

HOME CARE ASSOCIATION OF COLORADO
BYLAWS
Revised February 2009

ARTICLE I

DEFINITION, MISSION AND PURPOSE

The Home Care Association of Colorado is a non-profit, non-partisan association of companies that provide health-related services and products in the place of residence to persons who have health-related needs, thereby affording a continuum of comprehensive client care. Its members also include companies that supply services to the home care industry, but which are not providers of direct patient/client care. The association is supported by voluntary membership dues.

It is the mission of the association to provide leadership and information to the home care industry in Colorado and the surrounding region and to aid its members in addressing the changing home care environment.

The primary purpose for which this corporation is formed is to provide one statewide organization to help make home care an essential part of a comprehensive health care delivery system. It is intended that this corporation will serve the following among other purposes appropriate to that end:

1. Promote quality home care.
2. Provide a vehicle for exchange of information and communication between companies, medical disciplines, persons and institutions furnishing health services;
3. Interpret the objectives of the home care services program to agencies of the State and Federal governments administering laws affecting delivery and financing;
4. Educate and inform members of the applicability of such laws to home care services;
5. Promote inclusion of coverage for home care benefits in all medical plans;
6. Voice collective concerns of its members to policy makers;
7. Maintain systems and processes that insure input from all members;
8. Define and communicate the association's vision to various publics;
9. Support home care on a national level.

ARTICLE II

MEMBERSHIP AND DUES

Section 1. Classes of Membership

A. Provider

Provider member is a company which provides health-related services and products in the place of residence to persons who have health-related needs, thereby affording a continuum of comprehensive client care.

Provider members may

1. Appoint a representative who shall have power to cast one vote on behalf of the company on any business transacted at the annual business meeting;
2. Appoint a representative who shall have the power to cast one ballot on behalf of the company for selection of the Board of Directors and Nominating Committee;
3. Designate any employee and/or Board member to attend association sponsored functions at member rates;
4. Participate in councils and project teams, and
5. Receive any such benefits as may be prescribed from time to time by the Board of Directors.

B. Allied

Allied member is a company that supplies services to the home care industry, but is not a provider as defined in Article II, Section 1.A.

Allied members may

1. Designate any employee and/or Board member to attend association sponsored functions at member rates, and
2. Receive any such benefits as may be prescribed from time to time by the Board of Directors.

C. Honorary

Honorary member is an individual who has been recognized by the association for outstanding contribution to the association and industry.

Honorary members may

1. Serve as an advisor to the association, and
2. Attend any association-sponsored function at member rates.

Section 2. Application for Membership

Application for membership shall be in writing and shall provide such information with respect to the applicant as shall be prescribed by the Board of Directors. The Board of Directors shall establish procedures for determining the eligibility of applicants for particular classes of membership and, consistent with these Bylaws, shall determine the rights and privileges of membership classes.

Section 3. Forfeiture

Membership in the association may be forfeited for non-payment of dues in arrears for ninety (90) days.

Section 4. Boundaries

Members must have offices or reside within HCFA Region VIII.

Section 5. Dues

The annual dues shall be in such amount as established by the Board of Directors of the association. Dues shall be collected for HCAC's fiscal year.

Section 6. Change of Dues

- A. When a change in the dues structure occurs, it shall be implemented at the beginning of HCAC's next fiscal year.
- B. No moneys shall be refunded nor additional moneys collected when a change of dues category is made within a membership year.

Section 7. Membership Meetings

- A. **Annual Meeting**
There shall be an annual meeting of the association. Written notice of the annual meeting shall be given to all provider members thirty (30) days prior to the meeting date. The notice shall state place, date, time, and business to be conducted. The general membership shall discuss policies and issues of a broad nature and give direction to the Board of Directors for implementation.
- B. **Special Meetings**
Written notice of special meetings shall be mailed to all provider members not less than ten (10) days prior to the date of the meeting. The notice shall state place, date, time, and purpose of the meeting.
- C. **Quorum**
A majority of those Provider members in attendance shall constitute a quorum for annual or special business meetings.

Section 8. Conflict of Interest

If any members of any membership class, any guest or resource person requested to participate in HCAC activities, is involved in a situation that creates a conflict of interest, they will 1) abstain from voting, and/or 2) may be requested to leave the meeting if deemed appropriate. The President and/or chair would have the authority to carry out the above procedure.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Definition

The business of the association shall be managed by its Board of Directors.

Section 2. Functions

- A. The Board of Directors shall carry out all functions necessary to manage the association.
- B. Appoint and define the responsibilities of the Executive Director and delegate authority necessary for the administration of HCAC policies, programs, and activities after completion and acceptance of the implementation plan.

Section 3. Number and Composition of Board of Directors

The officers of the association who shall be elected by the Board of Directors shall be President, President-Elect, Vice President, Treasurer, Secretary, and Immediate Past President, all of whom must be representatives of Provider members. The number of directors including officers shall be not less than 13 nor more than 17. The Board of Directors who shall be elected by the general membership shall consist of representatives of Provider members. All officers and Board members shall be members in good standing of the association.

Section 4. Terms of Office

- A. A President-Elect shall be elected every other year to serve as President-Elect for one year, and automatically shall serve as President for two years, and Immediate Past President for one year. He or she shall assume office as President at the close of the annual meeting the year which he or she served as President-Elect.
- B. A Vice President shall be elected in even years to serve a two-year term and shall assume office at the close of the annual meeting of the year elected.
- C. A Treasurer shall be elected in even years to serve a two-year term and shall assume office at the close of the annual meeting of the year elected.
- D. A Secretary shall be elected in odd years to serve a two-year term and shall assume office at the close of the annual meeting of the year elected.
- E. Board members shall be elected for a three-year term. These terms will be determined to provide orderly rotations of one-third (1/3) of the members each year.
- F. No officer may be elected without having served as an elected Board member for one year.
- G. No officer, except president who may serve only one term, or director shall serve more than two (2) consecutive terms in the same office nor more than twelve (12) consecutive years on the Board. An officer or director who has served more than half a term shall be considered to have served a full term.
- H. No officer shall hold two (2) offices concurrently.

Section 5. Vacancies

- A. If a vacancy occurs in the office of the President, the Vice President immediately assumes office as President for the entire unexpired portion of the term, unless a President-Elect has been elected. In that case the President-Elect immediately assumes the office as President for the entire unexpired portion of the term. If neither the Vice President nor the President-Elect is available or willing to assume the position of President, the Board of Directors shall fill the office of President at any regular or special meeting according to Article III, Section 5 B.
- B. If a vacancy occurs in one of the other offices, the Board of Directors shall fill the office at any regular or special meeting for the entire unexpired portion of the term.
- C. If a vacancy occurs in the Board of Directors, it shall be filled by the Board of Directors at any regular or special meeting for the entire unexpired portion of the term.
- D. Any directorship to be filled by reason of an increase in the number of directors shall be by vote of the membership at the next election.
- E. Positions must be filled by an individual whom the Nominating Committee has determined to fairly represent the membership and who meets all criteria and qualifications for the position.

F. A member of the Board of Directors, hereafter called director, is officially a member of the Board of Directors at all times. Thus, if a director leaves home care employment, changes employers within the home care field, or the company he or she represents drops membership, the director must tender his or her resignation effective the date of the next meeting of the Board of Directors. If the director remains in home care, or plans to remain in home care, the HCAC Board of Directors may extend the effective date of the resignation or re-appoint the member if he or she meets bylaw requirements and if fair representation can be maintained.

ARTICLE IV

NOMINATIONS AND ELECTIONS

Section 3. Elections

- A. Elections of the board of directors shall be by ballot and held during the annual meeting in compliance with Article III.
- B. Members will be notified and the slate of nominees will be posted at least fifteen (15) days prior to the election on the association web site or other appropriate communications method. At this time, members will be offered the opportunity to vote absentee.
- C. Nominations from the floor may be made at the annual meeting prior to voting, provided eligibility has been verified and written consent to serve has been obtained and submitted to the presiding officer before or at the annual meeting.
- D. Only members in good standing will be eligible to vote.
- E. Elections of officers shall be by the Board of Directors at the meeting immediately preceding the annual meeting.
- F. A plurality vote shall constitute an election; in case of a tie, the choice shall be determined by lot.
- G. The term of all offices and director positions shall begin at the adjournment of the annual meeting.

ARTICLE V

COUNCILS

Section 1. Relationship to Board

Council activities requiring a directive or policy of the association shall require the approval of the Board. The President shall be an ex-officio member of all councils. The President shall not be a member of the Nominating Committee.

Section 2. Councils

Councils shall be formed as needed by the Board of Directors. Each council chair shall be appointed by the President, and must be a member of the Board of Directors. Council membership shall be open to all Provider Members. Council members shall be appointed by the President after consultation with forum and council chairs. Allied members, resource people or guests may be invited to individual council meetings when deemed appropriate by the council chair.

Section 3. Job Duties

Council job descriptions will serve as guidelines.

Section 4. Other

Ad Hoc project teams and task forces shall be appointed by the council chairs or the President as are deemed necessary.

ARTICLE VI

SECTIONS AND SPECIAL INTEREST GROUPS

Section 1. Sections and Special Interest Groups

A. Formation and Dissolution

Sections and Special Interest Groups may be formed and dissolved by the Board of Directors.

B. Purpose

Members of HCAC having a common interest may meet, confer and promote their interests and the interest of their respective Section or Special Interest Group.

C. Organization

HCAC's Nominating Committee shall ensure the opportunity for each Section or Special interest group has representation on HCAC's Board of Directors according to the nominating process in Article IV of these Bylaws.

D. Limitations

Sections and Special Interest Groups are subject to the following limitations:

1. Sections and Special Interest Groups shall abide by the Bylaws and policies of HCAC.
2. No Section or Special Interest Group shall profess or imply that it speaks for or represents HCAC or any of its members unless authorized to do so in writing by HCAC's Board of Directors.

E. Finances

HCAC may assess dues on behalf of the Section or Special Interest Group.

ARTICLE VII

FINANCES

Section 1. Contributions and Gifts

The Board of Directors may accept on behalf of the association any contribution, gift, bequest, or devise, however these contributions, gifts, bequests or devises are not tax deductible as charitable donations.

Section 2. Deposits

All funds of the association shall be deposited to the credit of the association in such bank or depositories 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, used in the name of the association, shall be signed by such officer or officers, agent or agents of the association, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Financial Review

There shall be an annual review of finances of the association as directed by the Board of Directors.

Section 5. Fidelity Bond

The Board of Directors shall maintain a Fidelity Bond covering the President, Treasurer, and Staff, and other persons deemed appropriate by the Board of Directors.

ARTICLE VIII

RULES OF ORDER

Robert's Rules of Order, newly revised, shall govern the business of the association.

ARTICLE IX

AMENDMENT OF BYLAWS

The Bylaws may be amended at any regular or special meeting of the Board of Directors by the affirmative vote of not less than two-thirds (2/3) vote of those Board members present and voting. Notice of any such amendment, accompanied by a copy of the proposed amendment, shall be given to the Board in writing at least two (2) weeks prior to the Board meeting at which time a vote for the amendment will be taken.

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