

# **Arizona Non-Medical Home Care Association (AzNHA)**

## **By-Laws**

### **ARTICLE 1**

#### **Purpose**

The purposes of this Association shall be:

Section 1.

To promote and preserve the welfare of the non-medical home care industry in the state of Arizona;

Section 2.

To provide a web site that informs the public of: the standards and ethics the Association's membership maintains; serves as an information center regarding all different aspects of non-medical home care services; and to serve as a repository of business profiles of the Members of the Association;

Section 3.

To encourage, promote, establish, and maintain standards of sound and ethical business practices for the non-medical home care industry and among its members in the State of Arizona;

Section 4.

To assist consumers to find non-medical home care providers that maintains the Association's standards of ethics and delivery of services;

Section 5.

To assist consumers with unresolved problems or difficulties with non-medical home care providers in this State;

Section 6.

To acquire and disseminate correct and current information on pending legislation, rules and regulations affecting the local non-medical home care industry;

Section 7.

To sponsor and/or conduct meetings and programs of interest to the Association's Membership and provide a platform from which the Members of this Association can express their views on practices, legislation, rules and regulations affecting the industry;

Section 8.

To afford the opportunity for those engaged in the non-medical home care industry to secure the benefit of personal acquaintance with others in the industry;

Section 9.

To cooperate with all public and private agencies in all matters relating to ethical non-medical home care practices and services.

Section 10.

This Association's activities shall be non-profit, non-partisan, non-political, and non-sectarian.

# ARTICLE II

## Membership

### Section 1. Membership

Membership shall consist of any sole proprietorship, partnerships, corporations, companies, associations, or other forms of business endeavors of good character in the non-medical home care industry and affiliated industries in Arizona that are willing to adhere to and maintain the Association's standards of ethics and delivery of services.

### Section 2. Classes of Membership.

There shall be three classes of members:

(a). Business Members - Those who are engaged in the non-medical home care industry providing non-medical home care services. Business Members are voting members of the Association.

(b). Associate Members - Those who are engaged in the non-medical home care industry as a part of providing other medical, palliative, or other services. These individuals will not be voting members of the association; except that any Associate Member selected to the Board of Directors or elected as an Officer of the Association will have voting privileges as such is authorized in these By-Laws.

(1) Licensed Home Health Care Agencies; (2) Hospice Agencies; (3) Other, as may be determined

(c). Honorary Members - Anything in these By-Laws to the contrary notwithstanding, the Board of Directors may, at its discretion, elect to membership any firm or person whom the Board feels deserving of membership for honorary purposes. Such election shall be by an affirmative vote of three-fourths of the entire Board of Directors and current Officers of the Association at any of its regular or special meetings. Such membership shall have not vote and shall not be liable for dues, and cannot serve on the Board of Directors.

### Section 3. Application and Election for Membership.

Applicants for membership shall furnish information in the form and content prescribed by the Board of Directors, such content shall be available on the Association's web site. As applications for membership are processed, the Membership Chair Person will present new member applicants to the Board of Directors and make recommendations to the Board. Approval by a majority of the Board of Directors and current Officers will be required for membership.

### Section 4. Certificates of Membership and Association Seals and Logos

The Association will have a seal created representing a "Member in Good Standing" to be used by the Association and its membership.

Each new Member, upon its election into Membership of the Association, shall receive a certificate of Membership, signed by the President and the Secretary of the Association.

In addition, new members will have the opportunity to purchase Association seals to be used in the Member's print advertising and correspondence. Additionally, Members will receive a PDF file of the Association's Seal to be used in the member's media advertising.

In the event a member or membership is suspended or terminated, the member and his or her company or business shall immediately cease using the Association's Seal or Logo in any manner or form. Usage of these items can resume only when the member is fully reinstated to the Association by the Board of Directors and current Officers.

**Section 5. Resignations**

Members may resign from the Association by giving not less than six (6) months' notice prior to the end of the Association's financial year, and in default they shall be responsible for paying the following year's membership dues. Notice shall be given by registered letter or by recorded delivery, to the Secretary of the Board.

**Section 6. Membership Reinstatements**

Any Member who has forfeited his or her membership shall be entitled to reinstatement if he applies within six (6) months from the date of notice of such forfeiture. He or she shall make application for reinstatement with remittance of his or her dues for the relevant year and any outstanding dues.

**Section 7. Voting.**

In the Association, the Board of Directors, the Current Officers of the Corporation, Business Members, and Associate Members serving as Officers of the association have voting rights. Each business entity has one vote - one vote per company. Only that vote counts. Ballots will be written and it will be assumed that the individual signing is accepted as the member.

**Section 8. Suspension of Membership.**

A membership will automatically be suspended by the Association, pending further review, when an action is filed with the association that, according to the Board's determination, demonstrates a significant failure of the member or the member's company or business organization to support the principles and purposes of the Association.

Any membership may be suspended for cause of conduct which is at variance with the Association's standards, or policies and procedures, by the Board of Directors at any regular meeting or a special meeting called for such purposes, for due cause satisfactory to the Board, upon two-thirds votes of the entire Board of Directors and the current Officers of the Association. The Association may also suspend a member by a vote of two-thirds of all its members business membership at any regular meeting or a special meeting called for such purposes.

**Section 9. Termination of Membership.**

Any membership may be terminated, not renewed, or suspended at any regular meeting or a special meeting called for such purposes, for due cause satisfactory to the Board, upon two-thirds votes of the entire Board of Directors and the current Officers of the Association. The Association may also suspend a member by a vote of two-thirds of all its members business membership at any regular meeting or a special meeting called for such purposes.

**Section 10. Membership Limitations**

The Association limits the number of Associate Member to be not more than one-third the total membership of the Association.

## **ARTICLE III**

### **Dues**

**Section 1. Financial Year**

The financial year of the Association shall begin 1 January, of each year and terminated 31 December, of the same year.

Section 2. Dues

The Board of Directors shall be empowered to set and collect annual dues for all classes of membership. The Board of Directors shall also be empowered to set the rules for termination or suspension for failure to pay dues.

Section 3. Non-Payment of Dues

Any member shall be expelled by the Board of Directors by a two thirds vote for nonpayment of dues after ninety (90) days from the due date unless otherwise extended for good cause.

## **ARTICLE IV**

### **Board of Directors**

Section 1.

The affairs of the Association shall be managed by not less than a three (3) member Board of Directors. A majority of the membership of the Board of Directors shall be selected from the business members of the Association and remainder of the Board may be selected from the Associate Members of the Association. At a minimum, the Board of Directors shall be comprised as follows:

Section 2.

The initial Board of Directors shall consist of Donald A. Irish and at least two other persons of his choosing. When two other individuals have accepted their positions as Board Members, they will choose, by at least two thirds vote of the existing Board, other individuals to serve as Board Members. When the Board is fully formed and all seats on the Board filled, the Board Members shall have the distinction of being a "Founding Board Member". The "Founding Board Members" shall hold office until the next annual meeting, after which time he or his elected successor shall hold office as a member of the Board.

Once the initial Board of Directors is fully established the Board elect from the Board a President, a Vice-President, a Secretary/Treasurer together (see Article V and VI) forming the Executive Committee of the Association. These officers shall serve in their respective positions until the next Annual Membership Meeting.

Section 3.

The Board of Directors may fill any vacancy or add an additional Director among their number by a vote of the majority of those present at a regular or special meeting of such Board. The person so elected filling a vacancy shall hold office only until the next annual meeting, after which time he or his elected successor shall hold office as a member of the Board only for the unexpired term of his predecessor in office, if there has been an unexpired term; else for a full term.

Section 4.

The Board of Directors shall have the duty and power to control and manage all affairs of the Association; shall approve all contracts and purchases; and do any and all business necessary for the Association to carry out the objects and purposes of the Association as set forth in its Articles of Incorporation.

## **ARTICLE V**

### **Annual Election and Term of the Executive Committee of the Association**

Section 1.

**Election of Executive Committee**

The Board shall, every year, after the Annual Membership meeting and the installation of the new Board of Directors, elect a President, a Vice-President, and a Secretary/Treasurer together forming the Executive Committee of the Association.

Members of the newly installed Board of Directors are responsible for the nomination of Officers in accordance with the positions set forth in Article VI, Section 1 of the By-Laws. In order to be eligible to become an Officer of the Association, the candidate must either be a Business or an Associate Member of the Association in good standing. The Board of Directors, by majority vote, shall be empowered to set all rules regarding the process of nominating and from time to time make changes without additional approval of the membership.

## **ARTICLE VI**

### **Officers of the Executive Committee of the Association**

Section 1.

The Officers of the Association shall be a President of the Association, a Vice President of the Association, and Secretary/Treasurer of the Association.

Section 2. President of the Association Powers and Duties.

The President or his nominee shall represent the interests of the Association by attending all meetings of the Association and Board of Directors. He shall be an ex-officio member of all committees. He shall enforce By-Laws; appoint the Chairman and members of all committees; and he shall, with the Treasurer, sign all written contracts and obligations of the Association approved by the Board of Directors. In the event that neither the President nor the Vice President shall be able to act, the Board of Directors shall have the power to appoint one of its members to act as President Pro Tempore.

Section 3. Vice President of the Association Powers and Duties.

In case of the temporary absence or inability of the President, the Vice President shall perform the duties of the President, until such time as the office shall have been permanently filled in accordance with these By-Laws.

Section 4. Secretary/Treasurer of the Association Powers and Duties.

The Secretary/Treasurer shall record the minutes of all meetings of the association, other than Board of Director meetings, give notice of all meetings of the Association's Membership, maintain an accurate list of the Members of the Association, and perform such other duties as may be assigned by the President of the Association.

The Secretary/Treasurer shall receive and disburse all monies of the Association and at each meeting of the members of the Association, and shall deposit all monies in the name of the Association in a bank or trust company to be selected by the Board of Directors. The Treasurer shall also perform such other duties as may be assigned by the President of Association.

Section 5. Removal of Officers.

Any officer elected or appointed may be suspended or terminated by a vote of two-thirds of the Board of Directors whenever, in their judgment, the best interests of the Association will be served thereby.

## **ARTICLE VII**

### **Meetings**

Section 1.

The annual meeting of the Board of Directors of the Association shall be held at such time and place as may be designated by the Executive Committee.

Section 2.

The annual membership meeting for the election of Officers of the Association shall be held at the same time each year and at a place as may be designated by the Executive Committee.

Section 3.

In addition to annual membership meetings, other or special meetings of the Association may be called at any time by order of a majority of the Board of Directors and Executive Committee.

## **ARTICLE VIII**

### **Finances**

Section 1.

All money paid to the Association shall be placed in a general operating fund. Funds unused or unencumbered from the current year's budget will be carried over to the next year's budget.

Section 2.

Grants, contributions, bequests and donations to the Association shall be made in writing. All such are subject to the approval by the Board of Directors.

Section 3.

No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors or their designee. Upon approval of the budget, or budget items, the Secretary/Treasurer is authorized to make disbursements on accounts and expenses provided for in the Budget without additional approval of the Board of Directors. Any other disbursements require written approval by the Board of Directors. Disbursements shall be by check. Checks shall normally be signed by the Treasurer, and in his/her absence, by the President of the Association.

## **ARTICLE IX**

### **Committees**

Section 1.

The following standing committees, with Chairperson, may be appointed by the President of the Association at his/her discretion: Advisory; Budget and Finance; Media and Promotion; Membership; Program and Special Events; Legislative Affairs; Education; Quality Control and any other standing committees the Board determines is appropriate. Committee Chairs are not to serve longer than twelve months. Ad hoc committees may be appointed from time to time for such purposes and term as may be desirable and justified. All committees shall report to and be subject to the President of the Association and Board of Directors.

Section 2.

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Association on a question of policy without first receiving approval of the Board of Directors. Special committees shall be discharged by the President of the Association when their work has been completed and their reports accepted, or when, in the opinion of the President of the Association, it is deemed prudent to discontinue the committee.

Section 3.

No committee shall incur any financial obligation without the authorization of the Board of Directors.

## ARTICLE X

### Member Conduct and Grievances

Section 1.

Procedure for Grievance: Any written complaint filed by a member or any other person with the Board of Directors addressing a member's integrity, accusing a member of conduct inconsistent with the Associations objectives, or raising any other difficulty between members, will be investigated, addressed, and resolved by the Board of Directors and Officers of the Association at a regularly scheduled or a special Board meeting, within a reasonable period of time. All parties will be notified of the disposition and outcome of the complaint.

Section 2.

Expulsion: any member who shall be found guilty of conduct inconsistent with the objectives and standards of this Association or who is found guilty of conduct inconsistent with the ethics of the Association or their firm's business or profession shall be deemed an infractionary member and maybe expelled from the Association. In any such case, the Board of Directors and Officers of the Association shall act as the Grievance Committee and shall be vested with full power to deal in such situations. In acting as such Grievance Committee, the Board may hold private or open hearings; may receive oral or written testimony; and may take any and all action it deems necessary under the circumstances to determine the nature, validity, and equitable disposition of the matter. In all decisions under this article, the majority vote of the Grievance Committee shall be binding and decisive.

**ARTICLE XI**  
**Dedication and Distribution of Assets**

Section 1.

Arizona Non-Medical Home Care Association's assets are permanently dedicated for exempt purposes.

Section 2.

Upon the dissolution of the Arizona Non-Medical Home Care Association, assets shall be distributed by a majority vote of the Board of Directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XII**  
**Rules of Order and Notice**

Section 1.

The conduct of the affairs of the Association shall be governed by the procedures and rules of orders as set forth in Robert's Rules of Order, Revised.

Section 2.

Whenever the Association is required by these rules to give notice in writing, notice may be accomplished by email directed to the Board Member, Business Member, or Associate member at the member's address on record with the Association. Whenever notice to the membership at large is required, notice may be given verbally at a regular meeting of the membership, or by email to the members at their address on record with the Association.

**ARTICLE XIII**  
**Amendments**

Section 1.

These By-Laws may be amended or repealed in whole or in part by the Board of Directors at any regular special meeting, subject, however, to approval of the membership at any annual meeting or a special meeting called for that purpose by a vote of two-thirds of the voting membership.

In witness whereof, we, Members of the Board of Directors of the Arizona Non-Medical Home Care Association, have hereunto subscribed our names this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

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