

-KENTUCKY ORGANIZATION OF NURSE LEADERS
BYLAWS
LATEST UPDATE: May 8, 2015

Article I - Name

This organization shall be known as the Kentucky Organization of Nurse Leaders, hereinafter referred to as KONL, a chapter of AONE.

Article II - Mission and Vision

Mission: To develop, support, and advocate for nurse leaders as they enhance the delivery of health care.

Vision: An engaged community of nursing leaders with one voice advancing health in the Commonwealth.

The organization is structured exclusively for charitable, scientific and educational purposes as a non-profit corporation. It shall be conducted so that no part of its income or earnings will inure to the benefit of any member, director, officer or other individual. Upon dissolution, the assets shall be distributed to a non-profit corporation or successor statutory authority.

Article III- Membership

Section 1: Full Members. Individuals eligible to be members in the Organization shall be registered nurses who are nurse leaders in all health care organizations. Full members shall be: registered nurses holding positions such as chief nursing officer/chief nurse executive, vice president of nursing and patient care services, director of nursing, director of emergency services, critical care services and other clinical departments, director of professional practice, nurse manager, nurse consultant, dean and faculty in undergraduate and graduate nursing programs and many other nursing leadership professionals as well as KONL members who are retired.

Full members of KONL are Registered Nurses (RN). This includes nurses in all health care environments who hold, aspire to hold, or function in a leadership role.

Section 2: Associate Members. Registered nurses who are not eligible to be full KONL members but are students enrolled in a relevant degree program with a career path in nursing administration or aspiring nursing leaders with a letter of recommendation from a full member may be Associate members. Associate members are non-voting members who are eligible to attend member meetings and may utilize member discounts to KONL programs. Recommendations for associate membership shall be approved by the KONL board of directors.

Section 3: Establishment of Membership. Application and dues will be submitted annually to KONL

Section 4: Transfer of Membership. A member who changes institutional affiliation shall retain the membership during the full term for which dues have been paid. A member forfeits voting privileges unless all conditions of membership are met by affiliation with another institution.

Section 5: Termination of Membership

- A. Resignation. A member may at any time file a resignation from the organization in writing with the Board of Directors. It shall become effective at the end of the period for which dues have been paid.
- B. Action of the Board of Directors. The Board of Directors of the organization may suspend or expel any member for cause. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the Board of Directors present and voting.
- C. Loss of Eligibility. Membership of any person who, because of change of position, does not meet the criteria for membership in the organization shall be automatically terminated at the end of the membership year. Membership in the organization shall not be transferable to another person.
- D. Retirement. A KONL member who retires from a nursing leadership position may continue as a full time KONL member as noted in Section 1.

Article IV - Dues and Other Monies

The KONL fiscal year shall be January 1st through December 31st. Annual dues will be established by the Board of Directors of the organization. Notification of any proposed increase initiated by the Board of Directors will be given to the organization members not more than 30 or less than 10 days prior to the annual meeting at which time the recommendation will be put to vote.

All dues paid to the organization and any funds generated by the organization shall become the property of the organization. Any funds or property that may be donated to further the work on programs of the organization shall be used for the purpose designated by the donor. No portion of the dues paid by any member shall be refundable because membership is terminated for any reason.

Mileage reimbursement for the KONL Board members for KONL sanctioned meetings will be provided at the IRS allowable amount. The treasurer as the agent of the Board approves mileage requests and disperses funds as appropriate.

Article V - Board of Directors

Section 1: Composition. There shall be a Board consisting of the president, president-elect, immediate past president, secretary, treasurer, information officer, and four directors, one from each of the four districts, elected by the voting members. Additional members to the board, not elected by voting members, are the Nursing Liaison from KHA, the program committee chairperson, the membership committee chairperson and

the KONL representative to the Board of Nursing. Ad hoc members (non-voting) may be invited to include representatives from other nursing organizations.

Section 2: Eligibility. Each elected director and member of the Board of the organization shall be a member in good standing with the Kentucky Organization of Nurse Leaders.

Section 3: Duties. The Board shall have the authority to make policy decisions for the organization; to carry on the business of the organization between meetings; to establish rules and procedures for the Board of Directors and the organization; to approve or disapprove reports, resolutions, or actions of the officers and committees; and to prepare an annual budget. The president will represent the organization on appointed KHA committees and to the American Organization of Nurse Executives when appropriate.

Section 4: Meetings. The Board of the organization shall meet at regular intervals of not less than four times per year and each board member shall attend a minimum of three meetings in that calendar year.

Section 5: Vacancies. The Board shall have the authority to fill any vacancy among the elected directors or other members of the Board that may occur on the board, by appointment of an eligible member of the organization for the unexpired term.

Section 6: Quorum. Five members shall constitute a quorum.

Article VI - Officers

Section 1: Officers. The officers of the organization shall be a president, a president-elect, the immediate past president, a secretary, a treasurer, and an information officer.

Section 2: Eligibility. Each elected officer shall be a member in good standing.

Section 3: Election and Term. The president shall serve a term of two years. The president-elect shall serve for a term of one year, elected on odd years. He/she succeeds the office of president-elect or as provided in Section 4 of this article. The immediate past president shall serve a term of one year on **odd** years.

The treasurer shall serve a term of two years, elected on even years. The secretary shall serve for a term of two years, elected on odd years. The information officer shall serve a term of two years, elected on even years.

Section 4: Vacancies

- A. If the office of the president becomes vacant during an **even** year, the president-elect shall succeed to the office of the president and shall also continue to serve as president for the subsequent term.
- B. If the office of the president becomes vacant during an **odd** year, the Board of Directors shall appoint, from the membership of the Board of Directors, a president pro tempore to serve for the remaining portion of the unexpired term. At

the next regular elections of the organization, a president and president-elect shall be elected in accordance with the provisions of these by-laws.

- C. If the office of the president-elect becomes vacant, the Board of Directors shall appoint a president-elect pro tempore from the membership of the Board of Directors and shall declare a special election as specified by the by-laws if an election cannot be conducted within the provisions as outlined in Article VII, Section 3 and Article IX, Section 1 and 2.
- D. In the event a special election for president-elect is required, the Board shall direct the Committee on Nominations to prepare a slate of eligible candidates for president-elect as soon as possible. The ballot shall be sent to each member and voting completed within 30 days. The vote shall be tabulated by the information officer and reported to the Board of Directors. The results of the election shall be communicated to the membership by mail or electronically.
- E. If any of the remaining board positions become vacant, the Board of Directors shall fill the vacancy by appointment from the general membership for the remaining portion of the unexpired term.

Section 5: Duties

- A. The president shall: 1) be the chief executive officer of the organization; 2) preside at all meetings of the organization; 3) serve as chairman of the Board of Directors; 4) serve on KHA committees as appointed and represent the organization to the American Organization of Nurse Executives as appropriate; 5) supervise the activities of the organization; 6) present a report to the annual meeting, a copy of which shall be kept in the permanent files of the organization; 7) appoint the chairman and members of standing and special committees as authorized by the Board of Directors; 8) function as chairperson of the legislative issues committee; 9.) and appoint an ad hoc committee for annual review of finances every four years.
- B. The president-elect shall: 1) in the absence or incapacity of the president, perform all duties and assume all responsibilities of the president; and 2) serve as chairman of the Committee on Nominations during even years.
- C. The immediate past president shall: 1) serve on the Board; 2) serve as chairman of the Committee on Nominations during odd years; and 3) assume all duties and responsibilities of the president in the event of the **president's** absence or incapacity.
- D. The treasurer shall: 1) maintain the funds for the organization; 2) present a financial report at each board meeting and at the annual meeting 3) serve as a member on the program committee.

- E. The secretary shall: 1) attend all meetings of the Board of Directors, providing guidance in implementation of approved policies and in relationships with the association and allied associations; 2) prepare the minutes of all meetings; 3) deliver to the newly elected secretary within a month of the annual meeting all organizational properties to the Office of the Secretary; 4) perform such other duties as may be necessary to coordinate and advance the organization's objectives; 5) function as chairperson of the Bylaws Committee; and 6) be responsible for notifying those on the ballot of their status post election.
- F. The information officer shall: 1) oversee appropriate information tools for communicating to the membership 2) sending the ballots as well as bylaws amendments to memberships 3) serve as a member on the membership committee.
- G. The district representative shall: 1) serve as chairpersons of committees as appointed by the president; 2) welcome and recruit new members within their district; 3) establish and chair quarterly district meetings **(these meetings may include state meetings and/or other events with KONL members)**; 4) serve as liaison and communicate information to district members.
- H. Current officers will assure the financial records and all minutes and reports will be kept for seven years.

Article VII - Nominations and Elections

Section 1: Committee on Nominations

- A. Composition. The Committee on Nominations shall consist of four members appointed by the President, representative of the four association districts, and the immediate past president or the president-elect who shall be the chairperson. Members of the committee shall not be barred from becoming nominees for office. If elected or appointed to office, they shall resign from membership on the Committee on Nominations. In the event of a vacancy on the committee, the president shall fill such a vacancy to complete the unexpired term by appointment. Members shall serve for a two-year term. Representatives from Twin Lakes and Cumberland Districts will be appointed in odd years. Representatives from Ohio Valley and Bluegrass Districts will be appointed in even years. The chairperson shall query district directors for potential candidates for membership on the committee.
- B. Duties. On odd years, the Committee on Nominations shall prepare a slate of candidates for president-elect, secretary, and Directors from the Ohio Valley and Bluegrass Districts. On even years, the Committee on Nominations shall prepare a slate of candidates for treasurer, information officer and Directors from Twin Lakes and Cumberland Districts. The candidates shall provide a choice to the membership that reflects objectives of the organization as well as geographic distribution. More than one candidate shall be nominated for each position. All candidates must be members in good standing. When the candidates have

indicated their willingness to serve, the proposed slate will be submitted to the Board of Directors for their approval. The list of candidates, together with a short biography of the background of each nominee, shall be submitted to the information officer in sufficient time for the information officer to inform the membership at least 30 days prior to the annual meeting. Any member of the organization may recommend a candidate for consideration by the Committee on Nominations.

The information officer prepares a tellers report detailing election results to the secretary who will notify the candidates.

- C. Meetings. The Committee on Nominations shall not be required to hold formal meetings, but may conduct its business by other means.

Section 2: Elections

- A. President-Elect, Secretary, and Directors. The election of the president-elect, secretary and directors from the Ohio Valley and Bluegrass Districts shall be conducted in odd years. A ballot, listing the names of eligible candidates proposed by the Committee on Nominations and approved by the Board of Directors, shall be conducted in odd years. A ballot listing the names of eligible candidates proposed by the Committee on Nominations, and approved by the Board of Directors, together with a short biography of the background and experience of each candidate, shall be sent electronically to each member of the organization not less than 30 days prior to the annual meeting. Electronic voting will be accepted up to 15 days prior to the date of the annual meeting. The votes shall be tabulated by the information officer and reported to the Board of Directors.
- B. Treasurer, Information Officer and Directors. The election of the treasurer, information officer, and directors from Twin Lakes and Cumberland Districts shall be conducted in the even years. A ballot listing the names of eligible candidates proposed by the Committee on Nominations, and approved by the Board of Directors, together with a short biography of the background and experience of each candidate, shall be sent electronically to each member of the organization not less than 30 days prior to the annual meeting. Electronic voting will be accepted up to 15 days prior to the date of the annual meeting. The votes shall be tabulated by the information officer and reported to the Board of Directors.
- C. Election: A majority vote shall constitute an election. In case of a tie vote, the choice shall be determined at a Board of Directors meeting prior to the Annual meeting. The results of the election shall be communicated to the membership of the organization at the annual meeting.
- E. Eligibility. To qualify for an elected office, a member must be in good standing with KONL.

Article VIII - Meetings and Voting

Section 1: Annual and Other Full Membership Meetings. There shall be an annual meeting for the transaction of affairs of the organization in conjunction with a KONL sponsored educational program in the fall of the year. There shall be a meeting for the transaction of affairs of the organization that shall be held at the time of the Kentucky Hospital Association's Annual Convention. Special meetings of the organization may be convened upon direction of the Board of Directors as necessary.

Section 2: Notices. The information officer of the organization shall notify the membership of the annual or other full membership meetings no less than 30 days prior to the date of the meeting.

Section 3: Order of Business. The order of business for annual or other full membership meetings shall be approved by the Board of Directors.

Section 4: Voting.

- A. Full members of the organization who are in good standing shall be entitled to one vote each.
- B. Electronic Vote. Voting for election of officers and Directors shall be by electronic ballot. Voting for Bylaws amendments may be done at a membership meeting or by electronic vote.
- C. Proxy voting shall be permitted.
- D. The results of the election will be communicated to the membership.

Section 5: Quorum. A majority of the Board of Directors and other members present in good standing constitute a quorum at any given meeting.

Article IX - Committees

Section 1: Standing Committees. The Board shall, at its first meeting after the annual meeting, designate the standing committees, except as otherwise provided by these by-laws, and shall define the functions of such committees.

There shall be five standing committees: the Committee on Programs, the Committee on Bylaws, the Committee on Legislative Issues, the Scholarship Committee, and the Membership Committee.

Each committee shall include a member of the Board. Each committee shall consist of at least three members. The president shall annually appoint the chairman (unless a chairman role is part of an officer's duties as noted within these bylaws) and members of each committee.

If a vacancy should occur, the president shall fill such vacancy by appointment. All standing committees shall submit annual reports and such interim reports as may be requested by the president.

The duties of the Committee on Programs shall be to develop programs and activities that promote the objectives of the organization; this shall include the program component of full membership meetings. The chairperson shall collaborate with the information officer to communicate to the membership concerning programs and collaborate with the treasurer to assure that programs are planned in consideration of the operating budget.

The duties of the Committee on Bylaws shall be to review the bylaws on an annual basis and to recommend changes as necessary to meet the objectives of the organization.

The duties of the Committee on Legislative Issues shall be to review legislation and public policy affecting health care, to share findings with the membership, to communicate to Legislators, and to represent KONL, as needed, at state hearings.

The duties of the Scholarship Committee shall be to determine the recipients of annual monetary scholarship monies set aside for this program. The Chairperson shall facilitate any necessary application changes, send out applications, review applicants with committee members for decision making, report the awardees and collaborate with the treasurer to obtain award checks. The Chairperson also includes communicating to the scholarship grantees their responsibilities in reporting after they have been awarded.

The duties of the Membership Committee shall be membership recruitment and retention to meet the objectives of the organization. The chairperson shall collaborate with the information officer to communicate with the membership and collaborate with the treasurer related to membership lists.

Section 2: Special Committees. Special committees may be appointed by the president for special projects as authorized by the Board of Directors. Special committees shall submit interim written reports of their activities to the president, if requested, and upon completion of the project, shall present a final written report with conclusions and recommendations.

Article X - Affiliation

The organization may enter into an agreement of affiliation with national and/or regional societies for health care managers under provisions determined and prescribed by the Board of Directors.

Article XI - Parliamentary Authority

Robert's Rule of Order - Newly revised shall govern the proceedings of the organization in all cases not provided for these by-laws or in standing rules.

Article XII - Amendments

These bylaws may be amended, upon recommendation by the Board of Directors, at any meeting of the organization or through electronic voting by the membership between meetings. Notice of proposed amendments shall be sent to all members not less than 30 days in advance of the meeting or in advance of the membership electronic voting period. Amendments must receive a two thirds vote of the membership voting by email or presence at the meeting.

Amendments to the bylaws may also be proposed by petition of at least 15 members of the organization in good standing. Amendments so proposed shall be filed with the secretary at least 60 days prior to the annual meeting.

Amendments to the bylaws that are approved by the membership shall become effective on the established date of approval of the voting members of the organization (refer to Article IX, Section 5: Voting). Decisions of the Board of Directors shall be promptly reported to the membership by the secretary of the organization.

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