

**BYLAWS
OF
NORTH DAKOTA CENTER FOR NURSING**

**ARTICLE I
NAME**

The name of the corporation is the North Dakota Center for Nursing.

**ARTICLE II
MISSION**

The corporation is organized for purposes which are exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, specifically including the provision of education, planning, development, research and other services to address issues and obstacles affecting the nursing profession. The mission of the corporation is to through collaboration, guide ongoing development of a well-prepared and diverse nursing workforce to meet health care needs in North Dakota through research, education, recruitment and retention, advocacy and public policy. The primary foci for the corporation include 1) Nursing Education and Faculty Resources, 2) Workforce planning, 3) Practice and Policy and 4) Research and Development. In furtherance of such purposes, the following Bylaws have been adopted:

**ARTICLE III
OFFICES**

The principal offices of the corporation in the state of North Dakota is in the city of Northwood. The registered office of the corporation may, but need not be, identical to the principal office. The address of the principal or registered office may be changed from time to time by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the corporation will be managed by its Board of Directors. The Board of Directors will have the power to conduct, manage, and control the affairs and business of the corporation, consistent with and subject to the limitations set forth and in the corporation's Articles of Incorporation.

SECTION 2. Number, Tenure and Qualifications. The number of directors of the corporation will be between 10 and 15. Each of the following organizations are entitled to appoint one (1) director for a term of three (3) years, with unlimited tenure for qualified directors in good standing. Director appointments are subject to the approval of the Board of Directors at the next meeting of the Board:

- a. North Dakota Board of Nursing
- b. North Dakota Nurses Association
- c. College and University Nursing Education Administrators
- d. North Dakota Organization of Nursing Leadership
- e. North Dakota Association of Nurse Anesthetists
- f. North Dakota Chapter of National Association of Directors of Nursing Administration/Long Term Care
- g. Nursing Student Association of North Dakota
- h. North Dakota Nurse Practitioner's Association
- i. ND Workforce Development Division of the ND Department of Commerce
- j. Area Health Education Center
- k. ND Emergency Nurses Association
- l. ND Public Health Association (Nursing section)

m. A Sigma chapter

In addition, the foregoing directors will appoint the following two positions for a term of three years (3) with unlimited tenure.

1. A public member/member at large.
2. An LPN member at large with an unencumbered ND nursing license.

SECTION 3. Alternate Directors Each organization is also entitled to appoint one alternate, subject to the approval of the Board of Directors at the next meeting of the Board, that would follow the same term as the director. The Board of Directors is entitled to appoint an alternate director for the board appointed positions that would follow the same term as the appointed director. . The appointed alternates would serve as replacements for a director on a meeting by meeting basis if the director is not available and will have voting privileges in the absence of the director.

SECTION 4. Directors Qualifications and Rights. Directors and alternates appointed by nursing organizations must maintain current membership in their respective organization. No individual may be appointed to represent two separate organizations. The public member/member at large will be vetted by the Board of Directors prior to appointment and reappointment.

SECTION 5. Corporation Meetings. At each meeting of the Board of Directors, the president of the corporation or, in their absence, the president-elect, or if none, a chairman chosen by a majority of the directors present, will preside. The secretary of the corporation or, in their absence, any person whom the chairman may appoint, will act as secretary of the meeting.

SECTION 6 Resignation. Any director of this corporation may resign at any time by giving written notice to the executive director, president or to the secretary of the

corporation. The resignation of any director will take effect when the notice is given to this corporation, unless a later effective time is specified in the notice.

SECTION 7. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, or any other cause, will be filled by an appointment of the respective organization or by the Board of Directors for the public member/member at large.

SECTION 8. Removal of Directors. Any director may be removed at any time, with or without cause, by a vote of the majority of the total number of directors at a special meeting of the Board of Directors called for the purpose, or at a regular meeting of the Board of Directors if the purpose is included in the meeting notice and a quorum is present. Among other reasons, any director who has missed three (3) unexcused consecutive meetings of the Board of Directors may be removed. Any vacancy in the Board of Directors caused by any removal will be filled in the manner provided in Section 6 hereof.

SECTION 9. Regular Meetings. The Board of Directors may meet at least three times per year at a time and place fixed by resolution of the Board of Directors, and more frequently as it may be deemed by it for the best interests of the corporation. The last meeting of the calendar year will be designated as the annual meeting.

SECTION 10. Special Meetings. Special meetings by the Board of Directors may be called by or at the request of the president or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 11. Notice. Notice of the time and place of any meeting of the Board of Directors, and in the case of a special meeting, the purpose of the special meeting, will be given to each director at least ten (10) days prior to the meeting. The notice may be

given to each director in person, by telephone, by electronic communication or regular mail, addressed to the director at the mailing or email address known to the secretary as shown by the records of the corporation. Any notice so given by electronic communication or mail will be deemed to have been given when it has been properly sent using electronic communication or deposited in the United States mail. Any director may waive notice of any meeting. The attendance of a director at a meeting constitutes a waiver of notice of the meeting, except when the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting after the objection.

SECTION 12. Quorum. A majority of the number of directors fixed by the Board of Directors in accordance with Section 2 of this Article IV will constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such majority is present at a meeting, a majority of the directors present may recess or adjourn the meeting from time to time without further notice until a quorum is present to transact business. If a quorum is present when a meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the proportion or number otherwise required for a quorum.

SECTION 13. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

SECTION 14. Action without a Meeting. An action required or permitted to be taken at a board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors. If the articles so provide, any action may be taken by written action signed, or consented to by authenticated

electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present. Action taken without a meeting must be unanimous. If dissenting votes are received, further discussion and final decision will be deferred to the next meeting of the Board of Directors or the Executive Committee.

SECTION 15. Committees, Professionals. The Board of Directors may designate one or more committees of the Board and may adopt such regulations as it deems advisable with respect to the members, authority, and procedures of such committees. The president with approval of the Board of Directors may employ investment, accounting, legal and such other professionals as it deems to be for the best interest of the corporation.

SECTION 16. Remote Communication. A meeting of the directors or any committee of the Board of Directors may be conducted by a telephone conference or by any other means of remote communication through which all of the participants may participate with each other during the meeting, if notice of the meeting has been given and if the number of persons participating in the conference is sufficient to constitute a quorum. Participation in a conference call constitutes personal presence at the meeting.

SECTION 17. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken is presumed to have assented to the action taken unless his or her dissent will be entered in the minutes of the meeting or unless they file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent will not apply to a director who

voted in favor of such action.

ARTICLE V OFFICERS

SECTION 1. Number. The officers of the corporation will be a president, a president-elect, a secretary, and a treasurer, each of whom will be elected by the Board of Directors, and such other officers and assistant officers as may be deemed elected by the Board of Directors. The same person may be permitted to hold one or more offices if so elected.

SECTION 2. Eligibility. Each officer should be a director in good standing of the corporation and their affiliated organization.

SECTION 3. Election and Term of Office. Each officer will hold office until their successor has been duly elected and has been qualified or until they resign or until their death or until they are removed in the manner hereinafter provided. Each officer will serve a two-year term. Officers will be elected at the annual meeting. The newly elected officers will assume responsibilities at the close of the annual meeting.

SECTION 4. Resignations. Any officer may resign their position at any time by giving written notice of his or her resignation to the Board of Directors, to the president, the secretary or the executive director of this corporation. The resignation of any officer will take effect when the notice is given to this corporation, unless a later effective time is specified in the notice.

SECTION 5. Removal. Any officer may be removed at any time, with or without cause, by a vote of a majority of the total number of directors at a special meeting of the Board of Directors called for the purpose, or at a regular meeting of the Board of Directors if the purpose is included in the meeting notice and a quorum is present.

SECTION 6. Vacancies. A vacancy in any office because of the resignation, removal, death, or any other cause will be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office. If the president is unable to fulfill their term, the president-elect will serve as president until the next annual meeting where they will assume the president position, complete the vacant president's term, and complete their designated term of two-years. The new president-elect will be elected at the next scheduled meeting. If the secretary or treasurer is unable to fulfill their term, the new secretary or treasurer will be appointed by the president until the next annual meeting.

SECTION 7. President. The president will be the principal executive officer of the corporation, and subject to the control of the Board of Directors, will in general, supervise and control all of the business and affairs of the corporation. The President serves as the chairperson of the Board of Directors, and when present, will preside at all meetings of the Board of Directors. The President will also chair meetings of the Executive Committee, as defined in Article V, section 12. The President may sign any legal documents including drafts, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or as required by law to be otherwise signed or executed; and in general will perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 9. President-elect. The president-elect will serve as the vice chairperson of the Board of Directors, and in the absence of the president or in the event of the president's inability, or refusal to act, or death the president-elect will perform the duties

of the president, and when so acting, will have all the powers and be subject to all the restrictions upon the president. The president-elect performs other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. The president-elect will serve a two-year term in this role and then assume the role of president for an additional two-year term.

SECTION 10. Secretary. The secretary will: (a) approve the minutes of the proceedings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) assist the executive director in ensuring that reports and filings to state and federal authorities are made in a timely manner and (d) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. Minutes and other legal documents of the corporation are the property of the corporation.

SECTION 11. Treasurer. The treasurer will: (a) have charge and custody of and be responsible for all funds and securities of the corporation; and (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president, the Board of Directors or the executive director. Financial documents of the corporation are the property of the corporation.

SECTION 12. Executive Committee There will be an Executive Committee composed of the president, president-elect, secretary and treasurer. The president will chair meetings of the executive committee. The president-elect will chair meetings of the executive committee in the absence of the president. This committee will have all the powers of the Board to transact business in accordance with rules established by

the Board. All transactions will be reported at the next meeting. The executive committee may meet monthly with the executive director of the corporation or more frequently as needed. A quorum of the executive committee will be at least three officers.

**ARTICLE VI
NORTH DAKOTA CENTER FOR NURSING LEADERSHIP TEAM**

The corporation may in addition to the Board of Directors have a North Dakota Center for Nursing Leadership Team which will include a greater representation of the nursing community for strategic planning, workgroups and will serve in an advisory role to the corporation. All nursing organizations, nursing education programs, regulatory agencies, philanthropic organizations, state agencies, grant-funded projects and other individual stakeholders that have a focus on statewide nursing education, workforce, practice/policy and research/ development may be included. The Board of Directors will also be members of the Leadership Team. The Leadership Team may meet at least annually.

**ARTICLE VII
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised will govern all corporation board meetings and parliamentary situations not addressed by law or these bylaws.

**ARTICLE VIII
EXECUTIVE DIRECTOR**

SECTION 1. Appointment. The Board of Directors may appoint an executive director. The executive director is responsible to the Board of Directors.

SECTION 2. Delegation of Authority. The Board of Directors delegates to the

executive director the authority to act for and on behalf of the corporation. The executive director's authority is subject to control by the Board of Directors. The executive director is an ex-officio non-voting member of the Board of Directors.

ARTICLE IX CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or the executive director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans may be contracted on behalf of the corporation and no evidence of indebtedness may be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Annual Budget. A detailed annual budget necessary to carrying out the activities of the Corporation will be prepared by the executive director and the treasurer and approved by the Board of Directors. Any major expenses including purchased property exceeding \$1,000 must be pre-approved by the Board of Directors or the Executive Committee if not included in the annual budget. Any property necessary to the conduct of business (e.g. computer, printers) when purchased with corporation funds is the property of the organization and purchase of said equipment will be approved by the Board of Directors or the Executive Committee, if not included in the annual budget.

SECTION 4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation will be signed by the treasurer or the executive director and in such a manner as is determined by resolution of the Board of Directors.

SECTION 5. Deposits. All funds of the corporation not otherwise employed must be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as selected by the Board of Directors.

SECTION 6. Audit. A biennial independent audit will be conducted at the discretion of the board.

ARTICLE X INSURANCE

The corporation will have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against and incurred by such person in any such capacity.

Article XI CONFLICTS OF INTEREST

A contract or other transaction between the corporation and a member of the Board of Directors, a member of the family of a director or any organizations in which a director or member of the family of a director has a direct or indirect financial interest is not void or voidable because such director, member of the family or organizations are parties to the contract or transaction if at least one of the requirements of Subsection 2 of N.D.C.C. § 10-33-46 is satisfied.

For purposes of this section, a “member of the family” of a director is a spouse, parent, child, child of a spouse, brother, sister, or the spouse of any of them.

ARTICLE XII FISCAL YEAR

The fiscal year of the corporation begins on the first day of July and ends on the last day of June in the following year.

**ARTICLE XIII
WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Nonprofit Corporation Act, a waiver thereof in writing, or by authorized electronic communication, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. The attendance of a director at a meeting constitutes a waiver of notice of the meeting, except when the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting after the objection.

**ARTICLE XIV
GOVERNING LAW**

The Articles of Incorporation and these Bylaws govern the internal affairs of this corporation unless they are in conflict with the North Dakota Nonprofit Corporation Act.

**ARTICLE XV
AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board of Directors. Notice of the proposed amendments to the bylaws must be provided to the Board of Directors at least 30 days prior to a meeting in which a vote is taken on the proposed bylaws amendment.

Bylaws amended January 2013. Changes:

- Article IV, Sec. 2- The number of directors of the corporation shall be between 10-15.
- Article IV, Sec. 2- Workforce Development Council, Area Health Education Center and additional nursing and public members shall be entitled to appoint....
- Article IV, Sec 5- Any director of this corporation may resign at any time by giving written notice to the executive director, president or to the secretary of the corporation.
- Article V, Sec. 9- The secretary shall (A) approve the minutes...
- Article VI- The Leadership team will meet at least annually

Bylaws Amended June 2014. Changes:

- Renamed Vice President to Vice-President/President-Elect
- Added to the Description of Vice-President/President-Elect: The Vice President/President Elect will serve a two-year term in this role and then assume the role of President for an additional two-year term.

Bylaws amended October 2014. Changes:

- Added role of Past-President including description.
- Edited text to change all appearances of vice president to president-elect.
- Added that if Secretary/Treasurer is unable to fulfill their term that they will be appointed by the President until the next annual meeting.

Bylaws amended January 2016. Changes:

- Change wording of mission.
- Change location of office to Fargo.
- Delete reference to initial board appointment terms for founding organizations.
- Revised timing of meetings.
- Delete article IV, section 16- travel expenses of board members as it is included in policy and renumbered remaining sections
- Revise duties of secretary and treasurer.
- Revise duties of executive Director.
- Revised pre-approval of certain budget items in annual budget.
- Change annual to biennial for audit.

Bylaws Amended October,2017. Change:

- Changed wording in Article V, Section 6 regarding president office vacancy and fixed typographical error in secretary/treasurer vacancy.

Bylaws Amended January 2018. Change:

- Edited and added organizations to Article IV Board of Directors Section 2. These organizations include ND Workforce Development Division of the ND Department of Commerce (reworded from Work Force Development Council), ND Emergency Nurses Association, the ND Public Health Association, Nursing section and a Sigma chapter

Bylaws Amended October 2018. Change:

- Edited Article IV Board of Directors Section 2. Changed listing of consumer/public member to public member/member at large.

Bylaws Amended June 2019. Changes:

- Language was updated including replacing “shall” with will or other suitable replacement.
- The list of directors in IV. Section 2 was cleaned up and presented in a bulleted list with all directors having the same appointment limits.
- The addition that board members and alternates are subject to the approval of the Board of Directors in IV. Section 2. Language was also added to allow for qualified Directors in good standing to have unlimited tenure on the board and that all board appointments are subject to the approval of the Board of Directors at the next meeting of the board.
- Simplified language regarding Board member resignation, vacancies and removal of directors in IV. 5 sections 5 and 6.
- Changed the annual meeting to be the last meeting of the calendar year and deleted that it will be from October-December in IV. Section 8.
- Changed meeting notices to reflect ND Century Code and update technology used in IV. Section 10.
- Clarified quorum in IV. Section 11.
- Clarified actions taken through electronic communication without a meeting in IV. Section 13.
- Eliminated re-election of officers in Article V. section 3.
- Clarified resignation of officers in Article V. Section 4.
- Clarified removal of an officer in Article V. Section 5.
- Eliminated the role of past-president in Article V. section 8.
- Eliminated the passing of documents from the Secretary and Treasurer to the next officer in Article V. sections 10 and 11.
- Eliminated language regarding the treasurer providing a bond in Article V. section 11.
- Added the role of president-elect in executive committee meetings and the definition of a quorum in Article V. section 12.
- Added other individual stakeholders to list of leadership team members in Article VI.
- Eliminated the list of responsibilities for the Executive Director and clarified their role as an ex-officio, non-voting member of the Board in Article VIII, section 2.
- Added the board of directors to the list for pre-approval of property over \$1,000 not included on annual budget in Article IV, section 3.
- Clarified waiver of notice to adhere to ND Century Code in Article XIII.
- Added a notice requirement and a two-thirds vote for amendment of bylaws to Article XV.

Bylaws amended January 2020. Changes:

- Added LPN Board Member at Large

Bylaws amended October 2020. Changes:

- Changed office location to Northwood.
- Clarified that board members can represent only 1 organization.