

# **Illinois Association of School Nurses' Foundation By-Laws**

## **ARTICLE I – NAME**

The name of this not-for-profit organization shall be the Illinois Association of School Nurses' Foundation (hereafter called Foundation).

## **ARTICLE II – MISSION**

This not-for-profit Foundation operates exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The Foundation's sole purpose is to support the school health community by:

1. Promoting the advancement of school nursing through educational scholarships.
2. Enhancing the professional knowledge base of school nurses through research.
3. Providing mentorship services to new school nurses to increase knowledge, develop skills and enhance professional satisfaction.

## **ARTICLE III – MEMBERS**

The Foundation will have only one member – The Illinois Association of School Nurses (IASN). IASN is the sole voting member of the Foundation and shall have all rights, which are vested in membership of a corporation.

## **ARTICLE IV – OFFICERS**

### **Section 1. Officers**

The Officers of the Foundation shall be appointed by IASN Executive Committee and approved by the IASN Board. The officers shall consist of President, Vice-President, Secretary/Treasurer, and two at-large Directors. Officers shall hold office for a term of two (2) years and thereafter until a successor is appointed. All officers must be an Active member of IASN and must have been an Active member for at least one year prior to serving as an officer. Officers shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses.

### **Section 2. President**

The President shall be the chief executive officer of the Foundation and, in general, shall supervise and control all of the business and affairs of the Foundation. The President may sign, with another Foundation Officer any bonds, contracts, or other instruments or documents, which the Board of Directors has authorized to be executed.

### **Section 3. Vice-President**

A vacancy in office of president shall be filled by the Vice-President, who shall assume the office of President and shall perform all such duties for the unexpired term and until the IASN Executive

Board appoints a successor to the Foundation's Presidency. The Vice-President shall serve as the coordinator of the Scholarships and Awards Program.

#### **Section 4. Secretary/Treasurer**

The Secretary/Treasurer shall keep the minutes of the all meetings; be the custodian of the Foundation's records; be responsible for all funds and securities of the Foundation; and receive and give receipts for monies due and payable to the Foundation and deposit all such monies in the name of the IASN Foundation in such banks, trust companies, or other depositories in accordance with the provisions of the Bylaws.

#### **Section 5. At-Large Directors**

The two at- large Directors shall be responsible for all fundraising activities for the Foundation.

### **ARTICLE V – BOARD OF DIRECTORS**

#### **Section 1. General Powers**

The Board of Directors shall have the general power to manage and control affairs of the Foundation in accordance with the Articles of Incorporation and bylaws. The Directors shall monitor and evaluate the programs designed to implement the established mission and purpose.

#### **Section 2. Composition**

The Foundation's Board of Directors shall consist of five members (Three officers and 2 At-Large directors). Directors shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses.

#### **Section 3. Meeting and informal Action**

The Board of Directors shall meet at least annually and as often as necessary to fulfill its responsibilities. Any action may be taken without a meeting (via phone or email) of the Directors if a written consent setting forth the action so taken were signed by all of the Directors. A majority of the members of the Board of Directors shall constitute a quorum.

#### **Section 4. Term of Office**

The Board of Directors would hold office for a term of two (2) years or until a successor is appointed. There is no limit on the number of consecutive years an office may serve.

#### **Section 5. Removal**

Any member of the Board of Directors may be removed upon two-thirds affirmative vote of the IASN Executive Board, whenever in its judgment the best interest of the Foundation would be served. A vacancy in any office except president may be filled by appointment of the current Foundation Board the unexpired portion of the term. A vacancy in the presidency shall be filled by the IASN Executive Board.

### **ARTICLE VI –PROGRAMS**

#### **Section 1. Powers**

The IASN Foundation Board of Directors shall appoint Program Coordinators to implement Foundation Programs. Subject to the powers reserved to IASN Foundation's officers, the Program

Coordinators shall actively engage in fundraising, mentoring, encouraging research, promoting the mission, and ratifying criteria for and selection of award, grants and scholarship recipients.

## **Section 2. Rules**

The Foundation Board of Directors may adopt criteria for Foundation awards consistent with the IASN's Bylaws and/or Operating Guidelines. The IASN Executive Board shall be informed of proposed changes to the Foundation bylaws.

## **Section 3. Foundation Programs**

- **Section 4.1 Scholarships and Awards**

This program will be led by the Scholarships and Awards Coordinator. The coordinator will recruit 2-3 individuals annually to read blinded applications for the various Foundation Scholarships and Awards. These readers must be familiar with the role of a school nurse. The Foundation awards are: the Margaret Winters Memorial Scholarship, the Foundation School Nurse Certification Grants, the Foundation Achievement Awards, and the dedicated awards established and funded by former IASN Divisions. The Coordinator shall identify selection criteria, review applications, and approve the awards. Members of the Foundation Board are not eligible to receive a Foundation award. All other IASN members, including IASN Board members, are eligible for any Foundation award. No individual shall receive more than one Foundation award in one year.

- **Section 4.2 Inquiry and Innovation (Research)**

The coordinator will recruit 2-3 individuals annually to read blinded applications for the Lois Frels Research Award. The coordinator shall identify selection criteria, review applications and approve research awards. The Inquiry and Innovation coordinator shall solicit posters to be presented at the IASN Annual Conference and lead 2-3 individuals in selecting the poster award recipient.

- **Section 4.3 Mentorship**

The coordinator shall recruit experienced PEL nurses to serve as mentors. The coordinator will advertise the program to IASN members. The coordinator will connect an experienced school nurse mentor with a new school nurse to increase knowledge, develop skills, and enhance performance within the profession of a school nursing. The coordinator shall evaluate the effectiveness of the program annually.

- **Section 4.4 Fundraising**

One of the At-Large Foundation Board members shall be appointed Coordinator of Fundraising by the Foundation President. The other at-large board member will serve as an assistant fundraising coordinator. The coordinator shall plan and implement IASN Foundation fundraisers to be conducted at the IASN Annual conference and at other times throughout the year as deemed necessary to support the Foundation's programs.

## **ARTICLE VII – OPERATIONS**

### **Section 1. Fiscal Year**

The fiscal year of the IASN Foundation shall be from September 1 through August 31.

## **Section 2. Records**

The Foundation shall keep complete books and records of account, and shall keep minutes of all proceedings.

## **Section 3. Endowment**

An endowment fund shall be established and invested in such securities for the sole purpose of supporting the practice of school nursing by educational scholarships, research awards and grants, and a mentorship program. The income shall only be used for such purposes.

## **Section 4. Budget**

The budget will be developed annually by the Foundation treasurer and approved by the IASN Foundation Board of Directors. The treasurer will arrange for an audit yearly and present it to the Foundation and IASN Board of Directors.

## **Section 5. Execution of Documents**

Checks and orders for the payment of funds from this Foundation will be signed by the Treasurer after an appropriate voucher has been submitted by a committee chairperson and authorized by the Foundation's President. The Foundation's President and one additional Officer shall sign any bonds, contracts, or other instruments or documents, which the Board of Directors has authorized to be executed.

## **Section 6. Amendments**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by three-fifth (3/5) affirmative vote of the Foundation Board of Directors. Thirty (30) days written notice of a proposed Bylaws change shall be provided to IASN President. The revised by-laws shall be submitted to the IASN Executive Board at their next board meeting.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Illinois Association of School Nurses Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Illinois Association of School Nurse Foundation may adopt.

## **ARTICLE VIII – DISSOLUTION**

The dissolution of the Foundation shall be initiated by a majority vote of the Foundation's Board of Directors. Upon the dissolution or liquidation of the Foundation and after paying or making provisions for the payment of all of the Foundation's liabilities, all funds shall be distributed to a non-for-profit corporation exempt under 501 (c)(3).

Approved by IASN 10/26/2012

Updated 3/28/2013  
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