

Bylaws
Kansas Advocates for Better Care, Inc.

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ARTICLE I - Name and Purpose

Section 1. Name. The name of the 501(c)(3) nonprofit corporation is Kansas Advocates for Better Care, Inc., also known as KABC. The principal office and place of business of the corporation is in Douglas County, Kansas.

Section 2. Purpose. The purpose and mission of the corporation is advocating for quality long-term care.

ARTICLE II - Members

Section 1. Classes of Members. Membership in KABC shall consist of the following classes:

- A. Individual/Household Membership. Any person younger than sixty (60) years of age who is current in the payment of membership dues to the corporation.
- B. Senior Membership. Any person of the age sixty (60) years or older who is current in the payment of the membership dues to the corporation.
- C. Group/Business Membership. Any group or business that is current in the payment of the membership dues to the corporation.

Section 2. Terms of Membership. Single year and multiple year memberships are available as determined by the board.

Section 3. Dues. All members shall pay dues in the amounts determined by the board.

Section 4. Rights of Members. Members shall receive certain publications, shall be afforded the right to attend all meetings of the corporation, including meetings of the directors, shall vote on the slate for board during the annual meeting, and shall enjoy such other rights and privileges not inconsistent with these Bylaws as the directors may from time to time confer. A group or business member may appoint a liaison to attend quarterly board meetings. All meetings of the corporation, including meetings of the board shall be open to all members. Members may speak but not vote at regular quarterly meetings but may speak and vote at the annual meeting. Non-members may attend all meetings, but shall not speak unless the president grants permission to do so.

Section 5. Termination of Membership. A member shall cease to be a member of KABC if:

- A. Such member resigns by giving notice in writing to KABC, or
- B. Such member fails to pay dues, or
- C. The directors vote to terminate the membership of a member for cause.

ARTICLE III – Board of Directors

Section 1. Eligibility. Members of the KABC board must be members of KABC.

Section 2. Number. The number of directors shall be no more than twenty-five (25) and no fewer than nine (9), including the officers.

Section 3. General Powers. Except as otherwise provided by law or in these bylaws, the direction of the affairs and resources of KABC shall be vested in the directors. The directors may by general resolution delegate to officers of KABC and to committees such powers as it elects. The duties of the directors shall include, but shall not be limited to, the following:

- A. Determine the priorities of the corporation.
- B. Transact the business of the corporation in the interim between meetings of members.
- C. Establish administrative policies and procedures governing the affairs of the corporation.
- D. Fill vacancies on the committees and on the board.

- E. Approve the establishment of committees not otherwise provided for.
- F. Establish membership dues.
- G. Propose, discuss and adopt legislative priorities.
- H. Elect officers of the board.
- I. Attest to having no conflict of interest, such as being an owner, operator, board member, or employee of a nursing home or other licensed adult care home, unless it is determined that it is in the best interests of KABC to make an exception by a two-thirds vote of the board.

Section 4. Terms. The term of a director shall be two (2) years. No director shall serve more than three consecutive terms, except a director serving three consecutive terms may be invited to additional terms by a majority of the directors. A director who has served more than half of a term shall be considered to have served a full term in that office.

Section 5. Resignation. Any director may resign at any time by giving written notice to the president.

Section 6. Removal. The vote of a majority of the number of the directors established by these Bylaws shall be required to remove a director from the board for cause.

Section 7. Attendance and Vacancies.

- A. Attendance is required in person, however under certain circumstances a director who participates in a conference call or by proxy shall not be considered absent.
- B. Vacancies may occur upon the following circumstances:
 - 1. Death of a director.
 - 2. Resignation.
 - 3. Removal for cause; i.e. absence from 3 or more consecutive directors' meetings.
- C. Filling vacancies for an un-expired term shall be made by a two-thirds (2/3) vote of the board.

Section 8. Meetings of the Board of Directors. Regular quarterly meetings may be held at such places and at such times as may be fixed from time to time by resolutions of the directors and notice shall be given of such regular meetings. Special meetings of the directors shall be determined during a regular meeting of the directors and shall be held at the office of the corporation or at such other place as may be designated. A call meeting may be made by the president or upon a written request to the president by any five (5) directors, with seven (7) days' notice of such meeting given to each director.

Section 9. Compensation. Directors shall not receive any salary for serving as a director, but all reasonable expenses will be paid in carrying out official duties of the board, if requested.

ARTICLE IV - Officers

Section 1. Officers. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer.

Section 2. Term. Officers shall be elected for a term of two (2) years in the manner provided by these Bylaws. No officer shall serve more than three (3) consecutive terms in the same office. An officer who has served more than half a term shall be considered to have served a full term in that office.

Section 3. Removal. Any officer may be removed from office by the board whenever, in the board's judgment, the best interests of the corporation will be served thereby.

Section 4. Duties of President. The president shall preside at all meetings of the directors, may give notice of any meeting of the members or of the directors when called in accordance with the provisions of these bylaws, and shall perform such duties as are customarily incident to the office of president and such other duties as shall be directed by the directors, including, but not limited to, the following:

- A. Serve as an ex-officio member of all committees, except the nominating committee.

- B. Serve as a representative of the corporation, or appoint a delegate to do so, at public or other organization meetings concerned with long term care issues.
- C. Appoint chairpersons and other board members to committees established by the board.
- D. As outgoing president, may choose to serve as an ex-officio member of the board or serve in another capacity at the request of the board.

Section 5. Duties of Vice President. The vice president shall perform the duties of the president in the case of death, absence, or inability of the president to act.

Section 6. Duties of Secretary. The secretary shall attend all meetings of the members and of the board of the corporation which are required or permitted by these bylaws; shall review and approve the records of all such meetings as prepared by the staff of the corporation prior to presentation to the board or to the members for approval; and shall perform such other duties as shall be directed by the board.

Section 7. Duties of Treasurer. The treasurer shall review the monthly check registers and bank reconciliation and monthly treasurer's reports, and annual treasurer's report prepared by the staff of the corporation, and shall approve the treasurer's reports prior to presentation to the board or to the members for approval. With the assistance of the staff of the corporation, the treasurer shall submit records of the corporation's finances to an auditor, appointed by the president with the consent of the board, at the close of the corporation's fiscal year. The treasurer or the president, or any other director designated by the board shall sign checks drawn on the corporation's bank account which are made payable to the executive director of the corporation.

Section 8. Transfer of Duties. Upon expiration of their terms of office, all officers shall surrender all property in their possession pertaining to their respective offices to their duly elected successors.

ARTICLE V - Committees

Section 1. Authority. The board, by resolution adopted by a majority of the directors, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons.

Section 2. Committees of the Board of Directors. The directors may designate, by resolution passed by a majority thereof, one or more committees, each of which shall consist of at least one member of the board, and which may consist of advisory members whom the president shall appoint and the board shall ratify, and who need not be members of the corporation. Any committee so created shall have and shall exercise only such powers and authority specifically delegated to it by resolution of the directors.

Section 3. Executive Committee.

- A. Composition. The executive committee shall consist of the four (4) officers of the corporation and one (1) at-large director.
- B. Quorum. The presence in person or through telephone conference call of three (3) members of the executive committee shall be necessary and sufficient to constitute a quorum for transaction of business of the executive committee.
- C. Powers and Duties. The executive committee shall:
 - 1. In the interim between regular and special meetings of the directors, provide direction to the executive director or otherwise act on matters of the business of the corporation that the executive committee deems cannot be delayed until a regular or special board meeting.
 - 2. Annually review these bylaws and recommend amendments to the directors.
 - 3. Direct members of the board to fulfill the duties of directors as set out in the job description for directors.
 - 4. Annually review and modify as necessary the budget proposed by the executive director for the following fiscal year and present a proposed budget for the following fiscal year to the directors.
 - 5. Recommend particular auditing services to the directors.
 - 6. Review all fiscal reports, and consult as necessary with the auditor.

7. Review the adequacy of fiscal procedures and controls and make recommendations for improvement to the directors and the executive director.
 8. Review financial performance and make recommendations for improvement to the directors and the executive director.
 9. Review personnel policies, consult with the executive director and make specific recommendations for improvement to the board.
 10. Annually review the job performance of the executive director and report findings and recommendations concerning merit, retention and compensation for the executive director and staff to the board.
 11. Have the right to appoint an ad hoc personnel committee to mediate disputes between the directors and the executive director when the disputes concern the business of the corporation.
 12. Receive specific direction from the executive director as to which employees are eligible for merit increase, budget permitting, as indicated by the job performance reviews conducted by the executive director.
 13. Review the salary and benefit package for each position, including upper and lower salary limits and intermediate merit increases. The committee will also consult with the executive director and make specific recommendations to the executive committee of the board for modifications (if any) in the salary and benefit package for each staff position and for the position of executive director, concurrent with budget planning by the executive committee.
 14. Exercise such other powers and perform such other duties as shall be authorized by the directors and which shall be in conformity with the law, the Articles of Incorporation, and these bylaws.
- D. Meetings. The executive committee shall meet regularly in person or by telephone conference call by schedule as set from time to time. The executive director shall also attend meetings of the executive committee, except for confidential matters such as review of the performance of the executive director.
- E. Notice. Notice of regular meetings of the executive committee shall be given seven (7) days in advance to each member of the executive committee and the executive director. Notice of special meetings of the executive committee called by the president shall be in writing, if possible, and shall be given to each member of the executive committee and the executive director as soon as possible after the special meeting is scheduled.
- F. Minutes. Minutes of executive committee meetings, whether in person or by telephone conference call, shall be reviewed and approved by the secretary before being presented at the next meeting.

Section 4. Nominating Committee. The nominating committee shall consist of no fewer than three directors who shall be appointed by the president following the annual meeting. The president shall appoint the chair of the committee.

- A. Nominating Process. (1) The nominating committee shall make nominations to the board to fill board vacancies. Recommendations for nominations may be sent by any active member to the chair of the nominating committee and shall be sent at least three months before the annual meeting of members. Only members shall be considered for nomination. (2) The board may nominate and elect by two-thirds majority (2/3) interim board members to fill vacant positions. All interim board members will be presented at the annual membership meeting for vote by the membership.
- B. Report of Nominating Committee. The report of the nominating committee to the board shall be to nominate persons as officers of the corporation. The report of the nominating committee to the membership at the annual meeting shall be to nominate persons to be elected to the board.
- C. Nominations at the Annual Meeting. The report of the nominating committee shall be made at the annual meeting of members. Immediately following the presentation of the report, any other active member may make nominations of any active member from the floor, provided that the consent of the nominee shall have previously been secured.

ARTICLE VI - Elections

Section 1. Officers. The president and the secretary shall be elected in alternate years than the vice president and the treasurer. Election of officers is held at the board meeting in the month of the annual meeting.

Section 2. Directors. Each year no fewer than one quarter and no more than one half of the directors shall be elected to serve for two (2) years or until their successors are elected.

Section 3. Terms of Office. Terms of office shall begin at the close of the annual meeting of members. *(exception for 2009 whereby through board approved change of the by-laws in ARTICLE VIII – Meetings Section 1. Annual Meeting terms of office are extended to September for directors and officers.)*

Section 4. Place of Election. Elections to the board shall be held at the annual meeting of members.

Section 5. Conduct of Elections. In the event of nominations from the floor, all voting shall be conducted by secret ballot.

Section 6. Votes Resulting in a Tie. In the event of a tie vote resulting from the secret ballot, the decision shall be made by ballot to determine which of the persons for whom an equal number of votes shall have been cast shall be elected.

Section 7. Election Results Reported. Election results shall be reported at the annual meeting.

ARTICLE VII – Membership Meetings

Section 1. Annual Meeting. In 2010 and forward, the annual meeting of members of the corporation for the election of directors and the transaction of such business as may come before the meeting shall be held during the month of September, at a time and place to be specified in the notice of such meeting. The secretary shall personally or with the assistance of the staff of the corporation give notice of the annual meeting of members in the newsletter and on the web site not less than twenty (20) days prior to the date of such meeting. (For calendar year 2009, the board of directors voted in favor of postponing the annual meeting until April. Directors and officers voted to extend their term(s) of office until September 2009 to facilitate the change in annual meeting date in KABC's by-laws. From this point forward, all terms of office will begin and conclude at the close of the annual meeting of each year.

Section 2. Special Meetings. Special meetings of the members shall be called at any time by the secretary upon the written request of the president or by petition to the president or board of any five (5) or more members. All special meetings shall be held at a time and place to be specified in the notice of such meeting, which notice shall be given by the secretary not less than seven (7) days prior to the date of such meeting, and which notice shall state the purpose or purposes for which such special meeting is called.

Section 3. Vote of Majority. At all meetings of members, all questions, unless otherwise expressly directed by statute or by these bylaws, shall be decided by the vote of a majority of the active members who shall be present at the meeting in person or by written proxy and who shall vote thereon.

ARTICLE VIII - Quorum

Section 1. Annual Meeting. The presence in person of ten active members, no more than 20 percent of whom are group or business members, shall be necessary and sufficient to constitute a quorum for transaction of business. In the event a quorum is not established, those attending may have informal discussion concerning items on the agenda and report their recommendations to the board at the next regular meeting.

Section 2. Directors Meetings. The presence in person of not less than a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, but a smaller number may adjourn any meeting to a later date and give at least five (5) days' notice of such adjourned date to each director who was not present at such meeting.

ARTICLE IX - Executive Director

There shall be employed by the board an executive director who shall serve at the pleasure of the board, or as provided in an employment agreement. The executive director shall be responsible for management and administration of KABC, including supervising and coordinating the administrative, financial, legislative, and professional activities of KABC.

ARTICLE X - Fiscal Year

The fiscal year of the corporation shall be January 1 through December 31.

ARTICLE XI - Parliamentary Authority

The rules contained in the most recent edition of Robert's Rules of Order shall govern the conduct at meetings of the members and the board in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XII- Records, Contracts and Funds

Section 1. Execution of Contracts and Checks. No contract, promissory note, check, draft, or bill of exchange, shall be made, signed, issued, deposited, or endorsed except by persons as may from time to time be designated by the board.

Section 2. Deposit of Funds. All funds of the corporation shall be deposited upon receipt to the credit of the corporation in such banks, trust companies or other depositories as the board may select.

Section 3. Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board and committees having any of the authority of the board.

ARTICLE XIII - Indemnification

Any present or former director or employee of the corporation shall be indemnified by the corporation against all reasonable obligations, liabilities, costs, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a director or employee. The exception to this indemnification is in relation to matters as to which he/she shall be found guilty of negligence or misconduct in respect of their matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

ARTICLE XIV - Dissolution

The corporation may be dissolved by a two-thirds (2/3) vote of the board. Upon dissolution of the corporation, any funds remaining after the payment of all debts may be distributed to one or more organizations qualified under 501(c) (3) of the Internal Revenue Code, and which include missions and purposes pertaining to quality long-term care.

ARTICLE XV - Amendments to Bylaws

These bylaws may be amended only by two-thirds (2/3) vote of the board. Notice of proposed changes in the bylaws shall be mailed to each director of the corporation at least fourteen (14) days prior to the regular or special meeting at which such proposed changes are to be acted upon.

Approved as amended: 10/18/77

Amended, Article V, Sec. 4: 9/15/79

Amended, Article IV, Sec. 3; Article V, Sec 4: 6/29/81

Amended, Article II, Sec. 2, Sec. 5; Article III, Sec. 2 & 3

Article V, Sec. 7: 9/8/82

Amended, Article IV, Sec. 3; Article V, Sec. 4: 9/14/83

Amended, Article III, Sec. 1; Article IV, Sec. 4; Article V,
Sec. 2 & 4; Article VIII, Sec. 4; Article XV: 1/16/85

Amended, Article II, Sec. 2; Article IV, Sec. 3, 5, 6 & 8;

Article V, Sec. 3, 4, 7, & 8; Article VI, Sec. 1; Article VII,
Sec. 3; Article IX, Sec. 1; Article XIII: 1/8/92

Amended, Article VI, Sec. 1; Article VII, Sec. 3: 7/8/92

Amended, Article III, Sec. 1; Article III, Sec. 2; Article III, Sec. 3; Article V: 7/14/93

Amended, Article II, Sec. 2; Article IV, Sec. 4; Article V, Sec. 2, 4 & 8; Article VII,
Sec. 3; Article VIII, Sec. 1; Article X: 2/28/97

Amended, Article IV, Sec. 4; Article V, Sec. 5: 5/1/97

Amended, Article IIV, Sec. 1; Article XVI, Sec. 1,2,3: 12/4/97

Amended, Article I; Article II, Sec. 2, 3 & 5; Article III, Sec. 4 thru 9; Article IV, Sec. 7;
Article V, Sec. 1; Article VI, Sec. 2 thru 7; Article VII, Sec. 3; Article XI; Article XV, Sec.
1 thru 3, 6/22/01.

Amended entire document: 12/9/05.

Amended Article VI, Sec. 1 & 3; and Article VII, Sec. 1: 3/6/2009.