

BYLAWS OF  
KANSAS ASSOCIATION OF HOSPITAL ATTORNEYS

ARTICLE I

NAME

Section 1. The name of this organization shall be the Kansas Association of Hospital Attorneys, hereinafter referred to as the Association.

Section 2. The Association shall be a voluntary not-for-profit educational Association.

ARTICLE II

AFFILIATION

Section 1. The Association shall be affiliated with the Kansas Hospital Association.

Section 2. The Association and the Kansas Hospital Association shall strive cooperatively toward the professional growth and development of hospital attorneys and the enhancement of legal services provided to the institutional members of the Kansas Hospital Association.

ARTICLE III

OBJECTIVES

Section 1. The objectives of the Association shall be:

- (a) To provide an opportunity for member lawyers and law students in the health care field to meet and exchange information and ideas;
- (b) To conduct or participate in legal seminars, educational meetings and conferences of interest to attorneys and others in the health care field/industry; and

- (c) To provide a central agency for the exchange of information of a legal nature in the health care field and communicating such information using various media to attorneys and others.

#### ARTICLE IV

#### MEMBERSHIP

Section 1. An individual shall be eligible for membership in the Association if:

- (a) He or she is an attorney who advises or is employed by an institutional member of the Kansas Hospital Association; or
- (b) He or she is a law student at a law school accredited by the American Bar Association.

Section 2. Some or all of the criteria of Section 1 may be waived for attorneys who have demonstrated an involvement or interest in health law, upon recommendation of Association officers and concurrence by the Board of the Association. Waived memberships shall not exceed twenty percent of the total membership of the Association.

Section 3. Membership in the Association shall become effective upon:

- (a) Receipt of properly completed application;
- (b) Receipt of the specified dues; and
- (c) Verification of the membership criteria by the Board of Directors or its designee.

## ARTICLE V

### OFFICERS AND BOARD OF DIRECTORS

Section 1. The officers of the Association shall consist of President, Vice-President, and Secretary-Treasurer. The officers shall be elected by the membership annually and shall be eligible for re-election. Terms shall run from January 1 to December 31.

Section 2. The Board of Directors shall consist of seven voting members including the President, Vice-President, Secretary-Treasurer, and four independently elected directors. The four Directors shall be elected at-large by the membership and shall serve a term of two years. The four directors shall serve staggered terms, with two directors elected every other year.

Section 3. The Legal Counsel of the Kansas Hospital Association and the immediate Past President of the Association shall serve as ex officio non-voting members of the Board.

Section 4. Any member of the Association licensed to practice law by the Kansas Supreme Court, except those joining under waived membership, shall be eligible to hold office.

## ARTICLE VI

### DUTIES OF OFFICERS AND DIRECTORS

Section 1. The President shall be the executive officer of the Association and shall preside at all meetings, appoint such committees as herein provided, and perform or delegate other executive functions as may be required.

Section 2. The Vice-President shall assume the duties of President at such time as the President is absent, and shall become President of the Association if for any reason the President relinquishes or is removed from office.

Section 3. The Secretary-Treasurer will be responsible for: maintaining the minutes of the meetings of the Board of Directors and the membership; overseeing maintenance of the Association records and membership roster in cooperation with the Association's affiliation agreement with Kansas Hospital Association; performing general correspondence duties of the Association, as requested by the Board of Directors; notifying all members of meeting dates and other information that should come to their attention. Further, the Secretary-Treasurer shall be responsible for reviewing the financial status of the Association and working with the Kansas Hospital Association on maintenance of the Association's Bank Account. The President and the Secretary-Treasurer shall be authorized to withdraw funds from the Association's bank account upon their single signature.

Section 4. The Board of Directors shall have and exercise such powers as from time to time it may deem necessary or convenient to conduct and carry on the business operations and affairs of the Association and to accomplish its objectives consistent with these Bylaws.

Such powers shall include but not be limited to: (1) establishing policies directing the operation of the Association; (2) approving membership applications; (3) entering into affiliation agreements with the Kansas Hospital Association to delegate any management functions of the Board or its officers; (4) removing a Director or officer prior to the expiration of his or her term in cases where the Director or officer: (a) has not fulfilled the responsibilities of the office or has breached his or her fiduciary duty as a Director; (b) has his or her license to practice law suspended or revoked; or, (c) has been convicted of a

violation of any state or federal law that the Board believes, in its sole discretion, impairs his or her ability to perform the duties of the office; (5) establishing policies and procedures for the Board of Directors and the Association; (6) filling vacancies of Director or officer positions upon the resignation or removal of any Director or officer prior to the expiration of his or her term; and, (7) approving, modifying or disapproving reports, resolutions, and actions of the officers and committees of the Association.

## ARTICLE VII

### ELECTION OF OFFICERS

Section 1. Election of officers shall occur by the vote of a majority of those members present during the Association=s annual meeting. The person receiving the highest number of votes for each office shall be elected. Any tie vote shall be resolved by the Board of Directors.

Section 2. A slate of officers and directors shall be selected by the nominating committee and sent to the membership prior to the annual meeting.

## ARTICLE VIII

### COMMITTEES

Section 1. The President shall appoint all committees and shall designate the chairman of each committee.

Section 2. Standing committees shall be:

- (a) Executive Committee, which shall consist of the President, Vice-President, Secretary-Treasurer, and one Director, to be selected by a majority vote of

the Directors. The Executive Committee shall assume the duties of the Board as such time the Board is not in session.

- (b) Nominating Committee which shall consist of three members, one of whom must be the immediate past president.
- (c) Program Committee which shall consist of at least three members. The chairman shall be the President, unless such role is otherwise delegated by the President.

Section 3. Special Committees B The President shall appoint special committees from time to time as the need arises. The special committees shall continue only as long as is necessary to complete the project for which it was appointed.

Section 4. The President shall be an ex-officio member of all committees and may appoint the Vice-President or a member-at-large to represent him on any or all committees.

## ARTICLE IX

### MEETINGS

Section 1. Regular meetings of the Association shall be held at least once a year, one of which will be the annual meeting of the Association.

Section 2. The Board of Directors shall meet during each regularly scheduled meeting of the Association.

Section 3. Special meetings of the Board may be called by written notice by the President or by three members of the Board. Special meetings of the Association may be called by written notice of the President or by ten members of the Association.

Section 4. Notice of any meeting of the Association shall be provided to members at least five (5) days in advance.

Section 5. Written notice of meetings may be provided in electronic form. Notice of the Association annual meeting may be contained in the Kansas Hospital Association's Convention and Trade Show materials.

## ARTICLE X

### DUES

Section 1. Membership dues shall be established by the Board of Directors.

Section 2. Membership dues shall be paid annually. Dues shall be submitted with the initial membership application and resubmitted at the beginning of each calendar year.

Section 3. The membership of a member who has not paid his dues within thirty days after the due date may be terminated after notification of the delinquency has been sent to such member.

## ARTICLE XI

### AMENDMENTS

Section 1. These Bylaws may be amended or repealed by two-thirds (2/3) vote of the membership present at a regular meeting of the membership. Notice of proposed changes shall be sent to all members at least fifteen (15) days in advance of the meeting, and shall become effective on the date designated in the notice of proposed changes. Prior to adoption the suggested amendment will be submitted to the Kansas Hospital Association for its review and comment.