporation. No such Other Committee may have or exercise any authority of the Board to manage the business and affairs of the Corporation. All such Other Committees and their members shall serve at the discretion of the Board.

**4.3 Term of Office.** Each member of the Standing or Other Committee shall continue as such until the next annual organizational meeting of the Board and until his successor is appointed, unless sooner removed, or unless such Committee is sooner dissolved by the Board.

**4.4 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**4.5 Quorum/Voting.** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act

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of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**4.6 Minutes, Procedures and Reports of Committees.** The chairman of each committee shall designate a secretary, who need not be a member of such committee. Each committee shall establish procedural rules consistent with applicable law, these Bylaws and the policies and directions of the Board; shall keep minutes of each of its meetings; and shall issue such reports as the Board, the Executive Committee or the President may request.

### **4.7 Executive Committee.**

4.7.1 The Executive Committee shall consist of the President, who shall serve as the chairman of the Committee, the President-Elect, the Finance Chair, the Communication Chair and the Immediate Past-President.

4.7.2 The Executive Committee shall have and exercise the authority of the Board, to the extent permitted by applicable statute, between meetings of the Board.

4.7.3 Meetings of the Executive Committee may be called at any time by the Chairman of the Committee or by any two (2) members of the Committee. Written notice of special meetings of the Executive Committee shall be given at least five (5) days before such meeting. The Executive Committee shall report any action taken at the next meeting of the Board. The Executive Committee must have informed knowledge of any and all contracts in which the Corporation is engaged.

**4.8 Awards Committee.** The Awards Committee shall consist of at least five members. The Awards Committee shall be responsible for evaluating candidates for the awards granted by the Corporation, subject to approval by the Board, and for making proposals to the Board of additional awards. The Corporation Board members are not eligible to be scholarship or award recipients.

**4.9 Communication Committee.** The Communication Committee shall consist of at least five members. The Communication Committee shall be responsible for generally coordinating communication between the Board of Trustees and nurses and others in Pennsylvania, including publicizing the awards and scholarships granted by the Corporation, providing assistance in connection with fundraising activities on behalf of the Corporation and otherwise serving as a liaison between the Board and the public generally.

**4.10 Development Committee.** The Development Committee shall consist of at least three members. The Development Committee shall be responsible for making recommendations to the Board concerning fundraising and other development activities and for implementing and coordinating all such activities of the Corporation.

**4.11 Finance Committee.**

4.11.1 The Finance Committee shall consist of at least three members.

4.11.2 The Finance Committee shall be responsible for the fiscal affairs of the Corporation, including preparation of and monitoring of compliance with an annual budget, monitoring the financial structure of the Corporation, reviewing and establishing controls for revenues and expenditures and monitoring the financial condition of the Corporation's programs. The Finance Committee may make recommendations to the full Board of Trustees to invest money as available.

**4.12 Nominating Committee.**

4.12.1 The Nominating Committee shall consist of members of the Executive Committee.

4.12.2 The Nominating Committee shall propose candidates for election as Trustees and Officers of the Corporation.

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**4.13 Program Committee.** The Program Committee shall consist of at least five members and shall be responsible for coordinating the annual awards program and any other programs of the Corporation.

**4.14 Scholarship Committee.** The Scholarship Committee shall consist of at least five members. The Scholarship Committee shall be responsible for coordinating the nomination process, soliciting applicants and evaluating candidates for scholarships granted by the Corporation. Final nominations are subject to approval by the Board. Scholarship awardees are notified in writing and checks are sent promptly.

### ARTICLE V: INDEMNIFICATION

**5.1 Right to Indemnification.** The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee or officer of the Corporation, or, while a Trustee or officer of the Corporation, is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation, to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law. Insurance is provided to Officers of the Board and Board Members through a general policy noted in section 5.5.

**5.2 Advance of Expenses.** Expense incurred by a director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of

the director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

**5.3 Procedure for Determining Permissibility.** To determine whether any indemnification or advance of expenses under this Article V is permissible, the Board of Trustees, by a majority vote of a quorum consisting of Trustees not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall be required to, determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs. The reasonable expenses of any Trustee or officer in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses shall be borne by the Corporation.

**5.4 Contractual Obligation.** The obligations of the Corporation to indemnify a Trustee or officer under this Article V, including the duty to advance expenses, shall be considered a contract between the Corporation and such Trustee or officer, and no modification or repeal of any provision of the Article V shall affect, to the detriment of the Trustee director or officer, such obligations of the Corporation in connection with a claim based on any act or failure to act occurring before such modification or repeal.

**5.5 Indemnification Not Exclusive; Inuring of Benefit.** The indemnification and advancement of expenses provided by this Article V shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of directors or otherwise, both as to action in such person's official capacity, as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

**5.6 Insurance, Security and Other Indemnification.** The Board of Trustees shall have the power to (i) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a Trustee, or otherwise secure any of its indemnification obligations, and (iii) give other indemnification to the extent not prohibited by a statute.

**ARTICLE VI: MISCELLANEOUS PROVISIONS**

**6.1 Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December.

**6.2 Gender Definitions.** Masculine pronouns are used in these Bylaws in the neutral gender and apply equally to feminine as well as masculine, and transgender persons.

**ARTICLE VII: AMENDMENT OF BYLAWS**

**7.1 Amendments.** These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the Board of Trustees at any meeting of the Board by the vote of not less than two thirds of the Trustees present at any such meeting where a quorum is present, provided that written notice of any proposed amendment or a summary thereof shall have been given to each Trustee not less than ten (10) days prior to the date of the meeting.