

BYLAWS  
OF

STUDENT MAX CONNECTIONS  
(An Oregon Nonprofit Corporation)

ARTICLE 1: OFFICE; PURPOSES

Section 1. Principal Office. The principal office of the corporation in the state of Oregon shall initially be located at Walla Walla University, 10345 SE Market St. Portland, Oregon, 97216. The Corporation may have such other offices, either within or out of the state of Oregon, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. Purposes. The purposes of the Corporation, none of which are for profit, are as stated in the Corporation's Nonprofit Articles of Incorporation and the same may be duly amended from time to time. The Corporation's primary purposes shall be to improve the efficacy and capacity of nursing education through voting members collaboratively coordinating regional student clinical placements in order to meet the overall goal of increasing the number of nurses in Oregon and Southwest (SW) Washington.

ARTICLE II: MEMBERS

Section 1. Classes and Voting. There shall be two classes of members; *Educational and Clinical*. More than one member may represent Education and Clinical members, however, each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of this Corporation.

Section 2. Qualifications. Membership includes a representative from participating clinical and educational facilities throughout the regions. *Educational* member of the Corporation includes educational milieus where students complete work toward a degree or certificate in nursing or other health care profession. *Clinical* member of the Corporation includes, but is not limited to the following settings where students may be placed for clinical experiences: acute care (hospitals), clinics, outpatient, mental health, county health departments, and long-term care.

Section 3. Termination of membership. Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. Annual meeting. The annual meeting of the members shall be held in February typically the third Thursday of the month.

Section 5. Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the members of at least five percent of the voting power of the corporation by a demand signed, dated and delivered to the Corporation's secretary. Such demand by the members shall describe the purpose for the meeting,

Section 6. Notice of Meetings. Notice of all meetings of the members shall be given to each member at the last email address of record on the Google group's listserve at least 5 working days before the meeting. The notice shall include the date, time, place and purposes of the meeting in the way of an agenda.

Section 6. Quorum and Voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or law provide differently.

Section 7. Proxy Voting. Members unable to attend a meeting may register their vote by email to the Secretary of the corporation prior to the meeting.

Section 9. Action by Consent. Any action required by law to be taken at a meeting of the members or any action which may be taken at a members meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken , shall be signed by all the members.

### ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties. The affairs of the corporation shall be managed by the Board of Directors. Directors need not be residents of the State of Oregon.

Section 2. Number. The number of Directors may vary between a minimum of five and a maximum of fifteen. The initial number of Directors is eight.

Section 3. Term and Election. The term of office for Directors shall be three years. A Director may be reelected without limitation on the number of terms she or he may serve. The Board shall be elected by the members at the annual meeting of the members by a majority vote of the members represented and voting. There shall be no more than a fifty percent turnover in one year.

Section 4. Removal. Any Director may be removed, with or without cause, at a meeting called for that purpose, by a majority of the members entitled to vote at an election of Directors.

Section 5. Vacancies. Vacancies on the Board of Directors and newly created board positions shall be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. Quorum and Action. A quorum at a board meeting shall be a majority of the number of Directors, prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Regular Meetings. Regular meeting of the Board of Directors shall be held monthly or held at the time and place to be determined by the Board of Directors. No other notice of the date, time, Place or purpose of the se meetings is required.

Section 8. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place or purpose of the meeting shall be delivered to each Director personally by the Board of Directors Google listserv, or by telephone.

Section 9. Alternative Meeting Venue. Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

Section 10. No Salary. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. Action by Consent. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by the Directors.

#### ARTICLE IV. OFFICERS

Section 1. Titles. The officers of this corporation shall be the Chair, Chair Elect, Secretary, and Treasurer.

Section 2. Election. The Board of Directors shall elect the named officers of the corporation to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve. Any two or more offices may be held by the same person, except that the offices of President and Secretary shall not be combined.

Section 3. Vacancy. The Board of Directors for the unexpired portion of the year shall fill a vacancy for any stated reason in any office of the corporation.

Section 4. Other Officers. The Board of Directors may elect or appoint such other officers, agents, and contracted employees as it shall deem desirable, including an Executive Director. They shall hold their offices for such terms and have such authority and performs such duties as shall be determined by the Board of Directors.

Section 5. Chair. The Chair shall be the chief officer of the corporation and shall act as the Chair of the Board. The Chair shall preside over all meetings of the Board of Directors and General Meetings. The Chair shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. Chair-elect. The Chair- elect shall preside in the absence of the Chair over all meetings of the Board of Directors and General Meetings. The Chair-elect shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 7. Secretary. The secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and member's meetings or actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintaining current and accurate membership lists and listserve; and (e) any other duties as may be prescribed by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have overall responsibility for all funds and securities of the corporation. The Treasurer shall preform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) keeping deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) other duties as may be prescribed by the Board of Directors.

## ARTICLE V: COMMITTEES

Section 1. Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the authority to make on going decision between Board meetings and shall have the authority to make financial and budgetary decisions.

Section 2. Other Committees . The Board of Directors may establish such other committees, as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory and or task committees.

Section 3. Composition of Committees Exercising Board Authority. Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, of all Directors in office at that time.

Section 4. Quorum and Action. A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority of directors present.

Section 5. Limitations on the Powers of the Committee. No committee may authorize payment of any funds or assets of the corporation to its directors or officers; may approve dissolution, merger, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

#### ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or defined to specific instances.

Section 2. Checks, Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All membership dues, funds of the corporation shall be deposited from time to time to the credit of the Corporation in such banks, trusts companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest or devise for the general purposes, or for any special purpose, of the Corporation.

#### ARTICLE VII: Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors and shall keep at its registered or

principal office a record giving the names and addresses of the members entitled to vote. Any member of the Board of Directors, or his agent or attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

#### ARTICLE VIII: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

#### ARTICLE IX: CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent permitted under ORS Chapter 65 and not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceedings, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act ( or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporations' obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification ---substantively, procedurally, and otherwise.

#### ARTICLE X: AMENDMENTS TO BYLAWS

Both the Board of Directors and the members must vote to amend or repeal these Bylaws or to adopt new ones. The Board of Directors must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of directors present , if a quorum is present. Prior to the adoption of the amendment each Director shall be given at least two days notice of the date time and place of the meeting at which the proposed amendment is to be considered and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment. The members must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of the members represented and voting. Prior to the adoption of the amendment, each member shall be given the notice of meeting required by these Bylaws and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

ADOPTED \_\_\_\_\_.

SIGNATURE BY CORPORATE OFFICER: \_\_\_\_\_