



**COLUMBIA UNIVERSITY PRESBYTERIAN HOSPITAL
SCHOOL OF NURSING ALUMNI ASSOCIATION INC.**

CERTIFICATE OF INCORPORATION

BYLAWS

Bylaws Approved by Membership Vote on April 30, 1993

**Columbia University-Presbyterian Hospital
School of Nursing Alumni Association, Inc.**

**Articles of Incorporation, By-Laws
and
Policies and Procedure Manual**

Distributed: May 5, 1995

SECTION I

CERTIFICATE OF INCORPORATION

OF

COLUMBIA UNIVERSITY-PRESBYTERIAN HOSPITAL

SCHOOL OF NURSING ALUMNI ASSOCIATION

FIRST: The name of the corporation is Columbia University-Presbyterian Hospital School of Nursing Alumni Association, Inc. (the "Corporation").

SECOND: The Corporation is a corporation as defined in Section 102(a)(5) of the Not-For-Profit Corporation Law.

THIRD: The purpose or purposes for which the Corporation is formed are:

(a) To promote professional education for nursing at the Columbia University School of Nursing and the professional practice of nursing by its graduates through support of nursing education, research, advocacy for practice, community service, and promotion of collegial and supportive relationships among the members of the Association.

1. Collaborate and/or coordinate with the School of Nursing in activities that promote communication, networking, research, education and practice.

2. Provide vehicles for advocacy, collegiality, community services, and liaison between alumni, and graduate and undergraduate students.

(b) To do any other lawful act or thing incidental to or in connection with the foregoing purposes or in advancement thereof.

FOURTH: In furtherance of the foregoing corporate purposes, the Corporation shall have all of the general powers set forth in Section 202 of the Not-For-Profit Corporation Law together with the power to solicit grants and contributions for any corporate purpose and to maintain a fund or funds or real or personal property for any corporate purpose. The Corporation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes or incidental to the conferred powers.

FIFTH: Notwithstanding any other provision of these articles, the Corporation is organized exclusively for educational and charitable purposes, as specified in Section 501(c)(3) of the Internal Revenue code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by a corporation described in Code sec.501(c)(3).

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes), and no private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

SEVENTH: Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Section 404(b) through (v) of the Not-For-Profit Corporation Law.

EIGHTH: No part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except as permitted under Code sec.501(h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

NINTH: The Corporation is a Type B corporation as defined in Section 201 of the Not-For-Profit Corporation Law.

TENTH: The office of the Corporation is to be located in the County of New York, State of New York.

ELEVENTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: Columbia University-Presbyterian Hospital School of Nursing Alumni Association, Inc., 617 West 168th Street, New York, New York, 10032.

TWELFTH: In every taxable year in which the Corporation is a private foundation, as defined in Code sec.509:

(a) the Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Codeysec.4942;

(b) the Corporation shall not engage in any act of self-dealing which is subject to tax under Code sec.4943;

(c) the corporation shall not make any investments in such manner as to subject the Corporation to tax under Codeysec.4944; and

(d) the Corporation shall make any taxable expenditures which are subject to tax under Code sec.4945.

THIRTEENTH: In the event of dissolution, all of the assets of the Corporation remaining after payment of expenses and satisfaction of all liabilities shall be distributed to such nursing organizations as shall qualify under Code sec.501(c)(3) pursuant to a plan approved by a Justice of the Supreme Court of the State of New York.

Approved by the Membership: April 30, 1993

Accepted by the New York Secretary of State: November 30, 1993

SECTION I

BYLAWS OF THE COLUMBIA UNIVERSITY-PRESBYTERIAN HOSPITAL SCHOOL OF NURSING ALUMNI ASSOCIATION INC.

ARTICLE I

MEMBERS

Section 1. Membership. Membership shall be open to all graduates of the School of Nursing of the Presbyterian Hospital in the City of New York, all graduates of the School of Nursing, Columbia University, and to all members of the unincorporated body known as the "Alumnae Association of the Presbyterian Hospital Training School for Nurses in the City of New York" at March 10 1899. Such members shall be known as "Regular Members." Regular Members who have paid all dues and assessments imposed by the Board of Directors on a current basis shall be known as "Active Members." Persons not eligible for Regular Member status may be elected to be "Honorary Members" by the Members eligible to vote. Only Active Members shall be entitled to vote; Regular Members and Honorary Members shall not be entitled to vote. The Board of Directors may establish such other criteria and conditions for membership as it may deem appropriate.

Section 2. Meetings. The Board of Directions shall fix the place, time and date of an annual meeting of the members and of any special meeting desired by the Board of Directors. Written notice of any such meetings shall be mailed by first class mail, postage prepaid, or by personal delivery, not less than ten nor more than fifty days before such meeting to all Active Members. The President shall preside at all meetings of the membership, or in the absence of the President, an acting chairperson shall be chosen by the members present.

Section 3. Quorum; Action by the Members. Except as may be otherwise specifically provided by law or by the Certificate of Incorporation or by these By-Laws, the presence in person of 100 Active Members shall constitute a quorum of members for the transaction of business at a meeting of members, and the act of a majority of the Active Members present at any such meeting at which there is a quorum shall be the act of the members. The Board of Directors may, but is not required to, authorize voting by proxy. In the absence of a quorum, the members may adjourn the meeting from time to time until a quorum is obtained. At such adjourned meetings at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 4. Voting. At any meeting of the membership, each Active Member present in person at the meeting (or by proxy, if permitted) shall be entitled to one vote.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers and Duties of the Board of Directors. The Board of Directors shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The Board shall the power and authority to levy and enforce the collection of initiation fees, dues, assessments on members, whether or not they are voting members, on all classes of members alike or in different amounts or proportions for different classes or members.

Section 2. Number and Qualifications of Directors. The number of Directors constituting the entire Board shall be no less than thirteen and no more than fifteen. The following persons shall be Directors, ex officio, of the Corporation: the President, Vice-President, Secretary and Treasurer of the Corporation. Only Active members are qualified for election to the Board of Directors. The elected Directors shall be divided into three classes, designated Class I, Class II and Class III, for the purpose of staggering their terms of office such that each Class consists of the two or three Directors elected at a particular annual meeting of the membership whose terms expire on the same date. The Dean of the School of Nursing and the chief nursing officer of Presbyterian Hospital in the City of New York shall be extended a written invitation to attend such meetings of the Board of Directors of the Corporation as the Board shall determine.

Section 3. Election and Term of Office. At least one Class of Directors shall be elected at each annual meeting of the membership to hold office for a term of three years. The Board of Directors shall propose a slate of candidates to the membership and Directors shall be elected upon the affirmative vote of a majority of the Active Members present in person (or by proxy if permitted) at such annual meeting. Each Director shall hold office until the expiration of his or her term and until his or her successor has been elected or appointed, or until his or her death, resignation or removal.

Section 4. Quorum; Acts of the Board of Directors. Except as may be otherwise specifically provided by law or by the Certificate of Incorporation or by these By-Laws, one-third of the Directors then in office shall be necessary to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any such meeting at which there is a quorum shall be the act of the Board of Directors. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

Participation by such means shall constitute presence in person at a meeting. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. Any action may be taken by the Board or any committee of the board without a meeting if all members of the Board or such committee consent in writing to the adoption of a resolution authorizing the action.

Section 5. Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held within the thirty-day period following the annual meeting of the membership. Except as may be otherwise specifically provided by statute, notice of the time and place of such meeting shall be given by the Secretary by sending oral or written notice of the same to each Director not less than seven days before such annual meeting. Notice of any meeting may be waived in writing by any Director before or after the meeting.

Section 6. Special Meetings; Notice. Special meetings of the Board of Directors may be held upon the call of the Executive Committee or any three Directors, such meeting to be held at the principal office of the Corporation or at such other place as may be designated in the notice of such meeting. Notice of the time, date, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary by sending oral or written notice thereof to each Director not less than seven days before the meeting. Notice may be waived in writing by any Director before or after any special meeting.

Section 7. Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held on such date and at such time and place as the Board of Directors shall determine and notice of the time, date, place of such meetings shall be given by the Secretary by sending oral or written notice thereof to each Director not less than seven days before the meeting. Notice may be waived in writing by any Director before or after any meeting.

Section 8. Organization. The President of the Corporation shall preside at all meetings of the Board of Directors or the Board of Directors may select from among its numbers a chairperson who shall have such duties and powers as may be assigned to him or her by the Board of Directors. The Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors. In the absence of the Secretary, the presiding officer may appoint any person present to act as Secretary of the meeting.

Section 9. Resignation. Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at any time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Removal. Any Director may be removed, for cause, by a vote of the Active Members or by a majority of the entire Board at any special meeting of the Board called for that purpose.

Section 11. Vacancies. Any vacancies on the Board may be filled at any meeting of the board of Directors by vote of a majority of Directors then in office, and any Director so elected shall serve for the unexpired term of his or her predecessor in office.

Section 12. Committees.

- a. The Board of Directors may appoint from among its members an Executive Committee, comprised of the President and at least two other members of the Board of Directors. If an Executive Committee is appointed, such committee shall have all the powers of the Board when the Board is not in session except the Executive Committee shall not have the power or authority (i) to fill Director vacancies in the Board of Directors; (ii) to amend or repeal the corporation's By-Laws or adopt new By-Laws; (iii) to amend or repeal any resolution of the Board of Directors which by its terms shall not be so amendable or repealable; (iv) to change the membership of the Executive Committee; (v) to make any single commitment on behalf of the Corporation in an amount exceeding \$10,000; or (vi) to perform such other functions and to have such other authority as is otherwise prohibited by applicable law. At each meeting of the Board of Directors the Executive committee shall inform the Board of any action taken by the Executive Committee since the previous meeting of the Board of Directors.
- b. The Board of Directors shall have the power to designate such other committees, and for such other purposes, as the Board may deem necessary or appropriate. All members of such committees must be Directors, except that Active Members who are not Directors may serve on a committee which functions only in an advisory capacity to the Board.

ARTICLE III

Officers and Agents

Section 1. Appointment of Officers and Agents. The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. Only Active Members shall be eligible to serve as President, Vice-President, Secretary and Treasurer and such offices shall be filled by vote of the Active Members at the annual meeting of the membership and such officers shall serve for a three-year term. The terms of the officers serving as President and Secretary shall expire at the same time and terms of officers serving as Vice-President and Treasurer shall expire at the same time. Vacancies may be filled by the Board of Directors of the unexpired portion of the term. The same person may not hold more than one office at any time and no person may serve in the same office for

more than two successive terms. The Board may appoint such other and additional officers and agents as it shall deem necessary, who 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. Officers shall hold office until their successors are chosen and qualify in their stead; provided, however, that any officer may be removed at any time by vote of the Active Members, and any office, other than the offices of President, Vice-President, Secretary and Treasurer, may be abolished at any time by the Board.

Section 2. President: Powers and Duties. The President shall preside at all meetings of the board of Directors and at all meetings of the membership. The President shall generally manage and supervise the affairs of the Corporation. The President shall keep the Board of Directors fully informed, and shall freely consult with the Board concerning the activities of the Corporation. The President shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation, all contracts authorized either generally or specifically by the Board of Directors. The President shall have the authority to sign checks on behalf of the Corporation only as the Board of Directors shall so direct. The President shall perform all duties incident to the office of President subject, however, to the control of the Board of Directors.

Section 3. Vice-President: Powers and Duties. The Vice-President shall have such powers and duties as may be assigned to him or her by the Board of Directors. In the absence of the President, the Vice-President shall in general perform the duties of the President and when so acting shall have all of the powers of the President.

Section 4. Secretary: Powers and Duties. The Secretary shall act as secretary of all meetings of the Board of Directors and the membership, and shall keep the minutes of all such meetings. The Secretary shall have custody of the corporate seal and shall, if so required, attest the seal on all contracts and instruments executed under such seal and affix the seal of the Corporation thereto. The Secretary shall attend to the giving and serving of all notices of the Corporation and shall perform all the duties incident to the office of the Secretary and such other duties as shall from time to time be assigned to him or her by the Board of Directors, subject, however, to the control of the Board of Directors.

Section 5. Treasurer: Powers and Duties. The Treasurer shall have responsibility for all funds and securities of the Corporation which may come into his or her hands. The Treasurer may endorse all commercial documents requiring endorsements for and on behalf of the Corporation and, in the absence of or unavailability of the Secretary, attest the corporate seal on contracts and instruments executed under such seal and affix the seal of the Corporation thereto, if so required. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation,

and shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Treasurer shall have the authority to sign checks on behalf of the Corporation only as the Board of Directors shall so direct. Whenever required by the Board of Directors, the Treasurer shall render a statement of his or her accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation and shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned to him or her by the Board of Directors subject, however, to the control of the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such security for the faithful performance of his or her duties as the Board of Directors may require.

Section 6. Delegation of Duties. In case of the absence of any officer of the Corporation, or for any other reason that the board of Directors may deem sufficient, the Board may confer on a temporary basis the powers and duties, or any of them, of such officer upon any other officer or upon any other member of the Board.

ARTICLE IV

Annual Report

At each annual meeting of the membership the President and Treasurer shall present a report in compliance with the requirements of Section 519 of the Not-for-Profit Corporation Law of the State of New York. Such report shall be verified by the President and the Treasurer, or by a majority of the Directors, and shall show the whole amount of real and personal property owned by the Corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such a date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made. Such report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

ARTICLE V

Contracts, Checks, Bank Accounts and Investments

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select such banks, trust companies or other depositories as it shall deem proper for the funds of the Corporation. Except as otherwise provided herein, the Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes and other

evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

Section 2. Instruments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or such stocks, bonds or other securities, as the Board of Directors may consider desirable.

ARTICLE VI

Office and Books

Section 1. Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the offices of the corporation correct books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of the Board of Directors.

ARTICLE VII

Corporate Seal

The Seal of the Corporation shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the State of New York and the year of incorporation.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall end on the last day of December* of each year.

*Resolution to be offered May 5, 1995 changing this month to June.

ARTICLE IX

Indemnification

The Corporation shall indemnify to the fullest extent permitted by, and in the manner permissible under the laws of the State of New York, any person made, or threatened to be made, a party to any action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she, his or her testator or intestate is or

was a Director or officer in the Corporation or any predecessor of the Corporation, or served any other entity as a Director or officer at the request of the Corporation or any predecessor of the Corporation. The foregoing sentence shall be deemed to be a contract between the Corporation and each Director and officer who serves in such capacity at any time while this By-Law is in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing or any action, suit or proceeding theretofore brought based in whole or in part upon any such state of facts. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any Director or officer may be entitled apart from the provisions of this Article. The Board of Directors in its discretion shall have the power on behalf of the Corporation to indemnify any person, other than a Director or officer, made party to any action, suit or proceeding by reason of the fact that he or she, his or her testator or intestate, is or was an employee of the Corporation.

ARTICLE X

Amendments

These By-Laws may be amended by vote of both (a) the majority of the entire Board of Directors, and (b) the majority of those Active members present at any meeting of the membership at which a quorum is present.

Approved by the Membership: April 30, 1993.

Accepted by the New York Secretary of State: November 30, 1993