



Utah Association for Home Care

BYLAWS

(Last Revised June 2003)

ARTICLE I

NAME, PURPOSES and FUNCTIONS

SECTION 1. NAME

This organization shall be a Utah, non-profit organization named: the Utah Association for Home Care, hereinafter referred to as UAHC.

SECTION 2. PURPOSES

The purposes of UAHC shall be to:

- A. Provide an organized and unified voice for home care and support services.
- B. Promote inclusion of home care and support services as an integral part of the health care delivery system.
- C. Foster and promote high standards of patient care in home care services.
- D. Disseminate information and provide for the exchange of information with those interested in home care services and total health care.
- E. Provide a forum for representatives of home health agencies and related service companies to establish better communication and cooperation to thus promote high quality health care.

SECTION 3. FUNCTIONS

The functions of UAHC shall be to:

- A. Initiate, sponsor, and promote educational programs for and with providers and consumers of home care, governmental bodies, health care, social services, and other related professional individuals and associations interested in home care.
- B. Heighten the political visibility of home care services, monitor governmental activities and be responsive to proposed national and state legislation which affects home or other related community health services.
- C. Gather and disseminate home care industry data.
- D. Serve as a central resource for interaction with other state, local, and national groups and organizations, which influence or affect home or other community health services.
- E. Facilitate communication and cooperation between home care organizations and fiscal intermediaries.
- F. Promote inclusion of coverage for home care benefits in public and private medical insurance and medical benefit plans.
- G. Conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

ARTICLE II

MEMBERSHIP

SECTION 1. MEMBERSHIP CATEGORIES

The following classes of membership, excluding Honorary Members, shall pay dues in accordance with Article III:

- A. **Provider Membership** – Utah State licensed home care agencies and related service companies who have completed an approved membership application, paid specific dues, and been approved by the Board of Directors. Provider members shall have one (1) vote per organization (home health agency has 1 vote, hospice agency has 1 vote, DME agency has 1 vote, etc.).
- B. **Associate Membership** – Organizations that have an interest in home care services, complete a membership application, pay specified dues, and are approved by the Board of Directors. Associate members shall vote only for the Associate Member Representative.
- C. **Individual Membership** – Individuals interested in the work of the Association and the value the benefits derived from active participation in Association activities. The individual must be employed by an organization that is a Provider member. The individual member will complete a membership application, pay specified dues, and be approved by the Board of Directors. Individual members shall not be entitled to vote.
- D. **Honorary Membership** – Awarded to an individual who has made a significant contribution to home care and is recommended by an association member and approved by the Board of Directors. Honorary members shall not be entitled to vote.

ARTICLE III

DUES

SECTION 1. AMOUNT OF DUES

Dues will be recommended by the Finance Committee and approved by the Board.

ARTICLE III – DUES (continued)

SECTION 2. PAYMENT OF DUES

- A. Members will pay annual dues at the beginning of each calendar year and will be considered delinquent after January 31st.
- B. New members who join after the beginning of the calendar year will have their dues pro-rated on a quarterly basis.
- C. Any requests for special consideration for payment of dues in specific situations will be reviewed by the Finance Committee and referred to the Board for final determination.

**ARTICLE IV
BOARD OF DIRECTORS and OFFICES**

SECTION 1. NUMBER and ELECTION

The Board of Directors shall not be less than seven (7) nor more than fifteen (15) elected members in good standing. Directors shall be elected at least two (2) months prior to taking office.

SECTION 2. COMPOSITION

- A. The Executive Committee of the board shall consist of the past president, president, president-elect, secretary, and treasurer. The Executive Director shall serve as a non-voting, ex officio member of the Executive Committee. It is recommended that the Executive Committee shall have had prior experience on the board.
- B. Officers and directors should represent a variety of home care organization (i.e., proprietary, non-profit, hospital-based, private non-profit, etc.).

SECTION 3. TERM of OFFICE

- A. A president-elect shall be elected every year and serve in that capacity for one (1) year. For the next one (1) year he or she will serve as president and the next year as past president. (The total commitment is three (3) years).
- B. Other officers and directors shall be elected for a period of two (2) years and shall serve no more than three (3) consecutive terms in the same office.

SECTION 4. VACANCIES

- A. In the event of a vacancy in the office of president, the president-elect will assume the office.
- B. In the event of a vacancy of another officer or of a director, the Board of Directors may appoint a member to fill the position through the remainder of the term of that position.
- C. Failure to attend three (3) board meetings per calendar year may constitute reason for the termination of an officer at the discretion of the Board of Directors.

SECTION 5. DUTIES of the OFFICERS

- A. **Duties of the President:** - The president shall be the chief elected officer of the Association and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Association. He/she shall preside at all meetings of the Board of Directors, shall present a report of the work of at the annual meeting, and shall be a non-voting ex officio member of all committees. He/she may not participate on the nominating committee.
- B. **Duties of the President-Elect:** The president-elect will automatically assume the office of the president at the expiration of the president's term or in the absence of the president, and assume an active role in the Association to be prepared to fill the office.
- C. **Duties of the Secretary:** The secretary or designee shall record the minutes of the executive committee meetings and board meetings. The secretary shall assure the retention of all required association records and documents. The secretary shall perform all duties relevant to the office of secretary as determined by the president and/or Board of Directors.
- D. **Duties of the Treasurer:** The treasurer shall be accountable for the funds of the Association, accounts and books of the Association, and shall report the status of all financial affairs as requested. The treasurer shall serve as Finance Committee Chair and shall oversee preparation of a financial statement at the end of each fiscal year for external audit or review by a certified public accountant, and shall perform duties relevant to the office of treasurer as determined by the president and/or Board of Directors.

SECTION 6. REMOVAL FROM OFFICE

- A. Prior to consideration of the removal of an officer or board member from office, reasonable effort shall be made to hear from relevant parties by the members of the board.
- B. The Board of Directors, by the affirmative vote of two-thirds, may remove any officer or board member for conduct contrary to the best interests of the association.

**ARTICLE V
EXECUTIVE DIRECTOR and STAFF**

SECTION 1. EMPLOYMENT

UAHC may employ an executive director. This director is commissioned to perform duties as directed by the Board of Directors, consistent with the Association's bylaws and general policies.

SECTION 2. THE EXECUTIVE DIRECTOR SHALL:

- A. Serve notice of all meetings of the Association and its committees, provide monthly reports of income and disbursements to the Board of Directors, and shall employ personnel to staff the Association office in accordance with established policies.
- B. Promote legislative programs according to the directives of the Board of Directors.
- C. Be responsible for the administration of the Association's annual budget.
- D. Serve as the Association office manager, employ and supervise all other employees of the Association, subject to ratification by the Board of Directors. As such, the Executive Director shall adhere to equal opportunity employment laws.
- E. Hold the office until resignation or removal from office by a two-thirds vote of the Board of Directors and is an employee at will of the Board of Directors.

SECTION 3.

Employees may be removed by the Executive Director for conduct contrary to the best interests of the Association. An employee may appeal such decision to the Board of Directors whose decision will be final.

SECTION 4.

The Executive Director's salary shall be determined by the Executive Committee. A performance evaluation shall be conducted annually by the President in collaboration with the Executive Committee.

**ARTICLE VI
MEETINGS**

SECTION 1. MEETINGS - Meetings of the Board of Directors shall occur no less than six (6) times a year.

SECTION 2. SPECIAL MEETINGS - Special Meetings of the Board of Directors may be called by the president or at the request of twenty-five (25) percent of the Board of Directors with no less than seventy-two (72) hours notice.

SECTION 3. THE PURPOSE OF THE ANNUAL MEETING - The purpose of the annual meeting shall be to announce election results for office, transact Association business, and educate members.

SECTION 4. OTHER MEETINGS - Other meetings may be called by the president or by the majority of the Board for purpose of education and dissemination of information.

SECTION 5. WRITTEN NOTICE - Written notice of each meeting shall be given to each member entitled to vote at least ten (10) days before such meeting. Written notice of any special meeting shall be given to the members at least ten (10) days before such meetings and shall state the purpose of the meeting.

**ARTICLE VII
QUORUM**

A majority of the current Board of Directors present and voting shall constitute a quorum.

**ARTICLE VIII
NOMINATIONS**

SECTION 1. NOMINATING COMMITTEE

The Nominating Committee shall be made up of at least three (3) members who shall be elected by the membership for the period of one year. The Nominating Committee will elect its own chairperson. It is preferred that the members of the Nominating Committee do not run for office while serving on the Nominating Committee.

SECTION 2. NOMINATING COMMITTEE RESPONSIBILITIES

- A. The Nominating Committee will request suggestions for nominations from the membership of the Association for the officers, directors, and the Nominating Committee. The committee will place candidates on the ballot after receiving consent from the candidates and will assure that each candidate runs for only one office at a time. The Nominating

ARTICLE VIII - NOMINATIONS (continued)

The nominating Committee will cause to have the candidate biographical and other information prepared and distributed to the membership of the Association prior to the vote. Ballots with voting instructions will be distributed to voting representatives of provider members in good standing. The Nominating Committee and/or members of the Executive Committee will tally and announce the results of the election. Nominating Committee members running for office may not tally votes.

- B. In the event of a tie vote for any association office, the Nominating Committee shall cause to have distributed a second tie-breaking ballot. If the second round of balloting also ends in a tie, a vote of the Board of Directors will determine the winner.

**ARTICLE IX
COMMITTEES**

SECTION 1. STANDING COMMITTEES

- A. *Executive Committee* – This committee is composed of the elected officers (and the Executive Director as an ex officio member) and shall transact the business of the assembly between board meetings. When it is necessary to convene the Ad Hoc Committees of Bylaws or Ethics, a member of the executive Committee will chair those assemblies.
- B. *Finance Committee* – This committee is composed of a minimum of three (3) association members with the treasurer to serve as chair. The Finance Committee shall make recommendations to the Board of Directors as to the association's budget, dues, fees to be charged for services, investments, insurance, and other financial matters.

SECTION 2. COMMITTEES and FORUMS

Standing and special committees/forums shall be appointed by the president with the approval of the Board of Directors. Such committees/forums shall be composed of three (3) association members at least one (1) of whom shall be a member of the Board. Such committees/forums may be dissolved when their purpose has been achieved.

**ARTICLE X
FISCAL YEAR**

The fiscal year of the association shall be the calendar year.

**ARTICLE XI
FINANCES**

SECTION 1. CONTRIBUTIONS and GIFTS - The Executive Director and/or Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest or devise.

SECTION 2. DEPOSITS - All funds of the association shall be deposited to the credit of the Association in such banks or depositories as the Board of Directors may select.

SECTION 3. CHECKS, DRAFTS, ETC. - All checks, drafts, or orders for the payment of money issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall be determined by resolution of the Board of Directors.

SECTION 4. AUDIT - There shall be an annual external audit or review of finances by a Certified Public Accountant.

SECTION 5. FIDELITY BOND - The Board of Directors shall maintain a fidelity bond covering the officers, executive director and Association staff.

**ARTICLE XII
ORGANIZATION of CHAPTERS**

Chapters may be organized throughout the state by petitioning the Board of Directors. If the Board approves the formation of a chapter, one board position will be assigned to represent that chapter. Chapter provider members will have one (1) vote per organization for elections within their chapter.

**ARTICLE XIII
RULES of ORDER**

Robert's Rules of Order, newly revised, shall govern the business of the Association.

ARTICLE XIV

Bylaws may be adopted, amended, or repealed at any annual meeting of the members by a two-thirds vote of those present and voting or if indicated at a special meeting with previous notice of thirty (30) days.