

## BYLAWS OF THE INTERNATIONAL SOCIETY OF PSYCHIATRIC-MENTAL HEALTH NURSES' FOUNDATION

### ARTICLE I

#### I. Name and Offices

- A. **NAME:** the name of the Corporation shall be the International Society of Psychiatric-Mental Health Nurses' Foundation (herein after Foundation).

### ARTICLE II

#### II. Purposes

- A. **Primary Purpose:** The aims and purposes of the Foundation shall be to establish a trust, the income of which shall be used to support and encourage the activities and purposes of the International Society of Psychiatric-Mental Health Nurses (ISPN) for charitable, literary, clinical, research, and educational endeavors.
1. To receive and maintain funds and, as appropriate, expend the income wherefrom in support of and in furtherance of the purposes of ISPN.
  2. To promote psychiatric-mental health nursing and the professional expertise of psychiatric-mental health nurses.
  3. To enhance opportunities for communication among psychiatric-mental health nurses and with the clients/persons they serve who experience mental health challenges.
- B. **Restrictions:** No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its Board of Directors, its officers, or other private persons unless allowed by Section 501 c (3) of the Internal Revenue Code and the Act.

### ARTICLE III

#### Corporate Member

**Number and eligibility:** There shall be one (1) member of this Foundation. That member is the International Society of Psychiatric-Mental Health Nurses that shall act and vote through its Governing Board exclusively.

### ARTICLE IV

#### Board of Directors

- A. **Purpose and Functions:** The Board of Directors shall manage the business affairs and fulfill the purposes of the Foundation.

1. To solicit, receive and accept gifts, devises, bequests or grants of all kinds of assets, including but not limited to, money, bonds, stocks, personal property, or the income wherefrom, with full power of control and disposition of the same consistent with the purposes hereinbefore set forth.
  2. To administer all assets received by this Foundation, together with the income wherefrom, with full power of investment, disposition and control thereof, unless otherwise limited by the terms and conditions applicable to specific gifts, devises or bequests made to and accepted by the Foundation.
  3. To appropriate and devote all assets and income received by the Foundation for the achievement of its purposes in the manner ordered and directed by resolution of the Board of Directors, except insofar as such discretion may be limited with respect to certain assets or income by the terms and conditions imposed on the use thereof by the donor or testator thereof.
  4. To acquire, hold, own, lease, convey and dispose of all kinds of assets, when and as the Board of Directors shall determine the purposes of the Foundation shall be served thereby, except insofar as the use of such assets are restricted by the terms and conditions imposed thereon by the donor or testator thereof.
- B. Qualifications: Members of the Board of Directors shall be a current members of ISPN in good standing, with the exception of one seat which shall be available for a non-member of ISPN with special expertise identified by the Board to accomplish the Foundation's mission.
- C. Composition: The Board of Directors shall consist seven (7) members, elected by the ISPN Governing Board.
1. The seat for a non-ISPN member will be filled by soliciting nominations from the ISPN membership.
  2. The ISPN Board shall appoint a liaison from the ISPN Board to serve ex-officio on the Foundation Board.
  3. ISPN members shall not hold concurrent roles on the ISPN Governing Board and the Foundation's Board of Directors.
- D. Terms of Office: Members of the Board of Directors shall be appointed to serve 3 years, and they may be reappointed for a second 3 year term. While member terms are generally limited to 2 consecutive terms, in some instances, a former board member may be appointed for an additional 3 year term, at the discretion of the Board, after at least 1 year absence from the board. A set number of terms shall expire each year so the terms are staggered.
- E. Board Vacancies: A vacancy on the Board may be filled by appointment of the ISPN Foundation President for the unexpired portion of the term. If the person vacating a seat on the Board has served more than one-half of the term, then the replacement appointee will be eligible to run for and serve up to two full three-year terms of their own. If the seat was filled for less than half of the original term of office, then the appointee will be considered to have completed one full term of eligibility at the end of that appointment.
- F. Committees:
- 1.. Ad hoc committees shall be appointed annually at the discretion of the Board of Directors to carry out specific tasks.

G. Officers:

1. The officers of the Foundation shall be a President, President-elect (only in the last year of a President's term), Secretary, and Treasurer.
  - a. In the last year of a current President's term, the board shall elect a President-elect to serve for one year.
  - b. The President-elect then becomes the President for a full 2 year term.
2. The officers shall be elected by the Directors prior to the annual meeting of the Directors and shall serve for terms of 2 years.
  - a. Terms of office shall begin at the annual meeting.
  - b. Officers may not serve more than 2 consecutive terms.
3. Any officer may be removed from office by a majority vote of the Board of Directors.
4. A vacancy in any office may be filled for the unexpired portion of the term by appointment by the ISPN Foundation President.
5. The duties of the officers follow.
  - a. The President shall be the chief executive officer of the Foundation; shall preside at all meetings of the Directors; shall have general and active management of the business of the Foundation; shall see that all orders and resolutions of the Directors are carried into effect subject to the right of the Directors to delegate any specific powers as allowed by law; and shall execute bonds, mortgages and other contracts.
  - b. The President-elect shall assist the President with duties as assigned, and shall chair meetings of the board in the absence of the President. The President-elect may NOT execute bonds, mortgages or other contracts.
  - c. The Secretary shall assure that minutes are prepared and maintained for all meetings of the Directors; shall assure that appropriate notice is given for all meetings to the Directors; and shall perform such other duties as may be prescribed by the Directors or the President.
  - d. The Treasurer shall assure that accurate accounts of receipts and disbursements of the Foundation are maintained; shall cause financial reports to be provided to the Directors as requested, but not less than every six months; and shall perform such other duties as may be prescribed by the Directors or the President.

H. Meetings:

1. The Annual Meeting of the Board of Directors shall be held on a date and at a time to be determined by the Directors during the ISPN Annual Conference, or upon thirty (30) days' notice at such other time and place as the Directors shall determine.
2. Regular meetings of the Board of Directors will be called by the president or at the request of three (3) members. Regular meetings of the Directors shall be held as determined by the Directors. A quorum of 4 members will be required during any voting session.
3. Special meetings of the Directors may be called by the president or by three (3) members of the Foundation Board of Directors at any time by means of such written notice by first class mail, or courier service, by telephone,

facsimile or email or such other communication reasonably designed to provide prompt notice of the time, place and purpose thereof to each Director. Any action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as herein provided.

## ARTICLE V

### V. Liability and Indemnification

- A. Indemnification: To the extent not inconsistent with the Act and the laws of the State of Pennsylvania, every person who is a director or officer of the Foundation shall be indemnified by the Foundation as provided in the Act.
- B. Liability Insurance: The Board of Directors is authorized and empowered to purchase insurance covering the Foundation's liabilities and obligations under this Article and insurance protecting the Foundation's directors, officers, members and employees

## ARTICLE VI

### VI. Miscellaneous

- A. Amendments: The Articles of Incorporation of the Foundation and the Bylaws may be amended by a majority of all Directors at any duly convened meeting of the Board of Directors after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.
- B. Fiscal year: The fiscal year of the Foundation shall begin on the first day of July and end on the last day of June.
- C. Parliamentary Authority: The rules contained in Robert's Rules of Order, Newly Revised shall govern meeting of the ISPN Foundation in all cases where they are applicable and in which they are not inconsistent with these Bylaws.
- D. Effective Date: These Bylaws became effective through action taken by the International Society of Psychiatric-Mental Health Nurses on 1.15.2003.

## ARTICLE VII

### VII. Dissolution

- A. Because the ISPN Foundation's primary purpose is to raise funds to "support and encourage the activities and purposes of ISPN for charitable, literary, clinical, research and educational endeavors," should ISPN disband, it would be necessary for the Foundation to be dissolved.
- B. Any motion to dissolve the Foundation for any reason would require a 2/3 majority vote by the Foundation Board and would require ratification by the ISPN Board.
- C. According to the articles of incorporation, upon the dissolution of the Foundation (the corporation), the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the remaining assets of the corporation exclusively for the purposes of the corporation (a) to one or more organizations that at the time

qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code or (b) to one or more governmental units described in Section 170(c)(1) of the Code as the Board of Directors shall determine, to be used exclusively for charitable purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for charitable purposes to one or more such organizations, as said Court shall determine. Under no circumstances shall any assets be distributed to directors or officers or employees of the corporation.

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Rev. 2-23-18

Rev. 7-28-17

Rev. 4-1-16

Rev. 7-24-15

Rev. 3-26-10

Rev 8.2006

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