

ARTICLES OF ASSOCIATION AND BYLAWS
THE KANSAS ORGANIZATION OF NURSE LEADERS

AFFILIATED WITH

THE KANSAS HOSPITAL ASSOCIATION

ARTICLE I-NAME

The name of the organization shall be the Kansas Organization of Nurse Leaders, affiliated with the Kansas Hospital Association, hereinafter referred to as the KONL or the Organization. The KONL is incorporated through the office of the Secretary of State for the State of Kansas.

ARTICLE II-PURPOSE & GOALS

The KONL is organized as a non-profit association, no part of the earnings of which shall inure to the benefit of any private person, and is specifically intended to satisfy the requirements of Internal Revenue Service Code 501 ^u (6).

The purposes of KONL are to:

1. Provide and promote professional leadership development and other related services for registered nurses in leadership roles in diverse settings and environments.
2. Advocate for excellence in the delivery of services throughout the wellness-illness continuum.
3. Support improvement in the health status of the people of Kansas.

The purposes are accomplished by:

1. Providing a medium for the interchange of ideas and dissemination of information and materials relative to nurse leaders.
2. Providing vision and principles for nurse leaders to utilize in meeting the health care needs of society.
3. Providing services that support and enhance the management, leadership, educational and professional development of members.
4. Influencing legislation and public policy pertaining to nursing and health care.
5. Engaging in any other activity consistent with the above-cited purposes and not inconsistent with provisions of Internal Revenue Service Code Section 501 (6).

ARTICLE III-POWERS

The Board of Directors shall have authority to make policy decisions for the KONL providing they are not in conflict with the Constitution and Bylaws of the KONL; to carry on the business of the KONL; to take charge of property and funds of the Organization; to establish rules and procedures for the Board of Directors and the KONL; and to approve or disapprove reports, resolutions or actions of Officers and committees.

The KONL may recommend to the Board of Directors of the Kansas Hospital Association, hereinafter referred to as KHA, policies within the area of its interest. It may also recommend programs and activities to be undertaken by KHA. The KONL may review and comment upon policies related to its area of interest that are proposed by other bodies within the KHA structure.

Recommendations and comments may be forwarded to the Board of Directors of the KHA by vote of the Board of Directors of the KONL, or by a two-thirds vote of the members present and voting at an authorized meeting. The KONL statements, which are forwarded to the KHA Board of Directors, shall be issued through the regular channels of KHA.

ARTICLE IV-MEMBERSHIP

Section 1. Eligibility

The KONL membership shall consist of Full members, Associate members, and Members Emeritus.

- A. Full members shall be Registered Nurses.

Full members may attend KONL business meetings, hold office, and vote.

- B. Associate members shall be students enrolled in a relevant degree program.

Associate members are not eligible to vote or hold office, but may attend KONL business meetings.

- C. Members Emeritus shall be past or current members who have been so designated by the KONL Board of Directors.

Members Emeritus may attend business meetings, are carried on the membership roster, and are invited to educational offerings. Member Emeritus may not vote or hold office.

Section 2. Voting

Each Full member of KONL shall be entitled to one (1) VOTE. Voting by proxy shall not be permitted. Balloting by mail may be utilized with approval of the Board of Directors. Only Full members are allowed to vote.

Section 3. Termination

Membership may be terminated by the KONL for failure to pay dues, and/or for noncompliance with the provision of the Bylaws of the KONL.

Section 3. Districts

Districts shall be established on the basis of Kansas Hospital Association districts 1, 2, 3, 4, 5a, 5b, 6a, 6b (see attached map for districts).

Districts may formulate guidelines, which conform to the Bylaws of the Kansas Organization of Nurse Leaders. These guidelines shall be presented to the Board of Directors of the Kansas Organization of Nurse Leaders for approval or recommendations.

District leaders, (chairs) will be selected by the constituents of each individual district. Names of chairs will be submitted to the KONL Board for approval.

ARTICLE V-MEETINGS

Section 1. Meetings, Membership

- A. There shall be at least an annual business meeting. The date of meetings shall be designated by the President. A notice of the business meeting shall be sent to members of KONL at least 30 days in advance.
- B. Special meetings of the KONL may be called by the President or two-thirds majority of the Board of Directors of the KONL.
- C. A quorum shall consist of no less than 10% of the total eligible voting membership of the KONL, based on the number of members established as of December 31 of the preceding calendar year.

Section 2. Meetings, Board of Directors

- A. The Directors of the KONL shall meet not less than once a year, upon receipt of formal notice.
- B. Eight members of the Board of Directors, at least one of whom shall be an Office, shall constitute a quorum for meetings of the Board.

Section 3. Rules of Procedure

- A. The order of business for annual and special meetings shall be as provided by the Board of Directors. Where an order is not so provided and when it is not otherwise expressly provided for in these Bylaws, meetings shall be governed by Robert's Rules of Order.
- B. Nothing in these bylaws shall prohibit the holding of meetings by telephone conference or other electronic means by which members may communicate directly with each other.

ARTICLE VI-OFFICERS AND DIRECTORS

Section 1. Eligibility

Officers and Directors of the Organization shall be elected from the Full members of the KONL.

Section 2. Elected Officers

The Officers of the KONL shall be the President, President-elect, and Secretary elected by the membership of the KONL.

Section 3. Board of Directors

The Board shall consist of the Executive Director, President, Past President, President-elect, Secretary, and four odd numbered District Representatives, four even numbered District Representatives and the two Commission Chairs and Committee Chairs of Membership, Bylaws, and K=NEP for a total of up to 18 members.

Section 4. Election of Officers

Election of Officers and Directors shall be by a majority of the ballots cast. Election results shall be announced at the Fall Annual Meeting. The President-elect shall take office as President at the Fall Annual Meeting.

Section 5. Terms of Officers

President, President-elect, Past President shall each serve two-year terms of office. Secretary shall serve a one-year term of office.

Section 6. Duties of Officers and Directors

A. President

The President shall preside at all meetings of the KONL and shall serve as Chairperson of the Board of Directors. It shall be the President's duty to supervise the activities of the KONL; to prepare an annual budget for the KONL Board of Directors; to present a report at the annual meeting of the KONL and to submit a written report to KHA,, copies of which shall be kept in the permanent files of the KONL; to assure that appropriated KONL records and artifacts are preserved and maintained; to appoint the Chairperson and members of standing and special committees as authorized by the Board of Directors and to perform such other duties as authorized by the Board of Directors.

B. Past President

The immediate Past President shall serve as Chairperson of the Program Committee.

C. President-Elect

The President-elect shall, in the absence of or incapacity of the President, perform all duties and assume all responsibilities of the President. The President-elect serves as Chairperson of the Finance Committee and as KONL Treasurer.

D. Secretary

The Secretary shall prepare the minutes of all meetings of the KONL and the Board of Directors.

E. Executive Director

The Executive Director shall be responsible for the general management of the KONL, which includes planning, coordinating, and implementing the decisions of the Board of Directors and the provision of assistance to the Board officers, Commission and Committee chairpersons, and the membership as they work to obtain the objectives of the Organization. The Executive Director shall serve as a member of the Board of Directors providing guidance in implementation of approved policies and in relationship with KHA and other allied organizations. The Executive Director's services shall be hired from KHA.

Section 7. Vacancies

If the President is unable to fulfill the term of office of the President, the President-elect shall act as President until the next annual meeting at which time the President-elect shall assume the presidency. If any other position shall become vacant, the position may be filled for the remainder of the term at the discretion of the President.

ARTICLE VII-COMMITTEES & COMMISSIONS

Section 1 Committee on Nominations

A. Composition

Prior to the election process the Board of Directors shall appoint a Committee on Nominations consisting of not less than three members, one of whom shall be designated as Chairperson. Each member appointed to the Committee on Nominations shall be notified by the President. Members of the Committee may be nominated for office.

B. Duties

The Committee on Nominations shall prepare the slate of Officers to be presented to the membership prior to the annual meeting. There shall be one Board member elected from each district as delineated in Article VI, Section 4. Any Full member may recommend a candidate for consideration by the Committee on Nominations.

Section 2. Standing Committees

The President shall annually appoint the Chairperson and members of standing committees, except the Committee on Nominations. All standing committees shall submit annual reports and such interim reports as may be requested by the President.

There shall be standing committees as follows:

A. Committee on Program

The duties of the Committee shall be to develop programs and activities to promote nursing leadership. The past President shall serve as Chairperson.

B. Committee on Membership

The duties of this Committee shall be to assure that a system is in place for processing membership applications, to develop methods of recruiting and maintaining members, and to welcome new members. The Chair of the Committee on Membership will serve as a member of the Board of Directors.

C. Committee on Bylaws

The duties of this Committee shall be to review the Bylaws at least annually and recommend changes as necessary to meet the objectives of the KONL, and to review the guidelines of newly organized districts to ensure compliance to the Bylaws of the KONL.

The Chair of the Committee on Bylaws will serve as a member of the Board of Directors.

D. Executive Committee

The Executive Committee shall consist of the President, President-elect, Past President, Secretary and the Executive Director.

The duty of this Committee shall be to recommend goals for the KONL for the year. The Executive Committee may conduct business for the KONL in the interim of scheduled Board meetings, as authorized by the Board of Directors.

E. Finance Committee

The finance Committee shall consist of President-elect (Chairperson) and two Board members appointed by the President (one from an odd-numbered district and one from an even-numbered district, each to serve a one-year term.

The President and the Executive Director are non-voting ex-officio members.

The duties shall be to annually audit the financial records of the KONL and provide a report at the KONL Board meeting following the audit.

F. Communications Committee

The duty of this Committee shall be to deal with all mechanisms of communication, such as: a newsletter for KONL members published at least three times in the calendar year, collaboration with the KONL Webmaster, marketing KONL to area nursing schools and hospitals, and other interactions that may arise or are requested by the KONL board.

G. K-NEP-Kansas Collaborative Committee of Nursing Education and Practice

The Committee will consist of six members from Practice (Services) and six members from Education.

The duties of this committee shall be to link education and service through collaboration and facilitation that affect the delivery of nursing care in the changing health-care system. The chair of this committee will be appointed by the President of KONL upon recommendation of the K-NEP Members and shall be a KONL member in good standing. (See Definitions at the end of this document.)

The Chair of the KNEP Committee is a standing member of the KONL Board of Directors.

Section 3. Special Committees

Special committees may be appointed by the President for special projects as authorized by the Board of Directors. The term of office for members shall be one year or until the next annual meeting. At the time the committee shall be automatically dissolved unless otherwise specified by the Board of Directors. Special committees shall submit interim written reports of their activities to the President, if required, and upon completion of the project shall present a final report with conclusions and recommendations.

Associate members may serve on KONL committees but at least fifty-one (51%) percent of the committee members shall be Full members.

Section 4. Commissions

The purpose of the Commissions is to serve in an advisory capacity to broaden the expertise of the KONL Board and provide a venue for member involvement. The Commissions shall examine the field, anticipate events, develop initiatives, and communicate findings to the Board. All actions taken and recommendations made by the Commissions shall be advisory and shall have no effect as actions of the KONL unless they are formally approved and adopted by the KONL Board of Directors.

Except as otherwise stated in the KONL Bylaws, Commissions shall be established by the Board of Directors, including the Commission on Advocacy. Each commission shall be composed of a Chairperson, Vice Chairperson, and up to seven members at large.

A. Commission on Advocacy

Duties of this Commission shall include serving as liaison with the public and private regulatory agencies and with local, state, and federal legislative and policy making groups; monitoring trends in regulation, legislation and policy formation as barriers or facilitators of change; examining change and events influencing policy and legislation; developing purpose and direction for KONL's response and input into the regulatory and legislative process and developing prototypes for KONL's advocacy initiatives and activities.

The Chairperson of each Commission shall be elected from the Full membership of the KONL and shall serve as members of the Board of Directors for two-year terms. The Chairperson for the Commission on Advocacy shall be elected in the odd years. Commission members are appointed by the Board of Directors or with the Board's approval if members voluntarily request to participate.

ARTICLE VIII-AFFILIATIONS

The KONL is affiliated with the Kansas Hospital Association under the provisions of the Board of Directors of the Kansas Organization of Nurse Leaders.

ARTICLE IX-FISCAL YEAR

The fiscal year of the Organization shall end on December 31.

ARTICLE X-DUES

Annual dues of the members of the KONL shall be determined by the Board of Directors of the KONL.

All funds paid to the KONL shall be deposited in a special account for the Kansas Organization of Nurse Leaders.

ARTICLE XI-AMENDMENTS

These Bylaws may be altered, amended or repealed by a two-thirds vote of the members present at a regular meeting or at a special meeting called for this purpose. Notice of proposed changes shall be sent to all members at least two weeks in advance of the meeting.

Amendments may be proposed by the Board of Directors or by 25 KONL members in good standing. Proposed amendments shall be filed with the President at least 30 days prior to the meeting at which time such amendments are to be considered.

Amendments to these Bylaws shall be reviewed by the President of the Kansas Hospital Association.

ARTICLE XII-DISPOSITION OF ASSETS

Upon dissolution of the Organization, the assets of the Organization remaining after payment of all outstanding debts and liabilities shall be transferred to an organization exempt from income tax under Section 501 of the Internal Revenue code or the corresponding section of the law then existing. Said assets shall be used by such transferee organization for educational purposes.

Amended April 15, 1982
Amended October 3, 1983
Amended April 4, 1984
Amended October 5, 1984
Amended October 17, 1985
Amended November 3, 1987
Amended November 9, 1988
Amended November 14, 1989
Amended November 13, 1991
Amended November 8, 1994
Amended November 15, 1995
Amended November 13, 1999
Amended November 12, 1997
Amended November 11, 1998
Amended November 12, 2001
Amended April 25, 2002
Amended November 14, 2008

DEFINITION PAGE

Education: Defined as Nursing Faculty of Licensed Practical, Associate, Baccalaureate, and Graduate Schools of Nursing. May or may not be KONL members.

Service: Defined as KONL Members whose primary role is Nursing Practice in the service sector.