Kansas Advanced Practice Nurse (KAPN) Association

Bylaws – 2022 Proposed Changes

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| **CURRENT LANGUAGE** | **PROPOSED CHANGES** | **RATIONALE** |
| Article I - DESCRIPTION  **Section 1. Name.** The name of the Corporation is Kansas Advanced Practice Nurses (KAPN) Association(referred to as the “Corporation”), | Article I - DESCRIPTION  **Section 1. Name.** The name of the Corporation is Kansas Advanced Practice Nurses (KAPN) Association(referred to as the “Corporation”). The Corporation is incorporated exclusively for purpose within the meaning of Sections 501C(6) of the Internal Revenue Code to promote advanced practice nursing….. |  |
| Article I - DESCRIPTION  **Section 3. Mission.**  The Mission of the Corporation is to:   1. Promote advanced practice nursing excellence in practice, education and research; 2. Collaborate with others in shaping the future of health care, including health professionals, agencies, organizations and individuals. 3. Provide leadership and direction for advanced practice nurses in the areas of legislation and regulation to meet the organization’s mission; 4. Build a positive image of the advanced practice nurse role; and 5. Be a valuable, reliable information resource regarding advanced practice nursing. | Article I - DESCRIPTION  **Section 3. Mission.**  The Mission of the Corporation is to:   1. Promote advanced practice nursing excellence in practice, education and research; 2. Collaborate with others in shaping the future of health care, including health professionals, agencies, organizations and individuals. 3. Provide leadership and direction for advanced practice nurses in the areas of legislation and regulation; 4. Promote a positive image of the advanced practice nurse role; and 5. Be a valuable, informative resource regarding advanced practice nursing. |  |
| Article II - MEMBERSHIP **Section 1. Categories of Membership**   1. **Regular** – This category of membership is open to all currently licensed and active Clinical Nurse Specialists (CNS), Certified Registered Nurse Anesthetists (CRNA), Certified Nurse Midwives (CNM), and Certified Nurse Practitioners (CNP) Regular Members in good standing have voting privileges. 2. **Student or Retired** – This category of membership is open to all registered nurses enrolled in an entry**-**level program that prepares Advanced Practice Nurses program for initial certification as a CNS, CRNA, CNM, or CNP or those retired from active practice as an advanced practice registered nurse. Student/retired members have no voting privileges. 3. **Associate** – This category of membership is any non-APN individual interested in fostering the mission of the Corporation. Associate members have no voting privileges. 4. **Supporting** – This category of membership is open to any Corporation, agency, institution, or organization that supports the Corporation with financial support. There are no voting privileges for supporting members. | Article II - MEMBERSHIP **Section 1. Membership**   1. **Regular** – This category of membership is open to all currently licensed and active This category of membership is open to all currently licensed and active advanced practice registered nurse who renew annually. 2. **Student or Retired** – This category of membership is open to all students enrolled in an advanced practice registered nurse program or those without an active advanced practice license who renew annually. Student or retired members have no voting privileges. 3. **Associate** – This category of membership is any non-APRN individual interested in fostering the mission of the Corporation who renew annually. Associate members have no voting privileges. 4. **Supporting** – This category of membership is open to any Corporation, agency, institution, or organization that supports KAPN who renew annually. There are no voting privileges for supporting members. | To be more inclusive to all APRNs licensed in the state of Kansas. |
| ARTICLE III - DUES **Section 1.** **Dues**. Membership dues are paid on an annual basis or through options as determined by the BOD. | ~~ARTICLE III - DUES~~ **~~Section 1.~~****~~Dues~~**~~. Membership dues are paid on an annual basis or through options as determined by the BOD.~~ | Remove section |
| **ARTICLE IV – BOARD OF DIRECTORS**  **Section 1: Board of Directors**   1. **General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. 2. **Qualifications.** Only Regular members in good standing may serve on the board of directors. 3. **Members of the Board of Directors**. The Board of Directors will consist of the following persons:    1. Persons elected as officers to the positions of President, Vice-President, Secretary, and Treasurer shall hold office both as an officer and a director;    2. Four Directors one each from each membership category: Clinical Nurse Specialists (CNS), Certified Registered Nurse Anesthetists (CRNA), Certified Nurse Midwives (CNM), and Certified Nurse Practitioners (CNP).    3. One Director who is elected at large 4. **Term.** Directors who are elected will serve for a term of two years. Board members are eligible to serve a maximum of three terms of two years in a single position and may not be re-elected or appointed to serve for the same position until there has been at least a year break in service. 5. **Responsibilities.** Each director will act in the best interests of the members of the Corporation and in addition to general service, will be required to serve on committee or committees of the Board. A director/committee member shall perform his/her duties as a director/committee member in good faith; in a manner he/she reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his/her duties, a director/committee member, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more directors, officers or employees of the Corporation whom the director/committee member reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the director/committee member reasonably believe are within the person’s professional or expert competency; or (c) a committee of the directors/committee members upon which he/she does not serve, duly established in accordance with these regulations, as to matters within it is designated authority, which committee the director/committee member reasonably believes to merit confidence. 6. **Compensation.** Directors shall not receive any stated compensation for their services but may be reimbursed for expenses as determined through policies of the Board in advance. 7. **Conflict of Interest and Confidentiality.** All directors and officers are required to sign and must agree to comply with the conflict of interest and confidentiality policies of the Corporation as adopted by the board as a prior condition before taking office as a director or officer.   **Section 2. Officers.** The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer.   1. **President** - elected by the members for a term of two years; odd years. 2. **Vice President-** elected by the members for a term of two years; even years. 3. **Treasurer** – elected by the members for a term of two years; odd years. 4. **Secretary** - elected by the members for a term of two years; even years. 5. **Directors**:    1. Clinical Nurse Specialists (CNS); odd years.    2. Certified Registered Nurse Anesthetists (CRNA); even years.    3. Certified Nurse Midwives (CNM); odd years.    4. Certified Registered Nurse Practitioners (CNP); even years.    5. One Director who is elected at large; odd years. 6. **Vacancies.** If a director resigns or cannot finish their term, the Board can replace that director for the remainder of the term. The Board will elect a replacement by majority vote. An officer selected through this process may stand for election at the next annual meeting.   **Section 3. The Executive Committee**. The Executive Committee is comprised of the officers including: President, Vice-President, Secretary, and Treasurer. The Executive Committee provides guidance to the Board and acts in situations that require immediate decisions and actions in between board meetings.   1. **President.** The president shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of the corporation. The president shall preside at all meetings of the members and at all meetings of the board of directors. The president shall be an ex officio member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws. 2. **Vice President.** In the absence or disability of the president, the Vice President shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors or these bylaws. 3. **Secretary.** The secretary shall keep, or cause to be kept, a record of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the members present or represented at members' meetings and the proceedings thereof. The secretary will follow the recommendations of the board or corporation policies, as to how and when such information, as noted in this section, is shared. The secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a membership ledger showing the names of the members and their contact information, and the number and date of membership certificates issued (if such certificates are used); and the date of suspension, termination or resignation of every membership certificate surrendered for cancellation. The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by these bylaws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. 4. **Treasurer**. The treasurer will keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, etc. The books of account shall at all reasonable times be open to inspection by any director. The treasure shall present a financial report at each Board and association meeting. The treasure will prepare financial records for an audit and work with the board that such an audit be completed annually. The treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as maybe designated by the board of directors. They shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of their transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. The treasurer shall be bonded, if required by the board of directors.   **Section 4.** **Removal of Officers or Directors.** A director or officer may be removed from the Board by an affirmative vote of two-thirds of the directors present at any meeting of the Board at which a quorum is present, if the director (a) has missed two unexcused meetings per year; (b) shall have committed a material violation of the regulations or policies of the Corporation; or (c) has acted in a manner detrimental to the best interests of the Corporation. | **ARTICLE ~~IV~~ III – BOARD OF DIRECTORS**  **Section 1: Board of Directors**   1. **Members of the Board of Directors**. The Board of Directors will consist of persons with an unincumbered license and current membership. The Directors include:    1. Elected ~~as~~ officers to the positions of President, Vice-President, Secretary, and Treasurer shall hold office both as an officer and a director;    2. Five Directors 2. **Term.** Directors who are elected will serve for a term of two years. Board members are eligible to serve a maximum of three terms of two years in a single position and may not be re-elected or appointed to serve for the same position until there has been at least a year break in service. 3. **Responsibilities.** As the governing body of the organization, members of the Board of Directors shall serve in good faith, shall uphold the highest level of professional, ethical, and legal standards, and shall fulfill the functions of their positions. A director shall discharge the director’s duties, including duties as a committee member, in good faith, with ordinary care, and in a manner the director reasonably believes to be in the best interest of the Corporation. A director is not liable to Corporation, a member or another person for an action taken or not taken as a director if the director acted in compliance with this bylaw provision. A person seeking to establish liability of a director must prove that the director did not act (1) in good faith, (2) with ordinary care, and (3) in a manner the director reasonably believed to be in the best interest of the Corporation. 4. **Compensation.** Directors shall not receive any stated compensation for their services but may be reimbursed for expenses as determined through policies of the Board in advance. 5. **Conflict of Interest and Confidentiality.** All directors and officers are required to sign and must agree to comply with the conflict of interest and confidentiality policies of the Corporation as adopted by the board as a prior condition before taking office as a director or officer.   **Section 2. Officers.** The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer.   1. **President** - elected by the members for a term of two years; odd years. 2. **Vice President-** elected by the members for a term of two years; even years. 3. **Treasurer** – elected by the members for a term of two years; odd years. 4. **Secretary** - elected by the members for a term of two years; even years. 5. **Directors –** elected by the members for a term of two years**;** three directors be replaced on odd year and two be replaced on even year. 6. **Vacancies.** If a director resigns or cannot finish their term, the nominating committee will make recommendations to the board. The Board will elect a replacement by majority vote. A director selected through this process may stand for election when their term is completed.   **Section 3. The Executive Committee**. The Executive Committee is comprised of the officers including: President, Vice-President, Secretary, and Treasurer. The Executive Committee provides guidance to the Board and acts in situations that require immediate decisions and actions in between board meetings.   1. **President.** The president shall, preside at all meetings of the members and at all meetings of the board of directors. The president shall be an ex officio member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws. 2. **Vice President.** In the absence or disability of the president, the Vice President shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors or these bylaws. 3. **Secretary.** The secretary shall keep, upload all minutes upon approval of the BOD. The secretary will follow the recommendations of the board or corporation policies, as to how and when such information, as noted in this section, is shared. The secretary shall keep, or their designee a membership ledger showing the names of the members and their contact information, and the number and date of membership certificates issued (if such certificates are used); and the date of suspension, termination or resignation of every membership certificate surrendered for cancellation. The secretary shallgive notice of all meetings of the members and of the board of directors. 4. **Treasurer**. The treasurer will keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, etc. The treasurer will file annual reports with the Kansas Secretary of State and work with an accountant for state and federal tax filings. The books of account shall at all reasonable times be open to inspection by any director. The treasure shall present a financial report at each Board and association meeting. The treasure will prepare financial records for an audit and work with the board that such an audit be completed annually. The treasurer shall deposit all monies and valuables in the name and to the credit of the corporation with such depositories as maybe designated by the board of directors. They shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of their transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. The treasurer shall be bonded, if required by the board of directors   **Section 4.** **Removal of Officers or Directors.** A director or officer may be removed from the Board by an affirmative vote of two-thirds of the directors present at any meeting of the Board at which a quorum is present, if the director (a) has missed two unexcused meetings per year; (b) shall have committed a material violation of the regulations or policies of the Corporation; or (c) has acted in a manner detrimental to the best interests of the Corporation. Absence without good cause from two scheduled meetings shall constitute a resignation. The vacancy shall be filled by a recommendation from the Nominations Committee and appointed by the Board of Directors by a majority vote. |  |
| **ARTICLE V – ELECTIONS & VOTING**  **Section 1: Elections:**   1. Application dates and deadlines for open board positions will be determined by the Board of Directors. 2. The slate of at least one individual for each office will be presented virtually to the membership at least 2 weeks prior to the annual meeting. Final ballots must be cast by midnight the day before the annual meeting. Write in nominees are acceptable if candidates meet the position criteria. Election results will be presented at the end of the annual meeting   **Section 2. Voting Rights.** Each regular member in good standing shall be entitled to one vote for each matter submitted to the membership for voting.  **Section 3. Voting.** The majority vote will be required for elections and matters requiring a general membership vote. All membership voting will take place via electronic voting processes as determined by the Board of Directors. Only members in good standing are eligible to vote. All voting will take place using email or electronic surveys. No member may vote by proxy. | **ARTICLE V – ELECTIONS &**  **VOTING**  **Section 1: Elections:**   1. Application dates and deadlines for open board positions will be received no later than 90 days prior to the annual meeting or as determined by the Board of Directors. 2. The slate of at least one individual for each office will be presented to the membership at least 2 weeks prior to the annual meeting in January of each year. Final ballots must be cast by midnight one week prior to the annual meeting. Write in nominees are acceptable if candidates meet the position criteria. Election results will be presented at the end of the annual meeting   **Section 2. Voting Rights.** Each regular member in good standing shall be entitled to one vote for each matter submitted to the membership for voting.  **Section 3. Voting.** The majority vote will be required for elections and matters requiring a general membership vote. All membership voting will take place via electronic voting processes or as determined by the Board of Directors. Only members in good standing are eligible to vote. No member may vote by proxy. |  |
| **ARTICLE VI – MEETINGS & COMMITTEES**  **Section 1. Annual Meeting** - An annual meeting of the members shall be held at a time and location (can be a virtual meeting) designated by the Board of Directors. Notice of the time and place of the annual meeting of the members shall be given to each member no less than 30 days before the date of the meeting. These notices will be placed on the website of the Corporation.  **Section 2. Special Meetings** - Special meetings of the members may be called by the President or by a request in writing by the majority of the Board of Directors. Notice must be given 7 days in advance and the purpose of the meeting will be stated in the notice. These notices will be placed on the website of the Corporation.  **Section 3. Board Meetings/Action**   1. **Meetings**. Regular Board meetings will occur at least two times per year. Board members are expected to attend all meetings. Only directors may attend meetings of the directors. Notice (written or electronic) of the time and location of Board meetings will be sent to Directors at least 2 weeks in advance. Additional persons may be invited by the President to attend portions of the meetings of the Board as may be appropriate for the business of the Corporation. 2. **Meetings by Telephone or other Virtual Means.** Members of the board of directors of the corporation, or any committee designated by such board, may participate in a meeting of the board of directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting. 3. **Quorum.** A majority of the Directors will constitute a quorum for meetings 4. **Voting**. All decisions of the Board will be approved with a majority vote of the directors in attendance, and their remains a quorum in attendance. No directors may vote by proxy. 5. **Board Action/Business:** Business items can be discussed non-synchronously outside of regularly scheduled meetings and virtual voting is acceptable for corporation business at non-scheduled meetings but requires a majority vote of the Board.   **Section 4. Committees**. The Board may create such committees as appropriate for the best interest of the Corporation in accomplishing its mission. The Board may create or eliminate non-standing committees the Board believes appropriate. The Board may adopt rules and regulations regarding the operation of specific committees and all committees are subject to the overall control and supervision by the Board and shall report their activities to the Board at each meeting of the Board.  **Section 5. Standing Committee**   1. A Nominating Committee of three members will:    1. Be elected by ballot prior to the annual meeting. The Chairperson shall be the individual receiving the highest votes.    2. A slate of at least one individual for each office will be presented virtually to the membership at least 2 weeks prior to the annual meeting, each nominee will provide their consent to serve.    3. Any candidate must be a regular member in good standing.    4. The Nominating Committee will review candidates for election to the Board or as officer and for filling vacancies, and may evaluate candidates from time to time following procedures and guidance as established by the Board.   **Section 6: Ad Hoc Committees.** The President of the Board can designate Ad Hoc committees for a specified amount of time and purpose. The Chair and members do not need to be Board members but they must be members of KAPN  **Section 7: Resignation and Removal.** Any committee member may resign by giving their written notice to the chairperson of the committee and such resignation shall take effect at the time specified in such notices. Any committee member may be removed by a majority vote of all directors present at any regular meeting of the board or at a special meeting of the board called for that purpose. | **ARTICLE VI – MEETINGS & COMMITTEES**  **Section 1. Annual Meeting** - An annual meeting of the members shall be held January of every year at a time and location designated by the Board of Directors. Notice of the time and place of the annual meeting of the members shall be given to each member no less than 30 days before the date of the meeting. These notices will be placed on the website of the Corporation.  **Section 2. Special Meetings** - Special meetings of the members may be called by the President or by at least three Board of Directors in writing as needed. The purpose of the meeting will be stated in the notice. These notices will be placed on the website of the Corporation.  **Section 3. Board Meetings/Action**   1. **Meetings**. Regular Board meetings will occur at least two times per year. Board members are expected to attend all meetings. Notice of the time and location of Board meetings will be sent to Directors at least 2 weeks in advance. Additional persons may be invited by the President to present at the meetings of the Board as may be appropriate for the business of the Corporation. 2. **Quorum.** A majority of the Directors will constitute a quorum for board of director meetings. A majority of the members present at the annual meeting will constitute a quorum. 3. **Voting**. All decisions of the Board will be approved with a majority vote of the directors in attendance, and their remains a quorum in attendance. ~~No directors may vote by proxy.~~ 4. **Board Action/Business:** Business items can be discussed non-synchronously outside of regularly scheduled meetings and virtual voting is acceptable for corporation business at non-scheduled meetings but requires a majority vote of the Board.   **Section 4. Committees**. The Board may create such committees as appropriate for the best interest of the Corporation in accomplishing its mission. The Board may create or eliminate non-standing committees the Board believes appropriate. The Board may adopt rules and regulations regarding the operation of specific committees and all committees are subject to the overall control and supervision by the Board and shall report their activities to the Board at each meeting of the Board.  **Section 5. Appointments of Committees:** Each Board of Directors shall serve as a member of at least one committee, the Board may also appoint one or more other persons who are not Members of the Organization to the committee, but most of the committee members must be Members of the Organization. A Committee Chairperson and Vice Chairperson shall be elected each year from among the Committee members unless otherwise noted in the Bylaws and shall keep the board appraised of committee activity and outcomes.  **Section 6.Standing Committee.** Standing Committees of the Board of Directors shall consist of:   1. Nominating Committee:    1. Three members will be elected by ballot prior to the annual meeting. The Chairperson shall be the individual receiving the highest votes;    2. A slate of at least one individual for each office will be presented to the membership at least 2 weeks prior to the annual meeting, each nominee will provide their consent to serve;    3. Any candidate must be a regular member in good standing;    4. The Nominating Committee will review candidates for election to the Board or as officer and for filling vacancies, and may evaluate candidates from time to time following procedures and guidance as established by the Board;    5. Encouraged to identify members who encompasses all advanced practice nurses. 2. Bylaws Committee:    1. Consist of four persons who shall meet and review the bylaws of this organization annually. This committee shall:       1. Chaired by a member of the Board of Directors;       2. Suggest and receive all proposed changes, amendments or repeal of a provision to the bylaws of this organization;       3. Submit proposed changes, amendments, or repeal of a provision to the Board of Directors for review;       4. Submit proposed amendments, to include those recommendations by the Board of Directors, to the voting body of the Membership. 3. Legislative Committee:    1. Study the needs for legislative action;    2. Study proposed federal, state, and local legislation for its implications for advanced practice nursing, nursing, and public health;    3. Shall present to the Board of Directors a legislative strategy and implement such strategies as approved by the Board of Directors;    4. Keep the Board of Directors and the Members appraised of current legislative issues;    5. Represent the Organization at legislative or policy committees of other organizations or associations as determined by the Board of Directors;    6. Arrange for congressional contact or testimony as the Board of Directors deems necessary and appropriate. 4. Membership Committee:    1. Study and evaluate matters relating to membership in the Organization;    2. Develop and implement plans to accommodate membership needs for retaining and increasing membership;    3. Develop programs to meet the needs of current members. 5. Promotions Committee:    1. Supports the mission in Promoting a positive image of the advanced practice nurse role;    2. Valuable, reliable information resource regarding advanced practice and increasing membership;    3. Disseminates information through social media, Corporation website, media outlets, annual conference, membership surveys, etc.   **Section 7: Ad Hoc Committees.** The Board can designate Ad Hoc committees for a specified amount of time and purpose. The Chair and members do not need to be Board members, but they must be members of KAPN.  **Section 8: Resignation and Removal.** Any committee member may resign by giving their written notice to the chairperson of the committee and such resignation shall take effect at the time specified in such notices. Any committee member may be removed by a majority vote of all directors present at any regular meeting of the board or at a special meeting of the board called for that purpose. Absence without good cause from two scheduled meetings shall constitute a resignation. The vacancy shall be filled by a recommendation from the Nominations Committee and appointed by the Board of Directors by a majority vote.  **Section 9: Quorum.** A majority of committee Members shall constitute a quorum for the transaction of business, and the act of a majority of the committee members present at a meeting of the committee at which a quorum is present shall be the act of the Committee.  **Section 10: Meeting and Notices:** A committee may, by resolution, fix regular meeting dates of which no additional notice needed be given to the Members of the Committee. Special meetings of the Committee may be held at the call of the Chairperson of the committee upon such notice as is provided in these Bylaws for special meetings of the Board of Directors. |  |
| **SECTION VIII - AMENDMENTS**  **Section 1. Amendments.** Amendments, changes or additions to these bylaws can be made with approval by a majority of the Board, and a majority vote of the voting members. | **SECTION VIII -AMENDMENTS**  **Section 1.** These bylaws may be amended at the direction of the Bylaws Committee at any KAPN Annual Meeting by a two-thirds majority vote of the members of the voting body present and voting. All proposed amendments shall be in the possession of the secretary of this Organization at least two months before the date of the KAPN Annual Meeting, and in the hands of the membership 14 days before the date of the KAPN Annual Meeting, and shall be appended to the call for the meeting.  **Section 2.** Without previous notice, these bylaws may be amended at any KAPN Annual Meetign by 85 percent of those present and voting without previous notice. Amendments to these bylaws are subject to Roberts Rules of Order Newly Revised, and rules of parliamentary, statutory, and regulatory laws. |  |
| **SECTION IX - DISSOLUTION**  **Section 1. Distribution of Assets.** Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liability of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal revenue Law), as the board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations or organization, as said Court shall determine which are organized and operated exclusively for such purposes.  The Board of Directors approved these Bylaws for KAPN CORPORATION on October 7, 2015. The voting membership approved these Bylaws for KAPN CORPORATION:  Original Members:   |  |  |  | | --- | --- | --- | | Wanda Sue | Beebe | NP | | Merilyn | Douglass | NP | | Ronda | Eagleson | NP | | Diane | Ebbert | NP | | Carol | Elliott | CRNA | | Sharon | Foster | CNM | | Dawna | Huhman | NP | | Angie | King | NP | | Michell | Knowles | NP | | Rae Lyn | Mefford | NP | | Carol | Omara | NP | | Jessica | Powell | NP | | Karen | Root | NP | | Betty | Smith-Campbell | CNS | | **SECTION IX - DISSOLUTION**  **Section 1. Distribution of Assets.** Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liability of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal revenue Law), as the board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations or organization, as said Court shall determine which are organized and operated exclusively for such purposes.  The Board of Directors approved these Bylaws for KAPN CORPORATION on October 7, 2015. Revised/Adopted: XXX. |  |