

BYLAWS OF THE ARIZONA NON-MEDICAL HOME CARE ASSOCIATION

ARTICLE I OFFICE AND REGISTERED AGENT

Section 1. Principle Office. The principal office of the Arizona Non-Medical Home Care Association shall be in the State of Arizona.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Arizona, as required by the State of Arizona Nonprofit Corporation Act. The registered agent shall be with an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II PURPOSES

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation and shall be:

Section 1. To provide a clear definition of the scope of practice for non-medical home care services in the State of Arizona;

Section 2. To establish, promote, and work to enforce industry minimum standards of best and ethical business practices for the non-medical home care industry in Arizona;

Section 3. To provide resources to assist consumers in their search for non-medical home care providers and affiliated businesses who maintain the Corporation's minimum standards of best and ethical business practices;

Section 4. To function as the facilitator of consumer's unresolved complaints or discrepancies with non-medical home care providers in Arizona;

Section 6. To acquire, disseminate, and distribute current and correct information on pending State legislation and/or rules or regulations that may affect how business is conducted within the non-medical home care industry in Arizona;

Section 7. To provide a platform from which members of Arizona's non-medical home care industry can express their views on practices, legislation, rules and regulations affecting the industry;

Section 8. To sponsor and/or conduct meetings and programs of interest to the members of Arizona's non-medical home care industry and to afford the opportunity for individuals 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.

ARTICLE III MEMBERSHIP

Section 1. Membership. Membership shall consist of any sole proprietorship, partnership, corporation, company, association, or any other form of business endeavor in the non-medical home care industry and affiliated industries in Arizona that is willing to adhere to and maintain the Corporation's minimum standards of best and ethical business practices.

Section 2. 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 Corporation's Web site. As applications for membership are processed they will be reviewed by the Board of Directors. Membership is contingent upon approval from a majority of the Board of Directors.

Section 3. Certificates of Membership and Corporation Seal and Logo. The Corporation will have a seal and logo representing "Members in Good Standing" to be used only by the Corporation and its membership. Each member, upon its approval for membership, shall receive a certificate of membership signed by the current President of the Corporation. Additionally, members will receive an electronic version of the Corporation's seal and logo 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 Corporation's seal, logo, or name in any manner or form. Usage of these items may resume only when the member or membership is fully reinstated by a majority vote of the Board of Directors.

Section 4. Voting. In the Corporation membership shall be classified as non-voting.

Section 5. Suspension or Termination of Membership. A membership can be suspended or terminated by the Corporation when, according to the Board's determination, the member or his or her company or business organization demonstrates a significant failure to support the principles and purposes of the Corporation. Any membership may be suspended for cause of conduct which is at variance with the Corporation's standards, or policies and procedures, by the Board of Directors at any regular or special meeting called for such purpose.

ARTICLE IV DUES

Section 1. Financial Year. The financial year of the Association shall begin 1 January of each year and terminate 31 December of the same year.

Section 2. Dues. The Board of Directors shall be empowered to set and collect annual dues for all members. 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. Unless otherwise extended for good cause, any membership may be terminated by a majority vote of the Board of Directors if membership dues are unpaid after sixty (60) days from the membership's dues renewal date.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, banking and other affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Voting. In the Corporation the Board of Directors shall have voting rights. Each director has one vote.

Section 3. Number and Qualifications. The members of the Board of Directors of the Corporation shall be those ten individuals currently serving as the 2011 Board of Directors. Thereafter, the Board of Directors of the Corporation shall be composed of no less than seven (7) and no more than twenty-one (21) individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director. All members of the Board of Directors must first be Members in Good Standing with the Corporation.

Section 4. Election and Term of Office. The initial Board of Directors shall consist of the 2011 Board of Directors. Thereafter, the members of the Board of Directors shall be elected by the directors at the annual meeting of the Board of Directors; Members of the Board of Directors shall serve for a term of two (2) years. At the time of his or her election, each director shall be assigned to Class A or Class B and an effort shall be made to keep each class of directors of approximately equal size. Each director shall hold office for a term of two years except for Directors initially elected to Class A:

- a. Directors in Class A shall have their term expire in 2013 (and every two years thereafter);
- b. Directors in Class B shall have their term expire in 2014 (and every two years thereafter).

Section 5. Term Limits. Directors shall be limited to serving two consecutive terms per class.

Section 6. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 7. Removal. Any director may be removed from such office, with or without cause, by a majority vote of the directors at any regular or special meeting of the Board call expressly for that purpose.

Section 8. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 9. Regular Meetings. Regular annual meetings of the Board of Directors of the Corporation shall be held in person as determined by the Board of Directors, at such time, day and place as shall also be designated by the Board of Directors. One such meeting shall be held in December of each year, one purpose of this meeting shall be for the election of officers as is applicable.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 11. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least seven (7) days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed before the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 12. Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 13. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 14. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by a majority of the directors.

Section 15. Telephone Meeting. Any one or more directors may participate in a Regular or Special Meeting of the Board of Directors by means of a conference telephone or similar telecommunications device or technology, 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.

Section 16. Conflicts of Interest. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest and the recusal of the interested director.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Corporation shall minimally consist of a President, a Vice President, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board. One person shall not hold two offices with the exception of Secretary-Treasurer, which may be filled by the same person.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the directors at the December regular meeting of the Board of Directors in the year that the officers' term expires.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting held in December as is applicable for the election of officers. At this meeting officers shall be elected and shall hold office for two years or until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a majority vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by a majority vote of the Board of Directors for the unexpired term of the vacant position.

Section 7. President. By requirement the President must be an individual who is actively and directly engaged within a non-medical home care business in Arizona. The President shall give active direction and exercise oversight pertaining to all affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors. The President or his or her nominee shall represent the interests of the Corporation by attending all meetings of the Corporation. He or she shall be an ex-officio member of all committees, shall enforce these Bylaws, and appoint the chairperson or co-chairperson of all committees.

Section 8. Vice President. The Vice President shall be responsible for assisting the President with all affairs of the Corporation, except that he or she may not sign contracts or agreements on behalf of the Corporation. The Vice President shall represent the interest of the Corporation by attending all meetings of the Corporation. He or she must Chair at least one committee during their elected term.

Section 9. Secretary. The Secretary shall prepare and keep the minutes of the meetings of the Board of Directors; authenticate the records of the Corporation; see that all notices are duly given in accordance with the provisions of these Bylaws and all applicable laws; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the Board of Directors.

Section 10. Treasurer. The Treasurer shall be responsible for and oversee all matters of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 11. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the director in office, may designate and appoint one or more committees, each consisting of one or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 3. Term of Office. Each member of a committee shall serve for one year until the annual meeting of the Board of Directors held in December or until a successor is appointed, unless the committee is sooner dissolved.

Section 4. Vacancies. Vacancies in the membership of committees may be filled by the director overseeing that particular committee.

Section 5. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Section 6. Financial Obligations. No committee shall incur any financial obligation without prior authorization of the Board of Directors.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her business address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service.

ARTICLE IX INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee or volunteer, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, employee or volunteer. However, there shall be no indemnification in relation to matters as to which he or she shall be judged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer, employee, or volunteer. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, employee, or volunteer. However, such director, officer, employee or volunteer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, volunteer, or other agent against any liability incurred by him or her which arises out of such person's status as a director, officer, employee, volunteer, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

