



2007 Bylaws

Articles of Incorporation and Certificate of Amendment

to
Articles of Incorporation and Bylaws
of

The Kansas State Nurses Association

CHARTER

The undersigned, citizens of the state of Kansas, hereby voluntarily associate ourselves together for the purpose of forming a private corporation under the laws of the State of Kansas, and do hereby certify:

First

That the name of this corporation shall be the Kansas State Nurses Association.

Second

That this corporation is organized not for profit, and that the purposes for which it is formed are: The support of a benevolent and charitable undertaking, to wit, the nursing of the sick and afflicted, and the maintenance of a club or organization for social enjoyment among professional nurses who are members thereof.

Third

That the place where its business is to be transacted is at Topeka, Kansas.

Fourth

That the term for which this corporation is to exist is Fifty Years.

Fifth

That the number of directors of this corporation shall be five and the names and residences of those who are appointed for the first year are:

Mrs. A.R. O'Keefe, Wichita, Kansas
Miss Mayme M. Conklin, Topeka, Kansas
Mrs. M. Butters Saylor, Hutchinson, Kansas
Miss Charalien Zeller, Kansas City, Kansas
Miss Nellie V. Pyle, Wichita, Kansas

Sixth

That the estimated value of the goods, chattels, lands, rights and credits owned by the corporation is no value. That the amount of the Capital stock of the corporation shall be no capital stock.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

The Kansas State Nurses Association, a non-profit corporation organized and existing by virtue of the laws of the State of Kansas, Does Hereby Certify:

First: That at a meeting of the Board of Directors of said The Kansas State Nurses' Association

duly held and convened on May 21, 1949, resolutions were adopted setting forth proposed amendments to the Articles of Incorporation of said corporation amending Articles Second, Fourth and Fifth so that said Articles, after such amendments shall have been affected, and would have read as follows:

Second

That this corporation is organized not for profit, and that the purposes of this organization are and shall be, to promote the professional, educational, and economic advancement of nurses in every proper way; to elevate the standards of nursing education; to establish and maintain a code of ethics among nurses; to distribute relief among such nurses as may become ill, disabled, or destitute; to disseminate information on the subject of nursing by publication in official periodicals or otherwise; and to succeed to all rights and property held by the Kansas State Nurses Association as a corporation duly incorporated under and by virtue of the laws of the State of Kansas.

Fourth

That the term for which this corporation is to exist is Fifty years from October 12, 1949.

Fifth

The number of directors shall not be less than five members of the corporation and the exact number above such minimum may be determined from time to time at any annual or special meeting. The names and residences of those who are appointed for the first year are:

Mrs. A.R. O'Keefe, Wichita, Kansas
Miss Mayme M. Conklin, Topeka, Kansas
Mrs. M. Butters Saylor, Hutchinson, Kansas
Miss Charalien Zeller, Kansas City, Kansas
Miss Nellie V. Pyle, Wichita, Kansas
and declaring said amendments advisable and calling a meeting of the members of said corporation entitled to vote thereon for consideration thereof to be held at the annual meeting of members on October 14, 1949.

Second: That thereafter, pursuant to the aforesaid resolutions of its Board of Directors a meeting of the members of said corporation entitled to vote was duly called and held at Hutchinson, Kansas, on October 14, 1949, and at such meeting a vote of such members entitled to vote in respect to such amendments was conducted by two judges appointed for that purpose and that the persons constituting more than a majority of the membership of the corporation and entitled to vote, voted in favor of the adoption of said amendments and said judges having made and delivered a certificate thereof to the Secretary of said corporation, the said amendments were fully adopted in accordance with the provisions of the Articles of Incorporation of this corporation and of the General Corporation Code of 1939 of the State of Kansas.

In Witness Whereof, Said The Kansas State Nurses Association has caused its corporate seal to be hereunto affixed and this certificate to be signed by its officers thereunto duly authorized, this 12th day of November, 1949.

THE KANSAS STATE NURSES ASSOCIATION

By: Gertrude McCrory, R.N., President.

ATTEST:

Josephine Werner, R.N., Secretary.
State of Kansas
County of Shawnee ss

Be It Remembered, that on this 12th day of November, 1949, before me, the undersigned, a Notary Public within and for the County and State aforesaid, personally came Gertrude S. McCrory, President, and Josephine Werner, Secretary of the Kansas State Nurses Association, a corporation duly organized, incorporated and existing under the laws of the State of Kansas, who are personally known to me to be such officers, and who are personally known to me to be the same persons who executed as such officers the within instrument of writing, and such persons duly acknowledged the execution of the same to be the act and deed of said Corporation.

In Witness Whereof, I have hereunto subscribed my name and affixed my official seal on the day and year last above written.

Maude Evelyn Harvey,
(Notarial Seal)
Notary Public.
My Commission expires May 19, 1952.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

BE IT RESOLVED that Articles Second and Fourth of the Articles of Incorporation of the Corporation be amended by deleting in their entirety the present articles Second and Fourth and substituting the following articles Second and Fourth in lieu thereof:

Second

That this corporation is organized not for profit, and that the purposes of this organization are and shall be, to promote the professional, educational, and economic advancement of nurses in every proper way; to elevate the standards of nursing education; to establish and maintain a code of ethics among nursing; to distribute relief among such nurses as may be come ill; disabled, or destitute; to disseminate information on the subject of nursing by publication in official periodicals or otherwise; and to engage in any lawful act or activity for which corporations may be organized under the Kansas General Corporate Code. Specifically this corporation shall have the power to acquire, purchase, hold, lease, convey, mortgage, and pledge such real and personal property as shall be necessary or convenient to the transaction of its business and the realization of its object and purposes.

Fourth

This corporation shall have perpetual existence. We further certify that there after, pursuant to said resolution and in accordance with the bylaws of the corporation and the laws of the State of Kansas, said governing body at a subsequent meeting held not earlier than 15 days and not later than 60 days following the date of the above meeting and pursuant to notice to the members of the governing body of the corporation in accord with the statutes of the State of Kansas, considered the proposed

amendment.

We further certify that at said meeting the governing body voted upon said amendment, and the majority of all the members of the governing body voted in favor of the proposed amendment.

We further certify that said amendment was duly adopted in accordance with the provisions of K.S.A. 17-6602 as amended.

ARTICLE I

Name, Purposes, and Functions

Section 1. The name of this association shall be the Kansas State Nurses Association, hereinafter referred to as KSNA.

Section 2.

a. The purposes of the KSNA shall be to:

1. Work for the improvement of health standards and the availability of healthcare services for all people, and
2. Foster high standards of nursing, and
3. Stimulate and promote the professional development of nurses and advance their economic and general welfare.

b. These purposes shall be unrestricted by considerations of age, color, creed, gender, disability, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section 3. The functions of KSNA shall include the following:

- a. To promote through appropriate means standards of nursing practice, nursing education and nursing services as defined by the American Nurses Association (ANA).
- b. To insure adherence to the ANA Code of Ethics for Nurses.
- c. To promote legislation and to speak for nurses in regard to legislative action.
- d. To promote, protect, and support the economic and general welfare of nurses.
- e. To promote continuing professional development of nurses.
- f. To represent nurses and serve as their state spokesman with allied professional, community, and governmental groups and with the public.
- g. To provide for representation in the ANA House of Delegates.
- h. To promote relationships with the state student nurses association.
- i. To promote recruitment of students for careers in nursing.
- j. To stimulate and promote research in nursing, to disseminate research findings and to encourage the utilization of new knowledge as a basis for nursing.
- k. To assume an active role as consumer advocate in health.
- l. To analyze, predict, and influence new dimensions of health practices

and the delivery of health care.

- m. To uphold the bylaws of ANA.
- n. Ensure a collective bargaining program for nurses.

ARTICLE II

Membership

Section 1. The membership of Kansas State Nurses Association shall be unrestricted in accordance with ANA Bylaws. Membership shall be unrestricted by considerations of age, color, creed, gender, disability, health status, lifestyle, nationality, race, religion or sexual orientation.

Section 2. A member is one:

- a. who has been granted a license to practice as a registered nurse in at least one state, the possessions, territory or District of Columbia of the United States, and who does not have a license under suspension or revocation in any state or, is otherwise entitled by law to practice,
- b. who maintains current dues, and
- c. who abides by the ANA Code of Ethics for Nurses, the ANA Bylaws and the KSNA Bylaws.

Section 3. Members shall have all privileges of membership in this association and its component parts, including:

- a. receiving a KSNA/ANA membership card;
- b. receiving **The American Nurse and The Kansas Nurse**;
- c. being a candidate for ANA and KSNA elective and appointive positions in accordance with ANA Bylaws and KSNA Bylaws and applicable policies;
- d. Participating in KSNA elections including delegates and alternates to the ANA House of Delegates in accordance with the KSNA Bylaws and ANA Bylaws;
- e. attending the ANA House of Delegates, convention, and other unrestricted activities;
- f. attending the congress of the International Council of Nurses;
- g. assurance of due process for members' rights;
- h. attending KSNA Conventions and workshops at member rates.
- i. The members of the Kansas State Nurses Association shall continue to have all rights of membership in the American Nurses Association as provided in the ANA bylaws until such time as 2/3 of the entire KSNA membership votes to disaffiliate from ANA. "KSNA membership," for these purposes, is defined as individual members of the KSNA who have ANA rights and privileges of membership as a result of their KSNA membership. The vote may occur by mail with appropriate notice and procedures to protect the integrity and validity of the vote.

Section 4.

- a. A member who has completed full payment of dues in this state may transfer to another Constituent Member Association (CMA) with no additional payment nor refund of dues.
- b. A member of another CMA who has completed full payment of dues who moves to this state may transfer to this association without further payment of dues for the remainder of the membership year. The request for transfer shall be signed by the secretary of the state nurses association issuing the transfer.
- c. A member may transfer from one constituent to another within the state without further payment of dues for the remainder of the membership year. Application for transfer shall be made with the Executive Director of this Association.
- d. Members who transfer to another CMA who have completed full payment of dues to KSNA and who wish to discontinue CMA membership, will not receive a refund.

Section 5. Lifetime affiliation is granted by the Board of Directors. It shall be available to those nurses who are 62 years or older, retired from active service and who have been members of KSNA or other constituent CMA's for at least 20 years and who have been recommended by their district association. In case a member becomes permanently disabled pursuant to the social security administration definition of disability a lifetime affiliation may be granted by the Board of Directors. Lifetime affiliation confers both privileges and constraints. Affiliates:

- a. Do not pay dues,
- b. Receive **The Kansas Nurse** at member rate,
- c. May attend KSNA conventions and workshops at member rate,
- d. May participate on appointed committees with voting privileges but may not serve as chairperson,
- e. May not vote in the annual elections or at convention, and
- f. May not hold elected office.

Individuals designated as lifetime members prior to October 15, 1983 retain all the privileges of membership.

Section 6.

- a. Disciplinary action against a member shall be limited to:
 1. violation of these bylaws;
 2. violations of the ANA Code of Ethics for Nurses;
 3. other actions which are detrimental to the purposes, goals, and functions of constituent CMA's or ANA.
- b. Disciplinary proceedings, including the right of the member to appeal any disciplinary action, shall be conducted in accordance with policies and procedures established by the Board of Directors which shall have

final disciplinary authority over members. Disciplinary action and appeal procedure at the state level for individual members shall be conducted pursuant to common parliamentary and statutory law. Depending on the severity of the disciplinary violation, a member may be:

1. reprimanded
 2. censured
 3. fined
 4. suspended from membership, or
 5. permanently expelled from membership.
- c. Any disciplinary action taken by any other CMA against one of its members, or against a member of this organization, shall be given full recognition and enforcement provided that such action was taken in accordance with that CMA's bylaws and disciplinary procedures.

ARTICLE III Dues

Section 1. Dues for ANA are established by the House of Delegates. KSNA as a constituent of ANA will pay dues in accordance with policies adopted by the ANA House of Delegates.

Section 2. Dues of KSNA are established by the members at the time of the convention. The forfeit of all membership rights shall occur if dues are not paid as required by the due date.

Section 3. The annual dues for a member of KSNA shall include the current rate of per capita dues paid by the association to ANA. Any changes in the rates of per capita dues paid by the association to ANA shall be automatically incorporated into the annual dues.

Section 4. The Kansas State Nurses Association shall be bound by the obligation to pay dues to the ANA pursuant to the ANA bylaws and House of Delegates policy until such time as 2/3 of the entire CMA membership votes to disaffiliate from ANA pursuant to Article II, Section 2.

Section 5. Members who qualify for one of the following may elect to pay fifty percent (50%) of the annual dues:

- a. nurses who are not employed;
- b. registered nurses in full-time study;
- c. graduates of basic nursing programs for first year of membership if initiated within six months following licensure to practice as a registered nurse;
- d. nurses sixty-two (62) years of age or older who are not earning more than the Social Security System allows without loss of Social Security payments.

Section 6. Members sixty-two (62) years of age or older who are not employed may elect to pay twenty-five (25%) percent of the annual dues.

Section 7. No monies shall be refunded nor additional monies collected when change in

dues category is made within a membership year.

ARTICLE IV Nominations

Section 1. All members may submit nominations including their own except in the case of the Council on Economic and General Welfare. Only non-supervisory, non-managerial employees within the meaning of the Labor and Management Relations Act may submit nominations of themselves or other non-supervisory, non managerial members for positions on the Council on Economic and General Welfare.

Section 2. On or before January 1, the Nominating Committee shall send to each district the names of officers serving, those whose terms of office will expire at the next annual election, and those eligible for re-election, together with the names of the Nominating Committee. Each district shall be requested to submit a list of members who are willing to serve in the offices for which their names are submitted. Such lists shall be submitted by the president or secretary of the respective districts, not later than April 30 to the Nominating Committee of this Association.

Section 3. As necessary, the Nominating Committee shall also request a list of names of members qualified and willing to serve as delegates or alternates to the ANA House of Delegates. The ticket may include the name of the Executive Director, if eligible, for election as a delegate.

Section 4. The Nominating Committee shall consider the list of names submitted by the respective districts as well as other qualified members in preparing the ticket. The ticket shall consist of two or more nominees for each office to be filled.

Section 5. The Board of Directors shall review the ticket only for compliance with the Bylaws.

Section 6. A copy of the ticket shall be published in the **The Kansas Nurse** prior to the mailed balloting.

Section 7. No name shall be placed on the printed ballot unless the nominee has consented to serve if elected.

ARTICLE V Elections

Section 1. The president-elect shall be elected in the even numbered years and candidates for president-elect shall concurrently run for a four-year ANA delegate position. During the first year the officer shall serve as President-elect and ANA Delegate-at-large. At the close of the annual meeting held during the odd numbered year the officer shall automatically become President and ANA Delegate-at-large to serve for two years and following the term of office as President, serves as Past-President and ANA Delegate-at-large and member of the KSNA Executive Committee for a period of one year. Total length of time in office is four years.

Section 2. The vice-president and treasurer shall be elected in the odd years; and the

secretary shall be elected in the even years. These officers shall serve for two years or until their successors are elected.

Section 3. Each year two directors shall be elected to serve for three years or until their successors are elected.

Section 4. Each year three members of the Nominating Committee shall be elected to serve for one year. A separate Economic and General Welfare Nominating Committee of three members shall be elected to serve for one year. Members of this Economic and General Welfare Nominating Committee must be KSNA members who are non-supervisory, non-managerial employees within the meaning of the Labor and Management Relations Act, or who in the public sector are employees eligible for collective bargaining. Only KSNA members who are non-supervisory, non-managerial employees within the meaning of the Labor and Management Relations Act, or who in the public sector are employees eligible for collective bargaining to elect the Economic and General Welfare Nominating Committee.

Section 5. Each year members of Economic and General Welfare Council shall be elected to serve two years or until their successors are elected. Four shall be elected in the even and three shall be elected in the odd years. Only those KSNA members who are non-supervisory, non managerial employees within the meaning of the Labor Management Relations Act, or who in the public sector are employees eligible for collective bargaining, are eligible to be nominated for the Council and to vote for the members of the Council.

Section 6. Terms of office shall begin at the adjournment of the convention following the election.

Section 7. Delegates shall be elected to the ANA House of Delegates according to the formula contained in the ANA Bylaws. Except for the President-Elect, each delegate and alternate shall serve a four year term or until a successor is elected. The president and either past president or president-elect shall be delegates-at-large as elected. The vice president shall run concurrently as an alternate delegate-at large. Additional alternate delegates shall be elected for every delegate for which KSNA is eligible.

Section 8. All elections shall be determined by secret ballot. These ballots shall be mailed.

Section 9. Members who are in good standing on July 31 shall be entitled to vote and shall be mailed a ballot.

Section 10. At least four weeks prior to the date of the convention, the Executive Director shall mail a ballot with two return envelopes enclosed to each member of the association as follows: One small-size envelope having the word "ballot" printed thereon; and one larger outer envelope, self-addressed and bearing the printed name of the voter in the upper left-hand corner.

Section 11. A replacement ballot shall only be provided for a member when it is established that the original ballot has not reached the member or has been lost without being voted.

No second ballot shall be furnished for the purpose of enabling a member to revote.

Section 12. Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified candidates who have consented to serve if elected.

Section 13. At least two weeks before the first day of the convention, the marked ballots shall be returned to the executive director of this association. Each ballot shall be sealed in the small envelope which shall be enclosed in the outer envelope bearing the printed name of the voter in the upper left-hand corner. The executive director shall be responsible for verifying the names of the members and the date of the postmark on the official envelope. The unopened envelopes shall be placed in safekeeping until delivered to the appointed tellers upon request.

Section 14. The president shall appoint tellers who shall supervise the counting of the ballots and only those ballots received in envelopes in accordance with instructions printed on the ballot shall be counted.

Section 15. Candidates and/or their designees may observe the counting of the ballots by the tellers. The individual candidate will be informed by mail at least two weeks prior to the tellers counting of the date and time of the counting.

Section 16. The tellers shall report the results of the election at the convention.

Section 17. A plurality vote shall constitute an election. In case of a tie, the choice shall be determined by lot.

Section 18. All ballots and other records of the election shall be preserved for one year after the election.

ARTICLE VI

Officers and Duties of Officers

Section 1. The officers of this association shall be a president, a president-elect or immediate past-president, a vice-president, a secretary and a treasurer.

Section 2. Officers shall be elected by mail as hereinafter provided. Vacancies in office shall be filled as hereinafter provided.

Section 3. No officer shall serve more than two consecutive terms in the same office. An officer who has served more than half a term shall be considered to have served a term in that office.

Section 4. Officers of this association shall perform the duties usually performed by such officers and such duties as are specified in these bylaws and designated by the Board of Directors of this association.

Section 5. The president shall be chairperson of the Board of Directors, and the Executive Committee. In addition, the president shall:

- a. Preside at all meetings of the association and conduct them by a formal order of business.
- b. Deliver an annual address and perform all duties of the office.
- c. Serve as an ex officio member of all KSNA appointed committees.

d. Serve as a representative of this association at meetings of the constituent assembly of the ANA. In case of inability to attend, an alternate may be appointed.

e. Be one of the delegates-at-large to the ANA House of Delegates as elected.

Section 6.

a. In the absence of the president, the vice-president shall assume the duties of the president.

b. In the event of a vacancy in the office of President the Vice-President shall become President and ANA Delegate for the remainder of the term including the Past-President role.

Section 7. The president-elect shall assume the duties assigned by the president and/or the Board of Directors.

Section 8. The secretary shall keep the minutes of all meetings of the association, the Executive Committee, and the Board of Directors.

Section 9. The treasurer shall:

a. Receive and have charge of all funds of the association, deposit such funds in a bank designated by the Board of Directors, and provide for the expenditure of such funds.

b. Report to the Board of Directors the financial standing of the association whenever requested to do so and make a full report to the association at each convention.

c. Keep an itemized account of all receipts and disbursements and give a written report at meetings of the Board of Directors and of the association.

d. Give a bond subject to the approval of the Board of Directors and submit all books of account for audit as specified by the Board of Directors.

Section 10. All officers, upon expiration of their terms of office, shall surrender to the newly elected officers appropriate property in their possession pertaining to their respective offices, within one month of election.

ARTICLE VII

Board of Directors and Duties of Board of Directors

Section 1. There shall be a board of directors which shall consist of the officers of the association and six directors.

Section 2. No member of the Board, including any officer, shall be eligible to serve more than ten consecutive years. No director shall serve more than two consecutive terms.

Section 3. Regular meetings of the Board of Directors shall be held immediately preceding and immediately following each convention of the association at the place where the convention is held and at such other times and places as shall from time to time be determined by action of the board.

Section 4. Special meetings of the Board of Directors may be called by the president

on ten days notice to each member of the board either personally or by mail, telephone, or electronically and shall be called by the president in like manner or on like notice upon the written request of not less than five district associations or five members of the Board of Directors. Special meetings shall be held at such time and place as may be specified in the notice thereof.

Section 5. In the intervals between regular meetings of the Board of Directors, the president of the association may refer and submit to the members of the Board of Directors questions relating to the affairs of the association which, in the opinion of the president, require immediate action on the part of the Board of Directors. The result of such a referendum, which requires a majority vote of the members of the Board of Directors, shall control the action of the association and its Board of Directors, officers, committees, agents and employees.

Section 6. Absence from more than two (2) consecutive meetings without good cause shall constitute a resignation and the vacancy shall be filled as provided for in these bylaws.

Section 7. KSNA members may attend regular meetings of the Board of Directors except Executive Sessions.

Section 8. Officers of the Kansas Association of Nursing Students shall be eligible to attend meetings of the Board of Directors of this association except Executive Sessions.

Section 9. The Board of Directors shall:

a. Transact the business of the association in the interim between annual meetings.

b. Establish major administrative policies governing the affairs of the association and devise and mature measures for the association's growth and development.

c. Provide for the maintenance of state headquarters and for making this office the center of all activities of the association, including such work of the Board of Directors and committees as may be deemed expedient, provide for the proper care of materials, equipment, and funds of the association, for the payment of legitimate expenses and for the annual auditing of all books of account by a certified public accountant as deemed necessary.

d. Determine officers and other persons to be bonded, fix the amount of bond for each, and approve same.

e. Assume responsibility with regard to district associations as specified in Article XVI, District Associations, of these bylaws.

f. Appoint an executive director, define the duties, and fix the compensation.

g. Appoint councils, standing committees and all committees not otherwise provided for.

h. Fill vacancies on the Nominating

Committee and on the Board of Directors.

- i. In the event of a vacancy in the office of Vice-President fill the vacancy by appointment until the next scheduled election. The Vice-President vacancy shall be filled by election for the remainder of the term.
- j. Not fill a vacancy in offices of President-Elect and Past-President.
- k. Decide upon the registration fee, date, place, program and publicity of the convention; hold meetings of the Board of Directors as therein before provided.
- l. Ratify votes of the Board of Directors secured by referendum.
- m. Provide for the establishment and dissolution of conference groups in accordance with these bylaws.
- n. Appoint an advisor who is a member of KSNA to the state student nurses association.
- o. Submit the nominees to the Governor for appointment to the KSBN and publish the names forwarded in **The Kansas Nurse**.
- p. Submit a report of Board activities to the District Presidents for information purposes.
- q. Approve annual budget.

Section 10. There shall be an Executive Committee of the Board of Directors composed of the president, president-elect, immediate past president, the vice president, the secretary and the treasurer of the association. This committee shall have all the powers of the Board of Directors to transact business between board meetings. All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors.

ARTICLE VIII

Indemnification of Officers, Directors, Employees and Agents

Any person who at any time shall serve, or shall have served, as officer, director, employee, or agent of the Association, and the heirs, executors and administrators of such persons, shall be indemnified by the Association against all costs and expenses (including but not limited to counsel fees, amounts of judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action suit, or proceeding whether civil, criminal, administrative, or other, in which such person may be involved by virtue of such persons being or having been such officer, director, employee or agent; provided, however, that such indemnity shall not be operative with respect to (a) any matter as to which such person shall have been finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duties as such officer, director, employee, or agent or (b) any matter settled or compromised, unless, in the opinion of counsel selected by the Board of Directors, there is not reasonable ground for such persons being adjudged liable for

negligence or misconduct in the performance of such person's duties as such officer, director, employee or agent.

ARTICLE IX Meetings

Section 1. This association shall hold an annual convention at such time and place as shall be determined by the Board of Directors.

Section 2. The order of business of each convention of this association shall be in accordance with a program adopted at the beginning of the convention and shall include:

- Call to order
- Address of the president
- Reports of officers
- Reports of standing committees
- Reports of special committees
- Reports of structural units
- Other business
- Announcement of election results
- Adjournment

Section 3. Special meetings of this association may be called by the Board of Directors or shall be called by the president upon the written request of a majority of the district nurses associations.

Section 4. Notices of all meetings of the association shall be sent to the president and to the secretary of each district nurses association and to all members of the association prior to the meeting in question. Notices of the convention shall be mailed at least one month before the first day of the convention, and notices of special meetings shall be mailed at least ten days before the first day of the meeting.

Section 5. Members of the Kansas Association of Nursing Students may attend meetings of KSNA.

ARTICLE X Quorum

Section 1. Five members of the Board of Directors, one of whom shall be the president or vice-president, and representatives from a majority of the constituent associations, shall constitute a quorum for the transaction of business at any convention or special meeting of this association.

Section 2. A majority of the Board of Directors, including the president or vice-president, shall constitute a quorum at any meeting of the board.

Section 3. A majority of any council, standing or special committee shall constitute a quorum.

ARTICLE XI

Representation at State Meetings

Section 1. The voting body at all conventions and special meetings of this association shall consist of all members in attendance who are in good standing. No member shall be permitted to cast more than one vote in any election or on any matter coming before the convention.

Section 2. All members shall present credentials at the time of registration.

ARTICLE XII

Representation at National Meetings

Section 1.

- a. KSNA is entitled to representation in the ANA House of Delegates. The number of delegates is determined by ANA Bylaws.
- b. Each delegate and alternate shall be elected for a four-year term or until a successor is elected.

Section 2.

- a. To be eligible to serve as a delegate a member shall be required to hold membership in KSNA and a District Nurses Association.
- b. Delegate vacancies shall be filled with alternates elected by secret ballot in accordance with ANA policy and procedures.

Section 3. The president and the Executive Director or their designees shall represent this association at the ANA Constituent Assembly.

ARTICLE XIII

Standing Committees

Section 1.

- a. Standing Committees shall assume such duties as are specified in these bylaws and such other duties as may be assigned by the Board of Directors.
- b. Members of the Kansas Association of Nursing Students shall be eligible to attend committee meetings of this association.

Section 2. If a standing committee has subcommittees, the chairman of the standing committee and the chairmen of the respective subcommittees may constitute a committee for action between meetings of the standing committee. All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the standing committee.

Section 3. Absence without good cause from two meetings of a committee shall constitute a resignation and the vacancy shall be filled as provided for in Article VII Board of Directors, Section 9, g and h.

Section 4. The following standing committees, with the exception of three members of the Nominating Committee who shall be elected as herein before provided, shall be appointed annually and serve until their successors are appointed.

- Bylaws
- Editorial Board
- Finance
- Legislation
- Membership
- Nominating
- Resolutions

Section 5. The Committee on Bylaws shall consist of no fewer than five persons who shall meet and review the bylaws of this association, and of the districts as needed. This committee shall:

- a. Suggest and receive all proposed amendments to the bylaws of this association. Upon approval of such amendments by the Board of

Directors, it shall be responsible for securing an opinion from the ANA Committee on Bylaws with regard to the same, and shall recommend proposed action thereon to the Board of Directors of this association. Such proposed amendments shall be submitted for action to the voting body at the convention of the association in accordance with the provisions for amendments in these bylaws.

- b. Review the bylaws of any district nurses association wishing to become a constituent association of KSNA. The committee shall report its findings to the Board of Directors of this association, whose decision as to the acceptability of the district shall be final.
- c. Advise district nurses associations concerning proposed amendments to their bylaws in order that these may be kept in harmony with the bylaws of this association and of the ANA.

Section 6. The Editorial Board shall consist of no fewer than five persons. The Editorial Board shall be appointed for a two year term, with new members appointed on a staggered basis. This committee shall:

- a. Recommend policies regarding content of **The Kansas Nurse**.
- b. Identify the focus of each monthly issue of **The Kansas Nurse**, review manuscripts and coordinate issues.

Section 7. The Committee on Finance shall consist of no fewer than five persons, including the treasurer of this association who shall serve as chairperson. The Finance Committee shall be appointed for a three year term, with new members being appointed on a staggered basis, two new members each year. This committee shall:

- a. Prepare the annual budget.
- b. Review and monitor, for consistency with the approved budget, collection of dues and expenditures of funds.
- c. Monitor financial aspects and compliance of contracts for services and grants.
- d. Review and recommend all real estate and capital equipment expenditures and sales.
- e. Advise as to expenditures of funds and report the same to the Board of Directors at meetings of that body.

Section 8. The Committee on Legislation shall consist of the Legislative Chairperson of each district or an alternate. This committee shall:

- a. Study the needs for legislative action.
- b. Study proposed federal, state, and local legislation for its implications for nurses, nursing and health.
- c. Develop a state legislative program with the approval of the Board of Directors.
- d. Advise the Board of Directors on legislative matters.

Section 9. The Committee on Membership

shall consist of the Membership Chairperson of each district or an alternate.

The committee shall:

- a. Study and evaluate matters relating to membership in the association.
- b. Develop and implement plans for retaining and increasing membership.
- c. Assist in the dissemination of information developed by the national association in regard to membership promotion.
- d. Develop plans for assisting district nurses associations in preparing a continuing program of membership promotion.

Section 10. The Nominating Committee shall consist of five persons three of whom shall be elected as provided for in Article V of these bylaws. The member receiving the highest number of votes in the election shall be the chairperson. Not more than one member of this committee is to be a member of any one district nurses association. This committee shall perform the duties described in Article IV of these bylaws.

Section 11. The Committee on Resolutions shall consist of no fewer than five persons. This committee shall:

- a. Establish a time schedule for submission of resolutions which will allow time for reviewing and editing as necessary.
- b. Receive proposed resolutions from districts, committees, structural units and/or individuals relative to appropriate issues.
- c. Initiate resolutions as appropriate.
- d. Review resolutions for content, relevance, appropriateness, timeliness, and scope.
- e. Submit proposed resolutions to the Board of Directors.
- f. Receive emergency resolutions at the convention until 10:00 p.m. of the first day.

ARTICLE XIV Councils

Section 1.

- a. Definition - A Council is an organized, deliberative body which performs specific responsibilities related to fulfilling the functions of KSNA. Councils except Council on Economic and General Welfare, are accountable to the Board of Directors and report to the membership. Board of Directors and voting members who hold supervisory or managerial roles may not participate in decisions affecting the Council on Economic and General Welfare.
- b. Absence without good cause from two scheduled meetings shall constitute a resignation. The vacancy shall be filled by appointment by the Council.

Section 2. Councils established are:

- a. Continuing Education

- b. Economic and General Welfare
- c. Education
- d. Practice

Section 3. Each Council shall consist of at least seven members appointed by the Board of Directors with the exception of the Council on Economic and General Welfare which shall be elected by secret ballot with appropriate provisions to allow for all eligible members to vote.

Section 4. Term of office. Council members shall serve a two year term or until successors have been appointed or elected. Council members shall serve no more than two consecutive term with exception of the Council on Economic and General Welfare which shall serve no more than three consecutive terms. Four members will assume their positions in even years and three members in odd years.

Section 5. A Chairperson and Vice Chairperson shall be elected each year from among the Council members. Vacancies during a term of office shall be filled by appointment within the Council for the remainder of the term.

Section 6. Responsibilities. Each Council shall:

- a. Establish a plan of operation for carrying out its responsibilities and recommend a budget to the Board.
- b. Evaluate trends, developments, and issues in the Council's area of responsibility.
- c. Study standards, policies, and positions being established by ANA structural units and determine relevance to Kansas, and means of implementing within the state.
- d. Develop educational materials and plan educational programs relating to the area of responsibility.
- e. Address and respond to concerns related to equal opportunity and human rights.
- f. Encourage and stimulate research in nursing and nursing education.
- g. Work with related professional, community and legislative groups in matters related to area of responsibility.
- h. Implement such programs as may be assigned by the Board.

Section 7. Additional responsibilities of the Council on Economic and General Welfare:

- a. Establish and evaluate policies and procedures for the conduct of the State Economic and General Welfare Program.
- b. Inform the Board of Directors of KSNA of changes in policy and procedure.
- c. Authorize expenditures of budgeted funds for the State Economic and General Welfare Fund.

ARTICLE XV The Economic and General Welfare Program

Section 1. The Kansas State Nurses Association (KSNA) shall sponsor an Economic and

General Welfare Program (hereinafter "the Program") for the purpose, through the process of collective bargaining and other related activities, of advancing the general welfare of registered nurses.

Section 2. The program shall be controlled by this Article of the KSNA Bylaws. This Article shall supersede any other Bylaws.

Section 3. Program members are defined as:

- a. KSNA members who are members in good standing of KSNA, are non-supervisory, non managerial employees within the meaning of the Labor and Management Relations Act, or who in the public sector are employees eligible for collective bargaining.

Section 4. The Program shall be administered between KSNA Conventions by the Council on Economic and General Welfare.

Section 5. The Council shall have full authority and responsibility for the Program including:

- a. Assessing of economic and general welfare needs of Program members and establishment of goals and a plan for meeting such needs.
- b. Establishing of Program policy.
- c. Establishing of a Program budget.
- d. Conducting of the election of a representative to the UAN, if qualified.
- e. Deciding of all disciplinary measures for Program members arising under the KSNA Bylaws.
- f. Filling of vacancies in positions between elections.
- g. Review of all professional unit bylaws for consistency with this Article.

Section 6. The Program shall be funded from dues and fees paid to KSNA.

Section 7. The Program may conduct separate business meetings at each KSNA Convention at times to be determined by the Council on Economic and General Welfare. Only KSNA members who are non-supervisory, nonmanagerial employees within the meaning of the Labor and Management Relations act, or who in the public sector are employees eligible for collective bargaining members may attend the Program's business meeting and vote upon Program business.

ARTICLE XVI

Conference Groups

Section 1. A conference group shall be a structure within this association established for the purpose of promoting professional development in a particular area of clinical or specialized practice.

Section 2. A conference group may be established upon the approval of the Board of Directors of this association, upon evidence that a substantial number of nurses are practicing in a field with a well defined and unique body of nursing knowledge and skills and/or upon evidence that a significant health issue exists in which nursing is involved.

Section 3. A conference group may be dissolved by a two-thirds vote of the Board of Directors when there is:

- a. Agreement of the Board of Directors

and conference group that there is no reason for its continuance, or

- b. Failure to carry out its functions or to conform to the requirements or principles of the association.

Section 4. The officers of a conference group shall be the executive committee including a chairperson, vice-chairperson and secretary.

- a. These officers shall be elected at the time and place provided by the Board of Directors of this association.
- b. Absence of officers without good cause from two scheduled meetings shall constitute a resignation and the vacancy shall be filled as provided by the Conference Group Rules.

Section 5. Channels of communication shall be maintained between the conference group and the KSNA Board of Directors.

ARTICLE XVII

Districts and Duties of Districts

Section 1. District nurses associations which have been or which hereafter may be organized whose bylaws are in harmony with the bylaws of this association and have been approved by a majority vote of the Board of Directors of this association shall be recognized as constituent associations of KSNA.

Section 2. Boundaries of district nurses associations shall be clearly defined and recorded by the Board of Directors of KSNA.

Boundaries may be changed by either

- a. A two-thirds vote of the KSNA Board of Directors, or
- b. A three-fourths vote of at least a majority of the current district membership and approval by a majority of the Board of Directors of KSNA, provided three months notice is given the total membership of such proposed action.

Section 3. A district nurses association which fails to comply with the requirements of these bylaws, or for other cause deemed sufficient, may be disqualified as a district association of KSNA by two-thirds vote of the Board of Directors, provided due notice has been given the district nurses association at least three months before the vote is taken.

Section 4. A district nurses association which has been disqualified may be reinstated by two-thirds vote of the Board of Directors.

Section 5. It shall be the duty of each district association of KSNA:

- a. To require that all of its members and associates have the qualifications specified in Article II, Membership, of these bylaws.
- b. To send to the secretary of this association the names and addresses of all officers and other members of the Board of Directors of the district nurses association immediately following their election or appointment.
- c. To adopt and maintain bylaws consistent with the bylaws of this association and to keep this association supplied with complete and up-to-date copies

of same.

- d. To submit to KSNA Nominating Committee a list of suggested candidates for all KSNA offices including delegates and alternate delegates to ANA House of Delegates.
- e. To comply with policies established by the KSNA Board or Directors.

ARTICLE XVIII

Honorary Recognition

Honorary recognition may be conferred at any convention of this association on persons who have rendered distinguished services at the district, state, and/or national level to the nursing profession, the name or names having been recommended by the Board of Directors. Honorary recognition shall not be conferred on more than two (2) persons at any convention. Publication of the award in **The Kansas Nurse** will serve as the official record.

ARTICLE XIX

Fiscal Year

The fiscal year of this association shall be the calendar year.

ARTICLE XX

Official Organ

Section 1. The Kansas Nurse shall be the official organ of the association.

Section 2. Every member of this Association shall receive **The Kansas Nurse**.

ARTICLE XXI

Parliamentary Authority

The rules contained in **Robert's Rules of Order Newly Revised** shall govern meetings of this association in all cases to which they are applicable and consistent with the bylaws.

ARTICLE XXII

Amendments

Section 1. These bylaws may be amended at any convention by a two-thirds vote of the members of the voting body present and voting.

All proposed amendments shall be in the possession of the secretary of this association at least two months before the date of the convention, and in the hands of the membership 14 days before the date of the annual convention, and shall be appended to the call for the meeting.

Section 2. Without previous notice, these bylaws may be amended at any convention by 85 percent of those present and voting without previous notice.

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