

KANSAS STATE NURSES ASSOCIATION BYLAWS

ARTICLE 1

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. The purposes of the KSNA shall be to

- A. advocate for the quality and safe health standards in the work environment and the availability of health care services for all people;
- B. maintain a Code of Ethics among nurses;
- C. elevate high standards of nursing practice and education that fosters safe care;
- D. advocate for safe workplace standards;
- E. promote the professional development, educational and economic advancement of nurses and their professional economic welfare; and
- F. these purposes shall be unrestricted by age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion or sexual orientation.

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

- A. promote and maintain standards of nursing practice, nursing education, and nursing services as defined by the American Nurses Association programs, national health policy, and international health policy.
- B. ensure adherence to the ANA Code of Ethics for Nurses.
- C. promote and advocate a system of credentialing in nursing.
- D. initiate and influence legislation, governmental programs, and national and international health policy.
- E. promote and protect the welfare of nurses.
- F. provide leadership in state and national nursing and, through appropriate channels, in international nursing.
- G. provide for professional development of nurses.
- H. support an affirmative action program.
- I. support workforce advocacy for nurses.
- J. stimulate and support systematic study to promote evaluation and research in nursing, to disseminate research findings and to utilize evidence based practice as the basis for nursing practice.

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- K. provide to Regions or other state units options for business service operations, strategic advocacy activities, and member support.
- L. maintain communication with members and Regions through official publications.
- M. assume an active role as consumer advocates.
- N. represent and speak for the nursing profession with medical and allied health groups, county, state, national and international organizations and the public.
- O. protect and promote the advancement of human rights related to health care and nursing.

ARTICLE II

Membership

Section 1. Definition

Members of the KSNA are professional Registered Nurses who are Full Members who also belong to the ANA, KSNA State-only Members, Reduced Fee Members, or Honorary Members.

Section 2. Qualifications

A member is one who

- A. has been granted a license to practice as a registered nurse in at least one state, the District of Columbia, or any possession or territory 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. may include an impaired nurse, in recovery, who has surrendered a license to practice.
- C. maintains current dues, and
- D. abides by the ANA Code of Ethics for Nurses, the ANA Bylaws and the KSNA Bylaws.

Section 3. Types of members

- A. A Full Member has the following rights.
 - (1) Seek election to office or appointed positions within KSNA, KSNA regions and ANA.
 - (2) Vote in all KSNA elections.
 - (3) Vote on all matters of business coming before the KSNA Membership Assembly at membership or special meetings when in attendance.

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- (4) Attend KSNA Membership Assembly, ANA Membership Assembly, Congress of International Council of Nurses, and other unrestricted ANA activities.
 - (5) Receive the KSNA and the ANA communications, publications, benefits, services and programs.
 - (6) Be assured of due process for member rights.
 - (7) Attend the KSNA Membership Assembly and the KSNA continuing education seminars at member rates.
- B. A KSNA State-only Member is a nurse who meets all the qualifications of membership and is a member of KSNA only.
- (1) The KSNA State-only Member has the right to
 - (a) receive all communications, publications, and benefits, services, and programs of the KSNA;
 - (b) seek and participate in appointed positions in the KSNA;
 - (c) seek elected positions at the regional level, except the regional chair;
 - (d) vote for regional officers, including regional chair;
 - (e) attend the KSNA Membership Assembly and have voice and vote on all state level matters.
 - (2) Limitations for the KSNA State-only Member are as follows.
 - (a) shall not have the right to serve as a KSNA officer or KSNA regional representative to the ANA Membership Assembly.
- C. A Reduced Fee Member is a full member who qualifies for one of the following and may elect to pay fifty percent (50%) of the annual dues.
- (1) Nurses who are not employed;
 - (2) Registered nurses in full time study;
 - (3) Graduates of basic nursing programs for the first year of membership, if initiated within six months following licensure to practice as a registered nurse; and
 - (4) Nurses 62 years of age or older, employed or unemployed.
- D. An Honorary Membership may be conferred on long-standing members by the KSNA Board of Directors. An Honorary Member shall be recognized as follows.
- (1) Be 62 years or older, retired from active service, and has been a member of KSNA or another State/Constituent Nurses Association (S/CNA) at least 20 years;

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- (2) Has a current license to practice or had a license was in good standing at the time of relinquishment;
- (3) Have been recommended by their Region of membership; or
- (4) Have permanent disability, pursuant to the Social Security Administration definition of disability.
- (5) Honorary Members shall have the following rights.
 - (a) Pay no dues;
 - (b) Receive *The Kansas Nurse* at member rates;
 - (c) Attend the KSNA Membership Assembly and KSNA continuing education programs at member rates;
 - (d) Participate on appointed committees, except to serve as a Chair.
- (6) Honorary Members shall have these restrictions.
 - (a) May not vote in KSNA elections or at the KSNA Membership Assembly;
 - (b) May not hold elective office.
- (7) Honorary members (previously Lifetime Affiliates) who were granted the honor before October 15, 1983, shall retain all the privileges of membership.

Section 4. Transfer of membership

- A. A KSNA member who has completed payment of dues may transfer to another S/CNA without further payment or refund of dues for the remainder of the membership year. The request of transfer shall be signed by the Secretary of the S/CNA issuing the transfer.
- B. A member of another S/CNA who has completed payment of dues may transfer to the KSNA without additional payment of dues for the remainder of the membership year. The transfer application is addressed to the KSNA Board of Directors.

Section 5. Disciplinary Action

- A. Any cause for disciplinary action against a member shall be limited as follows.
 - (1) Failure to meet and maintain the qualification and fulfill the responsibilities of membership as specified in these bylaws;
 - (2) Violation of the ANA Code of Ethics for Nurses;
 - (3) Default on any obligations, financial or otherwise, to the KSNA;

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- (4) Other actions which are detrimental to the purposes, goals and functions of the KSNA.
- B. Disciplinary action and appeal procedures 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 disciplined as follows.
 - (1) Reprimanded
 - (2) Censured
 - (3) Fined
 - (4) Suspended from Membership
 - (5) Permanently Expelled from Membership
- C. Disciplinary proceedings, including the right of appeal, shall be conducted by the Board of Directors which shall have final disciplinary authority over members.
- D. Any disciplinary action taken by any other S/CNA against one of its members shall be given full recognition and enforcement, provided that such action was taken in accordance with that S/CNA's bylaws and disciplinary procedures.

ARTICLE III

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. Terms of office
 - A. The president shall be elected to a four-year term: the first year as president-elect, automatically becomes president for two years, and serves as immediate past-president for one year.
 - B. The vice president, secretary and treasurer are elected for two-year terms or until their successor is elected.
 - C. Terms of office shall start on January 1 following the fall election and continue until December 31.
 - D. 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 3. Officers of this association shall perform the duties usually performed in such leadership roles and as specified in these bylaws and designated by the KSNA Board of Directors of this association.

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- Section 4. 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.
- Section 5. The vice president shall
- 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, shall become president for the remainder of the term including the past-president role.
- Section 6. The president-elect shall assume the duties assigned by the president and/or the Board of Directors.
- Section 7. The secretary shall keep the minutes of all meetings of the association, the Executive Committee, and the Board of Directors.
- Section 8. The treasurer shall
- A. receive and have charge of all funds of the association, deposit such funds in a bank financial institution 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 KSNA Membership Assembly.
 - C. keep an itemized account of all receipts and disbursements and provide a written report at each KSNA Board of Directors meeting.
 - D. give a bond, if required by the Board of Directors with such surety approved, and submit all books of account for audit as specified by the Board of Directors.
- Section 9. 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 no later than December 31 of the election year.
- Proviso: The change to the beginning of terms on January 1 will start January 1, 2014. Terms ending with the 2013 election will continue until December 31, 2013.*

ARTICLE IV

Board of Directors and Duties of Board of Directors

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- Section 1. There shall be a board of directors which shall consist of officers of the association and three directors who shall be elected for a term of three years.
- Section 2. No officer or director shall serve more than two consecutive terms in the same office or more than eight consecutive years on the KSNA Board of Directors. Officers or directors who have served one half of a term or more shall be considered to have served a full term.
- Section 3. 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 4. The Board of Directors shall
- A. transact the business and affairs of the association, except as may be otherwise provided in the Articles of Incorporation.
 - B. appoint a director or an alternative manager for the association, define the duties, and set the compensation.
 - C. appoint councils, standing committees, and all committee members not otherwise provided for in these bylaws.
 - D. fill a vacancy in the office of Secretary, Treasurer, Vice President, Board of Directors and/or Nominating Committee with appointment for the remainder of the term.
 - E. not fill a vacancy in the offices of President-elect and Past President.
 - F. decide upon the registration fees, dates, place, programs and publicity for the KSNA Membership Assembly.
 - G. ratify votes of the Board of Directors secured by referendum.
 - H. provide for the establishment and dissolution of conference groups.
 - I. appoint an advisor who is a member of KSNA to the state student nurses association and publish the names forwarded in *The Kansas Nurse*.
 - K. approve the annual budget.
 - L. conduct disciplinary action for KSNA members, members of the Board and/or officers.
- Section 5. 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.

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All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors.

ARTICLE V

Nominations

- Section 1. All KSNA members may submit nominations, including their own.
- Section 2. On or before March 1st, the Nominating Committee shall send to each Region the names of officers serving, those whose terms of office will expire at the end of the year, and those eligible for re-election, together with the names of the Nominating Committee.
- Section 3. Each Region president or secretary will be requested to submit to the KSNA Nominating Committee, no later than April 30, a list of members who are willing to serve in the positions for which their names are submitted, including members qualified and willing to serve as representatives to the ANA Membership Assembly.
- Section 4. Any KSNA member serving on the Nominating Committee who wishes to submit his/her name for a state elected position must notify the KSNA President and the Board of Directors of his/her resignation from the elected/appointed position on the Nominating Committee at least thirty (30) days prior to sending in their consent to serve for state office.
- Section 5. The ticket should consist of two or more nominees for each elected position to be filled.
- Section 6. In addition to considering the eligibility of a candidate for each position, the Nominating Committee composing the final ballot will also consider demographic and regional/geographical diversity, variation in practice roles and equality of representation. The Committee will consider the names submitted by the Regions as well as other qualified members in preparing the ticket.
- Section 7. No name shall be placed on the ballot unless the nominee has consented to serve, if elected.
- Section 8. The Board of Directors shall review the ticket only for compliance with the Bylaws.
- Section 9. A copy of the ticket shall be published in *The Kansas Nurse* prior to the balloting.

ARTICLE VI

Elections

- Section 1. The president-elect shall be elected in the even numbered 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.

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- Section 3. Each year one director shall be elected to serve for three years or until his/her successors are elected.
- Section 4. Each year three members of the Nominating Committee shall be elected to serve for one year.
- Section 5. Terms of office shall begin January 1 following the announcement of the election results.
- Section 6. One representative shall be elected each year for a two-year term to the ANA Membership Assembly according to the ANA Bylaws.
- Section 7. All elections shall be determined by secret ballot.
- Section 8. Members who are in good standing on July 31 shall be entitled to vote.
- Section 9. The KSNA elections may be conducted online with appropriate policies and procedures in place to protect the integrity and validity of the election.
- Section 10. Members may request a paper ballot. The process for paper ballots will be conducted pursuant to KSNA policy and procedure.
- Section 11. A replacement paper ballot shall only be provided for a member who requested a paper ballot when it is established that the original ballot has not reached the member or has been lost without being voted. No second paper 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 entering 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 KSNA Membership Assembly, all ballots shall be returned to the association. Only those ballots received in accordance with instructions printed on the ballot shall be counted.
- Section 14. The president shall appoint tellers who shall supervise the counting of the ballots.
- Section 15. Candidates and/or their designees may observe the counting of the ballots by the tellers. The individual candidate will be informed 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 KSNA Membership Assembly.
- Section 17. A plurality vote shall constitute an election. In case of a tie, the choice shall be determined by lots.
- Section 18. All ballots and other records of the election shall be preserved for one year after the election.

Proviso: In the 2014, 2015 and 2016 elections, two directors complete their three year terms; one director is elected for three years. In 2017 and subsequent years,

one director completes a three year term and one director is elected for a three year term.

ARTICLE VII

Standing Committees

- Section 1. 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.
- 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 by the Board of Directors.
- 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 | Membership |
| Editorial Board | Nominating |
| Finance | Technology |
| Legislative | |
- Section 5. Members of the Kansas Association of Nursing Students shall be eligible to attend committee meetings of the association.
- Section 6. The Committee on Bylaws shall consist of four persons who shall meet and review the bylaws of this association, and of the Regions as needed. This committee shall
- A. suggest and receive all proposed amendments to the bylaws of this association;
 - B. obtain approval from the KSNA Board of Directors for amendments;
 - C. submit amendments to the ANA Committee on Bylaws for an opinion.
 - D. submit amendments, approved by the Board of Directors, to the voting body of KSNA;
 - E. review the bylaws of any Regional nurses association wishing to become a constituent association of KSNA and submit its report to the Board of Directors for final approval;
 - F. review and advise Regional nurses associations concerning proposed amendments to their bylaws so they may be kept consistent with the bylaws of the KSNA and the ANA.

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- Section 7. The Editorial Board shall consist of four 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* and
 - B. oversee publication of each issue of *The Kansas Nurse*, including soliciting, reviewing and approving manuscripts.
- Section 8. The Finance Committee shall consist of four 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. This committee shall
- A. prepare the annual budget;
 - B. review and monitor income and expenditures for consistency with the approved budget;
 - 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; and
 - E. advise the Board of Directors on expenditures at meetings of that body.
- Section 9. The Legislative Committee shall consist of the State Legislative Chairperson and the Legislative Chair of each Region or alternate representative. 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 public 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 10. The Membership Committee shall consist of the State Membership Chair and the Membership Chair of each Region or an alternate representative. The committee shall
- A. study and evaluate matters relating to membership in the association;
 - B. develop and implement plans to accommodate membership needs for retaining and increasing membership;
 - C. assist in the dissemination of information developed by the national association in regard to membership promotion; and
 - D. develop plans for assisting Regional nurses associations in preparing a continuing program of membership promotion.

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- Section 11. The Nominating Committee shall consist of four persons, three of whom shall be elected as provided for Article VI Elections. The member receiving the highest number of votes in the election shall be the chair. Each member of the Nominating Committee shall be from a different region. The committee shall perform the duties described in the Article V Nominations.
- Section 12. The Technology Committee shall consist of four members. The committee shall
- A. study and propose new opportunities to utilize technological approaches to facilitate the work of the organization;
 - B. develop and submit policies and procedures to maintain efficient and legally appropriate use of technology within KSNA; and
 - C. propose plans to assist Board members, staff, Regions, and individual members to use the technology to enhance their participation in KSNA.

Article VIII

Councils

- Section 1. A. Definition – A council is an organized, deliberative body which performs specific responsibilities related to fulfilling the functions of KSNA. Councils are accountable to the Board of Directors and report to the membership.
- B. Absence without good cause from two scheduled meetings shall constitute a resignation. The vacancy shall be filled by appointment to the Council.
- Section 2. Councils established are
- A. Practice
 - B. Education
 - C. Continuing Education
- Section 3. Each Council shall consist of four members appointed by the Board of Directors.
- Section 4. Council members shall serve a two year term or until successors have been appointed. Council members shall serve no more than two consecutive terms. Two members will assume their positions in even years and two 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. Each Council shall be responsible for
- A. establishing a plan of operation for carrying out its responsibilities and recommend a budget to the KSNA Board.
 - B. evaluating trends, developments, and issues in the Council's area of responsibility.

- C. studying standards, policies, and positions being established by the ANA structural units and determine relevance to Kansas, and means of implementing within the state.
- D. developing educational materials and plan educational programs for the membership and other nurses relating to the area of responsibility.
- E. addressing and responding to concerns related to equal opportunity and human rights.
- F. encouraging and stimulating research in nursing and nursing education.
- G. working with related professionals, communities, and legislative groups on matters related to the area of responsibility.
- H. implementing such programs as may be assigned by the KSNA Board.

ARTICLE IX

Regional Nursing Associations (RNA)

- Section 1. Regional Nurses Associations (RNAs) are the basic structural (constituent) units through which KSNA members participate in KSNA.
- A. The RNA bylaws are to be maintained in harmony and consistent with the bylaws of KSNA.
 - B. The RNA has the authority, delegated by the KSNA Board of Directors, to:
 - 1. Establish a governance structure.
 - 2. Adopt and maintain regional bylaws approved by the KSNA Bylaws Committee.
 - 3. Elect a chair.
 - 4. Participate in the activities of KSNA including meetings of the Membership Assembly.
 - 5. Promote activities that facilitate KSNA's mission and goals.
 - 6. Maintain functions and purposes in harmony with those of KSNA.
 - 7. Establish chapters that function within the region in harmony with the RNA bylaws.
 - 8. Facilitate communications to and from the KSNA Board of Directors and other structural units as needed.
- Section 2. The composition and number of regions shall be determined by the KSNA Board of Directors. Boundaries of RNAs shall be defined by the Board and may be changed by a majority vote of the Board.
- Section 3. The responsibilities of the RNAs shall be to:
- A. maintain a Regional Executive Committee.
 - B. the Executive Committee shall be responsible for the business of the region.
 - 1. each region shall have a minimum of five (5) members on the Executive Committee composed of a chair, vice chair, secretary/treasurer, and two (2) members at large.

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2. RNAs may expand this body in their bylaws.
3. conduct regional elections:
 - a. the president and members at large shall be elected in the even numbered years to serve a term of two (2) years or until their successors are elected.
 - b. the vice president and the secretary/treasurer shall be elected in the odd numbered years to serve a term of two (2) years or until their successors are elected.
 - c. no member of the Executive Committee may serve in the same office for more than two (2) consecutive terms.
 - d. election results and a current list of all regional officers shall be reported to the KSNA Board of Directors within thirty (30) days of the election by the Regional Secretary/Treasurer.
 - e. vacancies shall be filled by the Executive Committee of the Region.
- C. regional secretary/treasurer shall:
 1. submit bylaws to KSNA after approval by the RNA.
 2. submit reports to KSNA as requested.
 3. present issues and concerns pertinent to its regional members to KSNA.
 4. disseminate information to its regional members and the nursing community including KSNA purposes and programs.

Section 4. A RNA that is unable to meet the requirements of the KSNA bylaws, or for other causes deemed sufficient by the KSNA Board of Directors, will come under the direction of the KSNA Board of Directors who shall assist the region to regain and maintain viability. In the event viability cannot be re-established, the KSNA Board of Directors, by a two-thirds (2/3) vote, may agree to recommend dissolution of a Region to the Annual Membership Meeting of the Region if:

- A. the KSNA Board of Directors and Region mutually agree that there is no reason for the Regions' continuance, or;
- B. the KSNA Board of Directors finds that the Region has failed to carry out its responsibilities or conform to its regional bylaws or the policies and positions for KSNA.

Section 5. A RNA which has been dissolved may be reinstated by two-thirds (2/3) vote of the KSNA Board of Directors.

Section 6. Duties of the KSNA RNA shall be to

- A. require that all of its members and associates have the qualifications specified in Article II Membership of these bylaws.
- B. send to the secretary of this association the names and addresses of all officers and other members of the Board of Directors of the RNA immediately following their election or appointment.
- C. adopt and maintain bylaws consistent with the KSNA bylaws and to keep this association supplied with complete and up-to-date copies of the same.

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- D. submit to the KSNA Nominating Committee a list of suggested candidates for all KSNA offices including representation to the ANA Membership Assembly.
- E. comply with policies established by the KSNA Board of Directors.

Section 7. Inactive RNA

- A. The Board of Directors, at the request of persons from a RNA, shall assess a RNA for a designation as an Inactive Region.
- B. Criteria for defining an Inactive RNA include
 - (1) non-election of new officers within six months of the usual election time.
 - (2) the RNA has failed to file proper reports.
 - (3) the RNA has no representation at the planned KSNA Membership Assembly.
 - (4) the RNA has not submitted lists of officers, committee chairs, or individuals who would volunteer for state-level positions.
- C. if any of the criteria are not met, the KSNA President will communicate with the KSNA Board of Directors and the last known officers of the RNA and follow the procedure for ascertaining status of the RNA.
- D. if an RNA is designated Inactive, members of that RNA will have the option of transferring membership to another RNA until the Inactive RNA again becomes active or RNA are redefined.
- E. funds and income from dues of the Inactive RNA will be received into the KSNA General Fund.
- F. The RNA may become active again if the above criteria are met.

ARTICLE X

Meetings

Section 1. Membership Meetings

- A. The KSNA shall hold a Membership Assembly annually at such time and place determined by the Board of Directors
- B. The order of business at the Membership Assembly of this association shall be in accordance with a program adopted at the beginning of the Assembly and shall include the following agenda.

- Call to order
- Address of the president
- Reports of officers
- Reports of standing committees
- Reports of special committees

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Reports of structural units
Other business
Announcement of election results
Adjournment

- C. 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.
- D. Special meetings of KSNA may be called by the Board of Directors or by the president upon the request of a majority of the RNA.
- E. Notices of all meetings of the association shall be sent to the president and secretary of the RNA and to all members of the association prior to the meeting in question. Notices of the KSNA Membership Assembly shall be sent at least one month before the first day of the Membership Assembly and notices of special meetings shall be sent at least 10 days before the first day of such meetings.

Section 2. Board of Directors Meetings

- A. Meetings of the Board of Directors shall be held immediately preceding and immediately following each KSNA Membership Assembly at the same location and at such other times and places as determined by action of the board.
- B. Special meetings of the Board of Directors may be called by the president with ten days' notice to each member of the board either personally or by mail, telephone, or electronically.
- C. Upon written request of the majority of the RNA or a majority of the Board of Directors, the requested meeting shall be called by the president in like manner above.
- D. Special meetings shall be held at such time and place as may be specified in the notice thereof.

Section 3. 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 4. Members of the Kansas Association of Nursing Students (KANS) may attend meetings of the KSNA.

ARTICLE XI

Quorum

Section 1. Four members of the Board of Directors, one of whom shall be the president or vice president, and representatives from a majority of the RNA, shall constitute a

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quorum for the transaction of business at any KSNA Membership Assembly 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 XII

Dues

Section 1. Dues for the ANA are established by the ANA Membership Assembly. The KSNA, as a constituent of the ANA, will pay dues in accordance with policies adopted by the ANA Membership Assembly.

Section 2. Dues of the KSNA are established by the members at the time of the KSNA Membership Assembly. KSNA State-only membership dues shall be the amount established by a vote of the KSNA members present at any such meeting.

Section 3. The forfeit of all membership rights shall occur if dues are not paid as required by the due date.

Section 4. Any changes in the rates of per capita dues paid by the KSNA to the ANA shall be automatically incorporated into the annual dues.

Section 5. The KSNA shall be bound by the obligation to pay dues to the ANA pursuant to the ANA bylaws and Membership Assembly policy until such time as two-thirds of the entire S/CNA membership votes to disaffiliate with the ANA.

Section 6. KSNA Members who qualify for Reduced Fee membership may elect to pay fifty percent (50%) of the annual dues.

Section 7. KSNA Honorary members pay no membership fees.

Section 8. No monies shall be refunded, no additional monies collected, when change in dues category is made within a membership year.

Section 9. Members who have completed payment of dues to the KSNA and wish to transfer to another S/CNA or to discontinue S/CNA membership will not receive a refund.

ARTICLE XIII

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

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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 XIV

Dissolution

- Section 1. KSNA or a KSNA RNA may enter into the dissolution of its organization with a resolution signed by a majority of validated active members and presented to its members for a vote with 90 days written notice.
- Section 2. On determination of the desire to dissolve, the KSNA or one of its RNA shall discuss the action and seek legal advice and counsel. A RNA shall discuss the action with the KSNA Board of Directors.
- Section 3. A meeting shall be called for the Association to vote on such resolution. Dissolution requires three-fourths majority vote.
- Section 4. Further action in the process of dissolution will follow Kansas Statute.
- Section 5. Disposition of funds will be determined by the association in accordance with the Internal Revenue Service and Kansas Statute.
- Section 6. Dissolution terminates all authority of any current or previous director or employed staff to act on behalf of the KSNA.

ARTICLE XV

Conflict of Interest

- Section 1. Conflict of interest exists when a KSNA member, Board member, or their family member holds a personal financial interest which would be impacted by the action or inaction of the membership or Board of Directors.
- Section 2. Definition
Personal financial interest is financial interest held by a member or Board member, and includes an ownership interest which will be impacted by the action of the Association.
- Section 3. When a member or Board member determines he/she has a conflict of interest related to an item under discussion, they must disclose the conflict to the membership or Board that such exists.
- Section 4. Any member or Board member having a conflict may have voice but no vote on the matter. He/She should not use his/her personal influence on the issue.

ARTICLE XVI

Representation at State and National Meetings

Section 1. State Meetings

- A. The voting body at all KSNA Membership Assemblies and special meetings of this association shall consist of all members in attendance.
- B. Each KSNA member shall be permitted to cast one vote in any election or any matter coming before the KSNA Membership Assembly. KSNA State-only Members may vote only on state level matters.
- C. All KSNA members shall present credentials at the time of registration.

Section 2. National meetings

- A. The KSNA is entitled to representation in the ANA Membership Assembly. The number of representatives is determined by the ANA Bylaws.
- B. To be eligible to serve as a KSNA representative to the ANA Membership Assembly, a member shall be required to hold membership in the ANA, the KSNA, and a RNA.
- C. KSNA representative vacancies shall be filled with alternates from Full or Reduced Fee Members elected by secret ballot in accordance with the ANA policy and procedures.

ARTICLE XVII

Honorary Recognition

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

ARTICLE XVIII

Official Publication

Section 1. *The Kansas Nurse* shall be the official publication of the KSNA.

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

ARTICLE XIX

Fiscal Year

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

ARTICLE XX

Amendments

- Section 1. These bylaws may be amended at any KSNA Membership Assembly 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 KSNA Membership Assembly, and in the hands of the membership 14 days before the date of the KSNA Membership Assembly, and shall be appended to the call for the meeting.
- Section 2. Without previous notice, these bylaws may be amended at any KSNA Membership Assembly by 85 percent of those present and voting without previous notice. Amendments to these bylaws are subject to the ANA Bylaws, Robert's Rules of Order Newly Revised, and rules of parliamentary, statutory and regulatory law.