



KANSAS NURSES FOUNDATION BYLAWS

Revisions Approved March 9, 2019

Governing Board Meeting held at Salina, Kansas

Article I. Name and Office and Territory

1. The name of this corporation is the Kansas Nurses Foundation, Inc. (KNF).
2. The principal office of the corporation is in the County of Shawnee, City of Topeka, in the Kansas State Nurses Association Building located at 2900 SW Plass Court, Topeka, Kansas, 66611.
3. The territory for KNF is the State of Kansas.

Article II. Mission, Purpose, Fiscal Parameters, and Objectives

KNF acts as the philanthropic arm of the Kansas State Nurses Association, Inc. (KSNA).

1. The mission of KNF is to advance the nursing profession by supporting the career development of Kansas nurses.
2. The purposes of the KNF are to:
 - a. Receive and manage funds derived from multiple sources, such as memorials, gifts, grants, and contributions; and,
 - b. Apply the income via grants, or scholarships to individuals, organizations, and institutions engaged in and supporting the following activities in Kansas:
 - 1) Nursing education,
 - 2) Scientific activities/research, and
 - 3) Special projects in Kansas, as approved by the KNF Governing Board.
 - c. Administer funds designated for KSNA programs that:
 - 1) Meet section s501(c)(3) of the Internal Revenue Code
 - 2) Are eligible based on Federal Codes and Regulations, as interpreted by KNF legal counsel.
 - d. Follow intended fiscal parameters outlined below:
 - 1) Donated funds can be designated for a particular project or purpose at the time of donation. Once the donation paperwork is finalized, the donor cannot

change the conditions, designation, or arrangements surrounding the donation. The transfer of funds is final per IRS codes.

- 2) Unless funds are designated for a particular project by a letter of intent, all gifts, memorials, and contributions shall be allocated by KNF to endeavors consistent with the purposes of KNF.
 - 3) KNF is not organized for profit and, for any purpose for which KNF was formed, shall have the right to:
 - a. Solicit, collect and hold, and invest money and property (real and personal or mixed) and interest, by gift, transfer, devise, trusts or wills, and
 - b. Invest, reinvest, hold, manage, administer, expend and apply such funds and property.
 - 4) This organization shall have an annual audit conducted in accordance with generally accepted auditing standards as outlined below:
 - a. An external audit is required when KNF has assets greater than \$500,000 during one year or the most recent standard according to K.S.A. 17-1763.
 - b. An alternative to an external audit may be considered when KNF has assets less than \$500,000 during one year or the most recent standard according to K.S.A. 17-1763.
3. The Objectives of KNF are to:
- a. Manage funds described above to support the career development of Kansas nurses.
 - b. Encourage research and program proposals for funding the advancement of nursing science and education.
 - c. Consider applications for funding from other s501(c)(3) organizations that meet the purposes and eligibility requirements established by KNF.

Article III. s501(c)(3) Status and Limits on KNF Activity

1. KNF is an s501(c)(3) corporation authorized under the Internal Revenue Code per the June 13, 1977 Articles of Incorporation D 492298 and November 1, 1978 Certificate of Amendment to the Articles of Incorporation D-492298.
2. KNF must adhere to the s501(c)(3) Internal Revenue Code and related s170(c)(2) Federal Codes and Regulations, as they exist or as they may be amended, for contribution deductions.

- a. All terms and provisions of these bylaws shall be construed, applied, and operationalized in accordance with philanthropic purposes of an s501(c)(3).
 - b. All solicitations, donations, and contributions to KNF are to be tax deductible and tax exempt; therefore, all KNF actions, which are related to solicitations, donations, and contributions, will conform to Federal Codes and Regulations under s170(c)(2), as regulations now exist or as they may be amended.
3. Current s501(c)(3) and s170(c)(2) Federal Codes and Regulations limit the following activities; therefore, KNF Bylaws limit the following activities:
- a. Notwithstanding any other provisions of these bylaws, a member, trustee, officer, employee, or representative of KNF shall engage only in an action or activity on behalf of KNF if it is permitted under the s501(c)(3) of the Internal Revenue Code, as regulations now exist or as they may be amended.
 - b. Notwithstanding any other provisions of these bylaws, a member, trustee, officer, employee, or representative of KNF shall solicit and use donations and contributions, which are deductible under s170(c)(2) of the Federal Codes and Regulations, only as permitted under s501(c)(3) of the Internal Revenue Code and s170(c)(2) of the Federal Codes and Regulations, as they now exist or as they may be amended.
 - c. No substantial part of the activities of KNF shall involve attempts to support or participate in any political campaign on behalf of any candidate for office.
 - d. Once appointed or elected to a political position, only information germane to the position may be shared.

Article IV. Whistle Blowing

1. KNF requires members, officers and employees to:
 - a. Observe high standards of business and personal ethics in the conduct of their duties and responsibilities.
 - b. Practice honesty and integrity in fulfilling responsibilities; and
 - c. Comply with all applicable laws and regulations.
2. KNF bylaws support the Kansas Whistle Blower Act (K.S.A. 75-2973).
3. If an individual believes there is a violation or potential violation of these standards, that individual may report the concern to the appropriate authority (KNF President) and shall be protected by the Whistle Blower Act (K.S.A. 75- 2973). If the KNF

President were the target of concern, then the appropriate authority would be the KNF Vice-President.

Article V. Membership and Obligations

1. KNF membership shall consist of elected trustees, Regions Representatives, and ex officio members.
 - a. Trustees, who have full voice and voting rights at Governing Board meetings, include:
 - 1) Seven (7) KSNA at-large elected members,
 - 2) Three (3) public elected members and
 - 3) Any Region Representatives who are present at the Governing Board meetings.
 - b. Ex officio members, who are limited to voice without vote at Governing Board meetings, serve by virtue of their office or position.
2. Obligations of Elected Trustees:
 - a. Attend meetings regularly.
 - b. Vote on issues, policies, and procedures raised by the membership and according to approved KNF policies and procedures, while adhering to current KNF bylaws.
 - c. Authorize member requests for the discovery of factual information bearing on the business of the Governing Board in executing its responsibilities germane to s501(c)(3) approval.
 - d. Exercise appropriate fiscal and organizational oversight per KNF Bylaws and the KNF Policies and Procedures Manual.

Article VI. Officers and Duties of Officers

1. KNF officers shall include: a President, Vice President, Secretary and Treasurer.
2. KNF officers shall assume their offices according to the procedures outlined in the KNF Policy and Procedures Manual.

3. KNF officers shall assume duties as outlined in the KNF Policy and Procedures Manual.

Article VII. Governing Board

1. The Governing Board shall be composed of the ten (10) elected trustees, seven (7) KSNA at-large members and three (3) public members], Region Representatives attending the meeting, and Ex officio members. The Governing Board elected trustees will be elected per the KNF Policy and Procedures Manual.

Article VIII. Committees and Responsibilities

1. The Governing Board authorizes the establishment the following committees:
 - a. Executive Committee,
 - b. Standing Committees:
 - 1) Finance Committee
 - 2) Public Relations and Fundraising Committee
 - 3) Scholarship Committee
 - c. Ad Hoc Committee(s):
 1. Upon the recommendation of the Executive Committee, the Board may create one or more Ad Hoc Committees (i.e. Bylaw/Policy & Procedures, Nominating, and Research and Grant) to complete specific tasks, which fall outside of the normal functions of any Standing Committee, and
 2. The Board will specify a timeline and what type of report, action, or recommendation each Ad Hoc Committee has authority to make.
 2. Committee responsibilities are outlined in the KNF Policy and Procedures Manual.

Article IX. Meetings

1. One Annual Meeting of the KNF Governing Board shall be held each year in late summer.

2. Two (2) additional meetings of the KNF Governing Board shall be held each year either by conference call or in person.
3. Meetings of the KNF Executive Committee will be called, as necessary, by the KNF President or designee to conduct interim business.
4. Meeting policies and procedures are outlined in the KNF Policy and Procedures Manual.

Article X. Quorum

1. Any meeting of the Governing Board must have a quorum participating to take action or discuss issues, as outlined in the KNF Policy and Procedures Manual, except as otherwise provided by law.
2. Any meeting of the Executive Committee must have a quorum participating for the transaction of business, as outlined in the KNF Policy and Procedures Manual.

Article XI. Voting

1. Each KNF member shall be entitled to one vote on any question put before the membership.
2. Each elected trustee and each Region Representative present shall be entitled to one vote on any question before the Governing Board.
3. Upon request of any Governing Board member, the vote on any question before the Governing Board shall be by ballot.
4. All questions shall be decided by a simple majority vote of the elected trustees and Region Representatives present, unless otherwise specified in the Bylaws or in the KNF Policy and Procedures Manual.
5. Voting procedures, including issues related to the counting of votes and ballots, will be followed as outlined in the Bylaws and KNF Policy and Procedures Manual.

Article XII. Elections

1. Trustees shall be elected every two years.

- a. A slate of nominees shall be prepared by the appointed Ad Hoc Nominating Committee and submitted in writing to the Governing Board at the spring meeting.
 - b. Trustees shall assume their duties after adjournment of the Annual Meeting during which their election was announced.
2. Officers (President, Vice President, Secretary and Treasurer) shall be elected for a two (2) year term from among the newly elected trustees at the Annual Meeting in even years.
 - a. Officers shall assume their duties after adjournment of the Annual Meeting during which their election was announced.

Article XIII. Investments

1. KNF shall have the right to retain all or any part of any acquired securities or property by whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Governing Board, with or without being restricted to the class of investment.

[Note: No action shall be taken by or on behalf of KNF if such action is a prohibited transaction or results in the denial of the tax exemption under s501(c)(3) or s170(c)(2) of the Internal Revenue Code and its Regulations, as they now exist or may be amended.]

2. All bonds, stocks, and other invested securities and evidence of value owned or held by KNF, except as provided in the following section, shall be deposited for safekeeping with a bank, trust company, savings and loan, or credit union approved by the Governing Board, to be held for the account of KNF and subject to the recommendations of the Finance Committee.
3. All bonds and stocks or real estate development corporations, deeded real estate properties, mortgages owned or held by KNF may be deposited for safekeeping with the counsel or agent who, with the approval of the Governing Board, may be employed to service such property.
4. All transfers and assignments of any securities registered or standing in the name of KNF shall be executed under its Seal by the KNF President, together with the Treasurer or Secretary.
5. Unless otherwise ordered by the Governing Board or Executive Committee, the President shall have the full power and authority on behalf of KNF to vote, either in person or by proxy, at any meeting of the shareholders of any corporation in which KNF holds shares and may possess and exercise all rights and powers incident to the ownership of such shares, which KNF might have possessed and exercised, if

present. The trustees may confer like power upon any other person and may revoke any such powers granted at their pleasure.

6. KNF is a nonprofit foundation and shall not have the authority to issue capital stock.
7. Any investment, other than those protected by FDIC or guaranteed, must be approved by the Governing Board, in compliance with current policy and procedures.

Article XV. Purchase, Sale, Mortgage or Lease of Property: Recommendations and Authorizations

1. The Finance Committee prepares recommendations regarding the purchase, sale, mortgage or lease of KNF property.
2. Authorization to implement recommendations requires the affirmative vote of 100% of all members of the Governing Board.

Article XVI. Dissolution and Indemnification

1. No KNF member, trustee, officer, employee, member of a committee, person connected with KNF, or any other private individual shall receive any of KNF's net earnings, except as follows:
 - a. Recipients of scholarships, research grants, or project monies.
 - b. Persons entitled to compensation for services rendered to or for KNF per authorization by the Executive Committee.
2. No KNF member, trustee, officer, employee, member of a committee, person connected with KNF, or any other private individual shall be entitled to share in the distribution of any KNF assets upon dissolution or winding up of KNF affairs, whether voluntary or involuntary.
3. KNF assets remaining, after all debts have been satisfied, shall be distributed by the Executive Committee as follows:
 - a. Where specific instructions have been given by a donor for the distribution of a specific gift, devise or bequest, such instructions must be followed, unless such instructions are contrary to law.
 - b. All other KNF assets should pass exclusively to and for the benefit of other corporations or organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as follows:

“in proportions as may be designated by the Executive trustees at the time of dissolution; assets shall be used for charitable, religious, scientific, testing for public safety, literary, or educational purposes.”

- c. Any assets not disposed of pursuant to the foregoing priorities shall be disposed of by the District Court in the county in which the principal KNF office is located, and the court shall determine how to distribute assets in a manner that most closely satisfies the purposes for which the assets were originally donated.
- d. In the event that KSNA is dissolved, KNF can assert independent status as an IRS recognized s501(c)(3) organization.

4. Indemnification.

- a. No member of KNF, its Executive Committee, or Governing Board shall be personally liable to KNF’s creditors or others for any indebtedness of liability.
- b. Any auditor shall look only to KNF assets for payment of the debt.
- c. KNF shall indemnify any current or former officers and staff as follows:
 - 1) For expenses and costs (including attorney or accountant fees) actually and necessarily incurred in connection with any claims asserted against him/her by action in court or otherwise by reason of being or having been a KNF officer or staff member,
 - 2) Unless the person is or has been guilty of negligence or misconduct in respect to the matter for which indemnity is sought, and
 - 3) In the event of a settlement, the indemnification shall apply only when the Governing Board approves the settlement and reimbursement as being in the best interest of KNF.

Article XVII. Fiscal Year

The KNF fiscal year shall be from January 1 to December 31 of each calendar year.

Article XVIII. Seal

The seal of KNF shall contain the following inscription: “The Kansas Nurses Foundation.”

Article XIX. Conflict of Interest

1. Any actual, potential, or appearance of conflict of interest on the part of any KNF member should be disclosed to other KNF members and made a matter of record, either through an annual procedure or when the interest becomes an action item, as outlined in the KNF Policy and Procedures Manual.
2. Any KNF member having a duality of interest or possible conflict of interest on any matter should not vote or use his/her personal influence on the matter, according to current KNF Policy and Procedures Manual.

Article XX. Parliamentary Authority

The rules contained in the most recent edition of Robert's Rules of Order, Newly

Revised, shall govern KNF meetings in all cases to which they are applicable and consistent with the bylaws.

Article XXI. Amendments to Bylaws

1. Amendments to the bylaws shall be presented to the Governing Board at the Annual Meeting or any regular meeting provided that the requirement of thirty days (30) notice has been met.
2. The proposed amendment(s) shall be included in the notice of meeting mailed or electronically transmitted to all members thirty (30) days prior to such meetings.
3. The Governing Board shall have the power to make, amend, and repeal KNF bylaws by affirmative vote of two thirds of the members in attendance at any regular or special meeting.
4. Voting may also take place through electronic transmission.
5. Trivial corrections for typographical errors, omissions, terminology, or consistency may be made by staff and secretary without a motion or vote of the Governing Board.
6. The effective date for implementation of bylaws revisions is immediate unless otherwise stipulated in the amendments or provisos.

N.B. History of KNF:

KNF was established in 1978 by a Founding Committee composed of Carla A. Lee, Chair and KSNA Treasurer; Gary Robbins, KSNA Assistant Director; Ethne Barnes; and Naomi Nibbelink, KSNA President, ex officio.

Date of adoption 1978 Revised March 1979

Revised April 1984

Revised July 1984

Revised August 1985

Revised January 25, 1986

Revised June 27, 1987

Revised August 1991

Revised March 26, 1994

Revised August 6, 1994

Revised March 17, 1996

Revised March 8, 1997

Revised March 13, 1999

Revised April 10, 1999

Revised 2003

Revised August 18, 2007

Revised August 8, 2009

Revised April 10, 2010

Revised April 6, 2013

Revised April 23, 2016

SUPPLEMENTAL DOCUMENTS:

1. Articles of Incorporation
2. Founders and Charter Members of KNF
3. Historical summary