

# Home Care and Hospice Association of New Jersey, Inc.

## BYLAWS OF HOME CARE AND HOSPICE ASSOCIATION OF NEW JERSEY, INC.

### ARTICLE I THE CORPORATION

Section 1. Name. The name of the corporation is "Home Care and Hospice Association of New Jersey, Inc." (the "Corporation").

Section 2. Seal. The Board of Trustees (the "Board") shall prescribe the form of the Corporation's seal, which shall contain the full name, *Home Care and Hospice Association of New Jersey, Inc.*, and the year and state of incorporation.

Section 3. Fiscal Year. The Corporation shall maintain the calendar year as its fiscal year.

Section 4. Registered Office. The registered office of the Corporation shall be designated by the Board.

### ARTICLE II PURPOSE

Section 1. Purpose. The Corporation is organized to represent and to advocate for the full scope of home care providers, including home health agencies, hospices and health care service firms throughout New Jersey and the region.

Section 2. Mission. The mission of the Corporation is to serve as the catalyst for excellence in home care and hospice.

Section 3. Goals. The goals of the Corporation are to inform, educate, assist and advocate for home care and hospice providers, as well as the patients, families and caregivers they serve throughout New Jersey and the region.

### ARTICLE III MEMBERS OF THE CORPORATION

Section 1. The Members. The members of the Corporation include licensed home health agencies, hospices, and health care service firms, consultants, professional and vendor services that support home care and/or hospice, individual health care professionals and other health related organizations with an interest in high quality home care and hospice for people throughout New Jersey and the region (collectively, the "Members"). The Members shall be divided into two categories: Voting Members and Non-Voting Members.

Section 2. Voting Members. Voting members of the Corporation shall consist of organizations which deliver home care services, including licensed home health agencies, hospices and health care service firms, and which meet Corporation voting membership criteria established by the Board. Voting Members shall be reviewed by, and be subject to the approval of, the Membership Committee. Each Voting Member shall have one vote.

Section 3. Non-Voting Members. All other Members of the Corporation shall be non-voting Members . Non-Voting Members shall be persons or entities whose purpose and/or mission is consistent with the mission of the Corporation and shall meet such other criteria as developed by the Board. Non-Voting Members shall be reviewed by, and be subject to the approval of, the Membership Committee. Non-Voting Members shall have no vote.

Section 4. Automatic Removal of Members. A Member's membership in the Corporation shall be automatically terminated if such Member has been found guilty of fraudulent or abusive practice by an administrative agency or court of law, or whose license has been revoked, with termination effective concurrent with such event. Each Member has an affirmative duty to report any such event to the Board, in writing.

#### **ARTICLE IV MEMBERSHIP DUES**

All Members must pay annual dues established by the published dues chart in such amounts as determined by the Finance Committee and approved by the Corporation's Board. Each Member must comply with the Membership Dues Policy to remain a Member in good standing.

#### **ARTICLE V MEMBER MEETINGS AND ACTIVITIES**

Section 1. Exercise of Member Rights. Any rights, powers, duties and activities of a Member in its capacity as a Member of the Corporation may be exercised by any individual of the same organization duly authorized by the Member of the same organization.

Section 2. Member's Power to Elect Trustees. The Voting Members shall elect the Corporation's Trustees and the members of the Nominating Committee in accordance with these Bylaws.

Section 3. Annual Meeting of the Members. An annual meeting of the Members (the "Annual Meeting") shall be held on the date, and at the time and place, approved by the Corporation's Board.

Section 4. Special Meetings of the Members. Special meetings (each a "Special Meeting") may be called either (a) by the Board of Trustees, or (b) by request of no less than ten percent (10%) of the Voting Members. Special Meetings shall be held on such dates, and at the times and places, approved by the Corporation's Board.

Section 5. Adjourned Meetings. When a meeting is adjourned to another time and place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At such an adjourned meeting, the only business that shall be transacted is business that might have been transacted at the original meeting.

Section 6. Notice. Notice of the Annual Meeting shall be provided to Members at least thirty (30) days and no more than sixty (60) days in advance of the meeting. Notice of Special Meetings must be sent at least ten (10) days in advance of the meeting. No business other than that stated in the notice shall be transacted at a Special Meeting. Notice shall be considered proper if sent by mail addressed to the Member's last address in the Corporation's records, if delivered in person by facsimile, by email or such other electronic method reasonably calculated to be received by the Member. Notice of a meeting need not be given to any Member who signs a waiver of notice, in person [Note: delete if eliminating proxy votes or by proxy], whether before or after the meeting. The attendance of any Member at a meeting in person without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that Member.

Section 7. Quorum for Voting Purposes. For voting purposes at any meeting of the Members, a quorum shall consist of twenty percent (20%) of the Voting Members. A lesser number may adjourn the meeting to another specified date.

Section 8. Voting. At all meetings of the Members, each Voting Member shall be entitled to one (1) vote. Except as otherwise specified in these Bylaws, transaction of the business of the Members shall require first, a quorum, and second, affirmative votes from a simple majority of the Voting Members in attendance.

## **ARTICLE VI BOARD OF TRUSTEES**

Section 1. General Powers. The Corporation's Board shall oversee the management, affairs, funds and property of the Corporation.

Section 2. Election of Trustees. Voting Members shall elect the Trustees from a slate of candidates prepared annually by the Nominating Committee. To be eligible for nomination as Trustee, a nominee (a) must be a VOTING Member or a Non-Voting Member, or a trustee/director, officer or employee (a "Representative") of a Member or a Non-Voting Member; (b) must not have reached or must not exceed the term limit during the term to which the nomination applies, as described in **Article VI, Section 4**; and (c) must be a Member or a Non-Voting Member in good standing or a Representative of a Member or a Non-Voting Member in good standing, with all financial obligations paid to date. The then current Board may reject nominees' names or add eligible nominees to the ballot by a two-thirds (2/3) vote of the

Board. Trustees shall be elected by the highest number of votes submitted by official written ballot. Ballots for the election will be distributed prior to the Annual Meeting and the results of the election reported at the Annual Meeting.

In the event of a tie vote, if neither candidate withdraws, the then current Board shall select the new Trustee from the candidates who are the subject of the tie vote pursuant to Board policy.

Section 3. Number and Composition. The Corporation's Board shall consist of a minimum of thirteen (13) and no more than nineteen (19) Trustees. There shall be no more than two (2) Trustees who are a Non-Voting Member or a Representative of a Non-Voting Member on the Board at any given time, and if there are two (2), one (1) shall be in each Class of Trustees.

(a) Trustee candidates shall be twenty-one (21) years of age or older, and shall have no interest, directly or indirectly, adverse to the interests of the Corporation.

Exceptions for candidates with actual or apparent adverse interests to those of the Corporation may be allowed after full disclosure by the candidate, compliance with the Corporation's Conflicts of Interest Policy and approval of two-thirds of the Trustees present at a Board meeting at which a quorum is present.

(b) The goal shall be to reflect in the Board the range of provider types of the Voting Members. No more than one employee, officer, director, or trustee shall be from the same Member and serve on the Board at any time.

Section 4. Term. Each term shall be for two (2) years. A Trustee shall serve no more than six (6) consecutive years. No Trustee shall be a candidate for re-election to the Board (a) if election to a new term would extend service beyond six (6) years; or (b) until the expiration of one (1) year following the Trustee's sixth (6<sup>th</sup>) consecutive year of office as Trustee. However, a Trustee shall hold office until his or her successor is installed at the Annual Meeting of Members and is duly qualified, unless subject to prior removal. The Board shall be divided into two groups, Class A and Class B. The Class A and Class B Trustees will be determined by the Board of Trustees and will be as closely proportional in size as possible. Each class should represent all provider types. The Classes shall have equivalent rights and powers. Election of Trustees shall be staggered so that an election in each Class shall take place every two (2) years.

Section 5. Ex-Officio Trustees.

(a) The Corporation's President & CEO shall at all times serve as an ex-officio Trustee of the Corporation and shall receive notice of, and have the right to attend and participate fully in, all meetings of the Corporation's Board (and of any committees or subcommittees thereof), with voting privileges.

(b) Representatives of other New Jersey organizations may serve in an

ex-officio capacity, as determined by the Board in its sole discretion. Such ex-officio Trustees shall have the ability to attend Board meetings upon invitation of the Board Chairperson, but shall have no right to vote.

Section 6. Trustee Vacancies. In the event a vacancy occurs on the Board for any reason, the Board may, in its discretion, elect to fill the vacancy. In no event, however, shall the number of Trustees be less than thirteen (13). Any Trustee appointed by the Board to serve for an unexpired term created by a vacancy must meet all election criteria and Trustee criteria outlined in these Bylaws.

Section 7. Standing Committees.

(a) Generally. The Corporation shall have the Standing Committees set forth in this **Article VI, Section 7**, and such other Standing Committees as the Board deems appropriate from time to time. Unless otherwise indicated below:

(i) the Nominating Committee shall determine the size of each Standing Committee and shall make recommendations for appointment of each Standing Committee's members and chairpersons, if not already identified within these Bylaws, subject to Board approval. Only representatives of Members in good standing shall be eligible to serve on a Standing Committee;

(ii) each Standing Committee (A) shall include at least one (1) Trustee, (B) shall serve for a term of one (1) year, and (C) shall meet at such times and at such frequency as determined by the Committee Chairperson; and

(iii) the role of any such Committee shall be to study, report and make recommendations to the Board.

(b) Limited Authority. No committee shall have the authority to:

(i) Make, alter or repeal any bylaw of the Corporation;

(ii) Elect or appoint any Trustee, or remove any officer or Trustee;

(iii) Submit to Members any action that requires Members' approval; or

(iv) Amend or repeal any resolution previously adopted by the Board.

(c) Executive Committee.

(i) Composition. The Executive Committee shall consist of the Board's Officers and two (2) other Trustees, that are designated by the Officers and approved by the Board. One (1) of the members of the Executive Committee may be a Trustee that is a Non-Voting Member or a Representative of a Non-Voting Member. Only One (1) Trustee may represent a Non-Voting Member or a Representative of a Non-Voting on the Executive Committee. The rest of the Executive Committee must be Trustees from Voting Members or a Representative of a Voting Member.

(ii) Powers. The Executive Committee shall have the power and authority to conduct the affairs of the Corporation's Board between meetings of the Board. The Executive Committee also shall have the power and authority to conduct executive evaluations, executive compensation reviews and determinations and responsibilities associated with the Corporation's Conflict of Interest policy.

(d) Nominating Committee.

(i) Composition. The Nominating Committee shall be comprised of four (4) elected Members who are not currently serving on the Board of Trustees and one (1) Trustee designated by the Executive Committee and approved by the Board. No more than one (1) member of the Nominating Committee shall be a duly authorized representative of the same Member. If any position on the Nominating Committee becomes vacant at any time for any reason, the vacancy shall be filled for the unexpired term by the Board.

(ii) Election. Voting Members shall elect (3) individuals to serve on the Nominating Committee from a slate of candidates prepared annually by the Nominating Committee. The then current Board may reject **names or add eligible names to the ballot by a two-thirds (2/3) vote of the Board.** A nominating committee member shall serve no more than three (3) consecutive years.

(iii) Powers. The Nominating Committee shall develop a nominating process that is on-going. The Nominating Committee shall be responsible for developing a recruitment plan consistent with the Strategic Plan for additional Trustees and shall adopt a set of screening criteria to aid in the nominating process. The Nominating Committee shall look to the Members as sources for Board candidates. The Nominating Committee will also be responsible for preparing committee and work group appointment recommendations to the Board of Trustees.

(e) Finance Committee.

(i) Composition. The Finance Committee shall be appointed annually by the Board and shall be comprised of Members in good standing. The Treasurer of the Corporation shall serve as the Chairperson of the Finance Committee.

(ii) Powers. The Finance Committee shall provide oversight, review and supervision of the funds of the Corporation, including devising ways and means of meeting the financial obligations of the Corporation, preparation of the annual budget for Board approval, examination of monthly financial reports, review of annual corporate tax filings and selection of the Corporation's auditor. The Finance Committee also shall address the adequacy of internal controls and the scope and results of internal and external audits of the Corporation and shall perform such other duties as may be assigned to it from time to time by the Board of Trustees.

Section 8. Special Committees. The Board may establish Special Committees and set forth the scope of work for each such committee. The Nominating Committee shall recommend members for each Special Committee to the Board for Board approval. Only representatives of Members in good standing shall be eligible to serve on Special Committees. Special Committees shall limit their activities to the scope of work for which they are created and appointed and shall have no power to act except as specifically conferred by action of the Board. The term, size, scope of work and eligibility for each Special Committee shall be as determined and approved by the Board.

Section 9. Removal of Trustees.

(a) In the event a Trustee is not fulfilling his or her duties as a Trustee or acts in a manner that is detrimental to the best interests of the Corporation, he or she may be referred to the Executive Committee for possible disciplinary action or removal.

(b) The Board may suspend Trustees pending a final determination that cause exists for removal. Cause shall include but not be limited to (i) nonattendance at three (3) consecutive or successive Board meetings without reasonable explanation or excuse, (ii) violation/non-payment of dues as per dues policy, (iii) violation of the Trustees Code of Conduct or (iv) violation of Board Policies.

(c) A referral of a Trustee may be made by any Trustee to the Executive Committee. The Executive Committee shall report its recommendation for any action to be taken at the next scheduled Board meeting held not less than thirty (30) days following the referral to the Executive Committee. The Board shall at such a meeting take action on the recommendation of the Executive Committee.

(d) Approval of a recommendation by the Executive Committee to remove the Trustee shall require a two-thirds (2/3) vote of the remaining Trustees present at a regular meeting or at a special meeting called for that purpose, at which a quorum is present. The individual who is the subject of the vote may attend and present his or her position before the Board on the issue of removal, but such person shall not be entitled to vote nor be present at the time the vote is taken.

(e) Prior to any meeting of the Board at which removal of a Corporation Trustee is to be voted upon, the affected Trustee shall be given notice of such a meeting. The notice shall specify that his or her removal as a Trustee is to be voted on at such meeting.

## **ARTICLE VII MEETINGS OF THE BOARD OF TRUSTEES**

Section 1. Annual Meeting of the Board. The Board shall hold an annual Board meeting, which shall be held in conjunction with the Annual Meeting of the Members.

Section 2. Regular Meetings of the Board. Regular meetings of the Board (each a "Regular Meeting") shall be held at least four (**4**) times each Fiscal Year. The Annual Meeting shall be deemed as one of the Regular Meetings of the Board. Regular Meetings shall be held on the date, and at the time and place, approved by the Chairperson of the Board.

Section 3. Special Meetings of the Board. Special Meetings may be called either (a) upon request of the Chairperson of the Board, or (b) upon the written request of five (5) Trustees. Special Meetings shall be held on such dates, and at the times and places, approved by the Chairperson of the Board.

Section 4. Adjourned meetings. When a meeting is adjourned to another time and place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken and the period of adjournment does not exceed ten (10) days in any one adjournment. At such an adjourned meeting, the only business that shall be transacted is business that would have been transacted at the original meeting.

Section 5. Notice. Notice of Regular Meetings shall be provided to the Trustees at least ten (10) days and not more than sixty (60) days before the date of such meetings. Notice of Special Meetings must be sent at least two (2) days in advance of the meeting. Notice of Special Meetings shall state the nature of the business to be transacted. No business other than that stated in the notice shall be transacted at a Special Meeting. Notice shall be considered proper if sent by mail, email, addressed to the Trustee's last address in the Corporation's records, if delivered in person, by facsimile or



by email or other electronic method reasonably calculated to be received by the Trustee. Notice of any meeting need not be given to any Trustee who signs a waiver of notice, whether before or after the meeting. The attendance of any Trustee at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting shall constitute a waiver of notice by that Trustee.

Section 6. Quorum for Voting Purposes. For Regular or Special Meetings of the Board, a quorum shall be a simple majority of the Trustees then in office. A lesser number may adjourn the meeting to another specified date.

Section 7. Voting. At all meetings of the Board, each Trustee (other than an Ex-Officio Trustee, as such position is more particularly described in **Article VI, Section 5(b)**) shall be entitled to one (1) vote. Except as otherwise specified, transaction of the business of the Board shall require first, a quorum, and second, affirmative votes from a simple majority of the Board in attendance.

Section 8. Action by Written Consent. The Board may exercise any of its rights or powers by unanimous written consent to such exercise executed by all of the Trustees entitled to vote, which consent shall be filed with the minutes of the Board.

Section 9. Meeting by Telephone. Under special circumstances and with the approval of the Board Chair, the Board may hold, and any Trustee may participate in, a meeting of the Board by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

## **ARTICLE VIII BOARD OFFICERS**

Section 1. Offices and Term. The Officers of the Board shall be a Chairperson, a Vice Chairperson, a Treasurer, a Secretary and such other Officers as may be established by the Board. The Officers of the Board shall be elected by the Board for a term of one (1) year. Officers must be Trustees, and may be a Trustee who is a Voting Member or a Representative of a Voting Member or a Trustee who is a Non-Voting Member or a Representative of a Non-Voting Member; provided, however, that there may not be more than one (1) Officer who is a Trustee that is a Non-Voting Member or a Representative of a Non-voting Member. Officers take office at the Annual Meeting and shall hold office until the expiration of their terms or until resignation or removal as a Trustee of the Corporation. For each Office, an Officer shall serve no more than three (3) consecutive years. The Chairperson and the Vice Chairperson shall be a Voting Member or a Representative of a Voting Member.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Board and shall be an ex-officio member of all committees.

Section 3. Vice Chairperson. The Vice Chairperson shall act during the absence or incapacity of the Chairperson and shall perform all of the duties of the Chairperson and shall have all of the powers and responsibilities of the office of the Chairperson at such times and shall perform such other duties and functions as the Board may prescribe.

Section 4. Treasurer. The Treasurer shall be generally responsible to establish financial policy and provide overall supervision regarding the establishment and keeping of true and accurate accounts of the Corporation's funds, payment of the Corporation's bills, preparation and presentation of reports regarding the financial condition of the Corporation to the Board, and preparation and submission of an annual report based on the Corporation's books and accounts (including any annual audit of such books and accounts by a certified public accountant). The Treasurer shall serve as the Chairperson of the Finance Committee.

Section 5. Secretary. The Secretary shall attend and keep the minutes of all meetings of the Board and shall keep a record of attendance at such meetings.

Section 6. Removal of Officers.

(a) In the event an Officer is not fulfilling his or her duties as an Officer or acts in a manner that is detrimental to the best interests of the Corporation, he or she may be referred to the Executive Committee for possible disciplinary action or removal.

(b) The Board may suspend an Officer pending a final determination that cause exists for removal. Cause shall include but not be limited to (i) nonattendance at three (3) consecutive or successive Board meetings without reasonable explanation or excuse, (ii) violation/non-payment of dues as per dues policy, (iii) violation of the Trustees Code of Conduct, (iv) failure to adequately perform his or her duties as defined in these Bylaws or (v) violation of Board Policies.

(c) A referral of an Officer may be made by any Trustee to the Executive committee. The Executive Committee shall report its recommendation for any action to be taken at the next scheduled Board meeting held not less than thirty (30) days following the referral to the Executive Committee. The Board shall at such meeting take action/VOTE on the recommendation of the Executive Committee.

(d) Approval of a recommendation by the Executive Committee to remove an Officer shall require a two-thirds (2/3) vote of the remaining Trustees present at a regular meeting or at a special meeting called for that purpose, at which a quorum is present. The individual who is the subject of the vote may attend and present his or her position before the

Board on the issue of removal, but such person shall not be entitled to vote nor be present at the time the vote is taken.

(e) Prior to any meeting of the Board at which removal of an Officer is to be voted upon, the affected Officer shall be given notice of such meeting. The notice shall specify that his or her removal as an Officer is to be voted on at such meeting.

Section 7. Vacancies. If any office becomes vacant at any time for any cause, the vacancy may be filled for the unexpired term by a current Trustee at any regular or special meeting of the Board provided the notice of meeting shall have set forth the name of the current Trustee to be nominated for such office by the Board. Such nomination shall come with recommendation from the Executive Committee.

## **ARTICLE IX CORPORATE OFFICERS**

The Officers of the Corporation shall be identical with the Officers of the Board.

## **ARTICLE X President & CEO**

The Chief Executive Officer shall be the President & CEO and shall attend all meetings of the Board. The President & CEO shall be a Trustee of the Corporation, with a vote, and a member of all Board committees with a vote. Notwithstanding the foregoing, The President & CEO should not vote or participate in discussions prior to a vote where such vote relates to the President & CEO's conditions of employment such as compensation, benefits or other matters pertaining to the President & CEO's performance. The President & CEO shall present a report of the condition of the Corporation at least once a year. The President & CEO, as Chief Executive Officer of the Corporation, shall have general charge and supervision over and responsibility for the day-to-day management and affairs of the Corporation. Unless otherwise directed by the Board, all other corporate officers shall be subject to the authority and supervision of the President & CEO. The President & CEO may enter and execute (in the name of and with binding effect on the Corporation), contracts or other instruments in the regular course of business and such contracts or instruments which are not in the regular course of business which are authorized, either generally or specifically, by the Board.

**ARTICLE XI  
AUDIT**

There shall be, at a minimum, an independent financial review of the financial activities of the Corporation on an annual basis. The annual review shall be a certified audit if this is required by either a third party or a majority vote of the Board of Trustees. The audit firm shall be re-evaluated and approved at least every five years or other such number as determined by the Board.

**ARTICLE XII  
INDEMNIFICATION**

The Corporation shall indemnify each present or former Trustee, Officer, employee or agent of the Corporation to the full extent from time to time permitted by Section 15A:3-4 of the New Jersey Nonprofit Corporation Act (as amended) (the "Act") or any corresponding provision of subsequent law, with the same force and effect as if the same had been organized under said Act. The Board shall have the power to purchase and maintain any insurance necessary or available to pay for any costs, expenses or liabilities incurred by the Corporation on account of the indemnification provision of these Bylaws.

**ARTICLE XIII  
DUALITY OF INTEREST**

Trustees, Officers, committee members and employees (each an "Interested Person") of the Corporation have a continuing duty to avoid conflicts in dealings with and on behalf of the Corporation. The Board shall keep in full force and effect a Conflicts of Interest Policy which will apply to all Interested Persons.

**ARTICLE XIV  
DISSOLUTION**

If the Corporation is liquidated or dissolved, the assets shall be distributed to such organizations as are approved by the Board (and in such shares or assets as may be directed by the Board) which are qualified and recognized by the Internal Revenue Service as tax-exempt under the provisions of either Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 and which are engaged in caring for sick and disabled person(s), or in health care related research, education or advocacy.

**ARTICLE XV  
PARLIMENTARY AUTHORITY**

All meetings of the Board of Trustees and committees thereof shall be conducted

in accordance with The Standard Code of Parliamentary Procedure (Sturgis), Revised, except where these Bylaws contain inconsistent provisions, in which case these Bylaws shall prevail.

**ARTICLE XVI  
AMENDMENT**

These Bylaws and the Corporation's Certificate of Incorporation may be altered, amended, repealed or restated only by a majority vote of the Trustees of the Corporation then in office ratified by a majority vote of the Voting Members.

These Bylaws shall be reviewed at least every two (2) years by a Bylaws Committee designated by the Board.

Louise Lindenmeier, Board Chair *Louise Lindenmeier*



Nancy Fitterer, President & CEO

Home Care Association and Hospice Association of New Jersey, Inc.

Revisions

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