

KENTUCKY NURSES ASSOCIATION BYLAWS

ARTICLE I

NAME, PURPOSE, AND FUNCTIONS

SECTION 1. Name

The name of this association shall be the Kentucky Nurses Association, hereinafter referred to as KNA, a constituent member of the American Nurses Association, hereinafter referred to as ANA.

SECTION 2. Purposes

a. The purposes of KNA shall be to:

- 1) Work for the improvement of health standards and the availability of health care services for citizens of the Commonwealth.
- 2) Foster high standards of nursing.
- 3) Stimulate and promote the professional development of nurses and advance their economic and general welfare.
- 4) Advance the profession of nursing.

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

SECTION 3. Functions

The functions of KNA shall be to:

- a. Promote high standards of nursing practice, nursing education, and nursing services.
- b. Protect and promote the advancement of human rights related to health care and nursing.
- c. Evaluate relevant scientific and educational developments and changes in health needs and practices for their implications for nursing.
- d. Promote research in nursing practice, nursing education, and nursing service to expand the scientific base of nursing.
- e. Foster adherence to the “Code of Ethics for Nurses” established by ANA.
- f. Promote collaboration with professional nursing and related organizations on matters of mutual concern.
- g. Interpret the scope of nursing practice and the roles of nursing and nurses to the public.
- h. Encourage interdisciplinary collegiality.
- i. Collaborate with health care consumers on the development of health and public policy.
- j. Act as an advocate for the health care consumer.

- k. Represent and speak for the nursing profession with interdisciplinary health groups, state and national organizations, governmental bodies, and the public.
- l. Initiate and influence legislation, state and national health policy, and governmental programs.
- m. Assume a leadership position for nurses in Kentucky.
- n. Provide for representation in the ANA Membership Assembly.
- o. Promote recruitment of students for careers in nursing.
- p. Maintain a relationship with the Kentucky Association of Nursing Students.
- q. Promote retention of nurses within the profession of nursing.
- r. Provide for the recognition of excellence in nursing.
- s. Promote continuing professional development of nurses.
- t. Provide and approve continuing education programs.
- u. Promote and protect the economic and general welfare of nurses.[]
- v. Ensure workplace advocacy for nurses.
- w. Maintain communication with members through an official publication.
- x. Maintain a membership database.

ARTICLE II

CONSTITUENT ASSOCIATIONS

SECTION 1. Composition

KNA shall be composed of constituent associations known as KNA Chapters. Chapters shall consist of groups of nurses who are members of KNA. A KNA member may belong to more than one Chapter.

SECTION 2. Qualifications

The Chapter is one that:

- a. May be organized based on shared nursing practice interests or geographical boundaries.
- b. May apply for “Chapter” status within KNA. An affirmative vote of a majority of the KNA Board of Directors shall be necessary to recognize a group as a Chapter.
- c. Maintains Chapter bylaws which must be approved by the KNA Board of Directors. However, bylaws are not required of Chapters, as Chapters may utilize the KNA Bylaws.

- d. Maintains a Chapter Executive Committee (Chairperson, Secretary and Treasurer) responsible for the business of the Chapter. Minutes from the Secretary that reflect the intent of the Chapter members and leadership will be kept on record.
- e. May not lobby or endorse candidates, but can engage in education about issues. Chapters may advocate for issues supported by the KNA Platform.
- f. Maintains publications, websites, social media or other form of public communication which must be approved by the KNA Board of Directors prior to its creation. The KNA Board of Directors reserves the right to require the removal of any content that it deems to conflict with the ANA/KNA Bylaws, Policies, Platform or stated values.
- g. Submits to KNA:
 - 1) An annual report that shall include a list of the members of the Chapter, its Executive Committee, and a description of the Chapter's activities and finances.
 - 2) The Chapter report for Call to Annual Meeting.
 - 3) Current and/or proposed changes to the bylaws.
 - 4) Other reports and information, as may be requested from time to time, by the KNA Board of Directors.
- h. May apply for funds by submitting an application, to be used for special Chapter projects.
- i. Sends representatives to the KNA annual meeting.
- j. Meets at least three times per year.
- k. Communicates with members regularly; e.g., through the *Kentucky Nurse*.

SECTION 3. Disqualifications

For failure to comply with the requirements of these bylaws or for other cause deemed sufficient, a Chapter may be disqualified as a constituent association of KNA by a two-thirds vote of the KNA Board of Directors.

Due notice of pending disqualification shall be given to the Chapter at least three months before action on the disqualification is to be taken.

Upon disqualification, a Chapter shall immediately forward all of its funds to the KNA, which the KNA shall hold in a segregated account for a period of twelve months from the date of disqualification. If the Chapter remains disqualified at the end of twelve months, the funds in the segregated account shall become the property of the KNA for general use.

SECTION 4. Reinstatement

A Chapter which has been disqualified may be reinstated by a two-third vote of the KNA Board of Directors. If a Chapter is reinstated within twelve months of the date of its disqualification, the monies in the segregated account shall be returned to the Chapter.

ARTICLE III
MEMBERSHIP

SECTION 1. Qualifications

- a. Active membership shall be granted to registered nurses, each of whom either has been granted a license to practice as a registered nurse in at least one state, territory, or possession of the United States and does not have a license under suspension or revocation in any state, territory or possession of the United States, or is otherwise entitled by law to practice. Included in this category are registered nurses engaged in full-time study and those granted life membership by the KNA Board of Directors in recognition of distinguished service or valuable assistance to the nursing profession in accordance with KNA policy and procedures.
- b. In accordance with KNA policy and procedures, include in its membership a nurse in recovery who has surrendered a license to practice.
- c. Membership shall be unrestricted by consideration of age, color, creed, disability, gender, life style, nationality, race, religion, or sexual orientation.

SECTION 2. Privileges

A member of KNA shall be entitled to:

- a. Receive an ANA/KNA membership card, The *American Nurse* and the *Kentucky Nurse*.
- b. Be a candidate for ANA, KNA, and Chapter election of which the individual is a member in accordance with KNA Bylaws, ANA Bylaws and appointed policies.
- c. As a privilege, the right to attend the Quadrennial Congress of International Council of Nurses. In addition, the right to be a candidate for ANA elective and appointive positions in accordance with the ANA Bylaws and applicable policies.
- d. Attend and participate, and vote in unrestricted meetings.
- e. Attend the ANA Membership Assembly, conventions, and other activities.
- f. Receive due process in disciplinary action as delineated in Article XIV.
- g. Participate in the election of KNA representatives and alternates to the ANA Membership Assembly in accordance with the ANA Bylaws.

SECTION 3. Responsibilities

A member of KNA shall:

- a. Abide by the ANA “Code of Ethics for Nurses”.
- b. Abide by the bylaws of ANA and KNA of which the individual is a member.

- c. Perform the specific duties of any positions to which the member has been elected or appointed, including attendance at regularly scheduled meetings.
- d. Be entitled to one registered nurse representative elected from all organizational affiliates, as defined by ANA, as a Director on the Board of Directors.

ARTICLE IV

DUES

SECTION 1. Payment Process

- a. Dues for ANA and KNA shall be paid to ANA in accordance with the policies adopted by the ANA Membership Assembly. If dues are not paid within thirty days after they become due, the member shall forfeit all membership privileges.

SECTION 2. Dues

- a. Annual dues for a member of KNA shall be the total amount due to ANA and KNA. The annual dues for a KNA/ANA member shall be set forth in dues policy and shall include the present rate of dues paid by the KNA to the ANA. In the event that the rate of dues payable to the ANA by the KNA is increased in the future, any such change shall be automatically added to the annual dues owed by a KNA/ANA member to the KNA.
- b. Dues for life membership shall be waived.
- c. Additional dues shall not be required from, nor refunded to, individual members transferring from another constituent member if the individual member has made full payment of dues.
- d. The KNA shall remain affiliated with the ANA until such time as two thirds (2/3) of the entire KNA membership vote to disaffiliate from the ANA

SECTION 3. Establishment of Dues

The dues for KNA shall be established:

- a. By majority vote by ballot at a regular or special membership meeting, after reasonable notice of the intention to vote upon such questions.

ARTICLE V

OFFICERS AND DIRECTORS

SECTION 1. Officers

The officers of KNA shall be a President, a President-Elect, a Vice-President, a Secretary, a Treasurer and an Immediate Past-President. They shall perform the duties prescribed by these bylaws and those assigned by the Board of Directors.

SECTION 2. Directors

- a. There shall be four directors, two of whom shall be elected each year, with one of those elected being a staff nurse.

SECTION 3. Term of Office

- a. Officers and directors shall serve for a term of two years, except that the President-Elect and Immediate Past-President shall serve for only one year.
- b. Officers and directors shall assume their duties at the adjournment of the annual meeting according to the following schedule:
 - 1) President – Even numbered years
 - 2) President-Elect – Odd numbered years
 - 3) Immediate Past-President – Even numbered years
 - 4) Vice President – Odd numbered years
 - 5) Secretary – Odd numbered years
 - 6) Treasurer – Even numbered years
 - 7) Two Directors – Even numbered years
 - 8) Two Directors – Odd numbered years
- c. With the exception of the President and the President-Elect, officers and directors shall be eligible to succeed themselves for one term, provided that such a term does not violate the eight-year limitation to consecutive service on the Board of Directors.

SECTION 4. Vacancy in Office

In the event of a vacancy in the office of the:

- a. President: the President-Elect shall assume the office of President and complete the unexpired term. If there is no current President-Elect, the Vice-President shall complete the unexpired term.
- b. President-Elect: the Board of Directors shall immediately direct the Nominating Committee to prepare a ballot with no less than two nominees and shall hold a special election by the membership.
- c. Vice-President, Secretary, or Treasurer: the Board of Directors shall elect one of its members to serve the remainder of the term.
- d. Directors: the Board of Directors shall appoint a KNA member to serve the remainder of the term of a KNA Director position or shall request the organizational affiliates, as defined by ANA, to provide a registered nurse to serve the remainder of the organizational affiliate director term.

SECTION 5. Duties of Officers and Directors

- a. President
The President shall:
 - 1. Serve as official representative of KNA and as spokesperson on matters of KNA policy and position.
 - 2. Serve as chairperson of the Board of Directors, the Executive Committee, and attend the ANA Membership Assembly as representative.
 - 3. Serve as an ex-officio member of all committees except the Nominating Committee.
 - 4. Preside at meetings of KNA.

5. In the interim between Board meetings, appoint members and chairpersons of standing and special committees as needed, with confirmation by the Board of Directors.
6. In the interim between Board meetings, appoint KNA members as representatives to outside groups, with confirmation by the Board of Directors.
7. Perform such other duties as usually pertain to the office.

b. President-Elect

The President-Elect shall:

1. Shall serve as the proxy for the KNA President when deemed necessary by the President,
2. Shall serve as the KNA representative to outside groups as assigned by the KNA Board of Directors,
3. Shall serve as a member of the KNA Board of Directors Executive Committee,
4. Shall attend the ANA Membership assembly as assigned by the KNA Board of Directors
5. Assume other duties as assigned by the President and/or the Board of Directors.

c. Immediate Past-President

The Immediate Past President shall:

1. Assume other duties as assigned by the President and/or the Board of Directors.

d. Vice-President

The Vice President shall:

1. Shall serve as Chairperson of the Policy and Resolutions Committees as called by the Board of Directors.
2. Assume other duties as assigned by the President and/or Board of Directors.

The KNA Vice President who assumes the duties assigned by the President or the KNA Board of Directors, or assumes the duties of the President in case of vacancy serves as an ANA Membership Assembly representative only if elected separately as an ANA Membership Assembly representative.

e. Secretary

The Secretary shall:

1. Record the minutes of KNA, the Board of Directors, and the Executive Committee.
2. Ensure maintenance of official records of KNA.
3. Ensure that the names and addresses of all officers of KNA are sent to the Secretary of ANA immediately following their election or appointment.
4. Ensure that the names and addresses of KNA members are sent to ANA.
5. Send to ANA, within one month after final adoption, complete and current copies of all amendments to the KNA Bylaws. Copies of the Articles of Incorporation and Bylaws shall be sent after each printing.
6. Notify all officers, cabinet members, and committee members of their election or appointment.
7. Send notices of the time and place of the meetings of the Board of Directors and of the annual meeting.
8. Conduct the official correspondence of KNA and of the Board of Directors.
9. Deliver to the newly elected Secretary all KNA properties pertaining to the office of Secretary within a month of the annual meeting.
10. Assume other duties as assigned by the President and/or the Board of Directors.

f. Treasurer

The Treasurer shall:

1. Monitor all fiscal affairs of KNA.

2. Review itemized accounts of all receipts and disbursements and submit written reports at meetings of the Board of Directors.
3. Submit a financial report to KNA at each annual meeting.
4. Ensure the delivery of all materials pertaining to the office of Treasurer of KNA to the newly elected Treasurer within one month after the close of the annual convention.
5. Serve as chairperson of the Finance Committee.
6. Present an annual budget for adoption at the KNA Board of Directors.
7. Assume other duties as assigned by the President and/or Board of Directors.

g. Directors

The Directors shall perform the following duties, with individual appointment to a specific position being made by the President.

1. Serve as the liaison between the Board of Directors and the structural units.
2. Assume other duties as assigned by the President and/or the Board of Directors

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. Board of Directors

The Board of Directors shall be the governing body of KNA.

SECTION 2. Composition

The membership of the Board of Directors shall be the President, the Immediate Past-President, Treasurer, Two Directors and Chairperson of the Cabinets, and shall be elected in the even-numbered years. The President-Elect, the Secretary, and two Directors, shall be elected in odd-numbered years.

No member shall be eligible to serve more than eight consecutive years on the Board of Directors. A member of the Board who has served more than half a term shall be considered to have served a term in that office.

SECTION 3. Authority

The Board of Directors shall have the authority delegated to it by the members, including the duty and power to act for the membership between annual meetings and to perform such other duties as defined in these bylaws.

SECTION 4. Accountability

The Board of Directors shall report and be accountable to the membership of KNA.

SECTION 5. Qualifications

To be eligible to serve on the Board of Directors, a person shall:

- a. Hold current membership in KNA or an organizational affiliate.
- b. Not concurrently serve as an officer or director of another organization if such participation might result in conflict of interest with KNA.

SECTION 6. Duties

The Board of Directors shall:

- a. Exercise the corporate responsibility and fiduciary duties of KNA consistent with the applicable provisions of law.
- b. Transact the business of KNA in the interim between annual meetings.
- c. Ensure that KNA meets requirements for constituent member status in ANA.
- d. Establish administrative policies governing the affairs of KNA.
- e. Plan and evaluate strategies for growth and development of KNA.
- f. Adopt an annual budget.
- g. Provide for the maintenance of headquarters, for the proper care of materials, equipment, and funds of KNA; for the payment of legitimate expenses; and for the auditing of all books of accounts by a Certified Public Accountant.
- h. Report to KNA at each annual meeting the business transacted by the Board of Directors during the preceding year.
- i. Develop policy to facilitate liaison between KNA and the Chapters and organizational affiliates, as defined by ANA.
- j. Employ, define the duties of, set the compensation of, and approve the employment agreement with the Executive Director.
- k. Delegate to the Executive Director, as the chief executive officer, the authority to manage KNA according to policies established by the Board of Directors.
- l. Authorize the Executive Director to represent KNA and serve as spokesperson on matters of established policy and positions.
- m. Review and approve all contractual agreements entered into by KNA
- n. Authorize and appoint special or ad hoc committees as the need arises.
- o. Appoint chairpersons and members of standing committees except as otherwise provided.
- p. Fill vacancies in all structural units, including the Nominating committee and the Board of Directors, as provided in these bylaws.
- q. Approve the budget, registration fee, date, and place for the annual meeting.
- r. Verify action taken by mail or electronic mail, and incorporate into the minutes of the next meeting of the Board of Directors.

- s. Submit to the Governor the names of registered nurses who are eligible for appointment and willing to serve on the Kentucky Board of Nursing as provided in KRS 314.121.
- t. Appoint the chairperson and four members of the technical Advisory Committee on Nursing Services for the Cabinet for Health and Family Services.
- u. Appoint a consultant to the Kentucky Association of Nursing Students.
- v. Place and remove sanctions according to established policies of KNA.

SECTION 7. Meetings

- a. Notice of annual and special meetings of the KNA shall be sent to all members of the KNA prior to such meetings. Notices of the annual meeting shall be mailed at least one month before the day of the meeting and notices of the special meetings shall be mailed at least ten days before the first day of the meeting.
- b. In the intervals between regular meetings of the Board of Directors, the President of KNA may submit to the members of the Board of Directors definite questions relating to the affairs of KNA which in the opinion of the President require immediate action by the Board of Directors. A majority vote of the Board of Directors shall be required to determine any action to be taken. The result of a vote of the Board of Directors by mail or electronic mail shall be verified and made a part of the minutes of the next meeting of the Board.
- c. Absence from more than 25% of all regularly scheduled meetings of the Board of Directors during one year shall be cause for declaring a vacancy in the Board position. Such vacancy shall be determined by majority vote of the Board of Directors and shall be filled as provided in these bylaws.
- d. Meetings of the Board of Directors and all structural units shall be open to all KNA members. During an executive session only voting members of the Board may be present.
- e. One of the officers of the Kentucky Association of Nursing Students and the President of the Kentucky Board of Nursing or designee, and the staff person shall be eligible to attend meetings of the Board of directors of KNA, but shall not be entitled to vote.
- f. A majority of the Executive Committee, one of whom shall be the President, Immediate-Past President, or Vice-President, plus a majority of the other members of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors.

ARTICLE VII

EXECUTIVE COMMITTEE

SECTION 1. Composition

There shall be an Executive Committee composed of the President, the President-Elect, the Immediate Past-President, the Vice President, the Secretary and the Treasurer.

SECTION 2. Duties

The Executive Committee shall have all the powers of the Board of Directors to transact business of an emergency nature between the Board of Directors' meetings and perform other specific duties as the Board of Directors may request, providing that none of this action shall modify or conflict with that taken by the Board of Directors. All transactions of this committee shall be recorded and reported in full at the next regularly scheduled meeting of the Board of Directors.

SECTION 3. Quorum

The quorum shall consist of a majority of the members of the Executive Committee, one of whom shall be the President or Vice-President.

ARTICLE VIII

EXECUTIVE DIRECTOR

SECTION 1. The Board of Directors will delegate to the Executive Director, as the Chief Executive Officer, the authority to manage the association according to policies established by the KNA Voting Body and the Board of Directors.

SECTION 2. The Executive Director shall be accountable to the Executive Committee of the Board of Directors.

SECTION 3. The Executive Director will employ, direct, promote, and terminate staff of the association.

SECTION 4. The Executive Director shall represent the association and serve as spokesperson on matters of established policy and position.

SECTION 5. The Executive Director shall be an ex-officio member without vote on all committees, except the Nominating Committee.

ARTICLE IX

STANDING COMMITTEES

SECTION 1. Definition

Standing Committees shall assume such duties as specified in these bylaws or assigned by the Board of Directors. The committees shall be:

- Bylaws
- Events and Program Planning
- Ethics and Human Rights
- Finance
- Membership Recruitment and Retention
- Nominating

a. Standing Committees shall report to the Board of Directors and be accountable to the membership.

- b. Each Standing Committee shall consist of at least five members.
- c. With the exception of the Ethics and Human Rights Committee, and the Nominating Committee, the Board of Directors shall appoint the chairperson of each standing committee in addition to the other committee members.
- d. The Finance Committee is appointed by the Board of Directors.
- e. The Ethics and Human Rights Committee and the Nominating Committee shall be elected by the membership.
- f. Except as provided otherwise in subsections d. and e. of this article, committee members shall serve for a term of one year, which shall begin following the annual meeting at which they are appointed. Members may request reappointment.
- g. The members of the Events and Program Planning Committee, -and the Membership Recruitment and Retention Committee shall be appointed to serve for two years, with one-half of the members being appointed each year.
- h. Each committee, except the Nominating Committee, shall have a member of the Board of Directors appointed as a liaison to facilitate communication and policy compliance.

SECTION 2. Vacancies

- a. The absence of a member from two regularly scheduled meetings of a committee may constitute a resignation. The member shall be notified. A forced resignation may be waived if the member shows acceptable evidence of active participation in and contribution towards the goals and responsibilities of the committee.
- b. Vacancies shall be filled by the Board of Directors.

SECTION 3. Bylaws Committee

The committee shall:

- a. Receive and prepare all proposed amendments to the bylaws of KNA.
- b. Assume responsibility for submitting proposed amendments to the KNA Board of Directors for its information and recommendation.
- c. Consult with the ANA Bylaws Committee to ensure conformity with ANA bylaws.
- d. Submit proposed amendments for action at the annual meeting of KNA in accordance with the provisions of amendments to these bylaws.
- e. Review for conformity the bylaws of any organized group wishing to become a constituent association of KNA.
- f. Review the bylaws of Chapters for conformity with the bylaws of KNA.

SECTION 4. Events and Program Planning

The committee shall:

- a. Develop the annual meeting focus.
- b. Formulate the annual meeting schedule.
- c. Plan annual meeting functions to facilitate professional networking.
- d. Select the topics and speakers for the general plenary sessions.
- e. Coordinate structural unit CE programs with the provider unit.
- f. Prepare the annual meeting budget.
- g. Plan annual meeting activities to facilitate student participation.

SECTION 5. Ethics and Human Rights Committee

The committee shall consist of at least seven elected members: the chairperson, the vice-chairperson, the secretary, and four other members.

- a. The chairperson, the secretary, and two members shall be elected in the odd-numbered years. The vice-chairperson and two members shall be elected in the even-numbered years.
- b. Each member shall be elected to serve for a term of two years. No member shall serve more than two consecutive terms in one position and no member shall serve more than eight consecutive years on the committee.
- c. All elections shall be in accordance with the bylaws and policies of KNA.

The committee shall:

- a. Provide for the dissemination of the “Code of Ethics for Nurses ” to nurses, nursing students, other health professionals, and the general public.
- b. Provide educational programs and forums for discussion among nurses, other health professionals, and the public about ethical concerns in health care.
- c. Serve as a resource for individuals or groups exploring nursing/health care ethics and related issues in institutions, communities, and political arenas.
- d. Act as a resource or provide programs for nurses requesting assistance in resolving ethical concerns and dilemmas faced in nursing practice and in applying the “Code of Ethics for Nurses.”
- e. Promote state and national networking in the arena of ethics by serving as a source of information about resources such as bioethics literature and individuals who have expertise in the topics of concern.

- f. Develop and recommend revisions of KNA policies or guidelines related to matters of ethics and human rights.
- g. Consider and respond to equal opportunity and human rights concerns.

SECTION 6. Finance Committee

- a. The chairperson shall be the Treasurer.
- b. The committee shall:
 - 1) Review monthly income and disbursements of funds.
 - 2) Request an annual operating budget from all structural units.
 - 3) Prepare the annual budget for presentation to the Board of Directors for approval.
 - 4) Advise the KNA Board of Directors concerning income, investment, and expenditure of funds.
 - 5) Perform such other duties as may be assigned to the committee by the Board of Directors.

SECTION 7. Membership Recruitment and Retention Committee

The committee shall:

- a. Promote professional interest and membership in KNA.
- b. Develop and disseminate promotional information to prospective members.
- c. Implement ongoing member retention activities.
- d. Recommend to the Board of Directors nominees for KNA special awards.
- e. Promote public awareness of KNA activities.

SECTION 8. Nominating Committee

The committee shall consist of at least seven members, elected by secret mail ballot in accordance with the Bylaws and Policies of KNA with each member being elected to serve for a term of two years, with no member being eligible to serve two terms consecutively on the Committee. Three members shall be elected in the even-numbered years and four in the odd-numbered years. The person receiving the largest number of votes shall serve as chairperson-elect and shall automatically become Chairperson the following year.

The committee shall:

- a. Request names of candidates for all elected offices of KNA from the membership.
- b. Review the qualifications of proposed candidates to determine that each candidate meets established criteria and has submitted a written “consent to serve” form.
- c. Prepare a ballot, attempting to provide two nominees for each office in accordance with the bylaws and policies of KNA.

ARTICLE X

CABINETS

SECTION 1. Definition

There shall be the following Cabinets:

- a. Education and Research Cabinet
- b. Governmental Affairs Cabinet
- c. Professional Nursing Practice and Advocacy Cabinet

Each cabinet shall be responsible for developing and implementing a program of activity to fulfill specified functions of KNA.

SECTION 2. Composition

- a. Each cabinet shall consist of at least seven members who have expertise related to the cabinet's functions. Members shall be elected by the KNA membership in accordance with the bylaws and policies of KNA.
- b. There shall be a Chairperson, a Vice-Chairperson, and a Secretary to serve as the officers of the cabinet.
- c. The Chairperson of each cabinet shall be elected by the members of the Cabinet and serve on the KNA Board of Directors.
- d. The Vice-Chairperson and Secretary shall be elected by the members of each cabinet.

SECTION 3 Term of Office

- a. All members of each cabinet shall serve for a term of two years, but no member shall serve more than two consecutive terms in the same position or more than eight consecutive years in the same cabinet.
- b. Officers and members of the cabinets shall assume their duties at the adjournment of the annual meeting according to the following schedule:
 - 1) Education and Research Cabinet
 - Chairperson – Even-numbered years
 - Vice-Chairperson – Odd-numbered years.
 - Secretary – Even-numbered years
 - Two Members – Odd-numbered years
 - Two Members – Even numbered years
 - 2) Governmental Affairs Cabinet
 - Chairperson – Even-numbered years
 - Vice-Chairperson – Odd-numbered years.
 - Secretary – Even-numbered years
 - Two Members – Odd-numbered years
 - Two Members – Even numbered years

- 3) Professional Nursing Practice and Advocacy Cabinet
Chairperson – Even-numbered years
Vice-Chairperson – Odd-numbered years.
Secretary – Even-numbered years
Two Members – Odd-numbered years
Two Members – Even numbered years

SECTION 4. Vacancies

- a. The absence of a member from two regularly scheduled meetings of a cabinet may constitute a resignation. The member shall be notified. A forced resignation may be waived if the member shows acceptable evidence of active participation in and contribution toward the goals and responsibilities of the cabinet.
- b. In the event of a vacancy occurring within a cabinet, the Board of Directors, upon recommendations from the cabinet, shall appoint a member to serve the unexpired term.

SECTION 5. Responsibilities

- a. Each cabinet shall:
 - 1) Evaluate trends, developments, and issues in the cabinet’s area of responsibility.
 - 2) Foster knowledge development and knowledge utilization in nursing practice.
 - 3) Establish goals and objectives for the fiscal year.
 - 4) Promote and interpret standards, develop positions, and recommend policies to the Board of Directors.
 - 5) Provide for the dissemination of information to members and others.
 - 6) Maintain communication with appropriate groups on matters of mutual concern.
 - 7) Assume other responsibilities as assigned by the Board of Directors
- b. Each cabinet shall be accountable to the Board of Directors and shall report to KNA at annual meetings.
- c. Each cabinet shall prepare and submit annual objectives to the Board of Directors within sixty days after the annual meeting.
- d. Each cabinet shall prepare and submit to the Finance Committee an annual budget based on the cabinet’s objectives within 60 days of the annual meeting.
- e. In order to accomplish its objectives, each cabinet shall provide for input from the KNA membership and/or other individual groups.
- f. Each cabinet shall meet at least six times a year, with one meeting to be held at the annual convention.

SECTION 6. Education and Research Cabinet

- a. Composition
The Education and Research Cabinet shall be composed of at least seven members. There shall be one nurse administrator, one continuing education nurse in a health agency or academic setting, two nurse educators from the Board of Nursing approved nursing education programs, two staff nurses, and one nurse involved in nursing research. Ex-officio members shall be the continuing education consultants

employed by KNA and the Kentucky Board of Nursing. The Education and Research Cabinet shall submit names of KNA members to the Board of Directors for appointment to the KNA Provider Unit, whose functions are addressed in the Provider Unit Manual.

b. Purposes

The purposes of the Education and Research Cabinet shall be to:

- 1) Stimulate and promote the professional development of nurses.
- 2) Advance the profession of nursing.

b. Functions

The functions of the Education and Research Cabinet shall be to:

- 1) Evaluate relevant educational developments and changes in health care needs and practices for their implications for nursing.
- 2) Promote research in nursing practice, nursing education, and nursing service to expand the scientific base of nursing.
- 3) Disseminate information to nurses and the public about the “Code of Ethics for Nurses with Interpretive Statements” established by ANA.
- 4) Educate the public about the scope of nursing practice and the roles of nurses.
- 5) Promote recruitment of students for careers in nursing.
- 6) Maintain a relationship with the Kentucky Association of Nursing Students.
- 7) Inform the public about health care consumer rights and responsibilities.
- 8) Promote continuing professional development of nurses.
- 9) Provide continuing education programs.

SECTION 7. Governmental Affairs Cabinet

a. Composition

The Government Affairs Cabinet shall be composed of at least seven members, at least two of who shall be staff nurses.

b. Purposes

The purposes of the Governmental Affairs Cabinet shall be to:

- 1) Work for the improvement of health care standards.
- 2) Work for the availability of health care services.
- 3) Initiate and influence legislation, state and national health policy, and governmental programs.
- 4) Advance the profession of nursing.

c. Functions

The functions of the Governmental Affairs Cabinet shall be to:

- 1) Foster adherence to the “Code of Ethics for Nurses” established by ANA by reviewing policies and making recommendations for changes in public policy and legislation.
- 2) Promote collaboration of KNA with other organizations on matters of mutual concern.
- 3) Interpret to the public the scope of nursing practice and the roles of nurses by providing testimony, consultation, and professional expertise to governmental officials and the media.
- 4) Encourage interdisciplinary collegiality by collaboration with other professionals on health care issues.

- 5) Collaborate with health care consumers on the development of health and public policy through involvement in health care coalitions.
- 6) Act as an advocate for the health care consumer in public forums and the media.
- 7) Represent the nursing profession to allied health groups, state and national organizations, governmental bodies, and the public.
- 8) Protect the rights of nurses.
- 9) Serve as resources to KNA on matters relating to trends in labor law and important decisions.
- 10) Assume a leadership position for nurses in Kentucky through increasing visibility of nurses and the nursing profession in the legislative and regulatory arena.
- 11) Protect human rights and promote ethical practice in health care and nursing.

SECTION 8. Professional Nursing Practice and Advocacy Cabinet

a. Composition

The Professional Nursing Practice and Advocacy Cabinet shall be composed of at least seven members, three of whom shall be in clinical practice, two in administrative roles, and two in educational roles. Two of the members shall be staff nurses.

b. Purposes

The purposes of the Professional Nursing Practice and Advocacy Cabinet shall be to:

- 1) Foster high standards of nursing practice and advancement of the profession of nursing.
- 2) Promote awareness and understanding of current nursing policy and workplace issues and involve nursing in strategic and professional address of those issues.

c. Functions

The function of the Professional Nursing Practice and Advocacy Cabinet shall be to:

- 1) Promote high standards of nursing practice in all nursing workplaces and provide education and current updates on policy issues that affect the nursing professional and patient safety.
- 2) Demonstrate the importance of the “Code of Ethics for Nurses” as established by ANA and promote the adherence to the Code in all workplaces.
- 3) Define and demonstrate for the public the scope of nursing practice and the role of nurses.
- 4) Promote and protect the scope of nursing practice in a manner consistent with appropriate education and preparation of and with the goal of protecting the welfare of patients.
- 5) Educate nurses regarding issues related to peer assistance and help to develop strategies for useful implementation of those programs.
- 6) Promote the retention of nurses within the profession of nursing by providing needs assessment for workplace challenges and the development of programs to promote the address of those challenges.
- 7) Create and maintain a KNA presence at KBN Practice committee meetings and all other meetings that may impact the scope of nursing practice or the nursing workplace.

ARTICLE XI

PRESIDENTS' FORUM

SECTION 1. Composition

The Presidents' Forum shall be composed of all elected Chapter Presidents and Past KNA Presidents.

SECTION 2. Responsibilities

The responsibilities shall be to:

- a. Provide a mechanism for the orientation of Chapter Presidents or their designees.
- b. Identify and respond to issues and areas of concern to the Chapters.

SECTION 3. Meetings

The Presidents' Forum shall meet at the KNA Annual Meeting.

ARTICLE XII

MEETINGS

SECTION 1. Annual Business Meeting of KNA

KNA shall hold a business meeting at the annual meeting at such time and place as shall be determined by the Board of Directors. Meeting rules shall be established by a vote of the membership at the opening business meeting.

SECTION 2. Special Meetings of KNA

Special meetings of KNA shall be called by the Board of Directors upon a two-third vote of the Board or they shall be called by the President upon the written request of a majority of the Chapters.

SECTION 3. Notice of Meetings

Notices of annual and special meetings of KNA shall be sent to the Chairperson and Secretary of each Chapter, and to all members of KNA prior to such meetings. Notices of the annual meeting shall be mailed at least one month before the first day of the meeting, and notices of special meetings shall be mailed at least ten days before the first day of the meeting.

SECTION 4. QUORUMS

a. Annual Meetings of KNA

Three members of the Executive Committee of KNA, one of whom shall be the President or Vice-President; a majority of the members of the Board of Directors; and representatives from a majority of the members present for a total of 30 shall constitute a quorum for the transaction of business at any annual meeting of KNA.

b. Special Meetings of KNA

Three members of the Executive Committee of KNA, one of whom shall be the President or Vice-President; a majority of the members of the Board of Directors; and representatives from two-thirds of the members present for a total of 30 shall constitute a quorum at any special meeting of KNA.

- c. **Board of Directors**
A majority of the Executive Committee, one of whom shall be the President or Vice-President, plus a majority of the members of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors.
- d. **Executive Committee**
A majority of the members of the Executive Committee, one of whom shall be the President or Vice-President, shall constitute a quorum.
- e. **Cabinets**
A majority of the members of the Executive Committees of the Cabinets shall constitute a quorum.
- f. **Committees**
A majority of members of a committee shall constitute a quorum.

SECTION 5. REPRESENTATION

- a. **Voting Body**
The Voting Body at all meetings of the KNA shall consist of all members in good standing who are in attendance.
- b. All members shall present credentials at the time of registration. Each member shall be allowed one vote.
- c. **Functions of the Voting Body**

The Voting Body shall be the governing authority of KNA and shall:
 - 1) Take positions, set policy, and determine direction for KNA.
 - 2) Adopt and maintain Bylaws for KNA.

SECTION 6. Representation to ANA

- a. KNA shall be entitled to representation at regular and special meetings of the ANA Membership Assembly in accordance with ANA Bylaws and Policy.
- b. KNA shall be entitled to two representatives at any meeting of the ANA Membership Assembly. Additional representatives shall be allocated proportionately to KNA based on the ANA Membership Assembly Policy.
- c. KNA representatives at meetings of the Membership Assembly of ANA shall be two members of KNA, one of whom shall be the President of KNA or a designee. The second representative shall be the Vice President, President-elect or a designee.
- d. The Executive Director may attend as a non-voting member.

ARTICLE XIII

NOMINATIONS AND ELECTIONS

SECTION 1. Nominations

- a. The Nominating Committee shall consider the names submitted by individuals, and structural units in preparing the ballot.
- b. Members shall not be nominated for more than one elected position, unless the second position is that of a representative to the ANA Membership Assembly.
- c. Candidates for President-elect are also candidates to serve as representative to the ANA Membership Assembly during the term of office as President.
- d. The Nominating committee shall:
 - 1) Ascertain each nominee's current membership status.
 - 2) Obtain a written statement of qualifications from each nominee before placing the individual's name on the ballot.
 - 3) Obtain a written consent to serve form from each nominee before placing the individual's name on the ballot.
 - 4) Publish the slate of candidates and their biographical information in the **July/August** issue of the *Kentucky Nurse*.

SECTION 2. Elections

- a. All elections shall be by secret ballot, through electronic voting or by mail for members who do not have access to cast a vote electronically, prior to each annual meeting, in accordance with the bylaws and policies of KNA.
- b. Each member in good standing as of August 1 shall be entitled to vote in election.
- c. A second ballot shall neither be given to nor sent to a member for any reason.
- d. Members may vote for persons other than those whose names appear on the ballot by writing in the names of qualified members who have consented to serve if elected.
- e. The electronic ballot will be made available to the membership on August 1st and any ballots that must be sent by mail will be mailed on August 1st. The marked ballot, sent by mail, shall be returned to KNA headquarters and shall be postmarked at least twenty-one days before the first day of the annual meeting and electronic voting will be closed 21 days before the first day of the annual meeting.
- f. The President shall appoint tellers to supervise the counting of the ballots and shall designate one of them as chairperson.
- g. A plurality of votes cast by those eligible to vote shall constitute an election. In case of a tie, the election shall be determined by lot.
- h. Prior to the annual meeting, all candidates shall be notified of the results of the election.

- i. At the annual meeting the chairperson of the tellers shall report only the names of those elected. Detailed results shall be available upon request.
- j. Any challenge to the election shall be filed with the Secretary of KNA not more than thirty days after adjournment of the KNA annual meeting.
- k. All ballots, credentials of the voting body, and other records of the election shall be preserved for one year after the election.

SECTION 3. Removal of Elected Officers

Any elected official may be removed by the KNA membership whenever such action is deemed to be in the best interest of KNA or whenever there is just cause. Removal of an elected official shall require a majority vote of the membership at the annual meeting or a special meeting.

SECTION 4. Appeal of Disciplinary Action

Appeal of Disciplinary Action at the state level for individual members shall be pursuant to common parliamentary and statutory law.

ARTICLE XIV

DISCIPLINARY ACTION AND RIGHTS OF MEMBERS

SECTION 1.

- a. A member shall be subject to disciplinary action for violation of the bylaws of ANA and KNA.
- b. Except for nonpayment of dues, any disciplinary process shall be conducted in accordance with KNA policy and no member may be fined, suspended, expelled, or otherwise disciplined unless such member has been:
 - 1) Served with written specific charges.
 - 2) Given a reasonable time to prepare a defense.
 - 3) Afforded a full and fair hearing.
- c. Any disciplinary action taken by another state nurses' association against one of its members shall be given full recognition and enforcement, provided such action was taken in accordance with the disciplining SNA's bylaws and disciplinary procedures.

KNA provides for appeal of Disciplinary Action at the state level, for individual members pursuant to common parliamentary and statutory law.

ARTICLE XV

FISCAL YEAR

The fiscal year of KNA shall be July 1 through June 30 each year.

ARTICLE XVI

OFFICIAL PUBLICATIONS

SECTION 1.

The *Kentucky Nurse* shall be the official publication of KNA.

SECTION 2.

The official *Annual Meeting* publications of KNA shall be sent out 30 days in advance.

ARTICLE XVII

AMENDMENTS

SECTION 1.

These bylaws may be amended at any annual meeting by a two-thirds vote. All proposed amendments shall be in the possession of the Secretary of KNA at least six weeks before the date of the annual meeting and shall be printed in the *Annual Meeting program*.

SECTION 2.

These bylaws may be amended without previous notice at any annual meeting by a 99% vote of members present and voting.

ARTICLE XVIII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern KNA in all cases of which they are applicable and in which they are not inconsistent with these bylaws or with the charter, bylaws, or special rules of order of ANA.

ARTICLE XIX

INDEMNIFICATION AND INSURANCE

SECTION 1. Right to Indemnification

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, (hereinafter a “proceeding”), by reason of the fact that he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefits plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent shall be indemnified and be held harmless by the corporation to the fullest extent authorized by the Kentucky Business Corporation Act (“KBCA”), as the same exists or may hereafter be amended (but, in the case of such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorney’s fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his other heirs, executors and administrators; provided, however, that, except as provided in paragraph b. hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in the **Section 1. of Article XXI** shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Kentucky Business Corporation Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to any employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification of employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

SECTION 2. Right to Claimant to Bring Suit

If a claim under Section 1 of this Article XXI is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim of expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under KBCA for the Corporation to indemnify the claimant for the amount claimed, but the burden of providing such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members) to have made determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set for in KBCA, nor an actual

determination by the Corporation (including Board of Directors, independent legal counsel or its members) that the claimant has not met such applicable stand of conduct, shall be a defense to the act; on or create a presumption that the claimant has not met the applicable standard of conduct.

SECTION 3. Non-Exclusivity of Rights

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article XIX shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, or disinterested directors or otherwise.

SECTION 4. Insurance

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust, or other enterprise against any such expense, liability or loss under the KBCA.

ARTICLE XX

LIMITATION ON DIRECTOR LIABILITY

SECTION 1. Scope of Limitation

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for any act or omission constituting a breach of his or her duty as a director, unless such act or omission (i) relates to a transaction in which the director has personal financial interest which is in conflict with the financial interest of the Corporation or its members; (ii) is not in good faith or involves intentional misconduct or is known to the director to be a violation of law; or (iii) relates to a transaction from which the director derives an improper personal benefit.

SECTION 2. Amendment of KBCA

If the KBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the KBCA, as so amended, and without the necessity for further member action in respect thereof.

SECTION 3. Repeal or Modification

Any repeal or modification of this Article XX by the members of the Corporation shall not adversely affect any right of protection of a director of the Corporation herein under in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XXI

EMERGENCY REGULATIONS

The Board of Directors may adopt, either before or during an emergency, as that term is defined by the KBCA, any emergency resolutions permitted by the KBCA which shall be operative only during such emergency. In the event the Board of Directors does not adopt any such emergency regulations, the special rules provided in the KBCA shall be applicable during such emergency.

ARTICLE XXII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. General

The Corporation shall, to the fullest extent permitted by, and in accordance with the provisions of, the KBCA, indemnify each director and officer of the Corporation against expenses (including attorney's fees, judgments, taxes, fines, and amounts paid in settlement, incurred by him in connection with, and shall advance expenses (including attorney's fees incurred by him in defending, any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which he is, or is threatened to be made, a party by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking with such security, if any, as the Board of Directors or members may reasonable require, by or on behalf of the person seeking indemnification to repay amounts advanced if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized herein.

SECTION 2. Non-Exclusive Rights

The indemnification provided for by **Section 1.** shall not be deemed exclusive of any of the rights to which directors or offices of the Corporation may be entitled under any statute, provision in the Corporations' Articles or incorporation, agreement or action, of the Board of Directors or members of the Corporation, or otherwise, and shall continue as a person who has ceased to be a director or officer of the Corporation, and shall continue to the benefit of the heirs, executors, and administrators of such a person.

SECTION 3. Insurance

Without in any way limiting the Corporation's power to purchase and maintain insurance for any other purpose or on behalf of any other person, the Corporation may purchase and maintain insurance on behalf of an person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power or be obligated to indemnify him against such liability under the provision of **Section 1** or the KBCA.

Amended 11/98
Amended 11/02
Amended 11/03
Amended 10/04

Amended 10/05
Amended 10/06
Amended 9/07
Amended 10/08
Amended 10/12
Rewritten: 10/14
Amended: 11/15