

TENNESSEE ASSOCIATION FOR HOME CARE, INC.

BYLAWS **MARCH 1, 1988**

Amended March, 1990
Amended October, 1992
Amended April, 1993
Amended April, 1994
Amended March, 1997
Amended October, 1998
Amended April, 1999
Amended April, 2003
Amended, April 2006
Amended, November 2011
Amended, November 2013
Amended, April 2015

ARTICLE I

Section 1. NAME The name of this organization shall be the "TENNESSEE ASSOCIATION FOR HOME CARE, INC."

Section 2. PURPOSE - The purpose of the Tennessee Association for Home Care, Inc., (hereinafter referred to as TAHC) shall be:

- A. To provide representation, education, information in matters relevant to home and community based care needs.
- B. In cooperation with other organizations in integrating home and community based care in the continuum of comprehensive health care, TAHC will work to provide a strong and unified voice in speaking on matters of concern for TAHC members and home and community based care recipients.
- C. To promote high standards of ethical and professional conduct for all providers of home and community based care.

ARTICLE II **MEMBERSHIP**

Section 1. TYPE OF MEMBERSHIP - Membership shall be of three (3) categories: Regular, Associate, and Individual. Membership will be available to organizations and individuals interested in the objectives of TAHC, on application and approval as provided herein.

Section 2. REGULAR MEMBERSHIP -

Type I - shall include home care organizations which are licensed by the State of Tennessee and Medicare certified as a participating home health provider.

Type II - shall include home care organizations licensed by the State of Tennessee as a

home health provider.

Type IV - shall include home care organizations licensed by the State of Tennessee as a hospice provider.

Type V - shall include organizations engaged in the provision of home and community based services.

Section 3. ASSOCIATE MEMBERSHIP - Associate membership shall be available to organizations which have an interest in the objectives of TAHC; and do not qualify under the Regular Membership category.

Section 4. INDIVIDUAL MEMBERSHIP –

Level I - shall include any individual who is employed, either as an employee or independent contractor, of any TAHC Regular or Associate member.

Level II - shall include any individual who is not employed, by any organization which qualifies for membership as a TAHC Regular or Associate member.

Section 5. MEMBERSHIP AND APPROVAL - Application for Regular, Associate or Individual Membership must be submitted on a TAHC approved form. Membership will be granted upon approval by the Board of Directors and upon payment of dues.

Membership will not be granted to an organization that is managed or directed by a person who has been convicted of a felony.

The Board of Directors shall have authority to determine membership categories and approval process.

Section 6. DUES - The Board of Directors shall establish the annual dues for all types of membership.

ARTICLE III **BUSINESS MEETINGS**

Section 1. MEETING - TAHC shall conduct one membership business meeting in each year. Written notice of this meeting shall be given to each member organization at least sixty (60) days in advance of the meeting.

A special meeting of the members may be called for any purpose(s) and can be called at any time by the Board of Directors. Written notice of any special meeting shall be given to each member organization at least fourteen (14) days in advance stating the purpose of the meeting.

A quorum of any business session of TAHC, duly convened, shall consist of one-third (1/3) of the Regular members.

ARTICLE IV
VOTING AND ELECTION PROCEDURES

Section 1. WHO MAY VOTE - Members eligible to vote in any TAHC membership election, resolution or action shall consist of any Regular member. Each Regular member shall designate one authorized delegate and one alternate delegate, and only one of these delegates is eligible to exercise the member's right to vote. Any Regular member may amend the authorized delegate and/or alternate by written notice under the signature of the chief executive officer of the member organization. All other TAHC members shall have voice, but no vote.

Section 2. VOTING - Each Regular member organization shall have one (1) vote (one ballot). Election of any officer or director shall be by written ballot at the annual membership meeting or by absentee ballot; voting on all other matters shall be by a show of hands, or by written ballot.

Section 3. AUTHORITY OF MEMBERSHIP - TAHC shall be ruled by its organization member's delegate who has the authority to make policy decisions, elect officers and members of the Board, and amend the Bylaws. In addition, TAHC members may make recommendations to the Board of Directors for their consideration and action. Any resolution or recommendation of TAHC membership pertaining to financial obligations must be approved by the Board of Directors.

Section 4. TIME & PLACE - The election of TAHC officers and members of the Board of Directors shall be held in association with the annual membership meeting of TAHC.

- A. The President-Elect shall be elected annually
- B. The Vice President, Secretary, Treasurer, Type IV Board Member, and Type V Board Member shall be elected in even numbered years
- C. All other elected members of the Board of directors shall be elected in odd numbered years.

Section 5. PROCEDURE

- A. The President shall appoint a Nominating Committee to solicit qualified candidates.
- B. The President, through the Nominating Committee, shall notify all members of upcoming elections.
- C. The Nominating Committee shall furnish the Board of Directors a list of candidates and their qualifications for approval.
- D. The Board of Directors shall submit a list of eligible candidates to the TAHC member organization delegate no later than thirty (30) days prior to the annual membership meeting.
- E. Candidates will be provided the opportunity to make a presentation at the TAHC annual membership meeting.
- F. Written ballots will be distributed to the proper authorized TAHC delegates only, or to their designated alternates as determined and verified by the Secretary at time of on-site meeting registration. Regular members may vote absentee ballot by sending a written request to TAHC no earlier than ten (10) working days prior to the annual

meeting. Upon written request of an absentee ballot, the designated delegate will be mailed a blank ballot and two (2) return envelopes. One envelope will have "Absentee Ballot" printed on it and a blank space for the delegate's signature. The signature on the ballot envelope must match the signature on the written request for an absentee ballot. The completed ballot is to be sealed in the ballot/signature envelope and returned to TAHC in the second self-addressed envelope. All absentee ballots will be transferred unopened to the annual membership meeting.

- G. The ballots will be counted and tabulated by tellers representing each type of Regular membership.
- H. Election results will be announced prior to the adjournment of the annual membership meeting.

ARTICLE V **OFFICERS**

Section 1. OFFICERS - The following officers of TAHC shall be elected by majority vote of the regular members present, and are: President-Elect, Vice-President, Secretary, and Treasurer. Other officers of TAHC include the President and Immediate Past-President; which are continuing terms of the President-Elect.

Section 2. QUALIFICATION - Any authorized delegate, alternate delegate, or individual who is in home care administration of any TAHC Regular member, is eligible to be a TAHC elected officer.

Section 3. TERM - The individual elected President-Elect shall serve one year as President-Elect, the following year as President, and the following year as Past-President. All other officers shall serve terms of two (2) years each.

Each officer shall serve from the beginning of TAHC's fiscal year and ending with the last day of the fiscal year in which their respective term expires. The President-Elect shall be elected each year. The Vice-President, Secretary, and Treasurer shall be elected in each even numbered year.

Section 4. PRESIDENT - The President shall be the Chief Executive Officer of TAHC and shall also serve as chairperson of the Board of Directors. The president shall be a voting member of the Board and shall be a member ex-officio of all TAHC committees.

The Board of Directors shall determine the duties and authority of the President, with such including:

- A. preside at all TAHC meetings
- B. with Board consultation, create committees and appoint their chairperson, with the exception of those committees created by these Bylaws
- C. submit an annual report concerning the condition and activities of TAHC to the membership at the annual membership meeting

The President shall serve for one year beginning on July 1; and will succeed the immediate Past President on the next July 1, one year following assumption of the office of President.

Section 5. PRESIDENT-ELECT - The President-Elect shall serve as a voting member of the Board of Directors, and shall serve for one year beginning on July 1 following their election to this office; and will succeed the Presidency on the next July 1 following assumption of the office of President-Elect.

Section 6. PAST PRESIDENT - The immediate Past President shall serve as a voting member of the Board of Directors, and shall serve for one year beginning on July 1, one year following assumption of the office of President.

Section 7. VICE-PRESIDENT - The Vice-President shall serve as a voting member of the Board of Directors, and shall serve two years beginning on July 1 following election to this office. During the absence or temporary inability of the President, the Vice-President will perform the duties and exercise the powers of the President. Should, during the Vice-President's term of office, the office of President become vacant the Vice-President shall assume the office of President for the remainder of the President's normal term of office, then succeed the immediate Past President.

Section 8. SECRETARY - The Secretary shall serve as a voting member of the Board of Directors and shall serve two years beginning on July 1 following election to this office. The Secretary shall oversee the documentation and maintenance of all TAHC membership and Board of Directors minutes, and perform such other duties as appropriate to the office of Secretary.

Section 9. TREASURER - The Treasurer shall serve as a voting member of the Board of Directors and shall serve two years beginning on July 1 following election to this office. The Treasurer shall oversee the fiscal affairs of TAHC including the review of financial statements, budget, and bank reconciliations. The Treasurer will provide a statement of accounts to the President and Board of Directors quarterly or whenever otherwise directed, and perform such other duties as are appropriate to the office of Treasurer.

Section 10. SIGNATURES - All checks, drafts or other orders for the disbursement of TAHC funds shall be signed by the Executive Director or such officers as determined by resolution of the Board of Directors.

ARTICLE VI **BOARD OF DIRECTORS**

Section 1. COMPOSITION - The Board of Directors shall consist of twelve (12) members, composed of the six (6) officers plus six (6) other elected members. The six (6) elected members shall consist of:

- A. three (3) elected by Type I Regular Members
- B. one (1) elected by Type II Regular Members
- C. one (1) elected by Type IV Regular Members
- D. one (1) elected by Type V Regular Members

Any authorized delegate, alternate delegate, or individual who is in home care administration,

of any TAHC Regular member, is eligible as an elected Board of Director member. No more than two (2) Board Members may be an employee, officer, director or stockholder of a single Regular member.

Section 2. TERM -Except for the President-Elect, President and Past-President, all members of the Board of Directors shall serve for two (2) years, beginning on July 1 following the date elected, and shall serve no more than two (2) consecutive terms, except as provided in Article V, Section 7. Re-election to the same board seat is possible only after one full year out of office. Three (3) Type I and one (1) Type II Type Board members will be elected by the Regular membership in each odd numbered year. One (1) Type IV Board member and one (1) Type V Board Member will be elected in each even numbered year. All Board officers will be elected in accordance with Article V (Section 3) of these Bylaws.

Section 3. POWERS AND DUTIES - The Board of Directors shall have charge over the property, control and management of the affairs and funds of TAHC, final authority over the acts of committees and officers, power and authority to establish administrative regulations, employ an Executive Director, and perform all acts not inconsistent with these Bylaws or any action by majority vote of TAHC membership. The Board of Directors may execute notes, encumber assets, and disburse funds for such extent and purposes as they deem necessary.

Section 4. QUORUM AND VOTING - A minimum of six (6) members of the Board of Directors shall constitute a quorum. Each member of the Board of Directors shall have one (1) vote and a majority vote of quorum is required for approval of an action.

Vote by Email. The Board may elect to vote by email on an issue that arises in between regularly scheduled Board meetings unless the executive director and president determine that an in-person meeting should be convened. The issue will be outlined by the executive director in an email to the Board of Directors. Following a vote by a quorum of the Board, a summary of the Board decision shall be recorded and added to the records of the Board with the same force as a vote in person.

Section 5. MEETINGS - The Board of Directors shall meet at least four (4) times per year. A meeting of the Board of Directors may be called by the Chairperson/President, or by any five (5) members of the Board, and at a time and place as approved by the Board. Written notice of Board meetings shall be given to all Board members no later than ten (10) working days prior to the meeting.

Telephone Meetings. Members of the Board of Directors or any Committee designated by the Board of Directors may participate in a meeting by conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other simultaneously. Such participation in a meeting shall be counted for quorum purposes as if the person were in person at the meeting. A written record shall be made of all actions taken at the meeting and shall be filed with the minutes and/or other written records of the Board's or Committee's proceedings

Section 6. REMOVAL FROM OFFICE

- A. Any member of the Board of Directors or any officer may be removed from office for valid cause by a vote of nine (9) members of the Board of Directors.
- B. Each Board of Director shall use their best effort to attend all Board meetings. In the event of long term incapacitation, inattendance or departure from the industries represented by the association, the board is obligated to perpetuate the organization and to act on the continuance or replacement of the board member or officer in question by majority vote.
 - a. Inattendance defined as missing two (2) board meetings.
 - b. Incapacitation defined as physically or mentally unable to serve.
 - c. Departure from industries served defined as leaving the represented industries for six (6) months or greater.

The Board of Directors may remove that Director from office with a majority vote.

Section 7. APPOINTMENT TO FILL UNEXPIRED TERMS - The Board of Directors shall appoint a qualified individual to fill the unexpired term of any Officer or Director, with the exceptions:

- A. a vacancy in the office of Past President shall not be filled,
- B. a vacancy in the office of President shall be filled by the Vice-President and the Board thereupon shall fill the vacancy of Vice-President,
- C. a vacancy in the office of President-Elect shall be filled by a vote of the Regular members.

ARTICLE VII EXECUTIVE DIRECTOR

The Board of Directors shall employ an Executive Director to fulfill the purpose and obligations of TAHC. The Executive Director shall report directly to the Board of Directors, subject to the duties and responsibilities assigned the Executive Director by the Board of Directors. Terms of employment including compensation and benefits must be approved by the Board of Directors.

ARTICLE VIII COMMITTEES

Section 1. THE STANDING COMMITTEES OF TAHC SHALL BE:

- A. Finance Committee - The Finance Committee shall consist of the President, President-Elect, and Treasurer (Chairperson). This committee shall prepare and submit an annual budget for approval by the Board of Directors, and for the employment of independent auditors for the review of TAHC financial records.
- B. Nominating Committee - The Nominating Committee shall consist of five (5) members including the Past-President (Chairperson) and one individual representing each of the four types of Regular membership. The committee shall annually solicit candidates for election to TAHC Officer and Board positions.
- C. Bylaws Committee - The Bylaws Committee shall consist of four (4) members, the President (Chairperson), Past-President, Vice-President and Secretary. This committee shall review the TAHC Bylaws and recommend revisions to the Board.

Section 2. AD HOC COMMITTEES - The President shall appoint other committees that are deemed in the best interest of TAHC. Any employee of a TAHC member shall be eligible to serve on any committee.

**ARTICLE IX
INDEMNIFICATION**

Each Director and Officer of TAHC shall be indemnified by TAHC against all expenses, penalties and liabilities, including attorney's fees reasonably incurred by or imposed upon them in connection with any claim, demand, action or proceedings whether civil or criminal, or in connection with any settlement thereof, to which they may be made a party, or in which they may become involved, by reason of their being or having been a Director or Officer of TAHC at the time such expenses, penalties or liabilities are incurred, except in cases where they shall be finally adjudged in such action or proceedings to be liable for willful misconduct in the performance of their duties as such Director or Officer. The right indemnification herein provided shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled, and the Director's or Officer's right of indemnification shall enure to the benefit of the personal representative of deceased Directors and Officers.

**ARTICLE X
PARLIAMENTARY AUTHORITY**

Except as otherwise provided in these Bylaws or in Standing Orders established by the Board of Directors, Roberts Rules of Order, Newly Revised, shall govern all procedural matters at meetings of the Board of Directors and the members.

**ARTICLE XI
AMENDMENTS TO BYLAWS**

These Bylaws may be amended at any regular or special membership meeting of TAHC at which a quorum is present, by a two-thirds (2/3) majority of those present and voting, providing that written notice of proposed Bylaws changes have been given to the membership at least thirty (30) days prior to the date of such meeting.