

Iowa Alliance in Home Care

Bylaws

ARTICLE I: OFFICERS

SECTION I The officers of the board of directors of this organization shall consist of President, Vice President, Secretary and Treasurer.

SECTION II The Officers shall be elected by the Board of Directors from its membership who have served on the Board, at a minimum, the previous year and shall serve for a term of two (2) years. Officers may be elected to three (3) successive terms, but shall not serve consecutive terms in the same office.

SECTION III The President shall preside at all meetings of the organization and Board of Directors. The President shall be an ex-officio member of all standing committees and shall have the general powers and duties usually vested in the office of president of an organization.

SECTION IV The Vice President shall perform the duties of the President during the President's absence and assume the office upon resignation of the President.

SECTION V The Secretary shall keep the minutes of all meetings of the organization and the Board of Directors and performs other duties from time to time.

SECTION VI The Treasurer shall be the Chief Financial Officer of the organization. In cooperation with the Executive Director, they shall:

- 1) prepare an annual budget for Board of Director approval;
- 2) receive and disperse all funds of the organization;
- 3) maintain appropriate records of all financial transactions;
- 4) prepare required state and federal financial statements and those set by the Finance Committee;
- 5) provide periodic written financial statements;
- 6) oversee the conducting of an independent annual non-certified audit.

The Treasurer shall chair the Finance Committee.

SECTION VII New officers shall be elected at the Board meeting following the Annual Meeting and take office at the close of the June Board meeting.

SECTION VIII Ex-Officio Provision. The immediate past President of the organization shall serve as an ex-officio member of the Board for one (1) year. The past President may not be appointed to chair one of the Standing Committees during that year.

ARTICLE II: BOARD OF DIRECTORS

SECTION I Composition - The Board of Directors shall be composed of fifteen (15) provider members: six (6) members elected from one of each six (6) geographic regions, five (5) members elected (one each) to represent the five (5) following organizational sections: Official, Government Non-profit, Health Care Facility Based, and Proprietary (each member must select the one most appropriate); two (2) members elected (one each) to represent the following disciplines; Noncertified Home Care Aide and Nursing (each member must select the one most appropriate); and two (2) members at large. The election sequence shall be:

Odd Years

1. One (1) Director elected for two (2) full year terms from each of the following regions:
 - a. Northeast
 - b. Central
 - c. Southwest.
2. One (1) Director elected for two (2) full year terms from each of the following sections/discipline:
 - a. Official
 - b. Health Care Facility Based
 - c. Non-certified Home Care Aide.
3. One (1) member elected at large for two (2) year terms.

In the event no member of a section or discipline is willing to run for a position on the Board of Directors during that section's/discipline's election year, the Membership shall elect an individual to serve an at-large position for the term of that section/discipline. Nominations would come from the floor. Determination of the section/discipline for an agency shall occur at the time of initial and each renewal of application for membership.

Even Years

1. One (1) Director elected for two (2) full year terms from each of the following regions:
 - a. Northwest
 - b. East
 - c. Southeast.
2. One (1) Director elected for two (2) full year terms from each of the following sections/discipline:
 - a. Non-profit
 - b. Proprietary
 - c. Nursing.
3. Two (2) members elected at large for two (2) year terms.

In the event no member of a section or discipline is willing to run for a position on the Board of Directors during that section's/discipline's election year, the Membership shall elect an individual to serve an at-large position for the term of that section/discipline. Nominations would come from the floor. Determination of the section/discipline for an agency shall occur at the time of initial and each renewal of application for membership.

SECTION II Duties - The Board of Directors shall meet at least four (4) times a year, one of which shall coincide with meetings of the organization. It shall be empowered to conduct and manage the business of the organization between general membership meetings.

SECTION III Quorum - A majority of the Board, one of which shall be the President or Vice-President, shall constitute a quorum for the transaction of business. Any member of the Board who has been absent from two (2) consecutive meetings of the Board without notification of sufficient cause is automatically removed from office and shall be so notified by the Board.

SECTION IV Vacancies - When a vacancy occurs on the Board of Directors, the Board shall appoint a member to serve in the interim until the next opportunity occurs to elect a member from an a section/discipline, district or at-large, e.g. district or section or discipline meeting, or membership business meeting. When a vacancy occurs in an office of the Board, e.g. Vice President, Secretary, or Treasurer, a majority vote of the Board shall elect another Board member to the office vacated. A vacancy occurring in the office of President shall be automatically filled by the Vice-President.

SECTION V Fiduciary Duty- A Board of Director member shall not be personally liable to the organization or its members for monetary damage for breach of fiduciary duty provided the director acted in good faith, was not involved in intentional misconduct or knowingly violated the law for a transaction from which the director derived an improper personal benefit.

ARTICLE III: COMMITTEES

SECTION I Standing Committees - The President shall select Board Members to be chairpersons of the organization's Standing Committees. The Board of Directors shall approve all selections. The Treasurer shall chair the Finance Committee.

- a. Advocacy (i.e. Legislative, Regulatory, Payer, Media)
- b. Bylaws
- c. Data
- d. Education (i.e. Member, Consumer)
- e. Finance
- f. Membership
- g. Planning, Long Range
- h. Public Relations & Marketing

SECTION II Terms of Chairpersons - The appointed Chairperson serves for one (1) year and may be appointed for additional successive terms in the same position.

SECTION III Selection of Committee Members - The President shall select committee members from volunteers of the organization membership with two exceptions. Exceptions shall be the Membership Committee and the Long-range Planning Committee. The Membership Committee is comprised of District Representatives on the Board. The Long-range Planning Committee is comprised of the Board of Directors.

SECTION IV General Functions - Each committee chairperson is responsible for recording meeting minutes and submitting copies of the minutes to the Executive Director. Each committee chairperson shall report on committee activities at each board meeting. Committee shall meet as is necessary to fulfill their function.

SECTION V Specific Functions of Standing Committees

a. **Advocacy:**

Legislative - This committee shall monitor current state and federal legislation pertaining to home care and develop appropriate strategies.

Regulatory - This committee shall monitor current regulatory issues and develop appropriate strategies.

Payer – This committee shall monitor current third-party payer issues, foster good relations and develop appropriate strategies.

Media – This committee shall monitor current media issues, foster good relations and develop appropriate strategies.

b. **Bylaws** - This committee shall draft and present to the organization for approval revisions to the By-Laws.

c. **Data** - This Committee shall develop a comprehensive strategy for the collection, management, analysis and reporting of organizational and industry data to the membership and broader community.

d. **Education:**

Member - This committee shall develop, organize, and conduct programs and gather materials to meet the educational needs of the membership. This committee shall also have the responsibility for planning and coordinating the Annual Meeting and other meetings as authorized by the Board of Directors. The committee may solicit assistance from the Noncertified Home Care Aide and Nursing disciplines to assist in the development of educational programs specific for their discipline's membership.

Consumer - This Committee shall be responsible for planning and advising membership in promoting the concept of home care. It shall collaborate with the Membership chairperson to promote the objectives of the organization and shall work particularly with home care consumers, funding bodies and potential sources of referral.

e. **Finance** - This Committee shall develop the budget of the organization which is approved by the Board of Directors. This Committee shall implement recommended standard financial accountability.

f. **Long-Range Planning** - This Committee shall develop and propose short and long term goals for the organization and shall work to expedite these goals.

g. **Membership** - This Committee shall recommend eligibility criteria for membership. It shall solicit new members. The Board of Directors shall have the responsibility for accepting or rejecting applications for membership.

h. **Public Relations & Marketing** - This Committee shall identify external relationships of key importance to members, foster good relations and develop a range of membership promotional assistance programs (i.e. brochures, web sites).

SECTION VI Ad Hoc Committees - These Committees shall be approved by the Board of Directors and the chairpersons shall be appointed by the President.

SECTION VII Quorum - The Committee quorum shall be a simple majority of those present and voting.

ARTICLE IV: MEMBERSHIP

SECTION I Provider Membership - Membership is available to any organization that provides services or products in the home setting and which is recognized by the Iowa Alliance in Home Care as a provider of in-home services in the State of Iowa.

A provider is defined as an organization that provides in-home services or products and maintains its own budget and/or financial statement or maintains its own location or designated personnel or has its own provider number.

A provider may be part of a multi-provider organization (i.e. management corporation). For membership purposes, the multi-provider organization cannot join as one provider, but it is required that 80% of the providers within that corporation will maintain full membership status, dues being paid for each of those providers within the designated 80%.

The section of each provider shall be determined at application for membership. Change may occur after advising the organization office at least thirty days prior to election.

SECTION II Affiliate Membership - Membership is available to any organization that provides services or products in the home setting and which is recognized by the Iowa Alliance in Home Care as a provider of in-home services outside the State of Iowa.

SECTION III Associate Membership - Membership is available to any company, institution or organization interested in home care, but which does not meet requirements for provider membership.

SECTION IV Individual Membership - Membership is available to any individual interested in home care but which does not meet requirements for provider membership.

SECTION V Provider shall be terminated if renewal of dues is not received by September 1st of the program year.

SECTION VI Membership may be subject to disciplinary action, suspension and/or expulsion from the organization by the Board of Directors if violation of the Code of Ethics is determined. (Refer to Code of Ethics)

SECTION VII A member may end their membership at any time through written request for termination of membership to the Executive Director. Dues are nonrefundable.

SECTION VIII Voting Rights - Only Provider members have voting rights.

Provider Member

General Meeting 1 Vote
Committee Meeting 1 Vote
Board Meeting 1 Vote

Voting Procedures

Each provider will be allowed one vote when electing Board members, voting on Bylaws, etc.

District candidates for the Board will be voted on at the District Meetings.

The section candidates will be elected by their section and at-large candidates will be elected by the membership at the Annual Meeting.

The Executive Director shall distribute nomination forms for Board membership to all organization members. The candidates for election shall be presented to the membership at the appropriate meeting. Nomination shall also be accepted from the floor.

Voting will occur at the Annual Meeting with one (1) vote allocated to each member provider in attendance.

ARTICLE V: PROGRAM YEAR

The program year shall be from July 1 through June 30 in setting terms of officers, committee appointments, collection of dues, and maintaining voting rights.

ARTICLE VI: DUES

SECTION I The amount of the annual dues shall be determined by the Board of Directors.

ARTICLE VII: MEETINGS AND QUORUMS

SECTION I Meetings

- A.** The Annual Meeting shall be at a time designated by the Board of Directors. Notice of each meeting shall be given to the membership at least one (1) month prior to date of the meeting.
- B.** Special meetings may be called at the discretion of the Board of Directors. Written notice shall be sent one month in advance of such meeting.
- C.** Emergency meetings of the board or its committees may be called with forty-eight (48) hours advance notice.

SECTION II Quorum - Representation of 25% of the membership agencies (including 2 officers) shall constitute a quorum for the transaction of business at the membership meetings. Quorum shall be determined by the Secretary of the Board of Directors or designee.

ARTICLE VIII: EXECUTIVE DIRECTOR

SECTION I Appointment - The Executive Committee, composed of the officers of the Board, shall make recommendations to the Board on appointment, discharge, and reimbursement for an Executive Director who shall be the Chief Administrative Officer of the organization.

SECTION II Duties - The Executive Director, who reports to the Board of Directors, is responsible for implementing the policies of the Board of Directors; be responsible for responsible for day-to-day operation of the organization; employ, supervise and discharge personnel.

ARTICLE IX: AMENDMENTS

The Bylaws may be adopted or amended at any regular or special meeting of the organization by a two-thirds (2/3) vote providing there is a quorum. The membership shall be notified in writing of the proposed amendments one week in advance of the meeting.

ARTICLE X: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall govern parliamentary questions at any meeting of the organization or its committee.

ARTICLE XI: DISSOLUTION

Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all the assets of the organization to such organization or organizations organized and operated exclusively charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501 (e) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.