

1                                   **WISCONSIN ASSOCIATION FOR HOME HEALTH CARE, INC.**

2

3                                   **BYLAWS**

4

5                                   **Article I**

6                                   Name

7   This corporation shall be known as the Wisconsin Association for Home Health Care, Inc.,  
8   hereafter referred to as the Association.

9                                   **Article II**

10                                  Purpose

11   The purpose of the Association shall be to promote home health care services in order to  
12   promote, maintain, or restore health or minimize the effects of illness and/or disability. Home  
13   health care services are that component of health and social service care where in services are  
14   provided to individuals and families in their places of residence. The corporation is organized  
15   exclusively for charitable, educational or scientific purposes within the meaning of section  
16   501(c)(3) of the Internal Revenue Code.

17

18                                  **Article III**

19                                  Membership

20   **Section 1. Classification**

21   Membership in the association shall consist of different classes:

- 22       A. Provider Members. Consisting of organizations which, as their primary purposes, directly  
23       provide home health services or personal care services, to the sick, disabled or terminally  
24       ill in their homes (hereafter referred to as “home health care”). Each provider member  
25       shall be entitled to vote at all meetings of the members of the association and shall be  
26       eligible to serve on the board.
- 27       B. Associate Members. Consisting of organizations that provide equipment and services to  
28       home health care agencies. Associate members shall not be entitled to vote at meetings  
29       of the members of the association and shall not be eligible to serve on the board, but shall  
30       have such rights and privileges as are otherwise provided in these bylaws or determined  
31       by the Board of Directors.
- 32       C. Allied Member. Consisting of organizations with an interest in home health care services  
33       that are not otherwise eligible for provider membership. Allied members shall not be  
34       entitled to vote at meetings of the members of the association and shall not be eligible to

35 serve on the board, but shall have such rights and privileges as are otherwise provided in  
36 these bylaws or determined by the Board of Directors.

37 D. Honorary Members. Consisting of persons who have distinguished themselves in  
38 furthering the purposes of the association, as determined by the Board of Directors.  
39 Honorary members shall not be entitled to vote at meetings of the members of the  
40 association and shall not be eligible to serve on the board, but shall be entitled to receive  
41 such benefits as may be prescribed by Board of Directors.

42  
43 **Section 2. Eligibility and Application**  
44 Applications for membership shall be in writing and shall provide such information with respect  
45 to the applicant as shall be prescribed by the Board of Directors. The board shall establish  
46 procedures for determining the eligibility of applicants for particular classes of membership and,  
47 consistent with these bylaws, shall determine the rights and privileges of membership classes.  
48 Membership shall commence with the approval of the application and fee by the Board of  
49 Directors or its designee and shall continue until terminated or canceled.

50  
51 **Section 3. Dues**  
52 Annual dues shall be set annually by the Board of Directors.

53  
54 **Section 4. Forfeiture**  
55 Membership in the association may be forfeited by action of a majority of the Board of  
56 Directors.

57  
58 **Article IV**

59 Regions

60 **Section 1. Purpose**  
61 Membership regions shall be identified to provide geographic representation within the  
62 association.

63  
64 **Section 2. Designation**  
65 The regions shall be determined periodically by a majority vote of the Board of Directors. The  
66 number of regions shall not be less than 3 and not be more than 5. The board shall configure the  
67 regions with the intent of achieving balance in both regional membership and agency  
68 geographical distribution.

69  
70 **Section 3. Representation**  
71 Each region shall elect an eligible member to represent the region. The representative will serve  
72 on the board of directors for the length of their term as a regional representative.

73

74 **Section 4. Responsibilities**

75 The board of directors may by three-quarters majority vote establish responsibilities and  
76 expectations of membership regions.

77

78 **Article V**

79 Meetings

80 **Section 1. Membership Meetings**

81 There shall be an Annual Business Meeting of this Association each year to be held at a time and  
82 place selected by the Board of Directors. Special meetings of the membership may be called by  
83 the Board or by a written petition of twenty-five (25) percent of the individual membership.

84

85 **Section 2. Notification**

86 Notice of the time, date, place and purpose of any meeting shall be delivered to all members at  
87 least 30 days in advance of the meeting.

88

89 **Section 3. Quorum and Adjournments of Meeting**

90 At any meeting of the membership, a minimum of twenty-five (25) percent of the individual  
91 membership of the organization shall constitute a quorum.

92

93

94 **Article VI**

95 Voting

96 Each individual member is entitled to one vote at any meeting of members. Casting of votes via  
97 written or electronic means is permissible except at meetings conducted in-person. In the case of  
98 an in-person meeting absentee voting through electronic, proxy or other means is prohibited.

99

100 **Article VII**

101 Rule of Order

102 Except as otherwise provided in these Bylaws or in Standing Orders established by the Board of  
103 Directors, Robert's Rules of Order, newly Revised, shall govern all procedural matters at  
104 meetings of the Board of Directors or Members.

105

106 **Article VIII**

107 Fiscal Year

108 The fiscal year of this Corporation shall be the calendar year.

109

110

## Article IX

111

### Governing Documents

112 The Board of Directors shall establish and adopt policy and procedures for implementation of  
113 these Bylaws.

114

115

## Article X

116

### Officers

#### 117 **Section 1. Officers of the Board of Director**

118 The elected officers of the Board of Directors shall be elected by the Board of Directors and shall  
119 consist of a chair, vice chair, secretary/treasurer. An immediate past chair whose board term has  
120 expired will be invited to participate on the board as a non-elected, non-voting member.

121

#### 122 **Section 2. Election to office**

123 Officers shall be elected by the Board of Directors at its meeting in association with the WiAHC  
124 annual business meeting. All officers must have served as a member of the Board of Directors  
125 for a minimum of one (1) year prior to being elected.

126

#### 127 **Section 3. Term of office and removal**

128 Unless otherwise determined by the Board of Directors, the elected officers shall hold office on  
129 an annual basis until their successors are elected, and may not serve more than three consecutive  
130 terms in that office. Any elected officers may be removed at any time with or without cause by  
131 the vote of two thirds (2/3) of the Board of Directors. If any office becomes vacant for any  
132 reason, the vacancy shall be filled by the Board of Directors or by special election.

133

#### 134 **Section 4. Duties of the elected offices**

135 A. Chair. The chair of the Board of shall preside over meetings of the Board of Directors  
136 and perform such other acts and duties as are customarily performed by such a  
137 position or as are properly required of him or her by the board of Directors. The chair  
138 shall be voting member of all WiAHC committees.

139 B. Vice Chair. The vice chair shall assist the chair in the discharge of his or her duties,  
140 and shall perform such other duties as may be assigned by the chair or the Board of  
141 Directors. In the absence of the chair, the vice chair shall perform the duties of the  
142 chair and when so acting shall have all the powers of and be subject to all the  
143 restrictions upon the chair. The vice chair shall perform the duties of the chair and  
144 when so acting shall have all the powers of and be subject to all the restrictions upon

145 the chair. The vice chair shall perform such other duties as usually pertain to the  
146 office or as are properly required by the Board of Directors.

147 C. Secretary/Treasurer. The secretary/treasurer shall serve as chair of the Finance  
148 Committee. He or she shall report to the Board of Directors on a periodic basis  
149 regarding the financial affairs and matters of the corporation, and shall perform such  
150 other duties as usually pertain to the office or as are properly required by the chair, by  
151 the Board of Directors, or by the executive director. They shall perform such duties as  
152 usually pertain to his or her office or as are properly required by the chair, by the  
153 Board of Directors or by the executive director.

154 D. Immediate Past Chair. He or she shall perform such duties as usually pertain to his or  
155 her office or as are properly requested by the chair, by the Board of Directors or by  
156 the executive director.

157

158 **Section 5. Duties of the Executive Director**

159 The executive director shall function at the direction and control of the Board of Directors. The  
160 executive director shall be responsible for the day-to-day operation of the corporation, and see  
161 that the resolutions and directives of the Board of Directors are carried into effect except in those  
162 instances in which that responsibility is assigned to some other person by the Board of Directors.

163

164 **Article XI**

165 Board of Directors

166

167 **Section 1. Number, Election, Term, and Removal**

168 The number of Directors shall not be less than four (4) and not more than nine (9). Each region,  
169 as determined by the Board of Directors, shall elect one director. The remaining directors shall  
170 be selected by at-large elections, held during the corporation's annual business meeting. Not  
171 more than one representative of a single provider member may serve on the board at any one  
172 time. Elected directors shall continue in office until his or her successor shall have been elected.  
173 Directors shall be elected to staggered three-year terms and hold office for a term of three (3)  
174 years or until their successors have been elected. No director shall hold office for more than two  
175 consecutive three-year terms. Any director may be removed with or without cause by the vote of  
176 2/3 majority of the Board of Directors if they are no longer eligible to be a member of the board.  
177 The executive director serves as a non-voting member of the board.

178 **Section 2. Vacancies**

179 In case of any vacancy in the Board of Directors, a successor to fill the unexpired portion of the  
180 term may be elected by a majority of the Board of Directors or by special election.

181

182 **Section 3. Powers and Duties**

183 The Board of Directors shall establish overall policy, plan for the future of the organization,  
184 select an executive director and ensure financial viability of the organization.

185

186 **Section 4. Meetings**

187 Regular meetings of the Board of Directors shall be held at such frequency, time and place as  
188 determined by the board. All meetings of the Board of Directors, except executive sessions, shall  
189 be open to the membership.

190

191 **Section 5. Special Meetings**

192 Special meetings of the board may be held at any time and place upon the call of the board chair  
193 or of any two members of the Board of Directors. Written notice of the time, place and purpose  
194 of every special meeting of the board shall be given to each director by the secretary at least  
195 forty-eight (48) hours before the meeting. Notice given by mail shall meet this requirement if  
196 postmarked on the fourth day preceding the meeting.

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198 **Section 6. Quorum and Adjournments of Meeting**

199 A majority of the board membership in office shall constitute a quorum for the transaction of  
200 business.

201

202

**ARTICLE XII**

203

Committees

204 **Section 1. Nominating Committee**

205 A. The Nominating Committee shall, in advance of annual elections for expiring offices and  
206 positions, and at the request of the Board for vacant offices and positions, recommend  
207 nominees for positions with the Association. The Nominating Committee shall, in general,  
208 attempt to identify at least two (2) candidates for vacant and expiring offices and positions.

209 B. The Nominating Committee shall consist of three (3) members.

210 C. The Immediate Past Chair shall be a non-voting member of the Nominating Committee.

211

212 **Section 2. Standing Committees**

213 A. The Standing Committees and their functions shall be designated by the Board of Directors  
214 and shall be listed in board policy.

215 B. The Committee Chairpersons shall be appointed by the Chair, unless otherwise designated,  
216 subject to the approval of the Board of Directors. The Committee Chair shall select their  
217 own committee members, unless otherwise designated, subject to the approval of the Board  
218 of Directors.

219

220 **Section 3. Other Committees**

221 The Board of Directors may establish, combine or dissolve such additional committees as it may  
222 deem appropriate in carrying out the functions of the organization. These Committees shall have  
223 members, duties and terms of office as shall be determined by the Board of Directors.

224

225

## ARTICLE XIII

226

### Indemnification of Officers, Directors, Employees and Agents

227

#### **Section 1. Definitions**

229 A. “Expenses” include fees, costs, charges, disbursements, attorney fees and any other  
230 expenses incurred in connection with a proceeding.

231 B. “Liability” includes the obligation to pay a judgment, settlement, penalty, assessment,  
232 forfeiture, fine, and reasonable associated expenses.

233 C. “Party” means an individual who was or is, or who is threatened to be made, a named  
234 defendant or respondent in a proceeding.

235 D. “Proceeding” means any threatened, pending or completed civil, criminal, administrative or  
236 investigative action, suit, arbitration or other proceeding which involves foreign, federal,  
237 state or local law.

238

#### **Section 2. Mandatory Indemnification for Directors and Officers.**

240 A. The Association shall indemnify current and former Directors and Officers for all  
241 reasonable expenses incurred in defense of a proceeding if the Director or Officer was a  
242 party because he or she is a Director or Officer of the Association, unless liability was  
243 incurred because of willful misconduct or because the person breached or failed to perform  
244 a duty he or she owes to the Association, including the duty not to derive any improper  
245 personal profit.

246 B. The Association’s indemnification coverage and reimbursement of related expense shall  
247 always serve as the primary indemnification coverage for all Association Directors and  
248 Officers, even if a Director or Officer elects to obtain indemnification through other means or  
249 through insurance coverage maintained by him or her.

#### **Section 3. Determination of Right to Indemnification.**

251 A. Except as noted in Section 2 and except for court ordered indemnification of Directors and  
252 Officers provided for in Section 181.0854 and 181.0855 of the Wisconsin Statutes, the  
253 right of a Director, Officer, Employee or Agent to indemnification under these Bylaws

254 shall be determined by one of the three methods set forth below. The determination of  
255 which method will be used shall be by a majority vote of the disinterested Directors and  
256 Officers.

257 1. By a majority vote of a quorum of the Board of Directors consisting of Directors and  
258 Officers not at the time parties to the same or related proceedings. If a quorum of  
259 disinterested Directors and Officers cannot be obtained, then by majority vote of a  
260 committee duly appointed by the Board of Directors consisting solely of two or more  
261 Directors and Officers not at the time parties to the same or related proceedings.  
262 Directors or Officers who are parties to the same or related proceedings may  
263 participate in the designation of members of the committee.

264 2. By independent legal counsel selected by a quorum of the Board of Directors, or if  
265 unable to obtain such a quorum by a majority vote of the full Board of Directors,  
266 including Directors and Officers who are parties to the same or related proceedings.

267 3. By a panel of three arbitrators consisting of one arbitrator by the full Board of  
268 Directors, one arbitrator selected by the person or persons seeking indemnification,  
269 and one arbitrator selected by the two arbitrators previously selected.

270 B. The Board of Directors may, by majority vote of Directors and Officers not at the time  
271 parties to the same or related proceedings, authorize rights to indemnification and  
272 payment of expenses in addition to those provided for in this Bylaw Article above,  
273 provided that such authorization is permissible under Wisconsin Statutes.

#### 274 **Section 4. Insurance.**

275 The Association may purchase and maintain liability insurance on behalf of an individual who is a  
276 Director, Officer, Employee or Agent of the Association, regardless of whether the Association is  
277 required or authorized to indemnify or allow expenses to the individual against the same liability  
278 under these Bylaws or applicable Wisconsin Statutes.

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280

### ARTICLE XIV

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#### Amendments to the Bylaws

282 These Bylaws may be adopted, amended or repealed by the membership at the annual business  
283 meeting by a majority vote of those present.

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### Article XV

286

#### Disposition of Assets



287 In the event the Association ceases to function, all assets after all debts and outstanding liabilities  
288 have been satisfied, shall go to such non-profit organization as the Board of Directors shall  
289 select, provided that such organization has corporate purposes similar to that of the Association.  
290 Such dissolution will be in accordance with all pertaining laws of the State of Wisconsin and no  
291 remaining assets shall enure to the benefit of any private individual.