

# MINNESOTA HOME CARE ASSOCIATION

## BYLAWS

### ARTICLE 1 - NAME

The name of this Minnesota nonprofit corporation is “Minnesota Home Care Association,” hereinafter referred to as MHCA.

### ARTICLE II - PURPOSE

The purpose of MHCA is to inform, educate, represent, and support Minnesota home care providers committed to high quality home care services.

### ARTICLE III - MEMBERSHIP

Section 1. MEMBER CATEGORIES - MHCA shall have four membership categories:

- a. Provider Member
- b. Individual Member
- c. Business Partner Member
- d. Honorary Member

Section 2. ELIGIBILITY FOR MEMBERSHIP

- a. Provider Member. Organizations and individuals that are providers of home care services are eligible to become Provider Members of MHCA. Organizations and individuals eligible for Provider Member status are not eligible for Business Partner Member status. Provider Members are the only classification of members that has voting rights in MHCA, as set forth in these Bylaws.
- b. Individual Member. Individuals who are retired Provider Members or Business Partner Members, professionals in transition, and other professionals who are not affiliated with an organization that would otherwise be eligible to be a Provider Member or Business Partner Member are eligible to become an Individual Member of MHCA. Individual Members have no voting rights in MHCA.
- c. Business Partner Member. Organizations and individuals affiliated with health-related organizations interested in home care through the provision of services or products to home care providers, or recognized as having contributed to the promotion of home care, but who are not eligible to become Provider Members,

are eligible to become Business Partner Members of MHCA. Business Partner Members have no voting rights in MHCA.

- d. Honorary Member. An individual or organization may be designated an Honorary Member by the MHCA Board of Directors (hereinafter “Board”) in recognition of contributions to the field of home care. Honorary Members have no voting rights in MHCA.

Section 3. DURATION. Membership in MHCA shall commence with the approval of a membership application by the Board or its designee, and full payment of applicable fees and dues, and shall continue until terminated or canceled as provided in these Bylaws or in policies adopted by the Board.

Section 4. VOTING AND PARTICIPATION RIGHTS OF MEMBERS.

- a. Provider Members. Provider Members shall have the right to:

- 1. Be elected as a director or officer, be a member and/or chair of a committee (as defined in these Bylaws), and participate in regional activities, including being elected to regional offices,
- 2. Have a voice and a vote in the election of directors and officers, and
- 3. Have a voice and a vote on all issues brought before any regular, annual or special meeting of the members or presented to the members via a special ballot.

- b. Individual Members. Individual Members shall have the right to:

- 1. Have a voice but not a vote on all issues brought before any regular, annual, or special meeting of the members,
- 2. Be a member of a committee (as defined in these Bylaws), but not be chair of a committee, and
- 3. Participate in regional activities, but not be elected to regional offices.

- c. Business Partner Members. Business Partner Members shall have the right to:

- 1. Be elected as a director, but not as an officer,
- 2. Have a voice but not a vote on all issues brought before any regular, annual, or special meeting of the members,
- 3. Be a member of a committee (as defined in these Bylaws), but not be chair of a committee, and
- 4. Participate in regional activities, but not be elected to regional offices.

- d. Honorary Members. Honorary Members shall have the right to:

- 1. Have a voice but not a vote on all issues brought before any regular, annual, or special meeting of the members,

2. Be a member of a committee (as defined in these Bylaws), but not be chair of a committee, and
3. Participate in regional activities, but not be elected to regional offices.

Section 5. PROVIDER MEMBER DESIGNATION OF REPRESENTATIVE AND ALTERNATE. Each Provider Member shall designate a person authorized to serve as the Provider Member's representative to MHCA and the name of a person authorized to act as the alternate representative. A Provider Member shall be considered to be present at a meeting of Provider Members if either its delegate or alternate representative is present. A Provider Member's vote shall be cast by its representative, or, in the absence of the representative, by the Provider Member's alternate representative. A Provider Member may change the persons so designated by providing the new name(s) to the Executive Director. The change will be effective on the date the Executive Director receives the written notice.

Section 6. DUES

- a. Dues. The Board shall determine the amount of annual dues payable by each member category. Member dues payments shall be due and payable at the time or times established by the Board. Dues are not refundable.
- b. Non-Payment of Dues. If any member has not paid its dues within thirty (30) days of the date the dues were required to be paid in full, the member shall be notified of the delinquency and provided notice of the last date on which payment will be accepted. If payment of dues is not made within the required timeline, the delinquent member's membership shall be discontinued and the delinquent member shall immediately forfeit all rights and privileges of membership including the right to vote, without the necessity of the Board approving the action.

Section 7. TERMINATION OF MEMBERSHIP. A membership may be terminated for cause by a two-thirds affirmative vote of those directors present at a Board meeting at which a quorum has been established. For any cause other than nonpayment of dues (to which Section 6.b. of these Bylaws applies), a vote for consideration of termination of membership shall occur only after the affected member has been advised of the reason for termination not less than fifteen (15) days in advance of the Board meeting and has been given an opportunity to be heard during such Board meeting, either orally or in writing, as the Board may determine. The termination shall be effective on a date determined by the Board, provided that such date shall be no fewer than five days after the meeting at which the Board votes to terminate.

Section 8. PECUNIARY GAIN. MHCA shall not afford pecuniary gain to its members, incidentally or otherwise, during its existence or upon its dissolution. Except to reimburse members for expenses contracted for on behalf of MHCA or for reasonable compensation for services rendered to or for MHCA, no part of the funds of MHCA shall inure or be distributed to any member.

## ARTICLE IV – MEMBER MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the members shall be held at the time and date determined by the Board for the purpose of transacting any business as may properly be brought before the meeting.

Section 2. SPECIAL MEETINGS. Special meetings of members may be called by the Chair, by a majority of the directors then holding office, or by written petition signed by not less than one-third of the Provider Members.

Section 3. NOTICE OF MEETINGS. Notice of all meetings of the members shall be given in writing postmarked, faxed, or emailed at least ten days before the date of the meeting and shall state the place, day and hour of the meeting, and, in the case of a special meeting, the purpose for which the meeting is called.

Section 4. QUORUM; NUMBER REQUIRED FOR ACTION. The participation of not less than twenty-five (25) Provider Members shall constitute a quorum for the transaction of official business of the Provider Members. Except where a larger portion or number is required by law or these Bylaws, the Provider Members may take action by the affirmative vote of a majority of the Provider Members so long as a quorum has been established. If a quorum has been present at a meeting and Provider Members have withdrawn from the meeting so that less than a quorum remains, the Provider Members still present may continue to transact business until adjournment.

Section 5. VOTING. Each Provider Member entitled to vote concerning an item of business at a meeting of Provider Members shall have one (1) vote concerning that item of business. There shall be no voting by proxy.

Section 6. ACTION BY BALLOT. An action required or permitted to be taken at a meeting of the Provider Members, including election of elected directors (as defined in these Bylaws) and amendments of MHCA Articles of Incorporation and these Bylaws, may be taken by written ballot. The written ballot must:

- Be mailed or otherwise delivered (including by authenticated electronic communication as defined and limited in Minnesota law) to every Provider Member;
- Set forth the proposed action;
- Provide an opportunity to vote for or against the proposed action;
- Indicate the number of responses needed to meet quorum requirements;
- State the percentage of approvals necessary to approve the proposed action;
- Specify the time by which a ballot must be received back by MHCA by mail or electronic means in order to be counted.

A matter must be approved by the affirmative vote of at least a majority of those voting by written ballot, as long as the quorum requirements of Article IV Section 4 are met. Once received, a written ballot may not be revoked.

Section 7. MEETINGS BY MEANS OF REMOTE COMMUNICATION. Members may participate in a meeting through the use of any means of remote communication, as long as all persons participating in such meeting are able to participate with every other person, and if the number of Provider Members participating in the meeting is sufficient to constitute a quorum. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

## **ARTICLE V - BOARD OF DIRECTORS**

Section 1. AUTHORITY AND RESPONSIBILITIES. The Board shall be the governing body of MHCA. The Board shall have the power to do and perform all acts and functions consistent with the Articles of Incorporation, these Bylaws, and applicable law.

Section 2. COMPOSITION. The Board will consist of nine (9) voting directors (referred to herein as “elected directors”), plus the Immediate Past Chair, as defined in Article VI. The elected directors shall appropriately represent the membership of MHCA and shall meet the criteria established by the Board and in these Bylaws. If the Board so determines, the Chair may also appoint a representative of a Business Partner as a non-voting director (“Business Partner Director”).

Section 3. TERM OF OFFICE.

- a. Elected directors shall serve a three-year term, and may serve up to three successive terms.
- b. Each year the terms of one-third (1/3) of the Board (three elected directors) shall expire. Retiring directors shall serve up to and including the thirty first (31<sup>th</sup>) day of December during the year the term expires, and newly elected directors shall take office on the first (1<sup>st</sup>) day of January of the subsequent year.
- c. The Immediate Past Chair will serve as a non-elected director with a term of one (1) year, and may serve up to three successive terms.
- d. A Business Partner Director may serve as an appointed director with a term of one (1) year.

Section 4. ELIGIBILITY.

- a. Any person, age eighteen or older, who is designated (pursuant to Article III, Section 5) as a Provider Member’s representative or alternate shall be eligible to be elected and serve as an elected director.

- b. A elected director who has served the maximum of three (3) three (3) year terms shall again be eligible to be elected to serve as a director after a one year absence.
- c. No Provider Member shall have more than one representative on the Board at any given time.

Section 5. ELECTIONS. Each year three (3) persons shall be nominated by the Nominations Committee to be elected by the Provider Members to fill the three (3) open elected director seats on the Board created by regular term expirations. Elections shall be conducted at or prior to the annual meeting of the Provider Members. If elections are conducted prior to the annual meeting, the election shall be conducted by ballot at such time so as to allow for the announcement of the election results at the annual meeting. Nominations shall also be permitted from the floor if the election is conducted at the annual meeting.

Section 6. VACANCIES. Any vacancy (except that of the Immediate Past Chair) occurring on the Board shall be filled, for the remainder of the term, by an eligible candidate nominated by the Nominations Committee receiving a two-thirds (2/3) vote of the remaining elected directors, even if the remaining elected directors constitute less than a quorum.

Section 7. REGULAR MEETINGS. Regular meetings of the Board shall be held at the time and place determined by the Board for the transaction of business as may properly be brought before the meeting. The Board shall hold a minimum of three regular meetings per year.

Section 8. SPECIAL MEETINGS. Special meetings of the Board shall be held whenever called by the Chair or upon written request of any three (3) elected directors. The business to be transacted at any special board meeting shall be limited to those items of business stated in the meeting notice.

Section 9. NOTICE OF MEETINGS. Notice of all regular meetings shall be given by mail or electronic means to each director at least seven days in advance of the meeting. Notice of special meetings shall be given by mail or electronic means to each director at least 24-hours prior to the meeting.

Section 10. QUORUM. At least a majority of the elected directors shall constitute a quorum for the transaction of business at any Board meeting. After a quorum has been established, the act of a majority of the elected directors present and voting shall be the act of the Board, except where a larger portion or number is required by law or these Bylaws. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 11. BOARD ACTION WITHOUT A MEETING. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action is signed, or consented to by authenticated electronic communication, by the number of elected directors that would be required to take the same action at a meeting of the Board at which all of the elected directors were present and is filed in the records of the Board.

Section 12. PARTICIPATION IN BOARD MEETINGS BY MEANS OF REMOTE COMMUNICATION. The directors may participate in any meeting of the Board by means of remote communication (as defined by Minnesota law) so long as all persons participating in the meeting can communicate with each other on a substantially simultaneous basis. Participation in this manner constitutes presence in person at the meeting.

Section 13. RESIGNATION OR REMOVAL OF A DIRECTOR.

- a. A director may resign at any time by tendering the director's resignation in writing to the Chair and sending a copy to the MHCA office.
- b. A director may be removed from office for failure to perform the duties of a director by a two-thirds (2/3) affirmative vote of the disinterested elected directors present and voting at the Board meeting at which a quorum has been established, after giving the director the opportunity to be heard at the meeting.
- c. A director who is absent from three (3) consecutive meetings of the Board without reason accepted by the Board may be removed from office by a two-thirds (2/3) vote of the disinterested elected directors at a Board meeting at which a quorum has been established.

Section 14. COMPENSATION. Directors shall not receive compensation for any services rendered as a director. A director may, however, receive compensation from MHCA for other services rendered or for expenses incurred for serving MHCA if the compensation or expense is approved by the Board.

Section 15. CONFLICTS OF INTEREST. The purpose of this conflict of interest policy is to protect MHCA's interests when it is contemplating entering into a transaction or arrangement, or taking any other action, that might benefit the private interest of an interested person or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest.

Any interested person (as defined herein) who is interested in a matter, contract, transaction, or other action (as defined herein) presented to the Board or a committee for action, authorization, approval, or ratification shall (unless the interested person's interest therein is obvious from the matter, contract, transaction, or other action itself), without request, make a prompt, full, and frank disclosure of the interested person's interest therein to the Board or the committee, prior to action upon the matter, contract, transaction, or other action. The disclosure (if required) shall include all material facts about the matter, contract, or transaction. The interested person shall then leave the meeting room or be removed from the communication means by which the meeting is being held.

The body to which the disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be deemed to exist. If the body to which the disclosure is made determines that a conflict exists or can

reasonably be deemed to exist, that fact shall be noted in the minutes of the meeting at which the matter, contract, or transaction is considered or acted upon, and the interested person shall not vote on, nor use the interested person's personal influence on, nor participate further (other than to present factual information or to respond to questions) in, the discussion or deliberations with respect to the matter, contract, transaction, or other action. The interested person shall not be counted in determining the presence of a quorum at any meeting where the matter, contract, transaction, or other action is considered or acted upon.

The body shall exercise due diligence, including, when appropriate, investigation of alternatives to the proposed matter, contract, transaction, or other action. A matter, contract, transaction, or other action wherein a conflict of interest exists or is deemed to exist with respect to one or more members of the body voting on the matter, contract, transaction, or other action may be approved by the body if the body determines that it is in the best interests of this corporation and is fair and reasonable to this corporation, and with respect to matters, contracts, transactions, or other action shall be approved by a majority of the body.

The minutes of the meeting of the body voting on the matter shall reflect the disclosure made, the vote on the existence of a conflict, where applicable the interested person's abstention from voting and participation, the names of other participants in the meeting, a record of the discussion at the meeting, a record of votes taken at the meeting, and whether a quorum was present.

If the body voting on the matter has reasonable cause to believe that an interested person has failed to disclose actual or potential conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If the body voting on the matter determines that the interested person has failed to disclose an actual or potential conflict of interest, the body shall take appropriate corrective action.

For purposes of this provision, a person shall be deemed to be an "interested person" if the person is a director, officer, key employee, or member of a committee of this corporation. An interested person shall be deemed to be "interested" in a matter, contract, transaction, or other action of this corporation if the person is involved in the matter or is the party (or one of the parties) proposing to contract or otherwise relate to this corporation, or is a shareholder, partner, employee, officer, or director of, or has a material financial or influential interest in, either directly or indirectly and whether actual or potential, through actual or potential business, investment, family, or compensation connections with (including direct and indirect remuneration as well as gifts or favors that are not insubstantial) the entity proposing to contract or otherwise relate to this corporation.

In furtherance of this Article, all interested persons shall comply with any and all policies adopted by the Board from time to time regarding conflict of interest and all rules regarding conflict of interest set forth in the Minnesota Nonprofit Corporation Act and Minnesota law generally. An interested person shall abstain from voting on and providing information related to the interested person's compensation. Each interested person shall annually execute a statement affirming receipt of, reading of, understanding of, and agreement with this conflict of



interest provision and all policies adopted by this corporation regarding conflict of interest, and the interested person's understanding that this corporation is a charitable organization that at all times must engage primarily in activities that accomplish one or more of its tax exempt purposes in order to maintain its federal tax exemption. This corporation shall engage in periodic reviews of its activities, including its compensation arrangements and benefits, to determine if its activities are fair and reasonable, are the result from arm's length bargaining, reflect adequate due diligence, further the corporation's charitable purposes, and do not result in private inurement, impermissible private benefit, or an excess benefit transaction. This corporation may utilize such outside advisors and survey data as it deems prudent in the conduct of such periodic reviews.

Section 16. CONFIDENTIALITY. Directors, officers, key employees, and all members of any committee (collectively, "insiders") shall keep confidential all information concerning this corporation, including without limitation, trade secrets and business information, and shall not disclose any such information to any person, firm, payor, or other third party without the written consent of this corporation, nor use any such information for any purpose other than as authorized by or for the benefit of this corporation. Any disclosure or use of information concerning this corporation in violation of this Section 16 shall be grounds for removal from the role the insider served with this corporation at the option of this corporation and shall subject the party, in addition, to any damages for breach of this Section 16 or remedies available to this corporation at law or in equity, including, without limitation, the right to obtain injunctive relief to prevent any threatened or pending disclosure or use of information in violation of this Section 16. This duty of confidentiality and nondisclosure shall not apply to sharing of information with other insiders, work performed within and on behalf of this corporation, and in circumstances for which the Board has determined that information will not be subject to this provision. Each insider shall also comply with state and federal law and regulation concerning confidentiality of records.

## ARTICLE VI - OFFICERS

Section 1. ELECTION. The Board shall elect three elected directors to serve as officers of MHCA in the offices of Chair, Vice Chair, and Secretary/Treasurer each year during the last meeting of the Board prior to the Annual Meeting for a term effective as of January first. The office of Immediate Past Chair shall be filled by the person who has most recently served as Chair.

Section 2. TERM OF OFFICE. The Chair and Vice Chair shall each be elected to serve a one-year term and may serve no more than three (3) successive terms. The Secretary/Treasurer shall be elected to one-year terms and is eligible to serve as Secretary/Treasurer until the Secretary/Treasurer's tenure as a director ends. No director shall hold more than one office at the same time.

Section 3. ELIGIBILITY.

- a. Any elected director who has served at least one (1) year as a director shall be eligible for election as an officer.

- b. The Secretary/Treasurer shall have at least one (1) year of experience on the Finance Committee prior to being eligible for election as Secretary/Treasurer.

Section 4. VACANCIES. In case of a vacancy of the office of the Chair, the Vice Chair shall fill the vacancy. The Board shall elect a replacement for any other officer vacancy.

Section 5. RESIGNATION OR REMOVAL OF OFFICERS. An officer may resign or be removed using the same procedures described in Article V, Section 13.

Section 6. DUTIES OF OFFICERS

- a. Chair. The Chair shall preside at all meetings of Provider Members, at all meetings of the Board, at all meetings of the Executive Committee, and shall have general supervision over the work of MHCA. The Chair shall perform other duties as prescribed by law, by these Bylaws, or by the Board.
- b. Vice Chair. The Vice Chair shall assist the Chair in the performance of the Chair's duties. During the absence of the Chair or in case of a vacancy in that office, the Vice Chair shall serve as Chair for the unexpired term of office. The Vice Chair shall perform other duties as prescribed by law, by these Bylaws, or by the Board.
- c. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for all funds and securities of MHCA, shall keep or cause to be kept regular books of account, and in general shall perform all duties as prescribed by law, by these Bylaws, or by the Board. The Secretary/Treasurer shall be responsible for the disbursement of funds of MHCA as authorized by the Board. The Secretary/Treasurer shall provide a report at the annual meeting of members. The Secretary/Treasurer shall serve as Chair of the Finance Committee. The Secretary/Treasurer shall keep or cause to be kept at the registered office or at such other place as the Board may order, a book of minutes of all meetings of the Board with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the name or names of those present at the Board meetings, and the proceedings thereof. The Secretary/Treasurer shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given, and shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.
- d. Immediate Past Chair. The Immediate Past Chair shall serve to provide assistance, information, knowledge from past experience, explanation, rationale, and a historical perspective. The Immediate Past Chair shall perform all duties assigned or requested by the Chair.

Section 7. COMPENSATION. Officers are subject to the provisions of Article V, Section 14.

## **ARTICLE VII - EXECUTIVE DIRECTOR**

The Board may select and appoint an individual to be known as the Executive Director to serve as the chief executive officer of MHCA. The qualifications, term of office, and the compensation to be paid to the Executive Director shall be determined by the Board and the Board may contract on behalf of MHCA accordingly. The Executive Director shall have the duties set out in these Bylaws and any other duties as may be delegated to the Executive Director from time to time by the Board. Duties assigned to the Secretary/Treasurer in these Bylaws or which may be inferred from an assignment of duties may be delegated to the Executive Director.

## **ARTICLE VIII - REGIONS**

Members shall be organized by regions for the conduct of certain activities of MHCA. There shall be seven regions with boundaries based on county groupings as may be determined by the Board. Regions may establish organizational structures including election of region officers, establishment of region committees, or other similar offices or structures, may meet on a regular basis as determined by MHCA or the region for the purpose of conducting regional business, member education, and networking, and are responsible for carrying out regional work.

## **ARTICLE IX - COMMITTEES OF THE BOARD**

Section 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chair, Vice Chair, Immediate Past Chair and Secretary/Treasurer. The Executive Committee shall have the authority to act for the Board between meetings of the Board, except that the Executive Committee may not modify any action taken by the Board. The Executive Committee shall take action by majority vote of its voting members. Actions taken by the Executive Committee are reviewable by the Board.

Section 2. FINANCE COMMITTEE. The Finance Committee shall be composed of at least two (2) persons elected by the Board who need not be directors and the Secretary/Treasurer as chair of the committee. The Finance Committee shall prepare a proposed annual budget for presentation to the Board prior to the close of each fiscal year, recommend fiscal policies, review financial requests that have potentially significant impact on MHCA, assure that all reports are filed on a timely basis, and provide for an annual review by an independent accountant of MHCA financial status as directed by the Board.

Section 3. NOMINATIONS COMMITTEE

- a. The Chair shall appoint the members of the Nominations Committee, which shall consist of at least five (5) and no more than thirteen (13) persons and shall include directors and representatives of Provider Members.
- b. The Nominations Committee shall screen and nominate a slate of candidates for elected directors and officers who shall meet all applicable criteria established by these Bylaws and the Board. The Nominations Committee shall be responsible for a process that counts the ballots and certifies the election results of elected directors either prior to the annual meeting if the election takes place prior to the annual meeting or at the annual meeting if the election takes place at the annual meeting. The committee chair or the chair's designee shall announce the results at the annual meeting. Ballots shall be kept at the MHCA principal office and may be destroyed one year after the annual meeting if there are no challenges to the election. The ballots shall be destroyed by the Executive Director or another designee of the Board. The documents used to count the votes and/or provide evidence of the election results shall be appropriately signed, dated, and also retained for a period of one year after the date of the annual meeting and then destroyed along with the ballots.

Section 4. OTHER COMMITTEES, TEAMS, TASK FORCES AND WORKGROUPS. The Board may create and appoint the members of other committees, teams, task forces, and workgroups (together referred to as "committees"), as it deems necessary or expedient. All committees shall work at the direction of the Board and report, either in writing or in person, to the Board. With approval of the Board, any committee may make a report to the Board or the membership through use of the standard MHCA communications systems or by presentation at scheduled meetings. The Board reserves the right to guide and/or dissolve any committees at any time and for any reason.

**ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Officers, directors and members of any duly constituted committee of the Board shall be indemnified by MHCA for any personal liability or a settlement thereof including reasonable and authorized attorney's fees arising out of or in connection with performance of duties as an officer, director, or committee member. MHCA shall defend any claim or action at law that may be asserted against a person in connection with duties as officer, director, or member of a committee. Indemnification shall not extend to any case of an adjudged willful misconduct or breach of authority by the officer, director, or committee member. Furthermore, indemnification shall not be extended to any fiduciary relationship issues that may exist between an officer, director, or member of a committee and MHCA or to a claim or action arising out of the operation of a motor vehicle, inappropriate personal conduct, or other personal actions unrelated to the business of MHCA. The right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

## **ARTICLE XI - LIABILITY**

No member of MHCA shall in any way be personally liable or responsible for any debt or obligation incurred by or on behalf of or imposed by MHCA.

## **ARTICLE XII - LOANS AND ADVANCEMENTS**

MHCA shall not make any advancement for services to be performed in the future nor shall it make any loan of money or property to any member, officer or director of MHCA.

## **ARTICLE XIII - FISCAL YEAR**

The fiscal year of MHCA shall be as established by the Board.

## **ARTICLE XIV - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1. CONTRACTS. The Board may authorize any officer, officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of MHCA.

Section 2. LOANS. No indebtedness shall be contracted on behalf of MHCA and no evidences of indebtedness shall be issued in its name unless authorized by the Board.

Section 3. CHECKS AND DRAFTS. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of MHCA shall be signed by such officer, officers, agent or agents of MHCA and in the manner as shall be determined by the Board.

Section 4. DEPOSITS. All funds of MHCA not otherwise employed shall be deposited to the credit of MHCA in the banks, savings and loan associations, trust companies or other depositories as the Board may select.

## **ARTICLE XV - RULES OF ORDER**


MHCA, the Board and MHCA committees shall be governed by and adhere to, in order, applicable Minnesota law, MHCA Articles of Incorporation, these Bylaws, or policies adopted by the Board.

## ARTICLE XVI - AMENDMENTS

The MHCA Articles of Incorporation and these Bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of the Provider Members voting, so long as a quorum has been established and provided that a copy of the proposed amendment with an explanation of the amendment was sent by mail or electronic means to each Provider Member not later than fourteen days prior to the date on which the Provider Member's vote will occur or by which the Provider Member's ballot must be returned. If voted on at a meeting of Provider Members, the proposed amendment may be subject to amendment from the floor; provided, however, any amendment must be related to the same subject matter as the originally proposed amendment.

<i>Original Adoption:</i>	<i>5/4/1987</i>
<i>Amended:</i>	<i>5/10/2000</i>
<i>Amended:</i>	<i>5/21/2009</i>
<i>Amended:</i>	<i>02/11/2013</i>
<i>Amended:</i>	<i>04/21/2015</i>
<i>Amended:</i>	<i>10/20/2017</i>
<i>Amended:</i>	<i>05/28/2020</i>

*Certified by Signature of the Secretary/Treasurer:*



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