

Bylaws of the Maryland-National Capital Homecare Association

ARTICLE I – NAME, PURPOSE AND GOALS

SECTION 1. Name

The name of the Association shall be the Maryland-National Capital Homecare Association, hereafter referred to as MNCHA or Association.

SECTION 2. Purpose

To be the recognized leader, educator and advocate for the home care industry in Maryland and the District of Columbia. The home care industry includes any organization that offers products or services related to the health, social, physical and personal well-being of individuals and families in their homes.

SECTION 3. Objectives

The objectives of MNCHA shall be to:

- a) Promote high standards of home care products or services.
- b) Promote appropriate utilization of home care products or services in Maryland and the District of Columbia.
- c) Respond to member needs for education, representation, and support.
- d) Advocate for legislation that improves the delivery of and appropriate funding for home care products or services.
- e) Represent the Maryland and District of Columbia home care industry to national associations.
- f) Provide a unified voice for home care providers in Maryland and the District of Columbia.

ARTICLE II –MEMBERSHIP AND DUES

SECTION 1. Types of Membership. MNCHA shall be composed of four types of Memberships:

Provider Membership

An organization that directly provides home care products or services to residents of Maryland and/or the District of Columbia. This membership enjoys full privileges in the Association.

Associate Membership

A company, organization, individual, or association that provides consultative services relating to home care in Maryland and/or the District of Columbia. Any organization that does not qualify for the other categories shall be an associate member. This membership enjoys full privileges in the Association.

Individual Membership

A person who is not eligible for provider or associate membership, but who is interested in the purposes of MNCHA. This membership enjoys the privileges of voting and qualifies for discounts, however employees of Provider or Associate members may join as individual members, but forfeit their vote. Individual members cannot be elected as officers of the Association. Individual members cannot be elected to serve as a Director. A Board member (due to circumstances) can change to Individual Membership and continue his/her term of office but may not run for reelection.

Complimentary Membership

The Board of Directors (the Board) may confer complimentary membership in the Association. This membership enjoys full privileges except for voting privileges and the ability to serve on the Board.

SECTION 2. Voting Rights/Membership Rights

- a) Each member may designate one primary voting representative and one alternate on the membership application. The alternate may be the official voting representative in the absence of the primary representative.
- b) Any permanent changes in the representative of an agency, or in that agency's alternate, must be submitted in writing on official agency stationery to the Executive Director of MNCHA.
- c) Memberships shall be granted equal rights as assured without regard to race, color, religion, political affiliation, age, sex or auspices represented.
- d) Provider membership will have one representative that holds three (3) votes
- e) Associate membership will have one representative that holds two (2) votes.
- f) Individual membership will have one vote except employees of provider or associate members.

SECTION 3. Dues

- a) The membership year shall be the calendar year, January 1 through December 31. Applications for first-time memberships may be submitted at any time in the year and the dues will be prorated quarterly.
- b) Membership will commence with payment of assigned dues.
- c) No monies shall be refunded to memberships that choose to leave the Association.
- d) Membership is revoked if the agency, organization or individual fails to pay dues more than three (3) months after the dues notices have been distributed.
- e) The Board is responsible and authorized to establish and modify the annual dues.

ARTICLE III – OFFICERS, DIRECTORS AND EXECUTIVE DIRECTOR

SECTION 1.

There shall be four officers and one Executive Director. The officers are: President, Vice President/President Elect, Secretary, and Treasurer.

SECTION 2.

- a) Officers shall serve for a term of two years or until their successors are elected.
- b) Officers shall not be eligible to serve more than two consecutive terms in the same office.
- c) Terms of office shall be effective (begin) at the first Board meeting following the election announcement.
- d) The Board may appoint a replacement to fill a vacant office for the remainder of a term and consider holding a special election to fill a vacated full term of office.

SECTION 3. Election Years

- a) To the extent possible, the terms of Secretary and Treasurer will be staggered so that one position will be elected each year.

SECTION 4. Duties

- a) **President** shall:
 1. Be the principal officer of the Association and President of the Board of Directors.
 2. Have general supervision of the affairs of the Association.
 3. Appoint the Chair of all committees (standing and ad hoc). All appointments are subject to the approval of the Board.

4. Preside at all meetings of the Board and of the membership.
 5. Be a non-voting, ex-officio member of all committees, except the Nominating Committee.
 6. Appoint tellers prior to each Association meeting who will be responsible for identifying voting representatives, presenting to those representatives the formal ballot, counting the votes, and certifying the results of the voting.
 7. Have check and contract signing authority.
 8. Be ultimately responsible for all official Association business.
- b) **Vice President/President Elect** shall:
1. Perform duties designated by the President of the Association. In the case of absence, disability, or abdication of duties by the President, the Vice President/President Elect, shall perform all the duties of the President. Upon completion of the term as Vice President/President Elect, the incumbent shall automatically become President of the Association for a new two (2) year term.
 2. If the Vice President/President Elect assumes the office of president before half of the outgoing president's 2 year term is complete, then the succeeding president will not be eligible to serve an additional two (2) year term as President. The Nominating Committee will nominate a candidate(s) for Vice President/President Elect to the Board for election.
 3. If the Vice President/President Elect assumes the office of president after half of the outgoing president's 2 year term is complete, then the succeeding president will be eligible to serve an additional two (2) year term as President. The Nominating Committee will nominate a candidate(s) for Vice President/President Elect to the Board for election.
- c) **Secretary** shall:
1. Be responsible for recording and distributing the minutes of all meetings of the Board and regular, business, and special meeting of the membership.
 2. Notify the membership-at-large of the current membership roster. The roster will list voting representatives, membership status and any other information considered appropriate by the Board.
 3. Insure that notices of regularly scheduled business meetings are sent to the membership not more than 50 nor less than 20 days before the meeting.
 4. In general, perform all duties incumbent upon said office and such other duties assigned by the president.
- d) **Treasurer** shall:
1. Be responsible for oversight of all monies and securities of the Association including check signing authority.
 2. Be responsible for overall preparation of the budget in conjunction with the Executive Director and Executive Committee.
 3. Be responsible for monthly monitoring of financial statements and reporting to the Board on these statements.
 4. If the Board determines it is necessary, be responsible for conducting an audit, review or compilation of the financial statements, is completed within six months of the fiscal year and reporting to the Board and Membership.
 5. In conjunction with the Executive Director, file all necessary financial documents for the Board.

SECTION 5. Nomination, Elections, Vacancies and Removal

a) Nominations

1. A diverse Committee on Nominations, which reflects the composition of the membership, shall be elected at the same time as the annual Board elections.
2. The Committee shall consist of a minimum of 3 members. The chair may be the Immediate Past President or other Nominating Committee member selected by the Committee.
3. The slate of candidates for the successor Nominating Committee will be proposed by the current Nominating Committee. At least 1 but no more than 2 members of the Nominating Committee

should be a current Board Member who is not running for election or re-election. In-term vacancies on the Nominating Committee shall be appointed by the Board.

4. The Committee will review all nominees for eligibility and willingness to serve and shall nominate at least two candidates for each available officer position, and when possible, for each available Director position. The Nominating Committee cannot nominate current Nominating Committee members.
 5. Directors shall be elected from among nominees who have been actively involved in the affairs of the Association within the last two years and have current provider or associate membership. The list of nominees and biographical information will be presented to the Board for approval. Once approved, the nominees shall provide the following information: name, professional positions held, a position statement, a goal statement. Director elections shall take place in accordance with ARTICLE III, SECTION 5-b.
 6. Officers shall be nominated by the Nominating Committee and elected at the first Board meeting following the annual membership meeting by the Board members for the new membership year.
- b) Elections of Directors
1. Election of Directors shall be by written, secret ballot.
 2. The President shall appoint an Election Committee consisting of chair and at least 2 members who will oversee the elections process.
 3. The ballot shall include, for each Director position, the name(s) of those nominated in advance of the election, and a space for write-in nominees.
 4. Ballots shall be sent to all members at least 30 days prior to the annual meeting.
 5. The Election committee shall be responsible for voting credentials, counting the votes, deciding questions that may arise regarding the election and reporting election results at the annual meeting.
- c) Vacancies
1. If an Officer or Director resigns, or is otherwise unable to serve out his/her term, the vacancy may be filled by Board appointment.
 2. A majority vote of the Board shall be required.
 3. Resignations shall be submitted in writing to the Association office.
- d) Removal
1. Any Officer or Director may be removed by a 2/3 vote of the Board present and voting at a regular or special meeting of the Board.
 2. Grounds for removal include but may not be limited to the following:
 - Failure to attend three (3) consecutive meetings of the Board in any one year without cause.
 - Failure to sign or follow the Statement of Individual Board Member's Responsibilities.
 - Misappropriation of Association funds, misrepresentation of the Association or compromising ethical standards.

SECTION 6. Executive Director

- a) The Executive Director shall be an independent consultant or employee retained by the Board of Directors and directly accountable to the President. The Executive Director will function as the chief executive officer of the Association and be an ex-officio, non-voting, member of the Board and all committees.
- b) The Executive Director shall be retained according to the terms of a written contract, renewable under mutually agreeable terms. The contract is signed by the President as agent for the Association.
- c) The Executive Director shall be responsible for the management of the Association including contract and check-signing authority as outlined in the job description.

ARTICLE IV – MEETINGS AND QUORUM

SECTION 1. Meetings

- a) There shall be a minimum of one Association business meeting each calendar year.
- b) The annual meeting shall be held in the fall. The announcement of Board and Nominating Committee election results (or election if necessary) and annual reports of the Board and Committees will be conducted at this time.
- c) Special Association meetings may be called by:
 - 1. President or
 - 2. Quorum of the Board or
 - 3. 51% of the current membership
- d) The voting body of the MNCHA shall consist of those representatives in attendance (or by written proxy filed with the Secretary) who have current active membership as defined in Article II Section 1.

SECTION 2. Quorum

- a) Board Meetings: A quorum of the Board constitutes a majority of the elected Board members.
- b) Member Meetings: The quorum at Association business meetings constitutes 25% of all votes entitled to be cast by the membership.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. Definitions

The Board of Directors, (the Board) will be the governing body and serve as the agent for the membership.

SECTION 2. Composition

- a) The Board shall be composed of the Association's four officers and eight Directors, for a total of twelve.
 - 1. To the extent possible, the Board composition will include a broad representation covering all of the geographic areas and sectors of home care served by MNCHA..
- b) Each member of the Board (excluding officers) shall also serve as a chair, co-chair or active member of a standing or ad-hoc committee.
- c) The President of the Association shall serve as Chair of the Board.
- d) Community leaders may be appointed to serve in an advisory capacity by majority vote of the Board. An Advisory member will have a term of two years, and will not have a vote.
- e) The term of office for a Director of the Board shall be two years.
- f) Directors and Officers serving on the Board must not miss more than three consecutive Board meetings without cause. Otherwise, the President and the Board have the right to appoint a new Board member or consider holding a special election to fulfill the term.

SECTION 3. Meetings: The Board shall strive to meet quarterly. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone, or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE VI – COMMITTEES

SECTION 1. Definition

There shall be standing committees of MNCHA as follows: Executive, Membership, Programs and By-laws.

SECTION 2: Executive Committee. The Executive Committee, composed of the four elected officers of the organization shall:

- a) Serve as the agent for the Board.
- b) Report to the Board on its activities between Board meetings.
- c) Participate with the Executive Director in the execution of policy.
- d) Prepare an annual budget to be approved by the Board and presented to the membership in a timely fashion and prior to the start of the fiscal year.
- e) Plan for appropriate disbursement of money.
- f) Strive to review at every meeting the financial status of the Association and report to the Board when requested.
- g) In conjunction with the President and Executive Director, review proposed expenditures by Committees and make recommendations to the Board according to the Association's financial status.

SECTION 3. By laws Committee. The By-laws committee shall:

- a) Be composed of the Chair and at least 3 other members.
- b) Study and prepare proposed amendments and resolutions to the Board.

SECTION 4. Membership Committee. The Membership Committee shall:

- a) Be composed of a Chair and three other members.
- b) Be responsible, in conjunction with the Executive Director, for the recruitment and retention of members.
- c) Be responsible for assuring Association members are in the appropriate category.
- d) In cooperation with the Executive Director, review and recommend changes in membership dues structure.

SECTION 5. Program Committee. The Program Committee shall:

- a) Be composed of a Chair and at least three other members.
- b) Solicit ideas from Association members for programs.
- c) Be responsible for planning and implementing educational programs for the total membership.
- d) Be responsible for planning and implementing the Annual Meeting.

SECTION 6. Other Committees. Other committees shall be appointed by the President of the Board as deemed necessary to fulfill the goals of MNCHA.

ARTICLE VII – FISCAL YEAR

The fiscal year of MNCHA shall be January 1- December 31.

ARTICLE VIII – FUNDS AND PROPERTY

All funds, whether in the form of cash or securities, and all contributions of property in any form, received by or on behalf of MNCHA, shall be held, managed, and disbursed by or under the direction of the Board exclusively for the furtherance of the purpose of MNCHA as stated in the Articles of Incorporation.

ARTICLE IX – AUDIT

If the Board determines it is necessary, there shall be an annual audit, review or compilation of the MNCHA financial accounts performed by an independent certified CPA. This report shall be presented to the Board within six months from the close of the fiscal year.

ARTICLE X – INDEMNIFICATION

MNCHA shall, to the maximum extent required by Maryland law, indemnify the Director or former Director or officer of MNCHA or any person who may have served at its request as a Director another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which the person is made a party by reason of being matters as to which the person shall be adjudged in such action, suit, or proceeding to liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive to any other rights to which such Director or officer may be entitled, under any bylaw agreement, vote of the Board, or member otherwise.

ARTICLE XI – CONFLICT OF INTEREST

Any duality of interest or possible conflict of interest on the part of any Board member shall be disclosed to the Board and made a matter of record. Any Board member having a duality of interest or possible conflict of interest on any matter shall not vote or use influence on the matter. The minutes of the Board meeting or Association meeting shall reflect that disclosure was made. The foregoing should not be constructed as preventing a Board member or Association member from briefly stating a position in the matter, nor from answering pertinent questions. A full disclosure of all facts pertaining to any transaction that is subject of doubt concerning possible conflict of interest shall be made before consummating the transaction.

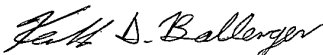
ARTICLE XII

The Bylaws may be amended by an affirmative vote from a majority of the voting members who return a valid ballot. Bylaws changes should begin with recommendations from the Bylaws Committee; then review and modification by the Board; distribution to the full membership for specific comment; Board consideration of membership input; an affirmative vote of two-thirds (2/3) of the Board present and voting at a regular Board meeting; and final action by the membership.

ARTICLE XIII – PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall be followed in the conduct of all Board and General Membership meetings.

These Bylaws were approved by the Board of Directors on September 15, 2011 and amended by vote of the MNCHA membership on October 17, 2011.



Keith D. Ballenger, MNCHA Board President

October 8, 2011
Date