

**HOME CARE ASSOCIATION OF WASHINGTON, DC
BY LAWS**

CHAPTER I

Article I: ASSOCIATION NAME

The name of the organization shall be the Home Health Care Association of Washington DC hereinafter referred to as (DCHHA).

Article II: MISSION AND PURPOSE

The HHA is an organization of providers of Home Health Care Services dedicated at increasing public awareness of Home Health Care. In collaboration with other stockholders assist at improving the availability and quality of Home Care and serving as advocates for providers and recipients of Home Health Care Services in the District of Columbia.

Specific Objectives are to:

- Promote care at home as a vital component of the Health Care Delivery System.
- Provide a unified voice to speak in all matters of concern to providers in areas of reimbursement, regulation and legislation.
- Provide leadership and education to assist members in achieving and maintaining high quality care.
- Enhance public awareness of Home Health Care Services and promote a strong public image of the Home Health Care profession.
- Assist the Home Care profession in effectively responding to an ever-changing environment.
- Establish and maintain excellent relations with beneficiaries, the general public, the government and the media.

Article III: REGISTERED OFFICES

The Registered Office of the Home Care Association shall be at -----
Washington DC or such other location in the District of Columbia that the Directors/Officers of the board deem appropriate.

Article IV: MEMBERSHIP

Applicants seeking affiliation with DCHHA shall submit an application through the Executive Director. The applicant shall become a member after a completed application has been received and approved by the Executive Committee of the Board of Directors, and appropriate dues paid.

Article V: MEMBERSHIP CLASS

A. Member:

1. 1.“Home Care Member” shall be a recognized Home Care business entity which is licensed in the District of Columbia engaged in providing Home Care Services which is subject to a program of inspection, licensing, certification or approval by

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one or more departments of the government, and for which dues or assessments are received.

2. The owner, CEO, administrator or other designated senior level executive shall be the Board Member representing the agency and shall be eligible to vote in the affairs of DCHHA and may also serve on committee(s). Each agency member shall have one vote. In the absence of the owner, CEO or administrator, an agency member may delegate an authorized representative as their voting member.
3. DCHHA shall not provide member services to any Home Care Agency which are not members of the Association.

B. Associate Member:

1. "Associate Member" shall be any organization involved in the provision of Home Health Care Services but not a licensed Home Health Care Agency, to include but not limited to: Hospices, Adult Day Care, Centers, Pharmacies, and Organizations as deemed appropriate by the board.
2. Associate Members shall be ineligible to hold office in the DCHHA, however Associate Members may serve on committee(s) and have voting capacity in that committee(s) on which they serve.

C. Student Member:

1. "Student Member" shall be an individual who is currently enrolled in a program of education relating to the health care field.
2. Student members shall be ineligible to hold office and to vote in the affairs of the DCHHA. They may however serve on committee(s) and have voting capacity in that committee(s) on which they serve.

D. Individual Professional Membership:

1. "Individual Professional Membership" is available to an individual who is not employed by, is not an owner of an aforementioned organization and has no immediate family member holding 10% or more ownership in any type of healthcare organization that is eligible for the HHA membership.
2. Individual Professional Members shall not be eligible to hold office on the Board of Directors.
3. Individual Professional Members may attend all general membership meetings, annual business meetings, sponsored education programs at the Membership rate and may be eligible to serve on committee(s) and have voting capacity on that committee(s) which they serve.

E. Honorary Member:

1. Honorary membership shall be open exclusively upon invitation of the Home Care Association's Board of Directors, acting on its own initiative or upon the recommendation of an outside body or organization in the sector that the HHA serves.
2. An Honorary is an individual who has made an eminent contribution to the health care field regardless of who might employ him/her and does not currently hold and facility, individual, student or associate membership. This Honor shall only be bestowed on a non-practicing individual. The Board of Directors may appoint or elect an Honorary Member at any meeting of the Board of Directors at which a quorum of Directors is present.

3. Honorary Member shall be ineligible to hold office and to vote in the affairs of the HHA. An Honorary Member may serve on committee(s) and have voting capacity in that committee(s) on which they serve.

Article VI: APPLICATION FOR MEMBERSHIP

1. Applications for Membership shall be obtained from and returned to the Executive Director. Applicable dues must be included with the application.
2. The Executive Director shall review all applications and may reject for cause any application after such investigation as the Executive Committee of the Board of Directors deems fit to conduct, and after giving the applicant an opportunity to be heard. Cause is defined as conduct which is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interest and objectives of the Association, including conviction of or pleading guilty to any felony under federal or state law.

CHAPTER II

BOARD OF DIRECTORS AND OFFICERS

Article I: COMPOSITION OF BOARD OF DIRECTORS AND OFFICERS

A. Board of Directors:

The Board of Directors of the Association shall consist of the owner, CEO, administrator or other designated senior level executive of each Home Care Agency. The Members of the Board of Directors shall have one vote, regardless of whether they serve in more than one capacity.

B. Officers:

The officers of shall be a President, a Vice President, a Secretary, a Treasurer and an Immediate Past President. The immediate Past President shall only vote to break a tie. All Officers shall be the designated representative of a Home Care Agency Member. The Officers shall be elected by the Board of Directors in good standing. The terms of the Officers shall be for a period of two years or until their successors are chosen.

Article II: EXECUTIVE COMMITTEE

The DCHHA shall have an Executive Committee of Board which consists of the elected Officers and chairpersons of each standing committee.

1. The Board of Directors may appoint from the Membership standing/temporary committees consisting of no fewer than two agency members.
2. All Committees so appointed shall keep regular minutes of the transactions of their meetings and shall record them in books for that purpose in the HHA

Article III: NOMINATION / ELECTION OF OFFICERS

A. Nominating Process:

1. At the September meeting before the end of the second year term of the Officers, the Immediate Past President shall convene a Nominating Committee. This Nominating Committee shall consist of the Immediate Past President, one Home Care Association member who is not a candidate for office and the Executive

- Director. The Chairperson of the Nominating Committee shall be the Immediate Past President of the Association.
2. At the October Membership meeting, an announcement of the call for nominations shall be made by the Immediate past President to the Membership in attendance. The Executive Director will transmit the nomination solicitation announcement to all Members in good standing via email or fax within 24 hours of the meeting. Any Board Member in good standing that wishes to be considered for election to the Executive Board or wishes to nominate another Member in good standing shall state that desire in writing via email or fax to the Chairman of the Nominating Committee. No more than one (1) Member of the same organization or corporation can serve as an Officer on the Executive Committee of the Board at the same time.
 3. The Chairman of the nominating committee shall conduct Nominating Committee meeting(s) in person or via call during the month of October. Any Member being nominated will be contacted by the Nominating Committee Chairman to determine if the person being nominated is willing to have their name placed on the ballot.
 4. By October 31st of election year, the Nominating Committee shall distribute to each Board Member a written slate with the name of each nominee who has accepted to run for an office. Each Member will have one vote. The Nominating Committee shall also distribute a candidate statement provided by each nominee. Nominations will also be accepted from the floor at the November meeting.
 5. Each candidate, however nominated, shall have the privilege of the floor to provide a three-minute presentation if so desired. Any candidate nominated from the floor must make a candidate statement.
 6. Each candidate accepting nomination shall acknowledge receipt of the Home Care Association Code of Ethics and commit to abide both personally and professionally to the Code.

B. Election Process:

1. The election of Officers will be held at the November meeting. A quorum of 51% of the Members in good standing is needed to hold any election of officers.
2. The election shall be held by secret ballot prepared on behalf of the Chairman of the Nominating Committee. Election shall be by majority vote. If no candidate receives a majority vote on the first ballot, the candidate receiving the smallest number of votes shall be dropped and the balloting repeated until one candidate receives a majority of the vote. The Immediate Past President shall cast a ballot in a sealed envelope only to be opened in private by the Tellers Committee when a majority is not reached in the vote for the candidates for any single officer position.
3. A Member may vote by absentee ballot. The absentee ballot shall be in writing and presented to the chairperson of the nominating committee either handed in by an authorized individual or via email from the Member prior to the distribution of the ballots. The absentee ballot will only recognize candidates on the published slate. Floor nominations will not be included in the absentee voting.
4. A Tellers Committee consisting of the Executive Director and two (2) Members in good standing and not a candidate for office shall be appointed by the Chair of the Nominating Committee during the meeting for the purpose of counting the votes. The committee shall follow the process of counting votes as prescribed in the most current version of *Roberts Rules of Order Newly Revised*.

5. The ballots shall be counted and the result announced by the Chair of the nominating committee. The candidate receiving the highest number of votes shall be elected. Ballots will be retained by the Executive Director for seven days then destroyed.
6. Any unsuccessful candidate may request a recount and be present or have a representative present for the recount. Any request for recount must occur before the adjournment of the November meeting.

ARTICLE IV: CONTROL/PERFORMANCE OF BOARD OF DIRECTORS

A. Authority of the Board of Directors:

Except as otherwise required by law or provided by these bylaws, the control of the Association and of its affairs and property shall be vested in the Officers of the Association. Notwithstanding the foregoing, any special assessment or project outside of the annually approved budget must be approved by a majority of The Members present and voting at the next meeting following written notice of any such proposed assessment or hiring.

B. Resignations:

The resignation of any Officer or director shall be tendered to the Executive Director.

C. Removal of Directors and/or Officers:

The Members may, by a two-thirds (2/3) vote of all the Board of Directors present at the meeting, remove an Officer or Executive Committee Board Member prior to the expiration of the term of office; provided that such Officer or Executive Committee Member is notified in writing thirty (30) days in advance of such vote and is afforded an informal hearing before the elected Officers before the Board of Directors vote on whether to remove said individual from his or her position.

D. Filling Unexpired Term/Board Vacancies:

If an Elected Officer is unable to perform the duties of the elected position for a period of not more than ninety (90) days, or a vacancy is created for any unforeseen reason the President designate another Member from the same Membership class to assume the duties of the position until an election can be held.

If any vacancy shall occur in any Office or on the Executive Committee of the Board by reason of resignation, death, removal or inability to perform the duties of the position, as evidenced by absence for more than thirty (30) days, the Executive Committee of the Board shall announce the vacancy to the Member Board of Directors and shall hold an election to fill the unexpired portion of the term using the procedure described in these bylaws.

E. Contract Services of the Executive Director:

The Executive Committee of the Board of Directors shall contract for the services of an Executive Director in coordinating its activities, to serve as facilitator/coordinator of Membership communications and to perform any other tasks on behalf of the Association which the Executive Committee of the Board of Directors may, periodically, designate.

F. Compensation:

No Officer or Director shall receive, directly or indirectly, any salary, compensation or emolument from the Home Care Association with regard to services rendered as an Officer or Director. The Association may, however, pay compensation to its Executive Director, agents, consultants and legal counsel. The Association may, when so authorized by the Members reimburse any Officer, director, or employee thereof for expenses incurred on behalf of, or in conjunction with the business of the Association, including reimbursement of the costs of attending meetings to the extent that funds are so available and allocated in the approved budget.

CHAPTER III

DUES AND FINANCE

ARTICLE I DUES STRUCTURE

Dues Structure

The dues structure for Members of the Association shall be established by the Executive Committee of the Board of Directors and approved by a majority vote of the full Board Members at its December meeting and shall become effective the first day of the ensuing fiscal year and shall remain in effect until changed as provided in this Article. Bills for dues shall be issued on an annual basis. Dues may be payable in full by annually or quarterly, for the ensuing year.

The annual dues/dues assessment for Associate Members, Individual Professional Membership, and Student Membership shall be due and payable in full by April for the ensuing year.

ARTICLE II FINANCIAL AFFAIRS

A. Depositing Funds

The funds of the DC HHA shall be deposited or kept with a federal reserve bank, federal or state savings bank, or federal or state savings and loan association, or the like, so long as such depository institution is federally insured. Such funds shall be disbursed upon the order or orders of such Officers or agents as may be prescribed by the Board of Directors.

B. Fiscal Year

The fiscal year shall be from January 1st to December 31st inclusive, or such other twelve-month period as the Executive Director may designate by a majority vote of the members.

C. Budget

Prior to the close of each fiscal year the current and newly elected Officers and Finance Committee Chair shall meet for the purpose of preparing a budget of income and expenses to control the finances of the Association during the upcoming fiscal year. The Executive Director shall forward the proposed budget to the Officers of the Board by the 5th day of December or the first business day thereafter and present its proposed budget to the full board for a vote at the December meeting of each fiscal year. The budget adopted for any fiscal year may be revised periodically in light of changing conditions, at any regularly scheduled Membership meeting of the Association upon majority vote of those present

and voting provided that written notice of the proposed budget changes have been delivered to all voting Members at least one week in advance.

D. Fiscal Accountability

The budget shall serve as authorization to expend an amount equal to that authorized per line item of the budget.

An audit of the financial record of the DC HHA will be conducted at least every five (5) years or upon a majority vote of the Executive Committee of the Board in accordance with generally accepted auditing standards. A basic audit of the Association's balance sheet, income statement, functional expenses and cash flows will be reviewed. The audit will include internal control structure in a "basic" audit and will communicate any significant deficiencies/material weaknesses discovered during the audit process.

CHAPTER IV.

MEETINGS

ARTICLE I SCHEDULED MEETINGS

A. Annual Meeting

Officers shall be elected at the annual meeting of the Membership which shall be held in November of each year.

B. Special Meetings

Special meetings of the Members of the Association shall be called upon the written request, delivered by post, email or fax of twenty-five percent (25%) of the HHA members or by the Executive Committee of the Board of Directors.

C. Notice of Meetings

Notice of all meetings shall be mailed or other forms of electronic means to each Member at least ten(10) days but not more than sixty(60) days before the date of such meeting and shall state the time, place and purposes thereof.

D. Frequency of Meetings

1. The Board of Directors shall hold regularly scheduled monthly meetings. The Executive Director shall provide to The Members notice of said meetings at least one business week, five (5) days to include date, time and place. Meetings of the Executive Committee of the Board of Directors shall be open to all Home Care Agency Members, except that the Officers may vote to go into an executive session at any such meeting, and only Officers of the Board of Directors shall be permitted to remain at such executive session.
2. The Executive Committee of the Board of Directors may hold emergency sessions at such place and at such time and upon such notice as it may in its discretion determine, except that notice of such meetings must be communicated to the Home care Association Members.
3. The Board of Directors may conduct its business through electronic media including teleconference, video conference, etc. as long as it meets the standards set within the articles of the bylaws.

4. A majority of the Members shall constitute a quorum. Each Member of the Association shall have one vote.

CHAPTER V.

DUTIES OF OFFICERS AND COMMITTEE CHAIRS

ARTICLE I. DUTIES OF OFFICERS

The Officers shall perform such duties as are set forth in these bylaws and such other duties as may be assigned to them periodically by the DCHHA President.

A. Duties of the PRESIDENT

The President shall be the principal elected officer of the Association and as such shall: (1) preside at all board meetings; (2) direct and supervise the activities and affairs of the Association and assign to other Officers and committee chairs other duties as deemed necessary in addition to those specifically described in these bylaws; (3) Shall ensure that there are fiscal checks and balances within the Association; (4) shall be a signatory to the financial accounts; (5) The President may attend any and all committee meetings as an Executive Officer.

B. Duties of the Vice President

The Vice President shall: (1) perform duties as assigned by the President, in the absence or temporary inability of the President to act; (2) perform such other duties as are assigned by the President or the Executive Board of Directors. The Vice President shall be a Member of a Committee.

C. Duties of the Secretary

The secretary shall: (1) record and review all meeting minutes and ensure that the minutes are maintained, distributed to the Membership; (2) ensure that notice of alterations or amendments to the bylaws is provided to the Members in the manner provided for in these bylaws; and (3) perform such other duties as are assigned by the President. The Secretary shall be a member of a committee.

D. Duties of the Treasurer

The Treasurer shall: (1) review the financial operations of the Association; (2) present financial reports to the Members; (3) prepare the annual budget of the Home Care Association in conjunction with other Board Members; (4) act as the signatory on the checking accounts (5) facilitate audits for the organization and (6) perform such other duties as are assigned by the President The Treasurer shall be a Member of the Finance Committee.

E. Duties of the Immediate Past Chair

The immediate past President shall: (1) serve as a Member of the Board of Directors; (2) attend meetings of the Board of Directors; (3) be available to assist the other Officers in matters pertaining to the history of the Association's operations in the preceding years, and (4) serve as the official Chair of the Nominating Committee in which the primary role is to form a nominating committee for elections of Officers.

CHAPTER VI.

COMMITTEES

ARTICLE I: COMMITTEE DESIGNATIONS/DUTIES OF COMMITTEE CHAIRS

A. Designation of Committees:

The following are standing committees:

1) Education

- Selects, organizes & promotes educational programs
- Generates non-dues revenues for the Association
- Keeps abreast of professional standards of practices for the purpose of educating the Membership.

2) REGULATORY/QUALITY IMPROVEMENT

- Provide Education and guidance to the membership on new regulations, interpretation of regulations, inspection citations other quality assurance and risk management issues.
- Monitors Survey and Enforcement process
- Analyzes proposed regulations and develops Home Care Association positions for recommendation to regulatory agencies
- Maintains a proactive role with the District of Columbia Department of Health Care Finance (DHCF) the District of Columbia Department of Health (DOH) and the Department of Employment Services (DOES).

3) Finance Committee

- Monitors the reimbursement systems
- Assists in educating legislators and regulatory agencies on home care Payment issues
- Assists in educating membership on changes to the reimbursement system

4) Public Relations

- Recommend to the board on matters concerning publicizing the HHA activities and on events that have an impact on the public image of the association.
- This Committee should lead one major fund raiser non dues activity annually.

5) Bylaws Committee

- Assures that the Bylaws are present during any official meetings.
- Assures that the Bylaws are followed by the membership
- Assures Bylaws are updated to reflect the functions of the Home Health Care Association of Washington.

B. Committee Chairs

The newly-Elected President each year shall, following the election at the November meeting, call for volunteers to serve as committee chairs. If some positions remain open,

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a committee consisting of the President, Immediate Past President, and The Vice President shall appoint a Member to serve in such position(s).

C. Duties of Committee Chairs

The duties of the committee chairs will be to: (1) serve as a Member of the Executive Committee of the Board of Directors; (2) recruit individuals within the Home Care Agencies to serve on the committees; (3) supervise the work of the committee, take minutes of committee meetings and report to the Members regarding the committee's work; and (4) accept other assignments as directed by the President of the Board of Directors.

CHAPTER VII.

GENERAL PROVISIONS

ARTICLE I PARLIAMENTARY PROCEEDINGS

A. Robert's Rules

The most current version of *Robert's Rules of Order Newly Revised* shall govern meetings and parliamentary proceedings of the Home Care Association.

B. Quorum

Quorum for a meeting of Members is a majority of the votes entitled to be cast on the matter. If a meeting is adjourned due to a lack of quorum and is later reconvened, the Members present at the reconvened meeting constitute a quorum even though the number of Members present may be less than a quorum. In the absence of a quorum the Executive Committee of the Board of Directors assumes the role of a quorum and has the authority to vote on the business of the Home Care Association.

ARTICLE II: CONFLICT OF INTEREST

A. Duality of Interest

Any duality of interest or possible conflict of interest on the part of any Home Care Association Member shall be disclosed to the Members and made a matter of record annually.

ARTICLE III: INSURANCE

A. Insurance Requirements

The Executive Board of Directors, with the approval of the Members, shall purchase and maintain insurance on behalf of any person who is or was a director or Officer of the HHA against any liability asserted against him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this article.

ARTICLE IV: EXEMPTION FROM TAXES

No part of the net earnings of the Home Care Association of Washington shall inure to the benefit of or be distributable to its Directors, Officers or other private persons, except that the Association shall be empowered to pay reasonable compensation and retirements for services rendered and to make payments and distributions in furtherance of the Association's purposes. The Association shall not carry on any activities not permitted to

be carried on by the Association which is exempt from federal income taxation under the Internal Revenue Code, as amended, and by a corporation, contributions to which are deductible under the Internal Revenue Code, as amended.

ARTICLE V: INDEMNIFICATION

A. Right of Indemnification

The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, Officer, employee or agent of the Home Care Association, or is or was serving at the request of the Home Care Association as a Director, Officer, employee or agent of another association, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by that individual in connection with such action, suit or proceeding to the fullest extent and in the manner set forth in and permitted by general corporation law and other applicable law, except in relation to matters as to which that person has been adjudged or determined in such claim, action, suit or proceeding to have acted in a grossly negligent manner or with willful misconduct. In the event any such claim, action, suit or proceeding is instituted against a Director, Officer, employee or agent of the Home Care Association, the Association shall have the right to enter into such settlement or compromise in regard thereto as may be deemed advisable by the Executive Committee of the Board of Directors. Nothing herein shall be deemed to restrict the right of the corporation to indemnify any Director, Officer, employee or agent of the Association in such cases as it deems appropriate even though not specifically provided in this article. Anything contained herein to the contrary notwithstanding, no Director, Officer, employee or agent shall be indemnified by the Association with respect to any claim which is settled or compromised unless such settlement or compromise has been approved by the Board of Directors.

B. Individual Rights

C. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such person(s) may be entitled.

ARTICLE VI: TERMINATION OF MEMBERSHIP

A. Resignation / Termination of

1. Resignation from Membership shall be presented to the Executive Director but shall not relieve any Member from liability for any dues accrued and unpaid at the time when such resignation is presented. Members may resign at any time.
2. Any Membership shall be terminated for nonpayment of dues within the time specified in paragraph 4 of this section.
3. Upon resignation or termination of Membership for whatever reason, dues shall not be refunded.
4. Any Member of the Home Care Association who shall be delinquent in dues based on payment plan (annually, by-annually or quarterly) for a period of ninety (90) days shall be notified of such delinquency and suspended from Membership. If dues are not paid within the succeeding thirty (30) days, the

delinquent Member shall forfeit all rights and privileges of Membership and shall be deemed expelled.

B. Disciplinary Action

The Association may, by majority vote, take disciplinary action against any Board Member including reprimand, suspension or termination for cause; provided that such Member is notified in writing thirty (30) days in advance of such vote and shall have a hearing before the Officers of the Board of Directors. The Officers recommendations shall be forwarded to the Board of Directors for a vote. Cause is defined as conduct which is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interest and objectives of the Association, including conviction of or pleading guilty to any felony under federal or state law.

C. Reinstatement of Membership

1. Any Member suspended or terminated under the provision of this article may be reinstated under such terms and conditions as the Officers may recommend and the Executive Board of Directors determine by a majority vote.
2. In the event that the Association had incurred any Expenses on behalf of a Member who has been suspended, terminated or resigned, such funds must be paid as a condition of reinstatement.

ARTICLE VII: AMENDMENTS

Proposals for amendment to the Bylaws shall be considered at any HHA meeting and become effective if a majority of the Voting Members at such meeting vote in favor of such change in the Bylaws, providing that notice of the proposed amendment has been given by the Secretary or by the Secretary's designee to the Members of the Association at least forty-five (45) days before the meeting of the Members of the Association at which the amendment is to be considered. Such notice shall specify the date of the meeting at which a vote on the proposal for amendment shall take place. All amendments shall be reviewed by the Bylaws committee during the forty five days of consideration.

ARTICLE VIII: NON DISCRIMINATION

In exercising and in fulfilling it exempt functions the Home Care Association of Washington shall not practice or permit discrimination on the basis of sex, race, national origin, religion, physical handicap or disability, sexual orientation, age or marital status.