

**HOME CARE ALLIANCE  
OF MASSACHUSETTS, INC.**

**BYLAWS**

**ARTICLE I. CORPORATION**

Section I. Name. The name of the Corporation is the Home Care Alliance of Massachusetts, Inc.

Section II. Purpose. The purpose of the Corporation shall be as set forth in paragraph 2 of its Articles of Organization. The Corporation is organized for charitable, scientific and educational purposes as a non-profit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any officer or individual. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all its assets solely to such group or groups organized for charitable, educational, religious or scientific purposes as shall at the time qualify as a tax exempt organization.

**ARTICLE II. MEMBERSHIP, FISCAL YEAR AND ANNUAL MEETING**

Section I. Membership. Membership in the Corporation shall be open to organizations or individuals conducting business in the Commonwealth of Massachusetts, based on the following classifications: (a) Provider Members; (b) Allied Members; (c) Individual Members; (d) Limited Members; and (e) Honorary Members. In addition to the power to elect officers and directors as provided in these Bylaws, the members shall have such powers and rights as are vested in the members of a nonprofit corporation by law, the Articles of Organization and these Bylaws.

The Board of Directors shall annually determine the dues for each membership category. No person or entity shall be guaranteed membership in the Corporation solely because they qualify for membership under any of

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these classifications. The Board of Directors of the Corporation shall have sole discretion in determining eligibility for membership of any person or entity and may determine additional requirements for membership, such as the payment of dues. Members determined to be in violation of the Corporation's Code of Business Ethics may have their membership suspended or terminated consistent with policies and procedures adopted by the Board of Directors from time to time.

Members shall be eligible for representation on the Board as described in these Bylaws. Member "representatives" on the Board shall be persons who are employed or retained by an eligible member.

(a) **Provider Members.** Any of the following entities engaged in the management or provision of care in the home is eligible to be an Agency Member:

(1) any Medicare certified home health agency; or any organizational structure that includes one or more Medicare certified home health agency;

(2) any licensed hospice;

(3) any other organization, program, or agency which is engaged in the provision of care in the home, such as a home care aide program, private care agency, home care program, managed care entity, medical practice, infusion therapy company, or other similar service; including any entity engaged in the provision of health or supportive home care services within the same organizational structure as a Medicare certified home health agency but having a separate legal identity.

Provider Members must directly employ not less than ninety percent (90%) of all direct care staff, or contract with other agencies that directly employ not less than ninety percent (90%) of all direct care staff. Provider Members must comply fully with the requirements of the Corporation's Code of Business Ethics, as approved by the Board of Directors.

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Provider Members shall have one vote per provider at all meetings of the Corporate membership. The voting rights of each Provider Member shall be held by the administrator/CEO or their authorized designee. One (1) representative of each Provider Member shall be eligible to serve on the Board of Directors, but in no event shall two (2) individuals employed by the same Provider Member or any single legal entity serve on the Board of Directors at any time.

(b) **Allied Members** shall include the following categories:

- (1) Any organization or agency which serves as a vendor of supplies or services to home care providers;
- (2) Any organization or agency which has a financial and/or regulatory interest in home care services; and
- (3) Any organization or agency which does not directly provide home care services, but desires to support the industry.

Allied Members shall have one (1) vote per organization at all meetings of the Corporate membership. The voting rights of each Allied Member shall be held by the administrator/CEO or their authorized designee. One (1) representative of each Allied Member shall be eligible to serve on the Board of Directors, but in no event shall two (2) individuals who are employed by the same Allied Member or any single legal entity serve on the Board of Directors at any time. Allied Members or representatives of an Allied Member are not eligible to run for election to the offices of President or Vice President.

(c) **Individual Members** shall include:

- (1) Any individual actively affiliated with or employed by a Provider Member or Allied Member;
- (2) Sole proprietors who serve as a vendor of supplies or services to home care providers, who have a financial and/or regulatory interest in home care services; or who do not directly provide home care services, but desire to support the industry, provided that such activities are carried on by an individual with no employees;

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(3) Any other individual who supports the stated mission and vision of the Corporation; or

(4) An individual designated by an educational institution to be its representative. For purposes of Individual membership, an educational institution is a college, university, or Massachusetts public or private school where the primary focus of the institution is not the provision of care in the home.

An individual who is actively affiliated with an entity eligible for Provider or Allied Membership shall not be eligible to be an Individual Member unless the entity becomes a member.

Individual Members shall be eligible to serve on the Board of Directors if elected at large. Individual Members are not eligible to hold the offices of President or Vice President.

(d) **Limited Members** shall consist of organizations and individuals who have an interest in care in the home, but are currently neither located in Massachusetts, nor doing business in Massachusetts. Limited Membership excludes voting privileges and election to the Board of Directors.

In the event that a Limited Member either locates in Massachusetts or begins conducting business in Massachusetts, a Limited Member must convert to either Provider, Allied, or Individual membership status subject to the appropriate provisions of this section. The new membership fee shall take effect upon the effective date of the change in business status.

(e) **Honorary Membership** status may be conferred at the discretion of the Board of Directors upon persons whose positions or special interest in the Corporation and its purposes qualify them for such an honor. Honorary Members shall not serve on the Board of Directors, nor shall they have voting rights.

Section II. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.

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Section III. Annual Meeting. The Annual Meeting of the Corporation (the "Annual Meeting") shall be held on such date in the spring of each fiscal year as the Board of Directors shall determine. Meetings may be held in person or via teleconference or other electronic communication medium, or any combination of these means, so long as all participants have opportunity to participate actively in any discussion or votes taken. Notice of such meeting shall be sent to each member by the Secretary at least thirty (30) days prior to the meeting date. If an Annual Meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the Annual Meeting, and in such case all references in these Bylaws, except in this Article II, Section III, to the Annual Meeting shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice given as provided in this Article II except that such notice shall be given at least thirty (30) days prior to the meeting date.

Section IV. Special Meetings. Special meetings of the members may be held at any time and at any place within Massachusetts. Special meetings of the members may be called by the President or by the directors, and shall be called by the Secretary, or any other officer, upon written application of ten percent (10%) of the members. Reasonable notice of the time and place of special meetings of the members shall be given to each member as provided in this Article II.

Section V. Notice.

(a) Sufficient Notice. Except as otherwise expressly provided, it shall be sufficient notice to a member to give notice to the designated representative of the member in person or by telephone, fax, or email at least twenty-four (24) hours before the meeting, or to send notice by mail at least forty-eight (48) hours before the meeting addressed to such member representative at their usual or last known telephone, fax, email, business or residence address. Notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these Bylaws or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) amendments to these Bylaws, or (iii) removal or suspension of a member or director.

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(b) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any member (i) if a written waiver of notice, executed by them (or their attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or (ii) who attends the meeting without protesting prior thereto or at its commencement the lack of notice to the member. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

Section VI. Action by Vote. Each member that holds membership under a category with voting rights shall have one vote, but no member shall be entitled to vote whose dues are in arrears. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization or these Bylaws.

Section VII. Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

Section VIII. Proxies. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies shall be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

Section IX. Quorum. Twenty percent (20%) of all members entitled to vote at any meeting shall constitute a quorum at such meeting

### **ARTICLE III. GOVERNING BOARD - BOARD OF DIRECTORS**

Section I. Number and Election of Directors. A Board of Directors shall be the Governing Board and shall in these Bylaws be referred to as either the Board of Directors or as the Governing Board.

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(a) Composition. The Board of Directors shall consist of sixteen (16) elected directors (the "Elected Directors"), including the four (4) elected officers provided in Article V, and one (1) non-elected director who shall be the Immediate Past President. There shall be no more than one (1) employee of any member or single legal entity on the Board at any time. Each director shall be at least eighteen (18) years of age and employed or retained by a member.

(b) Elected Directors. The membership entitled to vote shall elect sixteen (16) directors including the offices of President, Vice President, Secretary and Treasurer. The Elected Directors shall be elected from the nominees presented to the members by the Nominating Committee as provided in these Bylaws.

(c) Sectional Representatives. Twelve (12) Elected Directors shall be elected by the membership as follows:

(1) **Provider Members** shall elect a total of seven (7) representative directors from those holding Provider Membership status; of these, four (4) representative directors shall be selected by and from Medicare certified home health agencies, one (1) representative director shall be selected by and from licensed hospice members (including licensed hospices affiliated with a Medicare certified home health agency), and two (2) representative directors shall be selected by and from other organizations, programs or agencies.

(2) **Allied Members** shall elect a total of one (1) representative director from the Allied Membership category; and

(3) The four (4) remaining directors shall be persons employed or retained by any members eligible for representation on the Board, and shall be elected at-large by all members eligible to vote.

(d) Election and Terms of Office.

(1) Terms of Office. All directors shall be elected for two (2) year terms. The terms of office shall be staggered to the extent

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possible, so that the terms of approximately one-half of such directors shall expire each year.

If a Board member's employment status should change, therefore changing their sectional representation as listed in Article II, Section I, such individual may continue as a director until the end of their current term. Notwithstanding the foregoing or any other provision of these Bylaws to the contrary, if such an employment change results in two (2) individuals who are employed by one (1) member serving on the Board of Directors, the Executive Committee shall determine the individual's eligibility to continue as a director or whether their position as director shall have been terminated as a result of the change in employment status.

(2) Election. The Nominating Committee shall annually present to the members its recommendation for directors to be elected by the members in a manner consistent with this section.

(3) Election Procedure. Subject to the provisions of the preceding section, the annual election of directors shall be held by mail or electronic ballot prior to the Annual Meeting. No later than thirty (30) days prior to each Annual Meeting, the Secretary shall send to each member in good standing a slate of nominees for officers and directors to be elected in their specific membership category, as well as those positions to be filled by an at large election.

Ballots must be submitted within two weeks. The results of the election shall be tabulated by an accounting firm appointed by the Board and shall be announced at the Annual Meeting. A plurality of votes cast for each position on the Board shall be required to elect an Elected Director.

(e) Term Limits. No Elected Director shall serve for more than three (3) consecutive two-year terms. Notwithstanding the foregoing, an Elected Director who has served for the maximum term limit may be elected, or continue, to serve as President, Vice President, or Treasurer but shall not be eligible for election to the Board in a non-officer capacity once his or her term(s) as officer have ended. A partial term served by

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a director elected to fill a vacancy shall not count towards such term limit. A former director who served for the maximum term limit shall be eligible for election again after one (1) year of not serving as a director.

(f) Vacancies. Vacancies in the Board of Directors may be filled by the Board of Directors for the unexpired portion of the term. Any successor Director so elected shall belong to the same class of membership, as described in these Bylaws, as the previous director they are replacing. The directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

(g) Removal. Any Elected Director, including an Elected Director elected by the Board to fill a vacancy in the Board of Directors, may be removed from office with or without cause, at the Annual Meeting or at a special meeting called for such purpose, by a vote of a majority of all the members entitled to vote thereon. An Elected Director may be removed for cause only after being afforded reasonable notice and an opportunity to be heard before such meeting. Any Elected Director who is absent for two (2) consecutive meetings without good cause shall be asked to resign upon a majority vote of all members of the Board of Directors; and if such Elected Director refuses to resign, they shall be removed from office upon a two-thirds (2/3) vote of all members of the Board. Any director who is not an Elected Director may be removed from their office by vote of a majority of all members of the Board of Directors. A director who is an officer may be removed from the Board only by being removed from their office pursuant to Article V, Section I.

Section II. Election of Auditor. The Board of Directors shall, at its first regular meeting after the Annual Meeting of the Corporation, elect an auditor who shall, annually or more often, examine the Treasurer's accounts and all other financial accounts of the Corporation and certify to the same to the Board of Directors.

Section III. Powers. The policy making powers of the Corporation shall be vested in the Board of Directors which shall have charge, control, and management of the property, affairs, and funds of the Corporation and shall have the power and authority to do and perform all acts and functions not inconsistent with these Bylaws or with any action taken by the Corporation. The Board of Directors shall cause to be prepared for presentation at its last

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meeting before the end of the fiscal year, a budget showing the expected receipts, income and expenses for the ensuing year.

### **ARTICLE IV. REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

Section I. Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be determined by the Board but such regular meetings shall be held at least annually. Special meetings of the Board of Directors may be called at the request of the President or any three (3) directors. One-half of the directors then serving on the Governing Board present at any meeting shall constitute a quorum.

#### Section II. Call and Notice.

(a) Regular Meetings. No call or notice shall be required for regular meetings of directors, provided that reasonable notice (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent directors, (ii) specifying the purpose of a regular meeting shall be given to each director if there are to be considered at the meeting contracts or transactions of the Corporation with interested persons, or election, removal or suspension of a director and (iii) shall be given as otherwise required by law, the Articles of Organization or these Bylaws. Whenever notice of a regular meeting is required, notice shall be given as provided in this Article IV.

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these Bylaws or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, or (ii) election, removal or suspension of a director. Notice of special meetings shall be given as provided in this Article IV.

(c) Sufficient Notice. Except as otherwise expressly provided, it shall be sufficient notice to a director to give notice to them in person or by telephone, fax, or email at least twenty-four (24) hours before the

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meeting, or to send notice by mail at least forty-eight (48) hours before the meeting addressed to such director at their usual or last known business or residence address.

(d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director (i) if a written waiver of notice, executed by them (or their attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting or (ii) to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to them. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

Section III. Action by Vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization or these Bylaws.

Section IV. Action by Writing. Any action required or permitted to be taken at any meeting of the directors or committee thereof may be taken without a meeting if all the directors or relevant committee members consent to the action in writing and the written consents are filed with the records of the meetings of the directors or committees. Such consents shall be treated for all purposes as a vote at a meeting.

Section V. Telephone Meetings, Adjournment. In addition to those directors who are actually present at a meeting, directors shall for purposes of these Bylaws be deemed present at such meeting if a telephone or similar communications device by means of which all directors participating in the meeting can hear each other at the same time is used. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the directors who are not present at the time of adjournment and, unless the time and place of the adjourned meeting are announced at the time of adjournment, to all directors.

Section VI. Attendance Requirements. Directors are expected to attend as many Board and assigned committee meetings as possible. Each January, the President shall review the attendance records of all directors for the prior

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year. They may counsel each director whose unexcused absences exceed fifty percent (50%). The President shall either ask for resignation or recommend removal in accordance with Article III, Section I(g), if a director does not attend at least fifty percent (50%) of Board and committee meetings.

### **ARTICLE V. OFFICERS**

Section I. Election, Resignation and Removal. The officers of this Corporation shall consist of a President, who shall be the presiding officer with all statutory powers appurtenant to such officer, a Vice President, an Immediate Past President, a Treasurer, and a Secretary, and such other officers, if any, as the directors may determine. Except for the Immediate Past President, the officers shall be elected by the membership at the Annual Meeting of the Corporation. Each officer shall hold office for two (2) years, or until their successors are elected and qualified. Neither the President nor the Vice President shall be eligible to serve consecutive terms in office. Any candidate for the offices of President or Vice President must be a current member of the Board of Directors.

The duties of said officers shall be such as usually pertains to said officers. A successor officer elected to fill a vacancy shall serve for the unexpired term and until his or her successor is elected and qualified. Any officer may resign at any time by giving written notice to the President or to the Secretary. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in it. Any elected or appointed officer may be removed at any time by majority vote of all members of the Board.

Section II. President and Vice President. The President shall preside at all meetings of the Board and at all meetings of the members. The President shall serve as a member, ex-officio, on all standing committees except the Nominating Committee and act as a communicator of all official business between the Board of Directors and its Committees. The President shall appoint chairpersons of all committees from among the committee members unless otherwise provided herein, and perform such other duties as, in the opinion of the Board of Directors, shall be necessary and in the best interests of the Corporation.

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In the absence or disability of the President, or in case of a vacancy in that office, the Vice President shall perform the duties and exercise the powers of the President. With respect to other officers, or in the case when there is no Vice President, a vacancy may be filled by a majority vote of the Board. The Vice President shall be directly responsible to the President. They shall be delegated those duties which in the judgment of the Board of Directors are necessary for the efficient administration of the Corporation.

Section III. Secretary. The Secretary, who shall, in the absence of a resident agent, be a resident of Massachusetts, shall act as Secretary of both the Corporation and the Governing Board, shall send appropriate notices and prepare agendas for all meetings of the Corporation and of the Board of Directors, shall act as custodian of all records and reports, and shall be responsible for the keeping and reporting of adequate records of all meetings of the Corporation and of the Board of Directors. Such records shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its Secretary or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such records shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and Bylaws and names of all members and directors and the address of each. If the Secretary is absent from any meeting of members or directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

Section IV. Treasurer. The Treasurer shall have custody of all funds of the Corporation and may employ the services of banks, brokers, or other agents to assist them in carrying out this responsibility. Acting with the Executive and Finance Committees, they shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made, that reports of such transactions are presented to the Executive Committee, and that all accounts payable are presented to such representative as the Executive Committee may designate for authorization of payment.

The Treasurer shall have the right to convey property of the Corporation, except real property, foreclose mortgages, vote stock, sell and buy securities and personal property, borrow money and give security. These acts shall be with the knowledge and written approval of the Executive Committee.

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Section V. Staggered Terms for Secretary and Treasurer. The terms of office for the Secretary and Treasurer shall be staggered, so that only one of these offices shall be elected by the members at the Annual Meeting of the Corporation each year.

Section VI. Execution of Documents. Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President or a Vice President and the other is the Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation.

### **ARTICLE VI. COMMITTEES**

Section I. Nature and Membership. Committees of the Board of Directors shall be standing or special. Except as more specifically provided in these Bylaws, the committee chairs and committee members shall be appointed annually by the President, with the advice and consent of the Executive Committee. Any committee to which the powers of the directors are delegated shall be elected by and consist solely of directors. Any member of a committee may resign at any time by giving written notice to the chair of the committee or to the Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in it. The President may, with prior approval of the Board, remove any member of a committee. Standing committees shall be the Executive Committee, a Finance Committee, a Nominating Committee, and Bylaw Committee. Meetings of a committee may be called by the President, the chair of the committee or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties except where frequency of meetings is specified in these Bylaws. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meeting. At a committee meeting a quorum shall be a majority of members

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of the committee. Each committee meeting shall have an agenda and shall submit minutes of its meeting to the Executive Committee and the Board of Directors. The Board of Directors may authorize other special committees.

Section II. Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and Immediate Past President, the Chair of which shall be the President. In order to achieve broader representation of the membership of the Corporation, the Board may elect one (1) additional director to the Executive Committee. To the full extent permitted by law, the Executive Committee, during the intervals between meetings of the Board of Directors, shall possess and may exercise, subject to such specific directions or limitations, if any, as may be given or imposed by the Board of Directors, all the powers of the Board of Directors. Except as set forth below relative to its actions as the Ethics Committee, all action taken by the Executive Committee shall be subject to revision or alteration by the Board of Directors; provided that no right or acts of third parties shall be affected by any such revision or alteration.

The Executive Committee shall inform the Board of Directors at its regular meeting of all reports and recommendations furnished to it by any Committee since the last regular Board meeting. The Executive Committee shall fix its own rules of procedure, shall meet as provided by such rules or by resolution of the Board of Directors, and shall keep records of its actions and proceedings, which shall be reported to the Board of Directors at the next regularly scheduled Board meeting.

The Executive Committee shall act as the Ethics Committee and shall be responsible for enforcing the Code of Business Ethics, including investigating reports of member violations of the Code of Business Ethics and imposing sanctions on members found to be in violation of the code. Such sanctions may include reprimands, suspension of membership, or revocation of membership in the Corporation. Within fourteen (14) days of receipt of notice of any sanction, a member may appeal such a decision in writing to the Board of Directors. The Board of Directors' action on such an appeal shall be final.

The Executive Committee shall be responsible for recommending to the Board personnel policies, job descriptions, and salary ranges. It shall also prepare an annual performance evaluation of the Executive Director.

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Section III. Nominating Committee. The Nominating Committee shall consist of no more than five (5) members.

(a) Members. Four (4) of the members of the Nominating Committee shall be appointed by the President and the remaining member of the Committee shall be the Immediate Past President who shall serve as the Chair of the Committee.

(b) Duties. The Nominating Committee shall:

(1) Nominate candidates for election to the Board of Directors, endeavoring to develop a slate of candidates structured so as to reflect the diversity and composition of the membership. Members may submit candidates to the Nominating Committee to be considered for inclusion on the slate.

(2) Report at each Annual Meeting the names of the persons elected.

Section IV. Finance Committee.

The Finance Committee shall consist of the Treasurer as chair and not less than three (3) members appointed by the Board of Directors. Each member of the Finance Committee shall be entitled to cast one (1) vote on any matter properly before a meeting of such committee. The Finance Committee shall be responsible, but not personally liable, for the investment, reinvestment and management of all funds of the Corporation. It shall examine the financial reports of the Treasurer. It shall prepare and submit an annual budget to the Board of Directors, and shall review the financial status of the Corporation quarterly.

Section V. Bylaw Committee.

The Bylaw Committee shall consist of the Secretary as Chair and not less than three (3) members appointed by the Board of Directors. Each member of the Bylaw Committee shall be entitled to cast one (1) vote on any matter properly before a meeting of such committee. The committee shall recommend changes to these bylaws.

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### Section VI. Chairpersons.

Responsibilities of chairpersons shall include:

- (1) To recruit and appoint committee members;
- (2) To present the list of committee members to the Board of Directors;
- (3) To form subcommittees as needed to carry out the work of the committee;
- (4) To report the committee's goals and objectives to the Board of Directors at the start of the year to which they apply.
- (5) To report the committee's progress and activities to the Board of Directors as necessary and/or as requested.

### Section VI. Quorum.

A majority of a committee shall constitute a quorum. In every case the affirmative vote of a majority of the committee members present at any meeting shall be necessary for the adoption of any resolution.

### Section VII. Meetings.

Committees shall meet as frequently as considered necessary by their respective chairpersons or by the Board of Directors.

## **ARTICLE VII. CONFLICTS OF INTEREST**

Section I. Conflict of Interest. No contract or transaction between the Corporation and one or more of its directors, or their family members, or between the Corporation and any other organization of which one or more of its directors or his or her family members are members, shareholders, directors, trustees or officers, or in which any of them has any direct or indirect financial or other interest, shall be void or voidable, or in any way affected, solely for this reason, or solely because the director is present or participates

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in the meeting of the directors, or of a committee thereof, which authorizes, approves or ratifies the contract or transaction, if:

- (a) The material facts of his or her relationship or interest and as to the contract or transaction are disclosed or are known to the directors or the committee which authorizes, approves or ratifies the contract or transaction;
- (b) The directors or the committee in good faith authorize, approve or ratify the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; and
- (c) The contract or transaction is in the best interests of the Corporation as of the time it is authorized, approved or ratified by the directors or a committee thereof.

Section II. Participation of Interested Persons. Interested persons may be counted in determining the presence of a quorum at a meeting of the directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction, and may make a presentation to the directors or the committee thereof regarding the contract or transaction. However, the interested persons must withdraw from the discussion and voting of the interested contract or transaction in which they have an interest.

Section III. Annual Disclosure. Each director must provide the Board of Directors with an annual written disclosure of the following:

- (i) the director's direct and indirect business involvements with the Corporation, and those of his or her family members; and
- (ii) the director's other board memberships, whether in forprofit or non-profit corporations.

Such annual written disclosure must be circulated to all of the directors of the Corporation and must be updated throughout the year, as necessary.

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**ARTICLE VIII. INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(6) of the Internal Revenue Code is not affected thereby, indemnify each person who is or was a member, director, or officer, including, without limitation, the President of the Corporation, and each person who is or was serving at the request of the Corporation as a member, director, trustee or officer of another organization or who is or was serving at the request of the Corporation in a capacity with respect to any employee benefit plan, against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements, reasonably incurred by said person in connection with or resulting from any disposition of or otherwise in connection with or resulting from any action, suit, or other proceeding, whether civil, criminal, administrative or investigative before any court or administrative or legislative or investigative body, in which said person may be or may have been involved as a party or otherwise or with which said person may be or may have been threatened, while in office or thereafter, by reason of their being or having been such a member, director, Advisory Trustee or officer of the Corporation or member, director, trustee, or officer of such other organization or serving with respect to any such employee benefit plan, or by reason of any action taken or not taken in any such capacity, except with respect to any matter as to which they shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that said person's action was in the best interest of the Corporation or, to the extent that such matter relates to services with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding may be paid from time to time by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid to the Corporation if it shall ultimately be determined that indemnification of such expenses is not authorized under Massachusetts General Laws, Chapter 180, Section 6, or its successor provision.

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As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Corporation or such employee benefit plan, after notice that it involves such indemnification, (a) by vote of a majority of the disinterested directors then in office (even though the disinterested directors be less than a quorum), or (b) by any disinterested person or persons to whom the question may be referred by vote of a majority of such disinterested directors, or (c) by vote of a majority of the members at the time entitled to vote for directors at any meeting at which a quorum is present, exclusive of the vote of any interested person, or (d) by any disinterested person or persons to whom the question may be referred by vote of such majority of the members. No such approval shall prevent the recovery from any such indemnified person of any amounts paid to such person or on their behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Corporation or such employee benefit plan.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any indemnified person may be entitled or which may lawfully be granted to them. As used herein, the terms "member," "director," "Advisory Trustee," "officer," and "person" when referring to an indemnified person include their respective executors, administrators and other legal representatives. An "interested" person is one against whom the action, suit or other proceeding in question or another action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened, and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was a member, director, Advisory Trustee or officer of the Corporation, or is or was serving at the request of the Corporation as a member, director, trustee or officer of another organization or serving at the request of the Corporation in a capacity with respect to any employee benefit plan, against any liability incurred by such

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person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

### **ARTICLE IX. ADMINISTRATION**

The Board of Directors shall hire an individual to serve as Executive Director of the Corporation and shall set forth the duties of the Executive Director, their compensation, and the terms and conditions for removal or termination. The Executive Director shall be an ex-officio non-voting director and an ex-officio non-voting member of each standing committee of the Board, but shall not be counted for purposes of determining a quorum of the Board of Directors or any standing committee.

### **ARTICLE X. SEAL**

The corporate seal shall bear the name of the Corporation and such other device and inscription as the Board of Directors may determine. The Board of Directors may change the form of the seal and the inscription thereon at any time.

### **ARTICLE XI. AMENDMENTS**

These Bylaws may be altered, amended, or repealed at any Annual Meeting, or at any special meeting of the membership called for that purpose, upon approval of two-thirds (2/3) of the votes to which the members present and entitled to vote at such meeting are entitled. These Bylaws may be altered, amended or repealed by a vote of the members consistent with the requirements set forth in Article II. The Secretary shall cause notice of each proposed amendment to be sent to all members, not less than ten (10) days, nor more than sixty (60) days prior to the meeting or date on which the vote will be taken or received by the Corporation.

Amended by the Members as of June 16, 2021.