



**BY-LAWS**  
**OF**  
**WISCONSIN CENTER FOR NURSING, INC.**

Adopted September 13, 2005  
Revised September 24, 2008  
Revised March 27, 2012  
Revised July 16, 2014  
Revised April 15, 2015  
Revised November 18, 2015  
Revised September 30, 2016

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WISCONSIN CENTER FOR NURSING

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ARTICLE I. OFFICES AND PURPOSES

SECTION 1.01       Offices. The Corporation may have such principal and other offices, either within or without the State of Wisconsin, as the Board of Directors may from time to time designate.

SECTION 1.02       Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the “Code”). To the extent consistent with the above general purposes, the specific purposes of the Corporation shall be to:

- (a)     Set policy and govern the operations of the Wisconsin Center for Nursing.
- (b)     Advance nursing excellence through support of programs in nursing workforce planning, development, education, and promotion of evidence-based practice.
- (c)     Serve as a statewide data clearinghouse regarding nursing practice, nursing workforce supply and demand, offer policy recommendations regarding nursing and nursing education, and provide oversight for a statewide strategic plan that advances nursing and health care delivery.
- (d)     Exercise any, all and every power that a nonprofit corporation organized under the provisions of the Wisconsin Nonstock Corporation Law for charitable, educational and scientific purposes, all for the public welfare, can be authorized to exercise but not any other purpose.

None of the activities, funds, property or income of the Corporation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the Corporation nor its officers or directors shall, in their capacity as officers or directors of the Corporation, contribute to or otherwise support or assist any political party or candidate for elective public office. Any gifts, grants, scholarships and other rewards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under Code section 501(c)(3).

ARTICLE II. BOARD OF DIRECTORS

SECTION 2.01.       General Powers. The affairs of the Corporation shall be managed under the direction of its Board of Directors.

SECTION 2.02. Number. The Board of Directors shall be composed of not less than 12 persons nor more than 19 persons, excluding the Elected Officers.

SECTION 2.03 Appointment and Tenure. Each director shall be appointed for a two year term. A Director may serve and may be reappointed to up to two additional consecutive terms for a total of three terms (six years). Each director shall hold office until his or her resignation, removal, death, incapacity, or the election of a qualified successor. The terms of the directors shall be staggered so that approximately one half of the directors are appointed at each annual meeting of the directors. Prior to the appointment of a director, the Board of Directors may reduce the term of that director for the purpose of ensuring that the terms of the directors remain staggered.

SECTION 2.04. Appointed Directors.

(a) Each of the following nursing organizations will appoint one nurse director:

Milwaukee Chapter, National Black Nurses Association  
Wisconsin League for Nursing  
Wisconsin Nurses Association  
Wisconsin Organization of Nurse Executives  
Wisconsin Nursing Coalition  
Wisconsin Association of Licensed Practical Nurses  
Wisconsin Hispanic Nurses Association

(b) The following nursing organization will appoint two nurse directors, one to represent associate degree programs, and one to represent collegiate programs:

Administrators of Nursing Education of Wisconsin

SECTION 2.05. Directors-at-large. Four to ten directors-at-large shall be elected by the Board of Directors in keeping with Article II, Section 2.03.

SECTION 2.06 Advisory Directors. The board of directors may from time to time appoint members or others for two year terms as “advisory directors” in recognition of their contributions to the corporation, who are to serve at the pleasure of the board of directors. An Advisory Director may serve and may be reappointed to up to two additional consecutive terms for a total of three Advisory Director terms (six years). Advisory directors shall be entitled to receive notice of all regular and annual meetings of the board of directors, and to attend and speak at such meetings, but shall not be entitled to vote at board meetings and shall not be treated as directors for purposes of Section 3.02 of these bylaws.

SECTION 2.07. Resignation. Any director may resign at any time. Such resignation shall be made in writing to the Secretary of the Corporation and shall take effect at the time specified therein. If no time is specified, it shall take effect on the date of its receipt by the Secretary of the Corporation, who shall record such resignation, noting such date. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 2.08. Removal. A director may be removed for not attending three consecutive board meetings without cause by the vote of two-thirds of the directors then in office.

SECTION 2.09. Regular Meetings. The annual meeting of the Board of Directors shall be held in the last quarter of the calendar year – at a place determined by the Board of Directors. If no designation is made, the principal office of the Corporation shall be the place of the annual meeting. Notice of time and place of the annual meeting shall be given to each director as provided in Section 2.11. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution.

SECTION 2.10. Special Meetings. Special meetings of the Board of Directors may be called at any time and for any purpose or purposes (a) by the President or (b) by the Secretary upon the oral or written request of any two directors. Any such meeting shall be held at the time and place designated in the notice thereof to be given as provided in Section 2.11.

SECTION 2.11. Notice; Waiver. Notice of each meeting of the Board (unless otherwise provided pursuant to section 2.09 shall be delivered not less than 24 hours prior to the time of the meeting. Such notice may be oral or written and may be communicated in person, by telephone, facsimile, e-mail or other form of wire or wireless communication, or by mail or private carrier. If mailed or delivered by private carrier, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, or when deposited with the private carrier, addressed to the Director at such Director's business address or at such other address as such Director shall have designated in writing and filed with the Secretary. Oral notice shall be deemed to be delivered when communicated. If notice is given by facsimile, e-mail or other form of wire or wireless communication, such notice shall be deemed to be delivered when transmitted. Whenever any notice is required to be given to any director of the Corporation under the Articles of Incorporation, these By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. Any such waiver shall be delivered to the Corporation for inclusion in the minutes or filed with the corporate records. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, unless the director upon arriving at the meeting or before the vote on a matter not noticed in conformance with the law, the Articles of Incorporation or these By-Laws objects to lack of notice and does not thereafter vote for or assent to the objected action. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 2.12. Quorum. A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

SECTION 2.13. Attendance by Communications Equipment. Members of the Board of Directors or any committee may participate in a meeting of such board or committee by means of any communications equipment that enables all persons participating in the meeting to hear each other simultaneously during the meeting. A director or committee member who participates by means of communications equipment is deemed to be present at the meeting in person.

SECTION 2.14. Manner of Acting. 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 of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these By-Laws.

SECTION 2.15. Action by Directors without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds of the directors or two-thirds of a committee then in office. The interest of any director, officer or member in this Corporation shall not be assignable inter vivos, nor shall it pass to any personal representative, heir or devisee.

SECTION 2.16. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual appointment by the affirmative vote of a majority of the directors then in office, although less than a quorum of the Board of Directors.

SECTION 2.17. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof at which action or any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 2.18. Compensation. The Board of Directors may establish compensation for the Executive Director and other employees as is relevant for services. The Board of Directors shall have authority to provide for or to delegate authority to an appropriate committee to provide for pensions, disability or death benefits and other benefits and payments to employees and to their estates, families, dependents or beneficiaries on account of prior services rendered by such employees of the Corporation.

SECTION 2.19. Committees.

- a) Executive Committee. When the Board of Directors is not in session, an Executive Committee, consisting of the Corporation officers, shall have and may exercise all of the authority of the Board of Directors, except to the extent the Board of Director limits such authority. The President shall, when

present, preside at all meetings of the Executive Committee. The Executive Committee may fix its own rules and procedures, which shall not be inconsistent with these By-Laws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the first meeting of the Board of Directors following the Executive Committee meeting.

- b) Finance Committee. Finance Committee members shall be appointed for two-year terms by the Executive Committee in consultation with the Treasurer. The committee shall consist of three Board members in addition to the Treasurer who serves as Chairperson. Board appointments to the Finance Committee can be renewed twice for a maximum term on the committee of six years. The Finance Committee shall perform the following functions:
  - 1.) Advise and report to the Board on audits of the financial records of the Center and on revenue and expenditure of funds.
  - 2.) Provide oversight on recommendations to the Board regarding non-dues income generating activities and the allocation of proceeds from such activities.
  - 3.) Serve as a resource to the Board and its committees as needed.
  
- c) Nominating Committee. Three Nominating Committee members shall be appointed by the Executive Committee for two-year renewable terms. The Board President shall appoint the Chair from among those appointed. The Nominating Committee shall prepare a slate of candidates for Board offices prior to the annual meeting and in the event of vacancies. The slate of candidates shall be prepared and distributed to the Board members prior to this annual meeting.
  
- d) Bylaws Committee. Three Bylaws Committee members shall be appointed by the Executive Committee for two-year renewable terms. The Board President shall appoint the Chair from among those appointed. The Bylaws Committee shall be responsible for development, review, and revisions of the governing policies of the Wisconsin Center for Nursing, and will monitor degree of adherence to them by the Board of Directors.
  
- e) Other Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the directors may appoint one or more standing or temporary committees, each committee to consist of a Chair appointed by the President, another director appointed by the Chair in consultation with the President, and such other non-directors as the Chair in consultation with the President may appoint. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these By-Laws; electing, appointing or removing any member of any such committee or any director or officers of the Corporation; amending the Articles of Incorporation; or amending, altering or repealing any resolution of the Board of Directors which



by its terms provides that it shall not be amended, altered or repealed by such committee. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

### ARTICLE III. OFFICERS

SECTION 3.01. Number. The principal officers of the Corporation shall be a President, a Vice President, an Immediate Past-President, a Secretary, and a Treasurer. The principal officers of the Corporation shall be elected by and from the Board of Directors.

SECTION 3.02. Election and Term of Office.

- a) Officers shall be elected by ballot at the annual meeting as specified in Section 2.09 and shall assume office at the beginning of the next calendar year. (If only one person is listed for each vacancy, no ballot will be needed.)
  - 1) The President shall be elected at the end of the odd-numbered years and shall serve a 2-year term. At the end of the 2-year term, the President shall serve 1 year as Immediate Past-President.
  - 2) The Vice President shall be elected at the end of the even-numbered years and shall serve a 2-year term.
  - 3) The Secretary shall be elected at the end of the even-numbered years and shall serve a 2-year term.
  - 4) The Treasurer shall be elected at the end of odd-numbered years and shall serve a 2-year term.
- b) Each Director shall be limited to no more than six consecutive years as an Elected Officer.

SECTION 3.03. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled as follows:

- a) A vacancy in the office of the President shall be filled by the Vice President who shall complete the unexpired term of the President. If the Vice President cannot complete the unexpired term of President, the Board, by majority vote of the then remaining members, may appoint a successor to fill the unexpired term of office.
- b) A vacancy in the office of Vice President, Secretary, or Treasurer shall be filled by a Board appointee until the Nominating Committee can prepare a slate of nominees and submit the slate to the membership for vote at its next meeting.

SECTION 3.04. President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Corporation and

shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

SECTION 3.05. Vice President. The Vice President shall perform other duties as are incident to the office or are properly required by the Board of Directors. During the absence or disability of the President, the Vice President shall exercise all the functions of the President unless the Board of Directors directs otherwise.

SECTION 3.06. Immediate Past-President. The Immediate Past-President shall fulfill responsibilities assigned by the president and Board and provide continuity and direction to president.

SECTION 3.07. Secretary. The Secretary shall issue or cause to be issued notices for all meetings, except for notices of special meetings of the Board of Directors which are called by the requisite number of directors, shall keep, or cause to be kept, minutes of all meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required by the Board of Directors.

SECTION 3.08 Treasurer. The Treasurer shall have the custody of all moneys and securities of the Corporation and shall keep or cause to be kept regular books of account. The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render, or cause to be rendered, to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation.

SECTION 3.09. Delegation. If any officer of the Corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these By-Laws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

SECTION 3.10. Removal. The removal of a director pursuant to Section 2.8 shall automatically constitute the director's removal as an officer, if the director is serving as an officer.

#### ARTICLE IV. EXECUTIVE DIRECTOR

SECTION 4.01. Appointment. The chief administrative officer of the Corporation shall be the Executive Director, who shall be appointed by the Board of Directors and who shall report to the President. The Executive Director shall be evaluated annually by the President with input from the Board of Directors.

SECTION 4.02. Duties. The Executive Director shall be responsible for the administration and conduct of the business and affairs of the Corporation pursuant to guidelines established by the Board of Directors. The Executive Director shall have full authority for direction of the employees of the Corporation, if any. The Executive Director will attend all board and Executive Committee meetings but shall have no vote.

#### ARTICLE V. CONTRACTS BETWEEN CORPORATION AND RELATED PERSONS

SECTION 5.01. Contracts between Corporation and Related Persons. No contract or other transaction between the Corporation and a director, or any entity in which a director is a director, officer or has a material financial interest, is void or voidable because of the relationship or interest or because the director is present at the meeting of the Board of Directors or a committee that authorizes, approves or ratifies the contract or transaction or because the director's vote is counted for that purpose, if any of the following applies:

(a) The relationship or interest is disclosed or known to the Board of Directors or the committee that authorizes, approves or ratifies the contract or transaction and, the contract or transaction was authorized, approved or ratified by a vote or consent sufficient for the purpose, without counting the votes or consents of interested directors.

(b) The contract or transaction is fair and reasonable to the Corporation.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee that authorizes approves or ratifies a contract or transaction under this Article.

#### ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS: SPECIAL CORPORATE ACTS

SECTION 6.01. Contracts. The Board of Directors may authorize any officers or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation (a) by the President or the President-Elect and (b) by the Secretary or the Treasurer.

SECTION 6.02. 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 or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

SECTION 6.03. 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, agent or agents, or Executive Director of the Corporation and in such manner as shall be determined by or under the authority of a resolution of the Board of Directors.

SECTION 6.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

## ARTICLE VII. INDEMNIFICATION AND INSURANCE

SECTION 7.01. Definitions. The term “Statute,” as used in this Article VIII, shall mean Sections 181.0871 through 181.0889 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article VIII shall have the meanings set forth in Section 181.0871 of the Statute.

SECTION 7.02. Indemnification. The Corporation shall, to the fullest extent required by the Statute, indemnify each person who is or was a Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by such person, arising out of or in connection with any Proceeding to which such person is a Party because such person is or was a Director or Officer. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, the Statute or otherwise.

## ARTICLE VIII. AMENDMENTS

SECTION 8.01. Amendments. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance.

## ARTICLE IX. GENERAL

SECTION 9.01. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

SECTION 9.02. Dissolution. If the Corporation proves unable to carry out the purpose for which it was created, the Corporation shall be dissolved in accordance with law. In the event of the dissolution of the Corporation, all of its assets, after payment of its debts and liabilities, shall be disposed of exclusively for the purposes of the Corporation to such organization or organizations as the Board of Directors shall select,

which shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code.