

CONSTITUTION
of the
Kansas Health Care Association, Inc.

ARTICLE I. NAME.

This association shall be known as the "Kansas Health Care Association, Inc.", hereinafter referred to as KHCA.

ARTICLE II. OBJECT.

The object of this association shall be to elevate the standards of licensed health care facilities in Kansas. The ultimate ideal includes the betterment of service to the public, fostering perpetuation of highest religious and professional ideals, principles and practices in the operation of such licensed facilities; integrating the function and responsibilities of the members of the association to their mutual benefit; providing continuing education for administrators and facility staff members; and promoting recognition of the health care profession.

ARTICLE III. POLICY.

It shall be the policy of the association in all of its endeavors to establish and maintain the highest professional and ethical standards as related to the care provided in, and the operation of licensed health care facilities.

ARTICLE IV. CONDITIONS OF MEMBERSHIP.

- SECTION 1. Any health care facility licensed under the laws of Kansas may be eligible for membership in KHCA. A facility must also join the American Health Care Association, Inc. as a condition of KHCA membership.
- SECTION 2. Membership in this association is contingent upon the active adherence to the Association Creed, Service Code, Constitution and Bylaws.
- SECTION 3. Membership may be approved or disapproved by the Board of Directors. Reasons for disapproval may include:
- A. Actions or conduct by any owner, officer, director, or managing employee which are substantially prejudicial or contrary to the maintenance of high standards of professional care and administration.
 - B. Actions or conduct by any owner, officer, director, or managing employee which are substantially counter to Article II. OBJECT. of the KHCA Constitution and Bylaws.
 - C. Conviction of a felony by any owner or operator applicant.
 - D. Court ordered receivership of any facility as well as other facilities under ownership, control, or management of such single entity.
- SECTION 4. Honorary membership may be conferred by the Board of Directors onto those individuals who have rendered distinguished service to the health care field or to KHCA. Honorary members shall be ineligible to vote in the affairs of KHCA; however, they may serve on committees in an advisory capacity. All past presidents/Chairman of the Board shall be Honorary Members of KHCA.
- SECTION 5. Associate memberships may be conferred upon an individual or individuals, real or corporate, and shall be approved or disapproved under a procedure designated by the Board of Directors. Associate members shall not be entitled to vote in the affairs of this association.
- SECTION 6. All members shall be subject to disciplinary action for sufficient cause, which may include suspension or termination. Sufficient cause shall be defined as including conduct by any owner, officer, director, or managing employee of a licensed health care facility which is substantially prejudicial or contrary to the maintenance of high standards of professional care and administration. Disciplinary censure shall require a two-thirds affirmative vote of the Board of Directors.

SECTION 7. Any member suspended or terminated under the provisions of this subsection may be reinstated as an active member under such terms and conditions determined by the Board of Directors. Reinstatement shall require a two-thirds affirmative vote of the Board of Directors.

ARTICLE V. VOTING.

Each member facility in good standing shall have the right and privilege of voting on all questions at the annual meeting or any other specially called meeting of KHCA.

ARTICLE VI. QUORUM.

A quorum necessary to transact business at the annual meeting or any other specially called meeting of KHCA shall be 33% of all KHCA membership in good standing registered at the meeting; the 33% quorum shall include the presiding officer and secretary.

ARTICLE VII. NOMINATING COMMITTEE.

SECTION 1. The nominating committee shall consist of the Immediate Past President/Past Chairman of the Board as chairperson, and the district vice presidents. In the absence of a vice president, a substitute shall be appointed by the district vice president.

SECTION 2. The nominating committee must meet not less than 75 days prior to the annual meeting and prepare a list of the names of at least one candidate for each office, who is qualified at the time of nomination and available. The report shall be distributed to the KHCA membership at least 45 days prior to the annual meeting.

SECTION 3. Names of persons qualified and available at the time of nomination may be placed in nomination:

- A. From the floor, at the election session during the meeting.
- B. By signed letters of endorsement from five member facilities to be received by KHCA President/CEO no less than 30 days prior to the election of officers at the annual meeting.

SECTION 4. A list of candidates and offices for which they are nominated will be mailed to member facilities not later than 15 days prior to the annual meeting.

ARTICLE VIII. EXECUTIVE COMMITTEE.

SECTION 1. The KHCA Executive Committee shall consist of the Chairman of the Board, immediate past president, vice president/treasurer, facility standards vice president, government affairs vice president, membership vice president, KCAL president, and the KHCA President/CEO who will serve as ex-officio, without vote.

SECTION 2. TERM OF OFFICE.

- A. CHAIRMAN OF THE BOARD. The Chairman of the Board shall not serve more than two consecutive two-year terms.
- B. VICE PRESIDENTS ELECTED AT LARGE. Terms of office shall be for two years. Vice Presidents elected at-large shall not serve more than two consecutive two year terms in the same elected position.
- C. Term of office shall begin January 1 after election and continue through December 31 of that year.
- D. VICE PRESIDENT/TREASURER. The vice president/treasurer shall not serve more than two consecutive two year terms.

SECTION 3. QUALIFICATIONS.

- A. The Chairman of the Board shall be required to have served one year on the Executive Committee or Board of Directors prior to being eligible for the office and must have attended 65% of the meetings scheduled during the last term in office.

- B. An individual cannot serve concurrently as a district vice president and as a member of the Executive Committee.

SECTION 4. VACANCIES IN OFFICE. CHAIRMAN OF THE BOARD, ELECTED VICE PRESIDENTS AND VICE PRESIDENT ELECTED AT LARGE.

- A. If the Chairman of the Board or vice president elected at-large becomes unable to perform the duties of the office due to death, disability, resignation or other cause, the Executive Committee shall call a special meeting of the Board of Directors for the purpose of electing a person to serve the remaining portion of the unexpired term.

SECTION 5. ELECTIONS.

- A. Election of the Executive Committee shall be at the annual meeting immediately following the report of the Nominating Committee and any further nominations from the floor.
- B. Election shall be by secret ballot except where there is but one available candidate for an office.
- C. Election shall be by majority vote.
- D. The Chairman of the Board shall appoint tellers to distribute ballots, tally the votes, and shall report the election results to the membership prior to the conclusion of the annual meeting.

ARTICLE IX. BOARD OF DIRECTORS.

SECTION 1. Each member of the Board of Directors must be the designated representative of a KHCA member facility. The general management of KHCA shall be vested in the Board of Directors, which consists of:

- A. Chairman of the Board
- B. Vice President/treasure
- C. Immediate Past Chairman of the Board
- E. Multi-Facility Vice President (affiliated with more than 10 facilities)
- F. Membership Vice President
 - 1. Regional VP's KHCA/KCAL
- G. Facility Standards Vice President
 - 1. Education Chair
 - 2. NAC Chair
 - 3. Health Information Chair
- H. Govt. Affairs Vice President
 - 1. Reimbursement Chair
 - 2. Consumer Relations Chair
- I. President of the KHCA Nursing Advisory Committee
- J. President/CEO as an ex-officio member without vote
- K. KCAL President
- L. Independent Owner Vice President (affiliated with less than 11 facilities)

SECTION 2. DISTRICT VICE PRESIDENTS.

- A. TERM OF OFFICE. Term of office shall be for two years. Even-numbered districts shall elect a vice president to coincide with even-numbered years. Each odd-numbered district shall elect a vice president to coincide with odd-numbered years.
- B. ELECTIONS. District elections shall be held at the annual meeting prior to the general election. Term of office shall begin January 1 after election at the annual meeting.

- C. VACANCIES IN OFFICE. A vacancy in the office of district vice president may be filled by any of the following:
 - (1) District election
 - (2) Election by Board of Directors
 - (3) Chairman of the Board appointment
- D. ALTERNATES. A district vice president may designate another member from the district to serve as an alternate at meetings of the Board of Directors. An alternate shall have all rights and privileges of participation and vote.
- E. DUTIES
 - 1. The District Vice President shall serve as the liaison between the District and the Board of Directors.
 - 2. The District Vice President is expected to serve on one of the major Board committees.

SECTION 3. DUTIES OF THE BOARD OF DIRECTORS.

- A. The Board of Directors is empowered to retain a legal counsel, a President/CEO and other employees, contractors and agents necessary for the proper operation of KHCA. It shall have power to delegate duties to the Executive Committee and members of the association.
- B. The Board of Directors is empowered to purchase, rent, acquire, lease, mortgage, sell, dispose of, and otherwise deal in and with real and personal property of any kind and for any purpose. The Board of Directors is further empowered to execute, accept, take and deal in and with mortgages (chattel or real), promissory notes, leases, contracts, open accounts, licenses and permits.
- C. The Board of Directors may modify, change, alter, establish, revoke and maintain such rules and regulations, dues and prerequisites for membership in the association that it deems necessary.
- D. A secretary shall be elected from within the Board of Directors. The secretary shall be responsible for the recording of the official minutes of the Board of Directors and annual meeting.
- E. The Board of Directors shall select from within one person to serve as a voting member of the KHCA Service Corporation Board of Directors.
- F. If in the opinion of the Board of Directors any elected member of the Board of Directors or Executive Committee has failed to fulfill the responsibilities of such elected office in accordance with the KHCA Constitution and Bylaws, the Board of Directors may remove such person from office by a three-fourths majority vote of the Board of Directors.

ARTICLE X. MEETINGS.

SECTION 1. The Board of Directors shall meet at least four times a year, including the annual meeting of the association.

SECTION 2. There shall be an annual meeting of KHCA, with date and place to be determined by the Board of Directors.

SECTION 3. Emergency meetings of the Board of Directors may be called by the Chairman of the Board, Vice President/Treasurer, or in their absence a minimum of five members of the Board after due notice is given.

ARTICLE XI. PRESIDENT/CEO.

The position of President/CEO shall be filled by a person other than a member of KHCA. The Executive Committee and at least three KHCA past presidents/Chairman of the Board shall constitute a committee to contract for a President/CEO, subject to review and approval by the Board of Directors.

ARTICLE XII. PRESIDENT EMERITUS.

The title of "President Emeritus" may be conferred upon a past president/Chairman of the Board who has performed meritorious service. An affirmative three-fourths vote of the members at the annual meeting shall be required for confirmation.

ARTICLE XIII. AMENDMENTS.

The Constitution and Bylaws may be amended by a two-thirds vote of at the annual meeting. Amendments shall be submitted in writing to the Board of Directors 60 days in advance of the annual meeting. Amendments shall be published and distributed to the membership 45 days in advance of the annual meeting.

**BYLAWS
of the
KANSAS HEALTH CARE ASSOCIATION, INC.**

I. DUTIES OF THE EXECUTIVE COMMITTEE.

1. The Executive Committee serves in an advisory capacity to the Chairman of the Board and its powers shall not infringe on the powers of the Board of Directors. The power and duties of the Executive Committee shall be those pertaining to the office except as otherwise prescribed or limited by the Constitution or Bylaws.
 - A. CHAIRMAN OF THE BOARD. The Chairman of the Board shall be the presiding officer of all KHCA meetings. The Chairman of the Board may appoint special and ad hoc committees and their chairpersons with the approval of the Board of Directors. The Chairman of the Board shall serve as a voting member of the KHCA Nursing Council Executive Board and as an ex-officio member of the KHCA Service Corporation without vote.
 - B. VICE PRESIDENT/TREASURER. The Vice President/Treasurer shall serve as a liaison between the Board of Directors and the membership and serve in the absence of the Chairman of the Board.
 1. Supervise the maintenance of the financial records of KHCA.
 2. Make periodic reports to the Executive Committee, Board of Directors and the Membership.
 - C. EDUCATION VICE PRESIDENT. Shall be responsible for developing continuing education for administrators and facility staff, including planning of the annual convention.
 - D. GOVERNMENT AFFAIRS VICE PRESIDENT. Shall be responsible for developing legislation and regulations favorable to Kansas adult care homes and the objectives of KHCA.
 - E. MEMBERSHIP VICE PRESIDENT. Shall be responsible for all matters relating to membership and utilization of KHCA services by members; promoting KHCA, and recruiting new membership.
 - F. FACILITY STANDARDS VICE PRESIDENT. Shall be responsible for developing a program of quality assurance and resident satisfaction for the membership.
 - G. KCAL PRESIDENT. Shall be responsible for leading the assisted living/residential health care section of the membership.
2. ANNUAL BUDGET. The Executive Committee shall be responsible for carrying out the fiscal policy of KHCA and arranging for an annual financial review and an audit every two years or as deemed necessary by the Executive Committee.
3. PAST PRESIDENT/PAST CHAIRMAN OF THE BOARD. Immediate Past president/Past Chairman of the Board may serve the Chairman of the Board, Executive Committee, and Board of Directors in an advisory capacity.

II. MEMBERSHIP.

1. Procedures for membership shall include: filing of an application, payment of fees and approval by the KHCA Board of Directors.
2. The member homes of KHCA shall be defined as a health care facility licensed as an adult care home licensed by the Kansas Department of Health and Environment and those long term care units that are a distinct part of a hospital. The member home shall receive, upon Board of Directors approval, a membership certificate embossed with the KHCA corporate seal.
3. The above mentioned certificates will remain the property of KHCA and must be returned when membership is discontinued.

III. VOTING.

1. Each member shall designate in writing to KHCA not later than the day prior to the annual business meeting the delegate and alternate who shall be the voting representative for the member.
2. In the case where a member wishes to use a proxy to vote, such proxy must be sent in writing in a signed statement by the member to the KHCA office no later than three business days prior to the annual business meeting.
3. In the case where a member wishes to vote by absentee ballot, such vote must be sent in writing, signed by the member, to the KHCA office no later than three business days prior to the annual business meeting.

IV. ASSOCIATE MEMBERSHIPS.

1. Associate membership may be conferred, with approval of the Board of Directors, on any individual or individuals, real or corporate. The associate member shall be required to pay annual dues and any other fee or convention charge paid by the association members. The associate member will be able to attend all open meetings, any Board of Directors meeting and any annual convention of the association. The associate member shall receive the regular publication of the association. The associate member may be appointed to any committee in an advisory capacity.
2.
 - A. An associate member shall be an individual or business who is not eligible for regular KHCA membership.
 - B. An individual/business which during the year becomes eligible for KHCA membership will lose their associate membership at that time.

V. DISTRICTS.

1. KHCA shall be divided into six districts as shown on the attached map.
2. Districts shall be subject to the rules and regulations of KHCA. Districts may adopt bylaws and assess district dues.
3. A minimum of four meetings shall be held annually with one at least each calendar quarter, including a meeting to be held during the annual convention of the association. Minutes of district meetings shall be submitted to the KHCA President/CEO.
4. District members must be members of KHCA with each member entitled to one vote.
5. In accordance with generally accepted accounting principles, all Districts must report all revenues and expenses to the Board of Directors.

VI. FUNDS.

1. All KHCA monies shall be deposited in the name of KHCA in a bank and/or savings institution determined by the Board of Directors, district monies excepted.
2. All funds will be disbursed by check signed by either the treasurer, Chairman of the Board,

President/CEO or other person designated by the Board of Directors.

3. The treasurer shall prepare a monthly financial report for the Executive Committee, a quarterly financial summary for the Board of Directors, and a financial report to the general membership at the annual meeting.
4. All deposited association funds are to be federally insured at all times.

VII. PAYMENT OF DUES.

The Board of Directors will establish policies regarding the payment of dues and the suspension and reinstatement of members whose payments become delinquent.

VIII. COMMITTEES.

1. The following are KHCA standing committees:
 - A. Budget. The objective of the Budget Committee shall be to monitor all matters of a financial nature, prepare an annual budget and oversee the fiscal policy of the association. The Executive Committee serves as the Budget Committee.
 - B. Constitution and Bylaws. The objective of the Constitution and Bylaws Committee shall be to monitor compliance with and recommend changes as necessary to the association's Constitution and Bylaws, and rules.
 - C. Education. The objective of the Education Committee shall be to develop educational opportunities for adult care home staff.
 - D. Facility Standards: The objective of the Resident Satisfaction Committee shall be to develop and promote culture change, develop and improve resident satisfaction indicators, develop and promote quality assurance and to promote resident-centered care programs for the membership.
 - E. Government Affairs. The objective of the Government Affairs Committee shall be to support and develop legislation and regulations favorable to the delivery of long term health care.
 - F. Membership. The objective of the Membership Committee shall be to represent the interests of the Kansas licensed adult care homes through membership in KHCA and to promote the growth of membership in KHCA.
 - G. Nursing Advisory Committee. The objective of the Nursing Advisory Committee shall be to develop quality continuing education, increase the standards for long term care nurses and maintain the KHCA providership status with the Kansas State Board of Nursing.
2. Each district may have a member on each committee. With the exception of the Nominating and Budget Committees, the Committee Chairman shall appoint all members to the committee.

IX. DELEGATES AND ALTERNATE DELEGATES TO THE AMERICAN HEALTH CARE ASSOCIATION CONVENTION.

1. Delegates and alternate delegates to the American Health Care Association convention shall be appointed by the Chairman of the Board.

X. QUORUM.

1. A majority of the Board of Directors is necessary to conduct business of the Board of Directors. A majority of the Executive Committee is necessary to conduct business of the Executive Committee.

XI. Attendance.

1. A member of the Board of Directors shall not miss more than three (3) meetings in a calendar year and remain on the Board.

XII. RULES OF ORDER.

1. Robert's Rules of Order Newly Revised, shall govern the association in all cases in which they are applicable and in which they are not in conflict with the KHCA Constitution, Standing Rules, and Policies.
2. The Chairman of the Board shall appoint a certified parliamentarian who is conversant with parliamentary procedures to serve at the annual meeting of the association.

XIII. CHAIRMAN OF THE BOARD 'S EXPENSE.

The Chairman of the Board of this association may be reimbursed for actual expenses incurred in the work of the association not to exceed the dollar amount determined in the annual budget of the association.

XIV. FISCAL YEAR.

The fiscal year of the association shall be the calendar year.

XV. KANSAS CENTER FOR ASSISTED LIVING (KCAL) SECTION.

KCAL shall be composed of assisted living/residential health care and home plus providers that are members in good standing of the Kansas Health Care Association.

1. The KCAL Bylaws shall elect its own Board of Directors and adopt its own bylaws.
2. The KCAL Bylaws shall be consistent with KHCA's object and policy.
3. The KCAL Board of Directors shall be composed of a president, vice president, secretary, district vice presidents, the KHCA President/CEO, and in the future, others as deemed necessary by the KCAL membership and Board of Directors.
4. Financial support for the activities of KCAL shall be made available by KHCA at the discretion of the KHCA Board of Directors. 09-30-05