

**BYLAWS**  
of the  
**Kansas Association of Sleep Professionals, Inc.**  
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**BYLAWS**  
of the  
**Kansas Association of Sleep Professionals, Inc.**

**Article 1.0 Name**

The name of the corporation is the Kansas Association of Sleep Professionals hereinafter referred to either as "the Corporation" or as "KASP".

**Article 2.0 Purposes and Goals**

The purposes for which the Corporation is organized are as follows:

- Section 2.1 Standards of Practice
  - to promote standards of professional competence within the area of polysomnographic technology;
- Section 2.2 Professional Education
- to provide an educational forum for polysomnographic technologists;
- Section 2.3 Patient Care and Safety
  - to promote the finest possible delivery of patient care and safety, and to produce the highest quality of polysomnographic data;
- Section 2.4 Communications
  - to provide a means of communicating among polysomnographic technologists and others working in the field of Sleep Disorders Medicine and Sleep Research;
- Section 2.5 Professional Support
  - to support and advance the professional identity of polysomnographic technologists in health care;
- Section 2.6 Financial Management
  - to accumulate funds for the various purposes of the Corporation, and;
- Section 2.7 Corporate Powers
  - to exercise all the powers conferred upon non-profit corporations formed under the laws of the STATE of KANSAS in order to accomplish the corporation's purposes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

**Article 3.0 Earnings and Activities**

No part of the net earnings of the Corporation shall inure to the benefit any private individual. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity that is not permitted to be carried on by a corporation exempt from United States Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or of the corresponding provisions of any subsequent Federal tax law.

**Article 4.0 Dissolution or Liquidation**

In the event of the dissolution or final liquidation of the Corporation, none of the property of the KASP, nor any of the proceeds thereof shall be distributed to or divided among any of the Directors or Officers of the KASP nor to the benefit of any individual. After all liabilities and obligations of the Corporation have been paid, satisfied, discharged, or adequate provisions made therefore; all remaining property and assets of the KASP shall be distributed to the Association of Polysomnographic Technologists, Inc., hereinafter called the APT, a nonprofit Minnesota Corporation. The APT shall hold and spend those moneys solely for the purpose of educational purposes or programs for polysomnographic technologists. In the event that the APT is not in existence and exempt from tax under Internal Revenue Code Section 501(c)(6), or if it refuses for any reason to accept money for this purpose, then to one or more organizations in one of the following methods: (1) as designated by the KASP Board of Directors; (2) pursuant to a plan

of distribution as provided for in the statutes of the STATE of KANSAS, or; (3) if there be no appropriate plan of distribution, as a court, pursuant to the provisions of the statutes of the STATE of KANSAS may direct; provided, however, such property shall be distributed only to organizations which are organized and operated solely and exclusively to promote and advance the practice of polysomnographic technology or sleep disorders medicine.

#### **Article 5.0 Registered Office**

The Registered Office of the Corporation, if any, will be maintained in the STATE of KANSAS. The Board of Directors of the Corporation may, from time to time, change the location of the Registered Office. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new Registered Office shall be filed with the Secretary of the STATE of KANSAS as provided by law.

#### **Article 6.0 Members**

- Section 6.1 Types of Members
  - The corporation shall have four (4) types of members: Active; Supporter; Honorary, and; Charter members.
- Subsection 6.1.1 Active Members
  - Active Members shall be those persons with an interest in polysomnographic technology in a hospital, medical center, or healthcare-related facility, practice, or service.
- Subsection 6.1.2 Supporter Members
  - Supporter Members shall be individuals or corporations that have provided financial support in the current or preceding fiscal year.
- Subsection 6.1.3 Honorary Members
  - Honorary Members shall be those persons accorded such membership status by a two-thirds (2/3) majority vote of the Board of Directors, for special service to the field of polysomnography technology, or for special service to the Kansas Association of Sleep Professionals, Inc. This status shall be renewable at ten (10) year intervals.
- Subsection 6.1.4 Charter Members
  - Individuals who participated in the founding meeting at Topeka, Kansas during October 2003 shall be Charter Members; such Membership carries with it no special rights or privileges apart from the designation of Charter Member.
- Section 6.2 New Members
  - All prospective Active Members shall apply for admission to the Membership Committee. Evaluation of applications and decision on acceptance shall be made by the Membership Committee as soon as is practicable. Members shall be notified of their acceptance by the Membership Committee and shall receive the benefits of membership upon payment of membership dues which will be due and payable annually. Active Members shall promptly notify the Membership Committee of: a) any changes in their association as provided under 6.1.1, or; b) any change of address. Individuals qualifying as Subscriber, Supporter, or Charter members shall automatically be conferred such status upon meeting all the requirements imposed under 6.1.2, 6.1.3, and 6.1.4 respectively.
- Section 6.3 Resignation of Members
  - Any Member may withdraw from membership in the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Membership Committee.
- Section 6.4 Suspension of Members
  - A Member may be suspended for a period or expelled with or without cause. Suspension or expulsion shall be by two-thirds (2/3) majority vote of the Board of Directors, provided that a statement of the charges shall have been delivered by registered mail to the member at his last recorded address at least fifteen (15) calendar days before final action is taken thereon.
- Section 6.5 Annual Membership Dues
  - Dues shall be established from time to time by the Board of Directors. Dues shall be payable in advance in US currency on the date of admission and on January 1st of each succeeding calendar year. When any Member is in default in the payment of dues, the Membership Committee Chairperson shall notify such Member that their benefits shall lapse automatically and that their membership shall be considered delinquent if payment of dues is not received within thirty (30) calendar days. Reinstatement shall require the payment of all arrears, plus a reinstatement fee if applicable. Only Active Members who are current in their dues shall be designated as Active Members in good standing of the Corporation, and be entitled to the benefits of membership as stated in Section 6.10.
- Section 6.6 Annual Meeting of Members

- There shall be an Annual Meeting of the Members, immediately before a meeting of the Board of Directors. Notice of the Meeting shall be made to each Member at least sixty (60) calendar days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time, and purpose of the meeting.
- Section 6.7 Special Meeting of Members
  - Upon the written request of ten percent (10%) of the Members, the Board of Directors shall call a Special Meeting of Members to consider a specific subject and that subject only. Notice of any Special Meeting shall be given in the same manner as for the Annual Meeting. No business other than that specified in the notice of meeting shall be transacted at any Special Meeting of the Members of the Corporation.
- Section 6.8 Waiver
  - Notwithstanding the provisions of any of the foregoing sections, a meeting of the Members of this Corporation may be held at any time and at any place within or without the STATE of KANSAS, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.
- Section 6.9 Quorum
  - The Members present at a regularly scheduled or properly announced Special Meeting shall constitute a quorum for the transaction of business, provided that either A) at least twenty-five (25) or B) at least fifty percent of Active Members, other than the Board of Directors, are present
- Section 6.10 Voting by Members
  - Only Active Members in good standing (i.e., those members whose dues are paid) shall be entitled to vote. Except as otherwise provided, members may vote either by mail ballot, or by open or closed written ballot, or in some cases by show of hands, at the Annual or Special Meetings of the Corporation.
- Section 6.11 Restrictions on Member Activities
  - Any Member who is without qualification as a Doctor of Medicine or Osteopathy, or a Doctor of Philosophy in one of the allied sciences shall not accept patients for clinical polysomnography except under the direction of a person who is so qualified, nor shall any Member without the above doctoral status make a diagnostic report on any polysomnogram. Members shall not endorse, publish, or distribute any statements in any political campaign on behalf of or in opposition to any candidate for public office.

## **Article 7.0 Board of Directors**

- Section 7.1 General Powers
  - The affairs of the Corporation shall be managed by the Board of Directors and all Corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by the Articles of Incorporation, these Bylaws, or by law.
- Section 7.2 Qualifications for Office, Nomination and Election, Committees, and Meetings
- Subsection 7.2.1 Number, Tenure, and Qualifications for Office
  - The number of Directors shall be at least seven (7). Each Director shall hold office until his successor has been elected and qualifies. The Directors shall be the persons elected by the membership to hold the following offices: President; Vice-president; President-elect; Secretary; Treasurer; and at least two At-Large Directors. In addition, there may be one or more At-Large Directors seated on the Board of Directors. The number of At-Large Directors to be elected shall be computed by dividing the number of Active Members by four hundred (400) and rounding up the resulting sum to the next whole integer. For example, if there are 1172 Active Members, three (3) At-Large Directors shall be elected. The number of Active Members of the corporation shall be determined at one hundred and twenty (120) calendar days prior to the Annual Meeting. The election shall be by mail ballot, which shall be submitted to the Membership at least sixty (60) calendar days, but no more than ninety (90) calendar days, prior to the Annual Meeting. The initial terms of office for the Board of Directors shall be for such terms as the Members determine. No individual can

represent more than one (1) elected office on the Board of Directors. All Directors shall be elected to serve for a term of two (2) years.

- Subsection 7.2.2 Nomination Process

- The Chair of the Nominations and Election Committee cannot be a candidate for office for the particular election for which this position is held. The Chair of this Committee will issue a call for nominations for any office to all Active Members at least one hundred and twenty (120) calendar days in advance of the Annual Meeting. Active Members desiring to submit nominations for any office must, at least ninety (90) calendar days prior to the Annual Meeting, furnish the Nominations and Election Committee with the name(s) of the nominee(s). Additionally, the Nominations and Election Committee must receive a letter of consent signed by the nominee stating agreement to the nomination as well as a brief biographical sketch of the nominee. Only those nominees who are Active Members in good standing of the Corporation and who have consented in writing to the nomination shall be included on the voting ballot.

- Subsection 7.2.3 Election and Installation in Office

- The nominees for each office with the largest number of votes shall be declared elected to that office. The newly-elected officials shall be so notified by the Nominations and Election Committee Chair at least two (2) weeks prior to the Annual Meeting, and shall be installed in office as the first item of New Business at the Annual Meeting. (See also 8.1)

- Section 7.3 Annual Meetings

- There shall be an Annual Meeting of the Board of Directors. Notice of the Meeting, signed by the Secretary, shall be mailed to the last recorded address of each Director at least sixty (60) calendar days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

- Section 7.4 Special Meetings

- Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. In addition to the Annual Meeting, there shall be at least one (1) Special Meeting of the Board of Directors per year. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place, either within or without the STATE of KANSAS as the place for holding any Special Meeting of the Board called by them.

- Section 7.5 Notice

- All notices of meetings shall set forth the time, date, place, and purpose of the meeting. Notice of any Special Meeting of the Board of Directors shall be given in writing at least ten (10) calendar days prior thereto by personal delivery, telegram or U.S. mail to each Director at the address last shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service in a sealed envelope so addressed with postage prepaid thereon. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of such meeting, except in instances wherein a Director attends a meeting for the express purpose of objecting to the transaction of any business because the Meeting is not lawfully called or convened. The business to be transacted at any Regular or Special Meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting. Additional agenda items may be proposed and considered by the approved motion of any Director at the Meeting.

- Section 7.6 Quorum

- A majority of the Directors must be present at a regularly-scheduled or properly-announced Special Meeting to constitute a quorum for the transaction of business.

- Section 7.7 Manner of Acting

- The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws. Unless the Board provides otherwise, attendance at Board Meetings shall be open to any member. Individuals whose presence may be necessary for discussion of a specific agenda item may be requested to attend a portion of the Meeting.

- Section 7.8 Vacancy in Directors
  - Any vacancy in the position of Director because of death, resignation, removal, disqualification, or otherwise shall be filled by appointment of the President for the un-expired portion of the term.
- Section 7.9 Compensation
  - Directors as such shall not receive any salaries for their services, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.
- Section 7.10 Voluntary Resignation and Retirement
  - Any Director may resign or retire at any time by notifying the President or the Secretary in writing. Such resignations or retirements shall take effect at the time therein specified.
- Section 7.11 Action Without a Meeting
  - Any action which is required to be taken, or which may be taken, at a Meeting of the Board of Directors may be taken without a meeting if there is a consent in writing setting forth the action to be taken which shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote of approval.
- Section 7.12 Committees
- Subsection 7.12.1 Committees in General
  - The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more additional Committees, each of which shall consist of the committee chair and, if committee members must be appointed, at least two (2) committee members who shall be appointed by the committee chair with the approval of the President. Such committees shall have and exercise the authority of the Board of Directors in the management of the Corporation only by the specific approved option of the Board of Directors. Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. A vacancy within any committee shall be filled by appointment of the chair of that committee.
- Subsection 7.12.2 Education Committee Chair
  - The Chair of the Education Committee shall be appointed by the President and/or Board of Directors of the KASP. The Chair shall select Committee members with the approval of the President. It shall be the duty of the Education Committee to improve the level of training and education via training aids, educational courses, and all other means possible.
- Subsection 7.12.3 Membership Committee Chair
  - The Chair of the Membership Committee shall be appointed by the President and/or the Board of the KASP. The Chair shall select Committee members with the approval of the President. It shall be the duty of the Membership Committee to prepare and supply Membership application forms and pass upon all affairs related to membership that are not otherwise provided for in the Articles of Incorporation or these Bylaws. It shall be the duty of the Membership Committee to notify new members by first class mail and by publication of names and status of membership annually. It shall also be the duty of the Membership Committee to conduct recruitment activities with the support of the corporation.
- Section 7.13 Advisory Committees
  - The Board of Directors may appoint Advisors or Advisory Committees to the Board of Directors who shall not be deemed to be Directors, Officers, or Employees of the Corporation, and whose functions shall not include participation in the operating management of the Corporation. The Advisory Committees shall meet at such times as the Board of Directors shall determine. The Advisory Committees shall consider, advise upon, and make recommendations to the Board of Directors with respect to such matters of policy relating to the conduct of the Corporation's affairs as may be submitted to it by the Board of Directors.

## **Article 8.0 Officers**

- Section 8.1 General
  - The Officers of the Corporation shall be a President, Vice-president, President-elect, Secretary, Treasurer, at least two (2) Director-at-Large, and such other Officers as may be elected in accordance with the provisions of these Bylaws. The Board of Directors may elect or appoint such other Officers, including Assistants, as it shall deem desirable and necessary, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No two or more offices may be held simultaneously by the same person. All newly-elected Officers shall take office immediately following the Annual Meeting at which they were installed, or in the event of a vacancy, at such earlier time as the Board may determine. Directors are prohibited from appointing a personal proxy and from voting by proxy.
  
- Section 8.2 Election and Term of Office
  - The President, Vice-president, President-elect, Secretary, and Treasurer, and Director(s) at Large shall be elected by the Active Members in good standing of the Corporation by written secret ballot. The term of office shall be for two (2) years. The election of the Officers shall require the majority approval of the Active Members casting a ballot. The election shall be at the same time, and in the same fashion, as provided under 7.2.2 and 7.2.4. Vacancies may be filled or new offices created and filled at any Meeting of the Board of Directors. Each Officer shall hold office until the successor shall have been duly elected and shall have qualified. No more than two (2) consecutive elected terms may be held by the same person for an elected office. Multiple terms of elected office are permitted, provided however that no more than two (2) terms are consecutive.
  
- Section 8.3 Removal
  - Any Member of the Board of Directors, Officer, or Agent elected or appointed by the Board of Directors may be removed as a Board Member, Officer, or Agent, with or without cause, by a majority vote of the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
  
- Section 8.4 Resignations
  - Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
  
- Section 8.5 Vacancies of Office
  - Except as provided in 8.7, a vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the remaining portion of the un-expired term.
  
- Section 8.6 President
  - The President shall be the principal Executive Officer of the Corporation, and in general implement and supervise all of the business and affairs of the Corporation, subject, however, to the control of the Board of Directors and of any duly authorized Committee of Directors. The President shall, if present, preside at meetings of the Board of Directors. The President shall be an ex-officio member of all committees, and, with the approval of the Board of Directors, shall appoint Chairpersons of all Committees. All Committee members other than Chairpersons shall be approved by the President. In addition, the President shall perform such other duties as may be prescribed by the Board of Directors from time to time.
  
- Section 8.7 Vice-president
  - If the President is not present at a meeting of the Board of Directors, the Vice-president shall preside. If at any time the office of President is vacant, the Board of Directors shall designate the Vice-president to serve as President and a new Vice-president shall be appointed by action of the Board of Directors, both of whom shall serve the remaining un-expired portions of their respective terms of office. The Vice-president shall perform such additional duties as may be assigned by the Board of Directors from time to time.
  
- Section 8.8 President-elect
  - The President-elect shall function as a member of the Board of Directors; in general to perform all



duties incident to the Office of Director at Large, and other such duties as from time to time may be assigned by the President and/or the Board of Directors from time to time. At the end of the prescribed term of the President, the President-elect shall assume the office of President.

- Section 8.8 Secretary

- The Secretary shall keep the Minutes of meetings of the Board of Directors and maintain records of minutes of Committees having any of the authority of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the Corporate records and of the Seal of the Corporation; see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws, and; in general perform all duties incident to the Office of Secretary, and other such duties as from time to time may be assigned by the President and/or the Board of Directors.

- Section 8.9 Treasurer

- The Treasurer shall have the charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with Article 9 of these Bylaws.

- Section 8.10 Director at Large

- The Director(s) at Large shall in general perform all duties incident to the Office of Director at Large, and other such duties as from time to time may be assigned by the President and/or the Board of Directors. The Director(s) at Large shall represent Member issues before the Board. The office of Director at Large, in particular, may be filled by any Active Member of the Corporation who is not a polysomnographic technologist by profession, and shall include but will not be limited to persons such as a physician or nurse, a member of the A.W.A.K.E. Network or similar services, a medical corporation or service, a person from the lay public, or any other person who may have a primary interest in polysomnographic technology.

- Section 8.11 Parliamentarian and Parliamentary Authority

- The President may appoint a Parliamentarian to serve during the President's term of Office. The Parliamentarian shall refer all questions on protocol and procedure to "Rules of Order Newly Revised" by Henry M. Robert III. The term of office for the Parliamentarian will expire either when the President leaves office, or upon replacement by the President or by the Board of Directors.

- Section 8.12 Other Appointed Officials

- The President or the Board of Directors may appoint committees, agents, or other officials to perform a prescribed task or tasks for a limited time, and may include but are not limited to master(s)-of-ceremonies, master(s)-at-arms, advisors, assistants, special or ceremonial officials, business agents, or any other officer or committee deemed to be necessary to properly conduct the business of the Corporation.

- Subsection 8.12.1 Vacancy in Appointed Office

- The President or the Board of Directors may act to fill a vacancy in appointed office due to resignation, death of the individual, or the need for the individual to be replaced.

- Subsection 8.12.2 Term of Appointed Office

- The term of any official appointed to office will expire following any election, after which the newly-installed President or Board of Directors may renew the appointment or select another officer for the position.

## **Article 9.0 Contracts, Banking, and Gifts**

- Section 9.1 Contracts and Other Documents

- The Board of Directors, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, may authorize any Officer or Officers, Agent or Agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation; such authority may be

general or confined to specific dates or instances.

• Section 9.2 Checks, Drafts, and Loans

- All checks, drafts, and loans, or other orders for the payment of money, notes, or other evidence of indebtedness shall be issued in the name of the Corporation in such manner that shall be from time to time determined by the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer.

• Section 9.3 Deposits

- All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

• Section 9.4 Gifts

- The Board of Directors may accept on behalf of the Corporation any gift, contribution, bequest, or grant for the general purpose or for any special purpose of the Corporation.

**Article 10.0 Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

**Article 11.0 Fiscal Year**

The fiscal year of the Corporation shall begin January 1<sup>st</sup> and end December 31<sup>st</sup> of each calendar year.

**Article 12.0 Indemnification**

1) Section 12.1 General Provisions

a) Subsection 12.1.1 Definitions

- i) For specific purposes of this section, terms defined in this subsection 12.1.1 have the meanings given them:
- 2) "Corporation" or "KSAP" means the Kansas Association of Sleep Professionals, a KANSAS Non-profit Corporation.
- 3) "Official capacity" means:
  - 4) with respect to a Director, the position of Director in the Corporation;
  - 5) with respect to a person other than a Director, the elective or appointive office or position held by an Officer, member of a Committee of the Board of Directors, or the employment or agency relationship undertaken by an Employee or Agent of the Corporation, and
  - 6) with respect to a Director, Officer, Employee, or Agent of the Corporation who, while serving at the request of the Corporation or whose duties in that position involve or involved service as a Director, Officer, Partner, Trustee, or Agent of another person as a Director, Officer, Partner, Trustee, Employee, or Agent, as the case may be, of the other organization or employee benefit plan.
- 7) "Proceeding" means a threatened, pending, or completed civil, criminal, administrative, investigative, or arbitration proceeding, including a proceeding by or in the right of the Corporation.
- 8) "Special legal counsel" means counsel who has not represented the Corporation or a related Corporation, or a Director, Officer, Employee, or Agent whose indemnification is in issue.

9) Subsection 12.1.2 Indemnification Mandatory; Standard

- 10) Subject to the provisions of 12.1.4, the Corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, and fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorney's fees and disbursements, and reasonable expenses, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

11) has not been indemnified by another organization or employee benefit plan for the same expenses with respect to the same acts or omissions;  
12) acted in good faith;  
13) received no improper personal benefit;  
14) in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful, and; 15) in the case of acts or omissions occurring in the official capacity described in subsection 12.1.1, paragraph (b), clause (1) or (2), reasonably believed that the conduct was in the best interests of the Corporation, or in the case of acts or omissions occurring in the official capacity described in subsection 12.1.1, paragraph (b), clause (3), reasonably believed that the conduct was not opposed to the best interests of the Corporation. If the person's acts or omissions complained of in the proceeding relate to conduct as a Director, Officer, Trustee, Employee, or Agent of an employee benefit plan, the conduct is not considered to be opposed to the best interests of the Corporation if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan.

- a) The termination of a proceeding by judgment, order, settlement, conviction, or upon entering a plea of nolo contendere or the equivalent, does not, of itself, establish that the person did not meet the criteria set forth in this subsection.

16) Subsection 12.1.3 Advances

- 17) Subject to the provisions of 12.1.4, if a person is made or threatened to be made a party to a proceeding, the person is entitled, upon written request to the Corporation, to payment or reimbursement by the Corporation of reasonable expenses, including attorney's fees and disbursements, incurred by the person in advance of the final disposition of the proceeding;
- 18) upon receipt by the Corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth in 12.1.2 have been satisfied and a written undertaking by the person to repay all amounts so paid or reimbursed by the Corporation, if it is ultimately determined that the criteria for indemnification have not been satisfied, and;
- 19) after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking required by clause (a) is an unlimited general obligation of the person making it, but need not be secured and shall be accepted without reference to financial ability to make the repayment.

20) Subsection 12.1.4 Prohibition or Limit On Indemnification or Advances

21) There are no prohibitions against or conditions on indemnification or advances of expenses other than as set forth in this Article.

22) Subsection 12.1.5 Reimbursement to Witnesses

23) This section does not require or limit the ability of the Corporation to reimburse expenses, including 24) attorney's fees and disbursements, incurred by a person in connection with an appearance as a witness in a proceeding at the time when the person has not been made or threatened to be made a party to a proceeding.

25) Subsection 12.1.6 Determination of Eligibility

26) All determinations whether indemnification of a person is required because the criteria set forth in 12.1.2 have been satisfied and whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in 12.1.3 shall be made:

27) by the Board of Directors by a majority of a quorum. Directors who are at the time parties to the proceeding shall not be counted for determining either a majority or the presence of a quorum;

28) if a quorum under clause (1) cannot be obtained, then by a majority of a Committee of the Board of Directors, consisting solely of two (2) or more Directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full Board of Directors including Directors who are parties to the proceeding;

29) if a determination is not made under clause (1) or (2), by special legal counsel, selected either by a majority of the Board of Directors or a Committee by vote pursuant to clause (1) or (2), or, if the requisite quorum of the full Board of Directors cannot be obtained, and the Committee cannot be established, then by a majority of the full

Board including Directors who are parties to the proceeding;

- 30) if an adverse determination is made under clauses (1) to (3), or if no determination is made under clauses (1) to (3) within sixty (60) calendar days after the termination of a proceeding or after a request for an advance of expenses, whichever the case may be, by a court in the STATE of KANSAS, which may be the same Court in which the proceeding involving the person's liability took place, upon application of the person and any notice the Court requires.
- 31) With respect to a person who is not, and was not at the time of the acts or omissions complained of in the 32) proceedings, a Director, Officer, or person possessing, directly or indirectly, the power to direct or cause 33) the direction of the management or policies of the Corporation, the determination whether indemnification of this person is required because the criteria set forth in 12.1.2 have been satisfied and whether this person is entitled to payment of reimbursement of expenses in advance of the final disposition of a proceeding as provided in 12.1.3 may be made by an annually appointed Committee of the Board of Directors having at least one (1) member who is a Director. The Committee shall report at least annually to the Board of Directors concerning its actions.
- 34) Subsection 12.1.7 Insurance
- 35) The Corporation may purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the Corporation would have been required to indemnify the person against the liability under the provisions of this section.

### **Article 13.0 Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Bylaws or under the provisions of the Articles of Incorporation or by the STATE of KANSAS, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **Article 14.0 Amendments**

#### Section 14.1 Amendments Generally

The Articles of Incorporation and/or Bylaws of the Corporation may be amended by either the Active Members in good standing of the Corporation or the Board of Directors.

#### Section 14.2 Amendments by Members

Amendments to the Articles of Incorporation and/or Bylaws of the Corporation may be proposed either by a majority of the Board of Directors, or by a Petition signed by at least ten percent (10%) of the Active Members in good standing of the Corporation. In the event of a properly proposed amendment, the Board of Directors will review the Proposed Amendment, and will prepare a ballot containing the proposal and send it to the respective Members of the Corporation. The ballot shall provide a reasonable period of time not to exceed thirty (30) calendar days in which it may be returned. An amendment to the Articles of Incorporation and/or Bylaws is adopted when it receives the support of a two-thirds (2/3) majority vote in the returned ballots of Active Members before the expiration of the specified time.

#### Section 14.3 Amendments by Directors

The Board of Directors may amend the Articles of Incorporation and/or Bylaws provided that proper notice of the Meeting has been duly given. Duly announced meetings are specified in 6.6 for Annual Meetings of the Members, and in 7.5 for Special Meetings of the Board of Directors. An amendment is adopted when it is approved by a two-thirds (2/3) majority vote of the Directors who are present and eligible to vote on the matter.

### **Article 15.0 Reimbursement for Travel Expenses**

Members of the Board of Directors are eligible for reimbursement for travel and accommodation expenses to the Annual Meeting or Special Meetings. Transportation (coach or tourist rate) and accommodations (single room rate) shall be paid by the Corporation treasury for those Officials if funds are available and if funding is not available from other sources. Reimbursement will not include food and/or other incidental expenses. An itemized, substantiated claim for reimbursement must be submitted to the Treasurer before payment will be made.

Adopted by the **Kansas Association of Sleep Professionals**

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RPSGT - President) (Karen Schell, RPSGT - President-elect) (Henry L. Johns,

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Vice-Pres) (Jerry Houchin, RPSGT - Treasurer) (Gary Carder -

\_\_\_\_\_  
(Cindy Hodgden, RPSGT - Secretary)

Date: \_\_\_\_\_, 20\_\_\_\_