

ARTICLE IX. BOARD OF DIRECTORS.

SECTION 1. COMPOSITION. 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 Chairman/Treasurer *
- C. Education Vice President
- D. Government Affairs Vice President *
- E. Membership Vice President *
- F. Facility Standards Vice President *
- G. KCAL President *
- H. Immediate Past President Past Chairman of the Board *
- I. President of the KHCA Nursing Advisory Committee
- J. Multi-Facility Vice President (Operator/ Manager affiliated with more than 10 facilities)
- K. Independent Owner Vice President (Operator/Manager affiliated with less than 11 facilities)
- L. 6 District Vice Presidents (without vote)
- M. President/CEO as an ex-officio member (without vote)

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.

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.

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.
- H. PAST CHAIRMAN OF THE BOARD. Immediate Past Chairman of the Board may serve the Chairman of the Board, Executive Committee, and Board of Directors.