

By-Laws of Community Nurse Connection

ARTICLE I

Name, Location, Purpose and Powers, and Charitable Cause

Section 1.1 Name: The name of this Corporation, a New Hampshire Non-profit Corporation recognized by the IRS as a 501(C)3, shall be the Community Nurse Connection.

Section 1.2 Location: The principal address of Community Nurse Connection for the transaction of its business is Post Office Box 1302, Lebanon, NH, 03766. Community Nurse Connection may also have facilities and programs at other places where it is qualified to do business as the Board of Directors (hereafter Board) may designate.

Section 1.3 Purpose and Powers:

1.3.1 Purpose

Strengthen and sustain regional community and parish home nursing programs serving the needs of rural communities in New Hampshire and Vermont by providing clinical, organizational, and educational resources, and, to assist the initiation and development of new community and parish nursing programs.

1.3.2 Charitable Cause:

A. Community Nurse Connection shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a Community Nurse Connection which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision.

B. Community Nurse Connection is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall ensure to the benefit of any officer of Corporation, or any other individual, partnership, or corporation. Reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

C. On dissolution, after provision is made for payment of debts, all property of Community Nurse Connection, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision, and as the Board of Directors of Community Nurse Connection shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive. It is the intention of Community Nurse Connection to donate all property, information, rights, and equipment to its constituent member community and parish nursing organizations as determined by the Board and approved by the membership, provided the organizations agree to accept them. Otherwise, all corporate assets will be disposed of according to applicable state law.

D. Corporation shall not participate in or intervene in (including the publishing or distribution of

statements), any political campaign on behalf of (or in opposition to) any candidate for public office. The Corporation may educate lawmakers about policies that impact the mission of Community Nurse Connection.

ARTICLE II

Board of Directors

Section 2.1 Powers: The Board of Directors (the Board) shall oversee the business, property and affairs of the Corporation, except as otherwise provided by law, the Articles of Agreement of the Corporation, or these Bylaws.

Section 2.2 Number of Directors: There shall be not fewer than seven (7) or more than eleven (13) directors.

Section 2.3 Election and term: The members of the Board shall be recommended by the Nominating Committee and elected by current board members at the Annual Meeting to serve for a term of 2 years. Directors will serve staggered terms. Vacancies on the board may be filled at any time during the year by election by the current board members; members so elected will serve the remainder of the unexpired term created by the vacancy. Board members may be re-elected to serve up to two (2) more terms with the term limit being a total of six (6) years.

Section 2.4 Responsibilities: Directors shall be expected to attend regularly scheduled Board meetings whenever possible and to participate in other activities as requested by the Chair of the Board.

Section 2.5 Removal: Any Director may at any time be removed from office for any legal reason by the affirmative vote of two-thirds of the full number of Directors then in office acting at a meeting of the Board, the notice of which has specified the proposed removal.

Section 2.6 Compensation: Directors shall not receive salaries for their services. The Corporation shall not provide personal loans to any Director.

Section 2.7 Restrictions: No regularly employed staff member, full or part time, shall serve as Director.

Section 2.8 Indemnification: Each officer and Board member of Community Nurse Connection shall be indemnified by Community Nurse Connection in accordance with NH law RSA 508:16.

Section 2.9 Conflict of Interest: Community Nurse Connection shall adopt, implement, enforce and annually (as necessary) review Policies and Procedures governing conflicts of interest and pecuniary benefits transactions. The Policy and Procedures shall, at a minimum, meet the requirements of New Hampshire law RSA 7:19-a and RSA 292:6-a as then in effect, and comply with Guidelines established by the Office of the NH Attorney General, Charitable Trust Unit. An annual Conflict of Interest Report will include a review and individual reporting of potential conflict of interest by each board member.

Section 2.10 Leave of absence: At a Director's written or verbal request to the Chair of the Board, followed by motion of the Chair supported by a vote of a quorum of the remaining Decision-Making members of the Board, a Director may be granted a leave of absence for a period not to exceed six (6) months. After that period, the Director may either resume active status, or resign.

ARTICLE III

Meetings

Section 3.1 Annual Meeting: A regular annual meeting of the Board of Directors shall take place each year at such time, date and place as shall be designated by the Board of Directors. The purpose of the annual meeting shall be to elect Directors and officers of the Corporation, approve the budget for the coming year, receive the Annual Report and to transact such other business as may properly come before the meeting. Notice of the time and place of the Annual Meeting shall be published 2 weeks prior to the meeting; publication on the website and/or by email shall suffice for this notice.

Section 3.2 Regular Meetings: Regular meetings of the Board of Directors shall be held at least six (6) times per year upon call of the Chair.

Section 3.3 Special Meetings: Special meetings of the Board of Directors may be called by the Chair, the Executive Committee (described in Section 5.1) or by 70% of Directors, on seven (7) days' notice to be held at such time, day and place as shall be designated in the notice of the meeting that shall include the purpose of the meeting.

Section 3.4 Notice of Meetings: The time, day and place of any regular or special meeting of the Board of Directors shall be specified in the notice of the meeting, but no such specification is required in a waiver of notice of such meeting. Notice shall be given as provided in Section 3.1.

Section 3.5 Teleconference Meetings: Any one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

Section 3.6 Record of Meetings: The Secretary or, in the absence of the Secretary, one of the Directors designated by the Board of Directors and participating in the meeting, shall keep a record of the meeting. This record shall be freely available to all Directors.

Section 3.7 Quorum; Vote Required: A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of Directors, and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. No proxy votes may be used to achieve a quorum or to decide any issue by vote.

If a quorum shall not be present at any meeting of the Directors, the Directors present at the meeting may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum shall be present. At such reconvened meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the adjourned meeting as originally notified.

Section 3.8 Action by Unanimous Consent: Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if:

- A. Consents in writing, setting forth the action so taken, shall be signed by a majority of the Directors and filed by the Secretary with the minutes of the meetings of the Board of Directors. The consents may be executed in any number of forms including electronic mail, all of which when taken together shall constitute a single original consent; and
- B. Consents by electronic mail, setting forth the action so taken, are reported at the next regular meeting and approved by a majority of the quorum present. The results of this vote shall be

filed by the Secretary with the minutes of the meetings of the Board of Directors.

ARTICLE IV

Officers

Section 4.1 Officers: The officers of Community Nurse Connection shall be: Chair of the Board, Vice-Chair, Secretary and Treasurer, all of whom shall be Directors. No Director may hold more than one office at a time.

Officers shall be elected at the Annual Meeting from a slate presented by the Nominating Committee or from nominations made from the floor. Terms of office begin at the close of the meeting at which the Officers are elected. Officers may be appointed on an interim basis at any monthly meeting of the Board and ratified at the following Annual Meeting.

Section 4.2 Terms of office: Officers of Community Nurse Connection are expected to serve for 2-year terms, which are renewable upon re-nomination by the Nominating Committee and election by the Board at the Annual Meeting. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Any officer may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board called expressly for that purpose. The Directors shall fill any vacancy occurring in any office of the Corporation for the unexpired term. An Officer who has resigned may still fill out the remainder of his/her term as Director.

Section 4.3 Duties of Officers: Each Office has the following responsibilities:

- A. Chair of the Board: The Chair of the Board of Community Nurse Connection shall be Community Nurse Connection's principal executive officer and shall exercise general supervision over all the business and affairs of Community Nurse Connection by communication with the Executive Director. The Chair alone represents the Board to the Executive Director. The Chair shall preside at meetings of the Board of Directors and shall perform such other duties and have such other powers and obligations as prescribed by the Board. The Chair is an ex-officio member of all Board committees.
- B. Vice-Chair of the Board: The Vice-Chair shall act as an aide to the Chair and assume all duties of the Chair in the absence or inability of the Chair to serve and have such other powers and obligations as prescribed by the Board.
- C. Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and perform all other duties usually incident to the office and have such other powers and obligations as prescribed by the Board. The Secretary is responsible for maintenance and accessibility of all signed documents, the Community Nurse Connection policies and minutes.
- D. Treasurer: The Treasurer of Community Nurse Connection shall serve as the Chair of the Finance committee, shall be the custodian of its funds, securities, and property, and have such other powers and obligations as prescribed in the policies.

ARTICLE V

Committees

Section 5.1 EXECUTIVE COMMITTEE

There shall be an Executive Committee. The Executive Committee shall be composed of all acting Officers of the Board of Directors. The Executive Committee's purpose is to serve as a working sub group for the Board of Directors. The Executive Committee shall have the power to transact regular business of the Board of Directors in between regular meetings of the Board of Directors, providing that any action taken shall not conflict with any express actions or policies of the Board of Directors. All actions taken by the Committee shall be reported to the Board.

Section 5.2 FINANCE COMMITTEE and NOMINATING COMMITTEE

The Board shall appoint a Finance Committee and Nominating Committee. The Committees shall report to the Board.

Section 5.3 ADDITIONAL COMMITTEES

The Board of Directors may decide to organize additional committees at any time to carry out any purpose to advance the work and mission of the Organization. All additional committees shall report to the Board of Directors to exercise all, or a portion of the authority specifically delegated to the Committee by the Board. Committee members are appointed by the Chair of the Board of Directors. Every committee shall have at least one (1) active member of the Board of Directors. Every Committee, except for the Executive Committee, may also include non-board members. Each Committee will have a Chair appointed by the Chair of the Board of Directors

ARTICLE VI

Contributions and Depositories

Section 6.1 Contributions: Community Nurse Connection may accept or decline gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

Section 6.2 Depositories: The Board of Directors shall determine what depositories and financial institutions shall be used by the Corporation as long as such depositories are located within the State of Vermont or the State of New Hampshire and are authorized to transact business by the State of New Hampshire or the State of Vermont and are federally insured. All checks and orders for the payment of money from said depository shall be signed by such signatories as have been authorized and required in advance by the Board of Directors.

ARTICLE VII

Dissolution

Section 7.1 Dissolution: Community Nurse Connection may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of Community Nurse Connection then in office, taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors entitled to vote thereon. No Director, officer or employee or person connected with Community Nurse Connection shall be entitled to share in the distribution of any of Community Nurse Connection's

assets upon its dissolution. Any dissolution shall follow Article 1.3.2.D.

ARTICLE VIII

General Administration

Section 8.1 Bylaws and Policies: These Bylaws serve as the structural framework for the governance of Community Nurse Connection. Community Nurse Connection policies support this framework by stating the principles which direct ongoing conduct and actions, by providing procedures for appropriate actions, by designating authority and accountability, and by showing compliance with regulatory requirements.

Board policies shall be reviewed annually by the Board or Committee(s) and amended as necessary to maintain compliance with local, state, and federal statutes and regulations or for any other legal reason.

Section 8.2 Fiscal Year: The fiscal year of Community Nurse Connection shall begin on each July 1st and end on the following June 30th.

Section 8.3 Bylaw amendments: The Bylaws may be revised, amended, or repealed by the Directors of Community Nurse Connection at any Annual or Special Meeting or at any regular meeting provided that proposals for change have been publicly published and advertised to the Directors with at least one weeks' notice. Publication on the website or by email satisfies this requirement.

Section 8.4 Executive Director:

A. The Executive Director (ED) is hired by the Board of Directors. The Executive Director reports directly to the Chair of the Board.

Revised

7/17/2018

7/18/2018

7/30/2019

4/8/2020

6/17/2020

11/10/202

12/8/2021

Revised and Board Approved 2.8.2022