

**BYLAWS**  
**OF THE**  
**HAITI NURSING FOUNDATION**

**ARTICLE I. Purposes Provision**

Section 1. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, including any amendments that may from time to time be made thereto.

Section 2. The Corporation is to be operated exclusively for charitable, and educational purposes, within the meaning of Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) of the Internal Revenue Code of 1986 or future amendments of said section. All actions and activities of the Corporation shall be carried on in conformance and compliance with the provisions and restrictions set forth in full in the Articles of Incorporation including any amendments that from time to time may be made thereto.

**ARTICLE II. Offices**

The principal office of the Corporation in the State of Michigan shall be located in the City of Ann Arbor County of Washtenaw. The Corporation may have such other offices, either within or without the State of Michigan, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Michigan a registered office, and a registered agent.

**ARTICLE III. Board of Directors**

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Directors may determine policies for membership, including classes and categories of membership and fees therefor, provided however that members who are not also Directors of the Corporation shall not have a vote or be entitled to vote regarding Corporation matters.

Section 2. Election and Term of Office. The Directors of the Corporation shall conduct an election at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible thereafter.

New Board members shall be nominated by the Board Governance Committee at a Board meeting, and elected at the next full Board meeting. Prior notice and candidate information will be provided to all Directors before the meeting where a vote is taken. Nominations may be made from the floor with prior permission of the nominee. Directors shall be elected for a three-year term and may succeed themselves for one additional term with the exception of the President who may serve a third consecutive term. Directors who have served two terms are eligible for re-election after one year's lapse.

A Director filling an unexpired term shall be eligible to serve two additional consecutive three-year terms.

Section 3. Number, Tenure, and Qualifications. The number of Directors shall be a minimum of 10 and a maximum of 19. Any vacancy occurring on the Board of Directors caused by a death, resignation or otherwise, shall be filled, until the next annual meeting of the Board and installation of officers thereafter, through a vote of a majority of the remaining members of the Board. Directors need not be residents of the State of Michigan.

Section 4. Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held at intervals not to exceed twelve months, as determined by action of the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. Until modified by said resolution of the Board of Directors, the annual meeting shall be held at a time and place determined by the Board. Thirty days written notice shall be provided each member of the Board of Directors. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. If emailed, the notice of meeting shall be deemed to be delivered on the date the email was sent. The Board of Directors may provide by resolution the time and place, either within or without the State of Michigan, for the holding of regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board of Directors or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Michigan, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, telegram, or electronic mail to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States overnight mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 7. Quorum. For the transaction of business at any meeting, a quorum shall consist of seven (7) Directors then in office, at least two (2) of whom shall be officers. But if less than a quorum is present at said meeting, those Directors who are present may adjourn the meeting without further notice.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. The Chair of the Board of Directors shall preside at the meetings of the Board.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors at a regular or special meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting or by telephone if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 12. Telephonic Conferences. A Director is “present” and may participate in a meeting of Directors by conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other, if all participants are advised of the communication equipment and the names of the participants in the conference are divulged to all participants. Participation in the meeting pursuant to this section constitutes presence in person at the meeting.

#### **ARTICLE IV. Officers**

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except President and Secretary. An officer shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by more than two officers.

Section 2. Election and Term of Office. The Officers and directors of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of Officers is not held at such meeting, such election shall be held as soon as possible thereafter. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall serve as the Chairperson of the Board of Directors, shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds,

contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall 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 6. Vice-President. In the absence of the President or in the event of his or her inability or refusal to act the Vice-President (or in the event there be more than one Vice-President, the Vice-President in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Secretary. If required by the Board of Directors, the Secretary shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and, if the Corporation has a seal, of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them in writing by the Treasurer or the Secretary respectively or by the President or the Board of Directors.

Section 10. Compensation. No compensation shall be paid to officers for services rendered to the Corporation in the course of holding office. The Board of Directors may authorize reasonable compensation for services of value performed by an officer independent of his or her office.

Section 11. Executive Director. The Board of Directors may employ, terminate, evaluate and fix the salary of an Executive Director of the Corporation. The Executive Director shall be the administrator responsible for carrying out the policies of the Board of Directors and Officers and the day to day affairs of the Corporation.

Section 12. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, employee or agent of the Corporation against any liability asserted against such person and incurred by him in any such capacity, rising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability, provided that, when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty to indemnify any such person to the extent such liability is covered by such insurance, except as may be set forth in the Corporation's Articles.

Section 13. Indemnification. To the extent not inconsistent with the law of the State of Michigan and the Articles of Incorporation, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the corporation may be indemnified by the Corporation as provided in the Act.

## **ARTICLE V. Committees**

Section 1. Committees of Directors. The Board of Directors, by written resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; fixing the compensation of the Directors for serving on the Board or on a committee; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or the director by law.

Section 2. Executive Committee. The executive committee shall consist of the president, secretary, treasurer, all other elected officers, and the chairs of standing committees. The executive committee may act in place and stead of the board of directors between board meetings on all matters, except those specifically reserved to the board by these bylaws or state law. The executive committee shall report its actions to the board at the next board meeting. Meetings of the executive committee may be called by the board chairperson or by the agreement of at least two members of the executive committee.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Non-Directors may be appointed by

the President to serve on committees for their expertise and experience, but their number shall not exceed the number of Directors serving on the committee.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until the committee member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Chair. One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.

Section 6. 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.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

#### **ARTICLE VI. Advisory Council Membership**

The Haiti Nursing Foundation Board of Directors may appoint an Advisory Council which advises the Directors and staff on issues of strategy, process, and cultural competence. Advisory Council members do not have authority to vote on HNF matters, nor do they have a legal fiduciary responsibility. Former Board members or other supporters of nursing in Haiti may be appointed to the Advisory Council by the Board of Directors at a regular meeting.

#### **ARTICLE VII. Contracts, Checks and Deposits**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation who are not specifically so authorized by these Bylaws, 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; provided that such authorization shall be confirmed by written resolution.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers as provided for above or such officers, or agents of the Corporation and in such manner as shall from time to time be determined by written resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

#### **ARTICLE VIII. Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney for any proper purpose at any reasonable time.

#### **ARTICLE IX. Fiscal Year**

The Fiscal year of the Corporation shall begin on the first day of August and end on the last day of July in each year.

#### **ARTICLE X. Seal**

The Board of Directors may provide a corporate seal. If a corporate seal is adopted it shall be affixed to a secretary's certificate and filed in the corporate record book.

#### **ARTICLE XI. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or by Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XII. Amendments to Bylaws**

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a majority of the Directors present at any annual or regular meeting or at any special meeting, if at least thirty days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

#### **ARTICLE XIII. Severability**

Each of the sections, subsections and provisions hereof shall be deemed and considered separate and severable so that if any section, subsection or provision is deemed or declared to be invalid or unenforceable, this shall have no effect on the validity or enforceability of any of the other sections, subsections or provisions.

Revised By-Laws Adopted and Approved:  
As of February 19, 2011

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Margie J. VanMeter, Secretary