

EXHIBIT B

BYLAWS OF KENTUCKY COALITION OF NURSE PRACTITIONERS AND NURSE-MIDWIVES, INC.

ARTICLE I

NAME AND OFFICES; PURPOSES

SECTION 1. NAME. The name of the corporation is Kentucky Coalition of Nurse Practitioners and Nurse-Midwives, Inc. (the “Corporation”).

SECTION 2. PRINCIPAL OFFICE. The principal office of the Corporation is located at 1017 Ash Street, Louisville, Kentucky 40217.

SECTION 3. PURPOSES. The Corporation is organized and to be operated exclusively for the charitable purposes as set forth in its Amended and Restated Articles of Incorporation (the “Articles”).

ARTICLE II

MEMBERSHIP

SECTION 1. MEMBERSHIP CLASSES AND PRIVILEGES. The Corporation shall have five (5) classes of membership, all as described below. To qualify for membership, prospective members must submit written or electronic applications on forms provided by the Corporation and pay required dues. Members of each membership class shall have the following qualifications and privileges:

Active Members. An Active Member is an individual admitted (and continuing) as such by the Corporation and who is licensed to practice as an Advanced Practice Registered Nurse (“APRN”) in the Commonwealth of Kentucky. Active Members shall be entitled to vote on all matters requiring approval or vote of the membership. In addition, Active Members shall be eligible to hold office and to serve on committees.

Retired Members. A Retired Member is an individual admitted (and continuing) as such by the Corporation, who is 62 years of age or older and who was once licensed by the Commonwealth of Kentucky to practice as an APRN, but is (i) no longer is licensed as an APRN and (ii) has ceased active practice and is no longer seeking to practice as an APRN. Retired Members shall be entitled to vote on all matters requiring approval or vote of the membership. Except as provided below, Retired Members shall not be eligible to hold office, but may serve on committees. An Active Member who holds office or who serves on a committee may complete his or her term in such office or on such committee notwithstanding that he or she becomes a Retired Member during such term.

Active Non-Resident Members. An Active Non-Resident Member is an individual admitted (and continuing) as such by the Corporation, who is a licensed APRN (in any jurisdiction) and who does not practice in the Commonwealth of Kentucky. Active Non-Resident Members shall not have the right to vote or be eligible to hold office, but may serve on committees.

Associate Members. An Associate Member is any individual admitted (and continuing) as such by the Corporation who is interested in fostering the objectives of the Corporation. Associate Members shall not be eligible to vote or hold office, but may serve on committees subject to the requirement that no committee's membership may consist of a majority of Associate Members.

Student Members. A Student Member is an individual admitted (and continuing) as such by the Corporation, who is a Registered Nurse ("RN") and who is enrolled in an APRN program and who has not previously been licensed as an APRN in any jurisdiction. Student Members may serve on committees, but not as the chairperson. With the exception of the Student Board Member (described below), Student Members shall not be eligible to hold office. Student Members may not vote on matters requiring approval or vote of the membership; however, they may vote on issues before the committees on which they serve and to elect the Student Board Member.

SECTION 2. VOTING MEMBERS. Hereinafter, the term "Voting Member(s)" shall mean an Active or Retired Member who is in good standing with the Corporation. Only Voting Members are eligible to vote on matters requiring approval or vote of the membership. For purposes of determining the identities of the Voting Members at the time any vote is taken, the voting status of a Member as then set forth on the Corporation's books and records shall be conclusive and binding on all Members, unless and only if the Corporation's Board of Directors determines that a closer review and possible correction is merited by the circumstances. In the event that a Voting Member ceases to qualify to vote, such Member shall immediately notify the Corporation in writing of such changed status.

SECTION 3. FEES AND DUES. Annual fees, dues, late fees, and assessments shall be proposed by the Board of Directors for each membership class and voted on by the Voting Members at the annual meeting of Members. Members shall be notified of any proposed changes in dues at least thirty (30) days in advance of the annual members meeting. Fees and/or dues may be waived on an annual basis on account of a member's financial or personal hardship by the Board of Directors. Any such waiver of dues shall be entirely discretionary with the Board of Directors and may be revoked at any time. Members shall not be entitled to a refund or rebate of dues, fees or assessments, or any portion thereof, except as the Corporation's Board of Directors may permit.

SECTION 4. QUALIFICATION AND LOSS OF MEMBERSHIP.

A. Any person seeking membership in the Corporation who qualifies as a Member of the membership class being sought shall become a member in good standing upon (i) demonstration to the Corporation's satisfaction that such person so qualifies, (ii) receipt by the

Corporation of the applicable fees and dues, and (iii) written notification of admission sent by the Corporation to the Member.

B. All Members shall have a duty immediately to notify the Corporation in writing if his or her status changes such that he or she no longer qualifies for membership in his or her current Membership class. Failure to pay Membership dues or assessments on a timely basis shall not automatically result in expulsion or loss of Membership rights; provided, however, that the Corporation may expel any Member for nonpayment of dues, fees or assessments at any time without prior notice to the Member and such expulsion may be effective retroactively back to the date that dues, fees or assessments became overdue. In addition, the Corporation shall have the right to expel in similar fashion any Member who fails to qualify as a Member (including as a Member of a particular class of Membership) at any time without prior written notice to the Member. The Corporation may also, by its own initiative, change the classification of a Member should he or she cease to qualify for his or her existing classification but qualify for another, but shall not be obligated to do so.

SECTION 5. WITHDRAWAL; CHANGE IN MEMBERSHIP CLASS. A member may voluntarily withdraw his or her membership or apply for a different membership class in accordance with policies and procedures established by the Corporation. Such policies and procedures shall cover adjustments to dues, refunds, and/or additional assessments, if any, for instances in which members withdraw or change membership class mid-year.

SECTION 6. REINSTATEMENT. Individuals whose membership is terminated, forfeited or withdrawn may be reinstated by act of the Board of Directors in accordance with reinstatement policies and procedures established by the Board of Directors.

SECTION 7. RECOGNITIONS. Members may be recognized and honors awarded upon recommendation of the Board of Directors or by the membership. The names may be placed in the permanent records of the Corporation.

SECTION 8. OTHER MEMBERSHIP ATTRIBUTES. Members shall not, as a result of their interest as Members in the Corporation, be personally liable for the debts, liabilities or obligations of the Corporation. Membership interests are not transferable, and shall automatically terminate without further action upon a Member's death.

ARTICLE III

MEMBER MEETINGS

SECTION 1. ANNUAL MEMBERS MEETING. An annual members meeting shall be held at a time and place determined by the Board of Directors. At the annual meeting, each committee shall provide its annual report to the membership and the Voting Members shall:

- A. Elect Board Officers of the Corporation.
- B. Elect Directors of the Corporation.

C. Address any other business as may properly come before the membership.

SECTION 2. SPECIAL MEMBERS MEETINGS. A special members meeting may be called by the President and shall be called when ordered by a majority of the Board of Directors then in office. In addition, a special meeting shall be called upon the written request of ten (10) Voting Members. The Board of Directors shall fix any place within the Commonwealth of Kentucky as the place for holding any special members meeting.

SECTION 3. NOTICE. Notice of the annual members meeting shall be given at least twenty (20) days prior thereto. Notice of any special members meeting shall be given at least ten (10) days prior thereto. Notices shall be by e-mail, regular mail or fax, using the member's most recent contact information contained in the Corporation's records, and may be contained in any publication sent by the Corporation to its membership, including the brochure for the annual conference. If notice is given by facsimile or e-mail, such notice shall be deemed delivered when sent to the proper fax number or e-mail address, respectively. If notice is mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with first-class postage thereon prepaid. Any member may waive notice of any meeting. The attendance of a member at any member's meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of the annual members meeting shall state the time and place of the meeting. Notice of any special members meeting shall state the time, place, purpose and business to be transacted.

SECTION 4. QUORUM. The presence of ten percent (10%) or more of the Corporation's Voting Members shall constitute a quorum for the transaction of business at any members meeting.

SECTION 5. MANNER OF ACTING. Except as otherwise provided in these Bylaws, the act of a majority of the Voting Members present at a members meeting at which a quorum is present shall be the act of the members.

SECTION 6. CONDUCT OF MEETINGS. All member meetings shall be presided over by the President. In the President's absence, such meetings shall be presided over by the Vice President. If both the President and Vice President are absent, such meetings shall be presided over by the next highest ranking officer in attendance or by a designee of the President.

SECTION 7. MINUTES. The Secretary or his or her designee shall keep minutes of each members meeting in a book of minutes provided for that purpose.

ARTICLE IV

DIRECTORS

SECTION 1. GENERAL POWERS AND DUTIES. The business and affairs of the Corporation shall be managed by its Board of Directors. All Board members are expected to attend scheduled and called meetings. In the event a Board member cannot attend a meeting,

he/she should notify the President, Secretary, or Executive Director regarding his/her viewpoint on specified agenda items before the meeting. Notwithstanding the foregoing, and except as set forth in Section 13, a Board member must be present at a Board meeting (including as set out in Section 8, below) in order to cast a vote.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors shall consist of fourteen (14) to seventeen (17) Directors, depending upon whether a President-Elect, a Treasurer-Elect and an Immediate Past President is then in office, but that range may be increased or decreased by amendment of this Section, and if required, by amendment of the Corporation's Articles of Incorporation. Directors must be Active Members of the Corporation (with the exception of the Student Board Member, who must be a Student Member). Directors shall be elected for the terms provided below and each Director shall continue to serve until the earlier of [i] the end of the annual members meeting occurring in the year his or her term expires and at such time as his or her successor has been elected and qualified, or [ii] he or she is removed from office as provided in these Bylaws, or [iii] subject to the last sentence of the third paragraph of Article II, Section 1, such Director resigns or ceases to qualify as an Active Member (or in the case of the Student Board Member, as a Student Member) of the Corporation.

The Board of Directors' members shall fall into the following categories:

Ex Officio Members. Eight (8) of the Board members shall be *ex officio* members, whose terms shall continue for as long as they hold their position as the following officer: (a) the President, (b) the President-Elect, (c) the Vice President, (d) the Secretary, (e) the Treasurer, (f) the Treasurer-Elect, (g) the Kentucky representative of the American Association of Nurse Practitioners, and (h) the Affiliate President of the American College of Nurse-Midwives. The President-Elect and Treasurer-Elect shall hold office only for the one-year period that precedes the expiration of the then-President's two-year term and the then-Treasurer's three-year term. Any *ex officio* Board member, upon removal from his or her position as officer for any reason (other than reappointment to a new officer position), shall also immediately cease to be a member of the Board.

At Large Members. The Board of Directors shall have six (6) At Large Members. The At Large Members shall generally serve staggered three (3)-year terms. At Large Members shall not be eligible to serve more than two (2) consecutive three-year terms.

Nurse-Midwife Member. The Board of Directors shall include one (1) member who is a Nurse-Midwife who shall serve on the Board for a term of three (3) years. The Nurse-Midwife Member shall not be eligible to serve more than two (2) consecutive three-year terms.

Student Board Member. The Board of Directors shall include a Student Board Member, who shall be elected by the Student Members at the annual members meeting and who shall serve for a maximum of two (2) years. In order to be considered for election, the Student Board Member must have at least one (1) year remaining in his or her basic advanced practice educational program and not be previously licensed as an APRN at the time of his or her election. The Student Board Member must also be a Student Member, and if he or she ceases to be a Student Member, he or she must be replaced by the Student Members when feasible.

Immediate Past President. The Immediate Past President shall serve as a Director for a one (1)-year term to promote continuity of business affairs. The Immediate Part President may only serve for one term.

SECTION 3. ELECTION OF DIRECTORS. Except as provided below, the Voting Members shall elect Directors, effective at the annual members meeting. At least thirty (30) days before the annual members meeting, the Corporation shall distribute ballots to the Voting Members (and, in the case of the Student Board Member, to the Student Members) containing the name of at least one nominee for each Director position coming up for election, including positions which are filled by officers serving *ex officio*. Such names shall be those submitted by the Nominations Committee as provided in these Bylaws; provided, however, that should the Nomination Committee fail to supply any of such names, the Board may on its own initiative and with the consent of the nominee(s) in question, select such nominee(s) to be included on the ballots. Unless a Voting Member expresses his or her preference for regular mail, ballots shall be distributed via e-mail and voting shall occur electronically through either a response e-mail or a voting software application chosen by the Corporation. Voting Members who choose to receive their ballots via regular mail may, at their own expense, mail a completed ballot (which shall identify the member so voting) to the Corporation's principal office (or to such other location as may be specified on the ballot), or may personally deliver the completed ballot to such location, all by the date indicated on the ballot.

Voting Members may vote for the nominee(s) named on the ballot, may vote for a write-in candidate by clearly indicating such candidate's name on the ballot, or may abstain. Any ballots received after the date indicated on the ballot shall be invalid and shall not be counted. At least three (3) people will be designated to count the ballots no fewer than five (5) days before the annual meeting. For an individual to be elected as a Director, he or she must timely receive a majority of the completed ballots. If no candidate receives a majority of the votes cast, only the two candidates who received the highest number of votes shall remain on the ballot, and the Voting Members shall vote again during the annual members meeting. Election results will be counted at the meeting and announced immediately.

SECTION 4. VACANCIES . Should a vacancy occur on the Board before completion of a term, that position may be filled by vote of the remaining Board of Directors, and such individual shall serve for the remainder of the original Director's term. Notwithstanding the foregoing, in the event of a vacancy in the President-Elect or Treasurer-Elect position, the vacancy shall be filled as provided in Section 3 of Article V, below.

SECTION 5. ANNUAL BOARD MEETING. An annual Board meeting shall be held immediately after the annual members meeting in the same general location. At the annual Board meeting, the Board shall:

- A. Review all annual reports of the Corporation; and
- B. Address any other business as may properly come before the Board.

SECTION 6. REGULAR MEETINGS. Regular Board meetings shall be held at least four (4) times a year at such times and locations as the President may designate.

SECTION 7. SPECIAL MEETINGS. Special Board meetings may be called by or at the request of the President, and shall be called by the President upon the written request of three (3) Directors then in office. The President may fix any place, within the Commonwealth of Kentucky, as the place for holding any special Board meeting duly called.

SECTION 8. MEETING BY TELEPHONE OR VIDEOCONFERENCE. Members of the Board or of any committee of the Board may participate in and act at any meeting of the Board or committee by means of conference by telephone, video or other similar communication equipment so long as all persons participating in the meeting can simultaneously hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Records of the meeting will indicate if a person is participating by telephone or similar communications equipment.

SECTION 9. NOTICE. Notice of the annual Board meeting shall be given at least five (5) days prior thereto. Notice of any special Board meeting shall be given at least two (2) days prior thereto. Notices shall be by e-mail, regular mail or fax, using the Director's most recent contact information contained in the Corporation's records, or by written notice delivered personally to each Director. If notice is given by facsimile or e-mail, such notice shall be deemed delivered when sent to the proper fax number or e-mail address, respectively. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with first-class postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where 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. Notice of the annual Board meeting shall state the time and place of the meeting. Notice of any special Board meeting shall state the time, place, purpose and business to be transacted.

SECTION 10. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any Board meeting, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 11. MANNER OF ACTING. Except as otherwise provided in these Bylaws, 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.

SECTION 12. COMPENSATION. No Director shall receive compensation for his or her services as Director, although a Director may be reimbursed by the Corporation, in accordance with the Corporation's policies, for reasonable expenses incurred in carrying out his or her duties as a Director.

SECTION 13. INFORMAL ACTION. Except as provided below, any action required or permitted to be taken by the Board of Directors may be taken without a meeting on written consent, if all Directors consent to taking such action without a meeting and approve such action. The written consent shall set forth the action taken and shall be signed by each Director, indicating each Director's consent and approval, and shall be included in the minutes of the

proceedings of the Board. Actions involving corporate dissolution or requiring removal of directors from the Board of Directors may not be taken pursuant to this Section.

SECTION 14. CONDUCT OF MEETINGS. All Board meetings shall be presided over by the President. In the President's absence, such meetings shall be presided over by the Vice President. If both the President and Vice President are absent, such meetings shall be presided over by the next highest ranking officer in attendance.

SECTION 15. REMOVAL.

A. Removal For Cause. A Director may be removed if he or she is absent from two (2) consecutive Board meetings without prior notice, fails to perform the duties of his or her Board position, or acts in a manner that is in violation of these Bylaws or the Corporation's policies. Removal for any of the aforesaid reasons shall require a majority vote of the Board of Directors. The agenda of any Board meeting at which such removal of a Director (or officer) is to be discussed will require a minimum of two (2) weeks' notice to all members of the Board.

B. Removal Without Cause. Any Director may be removed from the Board of Directors for any reason upon the vote of two-thirds (2/3) of the Directors then in office in favor of such removal.

ARTICLE V

OFFICERS

SECTION 1. CLASSES. The Board officers of the Corporation shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer and a Treasurer-elect (the "Board Officers"). In addition, officers of the Corporation shall include the Executive Director and any other non-Board officer created by the Board of Directors.

SECTION 2. ELECTION AND TERM OF OFFICE. Board Officers shall be elected by the Voting Members pursuant to the same process and procedures applicable to Directors, as described in Section 3 of Article IV of these Bylaws. The terms of each respective Board Officer shall be as follows: The Treasurer shall serve for a three-year term, the President-Elect and the Treasurer-Elect shall serve for one-year terms, and the President, Vice-President and Secretary shall serve for a term of two (2) years. Upon completion of their one-year terms, the President-elect and Treasurer-elect shall assume the roles of President or Treasurer, as applicable. No Board Officer shall hold the same office for more than two (2) consecutive terms unless the Nominations Committee is unable to identify a qualified replacement candidate and the Board of Directors, by majority vote, assents to continuation of such Board Officer in the position. As provided in Section 3 of Article IV of these Bylaws, each Board Officer shall also serve as a Director on the Board of Directors for the duration of his or her term as a Board Officer. In the event a Board Officer resigns from office, the officer shall also be deemed to have resigned as a Director, and a vacancy shall occur in both positions. The Executive Director shall serve for a one-year term, but may succeed himself or herself an unlimited number of times. The Executive

Director and any other non-Board Officers, shall be elected by majority vote of the Board of Directors.

SECTION 3. VACANCIES. In the event a Board Officer is unable to complete his or her full term, the Board of Directors may appoint a qualified person to complete the remaining term of such officer. The individual selected shall serve out the remaining term of his or her predecessor. Notwithstanding the foregoing, should the President or Treasurer not serve out a term for any reason, the President-Elect or Treasurer-Elect shall succeed to the unexpired remainder thereof and continue through his or her own term as President or Treasurer without further action by the Board of Directors or the Members.

SECTION 4. PRESIDENT. The President shall be the chief elected officer of the Corporation and shall serve as chairperson of the Board of Directors. The President shall preside at all meetings of the Corporation. The President shall be entitled to serve as the *ex-officio* member on all committees. The President may call special meetings when necessary and direct the maintenance of archives.

SECTION 5. PRESIDENT-ELECT. The President-elect shall be an advisor to the President and be active in committee work. The President-elect shall take office as President at such time as his or her predecessor ceases to be President. During the term of office, the President-elect shall serve as presiding officer of board and member meetings in the President's absence.

SECTION 6. VICE PRESIDENT. Except as provided in Section 5, the Vice-President shall perform the duties of the President in the absence of the President. The Vice-President shall be an advisor to the President and shall provide leadership to Committee Chairs. The Vice-President shall serve as chair of the Governance Committee. During his or her term of office, the Vice President shall serve as presiding officer of board and member meetings in the absence of both the President and the President-Elect. The Vice President shall also serve as the Parliamentarian for all meetings.

SECTION 7. SECRETARY. The Secretary shall keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 8. TREASURER. The Treasurer shall have just completed a one-year term as Treasurer-Elect. The Treasurer shall coordinate the financial affairs of the Corporation; oversee financial records of the Corporation; and submit a financial report at each Board and membership meeting. The Treasurer shall serve as Chair of the Finance Committee and shall participate in the development of a financial plan to manage resources of the Corporation.

SECTION 9. TREASURER-ELECT. The Treasurer-elect shall serve as an assistant to, and learn the duties of, the Treasurer. The Treasurer-elect shall serve as Chair of the Finance Committee in the Treasurer's absence.

SECTION 11. EXECUTIVE DIRECTOR. The Executive Director shall be the chief executive officer of the Corporation, and shall have such duties as typically assigned to the president of a corporation, subject to any restrictions placed thereon by the Board.

SECTION 12. REMOVAL. An officer may be removed if he or she is absent from two (2) consecutive Board meetings without prior notice, fails to perform the duties of his or her office, or acts in a manner that is in violation of these Bylaws or the Corporation's policies. A majority vote of the Board of Directors is required to remove an officer. Removal of an officer pursuant to this Section 12 shall also result in that individual's removal as a Board member. A non-Board Officer may be removed by majority vote of the Board of Directors or by not being re-elected to serve a subsequent term. The removal of an officer shall be without prejudice to the contract rights, if any, of the removed officer.

ARTICLE VI

COMMITTEES

SECTION 1. DIRECTOR COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent permitted by law and to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. Any member may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation shall be served by such removal.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Other committees shall consist of standing and special committees. Members of such standing and special committees, who need not be Directors but must be admitted members, shall be appointed by the Board of Directors. Any member may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation shall be served by such removal.

A. Standing Committees. The Corporation shall have the standing committees set forth below. No such committee shall possess any inherent powers to act on behalf of the Board of Directors except as provided below or as specifically delegated by resolution of the Board.

Governance Committee. The purpose of the Governance Committee is to serve in an advisory capacity to the Board to address issues internal to the Corporation. The Vice President shall chair this committee. The Governance Committee shall be responsible for, among other matters, periodic review of these Bylaws.

Public Relations Committee. The purpose of the Public Relations Committee is to promote APRNs and the Corporation.

Education Committee. The purpose of the Education Committee is to provide high quality educational opportunities for APRNs.

Finance Committee. The purpose of the Finance Committee is to review the budget and financial statements of the Corporation and make recommendations to the Board of Directors with regard to financial policies. Other functions of the Finance Committee include recommending financial priorities for the annual plan and budget, reviewing the Corporation's fiscal audit, examining and making recommendations relating to audit findings and other financial reports, and overseeing property and real estate (if any).

Nominations Committee. The purpose of the Nominations Committee shall be to develop and submit names of candidates for vacant or to-be-vacant positions of Board members and officers in a time and manner so as to conform to the election process set out in Section 3 of Article IV of these Bylaws, and shall have such other responsibilities as the Board of Directors may assign to it.

Research Committee. The purpose of the Research Committee is to promote scholarship and research within the profession.

Reimbursement Committee. The purpose of the Reimbursement Committee is to serve as an expert panel for the Corporation on issues related to Medicare, Medicaid, insurance companies and APRN reimbursement.

Scholarship Committee. The purpose of the Scholarship Committee is to promote the education of APRN students.

Membership Committee. The purpose of the Membership Committee is to recruit new members, retain membership and promote good relations among members.

Editorial Committee. The purpose of the Editorial Committee is to assist with the publication of information by the Corporation to its members.

B. Special Committees. The President or the Board of Directors may create and appoint the members of special committees, which shall limit their activities to the accomplishment of a specific task and, upon completion of that task, shall stand discharged.

SECTION 3. TERM OF OFFICE. Each committee member shall serve until the next annual Board meeting or, if later, until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRPERSON. Except where designated in these Bylaws, one member of each committee shall be appointed by the respective committee as the chairperson of that committee. Students members are not eligible to serve as chairperson of any committee.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES AND REPORTING. Except as provided below, each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors. The Board of Directors shall establish the rules governing how frequently and by what means a committee shall report its progress and findings to the Board.

SECTION 8. MINUTES. The chairperson of each committee shall designate one committee member to take minutes at committee meetings, which shall be kept in a book of minutes provided for that purpose.

ARTICLE VII

CONTRACTS AND AGREEMENTS, LOANS, CHECKS, DEPOSITS

SECTION 1. CONTRACTS AND AGREEMENTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or agreement or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ORDERS, ETC. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the President and Treasurer or their designees with the exception of direct bill payment through online banking. All official documents, correspondence, and communications on behalf of the Corporation requiring the President's signature shall be signed by the President or the President's designee.

SECTION 4. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, brokerage companies or other depositories as the Board of Directors may select.

ARTICLE VIII

CONFLICTS OF INTEREST AND STANDARDS OF CONDUCT

SECTION 1. STATEMENT AND GENERAL POLICY. No transactions involving remuneration or benefit to a Director or officer, or to an organization in which such Director or officer has a material financial interest or of which the Director or officer is a member, officer, director, general partner, principal or controlling stockholder, shall be entered into by the Corporation without (a) a full disclosure to the Board of Directors by the interested Director or officer of the material facts of the transaction and the Director's or officer's interest or relationship; (b) the authorization, approval or ratification of the non-interested Board of Directors; and (c) a determination by the Board that the transaction is fair to the Corporation at the time it is authorized, approved or ratified. No Director so involved may vote on such authorization, approval or ratification by the Board of Directors. The Board shall establish a conflicts of interest policy for the Corporation which is consistent with these Bylaws.

SECTION 2. DISCLOSURE. Every Director and officer, in a manner and form to be prescribed by the Board of Directors, shall be required, as a condition of his or her office, to disclose fully any conflict of interest as defined in this Article and any policy adopted by the Board relating to conflict of interest.

SECTION 3. GOOD FAITH AND IN CORPORATION'S BEST INTEREST. Each member of the Board of Directors, when discharging the duties of a Director, shall act: in good faith, and in a manner the Director reasonably believes to be in the best interests of the Corporation.

SECTION 4. DUE CARE. Board or committee members, when becoming informed with their decision-making function or devoting attention to their oversight function, must discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances.

SECTION 5. REASONABLE RELIANCE ON OTHERS. In discharging his or her duties as a Board member, a Director may rely on the following persons, unless the Director has knowledge that makes such reliance unwarranted:

(a) *Officers and Employees.* One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the functions performed or information, opinions, reports, or statements provided;

(b) *Outside Experts.* Legal counsel, public accountants, or other persons retained by the Corporation or the Member as to matters involving skills or expertise the Director reasonably believes are matters: (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; and

(c) *Board Committees.* A committee of the Board of which the Director is not a member if the Director reasonably believes the committee's determinations merit

confidence.

ARTICLE IX

GENERAL PROVISIONS

SECTION 1. **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 members and Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members and Directors entitled to vote. The foregoing books and records of the Corporation may be inspected by any member or Director, or his or her agent or attorney for any proper purpose at any reasonable time.

SECTION 2. **OFFICIAL PUBLICATION**. The Corporation shall have an official publication.

SECTION 3. **FISCAL YEAR**. The Corporation's fiscal year shall end on December 31st of each calendar year.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Nonprofit Corporation laws of the Commonwealth of Kentucky, 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 XI

AMENDMENT OF BYLAWS

These Bylaws may be amended by a simple majority vote of the Voting Members. All amendments shall be made available to the Voting Members for review at least thirty (30) days before the vote. A vote to amend these Bylaws may be taken at a members meeting or without a meeting through electronic means. If the vote is taken electronically, the proposed amendments shall be sent via e-mail to each Voting Member's most recent email address, as reflected in the Corporation's records. Voting shall occur on the designated date through either a response email or a voting software application chosen by the Corporation.

Adopted this ___ day of _____, 2017.

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