

BYLAWS
OF
HOMECARE and HOSPICE ASSOCIATION OF UTAH, INC.

PREAMBLE

These Bylaws of the HOMECARE AND HOSPICE ASSOCIATION OF UTAH, INC., hereinafter "Corporation" or "HHAU," are written to define the governance and membership of the Corporation, together with the role and responsibilities of the Corporation's volunteer leadership and paid staff.

ARTICLE I – MEMBERSHIP

Section 1. Membership shall be available to any agency, entity, or individual that has an interest in home health care, hospice care, palliative care, non-medical home care and/or personal care. The Corporation shall have several classes of membership.

- A. If the member is an agency or entity, the individual registered as the Administrator in the organization's membership account shall be the individual designated to vote on behalf of their organization. However, the Administrator may designate another individual to vote in their stead by making the appointment in writing via email to the Corporation.
- B. A member agency or entity shall designate at least two (2) employees to receive all written or electronic communications.

Section 2. The classes of membership shall include:

- A. **Provider Member:** Provider membership shall be available to any agency or entity licensed by the State of Utah, or other state, as a home health care, hospice care, non-medical home care or personal care, and/or palliative care provider.
- B. **Community Partner Member:** Community Partner membership shall be available to any agency, entity or individual business that is not licensed by the State of Utah, or other state, as a home health care, hospice care, non-medical home care or personal care, and/or palliative care provider.
- C. **Individual Member:** Individual membership shall be available to any individual licensed and/or certified by the State of Utah, or other state, as a home health care, hospice care, non-medical home care or personal care, and/or palliative care provider that is not an owner, administrator, or manager of any of the aforementioned industries. Individual members shall have no voting rights but shall be able to run for and serve in any Board or committee position other than those of President, Treasurer, or Secretary (i.e., Officers of the Board).
- D. **Honorary Member:** Honorary membership may be awarded to any person recognized by a majority of the Board as having made a significant contribution to the purpose(s) supported by the Corporation, or to an organization that has entered into an Honorary Member Memorandum of Understanding with the Corporation. Honorary members shall have no voting rights.

Section 3. Dues. Members shall pay dues as established by the Board based upon the class of membership. Members shall also select a Division or Divisions to affiliate with within the Corporation based on their class of membership and services provided. Fees for membership shall be established by the Board.

Section 4. Termination.

- A. Members may resign by providing written or electronic notice. Membership may be terminated by the Corporation by a two-thirds (2/3) vote of the Board if it is determined that a Member has not abounded by the Bylaws. However, no such action shall be taken until the Member is advised of the specific charges, given thirty (30) days to respond and correct any violation, and given a hearing before the Board, if requested by the Member or the Board.
 - a. Any such hearing shall be held before not fewer than three (3) members of the Board within thirty (30) days of such request, and the determination of the hearing members shall be submitted to the Board within one (1) week of the hearing date.
 - b. The Board shall then vote at the next regularly scheduled Board meeting whether to retain or expel the member. Written notice of the decision shall be provided to the member within one (1) week of the vote.
- B. Termination shall be automatic if a Member fails to pay dues within thirty (30) days of the due date. Membership may be automatically reinstated if the Member pays the full amount due within sixty (60) days of the due date. However, a late fee, as established periodically by the Board, may be applied at the discretion of the Executive Committee, taking into consideration the length of time since renewal and any prior interruptions to membership.
- C. Annual Membership fees are not refundable.

ARTICLE II – DIVISIONS

Section 1. The Corporation shall have no less than three (3) Divisions. The Board may establish additional Divisions as they determine is necessary and efficient to support Members. Each Division shall provide for the needs and support pertinent to the Members of that Division such as, but not limited to, specialized continuing education, conferences and dissemination of information.

Section 2. The following shall be among the Divisions included as part of the Corporation:

- A. Home Health Care
- B. Hospice Care
- C. Personal Care

Section 3. Members of the Board serving in the Presidential rotation shall serve as the Division Chair for their respective Division during their tenure or appoint another Division member to serve as Division Chair in their stead. In the absence of a Board Member from the Division serving in the Presidential rotation, the Division shall elect a member of their Division to serve as that Division's Chair until a

Member of the Division shall be properly elected to the Presidential rotation and able to assume their role as the Division Chair.

ARTICLE III – COMMITTEES

Section 1. The Board shall establish Committees as may be appropriate to assist the operation of the Corporation. Committees shall have no individual authority except to the extent granted and directed by the Board. A member of the Board shall be assigned to Chair or oversee each Board Committee. Board Committees may include, but are not limited to:

- A. **Executive Committee:** The Executive Committee shall consist of the President-Elect current President, immediate Past-President, Treasurer, and Secretary, who shall collectively make up the Officers of the Board. The Executive Committee may review and decide on such business as may come before it, including hiring/termination of the Executive Director (or employees if the Executive Director cannot or will not address such a need), budget, income and expenditures, and all other business as assigned by the Board.
- B. **Finance Committee:** The Finance Committee shall be chaired by the Treasurer and may consist of other Members as nominated by Members and appointed by the Board. The total number of committee members may be set by the Board from time-to-time as appropriate. The Finance Committee shall review income and expenditures and make recommendations to the Board regarding increases/decreases in the dues to be assessed as well as the manner of raising revenue and making expenditures.
- C. **Government Affairs Committee:** The Government Affairs Committee shall be chaired by a Board member and consist of other Members as nominated by Members and appointed by the Board. The number of committee members may be set by the Board from time-to-time as appropriate. The Government Affairs Committee shall attempt to stay apprised of laws, regulations, and pending legislation that may affect members of the Corporation and prepare periodic reports to the Board regarding such issues so that information may be disseminated to Members. The Committee, with Board approval, may also assist in the education of law makers about the needs of Members as a group, the benefits provided to the community through Member services, and how specific regulatory and legislative changes could help serve the community.
- D. **Community Outreach Committee:** The Community Outreach Committee shall be chaired by a Board member and consist of other Members as may be nominated by Members and appointed by the Board. The number of committee members may be set by the Board from time-to-time as appropriate. The Community Outreach Committee shall organize events and services in the various communities of Utah to the benefit of the community and raise awareness of the services provided by the Corporation's Members.
- E. **Nominations Committee.** The Nominations Committee shall be chaired by a member of the Board and consist of other Members as nominated by Members and appointed by the Board. The total number of committee members may be set by the Board from time-to-time as appropriate. The Nominations Committee shall advise Members of upcoming vacancies in the various Board Committees and seek nominations from the Members for such positions. The Nominations Committee may assist the Board with notifying Members of upcoming elections, obtaining candidates, disseminating information about candidates to Members,

conducting voting, counting votes and notifying Members of election results. The Nominations Committee shall also collect nominations for Corporation awards and select the winners for recognition at the designated time or event.

Upon approval of the Board, the various Divisions may establish their own sub-committees as may be necessary and appropriate to serve the specific needs of the Division. The Division Chair may chair the Sub-Committee(s) so established or appoint a Sub-Committee Chair. Sub-Committee Chairs shall report to the Division Chair, who shall report Division activities to the Board.

ARTICLE IV - OFFICERS AND DIRECTORS

Section 1. Voting. With the exception of the Officers of the Board, Board Members shall be elected by the Members. Votes may be made after thirty (30) days' written notice of the purpose of the vote and dissemination of any pertinent information about a Member's candidacy. Votes shall be cast by mail or by electronic means over a two (2) week period, if not done in person or via a live virtual platform, after which time polls shall be considered closed. Votes may be made by show of hands, written ballot or by such electronic means as may then be available. The Executive Committee shall ratify the votes-tallied by the Nominating Committee. Person(s) receiving a majority of the votes shall fill their respective positions at the beginning of the year following the election, unless the election was for the purpose of filling a vacancy arising during an unfinished term, in which case the person shall fill the position immediately.

An individual may be subject to removal from the Board if that individual fails to attend more than half of the Board meetings during the year, either in person or electronically. An individual may also be subject to removal from the Board if the individual's actions are in violation of any laws or regulations applicable to the Corporation, or are in violation of the Articles of Incorporation, as periodically amended, or these Bylaws. Members shall be removed from the Board by a three-fourths (3/4) majority of all the Board members.

If a vacancy on the Board arises as a result of removal or resignation prior to the end of an individual's term on the Board, the remaining Board members shall select a Member to fill the vacancy. However, if the vacancy arises within six (6) months of the end of the person's term, the remaining Board members may elect to wait until a new person is elected in the ordinary course to fill the position.

Section 2. Terms. Members of the Board may be elected for two (2), two-year terms. The terms shall rotate so that approximately one-half (1/2) of the Board rolls over each year. In the event there are no acceptable candidates presented by the Nominations Committee for an open Board position, the retiring Board Chair may, with the approval of a majority of the remaining Board Members, continue to occupy and serve in the position for a second consecutive term, or longer until a suitable candidate shall be presented and approved by vote of the Members. If the Board should vote to establish additional Board Committees such that the Board consists of an even number of members and a split vote occurs, the current President shall cast the deciding vote.

Section 3. Officers. The Officers of the Board shall consist of the President-Elect, current President, immediate Past-President, Treasurer, and Secretary. The person voted by the Board as the President-Elect shall become the President and then the Past-President in subsequent years, serving a total of

three (3) years on the Board. The Treasurer and Secretary shall serve a term of two (2) years, but may be eligible to serve longer per Article IV, Section 2.

- A. **President-Elect:** The President-Elect shall serve as the Chair for their respective Division unless otherwise arranged per Article II, Section 3. They shall have one vote on the Board and assume the duties of the President when the President is unable to attend a meeting or serve a particular function.
- B. **President:** The President shall preside at all Board meetings and meetings of the general membership and shall have one vote on the Board. They shall serve as the Chair for their respective Division unless otherwise arranged per Article II, Section 3.

The President cannot execute contracts or make changes to who serves as the Executive Director of the Corporation except with the approval of the Board. The President shall be primarily involved in the interactions with the Executive Director but shall keep the Board apprised of events not generally known to the Board.

- C. **Past-President:** The immediate Past-President shall serve as an advisor to the President and to the Board, and as the Chair for their respective Division unless otherwise arranged per Article II, Section 3. The Past-President shall have one vote on the Board and assume the duties of the President when the President and the President-Elect are unable to attend a meeting or serve a particular function.
- D. **Treasurer:** The Treasurer shall be primarily responsible for oversight of all aspects of accounting for the Corporation, filing of tax returns, and audits, both internal and external, and shall keep the Board informed of the financial condition of the Corporation.
- E. **Secretary:** The Secretary shall be responsible for minutes at all Board meetings and the filing of non-tax reports as required by governmental agencies.

Section 4. Compensation. Board members shall not be compensated for their service on the Board.

ARTICLE V - BOARD MEETINGS

Section 1. Regular Meetings. The Board shall hold regular meetings at such times and at such places as the Board shall designate and in no event less than four (4) meetings, to be held in separate months, during any calendar year. Special meetings may be held at any other time pursuant to the call of the President, or by two (2) members of the Board. The President shall preside at Board meetings but, if unavailable, the President-Elect may preside or, in the absence of both the President and the President-Elect, the Past-President may preside. If the President, nor the President-Elect or Past-President are available, the Board meeting must be re-scheduled.

Section 2. Order of Business. The order of business at all regular Board meetings of the Corporation shall generally be:

- A. Roll call and determination of the presence of a quorum in order to vote on any business of the Board. A quorum shall consist of no less than five (5) Board Members, at least one (1) of whom is the President, President-Elect, or Past-President.

- B. Approval of the Minutes of the prior meeting. Minutes of the prior meeting(s) should be distributed prior to the meeting (together with other appropriate materials to be reviewed) so that voting can be conducted without Board Members having to read the minutes in their entirety during the meeting. However, Minutes, or portions thereof, and any other material to be voted upon, may be read and/or reviewed during the meeting prior to a vote when requested by any Board Member.
- C. Reports of officers.
- D. Reports of committees.
- E. Report of Executive Director
- F. Unfinished Business.
- G. New Business.

Section 3. All motions require a quorum to qualify for a vote and shall be approved by a simple majority. In the event of a procedural question or disagreement, the latest edition of Roberts Rules of Order shall be utilized and followed.

ARTICLE VI - MEMBERSHIP MEETING

Section 1. Annual Member Meeting. The Corporation shall have at least one (1) annual meeting to which all Members are invited. The meeting may be held in conjunction with any continuing education/training meeting sponsored by or participated in by the Corporation or held independently of such meeting.

Section 2. Conduct of Business. General membership meeting shall follow the same format as the conduct of business at Board meetings with the President presiding, or the President-Elect or Past-President presiding in the absence of the President.

Section 3. Voting. Any issue subject to a vote by the general Membership of the Corporation shall be submitted to the Members at least thirty (30) days in advance of the meeting. Notice may be provided by any written means including electronic. The Members present shall constitute a quorum and the majority of those present shall be accepted as the prevailing vote. Notwithstanding, in the event of a vote to terminate the Corporation, such vote shall be in accordance with Article II, Duration, as stated in the Articles of Incorporation or as any amendment thereto may provide.

ARTICLE VII - CONDUCT OF BUSINESS

Section 1. All business of the Corporation shall be conducted in the name of "Home Care and Hospice Association of Utah, Inc" or its DBA, "HHAU."

Section 2. General Office. The general office of the Corporation shall be within the State of Utah as may be established by the Board. The books and records of the Corporation shall be kept at the general office or maintained electronically and shall be open to inspection by Members. Members may be charged a reasonable fee for copy costs.

ARTICLE VIII - BYLAW CHANGES AND/OR AMENDMENTS

Section 1. These Bylaws may be changed or amended by majority vote of the Board at any Board meeting where a quorum of the Board is present. All changes and amendments shall be promptly provided to the Members. Such changes and amendments shall be provided to the last individual registered as the Administrator in the organization's membership account, if the Member is other than an individual, and shall be provided electronically unless otherwise requested in writing by a particular Member.

Section 2. All proposed changes and amendments to the Bylaws shall be submitted to the Board members no later than the regularly scheduled Board meeting in the month preceding the meeting for vote.

Dated this 1st day of August 2024.

By: 
Chris Dobson, President

By: 
Steve Love, Secretary