

# **Bylaws**

## USCADETNURSE.ORG FOUNDATION

Name: USCADETNURSE.ORG FOUNDATION

EIN: 81-1993537

### **ARTICLE 1. OFFICES**

Principal Office. USCADETNURSE.ORG FOUNDATION. ("Corporation") is located in Tempe, Maricopa County, Arizona, and may have field offices, either within or without Arizona, as the Board of Directors ("Board") may designate or as the affairs of the Corporation may require from time to time.

### **ARTICLE 2. BOARD OF DIRECTORS**

- 2.1 General Powers. The affairs of the Corporation shall be managed by the Board. Directors need not be residents of Arizona.
- 2.2 Number and Tenure. The Board shall be composed of no fewer than three (3) nor greater than seven (7) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. A Director shall hold office for a term of one (1) year, or until he or she dies, resigns or is removed by a majority vote of the Directors under Section 2.10 of this Article.
- 2.3 Regular Meetings. By resolution, the Board may specify the time and place either within or without Arizona for holding regular meetings without other notice than such resolution.
- 2.4 Special Meetings. Special Board meetings 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 may fix any place either within or without the state of Arizona as the place for holding any special Board meeting called by them.
- 2.5 Notice of Special Meetings. Written notice stating the place, day, and hour of each special Board meeting shall be delivered personally or by mail, facsimile, electronic mail or telegraph to each Director at his/her address shown on the records of the Corporation at least two (2) days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with postage prepaid at least five (5) days before the meeting, notice by facsimile or electronic mail shall be deemed effective when transmitted, and notice by telegraph shall also be deemed effective if the content thereof is delivered to the telegraph company at least three (3) days before the meetings. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings.

- 2.6 Waiver of Notice.
- 2.6.1 Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation, or Title 10 of the Arizona Revised Statutes, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.
- 2.6.2 The attendance of a Director at a 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 is not lawfully called or convened.
- 2.7 Quorum. A majority of the total number of Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 2.8 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, unless the act of a greater number is required by law or by these Bylaws.
- 2.9 Resignation. Any Director may resign at any time by delivering written notice to the President or to the registered office of the Corporation.
- 2.10 Removal. A Director may be removed from office upon the vote of a majority of the remaining Directors.
- 2.11 Vacancies. Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining Directors. Unless he/she dies, resigns, or is removed, a Director so elected shall hold office until his/her successor is elected.
- 2.12 Presumption of Assent. A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or unless he/she forwards such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.
- 2.13 Compensation. Directors shall not receive any stated salaries for their services, but by Board resolution, Directors may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting; but nothing herein shall be construed to preclude any Director from receiving compensation for services rendered to the Corporation.
- 2.14 Loans. No loans shall be made by the Corporation to any of its Directors.
- 2.15 Meeting by Conference Telephone. Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.
- 2.16 Action by Board without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.
- 2.17 Committees. The Board, by resolution, adopted by a majority of the Board, may designate and appoint one (1) or more committees to advise the Board. If the committee shall

have and exercise the authority of the Board in the management of the Corporation, it shall consist of no fewer than two (2) Directors.

### **ARTICLE 3. OFFICERS**

- 3.1 Number. The officers of the Corporation shall be a President/CEO, whom shall be elected by the Board. A Secretary, Treasurer, Chair of the Board, one (1) or more Vice Chairs, and such assistant officers as may be deemed necessary may be elected or appointed by the Board; such officers and assistant officers to hold office for such period have such authority and perform such duties as may be provided by resolutions of the Board. The Board may delegate to any officer or agent the power to appoint any such subordinate officers, or agents, and to prescribe their respective terms of office, authority, and duties. Any two (2) or more offices may be held by the same person, except the offices of President/CEO and Secretary.
- 3.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board. Unless he/she dies, resigns, or is removed, each officer shall hold office until his/her successor is elected.
- 3.3 Resignation. Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board.
- 3.4 Removal. Any office or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 3.5 Vacancies. A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause may be filled by the Board for the unexpired portion of the term.
- 3.6 President. The President shall be chief executive officer of the Corporation and, subject to the Board's approval, shall supervise and control all of the assets, business, and affairs of the Corporation. The President shall preside over all Board meetings unless the Chair, if any, is present. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer in some other manner. The President may appoint or remove any staff or consultants for the Corporation and establish the rate of compensation for any such staff person or consultant. In general, he/she shall perform all duties incident to the office of President and such other duties prescribed by the Board from time to time.
- 3.7 Secretary. The Secretary or person acting as Secretary shall: (a) keep the minutes of meetings of the Board in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep registers of the post office address of each Director; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation; (f) prepare and submit an annual report as required by Title 10 of the Arizona Revised Statutes, and (g) 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/her by the President or by the Board. In the absence of the Secretary, an Assistant Secretary may perform his/her duties.
- 3.8 Treasurer. If required by the Board, the Treasurer or person acting as Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine.

He/she 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 banks, trust companies or other depositories selected in accordance with the revisions of these Bylaws; and 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/her by the Chair or by the Board. In the absence of the Treasurer, an Assistant Treasurer may perform his/her duties.

- 3.9 Chair of the Board. The Chair of the Board (if the Board of Directors so deems advisable and selects one) shall be an officer of the Corporation and, subject to the direction of the Board of Directors, shall perform such executive, supervisory, and management functions and duties as may be assigned to him/her from time to time by the Board. He/she shall, if present, preside at all meetings of the Board of Directors.
- 3.10 Salary. The officers shall not receive any salary for their services. Officers may be reimbursed for their expenses. No loans shall be made by the Corporation to its officers.

## **ARTICLE 4. MEMBERS**

This Corporation shall have no members.

## **ARTICLE 5. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

- 5.1 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.
- 5.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- 5.3 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 shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.
- 5.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.
- 5.5 Gifts and Contributions. The President/CEO or Treasurer may accept on behalf of the Corporation any contribution, gift, bequest, or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state, or federal law.

## **ARTICLE 6. BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board, and such other records as may be necessary or advisable or required by law at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by a Director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Corporation.

## **ARTICLE 7. FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

## **ARTICLE 8. EXECUTIVE COMMITTEE**

- 8.1 Number, Tenure and Qualifications. The Board, by majority vote, may elect from its members an Executive Committee, which will assist in preparing and implementing Corporation policies and programs. The number of members of the Executive Committee shall not be less than three (3), including the Chair of the Board of Directors, if any. The members shall serve for one year or until they are reelected or their successors are elected.
- 8.2 Powers. The Executive Committee shall have the authority to direct and oversee the implementation by the Executive Director of policies, initiatives, and programs recommended by the Board. The Executive Committee shall also have the authority to approve and oversee the budget and approve contracts on behalf of the Corporation.
- 8.3 Chair of the Executive Committee. The Chair of the Board of Directors or the President shall serve as Chair of the Executive Committee.
- 8.4 Meetings. The Executive Committee shall meet, from time to time, when any such meeting is called by the Chair, or by a majority of the members of the Executive Committee. Notice for such a meeting shall be delivered orally or in writing twenty-four (24) hours in advance of the meeting.
- 8.5 Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at a meeting of the Executive Committee.
- 8.6 Manner of Acting. The act of a majority of the members present at a meeting of the Executive Committee which a quorum is present shall be the act of the Executive Committee.
- 8.7 Action by the Executive Committee without Meeting. Any action which would otherwise be taken at a meeting of the Executive Committee may be taken without a meeting if such action is approved, in writing, by all of the members of the Executive Committee.
- 8.8 Meeting by Conference Telephone. Members of the Executive Committee may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other.

## **ARTICLE 9. INDEMNIFICATION**

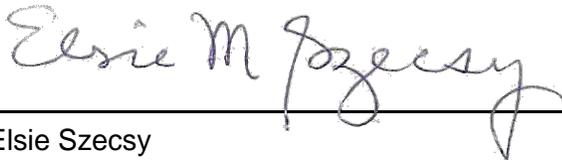
To the full extent permitted by Title 10 of the Arizona Revised Statutes, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under Title 10 of the Arizona Revised Statutes. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain

indemnification insurance for any person to the extent permitted by applicable law.

## **ARTICLE 10. AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board.

The foregoing Bylaws were adopted by the Directors of the USCADETURSE.ORG FOUNDATION on the 4<sup>th</sup> day of April, 2016.



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President/CEO

Elsie Szecsy