

# CONNECTICUT ASSOCIATION FOR HEALTHCARE AT HOME, INC.

## BYLAWS

### ARTICLE I

#### Name

1. The name of this organization shall be: Connecticut Association for Healthcare at Home, Inc.

### ARTICLE II

#### Purpose and Mission

1. Purpose. The purpose of Connecticut Association for Healthcare at Home, Inc., hereinafter referred to as the "Association," shall be as stated in the Association's Certificate of Incorporation, as it may be amended from time to time and as on file with the Connecticut Secretary of the State.
2. Mission. The mission of the Association shall be as determined by the Board of Directors from time to time.

### ARTICLE III

#### Membership

1. Classes of Membership. The membership of the Association shall consist of four classes: Licensed Provider, Affiliate Provider, Associate and Honorary. Both Licensed Provider members and Affiliate Provider members are considered providers of home care for purposes of these Bylaws.
  - (a) Licensed Provider. Membership may be available to an entity that is individually licensed by the State of Connecticut as (a) a home health care agency and/or (b) a hospice agency and/or (c) a hospice inpatient facility. Two or more closely related licensed agencies that are under the common control of a single Governing Authority (for purposes of Connecticut state licensure) or Board of Directors with shared responsibility for operations may be eligible to be considered as a single corporate member.
  - (b) Affiliate Provider. Membership may be available to an agency providing home care services (*e.g.*, licensed homemaker-home health aide agency, homemaker-companion, home infusion, assisted living services agency, *etc.*)

that otherwise does not qualify for membership as a Licensed Provider. An access agency may also qualify as an Affiliate Provider.

- (c) Associate. Associate membership may be available to an individual or organization providing services that relate directly or indirectly to community health, home, hospice or palliative care and that otherwise does not qualify for membership as Licensed Provider or Affiliate Provider. Associate membership includes:
- 1) Organizations or individuals that provide services to Licensed Provider members or Affiliate Provider members;
  - 2) Individuals who are directly employed by a Licensed Provider member or Affiliate Provider member and do not otherwise qualify for membership as a Licensed Provider or Affiliate Provider ;
  - 3) Individuals who were formerly employed by a Licensed Provider member, an Affiliate Provider member, an Associate member, or this Association; and
  - 4) Organizations or individuals who are dedicated to the advancement of community-based care, such as health care students, health care faculty members, thought leaders, or advocates.

The Executive Committee has sole discretion to determine an individual's or organization's eligibility as an Associate member. Individuals who are actively associated with the Board of Directors, governing authority, or staff, either through contract or by direct employment, of a non-member home care, home health, homemaker-home health aide, hospice agency, federal or state-sponsored home care program, or agency providing related home care services, shall be ineligible for membership as an Associate.

- (d) Honorary. Honorary memberships may be conferred by the Board of Directors upon anyone who has made an "outstanding contribution" to the Association according to the Association's policies as they may be in effect from time to time.

## 2. Voting Privileges.

- (a) Each Licensed Provider member shall be entitled to two (2) votes.
- (b) Each Affiliate Provider member shall be entitled to one (1) vote.
- (c) Each Associate member shall be entitled to one (1) vote.
- (d) No Honorary member shall be entitled to vote.

3. The Association's Board may adopt such rules governing admission, retention, suspension of rights and privileges, withdrawal, and expulsion and such further rules on qualifications for membership as it deems appropriate from time to time. The Executive Committee has the power to resolve questions and disputes over eligibility for a class of membership.
4. Each Association member is expected to conduct its business and activities consistent with all applicable laws and regulations and in an ethical manner, as may be further articulated in a Code of Conduct adopted by Association's Board. The Board of Directors of the Association reserves the right to terminate the membership of any Association member whose conduct, in the sole discretion of the Board, is unethical or inconsistent with all applicable laws and regulations or is otherwise damaging to the Association. The Board shall provide at least ten (10) days' advance written notice to the member prior to voting on termination of its membership and in connection with its vote shall consider any information the member submits.

#### ARTICLE IV

##### Membership Dues

1. Licensed Provider, Affiliate Provider, and Associate Membership Dues. Annual dues, including the annual dues structures within a class, shall be set by the Board of Directors. Licensed Provider, Affiliate Provider, and Associate members shall be given forty-five (45) days' notice of any increase in their respective annual dues.
2. Honorary Membership. There shall be no annual dues.
3. Membership Year. The membership year shall be the fiscal year of the Association and annual dues shall be payable in full either as of the first of each year or according to an installment plan established by the Board of Directors.

#### ARTICLE V

##### Meetings of Members

1. Annual Meeting. The annual meeting shall be held during the fourth quarter of the calendar year. At least thirty (30) days written notice of the date, time and place of the annual meeting shall be given by the Secretary to each member by mail, other delivery service, facsimile, or other electronic transmission.
2. Special Meetings. Special meetings may be called by the Chair or the Board of Directors or shall be called by the Secretary upon written request of ten (10) Licensed Provider members and/or Affiliate Provider members. At least ten (10) days written notice of the date, time, place, and purpose of the meeting shall be given to each member by mail, other delivery service, facsimile, or other electronic transmission.

3. Quorum and Voting at a Meeting. A quorum consists of the members who are present at a meeting and who are entitled to vote on the matter. A majority of the votes cast shall decide any matter brought before such meeting unless otherwise specified in these Bylaws or required by law.
4. Remote Communication Meeting. The Board of Directors may determine that the annual meeting and/or any special meeting shall not be held at any place and shall instead be held solely by means of remote communication. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Directors may adopt. Members participating in a member meeting by means of remote communication shall be deemed present and may vote at such a meeting. The Association shall implement reasonable measures: (1) to verify that each person participating remotely is a member and (2) to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrently with such proceedings.
5. Voting Other Than at a Meeting. When the Board determines that circumstances warrant having the members take action on any matter requiring their vote other than at a meeting, the Board of Directors may allow for voting by written ballot by mail, other delivery service, facsimile, or other electronic transmission as the Board may determine. In such case, the vote of the members will be determined by the total number of votes actually cast, and a majority of the votes cast shall decide the matter.

## ARTICLE VI

### Officers

1. Officers. The officers shall consist of the President/CEO of the Association, a Board Chair, a Chair Elect, a Vice Chair, a Secretary, a Treasurer, and Immediate Past Chair. The Immediate Past Chair shall automatically serve for two (2) years on the Board and Executive Committee as a voting member.
2. President/CEO. The President/CEO shall be the Chief Executive Officer of the Association and shall be responsible to the Board for the overall management and administration of the Association's operations. In addition, the responsibilities of the President/CEO shall include planning, organizing, directing, coordinating and evaluating activities of the Association, its programs and its staff, and such other matters as the Board may from time to time define. The President/CEO shall be responsible to the Board and shall have ultimate administrative authority and responsibility for the Association. The President/CEO shall be an ex-officio member, with the right to vote, of the Board of Directors, the Executive Committee, and all other committees except for the Governance and the Personnel/Compensation Committees.

3. Chair. The Chair shall be the Board's official representative. The Chair shall preside at all meetings of the Association, the Board and the Executive Committee. The Chair of the Board shall be an ex-officio member of all committees. The Chair shall count towards the quorum of any committee meeting the Chair attends but shall not vote except to break a tie vote. The Chair along with the President/CEO is responsible for a report of the year's work at the Annual Meeting of the Association and of the Board.
4. Eligibility. Each officer except for the President/CEO shall be a member of the staff of a Licensed Provider member. Notwithstanding the foregoing, one (1) officer may be an Associate member, or a member of the staff of an Associate member, or a member of the staff of an Affiliate Provider member, provided that the Governance Committee and the Executive Committee determine that the election or appointment of such individual is in the best interests of the Association.

If an officer's status as a member of the staff of a Licensed Provider member changes during the officer's term, the officer is required to resign, except that (1) if the officer is/will soon be an Associate member, or a member of the staff of an Associate member, or a member of the staff of an Affiliate Provider member, and (2) if the officer's continued service in that position does not cause the composition of the Board or of the officers to violate the requirements of these Bylaws, then the Governance Committee may permit the officer to complete his/her term, subject to the approval of the Executive Committee.

Candidates for the office of Chair and Chair Elect must be current members of the Board of Directors for at least one (1) year. Candidates for all other elected officer positions may be drawn from the general membership.

5. Terms of Office. All officers except the Chair Elect shall be elected for terms of two (2) years. The terms will commence on January 1. Upon accepting the candidacy for another officer position, an officer who is currently serving an unexpired term must submit a letter of resignation to be effective on January 1 immediately following the next annual meeting. The Chair Elect will serve one three (3) year term: one (1) year as Chair Elect, immediately followed by one two (2) year term as Chair. All other officers may serve no more than two (2) consecutive terms in the same position, but may be re-elected after an interim of one (1) year.
6. Vacancies. A vacancy in the office of Chair shall be filled by the Chair Elect if the vacancy occurs in the second year of the Chair's term; otherwise, the vacancy will be filled by the Vice Chair. A vacancy in the office of Chair Elect shall be filled by an election by the members. Candidates for Chair Elect must be current members of the Board of Directors for at least one year. A vacancy in the office of Vice Chair shall be filled by the Secretary or Treasurer as determined by the Board of Directors. A vacancy in the office of either the Secretary or Treasurer shall be filled as determined by the Board of Directors. Any officer filling an unexpired term shall be eligible to

serve two elected terms after serving the unexpired term, other than for the position of Chair.

7. Duties. The officers shall perform such duties as are usually incident to their respective offices and such or different duties as specified by the Board of Directors.

## ARTICLE VII

### Board of Directors

1. Powers. All the powers of the Association are vested in and shall be exercised by the Board of Directors unless otherwise prescribed by statute or by the Certificate of Incorporation or by these Bylaws.
2. Voting Privileges. All Directors shall be entitled to one (1) vote. The President/CEO shall be entitled to one vote.
3. Composition. The Board of Directors shall consist of the officers, chairs of standing committees, and not less than four (4) and up to six (6) members-at-large elected by the membership. In addition, the Board of Directors may appoint up to two (2) members-at-large, each for a two (2) year term. The Board of Directors shall be composed of members of the staff of Licensed Provider members, except that up to 25% of the Board of Directors may be Associate members or members of the staff of Associate members or members of the staff of Affiliate Provider members, provided that the Governance Committee and the Executive Committee determine that the election or appointment of such individuals is in the best interests of the Association.
  - (a) Members-at-Large. The term of office shall be two (2) years, commencing on January 1. Approximately one-half the members-at-large shall be elected every year to promote the objective of having half the directors have terms that expire each year.
  - (b) Hospice Member-at-Large. One director elected by the members shall be a Hospice Service Provider specifically elected to serve as the "Hospice Director". For the purposes of these Bylaws, "Hospice Service Provider" shall mean a member of the staff of a Licensed Provider member that is licensed in the State of Connecticut to provide hospice services. The term of office shall be two (2) years, commencing on January 1.
  - (c) Composition of Membership. To further the Association's mission and strength as a membership organization, its Board should to the extent reasonably possible be equitably balanced and representative of the diversity of its member organizations in areas such as location, population served, size and nature of entity. Only one individual from a member may serve on the Board of Directors at any time, provided that, in the case of a corporate

member, individuals from the corporate member may hold no more than 10% of the seats on the Board of Directors at any time. In addition, if two (2) or more members are in the same corporate system or group, no more than 10% of the seats may be held at any time by individuals from that system or group.

4. Meetings. There shall be at least six (6) meetings of the Board of Directors each year. Reasonable notice of each regular meeting of the Board of Directors shall be given by the Secretary to each Director personally or by mail, other delivery service, telephone, facsimile, or other electronic transmission, provided that no notice need be given of a meeting held in accordance with a schedule approved by the Board.
5. Special Meetings. Special meetings of the Board of Directors may be called by the Chair and shall be called by the Secretary upon the written request of six (6) Directors. Reasonable notice of each special meeting of the Board of Directors shall be given by the Secretary to each Director personally or by mail, other delivery service, telephone, facsimile, or other electronic transmission.
6. Quorum. A majority of the Board of Directors presently in office shall constitute a quorum, provided that one of the members present must be an officer of the Association other than the President/CEO.
7. Vacancies. Vacancies among the Members-at-Large on the Board of Directors shall be filled by appointment by the Board until the Association's next annual meeting, at which a replacement shall be elected to complete the vacated term.
8. Compensation. Officers and Directors shall receive no compensation for their services, with the exception of the President/CEO, who is a compensated employee of the Association.
9. Absence. The unexcused absence of a Director from more than three (3) consecutive meetings of the Board constitutes the Director's voluntary resignation from the Board.

## ARTICLE VIII

### Election Procedures

1. Nominations.
  - (a) At least seventy-five (75) days prior to the annual meeting, the Association shall send a written notice to the membership soliciting nominations for officers and members-at-large of the Board of Directors. The membership shall have at least fifteen (15) days to submit nominations. If nominations are submitted for individuals who are not members of the staff of Licensed Provider members, the Governance Committee shall evaluate whether each such nomination shall proceed, given the limitations set forth on officer eligibility in Section VI(4) and Board of Director composition in Section VII(3) of these Bylaws.

- (b) The Governance Committee will develop a slate which is representative of the membership in terms of size of the agency, location and other factors. If one or more Associate members, or a members of the staff of an Associate member, or members of the staff of an Affiliate Provider member have been nominated for election as an officer or member-at-large of the Board, the proposed slate must insure that, after the election, at least 75% of the Board will continue to be comprised of members of the staffs of Licensed Provider members. The Governance Committee shall present any proposed slate that includes an Associate member, or a member of the staff of an Associate member, or a member of the staff of an Affiliate Provider member to the Executive Committee for its approval prior to sending it to the Association's members.
  - (c) Nominees for election as officers and members-at-large of the Board of Directors shall be submitted by ballot to the membership in writing by the Governance Committee at least thirty (30) days prior to the date of the annual meeting.
  - (d) The results of the election will be announced at the annual meeting.
2. Years of Election for Officers. The Chair and Vice Chair shall be elected at the annual meeting in even years, and the Chair Elect, Secretary, and Treasurer in odd years.

## ARTICLE IX

### Committees

1. Executive Committee. The Executive Committee shall be responsible for hiring, evaluating, and setting the compensation of the President/CEO. The Executive Committee may act on behalf of the Board of Directors, and any action taken shall be reported to the Board of Directors at its next meeting. It shall consist of the Association officers and the Chair of the Personnel/Compensation Committee. At least one (1) member of the Executive Committee must represent an organization that provides hospice services. The Chair of the Board shall serve as the Chair of the Executive Committee. The Executive Committee shall meet at the call of the chair or upon written request of a majority of the Executive Committee members; at least two (2) days' notice of each meeting shall be given to each Executive Committee member by personal delivery, mail, telephone, telefax, or electronic transmission. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, and a vote of the majority present and voting, a quorum being present, shall be the act of the Executive Committee. In the event of a tie vote of the Executive Committee, the Chair shall determine the result of the vote.
2. Standing Committees. The standing committees include:
  - (a) Business and Finance



- (b) Education
  - (c) Governance
  - (d) Government Relations/Reimbursement
  - (e) Hospice and Palliative Care
  - (f) Personnel/Compensation
  - (g) Quality Improvement
  - (h) Home Care
3. Board Approval of Committee Actions. All committee position statements and functions are subject to approval or amendment by the Board of Directors.
  4. Special Committees. The Board of Directors may establish such special or ad-hoc committees as it may deem appropriate. These committees shall have members, duties and terms of office as shall be determined by the Board of Directors.
  5. Committee Chairs. Committee chairs, with the exception of the chairs of the Business and Finance Committee and the Governance Committee, shall be appointed by the Chair, approved by the Executive Committee, and serve concurrently with the Chair's term of office. Committee members shall be chosen by their chairs, with the assistance of the Chair, and shall represent various parts of the state. The Treasurer will serve as Chair of the Business and Finance Committee. The Vice Chair will serve as Chair of the Governance Committee. The Chair of the Personnel/Compensation Committee shall be a member of the staff of a Licensed Provider member, have human resources experience, and be appointed by the Board Chair and approved by the Board of Directors. The Chair of the Hospice and Palliative Care Committee shall be a Hospice Service Provider.
  6. Composition. Eligibility criteria are defined by the Board of Directors, except that: (1) fifty percent (50%) of the Hospice and Palliative Care Committee members shall be Hospice Service Providers; (2) the Chair, Chair Elect or Immediate Past Chair, Vice Chair, and one other member chosen by the Chair, shall constitute the Governance Committee; and (3) the Executive Committee, including the Chair of the Personnel/Compensation Committee, shall constitute the Personnel/Compensation Committee.
  7. Duties of Standing Committees.

Each committee shall have the functions and duties described below. In addition, each committee will consider current trends and future opportunities within the industry in order to evaluate needs for policy development, legislative advocacy and communication/messaging based on the focus of the committee, and each committee may if appropriate recommend the creation of an Ad Hoc Work Group based on the committee's assessment of needs.

- (a) The Business and Finance Committee shall be responsible for the fiscal and business management operations of the Association, define appropriate categories of members with implications for the future, and explore new ways to generate revenue for the Association through membership services.
- (b) The Education Committee shall keep the membership informed of trends, developments and current practices in community health, home care and hospice services by planning meetings, seminars, and workshops. The Education Committee will respond to requests from either the general membership, the Board of Directors or Standing Committees for educational programs with an additional focus on the oversight and management of the Education Budget
- (c) The Governance Committee shall be responsible for identification, assessment and monitoring of governance issues; definition of role and responsibilities of the Board and committees; Board development activities; and recommendation of a slate of officers and members-at-large positions as set forth in Article VIII of these Bylaws. In addition, the Governance Committee shall meet whenever the President/CEO alerts the committee of the need to review an actual or potential conflict of interest of a director or to review the employment/retention of a prospective employee or independent contractor having a conflicting interest with the Association and determine how such conflict should be avoided, resolved or managed according to the Association's conflict of interest policy.
- (d) The Government Relations/Reimbursement Committee shall problem solve and make recommendations including community and/or membership messaging/advocacy concerning state and national legislation, reimbursement issues, and relations with state and federal regulatory agencies.
- (e) The Hospice and Palliative Care Committee shall review regulatory, reimbursement, legislative and policy issues affecting hospices, end-of-life and palliative care, problem solve and make recommendations to the Board of Directors on such matters.
- (f) The Personnel/Compensation Committee shall be responsible for reviewing personnel and compensation policies annually or as needed.

- (g) The Quality Improvement Committee shall address quality management issues including caregiving standards/policies and education of home care and hospice professionals.
- (h) The Home Care Committee shall review regulatory, reimbursement, legislative and policy issues affecting non-medical home care and make recommendations to the Board of Directors on such matters.

## ARTICLE X

### Fiscal Year

1. The fiscal year of the Association shall be the July 1 – June 30 year.

## ARTICLE XI

### Parliamentary Authority

1. For procedures not covered in the Bylaws and rules adopted by this organization, Robert's Rules of Order revised, latest edition, shall be the authority.

## ARTICLE XII

### Amendments to Bylaws

1. The Bylaws may be amended at any regular or special meeting of the Association at which a quorum is present, by a 2/3 vote of those present and voting, provided that written notice of the general nature of the amendments shall have been given at least thirty (30) days prior to the date of such meeting to all voting members.

Approved by Membership at Annual Meeting  
November 30, 1983

Revised:      November 29, 1984  
                  June 13, 1985  
                  December 4, 1985  
                  May 14, 1987  
                  December 2, 1987  
                  November 30, 1988  
                  May 16, 1989  
                  May 7, 1991  
                  December 4, 1991  
                  May 12, 1993  
                  November 29, 1994

May 9, 1996  
May 6, 1997  
December 3, 1998  
January 25, 2001  
November 5, 2002  
August 20, 2004  
November 3, 2004  
December 4, 2007, effective January 1, 2008  
November 16, 2012  
January 1, 2013  
November 20, 2013  
November 5, 2015  
October 25, 2019  
June 8, 2022  
March 18, 2024