



**BYLAWS  
of the  
VERMONT NURSES IN PARTNERSHIP, INC.**

**Article 1  
Name and Principal Office**

The name of the Corporation shall be the **Vermont Nurses in Partnership, Inc.**, with a principal office located at 393 County Road, Windsor, Vermont.

**Article 2  
Purpose and Powers**

Section 2.1. Purpose. The Corporation is organized and operated for the purpose of generating educational resources that support transitions into the workplace for registered nurses and other health care professionals.

Section 2.2. Grants. The Corporation may receive and distribute Federal, State, or local grants to further this purpose.

Section 2.3. Collaboration. The Corporation may collaborate with other organizations, providers, or services to further its purpose.

**Article 3  
Board of Directors**

Section 3.1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors in a manner consistent with these bylaws and other applicable laws. The Board of Directors will appoint and empower an Executive Director to manage the daily operations of the Corporation. The Board may appoint committees for any purpose, including an executive committee that may exercise authority as delegated by the Board.

Section 3.2. Number, Tenure, and Qualifications. The Board shall consist of no fewer than seven (7) and no more than twenty (20) members. Directors shall be elected at each Annual Meeting for a term of three (3) years, and may be reelected by the Board to serve the needs of the Corporation. In electing Directors, the Board will include

members with background and experience from across the continuum of care and education, including nursing education, administration, regulation, and diverse practice settings.

Section 3.3. Compensation. Directors shall serve without compensation, except that with the approval of the Executive Director they may be compensated for reasonable and necessary expenses incurred in carrying out their duties as Directors. Subject to the Corporation's policy on conflicts of interest, nothing in this section is intended to preclude any Director from serving the Corporation in a different capacity and receiving reasonable compensation therefor.

Section 3.4. Removal of Directors. Directors who miss three or more consecutive regular meetings may be asked to step down from the Board. Any Director may be removed from office before the expiration of his or her term, without cause, upon a unanimous vote of all remaining Directors.

Section 3.5. Resignation of Director. Any Director may resign at any time by giving written notice to the Executive Director and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.6. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the vote of a majority of the remaining Directors at a regular or special meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.7. Committees. The Board of Directors may from time to time form committees to carry out specific responsibilities as delegated by the Board. Any actions recommended by a committee shall be presented to the Board for final acceptance and approval.

## **Article 4 Meetings**

Section 4.1. Annual Meeting. The annual meeting of the Corporation shall be held during the first Board meeting after the beginning of the calendar year. The agenda for the annual meeting shall include the election of Directors, the installation of Officers, establishment of committees, and an annual report by the Executive Director.

Section 4.2. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held approximately monthly. Special meetings of the Board of Directors may be called by or at the request of the Executive Director or any two members of the Board.

Section 4.3. Location of Meetings. All meetings shall be held at the principal office of the Corporation, such other place as the Board may determine, or may be conducted in whole or in part by any mechanism that allows all participating Directors to communicate with each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.4. Notice of Meetings. Notice of the annual meeting and regular meetings shall be mailed or e-mailed to Directors no less than one week prior to the meeting. Notice of a special meeting shall be given as early as possible, but in no event less than forty-eight hours before the time fixed for the meeting. The notice shall identify any action items to be considered at the meeting.

Section 4.5. Waiver of Notice. 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. The attendance of a Director at any meeting shall constitute a waiver of a particular matter acted upon at the meeting not identified in the meeting notice or agenda, except where the Director makes a timely objection to considering the matter when it is presented.

Section 4.6. Quorum. A majority of the Board shall constitute a quorum, which shall be necessary for the transaction of business at any annual, regular or special meeting of the Board. No action may be taken at any meeting attended by less than a quorum of Directors.

Section 4.7. Action by Board. The act of the 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 statute or by the Articles of Association.

Section 4.8. Action Without Meeting. The Board may act without a meeting if, prior or subsequent to such action, all Directors consent in writing (including by email) to the action so taken. The consents shall be filed with the minutes of the Corporation.

## **Article 5 Officers**

Section 5.1. Number. The Officers of the Corporation shall be a President, a Vice-President, and a Secretary/Treasurer.

Section 5.2. Election and Term of Office. The Officers shall be elected at the annual meeting of the Board of Directors or as soon thereafter as is possible. Each Officer shall hold office until his or her successor has been duly elected and qualified or until his or her resignation or removal in the manner provided in these bylaws.

Section 5.3. Removal. The Board of Directors may remove an Officer if in its judgment the best interests of the Corporation would be served thereby.

Section 5.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5. Powers and Duties. The powers and the duties of the Officers shall be as provided from time to time by resolution or other directive of the Board of Directors. The Secretary/Treasurer or his or her designee shall prepare minutes of all meetings of the members and the Board, and shall authenticate the records of the Corporation upon request.

## **Article 6 Operations**

Section 6.1. Contracts. The Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 6.2. 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 of Directors. Such authority may be general or confined to specific instances.

Section 6.3. Checks, Drafts or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such Officers or agents of the Corporation in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 6.4. 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 of Directors shall select.

Section 6.5. Revocability of Authorizations. No authorization, assignment, referral, or delegation of authority by the Board to any committee, Officer, agent, or other official of the Corporation shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the Corporation. The Board shall retain the right to rescind any such authorization, assignment, referral, or delegation in its sole discretion.

Section 6.6. Annual Audit. An annual audit of financial statement may be made by an independent certified accountant if so requested by the Board of Directors.

Section 6.7. Fiscal Year. The fiscal year of the Corporation shall be the twelve-month period commencing on October 1 and ending on September 30 of the following year.

Article 6.8. Books and Records. The Corporation shall keep at its principal office correct and complete books and records of account, minutes of the proceedings of its Board of Directors and committees, and a list of the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

Article 6.9. Dissolution or Sale of Assets. A two-thirds vote of the Board of Directors shall be required to dissolve the Corporation or to sell or mortgage assets of the Corporation not in the regular course of business. Upon dissolution of the Corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purpose of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently-enacted federal law. No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be paid or distributed to any Office, Director, employee, or donor of the organization.

## **Article 7 Amendment of the Bylaws**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors at any regular meeting of the Board, which shall have been duly warned for that purpose at least fourteen (14) days in advance.