

As Amended 12/15/2005

**OFFICIAL BY-LAWS
OF THE
MISSISSIPPI ASSOCIATION FOR HOME CARE**

Article I - Name, Purpose, Location

Section 1 - Name

This Corporation shall be known as the Mississippi Association for Home Care (hereinafter referred to as MAHC).

Section 2 - Purpose

The proposed purposes of MAHC shall be to:

- A. Serve the health needs of all citizens of the state of Mississippi by promoting high standards of patient care in home health care;
- B. Promote high standards of ethics for home health agencies;
- C. Provide an organized and unified voice for home health agencies;
- D. Provide for the exchange of information with those interested in home health services and total health care;
- E. Interpret home health services to governmental bodies affecting the delivery and financing of home health services;
- F. Promote consultation and disseminate information;
- G. Encourage cooperation with existing organizations at national, state and local levels; and,
- H. Initiate, sponsor and promote educational programs and research.

Section 3 - Location

The home office of MAHC shall be in the state of Mississippi in such location as designated by the Board of Directors.

Article II - Membership

Section 1 - Eligibility

The Membership Committee shall determine eligibility for membership. Only after all pertinent data on the application for membership has been received and reviewed for completeness by the Executive Director and approved by a majority of the Board of Directors shall an applicant be granted membership. Membership shall not be denied by

reason of race, color, religion, sex, national origin, age or handicap. All Memberships shall fall within the categories as listed below.

A. Provider Member

Provider Membership shall be available to licensed and certified home health agencies in the state of Mississippi (identified by an agency provider number). There will be two classifications and separate dues structures for Provider Members. The classifications are as follows:

1. Voting Member

A Provider Member as defined above whom will be entitled to vote. Each Voting Provider Member's chief executive or administrator shall designate in writing to the Secretary, the voting representative(s) who must be actively involved with the day to day operations of the Provider Member to represent that Provider in a voting capacity at all meetings of the members of MAHC. If any changes occur, said designation shall be filed with the Secretary prior to any meeting at which voting shall take place. Provider Member and related Provider Members shall have no more than a maximum of three (3) votes.

2. Non-Voting Member

A Provider Member as defined above whom shall not be entitled to vote, but shall have such rights and privileges as otherwise provided by membership in MAHC.

B. Associate Member

Associate membership is open to person and/or organizations not currently licensed or certified to provide home health services. Associate membership is available to organizations providing services and/or products to home care providers and which are interested in fostering home health care or are in support of those delivering home health services. Associate members are entitled to participate in meetings, but are not entitled to voting privileges.

C. Individual Member

Individuals are those who are employed by a provider member agency (voting or non-voting) and have an interest in the home health industry and the purposes of MAHC. Individual members shall not be entitled to vote, but shall have such rights and privileges as otherwise provided by membership in MAHC.

D. Honorary Member

Individuals selected and approved by the Board of Directors who have rendered distinguished service in furthering the purposes of MAHC. Honorary Members shall not be entitled to vote, but shall have such rights and privileges as otherwise provided by membership in MAHC.

Section 2 - Meetings

A. Annual

The annual meeting of the members shall be held at such time, date and place as determined by the Board of Directors for the purpose of electing Directors, Officers, and members of the Nominating Committee and transacting other such business as may properly be brought before the meeting. All such meetings shall be open to paid provider members.

B. Special Meetings

Special meetings may be called by the Board of Directors or by signed petition of at least one-third (1/3) of the Voting Provider Members of MAHC at a time, date and place as fixed and attended by the Board of Directors. The President in advance in extenuating circumstances shall approve non-attendance by Board of Directors members. All such meetings shall be open to paid provider members.

C. Notices

Notices of all meetings of members shall be mailed at least two (2) weeks prior to the meetings to each member at his last address as shown on the records of MAHC with the exception of annual meetings which require thirty (30) days notice. Such notice shall be sent by the state organization and shall state the purpose of the meeting. Electronic mail is preferred method of notification.

Section 3 - Quorum

At least two thirds of the voting Provider Members shall constitute a quorum.

Section 4 - Voting

A. Each Voting Provider Member shall be entitled to only one vote, cast by its designated voting representative at all meetings of the members of MAHC. Proxy votes will be permitted if filed in writing with the Secretary prior to any meeting at which voting will take place. The proxy must contain the original signature of the designated voting representative. No related organization agencies shall have more than a maximum of three (3) votes.

B. A majority vote of the quorum of Voting Provider Membership shall govern in all matters properly brought before the meetings and shall be binding before the Board of Directors.

C. In the event there is a tie vote on any decision; the President shall cast the deciding vote, excluding elections.

Section 5 - Dues

Annual dues shall be due and payable on a calendar year basis. Those dues above \$1,000 may be either paid in full on January 1st or in four (4) equal installments as follows: January 1, April 1, July 1, October 1. Dues for initial Voting Membership shall be prorated at the current membership rate. All other membership categories will not be prorated. Associate Voting Members dues will be equal to the maximum dues for Voting Provider Members.

Section 6 - Duration

Membership of a person or organization eligible under Article II, Section 1, shall commence with the acceptance of an application by the Board of Directors and shall continue until terminated as provided in Section 7 of this Article.

Section 7 - Termination

- A. Any individual member may cancel his membership at any time by written notice to the Board of Directors.
- B. An organizational member may cancel its membership at any time by written notice to the Board of Directors, signed by the administrative head of that organization, or by the resolution of its Board of Directors.
- C. The Board of Directors shall reserve the right to cancel membership whenever it finds that the member does not meet the membership criteria in Section 1 of this Article.
- D. The Board of Directors shall address delinquency in payment of dues when dues remain delinquent in excess of thirty (30) days as follows:
 1. A Provider Voting Membership shall be restricted to the rights and privileges of Non-Voting Member for the remainder of the fiscal year or until such time that dues become current.
 2. All other memberships will be cancelled until such time as dues become current.
- E. Those who cancel membership shall not have dues refunded.

Article III - Board of Directors

Section 1 - Number

The Board of Directors shall consist of four (4) officers and five (5) voting provider members, whom shall be elected in accordance with this Article. There will be an immediate past president director as specified below in Section 2, Subsection B. In the

event there is a vacancy in the position on the board designated as Immediate Past President Director, the position will become a director-at-large position to be filled in accordance with Section 7 below.

Section 2 - Election

A. Directors

At least five (5) Directors, who must be the designated voting representative of a voting Provider Member as defined in Article II, shall be elected by Voting Provider members.

B. Immediate Past President

The Immediate Past President, if remaining a designated voting representative of a Provider Member shall remain as a Director for a two-year term immediately following his her term as President.

C. Officers

The four (4) officers of this Corporation shall consist of President; Vice-President; Secretary; and Treasurer who shall be elected by the voting membership as provided in Article V, Section 2B (2) and (3). The four (4) Officers must be designated voting representatives of a Voting Provider Member.

Section 3 - Terms

Officers and Directors shall be elected at the annual meeting. Each Officer and Director shall serve a term of two (2) years in that elected capacity on the Board of Directors.

Section 4 - Powers

The Board of Directors shall manage the affairs of the Corporation. Without limitation of such general powers, it is expressly declared that the Directors shall have the following powers:

- A. To employ and discharge the Executive Director of this Corporation and to prescribe such powers and duties for officers, agents, and employees as may not be inconsistent with law, the Articles of Incorporation, or these By-laws.
- B. To change the office of this Corporation for the transaction of its business from one location to another in the state.
- C. To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as, in their judgment, they may deem best, provided such seal at all times complies with the provision of Mississippi law.
- D. To cause an independent certified public accountant to submit appropriate audited reports on the accounts of the association at least annually.

- E. To take any action required or permitted to be taken by the Board of Directors without a meeting if each Director shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such actions, by written consent, shall have the same force and effect as a unanimous vote of such Directors, any certificate or other documents filed under any provision of law which related to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and such statement shall be prima facie evidence of such authority.

Section 5 - Meetings of the Board of Directors

A. Regular and Special Meetings

1. A minimum of four (4) meetings of the Board of Directors shall take place during each fiscal year.
2. Special Meetings of the Board of Directors, for any purpose(s), or purposes, may be called by the President, by any three (3) Directors or on written request by at least one-third (1/3) of the Voting Provider Members. Whenever a special meeting is called and a quorum of Directors meet, such meeting shall be valid for all purposes when a waiver of call and notice is signed by a quorum of the Board.
3. Proxy votes will be permitted if filed in writing with the Secretary prior to any Board meeting at which voting will take place. The proxy must contain the original signature of the Officer or Director for which the proxy is being cast. The proxy may only designate another Board member as the voting representative for the meeting at which voting will take place.

B. Time and Place

Any meeting of the Board of Directors may be held at such time and place, within or without the state of Mississippi, as may be fixed by the Board of Directors or as shall be specified in the notice of the meeting or in the waiver of notice of the meeting.

C. Meetings

All meetings of the Board of Directors shall be open to the provider membership, unless a majority of the Board elects to go into executive session. The Board of Directors may invite individuals to attend or to address the Board as deemed necessary.

D. Notices

The state organization shall send written notice of an upcoming Board of Directors meeting to the Directors and provider membership at least two (2) weeks prior to said meeting.

E. Quorum

A majority of the number of Directors fixed by these By-Laws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

F. Referendum

The Board of Directors may refer any question to the membership for decision by written ballot. In each such case, the Secretary shall define the question and the effect of "Aye" and of "Nay" vote. Proponent and opponent statements, if available, will be furnished. Majority vote of respondents shall determine the issue.

G. Compensation

Officers and the Board of Directors shall receive no compensation for their services unless authorized by the voting membership. The Corporation shall make no loans to any Officer or Director, nor shall it guarantee the obligations of any Officer or Director. Reimbursement for expenses incurred in behalf of the association will be reimbursed as finances of the association permit. The Board of Directors shall establish the limits of reimbursement.

Section 6 - Absence

Any Director who shall be absent from two (2) consecutive meetings of the Board of Directors without adequate cause as determined by the Board of Directors may be regarded as thereby resigning from the Board, subject to review by the Board of Directors.

Section 7 - Vacancies

- A. In the event that a Board vacancy is caused by the officer/director electoral process during an annual membership meeting, a special meeting of the membership will be called prior to the end of the annual convention to accept nominations from the floor for the vacancy. These nominations will be placed on an official ballot that will be mailed to each designated voting representative within seven (7) days of the special membership meeting. The deadline for the return of ballots shall be set twenty-one (21) days from the date of mailing. The Nominating Committee shall be responsible for all aspects of this special election process.
- B. Vacancies, other than those specified in Section A, may be filled by the majority vote of the remaining members of the Board of Directors even though a quorum does not remain, until the next Regular Annual Meeting of the membership, at which time the membership shall elect a Board member to serve the remaining unexpired term caused by the vacancy.

Article IV - Officers

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.

Section 2 - Number and Election

- A. The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. They shall be elected in accordance with Article V, Section 2B (2). Each shall hold office until a successor shall be elected.
- B. For the purpose of providing staggered terms for the Officers, the following provisions shall be made:
 - 1. The President and the Secretary shall be elected for a two (2) year term in years ending in an even number.
 - 2. The Vice-President and Treasurer shall be elected for a two (2) year term in years ending in an odd number.
- C. Each Officer shall serve a term of two (2) years.

Section 3 - President

The President shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision of the affairs of the Corporation. The President shall appoint the Chairman and members of all committees, except as otherwise provided, and subject to the approval of the Board of Directors. He shall preside at all meetings of the Board of Directors and of the members. He shall be a non-voting ex-officio member of all the standing committees except he shall not be an ex-officio member of the Nominating Committee of this Corporation.

Section 4 – Vice-President

In the case of the absence, disability, or refusal to act of the President, the Vice-President shall perform all the duties of the President.

Section 5 - Secretary

The Secretary shall keep or cause to be kept at the principal office of the Corporation, or at such other place as the Board of Directors may order, the following:

- A. Minutes of all meetings of the Board of Directors and members.
- B. A current membership roster; and,
- C. Notice of Regular and Special meetings of the Board of Directors and of the Regular and Special meetings of the members.

- D. He shall have charge of the corporate seal and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6 - Treasurer

The Treasurer shall have custody of all monies and securities of the Corporation, shall keep regular books of accounts, and in general shall perform all of the other duties incident to the office of Treasurer and such other duties as may from time to time be assigned by him by the President or by the Board of Directors. The Treasurer shall serve as Chairman of the Finance Committee and shall provide a financial report that has been verified by the Finance Committee and presented at the annual meeting. He shall be responsible for the deposit of the monetary assets to the credit of the Corporation in a depository designated by the Board of Directors. The Corporation shall disburse no funds unless the check draft or other evidence of disbursement shall be executed on behalf of the Corporation by the Treasurer or as otherwise authorized by the Board of Directors.

Section 7 - Removal from Office

Officers may be removed with just cause at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of all the Board of Directors.

Section 8 - Vacancies

Vacancies, excepting the office of President, shall be filled for the unexpired term of office by the affirmative vote of two-thirds (2/3) of all the Board of Directors, until the next Regular Annual meeting of the membership, at which time the membership shall elect a board member to serve the remaining unexpired term caused by the vacancy.

Article V - Committees

Section 1 - Appointment and Powers

- A. The President shall appoint standing committees with the approval of the Board of Directors except as otherwise provided. The President may appoint special committees as may be required from time to time.
- B. Standing committees shall have and may exercise such powers as shall be conferred or authorized in these By-Laws. Special committees shall have and may exercise such power as conferred by the President.
- C. Actions of appointed committees, standing and special, shall be subject to the approval of the Board of Directors.

- D. All membership categories, including Non-Voting Provider and Associate, may participate as members of any Association committee
- E. Any committee member who is not a designated voting representative shall be recognized as a proxy of that voting provider member's designated voting representative in applicable committee votes only. Provider Member and related Provider Members shall have no more than a maximum of three (3) votes per committee.

Section 2 - Standing Committees and Duties

A. Executive Committee

- 1. The Executive Committee shall be composed of the elected Officers.
- 2. The Executive Committee may act for the Board of Directors as to business necessary to be transacted between board meetings.

B. Nominating Committee

- 1. The Nominating Committee shall be elected each year by the voting membership at the Annual Meeting and shall be composed of a Chairman and two (2) other designated provider member representatives of the total voting membership of the association. The duties of the Nominating Committee shall be as follows:
 - a. Provide a slate of eligible candidates for the Directors, Officers and elected committee members.
 - b. Act with the Treasurer and Secretary in certifying the eligibility of all nominees prior to and during the election process.
 - c. Administer the election as directed by the Board of Directors
- 2. A slate of nominees shall be mailed to the voting membership at least thirty (30) days prior to the Annual Meeting. The election shall be held at the Annual Meeting Business Session. Nominations from the floor will be accepted from voting representatives in accordance with Article XI below. The Nominating Committee will be responsible for tabulating all votes.
- 3. The Board of Directors shall fill vacancies on the Nominating Committee.

C. Finance Committee

- 1. The Finance Committee shall be composed of the Treasurer, who shall be the Chairman, and at least two (2) members of the Board of Directors and one (1) other person representing a voting membership of this Corporation.
- 2. The Finance Committee shall make recommendations to the Board of Directors as to the Corporation's budget, dues, and fees to be charged for services, investments, insurance and other financial matters.

D. Legislative Committee

- 1. The Legislative Committee shall be composed of the President, at least one other member of the Executive Committee and at least three (3) other persons, each of whom represents a voting membership of this Corporation. The Chairman is to be appointed by the President.

2. The Legislative Committee shall be responsible for following and assessing pending or new legislation relating to the purposes of this Corporation, for advising the Board of Directors concerning such legislation, and for directing informational efforts concerning such legislation in accordance with the purposes of this Corporation and the policies of its Board of Directors.

E. Membership Committee

1. The Membership Committee shall be composed of a Chairman and two (2) other persons, each of whom represents a voting membership of this Corporation.

2. The Membership Committee shall have the responsibility of planning and recruiting for membership in the Corporation.

F. By-Laws Committee

1. The By-Laws Committee shall be composed of a Chairman and at least two (2) other persons, each of whom represents a voting membership of this Corporation. The Chairman shall be a member of the Board of Directors.

2. Duties:

a. The By-Laws Committee shall review all minutes of the Board of Directors, members and standing committees to determine the need for changes, clarification or amendments to the By-Laws.

b. Proposed changes in the By-Laws shall be prepared for approval of the Board of Directors and shall be voted upon by the voting members of the Association.

c. The By-Laws Committee will serve as the Resolutions Committee reviewing all resolutions to be presented at the Annual or Special Meetings of the members and will make recommendations to such meetings as the advisability of adoption or rejection of resolutions.

Article VI - Liability of Members

In accordance with the non-profit corporation law of Mississippi, no member of the Corporation shall be personally liable for any debts or obligations of the Corporation by virtue of their being members of the Corporation.

Article VII - Bonding

Adequate bonding shall be provided for any officer or employee responsible for the receipt or disbursement of funds or assets of the Corporation.

Article VIII - Indemnification of Officers and Directors

Each Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses, penalties and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any claim, demand, action, or proceeding, whether civil or criminal, or in connection with any settlement thereof, to

which he may be made a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time such expenses, penalties or liabilities are incurred, except in cases where he shall be finally adjudged in such action or proceeding to be liable for willful misconduct in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled, and the Director's or Officer's right of indemnification shall inure to the benefit of the personal representatives of deceased Directors and Officers.

Article IX - Fiscal Year

The fiscal year of this Corporation shall be the calendar year.

Article X - Amendments to the By-laws

Section 1 - Adoption

By-Laws may be adopted, amended, or repealed at any Membership Meeting as recognized by Article II, Section 2 of the voting members by a majority vote of those present and voting provided a quorum exists.

Section 2 - Notification of Members

The Secretary shall send to each voting member, the proposed amendments or changes at least thirty (30) days prior to the meeting where the vote is to be taken.

Section 3 - Amending

These By-Laws may be amended without previous notice at any Membership Meeting by a seventy-five (75) percent affirmative vote of those present and voting.

Section 4 - Acceptance of By-Laws

These By-Laws shall become effective upon acceptance.

Article XI - Parliamentary Authority

Except as otherwise provided in these By-Laws or in standing orders established by the Board of Directors, Robert's Rules of Order, Revised, shall govern all procedural matters at meetings of the Board of Directors or members.

Article XII - Dissolution of Corporation

Upon the dissolution of the Corporation, the Mississippi Association for Home Care shall dissolve such Corporation as set forth in the IRS laws governing 501 (c) 6 non-profit corporation with regard to all assets. Said dissolution shall be carried out under the direction of the presiding officers of the corporation and shall only be done following a 3/4 majority rule of the membership at a duly called meeting.