

BYLAWS  
OF  
NEVADA NURSES FOUNDATION

A Nevada Nonprofit Corporation

ARTICLE I

NAME

**Section 1.1 Name.** The name of this corporation is Nevada Nurses Foundation (the “Foundation”).

ARTICLE II

PURPOSE

**Section 2.1 Purpose.** The Foundation has been organized pursuant to Chapter 82 of Nevada Revised Statutes, as set forth in the Articles of Incorporation of the Foundation. The Foundation will take no action that is inconsistent with the Articles of Incorporation or these Bylaws.

ARTICLE III

OFFICES

**Section 3.1 Offices.** The Foundation’s principal office shall be located at such location as the Board (as defined in Section 5.1 below) may designate from time to time. Its mailing address shall be P.O. Box 34047, Reno, Nevada 89533. The Board may at any time, or from time to time, change the principal office and mailing address of the Foundation.

ARTICLE IV

MEMBERSHIP

**Section 4.1 No Members.** This Foundation shall have no members as defined in Chapter 82 of Nevada Revised Statutes, as amended from time to time.

ARTICLE V

BOARD OF TRUSTEES

**Section 5.1 Powers.** Subject to the limitations stated in the Articles of Incorporation of the Foundation, these Bylaws and the laws of Nevada, all Foundation business and affairs shall be exercised by and under the direction of the Board of Trustees of the Foundation (the “The Board”). The individual directors shall act only as members of the Board, and the individual directors shall have no power as such.

**Section 5.2 Number of Trustees.** The authorized number of directors shall not be less than three (3) nor more than eleven (11), with the exact number of authorized directors to be fixed by the Board from time to time, within these limits. Each member of the Board elected in odd-numbered years shall be, at the time of election to the Board, a registered nurse with an unencumbered nursing license, so that a majority of each Board will be comprised of registered nurses. One member of the Board shall be a member of the Nevada Nurses Association, serving as the NNA-NNF liaison. A Nevada nonprofit cooperative association. Until changed by action of the Board, the number of directors shall be five (5). The number of directors may be changed by amendment or revision of these bylaws.

**Section 5.3 Election of Trustees, Term.** Directors shall be elected at least annually at any regular or special meeting of the Board held for the purpose to fill vacant positions or positions become vacant as a result of expiring terms. Each trustee shall hold office for two (2) years, unless otherwise determined at the time the director is elected. Each trustee shall hold office until the earlier of (1) the expiration of the term for which elected and until either a successor has been elected and qualified or the Board declares the position vacant, or (2) the director's death, resignation, or removal.

**Section 5.4 Removal.** A trustee may be removed from office with or without cause by the vote of a majority of the directors then in office.

**Section 5.5 Vacancies; Resignation.** A vacancy in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, if the authorized number of directors is increased, or if the Board declares vacant the position of any director whose term has expired. Vacancies on the Board may be filled by a majority of the trustees then in office, whether or not less than a quorum, or by a sole remaining director. The appointed to fill such a vacancy shall serve out the remainder of the vacating director's term.

Any trustee may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of the resignation; provided however that Board affirmatively accepts the effective date specified. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**Section 5.6 Compensation of Trustees.** Trustees as such shall not receive any compensation for their services as trustees other than expenses covered by board policy. Nothing herein contained shall be construed to preclude any director from serving the Foundation in any other capacity and receiving compensation therefore.

**Section 5.7 Committees.** The Board by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create committees, including ad hoc advisory committees, each consisting of one or more directors and other persons as necessary or appropriate, to serve at the pleasure of the board. Each such committee, to the extent provided in such resolution, shall have and may exercise the authority of the Board, as so delegated in the resolution, in the management of the corporation to fullest extent permitted

By-law under Section 82.206 of the Nevada Revised Statutes as amended from time to time Committees with non-Board members shall be advisory only.

**Section 5.8 Advisory Board.** In addition to the Board of Trustees, the Foundation shall have an Advisory Board (“Advisory Board”), who shall meet from time to time, as least annually, to offer formal input to the Trustees regarding the vision, programs, and governance of the Foundation. The Advisory Board shall have not governance power over the Foundation, and no fiduciary responsibilities to the Foundation or its stakeholders. Advisory Board members shall be appointed by, and serve at the pleasure of, the Board. Advisory Board members shall be appointed for one-year terms, unless the Board specifies a different term at the time of appointment. No formal notice of Advisory Board meetings is required, and meetings may be held contemporaneously with meetings of the Board.

## ARTICLE VI

### MEETINGS

**Section 6.1 Regular Meetings.** The Board may provide by resolution the time and place for the holding of regular meetings of the Board. No notice of such regular meetings of the Board need be given, unless the meeting is to consider the removal of director or an amendment to these Bylaws that would increase the number of trustees, in which case notice shall be given as required for special meetings.

**Section 6.2 Special Meetings.** Special meetings of the Board for any purpose may be called by the President or any two (2) trustees.

**Section 6.3 Notice.** Notice of a special meeting may be given by the President, the Secretary, or the persons who called the meeting as specified in Section 6.2 above, or his/her/their designee. The notice need not specify the purpose of the meeting except for matters that require notice for a regular meeting as described in Section 6.1 above. Notice shall not be necessary if appropriate waivers, consents and/or approvals are given to hold the meeting without notice. Notice of a special meeting shall be mailed, b post or electronic mail, to each director at his or her last known address, at least ten (10) days prior to the meeting.

**Section 6.4 Cancelling Meetings.** The President or, in the event the President’s incapacity or absence from the State of Nevada, the Vice President, may postpone or cancel a regular or special meeting provided that notice of such action shall be given as required for special meetings.

**Section 6.5 Quorum and Voting.** Actions taken by an affirmative vote of the majority of directors present shall constitute a quorum and shall be regarded as the act of the Board, unless the Articles of Incorporation, these Bylaws, or the Nevada law specifically requires a greater number. In the absence of a quorum at any meeting of the Board, a majority of the directors present may adjourn the meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 6.6 Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all trustees, individually or collectively consent in writing (including in email) to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the trustees at a duly authorized meeting.

## ARTICLE VII

### OFFICERS

**Section 7.1 Officers.** The officers of the Foundation shall be a President, a Vice President, a Secretary, and a Treasurer, who shall serve as the Chief Financial Officer of the Foundation. The Foundation may also have, at the discretion of the board, one or more additional Vice Presidents, one or more Assistant Treasurers, one or more Assistant Secretaries, and such other officers as determined from time to time by the Board. One person may temporarily hold two or more offices, provided, however, that neither the Secretary nor the Treasurer may serve concurrently as the President. Where two persons are elected to fill the same position, both of the persons shall be given all of the rights and responsibilities of the office as enumerated herein to be allocated between them as determined by such persons. Any conflicts between such persons shall be resolved by the Board.

**Section 7.2 Election and Term.** The officers of the Foundation shall be chosen by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

**Section 7.3 President.** Each President shall be the Chief Executive Officer of the Foundation and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the Foundation. Each President shall have the general powers and duties of management usually vesting in the office of president of a nonprofit public benefit corporation, shall convene and chair all meetings of the Board, and shall have such other powers and duties as prescribed by the Board. Each President may sign, with the Secretary or any other proper officer of the Foundation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be specially designated by the Board or by these bylaws or by statute to some other officer or directors or by these bylaws or by statute to some other officer or agent of the Foundation.

**Section 7.4 Vice President.** In the absence or disability of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

**Section 7.5 Secretary.** The Secretary shall keep, or cause to be kept, a book of minutes in written form of the meetings of the Board and Committees of the Board. The Secretary shall keep, or cause to be kept, copies of the Articles of Incorporation and these

Bylaws, as amended. The Secretary shall give, or cause to be given, notice of all meetings of the Board as required by these Bylaws or as required by law, and in general perform all duties incident to the office of secretary and such other duties as pertain to the office or as prescribed by the Board.

**Section 7.6 Treasurer and Chief Financial Officer.** The Treasurer shall serve as Chief Financial Officer of the Foundation. The Treasurer and the Assistant Treasurer(s), if any, shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records or account in written form or any other form capable of being converted into written form. The Treasurer and the Assistant Treasurer(s), if any, shall send or cause to be given to the directors such financial statements and reports on a monthly basis as are required to be given by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any director upon request at all reasonable times.

**Section 7.7 Resignation.** Any officer may resign at any time by giving written notice to the Foundation, subject to the rights, if any, of the Foundation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein: and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 7.8 Vacancies.** A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled in the manner prescribed in these Bylaws for regular appointments to such office.

## ARTICLE VIII

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

**Section 8.1 Definitions.** For the purpose of this Article VIII. “Agent” means any person who is or was a director, officer, employee or other agent of the Foundation: or is or was serving at the request of the Foundation as a director, officer, employee or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “Expenses” includes, without limitation, all attorneys’ fees and any expenses incurred in establishing a right to indemnification under Section 8.2 of this Article VIII.

**Section 8.2 Indemnifications by Foundation.** The Foundation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made

A party to any Proceeding by reason of the fact that such person is or was an Agent of the Foundation, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such Proceeding.

In the event that entitlement to indemnification is required by law to be based upon a determination by the Board that the Agent has met the standards of conduct prescribed by law, the Board shall meet and shall reach a determination on the issue within a reasonable period of time after request for the Board to reach such determination is received by the Foundation from the Agent.

**Section 8.3 Advance of Expenses.** The Foundation may advance to each Agent the expenses incurred in defending any Proceeding before the final disposition of such Proceeding. On receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article VIII.

**Section 8.4 Insurance.** The Foundation shall have the power to purchase and maintain insurance on behalf of any Agent of the Foundation against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not the Foundation would have the power to indemnify the Agent against such liability under the provision of this Article VIII.

**Section 8.5 Other rights to Indemnification.** The provisions of this Article VIII are in addition to and not in limitation to any other rights to indemnification to which the Agent might be entitled.

## ARTICLE IX

### FISCAL YEAR AND FINANCIAL MATTERS

**Section 9.1 Fiscal Year.** The fiscal year of the Foundation shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

**Section 9.2 Financial Reporting.** The Board shall cause any and all financial statements and reports to be prepared and distributed in a manner and within the time periods as required by, or consistent with, Generally Accepted Accounting Principles and the Internal Revenue Code.

## ARTICLE X

### GIFTS, GRANTS, CONTRACTS, PROPERTY

**Section 10.1 Gifts.** The Board may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Foundation.

**Section 10/2 Grants.** The Board may authorize any officer(s) or agent(s), in the name of and on behalf of the Foundation, to make any grants or contributions for the purposes of the Foundation.

**Section 10.3 Contracts.** The Board may authorize any officer(s) or agent(s), in the name of and on behalf of the Foundation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances or otherwise limited. In the absence of any action by the Board to the contrary, the President is authorized to execute such instruments on behalf of the Foundation.

**Section 10.4 Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money out of the funds of the Foundation and all notes or other evidences of indebtedness of the Foundation shall be signed on behalf of the Foundation in such manner as is determined by resolution of the Board from time to time.

**Section 10.5 Deposits.** The funds of the Foundation not otherwise employed, including any amounts in any reserve fund, shall be deposited from time to time to the order of the Foundation in such banks, trust companies, or other depositories as the Board may select or as may be selected by an officer, employee or agent of the Foundation to whom such power from time to time be delegated by the Board.

**Section 10.6 Standards, Retention of Property.** In investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Foundation's investments other than assets held for use directly in carrying out a public or charitable program of the Foundation, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Foundation's capital.

Unless limited by the Articles of Incorporation or these Bylaws, the Foundation may continue to hold property properly acquired or contributed to it if, and as long as, the Board, in the exercise of good faith and reasonable prudence, discretion and intelligence, may consider that retention is in the best interests of the Foundation. No retention of donated assets violates this Section 10.6, where such retention was required by the donor in the instrument under which the assets were received by the Foundation, except that no such requirement may be effective more than ten (10) years after the death of the donor.

No investment violates this Section 10.6 by virtue of the investment's speculative character, where the investment conforms to provisions authorizing such investment contained in the instrument or agreement under which the assets were contributed to the Foundation.

## ARTICLE XI

### LOCATION AND INSPECTION OF ARTICLES AND BYLAWS

**Section 11.1 Location and Inspection of Articles and Bylaws.** The Foundation shall keep at the office of its registered agent the original or copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

ARTICLE XII

MISCELLANEOUS

**Section 12.1 Dedication of Assets.** The properties and assets of the Foundation are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Title 26 of United States Code. No part of the net earnings, properties, or assets of the Foundation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director, or officer of the Foundation. On liquidation or dissolution, all remaining properties and assets of the Foundation shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**Section 12.4 Public Charity Status.** The Foundation shall, in all things, act or refrain from acting so as not to subject itself to taxes imposed by Title 26, United States Code Sections 4941 (self-dealing), 4942 (failure to distribute income), 4944 (investments jeopardizing charitable purposes) or 4945 (taxable expenditures), as amended from time to time, or their successor provisions of law.

**Section 12.3 Governing Law.** These bylaws, and the conduct of the Board, shall be governed by Chapter 82 of Nevada Revised Statutes, as amended from time to time, or any successor statute, as applicable, and any other provisions of Nevada law applicable to the Foundation.

ARTICLE XIII

INTERPRETATION AND AMENDMENTS

**Section 13.1 Interpretation and Amendment of Bylaws.** If any provision of these Bylaws or application of such provision to any person or circumstance shall be found to be inconsistent with the Articles of Incorporation, such provision will be interpreted in such a way as to be consistent with such Articles, or shall be deemed to be deleted and the remainder of the provisions of these Bylaws shall not be affected thereby. Except as otherwise provided by law or the Articles of Incorporation, these Bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the Board then in office. Notwithstanding the foregoing, amendment of Section 5.5 shall require approval of a majority of the authorized number of directors.

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ARTICLES OF INCORPORATION  
OF  
NEVADA NRUSES FOUNDATION

A Nevada Nonprofit Corporation

ARTICLE I

The name of this corporation is Nevada Nurses Foundation. As of the date hereof, the Incorporator has caused this corporation to be formed under the provisions of Chapter 82 of the Nevada Revised Statutes, using the form of Articles of Incorporation prescribed by the Nevada Secretary of State. These Articles of Organization are hereby incorporated into that form as if fully stated therein, and the contents of that form are hereby incorporated and re-stated into these articles, as if fully set forth herein.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Chapter 82 of Nevada Revised Statutes for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal revenue law (the "Code").

ARTICLE III

A. The initial directors of this corporation shall be:

i. For a term of two years:

Sandra Olguin  
940 Keele Dr.  
Reno, NV 89509

Elizabeth Fildes  
1508 Angelberry Rd.  
Las Vegas, NV 89117

ii. For a term of one year

Susan Growe  
2832 Manzanilla Way  
Las Vegas, NV 89128

Beatrice Ramirez Raxor  
473 Sunchase CR.  
Carson City, NV 89701

Denise Ogleree McGuinn  
6826 East Hathaway Drive  
Las Vegas, NV 89156-7143

- B. The name and address in the state of this corporation's initial agent for the service of process is Barbara Wardwell, 1717 Fox Run Road, Reno NG 89523

#### ARTICLE IV

A This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2166(a)(2)(A)(u), 2522(a)(2), or 2522(b)(2) of the Code.

Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation 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.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

#### ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, if any, of this corporation, or any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

DATED: April 23, 2014

(Scott signed the original document)  
Scott Lamprecht, Incorporator  
Complete Medical Consultants, LLC  
1485 W. Warm Springs Rd., Ste. 109  
Henderson, NV 89014