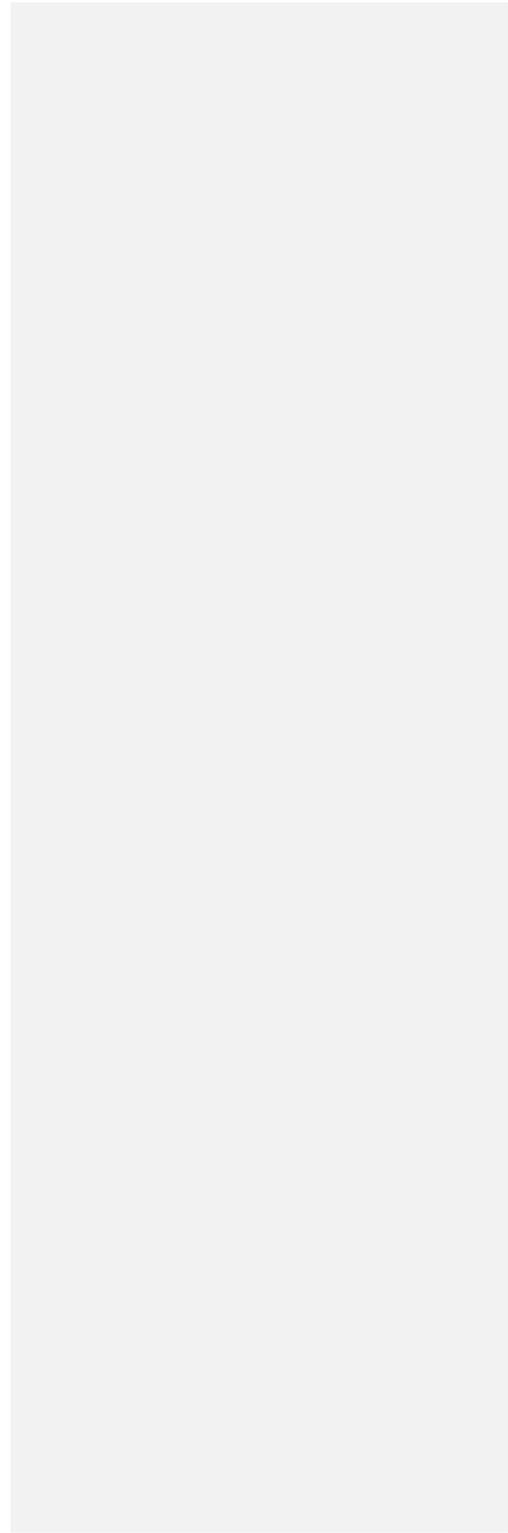




NEBRASKA HOME CARE ASSOCIATION

BYLAWS



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BYLAWS

ARTICLE I
NAME & LOCATION

Section 1 – Name

The name of this organization shall be the *Nebraska Home Care Association (NHCA)*, hereafter known as the Association.

Section 2 – Location

The principal place of business of the Association shall be at such location as the Board of Directors shall specify. The Association may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II
PURPOSE

The purpose of this organization shall be the provision of an organized and unified voice for home and community health care services, to promote the provision of accessible, affordable, quality home care and hospice care to the people of Nebraska. The Nebraska Home Care Association accomplishes this through communication, education, and promotion of high standards of care and by influencing the legislative and regulatory process.

ARTICLE III
NON DISCRIMINATION

The Association shall not discriminate against any person on the basis of race, color, religion, age, sex, national origin or disability.

ARTICLE IV
MEMBERSHIP

Section 1 – Classes of Membership

The membership of the Association shall consist of 8-9 classes:

- a. AGENCY PROVIDER MEMBERS, consisting of licensed or certified organizations which provide home health, home care and/or social services to the sick or disabled in their homes (hereinafter referred to as “home care”).
 - (1) Each Agency Provider Member shall be entitled to one vote at all meetings of the Association, which shall be cast by its designated representative.
 - (2) Only one designated representative from each Agency Provider Member may hold a board or officer position.
 - (3) Any number of Agency Provider representatives may chair and/or serve on Committees.
 - (4) Agency Provider Members must be affiliated with home care, such as direct services, therapies, suppliers, or education.

Commented [JS1]: Increase from 8 to 9 membership classes

- b. ASSOCIATE MEMBERS, consisting of non-licensed organizations that provide home care services and organizations or associations that are concerned with, or have an interest in, the development of home care and related services.
 - (1) Associate Members shall be entitled to one vote at all meetings of the Association, which shall be cast by its designated representative.
 - (2) Only the designated representative from each Associate Member may hold a Board or officer position.
 - (3) Any number of representatives from Associate Members may chair and/or serve on Committees.
 - (4) Associate Members must be affiliated with home care, such as services, therapies, suppliers, or education.

- c. HOSPICE PROVIDERS, consisting of licensed or certified organizations which provide care and services to terminally ill patients including bereavement counseling. Hospice Services may be provided on an outpatient basis to the patient in the patient's place of residence. Hospice services may also be provided by an inpatient hospice facility.
 - (1) Each hospice provider shall be entitled to one vote at all meetings of the Association, which shall be cast by its designated representative.
 - (2) Any number of Hospice Provider representatives may serve on committees.
 - (3) Hospice Provider Members must be affiliated with a hospice.

- d. PALLIATIVE CARE PROVIDERS, consisting of any individual or organization working with a care team and providing specialized medical care for people with chronic and serious diseases and illnesses.
 - (1) Each palliative care provider shall be entitled to one vote at all meetings of the Association, which shall be cast by its designated representative.
 - (2) Any number of Palliative Care Provider representatives may serve on committees.
 - (3) Palliative Care Provider Members must be affiliated with a palliative care team.

- e. PRIVATE DUTY PROVIDERS, consisting of any company or organization providing attendant care, companion care, home maker, adult day care, respite or transportation services that are not licensed to provide home care services.
 - (1) Each private duty provider shall be entitled to one vote at all meetings of the Association, which shall be cast by its designated representative.
 - (2) Any number of Private Duty Providers may serve on committees.
 - (3) Private Duty Provider Members must be affiliated with a private duty company or organization.

- f. INDIVIDUAL MEMBERS, defined as (1) a member of the Board, committee or staff of, or a person otherwise associated with, a Provider or Associate Member who wishes to join as an individual, or (2) an individual not otherwise associated with an organization,

providing home care services to persons in their home with an interest in home care services.

(1) Individual Members may be elected to the Board with full voting powers in Board matters.

(2) Individual Members may serve on Committees.

g. HONORARY MEMBERS, consisting of persons who have distinguished themselves in furthering the purposes of the Association. Honorary membership is bestowed by action of the Board of Directors. Honorary Members may serve on Committees.

h. FRIEND OF HOME CARE MEMBER, is an individual not employed or affiliated by a home health agency, company or other homecare provider who has an interest in home care services.

h.i. ASSOCIATEFFILIATE MEMBER, is an individual who is an employee, owner, director or administrator of an agency provider member, associate member, hospice provider member, palliative care provider member, or private duty provider member whose intention is to be a member of the Nebraska Home Care Association. Associate members do not pay membership dues and do not have voting privileges because they are represented and receive benefits through their employer's association membership.

Commented [JS2]: This new classification would allow individual employees, owners, directors and administrators of member companies and organizations to contribute to the Nebraska Home Care Association PAC by signing a form stating their intention to be a member.

Section 2 – Applications for Membership

Applications for membership shall be in writing and shall provide such information with respect to the applicant as shall be prescribed by the Board of Directors. The Board of Directors shall establish procedures for determining the eligibility of applicants for particular classes of membership and, consistent with these Bylaws, shall determine the rights and privileges of membership classes.

Section 3 –Cancellation of Membership

Association members may cancel their membership at any time by written notice to the Board of Directors. Those who cancel memberships shall not have dues refunded.

Section 4 – Forfeiture of Membership

Any membership may be forfeited for adequate reason by a two-thirds (2/3) vote of the Board of Directors.

Section 5 – Membership Rights

All members in good standing shall have the following rights:

- a. To attend all meetings;
- b. To speak and debate;
- c. To hold an elected Board position (Refer to Articles VI and VII);
- d. To serve as Chairperson of appointed committees.

Section 6 – Membership Year

The membership year shall be January 1 to December 31.

Section 7 – Fiscal Year

The fiscal year shall be January 1 – December 31.

ARTICLE V

DUES

Section 1 – Annual Dues

Annual dues shall be due and payable on February 1 of each year and if unpaid after thirty (30) days shall be declared delinquent.

Section 2 – New Provider Membership Dues

Dues for new Agency Provider Members, Hospice Provider Members, Palliative Care Provider Members and Private Duty Care Provider Members who join for the first time shall be prorated on a monthly basis for that membership year.

Section 3 – Dues Amounts

The amount of annual dues for each membership class shall be set by the Board of Directors.

ARTICLE VI

MEETINGS

Section 1 – Regular Meetings

The Association shall meet at least two (2) times each year at a time, date and place as established by the Board of Directors.

Section 2 – Annual Meeting

The membership meeting of the Association held in conjunction with the Annual Conference shall be designated as the annual meeting for the purpose of electing officers, directors, and members of the Nominating Committee and transacting other business as may be properly brought before the membership).

Section 3 – Meeting Notice

Notice of all regular meetings of the Association shall be sent to each member at least thirty (30) days prior to the meeting.

Section 4 – Special Meetings

Special meetings of the Association shall be called by the President upon request of the Board of Directors, or by petition of at least ten percent (10%) of total Provider Membership. Notice of such meetings, and the purpose, shall be sent to the Membership at least fourteen (14) days prior to the special meeting.

Section 5 – Voting

A majority of the voting membership present at the meeting at which a quorum has been established is necessary for adoption of Association business.

ARTICLE VII

OFFICERS AND DUTIES

Section 1 – General Responsibilities

All officers are responsible to the Board of Directors and to the members for the performance of duties of the offices to which they have been elected. The officers shall serve on the Executive Committee.

Section 2 – Number and Terms

- a. The officers of this Association shall be President, President-Elect, Secretary, and Treasurer.
- b. The President-Elect shall serve for one term of two years to be followed immediately by one term of two years as President and shall be elected in even-numbered years. The Secretary and the Treasurer shall each be elected for a two (2) year term and shall be elected in odd-numbered years. Neither the Secretary nor the Treasurer shall serve no more than two (2) consecutive full terms in that office, except as noted in Article VIII, Section 3.

Section 3 – Eligibility

Agency Provider Membership representatives and Associate Membership representatives shall be eligible to hold an elected office.

Section 4 – Duties of Officers

- a. The *President* shall:
 - (1) Preside at all meetings of the membership, the Board of Directors, and the Executive Committee.
 - (2) Be an ex officio member of all standing committees with the exception of the Nominating Committee.
 - (3) Carry out duties usual to the office, which may be determined by the Board of Directors.
 - (4) Deliver material related to the office to the new President upon completion of term of office.

- b. The *President-Elect* shall:
 - (1) Automatically succeed to the office of President at the end of the President-Elect term or upon a vacancy in the office of President.
 - (2) Preside at meetings during the absence of the President.
 - (3) Perform the duties of the President in the absence of the President.
 - (4) Carry out other duties, which may be determined by the President and the Board of Directors.
- c. The *Secretary* shall:
 - (1) Be responsible for the recorded minutes of the meetings of the Board of Directors and Membership.
 - (2) Maintain, or cause to be maintained, an updated roster of members.
 - (3) Mail electronically, or cause to be mailed, the minutes of the Association meetings to membership within thirty (30) days after the meeting.
 - (4) Perform all duties incident to the office of Secretary, subject to the direction of the President, or the Board of Directors.
 - (5) Deliver all books, papers and reports for the Association to the new Secretary upon completion of term of office.
 - (6) Be responsible for the Corporate Seal.
- d. The *Treasurer* shall:
 - (1) Be a member of the Finance Committee.
 - (2) Have the responsibility of all financial records, books, papers, documents and related financial matters of the Association.
 - (3) Be responsible for keeping an account of all monies received and expended for the use of the Association and shall make all duly-authorized disbursements.
 - (4) See that all sums received are deposited in the financial institutions approved by the Board of Directors.
 - (5) Make a report at the Annual Meeting or when called upon by the President.
 - (6) Deliver such papers and records relating to the office to the new Treasurer upon completion of the term of office.
 - (7) Be bonded if required by the Board of Directors.
- e. The Executive Director shall:
 - (1) Be an individual or management company, employed, contracted or appointed by, and directly responsible to the Board of Directors.
 - (2) Have the responsibility for the management and direction of all operations, programs, activities, and affairs of the Association functioning within the framework of policy aims and programs as generally determined by the Board of Directors.
 - (3) Assume various duties of the Secretary and Treasurer as directed by the Board.
 - (4) Serve as an ex-officio member of the Board of Directors.

- (5) Have such other duties as may be prescribed by the Board of Directors.

Section 5 – Removal or Resignation from Office

Officers may be removed from office with just cause upon recommendation of the Board of Directors at any meeting of the membership by the affirmative vote of two-thirds (2/3) of the voting members present.

An officer may resign at any time, by giving written notice to the President, the Secretary, or to the Board of Directors. 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 or the Board of Directors.

Section 6 – Vacancies

- a. If a vacancy occurs in the office of the President, it shall be filled by the President-elect, who shall complete the unexpired term of the President. If the unexpired term is more than half of the two (2) year term, it shall be considered as a full term. The Board shall appoint a new President-elect. If the unexpired term is less than half, the President-elect shall continue for the next two-year term.
- b. A vacancy in the office of Secretary, Treasurer, or Nominating Committee Member shall be filled by a majority vote of the Board of Directors for the unexpired term.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1 – Number & Composition

The Board of Directors shall consist of the elected officers, three At-Large Directors and one Associate Member Representative. The Board shall be no larger than eighteen (18) members.

Section 2 – Eligibility

Only Agency Provider Members and Associate Members may serve on the Board of Directors.

Section 3 – Term of Office

The terms of officers shall be as set forth in Article VII. The term of office for other members of the Board of Directors is two (2) years. If a Board Member begins a term mid-year, he/she shall serve until the next designated election period. If a Board Member has served two consecutive terms and is elected as Secretary or Treasurer, he/she shall serve in that office no more than one term, and then is not eligible for any subsequent terms. If a Board Member has served two consecutive terms and becomes President-elect, he/she shall serve that position, followed by the position as President and then must leave the Board for at least one year before being eligible for re-election.

Section 4 – Election

- a. Three At-Large Directors will be elected. Two Representatives shall be elected in odd-numbered years and one in even-numbered years.
- b. The Associate Member Representative shall be elected in odd-numbered years.
- c. The Individual Member Representative shall be elected in odd-numbered years.

Section 5 – Board Meetings

- a. The Board of Directors shall meet upon call of the President at such times and places as the President may designate and shall be called to meet upon demand of a majority of its members.
- b. Special meetings of the Board of Directors for any significant purpose may be called by the President or by the request of the majority of the Directors.
- c. All members of the Association shall be notified of Board meetings and of the actions taken by the Board of Directors.

Section 6 – Functions of the Board

The Board of Directors shall:

- a. Transact business of the Association.
- b. Establish major administrative policies governing the affairs of the Association and devise and implement priority measures for the Association growth and development.
- c. Arrange for appropriate meeting places for Association business including such work of the Board and organizational units as may be deemed expedient; provide for the proper care of materials, equipment, and funds of the Association, and for the payment of legitimate expenses.
- d. Employ or contract personnel as feasible and necessary.
- e. Appoint standing committees, except Nominating Committee, and all committees not otherwise provided for.
- f. Fill vacancies on the Board of Directors.
- g. Determine the most appropriate means to maintain financial security as it relates to officers and other persons, whether that mechanism be through bonding or other vehicles.
- h. Appoint, as needed, representatives to act as liaisons to government agencies and other organizations and designate their responsibilities.
- i. Provide for the organization and dissolution of Special Interest Groups within the Association.
- j. Examine the records of the Officers of the Association as often as they deem necessary.
- k. Approve an annual budget.
- l. Decide upon the date and location for the annual meeting.
- m. Oversee the duties and performance of the Executive Director.

Section 7 – Executive Committee

The Committee shall be comprised of the President, President-Elect, Secretary, and Treasurer. The Committee shall exercise all Powers of the Board of Directors between meetings of the Board, with the exception of amending these Bylaws, and shall report any decisions taken at the next Board meeting following that decision. The President of the Association shall be the Chairperson of the Committee. Each member of the Executive Committee shall be entitled to exercise one (1) vote in decisions of the Committee. A quorum for meetings of the Executive Committee shall be a majority of its members.

Section 8 – Absences

- a. Board Members must attend a minimum of 65% of all Board meetings each year.
- b. Board Members absent from two (2) consecutive meetings without adequate cause, as determined by the Board of Directors or failing at the end of a year to attend at least 65% of the Board meetings, may be regarded as thereby resigning from the Board.

Section 9 – Vacancies

If a vacancy occurs, the remaining Directors, by majority vote, shall elect a successor to hold office for the unexpired term of office.

Section 10 – Board Quorum

A Board quorum shall be considered to be a majority of the Board Members.

Section 11 – Compensation

Members of the Board of Directors shall not receive compensation for their services.

ARTICLE IX
ELECTIONS

Section 1 – Election of Officers, Board of Directors, and Nominating Committee Representatives

Required elections shall be held at the annual business meeting in accordance with provisions of Article VIII, Section 4 and Article X, Section 1.

Section 2 – Nominations

- a. The chairperson of the Nominating Committee shall present a slate of candidates at least thirty (30) days prior to the annual business meeting. Only those who have consented to serve if elected shall be nominated.
- b. Additional nominations may be made from the floor at the General Membership meeting. Members so nominated must consent to serve if elected before such nominations are accepted.

Section 3– Election Procedure

- a. The President shall appoint a Teller’s Committee consisting of at least three (3) members.
- b. Voting shall be by ballot.
- c. Nominee receiving the most votes shall be considered elected.
- d. In case of a tie vote, the President shall be entitled to cast a second vote and would, as a result, cast two votes: one as an Agency Provider Member representing his/her agency and one as President representing the Association.

ARTICLE X
COMMITTEES

Section 1 – Nominating Committee

The Nominating Committee shall be made up of two (2) elected members who shall serve staggered two-year terms and the immediate past president who will serve for a term of two (2) years beginning in the even-numbered years. The elected members shall serve no more than (2) consecutive full terms in that position. The Chairperson shall be elected by the Committee.

The Committee shall prepare a slate of nominees which is representative of the membership in both geographic and provider type. Nominations shall follow provisions of Article IX, Section 2.

Section 2 – Finance Committee

The Committee will be composed of the Treasurer, who shall not be chairperson, and at least two (2) other members. The Committee shall prepare a budget and make recommendations to the membership as to dues, means of raising additional funds, fees to be charged for services, and other financial matters.

Section 3 – Special Committees

The President is empowered to appoint special committees as deemed necessary.

Section 4 – Appointment of Committees

The President shall appoint committees with the exception of the Nominating Committee, with the approval of the Board of Directors.

ARTICLE XI **AMENDMENTS**

These Bylaws may be amended at any regular or annual meeting of the Association by two-thirds (2/3) majority of those present and voting, provided written notice of the action shall have been given to all members at least thirty (30) days prior to the date of such meeting.

ARTICLE XII **PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised, latest edition, shall be authority for this Association.

ARTICLE XII **ENACTMENT OF BYLAWS**

Section 1 – Operation

These Bylaws shall become effective at the adjournment of the meeting in which they are adopted.

Section 2 – Amendments of Bylaws

Adopted June 1971
Amended June 20, 1973
Amended June 18, 1975
Revised March 22, 1977
Amended September 17, 1981

Amended June 20, 1984
Amended June 20, 1985
Amended March 17, 1986
Amended June 19, 1986
Amended June 22, 1989
Amended February 21, 1990
Amended June 20, 1991
Amended November 11, 1993
Amended June 22, 1995
Amended June 20, 1996
Amended January 21, 1999
Amended June 17, 1999
Amended June 22, 2000
Amended January 18, 2001
Amended January 17, 2002
Amended June 19, 2003
Amended January 22, 2004
Amended June 16, 2004
Amended January 19, 2006
Amended June 22, 2006
Amended January 18, 2007
Amended June 21, 2007
Amended August 21, 2008
Amended January 20, 2009
Amended June 17, 2009
Amended January, 2010
Amended June 13, 2012
Amended January 16, 2013
Amended January 20, 2014
Amended August 25, 2015