

BYLAWS
The Council of State Home Care Associations, Inc.
(Hereinafter referred to as “the Council”)

ARTICLE I
ORGANIZATION

SECTION 1: NAME

The name of this corporation shall be The Council of State Home Care Associations, Inc.

SECTION 2: DEFINITION

This is a not-for-profit, nonsectarian, voluntary, private 501(c) (6) organization incorporated in the State of Florida.

SECTION 3: LOCATION

The principal office of the Council shall be determined by the Board of Directors.

ARTICLE II
PURPOSE

The purposes for which the Council is organized are to:

- A. Advance the interests of state home care associations
- B. Serve as a key resource in advocacy and association management efforts
- C. Foster transparency and effective collaboration between the state associations as well as home care’s nationwide organizations.

ARTICLE III
MEMBERSHIP

SECTION 1: CLASSES OF MEMBERSHIP

The membership of the Council shall consist of State Home Care Associations (SHCA).

SECTION 2: MEMBERSHIP DUES

- A. For dues purposes, the Board will annually determine the dues structure for the membership.
- B. Dues shall be payable to the Council at the beginning of the fiscal year.
- C. If unpaid after 90 days, dues shall be declared delinquent and membership shall be terminated.

ARTICLE IV
MEETINGS OF THE MEMBERSHIP

SECTION 1: ANNUAL MEETING

The annual meeting of the members shall be held at a time and place determined by the Board of Directors. Notice of said annual meeting shall be sent at least 60 days prior to said meeting, which notice shall state the place, date, time and purpose thereof.

At each said annual meeting, a report of the Council’s activities during the year will be provided, and such other business as may properly come before the meeting of the membership.

SECTION 2: SPECIAL MEETINGS

- A. A special meeting of the members may be called by the order of:
 - 1. Any four (4) directors
 - 2. Not less than one-fifth (1/5) of the voting members of the Council.
 - 3. No business shall be transacted at a special meeting other than such as included in the purposes stated in the call.
 - 4. Absentee ballot procedure may be initiated if deemed necessary by the Board of Directors.

SECTION 3: QUORUM

A simple majority of the voting members present or represented by an absentee vote at a meeting shall constitute a quorum.

ARTICLE V
BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS

The corporate powers, business and property of the Council shall be exercised, conducted and controlled by the Board of Directors.

SECTION 2: TERM OF OFFICE

All directors shall be elected to serve for a two (2) year term or until their successors are elected by the membership.

SECTION 3: NUMBER, TENURE AND COMPOSITION OF THE BOARD

- A. The number of directors shall be seven (7). No director shall serve more than two (2) consecutive two-year terms, except in the following circumstance:
 - a. If a director is elected to the office of Chair during his/her last year of service on the Board, the tenure of said director shall be extended for one year after the Board term expires to allow the director to complete his/her term as Chair.
 - b. Except the officers whom may serve an additional two (2) consecutive two-year terms.

SECTION 4: ELECTION OF DIRECTORS

- A. The nominating committee will solicit state home care association members for applicants through direct mail or other means available to them.
- B. The nominating committee shall issue a call for volunteers to run for the Board of Directors thirty (30) days before the deadline for ballot submission.

SECTION 5: REMOVAL OF DIRECTORS

- A. The Directors shall have the power, on good cause shown after a hearing, to remove any director of the Council from the Board by two-thirds (2/3) majority vote of all Directors. A written notice shall be sent to all directors thirty (30) days prior to the hearing, including the director in question.
- B. The seat of any director who has absented himself or herself from regular Board meetings on three (3) consecutive occasions shall be declared vacant by the Chair. The Board of Directors, however, by affirmative majority vote of the directors in attendance, may reinstate such director for the remainder of his or her term. Such action may be taken at the next regular Board meeting following the meeting in which the third absence occurred. The secretary shall notify the Chair when any member of the Board of Directors has missed three (3) consecutive regular Board meetings.

SECTION 6: REGULAR MEETINGS.

The Board of Directors shall meet not less than one (1) time each year. Any other regular meetings of the Board of Directors shall be upon written notice to all members of said Board. The Secretary or the Chair shall assure notification of all directors of the purpose, time and place of the meeting at least ten (10) days prior to said meeting.

SECTION 7: SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair or any three (3) Board members. Three (3) working days' notice shall be given to Board members. Meetings via phone/fax or electronically may be called with three (3) days' notice to Board members.

No business shall be transacted at a special meeting other than such as included in the purposes stated in the call.

SECTION 8: QUORUM

A majority of the Board of Directors shall be considered a quorum.

SECTION 9: VACANCIES

Vacancies occurring in the Board of Directors shall be filled for the unexpired term by majority vote of the Board of Directors at any regular or special meeting.

SECTION 10: ELIGIBILITY

To be eligible to hold a seat on the Board of Directors, an individual must be employed by a SHCA.

SECTION 11: DIRECTORS' CONFLICT OF INTEREST

- A. No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:
- a. The fact of such relationship or interest is disclosed or known to the Council's Board of Directors and it authorizes, approves or ratifies it by vote or written consent; and
 - b. The contract or transaction is fair and reasonable as to the Council at the time it is authorized by the Board of Directors.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction.
- C. Disclosure shall be made on at least a term basis on forms provided by the Association. Completed forms will be shared with the Association Board of Trustees, which may take such further action it deems appropriate. In addition, any relationship or circumstance that is created or arises in the interim should be disclosed to the Board. The Chair of the board shall become familiar with the statements of all board members in order to guide conduct should a conflict arise.

ARTICLE VI **OFFICERS**

SECTION 1: OFFICERS

The officers of the Council shall be a Chair, Vice-Chair, Treasurer, Secretary and immediate Past Chair and all shall be Board members.

SECTION 2: ELECTION AND TERM OF OFFICE

The officers of the Council shall be elected by the Board of Directors with the term of office being two years. Voting will take place at a time designated by the Board, prior to the start of the fiscal year. Term of office shall be two (2) years and members may be re-elected for one consecutive term. If an individual replaces a board member during that member's term, that individual may be re-elected to two additional consecutive terms.

A. Individuals that serve on an executive committee or as an officer of another national organization representing home care or hospice interests shall not be eligible to serve as a director.

SECTION 3: REMOVAL

Any officer elected or appointed may be removed by the Board of Directors whenever, in its judgment, the best interests of the Council shall be served. Such removal shall require a two-thirds (2/3) vote of all directors of the Board.

SECTION 4: VACANCIES

A vacancy in office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the entire unexpired portion of the term, with the exception of the office of the Chair.

SECTION 3: DUTIES OF OFFICERS

A. CHAIR - The Chair shall be the principal executive officer of the Council, shall preside at all meetings and sign or countersign all contracts, conveyances and instruments of obligation of the Council, per policy, shall make reports to the directors and members, and perform such duties as are incident to the office, and shall be a member, ex officio, of all committees. The chair shall appoint all committee chairs and appoint task forces, as needed, and appoint a chair to the task force.

B. VICE-CHAIR - The Vice-Chair shall be the second ranking officer of the Council and in the absence or disability of the Chair, the Vice-Chair shall exercise all of the Chair functions, and these bylaws shall be so construed that wherever the word "Chair" is used, the word "Vice-Chair" shall be deemed to be also included, to authorize any Chair action by a Vice-Chair. In the event of a permanent vacancy in the office of the Chair's term of office, the presidency shall be assumed by the Vice-Chair.

C. SECRETARY - The Secretary shall keep or cause to be kept at the principal office of the Council, or such other place as the Board of Directors may order, (1) minutes of all meetings of the Board of Directors and the membership, (2) a current membership roster, (3) notice of special meetings of the Board of Directors and of the regular and special meetings of the membership, and (4) shall perform such other duties as may be required by law or as may be required from time to time by the Board of Directors.

D. TREASURER - The Treasurer shall be responsible for overseeing adequate and correct accounts of the properties and the business transactions of the Council including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall be responsible to oversee the timely deposit of the monetary assets to the credit of the Council in a depository designated by the Board of Directors, and such duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors by the association's bylaws.

E. COMBINATION SECRETARY/TREASURER – At the discretion and designation of the Board of Directors, the officer roles of Secretary and Treasurer may be combined into one role, and filled by one individual willing and able to assume the responsibilities outlined in Article VI, Section 3, C and D. Said combined role will be re-evaluated by the Board of Directors annually to determine adequacy and appropriateness.

F. IMMEDIATE PAST CHAIR - The immediate Past Chair, serving ex-officio, shall serve as Chair of the Nominating Committee.

SECTION 4: EXECUTIVE DIRECTOR

The Board of Directors may employ an Executive Director. If such is hired it is the responsibility of the board to evaluate and discharge an Executive Director of the Council and shall fix such salary and compensation as in its judgment may be deemed proper.

The Executive Director shall have entire charge of the office and employees of the Council including the hiring, firing and evaluation of employees. The Executive Director shall have charge of the activities of the Council subject to such rules, regulations and resolutions as may, from time to time, be adopted by the Board of Directors. The Executive Director shall attend all meetings of the Board of Directors and all committee meetings except when such attendance is excused.

The Board may arrange for services to be provided through outside vendors or contractors.

ARTICLE VII
FINANCES

SECTION 1: RECEIPTS

The Board of Directors may accept on behalf of the Council any contribution, gift, bequest or device for the general purposes or for any special purpose of the Council.

SECTION 2: DEPOSITS

All funds of the Council shall be deposited to the credit of the Council in such bank or depositories as the Board of Directors may from time to time select.

SECTION 3: CHECKS, DRAFTS, ETC.

All checks, drafts or orders for the payment of money, issued in the name of the Council for amounts under \$5,000 may be signed by the Treasurer, Chair or designee authorized by the board alone. Checks for amounts over \$5,000 must be approved by the Chair and Treasurer of the Board of Directors prior to signing by the Treasurer, Chair or designee.

SECTION 4: FINANCIAL REVIEW

There shall be a written report of an annual review of finances of the Council. The review shall be the responsibility of the Finance Committee.

SECTION 5: DISTRIBUTION OF FUNDS

In the event of liquidation or dissolution of the corporation, whether voluntarily, involuntarily or by operation of law, the remaining assets of the corporation shall be distributed to such non-profit organization or organizations as may be designated by the Board of Directors provided that such organizations are then exempt from income tax under Section 501(c)(6) or 501(c)(3) of the U.S. Internal Revenue Code as may then be in effect.

ARTICLE VIII
COMMITTEES

All members of the Council are eligible to serve on any Council committee except the Executive Committee.

SECTION 1: STANDING COMMITTEES

The Chair shall appoint members to standing committees unless the Chair determines it is not appropriate or necessary.

A. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Council. The Chair shall be chairman of the Executive Committee. The Executive Committee shall have the power to execute the business of the Board of Directors between meetings of the Board and shall report all actions of the committee at the next regular meeting of the Board for ratification of actions.

B. FINANCE COMMITTEE

The Finance Committee shall consist of three (3) members, one of whom shall be the Treasurer. The committee shall annually review and revise as necessary the dues structure, and any other financial affairs of the Council, and make recommendations to the Board of Directors as appropriate.

C. NOMINATING COMMITTEE

The immediate Past Chair of the Board shall be the Nominating Committee chair. The chair of the Nominating Committee appoints the members of the committee. Membership on the committee should consist of representatives from various size states and varied geographic locations.

The Nominating Committee determines nominees for positions on the Board of Directors and assures that a slate or ballot is sent to the membership as per these bylaws.

SECTION 2: AD HOC COMMITTEES AND TASK FORCES

The Chair may appoint such ad hoc committees and task forces as are deemed necessary.

ARTICLE IX FISCAL YEAR

The fiscal year of the Council shall be the calendar year. The period of existence and duration of the life of this Council shall be perpetual, unless sooner dissolved by law or majority vote of all the current members of the Council.

ARTICLE X AMENDMENT OF BYLAWS

Members of the Board of Directors may amend the bylaws at any meeting in which a quorum is present.

ARTICLE XI INDEMNIFICATION

Each director or officer, or former director or officer of this corporation, and his or her legal representatives, shall be indemnified by this corporation against liabilities, expenses, counsel fees and costs reasonably incurred by that person or that person's estate in connection with, or arising out of, any action, suit, proceeding or claim in which that person is made a party by reason of being, or having been, such director or officer; provided that in no such case shall the corporation indemnify such director or officer with respect to any matters as to which such director or officer shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of the duties as such director or officer.

The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action any trustee involved shall not be qualified to vote thereon. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by such Board. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a Court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

The Board of Directors shall further be authorized, at its discretion, to procure liability insurance for the protection and indemnification of directors and officers, at the expense of the corporation.

ARTICLE XII ROBERT'S RULES OF ORDER FOR PROCEDURE

Except as otherwise provided in the bylaws or in Standing Orders established by the Board of Directors, Robert's Rules of Order, Revised, shall govern all procedural matters at meetings of the Board of Directors or members.

Revised: 4/2012; 11/11/15

