

YUMA COUNTY NURSES FOUNDATION

BYLAWS



YUMA COUNTY NURSES FOUNDATION

ARTICLE 1 – NAME

The name of this organization shall be the Yuma County Nurses Foundation.

ARTICLE II – MISSION & PURPOSE

Mission: The Yuma County Nurses Foundation exists to organize an event to celebrate all Registered Nurses and Advanced Practice Registered Nurses in Yuma County, Arizona in honor of the American Nurses Association's National Nurses Week. This celebration occurs every May and includes a dinner, the presentation of awards, and recognition of Yuma County Nurse of the Year.

Purpose: The Yuma County Nurses Foundation created in 2024 is a 501(c)(3) non-profit organization inspired by the tradition of the Yuma County Nurses Celebration that began in 2009. The Yuma County Nurses Foundation is dedicated to continuing the tradition of honoring all Registered Nurses and Advanced Practice Registered Nurses of Yuma County.

ARTICLE III – EMBLEM

The emblem represents nursing as a profession with a long history of service to the health of our community and represents gratitude to the Registered Nurses (RN's) in Yuma County, Arizona.

ARTICLE IV – POLICIES

Section 1. This organization shall be nonsectarian, nonpartisan, and nonprofit and is voluntary.

Section 2. Nonprofits are created for the greater good of humanity. Nonprofits do not have hidden agendas, nor are they formed for monetary gain.

Section 3. Declare any Impropriety or Conflict of Interest (actual or potential)

The Conflict of Interest policy is an accumulation of rules and regulations laid down to ensure that all decisions made from the onset benefit the organization's purpose and cause instead of individual members' agendas. (See Appendix B)

Section 4. Members shall be Registered Nurses and reside in Yuma County, AZ.

Section 5. If a member does not reside in Yuma County, AZ or is a non-nurse, membership must be approved by the Executive Board and for a limited specific duty.

Section 6. The officers and organization shall remain independent of any hospital, health care facility, educational organization, national or state healthcare organizations or associations and will not be solely funded by such.

Section 7. This organization is nonprofit, is self-funded through fundraisers and sponsorships, event promotions, products, grants, and accepts tax exempt donations. We prohibit funding (excluding donations/contributions) from a single source or outside organization. (see Section 6.) This is done to avoid conflicts and personal interest groups influencing bylaws, mission, purpose, core values, objectives and policies and procedures of the organization.

Section 8. Emphasize and model the characteristics of team work, shared governance, shared decision making, integrity, commitment, transparency, collaboration, professionalism, accountability, and respect both for colleagues and stakeholders.

ARTICLE V – MEMBERSHIP

Section 1. Any non-encumbered active or retired Registered Nurse who evidences an active interest in the purpose and mission may be eligible for membership.

Section 2. Only active paid Registered Nurse members shall vote and be a board member.

Section 3. Membership shall be held by individuals who support the mission, purpose, policies and bylaws.

Section 4. Each nurse member shall complete a volunteer application along with payment of dues annually.

Section 5. Pre-licensure nursing students may join as non-voting members.

ARTICLE VI – MEMBERSHIP DUES

Section 1. Dues shall be \$10 per year payable on or before August 31st of each year.

Section 2. Only members whose dues are paid shall be entitled to vote, hold office, and participate as a chair of a committee.

Section 3. Pre-licensure nursing students may join as non-voting members, exempt from dues. They must complete the volunteer application and provide proof of nursing school enrollment. They must demonstrate active participation in an approved committee or duty as assigned.

ARTICLE VII – FISCAL RESPONSIBILITY

Section 1. The fiscal year will commence on the first day of July and shall end on the last day of June.

Section 2. This organization is required to maintain records of all fiscal documents including accounts, records, books, papers, bank statements, and receipts of all monetary transactions.

- a) It is required by law to maintain records regarding the organization's financial transactions to maintain the organization's status and application for recognition of exemption under section 501 (c) (3) of the Internal Revenue Code. (See Appendix A)
- b) The organization will maintain a business checking account; all purchases and payment transactions shall be conducted using this account. It is optional for the organization to maintain a savings account or a debit/credit card.
- c) The organization is responsible for managing a budget annually.
- d) The president and treasurer shall have access to and be the two (2) signers on the organization bank account.

Section 3. The auditing committee shall be composed of the Treasurer, and at least two (2) other members as appointed by majority vote. The auditing committee shall be elected during the election meeting. It shall be the duty of the committee to audit the organization's annual regulatory records, including financial records, within 90 days after the end of the fiscal year and shall report to the membership meeting.

Section 4. Vendor Account Management – it may become necessary for board or committee members to purchase items from approved vendors. If any member makes a purchase with personal funds, they must submit receipts and coinciding form for reimbursement to the Treasurer. All potential expenses need board/member approval.

ARTICLE VIII – OFFICERS & BOARD MEMBERS

Section 1. Officers shall be President, Vice President, Secretary, and Treasurer each with two-year terms. Rotation will consist of two officers in odd years, and two in even years.

Section 2. Four (4) additional board members-at-large shall be elected to two-year terms, rotating two in odd years, and two in even years.

Section 3. No officer or board member shall serve more than two (2) consecutive terms in the same office. An officer or board member who has been appointed or elected and served more than half a term shall be considered to have served a full term; less than half a full term does not count.

Section 4. Unexcused absence of an officer or board member from two (2) consecutive scheduled meetings within a fiscal year may result in the removal from that office at the discretion of the board.

Section 5. Each officer/board member/committee chair shall surrender all organization property to the newly elected successor.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1. A board nominating committee of at least two members shall be chosen in the year of elections, three months before the election. The nominating committee shall present a slate of candidates as early as possible before the election month in August.

Section 2. The offices of president, secretary and two board members at-large shall be elected in odd year in August every two years.

Section 3. The offices of vice president, treasurer and two board members at-large shall be elected in even year in August every two years.

ARTICLE X – DUTIES OF OFFICERS AND BOARD MEMBERS

Section 1. The Executive Board shall consist of all officers and board members and committee chairpersons.

Section 2. The President shall preside at all meetings of the organization

Section 3. The Vice President shall preside at meetings of the organization during the absence of the President. They will act as chairperson of the event and any other appointed committee(s). If the office of president becomes vacant, the vice president shall become president.

Section 4. The Secretary shall record the minutes of the meetings of the organization and the executive board. They shall be custodian of all minutes, records, and papers pertaining to the office. They shall be responsible for the organization's correspondence, keep all letters on file, and send notices of special meetings.

Section 5. The Treasurer shall maintain an accounting of all money received, disbursed, and balance the account. They will pay all bills approved by the executive board members. They shall make a treasurer's report at each meeting and the year-end fiscal meeting of the organization of the financial condition. The Treasurer and at least two other members of the board must self-audit the account(s) of the organization before

the fiscal year begins. They are responsible to file necessary paperwork to the state (Arizona Corporation Commission) and IRS as required.

Section 6. The board members will participate and contribute as assigned and as needed.

Section 7. The board is responsible for financial oversight, self-auditing, reporting to state & IRS, and the overall management of funds utilizing the organizational Bylaws as the internal operating manual.

Section 8. Vacancies in an office shall be handled by the board immediately appointing an interim replacement for the unexpired portion of the term.

ARTICLE XI – MEETINGS

Section 1. There shall be at least four board meetings during the fiscal year, and as needed.

Section 2. There shall be at least four general meetings during the fiscal year, and as needed.

Section 3. The post-event debriefing for discussion and review will take place, if possible, by end of June following the event.

ARTICLE XII – STANDING COMMITTEES

Section 1. Standing committees as deemed appropriate and established shall carry out functions as delineated by the Board of Directors, may include but not limited to: Bylaws, Membership, Audit, Nominations and Elections, Archive, Media/Public Relations.

Section 2. Committees specific to the annual Yuma County Nursing Celebration may include but are not limited to venue selection, event agenda/script, event printing, fundraising/sponsorships, event registration, set-up and seating, decorations, photography/entertainment, awards and gifts, nominee submission-selection-criteria, and public relations/marketing/media.

ARTICLE XIII – QUORUM

A quorum of a meeting of the organization shall be one-fourth of the total active membership.

ARTICLE XIV – PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall be the authority and govern this organization in the business procedure on all points not covered by the Bylaws. (See Appendix C)

ARTICLE XV – AMENDMENTS

The Bylaws may be amended at any general meeting of the organization by a two-thirds vote of those present, provided the proposed amendment has been submitted in writing at the previous regular meeting.

Section 1. All proposed amendments will be submitted in writing to the President for board review.

Section 2. All proposed amendments will then be presented to the board of directors by the President in writing for board review and distribution to all members in the organization.

Section 3. The proposed amendments shall be reviewed by the general membership at the next general meeting with voting taking place when there is an in-person quorum. Voting can take place by email, ballot, in person, or virtual media platform during a general meeting. A two-thirds vote is required for approval.

Section 4. When an amendment is adapted to the bylaws, the organization shall automatically amend and publish the new version of the bylaws, including new revised publication date.

ARTICLE XVI – DISSOLUTION

Upon dissolution of the organization, the assets shall be distributed for one or more exempt purposes within the definition of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code to a fund, foundation, or corporation, organized and operated exclusively for charitable, educational, scientific purposes or a state or local government for a public purpose.

APPENDIX A FOR NON-PROFIT TAX- EXEMPT REQUIREMENTS for IRS

The founding organization YUMA COUNTY NURSES FOUNDATION has applied and is approved September 9, 2024 as a domestic non-profit with the Arizona Corporation Commission with Incorporation date August 21, 2024. The name and logo will be registered with the Arizona Secretary of State subsequently when approved. The organization has received the EIN effective August 15, 2024. The organization has applied for recognition of tax exemption under section 501(c)(3) via Form 1023EZ of the Internal Revenue Code on September 14, 2024 and approved _____.

The 'character of affairs' for this organization is as follows:

The organization is organized exclusively for charitable, educational, and civic activities under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code by celebrating and recognizing Registered Nurses and Advanced Practice Registered Nurses in Yuma County, Arizona annually during the National Nurses' Week. This annual recognition celebration may include, but not limited to: a dinner, awards presentations, and acknowledgement of Yuma County Nurse of the Year.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3).

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) of the Internal Revenue Code, or the corresponding section of any future tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

In general, exempt organizations are required to file annual returns, although there are exceptions. If an organization does not file a required return or files late, the IRS may assess penalties. In addition, if an organization does not file as required for three consecutive years, it automatically loses its tax-exempt status.

Effective for tax years beginning after July 1, 2019, the Taxpayer First Act, Pub. L. No. 116-25 Section 2301, requires organizations exempt from taxation under section 501(a) to file their annual Form 990 and Form 990-PF returns electronically, unless covered by one of the exceptions listed in the form instructions. Form 990-EZ filers are required to file electronically for tax years ending July 31, 2021, and later. IRS: Recent legislation requires tax exempt organizations to e-file forms contains a summary of e-filing requirements.

Nonprofits with gross receipts normally \$50,000 or less, can submit a Form 990-N, Electronic Notice (e-Postcard) for Tax Exempt Organizations Not Required to File Form 990 or 990-EZ. Organizations with gross receipts under \$200,000 and assets under \$500,000 can file 990-EZ.

The due date for the Form 990/990-EZ/990-N is the 15th day of the 5th month after the organization's fiscal/calendar year ends. The Organization can file up to two extensions of three months each. If the due date falls on a weekend or legal holiday, file on the next business day.

APPENDIX B - CONFLICT OF INTEREST STATEMENT

Yuma County Nurses Foundation (YCNF) recognizes that board members and member volunteers have diverse professional and financial interests. Board members and volunteers in all positions are prohibited from engaging in any activity, practice, or act which conflicts with, or appears to conflict with, the interests of YCNF. A conflict of interest exists when the board members or volunteers' loyalties or actions are divided between YCNF's interests and those of another whose interests are or could be adverse to YCNF including the interests of our nursing and non-nursing community we serve. YCNF (the organization), board members and volunteers are also prohibited from receiving anything of tangible or intangible value, directly or indirectly, in return for amending, or altering, YCNF practices, policies, or procedures. Board members and volunteers are prohibited from acting as an agent, attorney, or other representative for any other party in connection with YCNF. Board members will declare annually at the first board meeting any potential conflicts of interest.

No board member or volunteer should take any action on behalf of YCNF that he or she knows, or reasonably should know, violates any applicable law or regulation. YCNF considers ethical breaches to be a conflict of interest. Both the fact and appearance of conflict of interests should be avoided.

Board members who are related or are significant others should avoid same terms of office.

Since it is nearly impossible to describe all of the situations which may cause or give the appearance of a conflict of interest, the directives included in the policy are not intended to be all-inclusive and only include some of the more clear-cut examples.

All board and member volunteers are expected to represent YCNF in a positive and ethical manner and have an obligation both to avoid conflicts of interest and to refer questions and concerns about potential conflicts to the board. If you have an actual or potential conflict of interest, you should report any potential conflict of interest to the board immediately.

APPENDIX C – PARLIAMENTARY PROCEDURE

Robert's Rules of Order Cheat Sheet

| Action | What to Say | Can interrupt speaker? | Need a Second? | Can be Debated? | Can be Amended? | Votes Needed |
|-----------------------------|---|------------------------|----------------|-----------------|-----------------|----------------|
| Introduce main motion | <i>"I move to..."</i> | No | Yes | Yes | Yes | Majority |
| Amend a motion | <i>"I move to amend the motion by // (add or strike words or both)"</i> | No | Yes | Yes | Yes | Majority |
| Move item to committee | <i>"I move that we refer the matter to committee."</i> | No | Yes | Yes | No | Majority |
| Postpone item | <i>"I move to postpone the matter until..."</i> | No | Yes | Yes | No | Majority |
| End debate | <i>"I move the previous question."</i> | No | Yes | Yes | No | Majority |
| Object to procedure | <i>"Point of order:"</i> | Yes | No | No | No | Chair decision |
| Recess the meeting | <i>"I move that we recess until..."</i> | No | Yes | No | No | Majority |
| Adjourn the meeting | <i>"I move to adjourn the meeting."</i> | No | Yes | No | No | Majority |
| Request information | <i>"Point of information."</i> | Yes | No | No | No | No vote |
| Overrule the chair's ruling | <i>"I move to overrule the chair's ruling."</i> | Yes | Yes | Yes | No | Majority |