

ARIZONA ASSOCIATION FOR HOME CARE
BYLAWS

ARTICLE I-NAME

- Section 1. Name: The Association shall be known as the Arizona Association for Home Care (hereinafter referred to as Association)
- Section 2. Known Place of Business
- A. The Association’s known place of business will be maintained in the State of Arizona.
 - B. The address of the known place of business may be changed by the Board of Directors in accordance with state laws governing nonprofit corporations.

ARTICLE II- STATEMENT OF PURPOSE

The purposes for which the Association is organized are:

- 1. To provide an organized and unified voice for home health care providers.
- 2. To heighten the visibility of home health care services.
- 3. To impact the legislative and regulatory processes affecting home care services.
- 4. To gather and disseminate home care industry data.
- 5. To promote home care as a critical component of the care delivery system.
- 6. To foster, develop and promote high standards for patient care in home care services.
- 7. To disseminate information and provide for the exchange of information with those interested in home health care services.
- 8. To advocate on behalf of home health care providers to government and private sector entities that affect the delivery and financing of home care services.
- 9. To collaborate with organizations representing health care interests at the local, state and national level.
- 10. To deliver and promote educational programs for providers and consumers of home care, interested in home health care.

ARTICLE III- MISSION AND VISION

The mission of the Arizona Association for Home Care is to advance quality home care as an integral component of the health care delivery system.

The vision statement is: AAHC is a powerful and passionate voice promoting the value of home care. The Association is the preeminent source of home health education and provides innovative solutions to meet members’ needs. Participation is an essential component of our members’ success.

The mission and vision statements may be changed by the Board of Directors at its discretion.

ARTICLE IV- MEMBERSHIP

- SECTION 1. The members of this Association consist of the following classes of membership:
- A. Provider: Any agency with a current state license to provide Home Health Services. Each Provider Member shall be entitled to one (1) vote.
 - B. Vendor: Any company that supplies products or services to the home health care industry. Vendor Members are not eligible to vote or hold office.
 - C. Associate: Any agency or organization that has an interest in home health care but does not qualify as a provider member or vendor member. Each Associate Member shall be entitled to one (1) vote.
 - D. Individual: Any person interested in the purposes of this Association. Each Individual Member, except for those indicated below as being affiliated with another class of membership, shall be entitled to one (1) vote. An employee or contractor of an agency or company is not eligible for individual membership unless the agency or company is a Member.
 - E. Student: Any person enrolled in accredited school of higher learning and not employed by an agency or company eligible for another class of membership. Student Members are not eligible to vote or hold office.
 - F. Honorary Membership: Any person who has made a significant contribution to the Home Health Care community or the Association may be awarded Honorary membership by a vote of the Board of Directors. Honorary Members are not eligible to vote or hold office.

SECTION 2. Applications for Membership

- A. Applications for membership shall be electronic or in writing and shall provide such information with respect to the applicant as shall be prescribed by the Board of Directors.

SECTION 3. Expulsion of Membership

- A. Members of the Association may be expelled by action of the Board of Directors for adequate cause. Failure to pay dues on a timely basis or failure to meet the membership criteria for membership is presumed to be adequate cause for termination and does not require advance notice to the member and deliberation by the board. For any other cause, expulsion shall take place only after deliberation and action by the Board of Directors as specified in these bylaws.

ARTICLE V-DUES

- SECTION 1. The Board of Directors shall adopt and promulgate to all the members a schedule of dues for all classes of members and shall determine the schedule for dues payment.

ARTICLE VI-MEMBERSHIP MEETINGS

- SECTION 1. Meetings: The Association shall hold meetings in accordance with state laws governing nonprofit corporations. One of the meetings shall be designated as the Annual Meeting of the Association. The Board of Directors designates the date, time and location of all meetings.
- SECTION 2. Annual Meeting: Notice of the time and place of the holding of such meeting shall be mailed and/or electronically communicated to each member at his/her address as the name appears on the books and records of the Association at least thirty (30) days prior to the holding of said meeting.
- SECTION 3. Special Meetings: A special meeting of the Association may be called at any time by the President or Executive Committee provided notice of such a meeting is given ten (10) days prior to the date of the meeting by mail or electronic means.
- SECTION 4. Voting Procedure
- A. At the request of the President, a current list of eligible voting members will be provided.
 - B. A quorum shall be two-thirds (2/3) of the Board of Directors or one-third (1/3) of the voting membership.
 - C. The simple majority vote of a quorum shall constitute legal action.

ARTICLE VII-OFFICERS

- SECTION 1. The Officers of the Association shall consist of the President, President-Elect, Secretary, Treasurer and Immediate Past President.
- A. President. The President as the Principal Executive Officer shall be responsible for management of the business and affairs of the Association with concurrence of the Executive Committee. He/she shall preside at the meetings of the Association and the Executive Committee. He/She shall be a non-voting ex-officio member of all other committees except Nominating and shall automatically assume the office of Immediate Past President upon expiration of his or her term as President.
 - B. President-elect. The President-Elect will automatically assume the office of President at the expiration of the President's one-year term or in the absence of the President.
 - C. Treasurer. The Treasurer shall be accountable for the funds of the Association, accounts and books of the Association, and shall report the status of all financial affairs as requested and shall serve as the Finance Committee Chairperson.
 - D. Secretary. The Secretary or his/her designee shall record the minutes of all meetings, mail general meeting minutes to each member and be responsible for all correspondence of the Association.
 - E. Immediate Past President. The immediate Past President shall serve as Chairperson of the Nominating Committee.

- SECTION 2. The Officers of the Association shall be elected by the Board of Directors no later than December 1st of each year.
- A. Officers shall serve a term of 1 year, not to exceed two (2) consecutive terms in the same office, except for the President. The President may not serve consecutive terms.
 - B. All Officers shall take office on January 1. Vacancies shall be filled for the unexpired term of office by the majority vote of the Board of Directors with the exception that the President-Elect shall assume the office of the President.
 - C. If both the President and President-Elect offices should become vacant, the Secretary shall conduct an emergency election.

ARTICLE VIII-COMMITTEES

- SECTION 1. Executive Committee
- A. Shall conduct the business of the Association during the interim between regular Board meetings and shall be composed of the five officers and the Executive Director.
 - B. The President shall serve as the Chairperson of the Executive Committee.
 - C. Special Executive Committee meetings may be called any time by the President who shall notify each Executive Committee Member at least ten (10) days in advance of the meeting.
- SECTION 2. Nominating Committee
- A. The Immediate Past President shall serve as the Chairperson of the Nominating Committee.
 - B. The chairperson shall select a minimum of two other committee members from the Members eligible to vote.
- SECTION 3. Finance Committee
- A. The Treasurer shall serve as the Chairperson of the Finance Committee.
 - B. The chairperson shall select a minimum of two other committee members from the Members.
 - C. The Finance Committee shall recommend policies regarding the financial operations of the organization to the Board of Directors for approval and adoption.
- SECTION 4. Education Committee
- A. The Chairperson of the Education Committee shall be appointed by the President with the concurrence of the Board of Directors.
 - B. The chairperson shall select a minimum of two other committee members from the Members.
- SECTION 5. Ad Hoc Committees
- Ad-hoc Committees shall be established by the Executive Committee or Board of Directors as the need arises. The Chairperson shall be appointed by the President.

ARTICLE IX- BOARD OF DIRECTORS

- SECTION 1. Composition. The Board of Directors shall consist of the officers and eleven (11) members at large, no more than six (6) of which shall be Associate or Individual Members, and the Executive Director who shall be an ex-officio member with no voting privileges.
- A. No two members may serve concurrently on the Board if they are either, in the case of Provider or Individual Members, employed under the same state license number, or in the case of Associate or Individual Members, employed by the same member company.
 - B. The only members eligible to vote are those as described in Article IV Section 1.
 - C. The Board of Directors conducts the business affairs of the Association in accordance with the Articles of Incorporation and when not in conflict with these Bylaws or the Articles, Roberts Rules of Order.
 - D. The Board shall hold meetings as often as necessary and a quorum consisting of a simple majority is required to conduct the business of the Association.
 - E. Members shall serve a two-year term subject to Article VI, Section 2.
 - F. All members of the Board of Directors must be members in good standing with the Association.
 - G. At the Boards discretion, a Director may be removed from the Board if he or she has two (2) or more consecutive unexcused absences or three (3) or more excused absences annually
 - H. In the event a Board Member shall fail to maintain the required qualifications for Board Membership, such Board Members will maintain his or her seat for a period of three (3) months, during which time such Board Member shall re-establish qualification for Board Membership as set forth in these bylaws.

- SECTION 2. Elections. Elections for the Board of Directors shall be conducted at the annual meeting by voice vote or by ballot, either electronically or in writing or by ballot prior to the annual meeting by first-class mail or electronic means, including fax.
- A. The Board of Nominations will close sixty (60) days prior to the date set for election. The Nominating Committee will submit a recommended slate to the Board of Directors for approval.
 - B. Ballots containing the names and biographical information for candidates approved by the Board of Directors will be submitted to the members thirty (30) days prior to the date set for elections.
 - C. Write-in candidates are permitted on the ballot during the election provided they meet the qualifications as set forth in these bylaws.

ARTICLE X-FORUMS

- SECTION 1. The Board of Directors may establish forums for the specific fields of home health care as the interest and need arises.

ARTICLE XII-INDEMNIFICATION

To the extent provided for by law, the Association may, by resolution of the Board of Directors, provide for indemnification by the association of any and all of its Board of Directors members or former Board of Directors members and Executive Director against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Board of Directors members or Officers of the Association, except in relation to matters as to which such a person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XII-BYLAWS AMENDMENTS

SECTION 1. These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors.

SECTION 2. These bylaws may be amended by a two-thirds (2/3) vote of the attending eligible voting membership of the Association at the annual meeting. A proposed change of bylaws shall be distributed to each member at least ten (10) days prior to the meeting.

ARTICLE XIII-FISCAL YEAR

The fiscal year of the Association shall begin on January 1st of each year, and end on December 31st.

By Law Revisions:

Revised: 10-84
Revised: 5-86
Revised: 8-86
Revised: 5-88
Revised: 5-90
Revised: 11-90
Revised: 10-91
Revised: 11-94
Revised: 8-95
Revised: 8-96
Revised: 11-97
Revised: 09-98
Revised: 04-00
Revised: 12-01
Revised: 05-03
Revised: 11-04
Revised: 06-10