

**BYLAWS
OF THE
GOVERNING BOARD
OF THE
FACULTY OF NURSING SCIENCE
OF THE EPISCOPAL UNIVERSITY OF HAITI**

Article I - Name

The name of this organization shall be the Governing Board of the Faculty of Nursing Science of the Episcopal University of Haiti, hereinafter referred to as GBFNS.

Article II - Purpose

The purpose of this organization shall be to provide direction and supervision to the Léogâne, Haiti, school of nursing, known as the Faculté des Sciences Infirmières de l'Université Episcopale d'Haïti (FSIL), towards the stated mission and vision as approved by the GBFNS. In addition, the GBFNS will seek financial support for this school.

Article III - Membership

A. Appointment of Governing Board Members

The Episcopal Bishop of Haiti will appoint members of the GBFNS with the advice and consent of the GBFNS. Any vacancy occurring on the GBFNS caused by a death, resignation or otherwise, shall be filled by the Bishop.

B. The responsibilities of all members shall include to

1. Determine and support the School of Nursing Mission as a ministry of Jesus Christ
2. Appoint the Dean (Doyenne)
3. Review and evaluate the Dean's performance
4. Advise the Dean on School policy
5. Offer administrative guidance and recommendations for faculty recruitment
6. Raise money to support the School
7. Monitor the School's finances, programs, and future plans
8. Monitor the integration of the Christian spiritual dimension in all aspects of the school
9. Assist with managing resources
10. Enhance the public image of the School

C. The commitments of each Governing Board member are:

1. To pray for the school, faculty, and students
2. To positively support the School of Nursing
3. To foster a positive working relationship with other Board members
4. Attend two meetings per year. The organization is not responsible for travel expenses.
5. Participate in other meetings (phone conferences, email, in-person)
6. Serve on a Board Committee
7. Appointment to 3-year term, renewable
8. Be aware of and abstain from any conflict of interest
9. Give an annual gift according to personal means
10. Assist the development committee and staff by implementing fund raising strategies through personal influence with others (corporations, individual, foundations, churches)

- D. There shall be ex-officio members serving on the GBFNS. These members shall participate in full board discussion without vote.

Article IV - Officers

1. Officers. The officers shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The GBFNS 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 GBFNS. Any two or more offices may be held by the same person, except Chair and Secretary. An officer shall not execute, acknowledge, or verify an instrument in more than one capacity. See Appendix A for schedule.
2. Election and Term of Office. The officers shall be elected annually by calendar year by the GBFNS at the second meeting of the calendar year of the Board as terms of office expire or vacancies occur. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the GBFNS. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.
3. Removal. Any officer elected or appointed by the GBFNS may be removed by the GBFNS whenever in its judgment the best interests of the Board would be served thereby.
4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the GBFNS for the unexpired portion of the term.
5. Chair. The Chair shall serve as the Chairperson of the GBFNS, shall be the principal executive officer of the Board, and shall in general supervise and control all of the business and affairs of the Board. The Chair may sign, with the Secretary or any other proper officer of the Board authorized by the GBFNS, any instruments which the GBFNS has authorized to be executed, and in general he or she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the GBFNS from time to time.
6. Vice Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair (or in the event there be more than one Vice Chair, the Vice Chair in the order of their election) shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the GBFNS.
7. Treasurer. The Treasurer shall receive the monthly reports from the Dean of the FSIL and distribute to the GBFNS on a timely basis. He or she will work with the Dean to advise on the preparation of the reports and the proposed budget. The Treasurer will present the proposed budget for action by the GBFNS. Any funds received by the GBFNS will be deposited and expended as directed by the GBFNS. The Treasurer serves as Chair of the Finance Committee. The Treasurer will 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 Chair or by the GBFNS.
8. Secretary. The Secretary shall keep the minutes of the meetings of the GBFNS in one or more books provided for that purpose; keep the policy manuals for the GBFNS; see that all

notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Board; 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 Chair or by the GBFNS.

Article V - Committees

1. Executive Committee. The executive committee shall consist of the chair, vice-chair, secretary, treasurer, all other elected officers, and the chairs of the standing committees. The executive committee may act in place and stead of the GBFNS 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 Chair or by the agreement of at least two members of the executive committee.
2. Finance Committee. The Finance committee shall consist of the Chair, the Treasurer, and at least one other GBFNS member. The Treasurer will be the Chair of the Finance Committee. The Finance Committee will present the annual budget for the Faculté des Sciences Infirmières de l'Université Episcopale d'Haïti to the GBFNS. In addition, the Finance Committee will propose financial policies for adoption by the GBFNS.
3. Development Committee. The Development committee shall consist of an appointed chair and at least one other GBFNS member. The Development Committee recommends the fund raising direction for the GBFNS, plans fund raising activities and trains board members in fund raising techniques.
4. Governance Committee. The Governance committee shall consist of an appointed Chair and at least one other GBFNS member. The Governance Committee supports and sustains the work of the board; provides on-going education of the board; helps the board plan for the future; helps the board stay organized; and evaluates performance of board members. The Governance Committee will recommend individuals to fill vacancies that occur on the GBFNS. They will nominate and present a slate of board officer candidates as terms expire or vacancies occur.
5. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the GBFNS. All committees may make decisions between board meetings, provided that they do not decide on matters that would be in conflict with the law.
6. The GBFNS Chair may appoint others to ad hoc committees as needs arise.
7. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the GBFNS 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.
8. Quorum. Unless otherwise provided in the resolution of the GBFNS 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.

Article VI - Meetings

Annual and Regular Meetings. Two meetings of the GBFNS shall be held at intervals not to exceed eight months, at a time and place stipulated to by resolution of the GBFNS, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. Sixty days written notice shall be provided each member of the GBFNS. 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. The GBFNS may provide by resolution the time and place for the holding of regular meetings of the Board without other notice than such resolution.

Article VII - Quorum.

A majority of the GBFNS shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of members present may adjourn the meeting from time to time without further notice. The quorum count does not include ex-officio members.

Article VIII - Amendment Process

These bylaws may be amended by a 2/3 vote of the GBFNS. Amendments to these bylaws must be distributed to GBFNS members a minimum of 60 days prior to a scheduled meeting. If distributed less than 60 days, amendments require a 90% vote of the GBFNS.

Article IX - Disbursal of Assets

Should the GBFNS dissolve, the Executive Committee shall disburse any assets to the Haiti Nursing Foundation, Ann Arbor, Michigan.

Article X – Governance

All business is governed by these Bylaws and Roberts Rules of Order, Newly Revised, 10th edition.

Adopted June 2, 2005

Margie J. VanMeter
Secretary