

Adopted on July 7, 2020

By-laws
Foundation for Nursing Advancement in Massachusetts, Inc.

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this corporation is Foundation for Nursing Advancement in Massachusetts, Inc., abbreviated “FNAM” (hereafter the “Corporation”). Its principal office shall be as specified in the Articles of Organization, or such other address as the Board of Directors shall from time to time select.

ARTICLE II – CORPORATE MISSION AND GOALS

The Corporation is and shall at all times be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and within the meaning of Massachusetts General Laws c. 180, Section 4, as amended, and shall have such charitable, scientific, and educational purposes as are permissible for a corporation which is exempt from federal income taxation pursuant to Section 501(c)(3).

Without limiting the foregoing, the primary purpose of the Corporation is to engage in the following activities:

To advance the nursing profession through philanthropic activities that promote scholarship, nursing research, and innovation.

In connection therewith, the Corporation may engage in other charitable, scientific, and educational activities and programs, including grant making, in furtherance of the foregoing purposes as may be carried out by a corporation organized under Massachusetts General Laws Chapter 180 and described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III - MEMBERS AND MEMBERSHIP

The Corporation shall have no voting corporate members and any action or vote required or permitted by Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation to be taken by corporate members shall be taken by action or vote of the same percentage of the Directors of the Corporation. No person now or hereafter designated by the Corporation as a “member” for any purpose shall be or shall be deemed to be a corporate member for purposes of the corporation’s Articles of Organization, these By-Laws, Chapter 180 of the Massachusetts General Laws, or any other law, rule or regulation, nor shall they have any corporate rights or powers.

ARTICLE IV - BOARD OF DIRECTORS

1. Powers – The affairs of the Corporation shall be managed by a Board of Directors, who shall exercise all of the powers of the Corporation.
2. Number and Appointment – The Board of Directors shall consist of at least three (3) and no more than eleven (11) members who shall be appointed by the American Nurses Association Massachusetts, Inc. (“ANAMASS”) at the Annual Meeting of the Corporation. The initial Directors shall be those persons in office as of the date on which the Corporation’s Articles of Organization are approved by the Massachusetts Secretary of the Commonwealth. At all times, the majority of members of the Corporation’s Board of Directors shall be active members of ANAMASS. The Board of Directors may be enlarged at any time up to eleven (11) members by ANAMASS, as provided for in these By-laws.
3. Qualification of Directors – Board members shall be chosen with a view toward maintaining a balanced Board of Directors having in aggregate the kinds of skills and experience which can contribute to the purposes and mission of the Corporation. These qualifications may include expertise in nursing, research, health care, education, business, finance, development, public relations, and a cross section of the community served, including persons who are not affiliated with ANAMASS who possess public charity experience or other qualifications listed in this Section 3. Each Director must be in a position to attend Board of Director meetings regularly, to serve on committees, to devote a substantial amount of time to the affairs of the Corporation, and to become and remain acquainted with current developments.
4. Nomination, Appointment, and Term of Office for Directors – The Directors of the Corporation holding office at the time these By-Laws are adopted shall designate among themselves approximately one-half of their members as having an initial one (1) year term, and approximately one-half as having a two (2) year term. Thereafter, Directors shall be appointed at the Annual Meeting of the Corporation. Each Director shall be appointed for a term of two (2) years (or such other term as ANAMASS shall determine at the time of his/her appointment, but not to exceed two (2) years) and shall hold office until a successor has been appointed. No Director may serve for more than four (4) consecutive years. A Director who serves two (2) successive two-year terms, after a one-year leave of absence, may again serve as a Director. Terms of Directors are to be staggered so that approximately one-half of the Directors are appointed each year at the Annual Meeting of the Corporation.
5. Vacancies – In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled. Any vacancy in the Board, however occurring, may be filled by ANAMASS. Each such successor shall hold office for the unexpired term until his or her successor is chosen and qualified, or until she or he sooner dies, resigns, is removed or becomes disqualified.
6. Resignation – Any Director may resign by delivering his or her written resignation to the Corporation at its principal office, or to the President or Secretary. Such

resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any Director who fails to attend three (3) consecutive meetings of the Board of Directors without adequate reason and approval of the President shall be deemed to have delivered his or her resignation as a Director as of the close of business of the meeting of the Board at which such third consecutive failure to attend shall have occurred.

7. Removal – A Director may be removed from office with or without cause by vote of two-thirds of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors.

8. Annual Meeting of the Board of Directors – The Annual Meeting of the Board of Directors shall be held within six (6) months after the end of the fiscal year of the Corporation at such time and place as the Board shall determine. In addition to those prescribed by law, the Articles of Organization, or these By-Laws, further purposes for which an Annual Meeting is to be held may be specified by the Board of Directors. If an Annual Meeting is not held in accordance with the foregoing provisions, a special meeting may be held in place thereof with all the force and effect of an Annual Meeting.

9. Other Meetings – Regular meetings of the Board of Directors shall be held without call or notice at such places and at such times as the Board of Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice of the determination. Special meetings of the Directors may be held upon the oral or written call by the President, or two or more Directors and at least one Officer who is also a Director, designating the date, hour and place thereof.

10. Notice provisions – Written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by causing such notice to be sent by electronic mail or other means of written communication at least five business days before the meeting to the Director's contact information as it appears in the records of the Corporation; or (b) by providing such notice in person or by telephone at least five business days before the meeting. However, separate notice of Regular meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board of Directors, is not required, provided that all Directors have notice of such fixed or scheduled date, time and place. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these By-laws.

11. Quorum – At any meeting of the Board of Directors, a majority of the Directors then in office and at least two Officers who are also Directors shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time and the meeting shall be adjourned without further notice.

12. Remote Participation - Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.

13. Electronic Transmission – Any vote, consent, waiver or other action by a Director shall be considered given in writing, dated and signed, if it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by such Director; and (ii) the date on which such Director transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or if no address has been specified, to the principal office of the Corporation, addressed to the Secretary or other officer or agent having custody of the records of proceedings of Directors. Any copy, facsimile or other reliable reproduction of a vote, consent, waiver or other action by a Director may be substituted or used, but the copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

14. Action at Meeting – At any meeting of the Board of Directors at which a quorum is present, a majority of those present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

15. Action Without Meeting – Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Directors then in office and filed with the records of the meetings of the Board of Directors. Such consents shall be treated as a vote of the Board of Directors for all purposes.

16. Honorary Directors - The Board of Directors may designate persons and groups of persons as honorary Directors, sponsors, benefactors, contributors, advisors or friends of the Corporation (or such other title as it deems appropriate). In such capacity, these persons and groups shall have no right to notice of, or vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no fiduciary duties, other rights or responsibilities.

17. Committees – The Board of Directors may elect or appoint one or more committees as it sees fit and shall, by vote of a majority of the Directors then in office, elect or appoint as Standing Committees of the Board an Audit and Finance Committee, Executive Compensation and Evaluation Committee, and a Governance Committee. Unless otherwise specified, the Chair of each committee shall be a Director. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any committee not solely comprised of Directors. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these By-Laws for the Board of Directors.

18. Duties – A Director shall perform the duties of a Director, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

19. Reasonable Reliance – In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared under the supervision of, or presented by: (1) one or more Officers or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented; (2) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person’s professional or expert competence; or (3) a Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as in each such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

20. No Liability – Except as provided in the Articles of Organization, a person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person’s obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

21. Inspection – Every Director shall have the right upon reasonable notice and at any reasonable time to inspect all books, records, and documents, and to inspect the physical properties of the Corporation.

22. No Compensation – The Directors of the Corporation shall serve as such on a volunteer basis, without compensation, and may be reimbursed for reasonable expenses incurred in connection with their service for the Corporation. Nothing herein precludes payment of reasonable compensation to Directors or Officers for services rendered the corporation in another capacity.

ARTICLE V – OFFICERS

1. Enumeration – The Officers of the Corporation shall be a President, Vice President, Treasurer, and a Secretary, and may also include such other Officers as the Board of Directors may determine shall serve the best interests of the Corporation. *The President shall serve as Chair of the Board, and the President and Vice President must be Directors.* Other Officers may but need not be Directors, except that *no paid Officer can simultaneously hold the position of Director.* A person may not hold more than one office at the same time. The Secretary shall be a resident of Massachusetts, unless the Corporation has a resident agent appointed for the purpose of service of process.

2. Election – The President, Vice President, Secretary and Treasurer shall be elected annually by the Board of Directors of the Corporation at its Annual Meeting. Other Officers may be chosen and their terms designated by the Board of Directors at such meeting or at any other meeting.

3. Tenure – The President, Vice President, Secretary and Treasurer and any other Officers shall hold office until the next Annual Meeting of the Corporation and until their respective successors are chosen and qualified, unless a different term is specified in the vote choosing or appointing them.

4. Resignation – Any Officer may resign by delivering his or her written resignation to the Corporation at its principal office, or to the President or Secretary and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

5. Removal – The Board of Directors may remove any Officer with or without cause, provided that an Officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.

6. Vacancies – Any vacancy, however arising, in any office, may be filled for the un-expired portion of the term thereof by the Board of Directors.

7. President– The President shall be an active ANAMASS member and shall preside at all meetings of the Board except as the Directors shall otherwise determine and shall have any such other powers as may be designated from time to time by the Board of Directors. The President may serve as a voting member of any committee of the Board to which he or she may be appointed or elected and shall serve as an *ex officio* (without vote) member of all other committees of the Corporation. **In its operations, the Corporation may refer to the President as either “Chair” or “President.”**

8. Secretary - The Secretary is also the Clerk of the Corporation and shall attend and shall cause to be kept a record of all of the meetings of the Board of Directors. In addition, the Secretary shall perform such other duties and have such other powers as may be designated from time to time by the Board of Directors. The Secretary shall keep, or cause to be kept, the records of the Corporation, which shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its Secretary. Such books shall also contain copies of the Articles of Organization and By-laws. The Secretary shall maintain the names, addresses and other contact information of all Directors. If the Secretary is absent from any meeting of Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting. **In its operations, the Corporation may refer to the Secretary as either “Secretary” or “Clerk.”**

9. Treasurer

- a. The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall chair the Audit and Finance Committee and shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Board of Directors may otherwise provide.
- b. If the Corporation employs a CFO or other Senior Financial Manager with financial responsibilities, then the duties of the Treasurer shall be to work with such person in oversight of the conduct and recording of the financial affairs of the corporation. The Treasurer shall prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. He or she shall have such other duties and powers as designated by the Board of Directors.

10. Vice President – The Vice President, if any, shall perform such duties and have such powers as may be designated from time to time by the Board of Directors. In the event that the President is absent, the Vice President shall preside over meetings of the Board of Directors.

11. Other Officers – Each other Officer that may be chosen by the Board of Directors shall perform such duties and have such powers as may be designated from time to time by the Board of Directors.

12. Other Powers and Duties – Each Officer shall, subject to these By-Laws, and in addition to the duties and powers specifically set forth in these By-Laws, have such duties and powers as are customarily incident to his or her office.

ARTICLE VI – COMPENSATION FOR EXECUTIVES

1. Executive Director – In the event that the Corporation hires an Executive Director, the Executive Director shall not be a member of the Board of Directors of the Corporation. Subject to the direction of the Board of Directors, the Executive Director shall have authority over and be responsible for the day-to-day management of the Corporation, including the supervision of all other staff.

2. Compensation for Executives – Prior to issuing compensation to executives of the Corporation, the Board of Directors shall adopt an Executive Compensation policy and procedure consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities operating in Massachusetts. An Executive Compensation and Evaluation Committee, duly authorized by the Board, shall determine the appropriate compensation.

ARTICLE VII – CONFLICT OF INTEREST

The Board of Directors shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) public charities operating in Massachusetts.

ARTICLE VIII - NO PERSONAL LIABILITY AND INDEMNIFICATION

1. No Personal Liability – The Directors and Officers of the Corporation shall not be personally liable for any debt, liability, or other obligation of the Corporation.
2. Indemnification
 - a. The Corporation shall, to the extent legally permissible, indemnify any director or officer, or former director or officer, of the Corporation against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.
 - b. This provision does not apply to a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized in advance by the Corporation.
 - c. No indemnification shall be provided with respect to any matter in which such person is finally adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; or, with respect to a claim of willful misconduct, default, or gross negligence in the conduct of the office of such director or officer, unless there be an adjudication of freedom there from.
 - d. Indemnification and payment hereunder shall include payment of expenses incurred in defending a civil or criminal action, or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.
 - e. Any payment hereunder in connection with a matter disposed of by a compromise payment (pursuant to a consent decree or otherwise) shall

have been approved by the Corporation in advance, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.

- f. The right of indemnification hereunder shall inure to the benefit of the heirs, executors or administrators of each such Director or Officer indemnified hereunder and shall be in addition to, and not exclusive of all, any other rights to which such persons might have. Nothing herein shall affect any other rights to indemnification which may be available by contract, or otherwise by law.
- g. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or other agent of the corporation, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation might indemnify him against such liability. No vote of the Directors to purchase or maintain any such insurance shall be invalid solely because any director participating therein is or may be a person insured by any such insurance.

ARTICLE IX - MISCELLANEOUS PROVISIONS

1. Fiscal Year – Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall end on the last day of June in each year.
2. Seal – If the Board of Directors determines to adopt a seal of the Corporation, such seal shall, subject to alteration by the Board of Directors, bear its name, the word “Massachusetts” and year of its incorporation.
3. Execution of Instruments – All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Corporation in its behalf shall be signed by the President and/or the Treasurer except as the Board of Directors may generally, or in particular cases, otherwise determine.
4. Corporate Records – The original, or attested copies, of the Articles of Organization, these By-Laws, and records of all meetings of the Directors, which shall contain the names and the record address of all Directors and Officers, and any other legally required records shall be kept in Massachusetts at the principal office of the Corporation or at an office of its Secretary or Resident Agent. Said copies and records need not all be kept in the same office.
5. Evidence of Authority – A certificate by the Secretary as to any action taken by the Directors or any Officer or representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.
6. Ratification – Any action taken on behalf of the Corporation by a Director or any Officer or representative of the Corporation, which requires authorization by the Board of Directors, shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors, if action by it was necessary for authorization.

ARTICLE X - AMENDMENTS

These By-Laws may be altered, amended or repealed in whole or in part by vote of a majority of the Directors then in office.

ARTICLE XI - EFFECTIVE DATE

These By-Laws were adopted on the date set forth at the beginning of this document and shall remain in full force and effect unless and until further amended by the Board of Directors as provided in ARTICLE X above.