



BYLAWS

WASHINGTON CENTER FOR NURSING

1) Originated 10.21.2004, Updated and approved 5.21.05, 6.27.10, 5.12.06, 2.12.13, 5.22.14, 11.30.17

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ARTICLE I: PURPOSE

The Washington Center for Nursing is a non-profit organization which exists to contribute to the health and wellness of Washington State residents by ensuring that there is a robust nursing workforce to meet the current and future healthcare needs of its citizens.

ARTICLE II: OFFICE

2.1 Registered Office and Registered Agent. The registered office of the corporation shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

2.2 Other Offices. The corporation may have other offices within or outside the state of Washington at such place or places as the Board of Directors may from time to time determine.

ARTICLE III: BOARD OF DIRECTORS

3.1 Number and Powers. The management of all the affairs, property and interests of the corporation shall be vested in a Board of Directors consisting of (up to) seventeen (17) persons with the exact number of directors to be established annually by the Board of Directors. All board members shall be nurses licensed in the state of Washington. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things.

3.2 Appointment.

3.2.1 Directors Appointed by Organizations: Each of the organizations listed below shall be qualified to appoint the number of directors with the stated qualifications:

NWONE	2 RN members
WSNA	2 RN members, 1 being a staff nurse
UFCW	2 RN members, 1 being a staff nurse
SEIU 1199 NW	2 RN members, 1 being a staff nurse
CNEWS	2 RN members, 1 four-year college or university, 1 community/technical college
Ethnic Nursing Organization	1 RN member

3.2.2 Directors Appointed by the Board: The Board shall appoint the number of directors with the stated qualifications as follows:

ARNP	2 ARNP member
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LPN	1 LPN member
Public Health	1 RN member
At Large RNs	2 RN members
Immediate Past President	1 member

3.2.3 The Board will consider representation which reflects geographical, educational preparation, professional experience and expertise, cultural diversity, age and gender when considering appointment to reflect the constituency of nursing in the State of Washington.

3.2.4 Appointment: Additional directors shall be appointed by action of the Board of Directors.

3.3 Term of Office. The term of office of directors shall be a two-year term with approximately half of the directors' terms expiring each year at the annual meeting. The Board of Directors may extend the term of one or more directors to ensure an orderly transition of the Board and shall have the authority to determine the methodology for selecting the directors whose terms may be extended.

3.4 Vacancies. All vacancies in the Board of Directors, whether caused by a resignation, death, or otherwise, may be filled in the same manner provided in Section 3.2.1 and 3.2.2 for appointment of directors.

3.5 Annual Meetings. The annual meeting of the Board of Directors shall be held at a date, time and place determined by the Board of Directors.

3.6 Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places, within or without the state of Washington, as the Board of Directors may from time to time designate.

3.7 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two directors. Such meetings shall be held in such place or places as the directors may from time to time designate.

3.8 Notices. Notices of meetings of the Board of Directors in the form of a record, in a tangible medium, or in an electronic transmission shall be given to each director by at least ten (10) business days' prior service of the same by letter, electronic mail, or personal delivery. Such notice need not specify the business to be transacted at, or the purpose of, the meeting.

3.9 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

3.10 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Delete Section:

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3.11 Remuneration. No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

3.13 Loans. No loans shall be made by the corporation to any director, nor shall any director make any loans to the corporation.

3.14 Removal. Any director may be removed at any time, with or without cause, by the organization identified in Section 3.2 (2.2) that appointed the director, or by the Board of Directors if the director was appointed by the Board of Directors.

3.15 Actions by Directors: Any Director may request that an item be placed on the agenda for discussion or decision, following the WCN Administrative Policies and Procedures.

3.16 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 by a consent in the form of a record setting forth the action so to be taken, executed by all of the directors, or all of the members of the committee, as the case may be before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action also shall be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

3.17 Attendance at Meetings: Each member of the Board of Directors is expected to attend at least 75 percent of the Board meetings in a calendar year. A board member may be removed for failure to attend at least 50% of the board meetings in person. The President will have a conversation with the member about their involvement before determining whether the member will leave the board. Notification shall be sent by registered mail from the Board to the affected director and, if appointed by an organization, to the organization that appointed the director.

3.18 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 identified by the board 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. Board meetings require 50% in person attendance.

3.19 Conflict of Interest. Each member of the Board of Directors or nominee shall make written disclosure of any interest that might result in a conflict of interest upon nomination to the office, before appointment to fill a vacancy in the office, and annually during the term of office. Such a written disclosure shall be made on such form or forms as are adopted by the Board of Directors for that purpose. Any Board member who fails to make written disclosure or is found by the Board to have any unresolved conflict of

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interest that does or will substantially impair faithful and diligent performance of the duties of office shall be removed from office. If there is an undisclosed or unresolved conflict of interest by a Board member, the Board may remove the Board member by a two-thirds (2/3) vote of all Board members eligible to vote.

ARTICLE IV: COMMITTEES

4.1 Executive and Other Committees: The Board of Directors may appoint from time to time, standing or ad hoc committees consisting each of no fewer than two (2) directors and such other persons as the Board of Directors 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 Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of assets of the corporation; 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. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. 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. The Executive committee is responsible for conducting the evaluation of performance and compensation review for the organization's Executive Director. The Executive committee will present the information to the Board for approval.

4.2 Nominating Committee: The Nominating Committee shall consist of three board members and be chaired by the immediate Past President. In the event that the office of Past President is vacant, the board shall appoint a chair for the Nominating Committee. Additional committee members shall be appointed by the board. The Nominating Committee shall present a slate of candidates for office in accordance with these Bylaws and any policies adopted by the Board for election of officers. Additional nominations may be made at the Board meeting immediately preceding the annual meeting.

Addition of Governance Committee:

4.2 Nominating and Governance Committee:. The Nominating and Governance Committee shall consist of at least three board members and be chaired by the immediate Past President. Additional committee members shall be appointed by the Board. In the event that the office of Past President is vacant, the board shall appoint a chair for the Nominating Committee. The Nominating & Governance Committee is responsible for assessing and nominating members of the board of directors; making recommendations regarding the board's composition, operations and performance; overseeing the Company's CEO succession planning process; and insuring appropriate board education and orientation

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4.3 Bylaws Committee: The Bylaws Committee shall review and propose revisions to the Bylaws. The Bylaws Committee will be convened during odd-numbered years, or as necessary, to review the Bylaws and propose revisions to the Board for consideration. The Bylaws Committee will be appointed by the Board President and will consist of at least three members of the Board of Directors. The chair of the Bylaws Committee shall be appointed by the President.

New Section:

4.4 Budget and Finance Committee: The Budget and Finance Committee shall consist of at least three (3) persons, including the Secretary/Treasurer who shall chair the committee, and two other members appointed by the Board) It shall . authorize the establishment of Corporate investment accounts as directed by resolution of the Board of Directors; review the financial statements and recommend approval thereof to the full Board of Directors; review the annual budget prepared by the Executive Director; recommend an auditor for consideration by the full Board of Directors; and receive and review the annual audit report.

New Section:

4.5 Sustainability Committee: The Sustainability Committee shall consist of at least three board members and the chair shall be elected by the board. Non-board members may be members of the Sustainability Committee and shall be appointed by the Board. The Committee shall drive the board's fundraising activities with the intent to actively engage and to ensure that the organization has adequate resources to advance its mission. Activities include recommending development goals, leading activities to meet goals, holding the collective and individual board members accountable for gift cultivation, and working closely with the Executive Director in effective fundraising activities.

ARTICLE V: OFFICERS

5.1 Designations. The officers of the corporation shall be a president, a vice president and a secretary/treasurer and a past president. All officers, except the past president, shall be elected for terms of two years, or until a successor is elected by the Board of Directors. Officers may be any Director in good standing.

5.2 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.

5.3 Vice President. The Vice President shall perform such 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.

5.4 Secretary/Treasurer. The Secretary/Treasurer 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,

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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. The secretary/treasurer shall chair the Budget Finance Committee and shall also have the custody of all moneys and securities of the corporation and shall keep or cause to be kept regular books of account.

5.5 Sustainability Chair/Officer. The Sustainability Chair shall lead the Sustainability Committee and help ensure that the board meets its responsibility to actively engage and to ensure that the organization has adequate resources to advance its mission.

5.5 Past President. The Immediate Past President shall be a voting member of the Board and will serve for two years. The Past President shall be the chair of the Nominating Committee.

5.6 Executive Director. The board may select an Executive Director who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the board. The executive director shall have full authority for direction of the employees of the corporation, if any. The executive director, if selected, may be compensated for his or her services in that capacity in such amount and manner as the board of directors shall determine.

5.7 Election of Officers: The election of officers shall be conducted every other year by mail or electronic ballot following the board meeting immediately preceding the annual meeting. A ballot listing the names of eligible candidates, together with a resume of the background and experience of each candidate shall be mailed to each board member in accordance with procedures established by the board. The ballot shall be returned to the executive director, and no ballot shall be valid if postmarked later than three business days before the annual meeting. The votes shall be tabulated by the executive director, the secretary/treasurer, and one additional member appointed by the president. The candidate receiving the greatest number of votes cast for a given office shall be elected to that office. In the case of a tie, the choice of candidates shall be determined by lot at the annual meeting. If a special election is required it shall be conducted by mail ballot.

5.8 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 bylaws, 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.

5.9 Removal. The removal of a director pursuant to section 3.14 (2.16) shall automatically constitute the director's removal as an officer, if the director is serving as an officer.

5.10 Vacancies. When vacancies occur in any office arising from any cause, it shall be the responsibility of the Nominating Committee to present candidates to the whole board for election to fill the unexpired term of the officer.

5.11 Other Officers. The board of directors may appoint such other officers or agents as it shall deem necessary or expedient, which shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors.

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5.12 Loans. No loans shall be made by the corporation to any officer, nor shall any officer make any loans to the corporation.

ARTICLE VI: DEPOSITORIES

The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VII: NOTICES

7.1 General. Except as may otherwise be required by law, any notice to any director may be delivered personally, by electronic transmission, or by mail. If mailed, the notice shall be deemed to have been delivered five (5) business days after being deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid. If another form of delivery is used, the notice is deemed delivered when received.

7.2 Notice by electronic transmission. Notice as an electronic transmission is effective only with respect to directors who have consented in the form of a record, to receive electronically transmitted notices and have designated the message format accessible to the director and the address, location or system to which those notices may be electronically transmitted. A director who has consented to receive electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. The consent of any director is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent.

ARTICLE VIII: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law or as otherwise provided in the Articles of Incorporation. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

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ARTICLE IX: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE X: AMENDMENTS AND REVIEWS

The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of this corporation by a 50 percent plus 1 vote of the Board of Directors. Any director has the authority to bring forward a proposed addition or amendment to the Bylaws at a regularly scheduled meeting, following the processes for submitting information for the agenda. The Bylaws shall be reviewed at least every two years in the odd numbered years.

Debbie Brinker, RN, MSN, CNS President