

THE INTERNATIONAL FAMILY NURSING FOUNDATION

MISSION

The International Family Nursing Foundation (IFNF) supports the International Family Nursing Association (IFNA) and advocates for the practice, education and research of family nursing worldwide through the financial development and conscientious stewardship of charitable giving.

The Foundation's directive is to advance family nursing through:

- Research
- Practice
- Education
- Professional association and leadership development

The International Family Nursing Foundation is a separate legal entity from the IFNA. It is established as a charitable, non-profit entity under Section 501(c)3 of the Internal Revenue Service code and a not for profit corporation under Chapter 1702 of the Ohio Revised Code.

BYLAWS

ARTICLE I. The name of the corporation (Foundation) shall be

International Family Nursing Foundation

ARTICLE II. The place in Ohio where its principle office is to be located is:

530 Maysfield Road
Dayton, Ohio 45419

ARTICLE III. The purposes for which this Foundation is formed are as follows:

Section 3.1 The Foundation is organized and formed exclusively for, and will be operated exclusively for, educational, scientific, practice, and charitable purposes (including the advancement of research, education, and practice by and through the ability to award research, educational, and practice grants and scholarships to qualifying persons without regard to their age, sex, race, color, creed, religion, disability or ethnic or national origin) within meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code and Ohio Revised Code Sections 1702.01(C) and (D).

Section 3.2 No part of the net earnings of the Foundation shall inure benefit of or be distributable to its trustees, directors, officers or other private persons, except that the foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)3 purposes. No substantial part of the activities of the Foundation shall be carrying on of propaganda or otherwise attempting to influence legislation and the Foundation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3.3 Under dissolution of this Foundation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to the state or local government for a public purpose.

Section 3.4 However, if the named recipient is not then in existence or no longer a qualified or unwilling or unable to accept the distribution, then the assets of this Foundation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)3 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE IV. BOARD OF TRUSTEES

Section 4.1 Powers and Responsibilities. The business assets and affairs of the Foundation shall be managed and controlled by the Board of Trustees. The Foundation shall act and vote exclusively through its Board of Trustees.

Not less than three (3) shall serve the Foundation as Board of Trustees until an annual or other meeting is called to appoint trustees. The board will be comprised of, at a minimum, a Chair, Treasurer and Secretary.

Section 4.2 Specific Powers. Except as otherwise limited by the Ohio Revised Code and by the provisions of these Bylaws, including the limitations set forth in, the Foundation shall have, exercise and enjoy, in furtherance only of the purposes hereinabove set forth, the following rights, privileges and power:

- 4.2-a. 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 there from, with full power of control and disposition of the same consistent with the purposes hereinbefore set forth;

- 4.2-b. To administer all assets received by this Foundation, together with the income there from, 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;
- 4.2-c. 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 Trustees, 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; and
- 4.2-d. To acquire, hold, own, lease, convey and dispose of all kinds of assets, when and as the Board of Trustees 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.

Section 4.3 Limitation of Powers. The following matters require the approval of International Family Nursing Association (IFNA), acting through its Board of Directors exclusively:

- 4.3-a. Approve and amend the Bylaws of the Foundation.
- 4.3-b. Approve the merger, dissolution, consolidation or reorganization of the Foundation.
- 4.3-c. Approve the acquisition, sale, lease, transfer or other alienation of assets of the Foundation, other than in the usual and regular course of the Foundation's business.
- 4.3-d. Approve the disposition of the assets of the Foundation at the time of its dissolution.
- 4.3-e. Approve the long-range financial and strategic plans for the Foundation.
- 4.3-f. Approve the changes in the mission or philosophy of the Foundation.

Section 4.4 Number. The Board of Trustees shall consist of such number of persons not fewer than three (3) nor more than nine (9) in number. In addition, the President of IFNA shall be an ex-officio and non-voting member of the Board of Trustees of Foundation.

Section 4.5 Appointment and Term. Members of the Board of Trustees of the Foundation shall be appointed by the IFNA Board, in consultation with the current Board of Trustees, for a term of two (2) years or until his/her successor is appointed. No person who is at the time serving on the Board of Directors of the IFNA may serve as a voting member of the Foundation's Board of Trustees. Membership on the Board of Trustees of the Foundation shall be staggered so approximately one-half of the Board will be appointed each biennium. No person shall serve more than 10 consecutive years.

Section 4.6 Removal. Any Trustee may be removed, with or without cause, by 2/3 majority vote of the IFNF Board of Trustees.

Section 4.7 Resignation. Any Trustee may resign at any time by giving written notice of such resignation to the Chair or Secretary of the IFNF. Such resignation shall be made in writing and shall take effect at the time specified therein and if no time be specified, at the time of its delivery to the Chair or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 4.8 Vacancies. Vacancies on the Board of Trustees of the Foundation shall be filled by IFNA, in consultation with the current Board of Trustees, at a regular meeting or at a special meeting called for such purpose. A Trustee appointed to fill such a vacancy shall serve until the expiration of the term vacated.

ARTICLE V: BOARD OF TRUSTEES MEETINGS

Section 5.1 Meeting. The Meeting of the Board of Trustees of the Foundation shall be held in the first quarter of each year at such time and place as the Chair shall designate in the notice of the meeting. IFNF provides a report to the IFNA membership at the Biennial Business meeting. Section 5.2 Other Meetings of the Board. Other meetings in addition to the annual meeting of the Board of Trustees can be held at such time and place as the Board of Trustees shall determine. Said meetings may be held in or outside the State of Ohio.

Section 5.3 Meetings by teleconference and remote access. Members of the Board of Trustees or any committee appointed by this Board may participate in a meeting by means of conference calls or web-based platforms telephone or communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such meeting in such manner shall constitute presence in person.

Section 5.4 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting, if all voting members of the Board of Trustees or of such committee, as the case may be, at the time in office, consent thereto in writing and the writing or writings are filed with the Minutes of the proceedings of the Board of Trustees or of such committee.

Section 5.5 Special Meetings of the Board of Trustees. Special meetings of the Board of Trustees of the Foundation may be called by the Chair or three (3) members of the Foundation Board of Trustees at any time by means such as e-mail or other communication reasonably designed to provide prompt notice of the time, place and purpose thereof to each Trustee. Any action taken at any such a meeting shall not be invalidated for lack of notice if such notice shall be waived as provided in Section 5.4.

Section 5.6 Notices and Mailings. All written notices required to be given by any provisions of these Bylaws shall state the authority pursuant to which they are issued (as "by order of the Chair" or "by order of the Board of Trustees" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary. Every written notice shall be deemed duly served when the same has been deposited in the United States mail with first class postage fully prepaid or delivered to a courier service, transmitted by facsimile or e-mail or such other written communication reasonably designed to provide prompt notice, plainly addressed to the addressee at their last address appearing on the appropriate record of this Foundation.

Section 5.7 Quorum. A majority of the voting Board of Trustees shall constitute a quorum for the transaction of business.

Section 5.8 Manner of Acting. The act of the majority of the voting Trustees present at a meeting in which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by law or these Bylaws.

ARTICLE VI. OFFICERS FOR THE FOUNDATION

Section 6.1 Officers and Agents. The officers of the Foundation shall consist of at a minimum, a Chair of the Board of Trustees, Treasurer, and a Secretary. Any two or more offices, (*except for the Chair,*) may be held by the same person.

Section 6.2 Election and Term of Office. Each officer of the Foundation shall be elected by the majority vote of current Board of Trustees at the annual meeting of the Board of Trustees. Each such Officer shall hold office for a term of two (2) years, or until his/her successor is chosen and qualified, if earlier.

Section 6.3 Chair of the Board of Trustees. The Chair of the Board of Trustees shall preside over all meetings of the Board of Trustees of the Foundation at which the Chair is present and shall perform the duties and exercise the powers usually associated with said office subject to the limitations contained in Article IV.

Section 6.4 Treasurer. The Treasurer shall have the powers and duties usually associated with such office subject to limitation or extension by the Board of Trustees.

Section 6.5 Secretary. The Secretary shall preserve in the books of the Foundation accurate minutes of the proceedings of such meetings. The Secretary shall perform such other duties as may be delegated by the Board of Trustees.

Section 6.7 Chief Executive Officer. The Board of Trustees of the Foundation may appoint or hire a qualified Chief Executive Officer or management company in consultation with the IFNA Board.

ARTICLE VII. ADMINISTRATION

Section 7.1 Authority and Duties. The Chief Executive Officer or Management Company is extended authority of and is held accountable to the Board of Trustees of this Foundation for the day to day operation of the Foundation and the coordination of all of its activities in accord with sound principles of management and in keeping with the position description, performance expectations, philosophy, mission and policies set forth by the Board of Directors. The Chief Executive Officer or Management Company is hereby authorized to sign all contracts, documents, and other instruments as well as perform other duties that may be necessary or in the best interests of the Foundation.

ARTICLE VIII. EXECUTION OF INSTRUMENTS

Section 8.1 Checks, Drafts and Money Orders. All checks, drafts and orders for payment of money shall be approved in the name of the Foundation by the Chief Executive Officer, Management Company or the Foundation's Treasurer.

Section 8.2 Contracts, Conveyances and Other Legal Documents. All contracts, conveyances and other legal documents shall be signed in the name of the Foundation by the Chief Executive Officer, Management Company or the Foundation's Treasurer.

ARTICLE IX. MISCELLANEOUS

Section 9.1 Books and Records. The Foundation shall keep correct and complete books and records of accounts and also shall keep minutes of the proceedings of the meetings of the Board of Trustees and committees having authority from the Board of Trustees. All books and records of the Foundation may be inspected by the IFNA Board

or its agent or attorney for any proper purpose at any reasonable time.

Section 9.2 Fiscal Year. The fiscal year of the Foundation shall be January through December annually.

Section 9.3 Bylaws Review. The Bylaws shall be reviewed every two years and revised as deemed necessary.

ARTICLE X. AMENDMENTS OF THE BYLAWS

Section 10.1 Amendments. The power to alter, amend or repeal the Bylaws of this Foundation or to adopt new Bylaws shall be vested in the IFNA Board through consultation with the IFNF Board of Trustees. An amendment or other alteration of the Bylaws may be initiated by the Foundation Board of Trustees or by the IFNA Board but in either case shall require the approval of the IFNA Board. The Bylaws may NOT contain any provision for the regulation and management of the affairs of this Foundation that is inconsistent with the Bylaws of IFNA and applicable law of the State of Ohio.

CERTIFICATION

The undersigned officer of the Foundation hereby certifies that these Bylaws, as amended and restated, became effective through action taken by the IFNA Board of Directors on the 13th day of May 2021.

In witness whereof, I have hereunto subscribed my name as the IFN Foundation Treasurer 2021.

Signature on file

Catherine A. Chesla, RN, PhD, FAAN
IFN Foundation Treasurer