

MICHIGAN HOME HEALTH ASSOCIATION BYLAWS *(Approved December 10, 2021)*

ARTICLE I. NAME

The name of this corporation shall be Michigan Home Health Association.

ARTICLE II. PURPOSE

This is a non-profit, non-sectarian, voluntary, private organization incorporated for the following purposes:

1. To provide an organized and unified voice for health care services in the home to legislators, payer sources, regulatory bodies, and the public.
2. To advocate for the access to, role and reimbursement of home care services within the total health care delivery system.
3. To gather and disseminate information regarding health care services in the home.
4. To promote cooperation and communication among members and with existing organizations at local, state, and national levels.

To initiate, sponsor and promote educational programs and research in home care and hospice.

Commitment to the highest standard of professional excellence to ensure health care services in the home are provided to clients in a safe, ethical and socially responsible manner.

To engage in any and all activities to accomplish the purposes stated above.

ARTICLE III. MEMBERSHIP

Section 1: Eligibility

Eligibility for membership shall be from one of the following categories:

A. *Service Line Member*: Eligible organizations must be engaged in the delivery of home care through certified home care services, hospice services, palliative care services, private home care services, home pharmacy/infusion services or home medical equipment services. Each legally recognized business unit shall be eligible for a membership. For purposes of membership, each organization with a filed assumed name is considered a legally recognized business unit. Each service line membership shall have one vote in association elections. Service line members may serve on the Board of Directors, and may hold office.

B. *Associate Members*: Businesses that provide goods or services to the above organizations are eligible as associate members. Associate members may also be local, regional and national associations that have an interest in home care delivery in the state of Michigan, but do not directly provide that care. Holding companies and organizations formed to provide group contracting and/or services for a coalition of home care industry service providers are ineligible for membership. The Board of Directors shall determine whether any applicant

shall be denied membership on the basis of this provision. Each associate membership shall have one vote in association elections. There will be one Board of Directors seat reserved for associate members, and no more than one seat, regardless of the number of associate members. The associate representative of the Board of Directors shall not hold office.

C. *Individual and Honorary Membership:* Individuals may choose to become members of the association because they have an interest in the purpose of the Michigan Home Health Association. In addition, the association may wish to honor certain individuals with a perpetual membership because of their history of service to the association. Individual members may not be employed by an organization defined in other membership category that is not a member of the Michigan Home Health Association. Individual and honorary members may not vote in association elections and may not serve on the Board of Directors.

Section 2: Duration

Membership of a person or organization eligible under Article III, Section 1 shall commence with the approval of the Board of Directors and shall continue until termination, cancellation, suspension or expulsion, as provided in these bylaws.

Section 3: Termination

A. Any individual member may cancel his/her membership at any time by written notice to the Board of Directors.

B. All other categories of members may cancel membership at any time by submitting to the Board of Directors either a written notice to such effect signed by the administrative head of the member organization, or a copy of a resolution authorizing termination of membership duly adopted by the Board of Directors of the member organization.

The Board of Directors may cancel membership for delinquency in payment of dues or at its discretion when it is determined an organization has misrepresented itself in its membership classification. Two-thirds vote of all voting members of the association may cancel membership for conduct detrimental to the association after a full and fair hearing.

Section 4: Suspension

At any regular or special meeting of the Board of Directors, any member may be suspended by a majority vote of the Board of Directors present for failure to comply with the Articles of Incorporation, Bylaws, Code of Ethics or any duly adopted policy, rule, or regulation of the association, or has been adjudged to have violated criminal or civil law in either federal or state court on issues related to health care fraud. Suspension from either the Medicaid or Medicare program will also constitute grounds for suspension from the association. Ten days written notice shall have been given to such member setting forth the intention to suspend the specific reason therefore and the right of the member to appear and be heard in person or by representative at said meeting.

Section 5: Expulsion

At any regular or special meeting of the Board of Directors, any member may be expelled by a majority vote of the Board of Directors present for failure to comply with the Articles of Incorporation, Bylaws, Code of Ethics or

any duly adopted policy, rule, or regulation of the association, or has been adjudged to have violated criminal or civil law in either federal or state court on issues related to health care fraud. Expulsion from either the Medicaid or Medicare program will also constitute grounds for expulsion from the association. Ten days written notice shall have been given to such member setting forth the intention to propose expulsion, the specific reason therefore, and the right of the member to appear and be heard in person or by representative at said meeting.

Section 6: Dues

All members will pay annual dues at the beginning of each fiscal year. The Executive Committee shall determine the dues structure and present it for approval to the Board of Directors no later than 30 days prior to the Annual Business Meeting.

Section 7: Meetings

A. The annual meeting of the members shall be held at such time, date and place as determined by the Board of Directors for the purpose of electing directors, and members of the Nominating Committee, and transacting such other business as may properly be brought before the meeting. Said meeting shall take place in the last quarter of the fiscal year.

Special meetings may be called by the Board of Directors or by signed petition of at least five (5%) percent of the voting membership of the Michigan Home Health Association at a time, date and place fixed by the Board of Directors.

Notice of the Annual Business Meeting of the Michigan Home Health Association shall be sent to each member not less than thirty (30) days prior to the meeting. Notice of special meetings of the Michigan Home Health Association shall be sent to each member not less than ten (10) days prior to the meeting. Notices shall specify time, date, place and purpose of the meeting, and shall be deemed given when deposited in the United States mail.

Board of Directors may refer any questions to the voting membership for decision by written ballot in accordance with the terms of the Michigan Nonprofit Corporations Act. In each such case, the Secretary shall define the question and the effect of a "YES" and "NO" vote. Proponent and opponent statements, if available and applicable, will be furnished. Notice of the vote to voting members must follow special meeting guidelines, along with a specially marked return envelope and specific instructions as to the return date. For the issue to pass, a majority of the voting membership must vote yes.

Section 8: Quorum

A majority vote of the voting members in attendance in person, by proxy or by ballot or by ballot vote shall determine the issue unless otherwise provided in these bylaws.

Section 9: Membership Year

The membership year shall be the fiscal year May 31.

ARTICLE IV. BOARD OF DIRECTORS

Section 1: Number and Composition

The numbers of directors, shall not be less than ten (10) nor more than eighteen (18).

The Board of Directors shall be comprised of representatives of the following service line membership categories:

Voting Members of the Board of Directors: Members of the Board of Directors without voting privileges: 1. President. 2. Immediate Past Chair unless serving an elected term on the Board of Directors as provide by these bylaws.

Certified Home Health Care	2 seats
Hospice	2 seats
Private Duty	2 seats
Home Medical Equipment	2 seats
Home Infusion/Pharmacy	1 seats
Palliative Care	1 seat
At-Large*	4 seats
Associate	1 seat

*Only individuals from a service line member organization are eligible for “at-large” seats on the Board of Directors.

C. Directors shall be elected by the membership from representatives of service line members as defined in Article III. Appointment term will be until resignation, death or the next regular election. Not more than two persons from any member organization may serve on the Board of Directors as a voting member at the same time. All directors must be representatives of the category for which they hold a seat.

Section 2: Terms

Elected directors shall serve no more than three (3) consecutive two (2) year terms, except that an Associate member shall serve no more than one (1) two (2) year term. A director elected to the Chair-elect office in the last year of his/her last term shall be able to serve a maximum of seven (7) consecutive years. A Chair-Elect running for re-election to a Board seat shall be slated unopposed. Any sitting officer or director shall be able to serve until their term of office to which they were elected is ended. A period of no less than one year must pass before eligibility for re-election.

The Board of Directors has the latitude to alter terms to ensure that no more than one half of the directors shall be elected each year. The Board of Directors or the Chair shall appoint committee chairpersons, who shall come from among the elected directors.

Section 3: Removal

Any director who shall be absent from two (2) consecutive meetings of the Board of Directors without adequate cause as determined by the Board of Directors may be regarded as thereby resigning from the Board of Directors, subject to review by the Board of Directors. Any member who missed fifty (50) percent or more of the meetings in a membership year will be deemed resigned from the Board of Directors.

At the discretion of the Board of Directors, directors who are no longer actively associated with a voting member or who have retired shall have six (6) months to secure a new position of organization designee in order to retain their seat on the Board of Directors. Beyond that six (6) month period the director shall be deemed resigned from the Board of Directors.

Any director who was elected to represent an organization type and who changes employment during the term to which he/she was elected shall still be considered a member of the Board of Directors if the new employing organization is of the same type as the one the director was originally elected to represent. If the new employing organization is of a different membership classification, then the director shall be considered to have resigned effective the date of commencement of employment with the new organization.

If a member is suspended or expelled in accordance to these bylaws, the director who is associated with that member will be removed from the Board of Directors effective the date of suspension or expulsion.

Section 4: Vacancies

Vacancies in the Board of Directors shall be filled for the balance of unexpired terms by majority vote of the Board of Directors.

Section 5: Powers and Duties

All the powers of the corporation are vested in and shall be exercised by the Board of Directors unless otherwise prescribed by statute or by the Articles of Incorporation or by these Bylaws. These responsibilities shall include, but are not limited to: the administration of properties; the responsibility for the programs of the organization; the creating of such standing and special committees as the Board of Directors deems appropriate; the selection and annual evaluation of the President; the authorization of the making and execution on behalf of the corporation of any lawful contracts, including employment, lease, purchase, sale and other contracts essential or desirable for the operation of the corporation; the maintenance and protection of its property; and the receipt, banking and disbursements of its funds to carry out its aforementioned purposes.

Section 6: Meetings

- A. A minimum of five (5) meetings of the Board of Directors shall take place during each fiscal year.
- B. Special meetings of the Board of Directors, for any purpose, may be called by the Chair and shall be called by the Chair upon written request of any three (3) directors.
- C. The time and place of the meetings shall be determined by the directors or in the case of a special meeting, as specified by the notice of the meeting.
- D. The association office shall make notification to members of the Board of Directors for meetings at least five (5) days in advance of the meeting.

Section 7: Quorum

A majority of the number of current voting directors shall constitute a quorum for the transactions of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8: Duties of service line Member Directors

Directors elected to represent the various member organization categories shall bring to the Board of Directors the concerns of those organization types across the state and serve as a committee chair or actively identify, develop and mentor committee leaders. All directors will serve as liaison or chair to the Board of Directors with at least one standing committee.

Section 9: Compensation

Elected officers and voting members of the Board of Directors shall receive no compensation for their services unless authorized by the voting membership. The corporation shall make no loans to any elected-officer or director, nor shall it guarantee the obligations of any elected officer or director. Reimbursement for expenses incurred on behalf of the corporation will be reimbursed upon presentation of a receipt for reasonable expenses as finances of the corporation permit. The Board of Directors shall establish the limits of reimbursement.

ARTICLE V. OFFICERS

Section 1: General Responsibilities

All officers are responsible to the Board of Directors and to the members for the performance of the duties of the offices to which they have been elected.

Section 2: Number and Election

The elected officers of the corporation shall be Chair, Chair-elect, Secretary and Treasurer. Each shall hold office until a successor is elected. The Secretary and Treasurer shall be elected from and by the Board of Directors. The Chair-elect and, in the case of a vacancy the Chair, shall be nominated by the Board of Directors and elected by the membership. Not more than one (1) person from any member organization may be an officer at the same time.

The proposed slate of Chair-elect, and Chair, if applicable, shall be determined at the organizational meeting of the new Board of Directors. The election shall be held prior to the first scheduled meeting of the new Board of Directors in the new fiscal year.

Section 3: Terms

The Chair-elect, shall serve a one (1) year term and shall then automatically succeed to the office of Chair. Other elected officers, shall serve a term of one (1) year and are eligible for re-election. Terms of office shall commence at the first Board of Directors meeting in the new fiscal year.

Section 4: President

The President shall be the appointed chief executive officer of the association and shall have all necessary authority and responsibility to operate all its activities in accordance with such policies and procedures as may be adopted by the Board including, but not limited to:

(a) Signing, swearing to, filing, certifying and acknowledging documents, agreements, certificates and reports required or permitted to be signed, sworn to, filed, certified or acknowledged by an officer of the association.

(b) Implementing an effective budgeting and accounting system as well as all financial policies and procedures adopted by the Board of Directors.

(c) Organizing and directing the association's operations, ongoing functions and day-to-day operations.

Employing and terminating qualified personnel, and ensuring adequate staff education and evaluation.

(e) Maintaining liaison among the Board of Directors, regulatory agencies, legislative bodies, state and national associations, and other organizations.

Preparing, adopting and implementing policies and procedures as he or she deems appropriate for the proper administration of the association. The Board of Directors may require review and approval of such policies as it deems necessary.

Such other powers and duties as may from time to time be prescribed by the Bylaws or by the resolutions of the Board of Directors.

The President shall make recommendations to the Board of Directors as to the association's budget, dues, and other financial matters and shall meet at least annually with the Treasurer to prepare and present a budget to the Board of Directors.

The President shall supervise the keeping of the corporation's accounts, and shall prepare an annual budget for the fiscal operation of the corporation and submit it for action at a meeting of the Board of Directors. The President shall arrange for an audit or external financial review of the books and accounts annually by an auditing firm approved by the Board of Directors.

The President shall be a non-voting member of the Board of Directors, attending all meetings of the Board of Directors, and shall be a non-voting member of all committees.

Section 5: Chair

The Chair is moved from the Chair-elect position to serve a one (1) year term. In the case of a vacancy in the Chair-elect position, the Chair will be nominated from the Board of Directors and elected by the membership. The Chair shall be the principal elected officer of the corporation and, subject to the control of the Board of Directors, shall have general supervision of the affairs of the corporation. He/she shall preside at all meetings of the Board of Directors and of the members. He/she shall be a non-voting member of all standing committees of this corporation.-The-Chair shall be a voting member of the Executive Committee.

Section 6: Chair-elect

The Chair-elect is nominated annually by the Board of Directors and elected by the membership for a one (1) year term and shall perform the duties of the Chair during the Chair's absence or inability to act and shall assist

the Chair and shall perform such other duties as may be prescribed by the Board of Directors and shall succeed the Chair at the completion of the Chair's service in that office.

Section 7: Secretary

The Secretary is elected annually by the Board of Directors for a one (1) year term and shall keep or cause to be kept all corporate records, a current membership roster, and minutes of all meetings of the Board of Directors. The Secretary shall cause notices of meetings to be provided of the Board of Directors and of regular and special meetings of the members. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chair or Board of Directors.

Section 8: Treasurer

The Treasurer is elected annually by the Board of Directors for a one (1) year term. The Treasurer shall have the responsibility for all money and securities belonging to the corporation. The Treasurer shall cause all funds to be deposited in such financial institutions to the credit of the corporation as shall be designated by the Board of Directors and shall keep, or supervise the keeping, of all accounts of the corporation. The Treasurer shall also present an annual audited report to the Board of Directors at such other times as may be requested to do so. The Treasurer shall also perform such other duties as are incident to the office of Treasurer or as shall be ordered by the Board of Directors. All disbursement checks shall be signed by any one of the following: Chair, President, or Treasurer.

Section 9: Immediate Past Chair.

After successfully completing a term as Chair, the person shall assume the office of Immediate Past Chair. The Immediate Past Chair shall serve in the office until the next Chair becomes eligible to assume the office of Immediate Past Chair. If there is a vacancy in the office of Immediate Past Chair, the Executive Committee may appoint an individual to fill the position. The position of Immediate Past Chair shall serve as a non-voting member of the Executive Committee unless serving an elected term on the Board of Directors as provide by these bylaws. The Immediate Past Chair shall serve a Chair of the Nominating Committee.

Section 10: Removal

Elected officers may be removed at any Annual Business or Special meeting by 2/3 vote of all voting members of the association. Members must be notified, as defined in Article III, Section 7 in advance that this item will appear on the agenda.

Section 11: Vacancies

Whenever a vacancy occurs in any of the above described elected offices, except that of Chair, the Board of Directors shall have the power to fill the vacancy by two thirds (2/3) vote to complete the unexpired term. Whenever a vacancy occurs in the office of Chair, the Chair-elect shall complete the unexpired term.

ARTICLE VI. STANDING COMMITTEES

Section 1: Executive Committee

A. The Executive Committee shall consist of the President, the Elected Officers and Immediate Past Chair.

Except as otherwise provided by the Michigan Non-Profit Corporation Act, the Executive Committee shall have the same authority as the Board of Directors in all matters between Board of Directors meetings.

The Executive Committee shall serve in matters relating to personnel and shall review and recommend to the Board of Directors changes in personnel policy, salaries, fringe benefits and the annual performance of the paid staff.

Section 2: Nominating Committee

Appointed members of the Nominating Committee shall be appointed annually by the Board of Directors and shall be composed of six (6) members. The Nominating Committee shall be limited to one individual per voting member organization. Vacancies on the committee shall be filled by appointment by the Board of Directors. Except for the Chair and Immediate Past Chair, members of the Board of Directors shall not be elected or appointed to the Nominating Committee. The committee, through the chairperson, reports directly to the membership. Members are appointed for one three year term. Terms are to be staggered so that no more than two (2) Nominating Committee members' terms expire each year. Appointed members of the Nominating Committee must leave the committee for at least one (1) year before being re-appointed.

A person after completing a term as Chair shall be eligible to serve as a non-appointed member of the nominating committee if the person meets all of the following:

The Chair determines the person is a Past Chair and willing to serve as a member of the committee.

The person is actively associated with a regular service line member with membership in good standing.

The person is actively associated with a regular service line member with membership in good standing. Persons serving as a non-elected member of the Committee shall be eligible to vote on committee actions unless restricted from voting as provided elsewhere in these bylaws. The immediate Past Chair or eligible Past Chair shall not vote if another member of their voting member organization is an appointed member of the Committee and is present and eligible to vote as provided in Article VI, Section 2A of the bylaws.

A majority of the Nominating Committee shall constitute a quorum. The Immediate Past Chair shall serve as the Chair of the Committee. In the absence of the Immediate Past Chair, the Committee may choose a temporary Chair by a quorum of eligible voting members present at a meeting.

The Committee shall make nominations for the Board of Directors. The proposed slate shall be shared with the Board of Directors no later than thirty (30) days prior to the election. A slate containing the names of nominees and the posts for which they have been nominated shall be sent or mailed to each voting member, postmarked at least twenty (20) days prior to the election. Elections may be by written or electronic voting (ballot conducted at the Annual Business Meeting of the corporation and shall be decided by a majority vote. Upon request, any voting members wishing to vote by proxy may use the proxy ballot included with the slate, and deliver the ballot to the registered office of the corporation, or may send the ballot by facsimile or US Postal and postmarked on the date ballots are due. At the time of the mailing of the slate and proxy ballots, the Chair shall appoint three temporary tellers to count the ballots, one of whom shall be a member of the Nominating Committee, one of whom shall be a member of the Board of Directors, and one of whom shall be a member-at-large. The tellers shall count the votes and submit the results to the President and the Nominating Committee chairperson. The election results will be announced at the Annual Business Meeting. Ballots shall be sealed and kept for one year at the association office and be available for inspection by the membership upon request. At

each Annual Business Meeting, following a new election, a motion from the floor shall be requested to destroy the previous year's ballots.

Section 3: Reimbursement Committee

The Reimbursement Committee shall be comprised of service line member representatives who encompass providers of certified and hospice services and associate and individual members who have paid dues to participate in the certified/hospice service line. The Reimbursement Committee shall work with federal, state, and private third parties to improve contract agreements favorable to home care benefits and to work out favorable reimbursement policies. The committee shall analyze reimbursement issues, develop or adopt appropriate tools, collect data for analysis and make recommendations to the Board of Directors for publication of analysis and action to be taken.

Section 4: Public Policy Committee

The Public Policy Committee shall be comprised of service line, associate and individual members who encompass providers of home care services. The Public Policy Committee shall have the duty of monitoring the activities of federal and state government, including proposing, opposing, and supporting legislation, which has potential impact on a wide array of home care services.

Section 5: Clinical Home Health Committee

The Clinical Committee shall be comprised of service line member representative who encompass providers of certified Home Health services and associate and individual members who paid dues to participate in the certified/hospice service line. The Clinical Committee shall be responsible for determining and studying any area of concern relating to the definition and delivery of patient services, and by certified Home Health and recommending to the Board of Directors appropriate action.

Section 6: Regulatory Committee

The Regulatory Committee shall be comprised of service line member representatives who encompass providers of certified and hospice services and associate and individual members who paid dues to participate in the certified/hospice service line. The Regulatory Committee shall have the duty of monitoring the changes in the home care industry proposed or mandated by certifying or accrediting bodies.

Section 7: Private Duty Committee

The Private Duty Committee shall be comprised of service line member representatives who encompass providers of private duty services and associate and individual members who paid dues to participate in the private duty service line. The Private Duty Committee shall have the duty of addressing reimbursement issues, regulatory issues, and patient care issues, developing tools and collecting data and reporting and making recommendations to the board as it relates to the provision of private duty services.

Section 8: Home Medical Equipment/Infusion Committee

The Home Medical Equipment/Infusion Committee shall be comprised of service line member representatives who encompass providers of home medical equipment and infusion and associate and individual members who paid dues to participate in the home medical equipment/infusion service line. The Home Medical

Equipment/Infusion Committee shall have the duty of addressing reimbursement issues, regulatory issues, and patient care issues, developing tools and collecting data and reporting and making recommendations to the board as it relates to the provision of home medical equipment/infusion services.

Section 9: Palliative Care Committee

The Palliative Care Committee shall be comprised of service line member's representatives who encompass providers of palliative care service lines. The Committee shall have the duty of addressing palliative care issues and making recommendations to the board as it relates to the provision of palliative care.

Section 10: Hospice Committee

The Hospice Committee shall be comprised of service line member representative who encompass providers of certified/Hospice services and associate and individual members who paid dues to participate in the certified/hospice service line. The Committee shall be responsible for determining and studying any area of concern relating to the definition and delivery of patient services, and by hospice and recommending to the Board of Directors appropriate action.

Section 11: Bylaws Committee

The Bylaws Committee is an appointed committee with the chairperson and all members appointed by the Board of Directors.

The Bylaws Committee shall draft and present to the Michigan Home Health Association any necessary amendments and/or revisions to the Bylaws. It shall meet at least annually to review the Bylaws. Proposed Bylaw changes shall be presented to the Board of Directors.

Section 12: Ethics Committee

The Ethics Committee is an appointed committee with the chairperson and all members appointed by the Board of Directors. The chairperson shall receive and comment on issues regarding the ethical conduct of individuals, organizations and corporations that represent home care. The committee or the Board of Directors shall determine further responsibilities.

Section 13: Membership Committee

The Membership Committee focuses on current and prospective membership by assisting the Association to develop Members' needs assessment and satisfaction surveys, membership policies and member benefits, develop retention and recruitment plans and identify strategies for association growth and response to member needs and Association goals. The Membership Committee shall strive to be representative of all auspices and diversities of the association.

Section 14: Committee Membership

Membership on any standing committee is open to any representative of a service line member organization in good standing, unless otherwise noted by committee descriptions. There is no limitation to the number of committees to which a service line member organization may send a representative. Associate members may select a service line member category in which to participate in committees.

Section 15: Committee Chairperson

Each association committee shall have a chairperson appointed from and by the Board of Directors or the Chair of the Board of Directors and shall be responsible for communicating actions of the committee to the Board of Directors. Those appointed to chair the committee shall have knowledge and expertise for the committee to which they are appointed.

Section 16: Appointments

The Chair may appoint special subcommittees, task forces or ad hoc groups as may be required from time to time with the approval of the Board of Directors. All such groups formed shall be time/task limited and shall be reviewed by the Board of Directors every six (6) months to determine continued need. A special group to complete a specific project may be authorized by the committee chairperson to meet one time between regular committee meetings without Board of Directors approval.

ARTICLE VII. ADVISORY COMMITTEES

Section 1: Role of Advisory Committee

Advisory committees are appointed by the Board of Directors to perform specific duties. These committees are accountable to the Board of Directors but are not directly represented on the Board of Directors.

Section 2: Committee Chairs

Advisory committee chairs will be appointed by the Board of Directors or the Chair of the Board of Directors to conduct the business of that specific committee.

Section 3: Terms

Advisory committees shall be appointed for one (1) year terms to perform specific duties as the need arises. Members/chairpersons shall serve, at the discretion of the Board and may be re-appointed to an unlimited number of successive one year terms.

Section 4: Meeting Frequency

The meeting frequency shall be determined by the Board needs of the association but in any event each advisory committee shall meet at least twice a year.

ARTICLE VIII. GENERAL PROVISIONS

Section 1: Fiscal Year

The fiscal year of the Michigan Home Health Association shall be June 1 - May 31.

Section 2: Ballot Voting

The Board of Directors may establish by majority vote that elections shall be by electronic ballot voting for any action of the members of the Corporation required or permitted to be taken at an annual or special meeting of

members, including election of directors, may be taken without a meeting if the Corporation provides a ballot to each member that is entitled to vote on the action. The ballots must meet the following requirements:

1. It must set forth the action to be voted upon,
2. Must provide a space for the members to vote for or against,
3. Must specify a time by which the ballot must be returned which cannot be less than 20 or more than 90 days. If a ballot comes in before 20 days it is still valid but voting must be held open at least 20 days.
4. May direct Corporation staff to distribute the electronic ballot. Unless otherwise directed, the President shall supervise the voting procedure and share results with the Chair and Nominating Committee Chair.
5. The President shall communicate the results to the membership at the Annual Meeting or as determined by the Board of Directors.
6. If the ballot voting law in the State of Michigan are changed to the extent they conflict with this subsection this subsection shall be treated as if it were modified to comply with the changes to Michigan law.

Section 3. Parliamentary Authority

- A. Except as otherwise provided in these Bylaws, Robert's Rules of Order, Revised, shall govern all parliamentary questions at meetings of the Board of Directors or members.
- B. The Board of Directors may appoint a person to serve as parliamentarian and be responsible for parliamentary procedure at each Annual Business Meeting and such other meetings as deemed necessary by the Board of Directors.

Section 4: Audit

There shall be an annual audit or external financial review of finances of the Michigan Home Health Association.

Section 54: Fidelity Bond

The Board of Directors shall maintain an adequate fidelity bond covering any officer or employee responsible for the receipt and disbursement of funds or assets of the corporation.

Section 6: Dissolution

In the event of the dissolution of the corporation, the assets thereof, both real and personal, after provision for payment of discharge of all liabilities, shall not become the property of any member of the Michigan Home Health Association, but shall be distributed to such organizations as are qualified as tax exempt under the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Code.

ARTICLE IX. AMENDMENTS TO THE BYLAWS

Section 1:

Bylaws may be adopted, amended, or repealed at any meeting of the voting members by a two-thirds (2/3) vote of the membership in attendance in person or by proxy or by ballot vote; by written consent of a majority of all

of the members entitled to vote on the action, in accordance with Article VIII of the association's Articles of Incorporation which provides for membership action by written consent; or by action of the Board of Directors by majority vote at any regular or special meeting of the Board of Directors. Notice in writing of any proposed action on the Bylaws by the members shall be given to the voting members at least thirty (30) days in advance; if action is to be by the Board of Directors, notice shall be given to the Board of Directors at least thirty (30) days in advance. Action regarding Michigan non-profit corporate laws, indemnification, or any actions that will keep the association in compliance with state or federal non-profit laws may be a Board of Directors vote.

ARTICLE X. INDEMNIFICATION

Section 1: Indemnification Other Than In Actions By Or In The Corporation

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, agent or volunteer of the corporation, may be indemnified by the corporation against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had not reasonable cause to believe his contact was unlawful. The termination of any action, suit, or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, or, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2: Indemnification in Actions By Or In The Right Of The Corporation

Any person who has or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, agent, or volunteer of the corporation, may be indemnified by the corporation against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3: Expenses

To the extent that a director, officer, employee, agent or volunteer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, he may be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

Section 4: Authorization

Any indemnification under this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent or volunteer is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. Such determination shall be made: (1) by the Board of Directors by a majority vote or a quorum consisting of directors who were not parties to such action, suit or proceeding; or, (2) if such quorum is not obtainable or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel (who may be the regular counsel of the corporation) in a written opinion.

Section 5: Advancing

Expenses incurred in defending a civil or criminal action, suit or proceeding described in this Article may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the director, officer, employee, agent or volunteer to repay such amount unless suit shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized by this Article.

Section 6: Not Excluded

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a party seeking indemnification may be entitled under any bylaws, agreement, vote of disinterested director, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, agent, or volunteer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7: Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or volunteer of the corporation, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article. In the event any legal claim against a director, officer, member of a committee, employee or agent covered by any liability insurance or any other insurance, then this indemnification policy shall not apply to the extent of the insurance coverage.

ARTICLE XI. Conflict of Interest

Any member of the Board of Directors of the association who will derive any personal profit or personal gain, directly or indirectly, by reason of membership in the association, or for services to the association, shall disclose such interest to the association and shall refrain from participating in any decision on such matters. The person shall also disclose any known significant reason(s) why the transaction(s) might not be in the best interests of the association. The person's abstention from the vote and the reason for it will be recorded in the minutes of any meeting at which such matters are discussed. Each person is required to submit an annual disclosure statement.

Original Adoption: 05/18/82

Amended: 07/24/87
Amended: 07/17/89
Amended: 02/22/90
Amended: 07/20/90
Amended: 02/14/91
Amended: 08/01/91
Amended: 12/18/91
Amended: 03/10/92
Amended: 02/23/93
Amended: 02/22/94
Amended: 05/03/95
Amended: 02/07/96
Amended: 05/14/97
Amended: 05/13/98
Amended: 05/19/99
Amended: 04/17/02
Amended: 12/09/04
Amended: 06/08/06
Amended: 06/23/12
Amended: 03/12/16
Amended: 12/08/16
Amended: 12/10/2021