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# BYLAWS

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## CHAPTER I. MEMBERSHIP

### ARTICLE I. AFFILIATE ASSOCIATION

A. Membership in AHCA may be granted to any one organized group of care facilities within the confines of a state, district, territory, or possession of the United States of America in which a program of inspection, licensing, certification, or approval by one or more departments of the government is conducted. Such members shall be known as "Affiliate Associations" without reference to their origin in state, district, territory, or possession and shall enjoy equal rights within AHCA.

B. One organized group in each jurisdiction as described in paragraph A, above, shall be eligible for membership at any given time.

C. Each Affiliate Association shall require all of its Member Facilities (other than those that were members of The Alliance for Quality Nursing Home Care ("The Alliance") as of October 1, 2005) to be Member Facilities of AHCA. Each Affiliate Association shall pay dues/dues assessment to AHCA for all beds that meet AHCA dues/dues assessment criteria as set annually by the Council of States, and for which dues/dues assessment are paid to the Affiliate Association by the Member Facilities.

D. Each Affiliate Association shall, as a condition of AHCA membership, provide for disciplinary action in its Constitution and Bylaws, including suspension and termination of any Member Facility of such Association for cause. "Cause" is defined as conduct that is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interest and objectives of AHCA, including conviction or pleading guilty to any felony under federal or state law.

### ARTICLE II. MEMBER FACILITY

A. "Member Facility" shall mean a facility that is subject to a program of inspection, licensing, certification, or approval by one or more departments of the government, and for which dues/dues assessment are received by an Affiliate Association.

B. If an Affiliate Association, or an organization related to it by management or control, represents assisted living/residential care facilities and collects dues/dues assessments, fees from those facilities, the facilities shall be considered "Member Facilities."

C. Any facility that is a Member Facility of an Affiliate Association (other than those facilities that are members of The Alliance) shall, by virtue of that membership, be required to be a Member Facility of AHCA.

D. AHCA shall not recognize or provide member services to facilities that are not members of an Affiliate Association and/or that are not Member Facilities of AHCA.

E. In such states, districts, territories, or possessions of the United States of America in which no Affiliate Association exists, care facilities may become Member Facilities of AHCA through another Affiliate Association to be designated by the Board of Governors for such state, district, territory, or possession. At such time that a state, district, territory, or possession is represented by an Affiliate Association, membership in AHCA by a care facility located therein may be only through membership in said Affiliate Association.

### ARTICLE III. ASSOCIATE MEMBER

A. Associate Business Membership may be granted to individuals, corporations, partnerships, limited liability companies, and other entities that (i) supply products or services to long term care providers and (ii) will in good faith promote the objectives of AHCA as set forth in the Constitution but do not provide products or services that compete with those offered by AHCA.

1. An entity that also owns long term facilities that are eligible for AHCA/NCAL membership is only eligible for Associate Business Membership if all of the long term care facilities related to it by ownership, management, or control are members of the appropriate Affiliate Association(s).

B. Application for Associate Business Membership shall be made to the President of AHCA on forms provided by AHCA. Prescribed dues/dues assessment must be included with the application.

C. The applicant shall become an Associate Business Member upon determination by the President of AHCA that the applicant is eligible for Associate Business Membership and upon payment of the prescribed dues/dues assessment.

D. Associate Business Members shall be entitled to designate one Associate Business Member Board Representative, who will sit on the Board of Governors. Any individual Associate Business Member or representative of an Associate

Business Member in good standing shall be eligible to serve as the Associate Business Member Board Representative.

E. Associate Business Members shall be ineligible to serve as an officer or to vote in the affairs of AHCA, except in the capacity of the Associate Business Member Board Representative. No Associate Business Member may have a representative elected under Paragraph D to more than one office.

F. The Associate Business Member term shall be determined by the Associate Business Member constituency group, provided that no individual may serve in such position for a period of more than four continuous years.

G. In the event of a vacancy in the position of the Associate Business Member Board Representative, a replacement Associate Business Member Board Representative shall be appointed by the Chair. Any replacement Associate Business Member Board Representative shall serve for the remaining term of the Associate Business Member Board Representative who vacated such position.

#### **ARTICLE IV. HONORARY MEMBER**

Honorary Membership may be conferred by the Council of States on those individuals who have rendered distinguished service to the health care field or to AHCA. Honorary Members shall be ineligible to vote in the affairs of AHCA. However, they may serve on committees in a non-voting advisory capacity.

#### **ARTICLE V. FORMER CHAIRS**

In recognition of distinguished service to AHCA, former AHCA Chairs shall be made Honorary Life Members of AHCA. Such individuals will receive full benefits of membership. In order to be eligible, former AHCA Chairs must be members in good standing if they still own or operate facilities.

#### **ARTICLE VI. TERMINATION OF MEMBERSHIP**

A. Affiliate Associations seeking to disaffiliate shall meet the requirements found in the AHCA Board Policies.

B. The Board of Governors may suspend or terminate membership of any Affiliate Association or Associate Business Member for cause. The President may suspend or terminate membership of any Associate Business Member for cause, provided, however, that in the event an Associate Business Member disputes the President's determination of

cause, such Associate Business Member may appeal such determination to the Board of Governors under such procedures as are established by the Board of Governors. The decision of the Board of Governors shall be final and binding.

C. Any Affiliate Association suspended or terminated under the provision of this article may appeal to be reinstated under such terms and conditions as the Board of Governors may determine by an affirmative vote of two-thirds of those present and voting.

D. Individual Member Facility membership shall be terminated by:

1. Withdrawal from membership or termination of membership by Member Facility's Affiliate Association; or

2. Notification from the Affiliate Association that the Member Facility has been dropped from the Affiliate Association's membership.

E. Associate Business Membership shall be terminated by filing a resignation, in writing, with the AHCA President. Such resignation shall become effective as of the date filed.

F. Dues/dues assessment, refund for terminated membership: Upon termination of membership, for whatever reasons, dues/dues assessment shall not be refunded.

## **CHAPTER II. DUES/DUES ASSESSMENT**

### **ARTICLE I. DETERMINATION OF AMOUNT**

The rate of dues/dues assessment for Affiliate Associations and Associate Business Members shall be determined by a two-thirds majority vote of the Council of States at its meeting in conjunction with the annual convention of the membership of AHCA ("The Council of States Annual Meeting") and shall become effective the first day of the ensuing fiscal year and shall remain in effect until changed as provided in this Article.

### **ARTICLE II. COLLECTION**

A. Each Affiliate Association shall transmit dues/dues assessment to AHCA based on its Member Facilities.

B. Dues/dues assessment for Associate Business Members shall be due and payable directly to AHCA.

### **ARTICLE III. PAYMENT**

A. The annual dues/dues assessment for Affiliate Associations and Associate Business

Members shall be due and payable January 1<sup>st</sup> for the ensuing year, except that an Affiliate Association may select one of three calculation methods and payment schedules annually, quarterly, or modified quarterly.

1. For Affiliate Associations selecting annual dues/dues assessment calculation:

a. The Affiliate Association shall notify AHCA of its Member Facilities, together with bed counts, as of December 31<sup>st</sup> of each year. AHCA shall calculate the ensuing year's dues/dues assessment based on this membership;

b. The full annual dues/dues assessment shall be paid in full to AHCA not later than the first payment date on the schedule for Affiliate Associations choosing to pay dues/dues assessment quarterly. Affiliates not fully paid by the first quarterly payment date shall automatically be classified under the quarterly calculation plan for the balance of the calendar year;

c. Affiliates paying annual dues/dues assessment in full by the established deadline shall be entitled to take a discount, as determined annually by a majority vote of the Council of States;

d. Member Facilities newly admitted to Affiliate Association membership, other than in January of any year, shall be added to AHCA membership at no cost to the Affiliate Association during the balance of that year, unless the affiliate requests a mid-year adjustment as provided in subparagraph f;

e. Affiliate Association dues/dues assessment are calculated for renewal of Member Facilities and new Member Facilities effective on January 1<sup>st</sup> each year. Renewal members shall be defined as any Member Facility that has been a Member Facility at any time within the immediate previous twelve months;

f. If an Affiliate Association experiences extraordinary loss of Member Facilities, it may request that the Board of Governors adjust the Affiliate's current year annual dues/dues assessment to AHCA. Adjustments shall be considered by the Board of Governors only if (1) the difference in the dollar amount of the net dues/dues assessment calculation on January 1 and on July 1 of the same year is greater than that year's discount rate for states paying annually, and (2) the request for an adjustment is made, in writing, to the President of AHCA not later than July 15 for the current year.

2. For Affiliate Associations selecting quarterly dues/dues assessment calculations:

a. The Affiliate shall notify AHCA of its Member Facilities, together with bed counts, as of the first day of each quarter. Both additions and deletions of facilities shall be included in each

quarter's computation for dues/dues assessment purposes, except that during a quarter, adjustments to Member Facilities may be made at any time during that quarter with no adjustment to that quarter's dues/dues assessment calculation. AHCA shall calculate Affiliate Association dues/dues assessment for the quarter based on the Affiliate's membership at the beginning of each quarter; and

b. The quarterly computation of dues/dues assessment shall be paid in full to AHCA no later than the quarterly payment deadlines established annually by the Council of States.

3. For Affiliate Associations selecting the modified quarterly dues/dues assessment calculations:

a. The Affiliate shall notify AHCA of its Member Facilities, together with bed counts, at least forty five (45) days in advance of each quarter. Both additions and deletions of facilities shall be included in each quarter's computation for dues/dues assessment purposes, except that during a quarter, adjustments to Member Facilities may be made at any time during the quarter with no adjustment to that quarter's dues/dues assessment calculation. AHCA shall calculate Affiliate Association dues/dues assessment for the quarter based on the Affiliate's membership at the beginning of each quarter; and

b. The quarterly computation of dues/dues assessment shall be paid in full, less a discount as determined annually by the Council of States, to AHCA no later than the twentieth day of the quarter.

#### **ARTICLE IV. SUSPENSION OF SERVICES**

A. An Affiliate Association owing dues/dues assessment to AHCA, along with all its Member Facilities, shall be suspended from AHCA services if such payment remains outstanding in whole or part from the payment due date as provided for pursuant to the calculation method and payment schedule selected by the Affiliate Association in accordance with the AHCA Board Policies, unless the Board of Governors has approved, in advance, an alternate payment plan.

B. Suspension of services shall be lifted upon receipt of dues/dues assessment in arrears to AHCA.

#### **ARTICLE V. LATE PAYMENT**

A. The Affiliate Association or Associate Business Member shall be assessed a carrying charge for dues/dues assessment not received by AHCA by the appropriate deadlines.

B. The carrying charge shall be calculated weekly on the daily past due balance at an

annualized rate of one percent above the current prime rate, as set forth in the issue of *The Wall Street Journal* dated the first day of each calendar quarter.

#### **ARTICLE VI. NONPAYMENT**

A. Any Affiliate Association may be terminated for nonpayment of dues/dues assessment in accordance with the AHCA Board Policies. However, in the event an Affiliate Association disputes such termination, such Affiliate Association may appeal to the Board of Governors. The decision of the Board of Governors shall be final and binding.

B. Any associate business member may be terminated for nonpayment of dues/dues assessment in accordance with the AHCA Board Policies. However, in the event an Associate Business Member disputes such termination, such Associate Business Member may appeal to the Board of Governors. The decision of the Board of Governors shall be final and binding.

### **CHAPTER III. ANNUAL MEETINGS**

#### **ARTICLE I. CONVENTIONS**

There shall be an annual meeting of the membership at the place and on the date determined by the Board of Governors.

#### **ARTICLE II. RECOMMENDATIONS OF MEETING DATE**

Recommendations of meeting dates and sites shall be made to the Board of Governors by the AHCA President.

#### **ARTICLE III. DATE**

The annual meeting shall be held between October 1 and December 15 at a place to be designated by the Board of Governors at least three years in advance, unless extenuating circumstances require a site or date change.

### **ARTICLE IV. ANNUAL MEETINGS OF ASSOCIATE BUSINESS MEMBERS**

Annual meetings of the Associate Business Members for the purpose of designating the Associate Business Member Board Representative shall be held at a place, date, and time set by the President.

### **CHAPTER IV. OFFICERS AND THEIR ELECTION**

#### **ARTICLE I. CLASSIFICATION**

The officers of AHCA shall include a Chair, a Vice Chair and a Secretary/Treasurer elected by the Council of States.

#### **ARTICLE II. ELIGIBILITY**

At no time shall more than one of the Chair, Vice Chair and Secretary/Treasurer be elected from the same Affiliate Association or corporation to serve during the same term.

#### **ARTICLE III. NOMINATIONS**

A. All potential candidates for Chair, Vice Chair and Secretary/Treasurer shall submit the information requested by the Ethics Committee prior to the close of the nomination period. The specifics of the nomination process, the nomination period and the nature of the information requested shall be determined by the Ethics Committee. The Ethics Committee will review each potential candidate's submitted material and declare the candidate as "certified," "not certified" or "ineligible." All "certified" candidates will be placed on the ballot. Potential candidates who do not submit the information requested by the Ethics Committee in a timely manner will be deemed "ineligible." The information provided to the Ethics Committee shall be made available to the Council of States members in a timely manner.

B. Nominations may also be made from the floor in accordance with the Rules Governing the Conduct of Nominations and Elections in the following manner:

1. Nominations of candidates who fulfill the eligibility requirements may be made from the floor at The Council of States Annual Meeting. Such nominees must be subject to Ethics Committee review and certification and submit similar information as required of other nominees. "Certified" and "not certified" nominees will be placed on the ballot. Potential candidates who do not submit the information requested by the Ethics

Committee in a timely manner will be deemed "ineligible."

2. Nominations may be seconded, but do not require a second.

C. Members in the interim of a multi-year term on the Board of Governors (as described in Chapter VII, Article IV) may be nominated for the positions of Chair, Vice Chair or Secretary/Treasurer without resigning their seat on the Board of Governors. If such a nominee is elected as Chair, Vice Chair or Secretary/Treasurer, the vacancy created thereby shall be filled by a majority vote of the Board of Governors (as composed following the completion of the elections).

#### **ARTICLE IV. ELECTIONS**

Election of the Chair, Vice Chair and Secretary/Treasurer shall be held at The Council of States Annual Meeting.

1. All elections shall be by secret ballot, except where there is but one candidate for an office.

2. Election shall be by majority vote in accordance with *Robert's Rules of Order Newly Revised*. If no candidate receives a majority on the first ballot, the candidate receiving the smallest number of votes shall be dropped, and balloting shall continue until one candidate receives the majority of the ballots cast.

3. The Teller's Committee shall be comprised of the Ethics Committee Chair, the Constitution and Bylaws Committee Chair and up to four additional members from each such committee. The Chair of the Constitution and Bylaws Committee shall chair the Teller's Committee.

#### **ARTICLE V. TERM OF OFFICE**

The Chair, Vice Chair and Secretary/Treasurer shall be limited to two consecutive one-year terms in each position. Terms begin at installation at the annual meeting of AHCA.

#### **ARTICLE VI. VACANCIES IN OFFICE**

A. If the Chair becomes unable to perform the duties of the office due to death, disability, resignation, or other cause, the balance of the unexpired term shall be filled by the Vice Chair.

B. If the Vice Chair is unable or unwilling to perform the duties of the office of the Chair, the AHCA President shall call for a special in-person or electronic election by the Council of States to elect a Chair to serve the remaining portion of the unexpired term.

C. Any other vacancy in any office shall be filled by in-person or electronic election held by the Board of Governors.

#### **ARTICLE VII. REMOVAL OF OFFICERS**

A. The Board of Governors shall have the authority to terminate the tenure of any elected officer of AHCA for cause. "Cause" is defined as conduct that is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interest and objectives of AHCA, including conviction or pleading guilty to any felony under federal or state law. The Board of Governors may take disciplinary action, based on the information before it. Disciplinary action may be taken by a two-thirds vote at any meeting of the Board of Governors at which a quorum is present. In the event a member of the Board of Governors is the subject of any such contemplated action, he or she shall be ineligible to vote thereon.

B. Any officer of AHCA shall temporarily relinquish his or her official duties upon indictment, or its equivalent, for any felony under state or federal law.

C. During this period, the Chair, or in the event the Chair is indicted, the Vice Chair, shall redistribute the relinquished functions as deemed appropriate.

D. The office of such person whose tenure has been terminated shall be deemed vacant. A vacancy in the office of Chair created by an action taken pursuant to this article shall be filled by the Council of States. Any vacancy in the office of Vice Chair or Secretary/Treasurer shall be filled by the Board of Governors.

E. Should the officer be exonerated during the term of office for which the officer was elected, the officer shall be reinstated to complete the term. Should the legal proceeding take longer than the normal term of office, and a new officer is duly elected, the exonerated officer no longer has claim to the office.

#### **CHAPTER V. DUTIES OF OFFICERS**

##### **ARTICLE I. DUTIES**

The Officers may perform duties that are usual and customary to their positions and that are assigned to them through the AHCA Board Policies. The Chair serves as Chair of the Board of Governors and the Vice Chair serves in place of the Chair when the Chair is not available.

## **CHAPTER VI. EXECUTIVE COMMITTEE**

### **ARTICLE I. COMPOSITION**

The Executive Committee shall consist of the Chair, Vice Chair, Secretary/Treasurer and Immediate Past Chair. In addition to these four positions, the Board of Governors will elect one additional member from the Board of Governors.

### **ARTICLE II. DUTIES**

Under authority of the Council of States and Board of Governors, the Executive Committee shall:

1. Act in the absence of the Board of Governors and report its actions to the Board at the earliest convenience, when there is no time or opportunity to hold a meeting of the Board of Governors;
2. Set the compensation, terms, and conditions of employment for the AHCA President, subject to approval of the Board of Governors; and
3. Perform such other activities as directed by the Board of Governors.

## **CHAPTER VII. BOARD OF GOVERNORS**

### **ARTICLE I. COMPOSITION**

- A. The Board of Governors shall consist of:
1. The Chair, Vice Chair and Secretary/Treasurer of AHCA;
  2. Eight (8) at-large individuals, elected in accordance with this Chapter VII;
  3. A Not for Profit member, elected in accordance with this Chapter VII;
  4. A representative of NCAL, selected by NCAL;
  5. A representative of ASHCAE, selected by ASHCAE;
  6. An Associate Business Member, selected by the Associate Business Members, in a non-voting capacity;
  7. The Immediate Past Chair; and
  8. The President of AHCA, in an ex-officio, non-voting capacity.
- B. Each member of the Board of Governors, except the AHCA President, ASHCAE Representative, and Associate Business Member Representative, shall be the designated representative of a Member Facility of AHCA in good standing with their respective Affiliate Association and AHCA at the time of their election and shall continue to be so during their term of office. The Associate Business Member Board

Representative shall be a representative of an Associate Business Member in good standing at the time of their election and shall continue to be so during their term of office.

1. At no time shall more than one member of the Board of Governors continue to serve or be elected from the same Member Facility.

2. At no time shall any of the eight (8) at-large members and the Chair, Vice Chair, or Secretary/Treasurer be from the same Affiliate Association. If a member operates facilities in more than one state and is thus a member of more than one Affiliate Association, they must declare from the Affiliate Association in the state in which they vote in a federal election. In cases where the member feels the resulting declaration is inappropriate, the member may appeal to the Board of Governors. By majority vote, the Board of Governors can allow the member to declare from a different Affiliate Association.

3. With the exception of the Immediate Past Chair, at no time shall any of the other members of the Board of Governors be elected from the same corporation or group of affiliated entities to serve during the same term.

### **ARTICLE II. NOMINATIONS**

A. All potential candidates for an at-large seat and the Not for Profit position on the Board of Governors shall submit the information requested by the Ethics Committee prior to the close of the nomination period. The specifics of the nomination process, the nomination period and the nature of the information requested shall be determined by the Ethics Committee. The Ethics Committee will review each potential candidate's submitted material and declare the candidate as "certified," "not certified" or "ineligible." All "certified" candidates will be placed on the ballot. Potential candidates who do not submit the information requested by the Ethics Committee in a timely manner will be deemed "ineligible." The information provided to the Ethics Committee shall be made available to the Council of States members in a timely manner.

B. Nominations may also be made from the floor in accordance with the Rules Governing the Conduct of Nominations and Elections in the following manner:

1. Nominations of candidates who fulfill the eligibility requirements may be made from the floor at The Council of States Annual Meeting. Such nominees must be subject to Ethics Committee review and certification and submit similar information as required of other nominees. "Certified" and "not certified" nominees will be

placed on the ballot. Potential candidates who do not submit the information requested by the Ethics Committee in a timely manner will be deemed "ineligible."

2. Nominations may be seconded, but do not require a second.

C. Members in the interim of their two-year term (as described in Article IV) may be nominated for the positions of Chair, Vice Chair or Secretary/Treasurer without resigning their seat on the Board of Governors. If such a nominee is elected as Chair, Vice Chair, or Secretary/Treasurer the vacancy created thereby shall be filled by a majority vote of the Board of Governors (as composed following the completion of the elections).

### ARTICLE III. ELECTIONS

A. Election of members of the Board of Governors shall be held at the opening of the final day's business at the annual meeting of the Council of States.

1. All elections shall be by secret ballot, except where there is but one candidate.

2. Election shall be by majority vote in accordance with *Robert's Rules of Order Newly Revised*. If no candidate receives a majority on the first ballot, the candidate receiving the smallest number of votes shall be dropped, and balloting shall continue until one candidate receives the majority of the ballots cast.

3. The Teller's Committee shall be comprised of the Ethics Committee Chair, the Constitution and Bylaws Committee Chair and up to four additional members from each such subcommittee. The Chair of the Constitution and Bylaws Committee shall chair the Teller's Committee.

B. The Council of States shall elect the eight (8) at-large members and the Not for Profit member in the following manner:

1. Based on the staggered terms established by the election of the initial Board of Governors, four (4) of the at-large positions will be up for election each year. The Not for Profit member will be up for election every other year.

2. The four (4) at-large members shall be elected individually by majority vote in the following manner:

a. All nominees shall be on the initial ballot.

b. Each member of the Council of States shall vote for that many nominees as is equal to the number of at-large positions to be filled.

c. Any nominees who receive a majority of votes (based on how many valid ballots are voted by the Council of States) shall be deemed elected to an at-large position provided that the total number of at-large members would be less than or equal to four (4). If the total number of nominees who have received a majority of votes is greater than four (4) in the aggregate, including the initial or any subsequent vote, then the number of nominees needed to elect a total of four (4) at-large members shall be elected from the final vote and such elected nominees shall be those nominees who received the highest number of votes on the last ballot.

d. Steps (b) and (c) above shall be repeated until four (4) at-large members are elected with each successive ballot containing the names of the nominees who have not been elected; provided, however, that in the event that no nominee receives a majority of votes as determined in subsection (b) above, then the nominee who received the smallest number of votes in such tally shall be dropped from further ballots in this election and the vote prescribed in subsection (b) above shall be taken again.

3. The Not for Profit member shall be elected every other year by majority vote in the following manner:

a. All nominees shall be on the initial ballot.

b. The nominee who receives a majority of votes (based on how many valid ballots are voted by the Council of States) shall be deemed elected.

c. In the event no nominee receives a majority of votes as determined in subsection (b) above, then the nominee who received the smallest number of votes in such tally shall be dropped from further ballots in this election and the vote prescribed in subsection (b) above and this subsection shall be repeated.

### ARTICLE IV. TERM OF OFFICE

A. The eight (8) at-large members and the Not for Profit member, shall be limited to up to two consecutive two-year terms (served in any combination of such positions). Such members shall become again eligible for service on the Board of Governors after two years of non-service. Terms served prior to the initial election of the Board of Governors and partial terms shall not count toward such term limits. Those members elected to a one-year term on the initial Board of Governors shall be subject to an initial three-year term limit (the one-year initial term followed by a two-year term).

B. The term of the Immediate Past Chair will end when the following Chair's term ends.

C. The NCAL member, the ASHCAE member and the Associate Business member terms shall be determined by their respective groups, provided that no individual may serve in such position for a period of more than four continuous years. Any time served as the NCAL member will be counted against the two consecutive two-year limits for an at-large position. Such members shall become again eligible for service on the Board of Governors after two years of non-service.

D. Terms begin at installation at the annual meeting of AHCA.

#### **ARTICLE V. VACANCIES IN OFFICE**

Any vacancy on the Board of Governors other than the Chair shall be filled by in-person or electronic election held by the Board of Governors, except as noted in Chapter IV, Article VI. If the Chair resigns, he or she forfeits future service as Immediate Past Chair.

#### **ARTICLE VI. MEETINGS**

A. Regular meetings of the Board of Governors shall be scheduled by the Chair. The Board of Governors shall meet at least on a bimonthly basis.

B. A meeting of the Board may be canceled by the Chair of AHCA if such cancellation is approved in advance by a majority vote of the Board. Such vote shall be taken at a Board meeting or by electronic means and a record shall be kept of those favoring such cancellation.

C. Special, single-purpose meetings of the Board of Governors shall be called by the Chair:

1. Whenever the Chair deems it necessary;
2. Within fifteen days of having been petitioned to do so, in writing, indicating the purpose of the meeting by three or more members of the Board of Governors and said meeting shall be held within thirty (30) days of receipt of the petition;

3. An organizational meeting of the incoming Board of Governors may be held at any time following the annual meeting of AHCA at the call of the Chair of the ensuing year for the purpose of planning programs.

4. Special meetings of the Board of Governors may be held by conference call or other electronic means.

D. A majority of the members of the Board of Governors shall constitute a quorum. Each member of the Board of Governors shall have one vote.

E. There shall be no proxy voting.

F. Notice to include time, place and purpose of any meeting, other than special, single-purpose meetings, of the Board of Governors shall be delivered to its members at least twenty days prior to such meeting, such period subject to shortening or waiver upon the vote of two-thirds of its membership.

G. In accordance with applicable laws and by majority vote, the Board of Governors may convene in executive session to discuss and/or act upon confidential matters, which include but are not limited to, the negotiation/termination of contracts for goods or services; the hiring, compensation and termination of staff; the sale or purchase of real estate; and the resolution of legal issues.

#### **ARTICLE VII. DUTIES**

Under authority of the Council of States, the Board of Governors shall:

1. Be responsible for developing policy for the Association. Policies and procedures can be changed from time to time as initiated by any member of the Board of Governors. Upon the approval by a majority of the Board of Governors present and voting, the proposed change shall become immediately effective.

2. Adopt an annual budget prior to commencement of the fiscal year.

3. Hire and/or terminate the President. Evaluation of the President is the responsibility of the Executive Committee.

4. Implement policies established by the other governing bodies of AHCA.

5. Develop action plans for AHCA.

6. Have charge of the property of AHCA and shall have the responsibility to control and manage the affairs and funds of AHCA and have responsibility for contracting agreements.

7. Establish policies for the appointment of counsel and/or consultants by the President.

8. Create, consolidate, eliminate, or re-delineate as it may deem advisable, such regional organizations as are necessary to serve best the objectives of AHCA and its Affiliate Associations.

#### **ARTICLE VIII. REMOVAL AND CENSURE OF BOARD OF GOVERNORS MEMBERS**

A. The Board of Governors shall have the authority to terminate the tenure of any member of the Board of Governors of AHCA for cause. "Cause" is defined as conduct that is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interest and objectives of AHCA, including conviction or

pleading guilty to any felony under federal or state law. The Board of Governors may take disciplinary action, based on the information before it. Disciplinary action may be taken by a two-thirds vote at any meeting of the Board of Governors at which a quorum is present. In the event a member of the Board of Governors is the subject of any such contemplated action, he or she shall be ineligible to vote thereon.

B. Any member of the Board of Governors of AHCA shall temporarily relinquish his or her official duties upon indictment, or its equivalent, for any felony under state or federal law.

C. During this period, the Chair, or in the event the Chair is indicted, the Vice Chair, shall redistribute the relinquished functions as deemed appropriate.

D. The office of such person whose tenure has been terminated shall be deemed vacant. A vacancy in office created by any action taken pursuant to this Chapter shall be filled by the Board of Governors.

E. Should the member of the Board of Governors be exonerated during the term of office for which the member of the Board of Governors was elected, the member of the Board of Governors shall be reinstated to complete the term. Should the legal proceeding take longer than the normal term of office, and a new member of the Board of Governors is duly elected, the exonerated member of the Board of Governors no longer has claim to the office.

F. By a two-thirds majority vote of its membership, the Board of Governors may impose such requirements and remedies, to include removal of a member from the Board of Governors or censure of such member, on itself and its members as it may deem necessary and appropriate to address issues of conflicts of interest, ethics, attendance and other similar matters that in the sole discretion of the Board of Governors bear upon open, effective and representative governance.

## **CHAPTER VIII. COUNCIL OF STATES**

### **ARTICLE I. COMPOSITION**

A. The Council of States shall consist of one member from each Affiliate Association. Such member must represent an AHCA Member Facility in good standing or represent an Affiliate Association in good standing.

B. Alternates for the Council of States will be allowed to vote in place of the official representative.

C. No proxy voting will be allowed.

D. Affiliates shall keep the names of the primary and alternate member on file at AHCA at all times.

E. The Chair of the Board of Governors shall preside over the Council of States and shall vote only in the case of a tie.

### **ARTICLE II. MEETINGS**

A. Regular meetings of the Council of States shall be held at least two times annually (once during the annual meeting of the membership of AHCA and one other time during the year).

B. Special meetings of the Council of States shall be called at such other times as may be determined by any of the following methods:

1. At the call of the Chair of AHCA; and
2. By the Chair upon written request (stating the purpose of the meeting) of seven or more members of the Council of States.

C. A majority of the members of the Council of States shall constitute a quorum. Each member of the Council of States shall have one vote with the exception of the Chair, or in their absence, the presiding officer, who shall vote only in the event of a tie.

D. There shall be no proxy voting.

E. Notice to include time, place and purpose of any meeting of the Council of States shall be delivered to its members at least thirty days prior to such meeting, such period subject to shortening or waiver upon the vote of two-thirds of its membership.

### **ARTICLE III. POWERS**

A. The Council of States shall be vested with authority to:

1. Establish its own rules and procedures;
2. Review AHCA policy and change if deemed necessary;
3. Elect a Chair, a Vice Chair, Secretary/Treasurer, eight (8) at-large representatives and a Not for Profit representative to the Board of Governors;
4. Approve the dues;
5. Approve, modify, or disapprove amendments to the Constitution and Bylaws; and
6. Make budget and policy recommendations to the Board of Governors.

B. The Council of States will facilitate committee appointments.

C. The Council of States will report on state trends with possible national implications.

D. The Council of States will serve as a sounding board for the Board of Governors on other issues as appropriate.

## **CHAPTER IX. REGIONAL ORGANIZATION**

### **ARTICLE I. DEFINITION**

Within AHCA there shall be regions established that encompass an Affiliate Association or a number of Affiliate Associations. The regions shall coordinate and promote the objectives of AHCA within the region and shall be constituted, structured, and governed in accordance with AHCA policy.

## **CHAPTER X. COUNCIL OF AFFILIATED STATE HEALTH CARE ASSOCIATION EXECUTIVES**

### **ARTICLE I. DEFINITION, POWERS, AND DUTIES**

A. Within AHCA there shall be established a Council of Affiliated State Health Care Association Executives, which shall be known as "ASHCAE." ASHCAE shall serve as a representative body of professional long term care association executives, working in support of the goals and objectives of AHCA.

B. ASHCAE shall provide a forum for the exchange of ideas and the dissemination of information among its members. It shall devise and support programs to improve the administrative abilities and professional competence of state affiliate executive officers.

### **ARTICLE II. MEMBERSHIP**

ASHCAE membership shall consist of two categories: active association chief executives of AHCA Affiliates (voting); and honorary (non-voting) membership. Honorary membership shall be granted at the discretion of the voting membership.

### **ARTICLE III. ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE**

A. ASHCAE shall select its own leadership in accordance with its Bylaws.

1. ASHCAE will have at least a President, a Vice President, and a Secretary/Treasurer, who may serve a maximum of two consecutive, one-year terms in any one office.

2. The ASHCAE Executive Committee shall consist of at least the officers, two at-large members, and the Immediate Past President. Only voting members may serve on the Executive Committee.

3. The ASHCAE officers and Executive Committee shall perform their duties as outlined in the ASHCAE Bylaws.

B. A Nominating Committee composed of no fewer than five ASHCAE members in good standing, and chaired by the ASHCAE Immediate Past President, will be appointed each year, as provided in the ASHCAE Bylaws.

1. Members of the Nominating Committee shall not be eligible for nomination to the ASHCAE Executive Committee while serving on the Nominating Committee.

2. The ASHCAE Nominating Committee will fulfill its duties in compliance with the ASHCAE Bylaws.

### **ARTICLE IV. BYLAWS**

ASHCAE shall adopt or revise its Bylaws by two-thirds vote of its membership, and shall furnish a copy of such Bylaws to AHCA. The ASHCAE Bylaws shall not contravene the Bylaws of AHCA.

### **ARTICLE V. DUES/DUES ASSESSMENT**

ASHCAE may adopt a dues/dues assessment structure for its members and the method of collection thereof.

### **ARTICLE VI. MEETINGS AND VOTING**

A. ASHCAE shall meet at least once each year in an annual meeting that shall coincide, when possible, with the AHCA Annual Convention. Other meetings may be held as required, in accordance with the ASHCAE Bylaws.

B. A quorum at any meeting of ASHCAE shall consist of a majority of voting members.

C. Action by ASHCAE shall be taken by a majority vote of the voting members present and voting at the ASHCAE meeting. Proxy votes will be allowed upon written authorization of the voting member.

### **ARTICLE VII. ASHCAE COMMITTEES**

ASHCAE may have such committees as it deems necessary. The ASHCAE Bylaws shall govern the appointment, duties, and powers of committees within ASHCAE.

## **CHAPTER XI. PAST CHAIRS COUNCIL**

### **ARTICLE I. DEFINITION**

Within AHCA there shall be established a Past Chairs Council composed of former AHCA Chairs.

## **ARTICLE II. MEETINGS**

A meeting shall be held at least once a year. A member of the Council may be elected Chair and that Chair may submit a report annually to the Board of Governors with regard to any subject relevant to AHCA.

## **ARTICLE III. DUTIES**

The duties shall be defined by the Board of Governors.

## **CHAPTER XII. DISTINGUISHED SERVICE AWARDS**

Awards for distinguished service, in whatever form, such as the Better Life Award, may be made by the AHCA to any individual, firm, or corporation upon approval of the Board of Governors.

## **CHAPTER XIII. PARLIAMENTARY AUTHORITY**

### **ARTICLE I. RULES OF ORDER**

The rules contained in *Robert's Rules of Order Newly Revised* shall govern AHCA in all cases in which they are applicable and in which they are not in conflict with the AHCA Constitution, Standing Rules, and Policies.

### **ARTICLE II. PARLIAMENTARIAN**

The Board of Governors at its discretion may request that the President appoint a qualified parliamentarian who is conversant with the adopted parliamentary authority to serve during sessions of the Council of States.

## **CHAPTER XIV. AUTHORITY AND AMENDMENT OF CONSTITUTION AND BYLAWS**

### **ARTICLE I. AUTHORITY**

The AHCA Constitution and these Bylaws shall be binding upon Affiliate Associations, Member Facilities, and Associate Business Members in equal manner, irrespective of geographic location.

1. Regions and Affiliate Associations shall write their own bylaws and rules, but these may not be in conflict with the Constitution and Bylaws, rules, and policies of AHCA.

2. Provisions of an Affiliate Association's Constitution and Bylaws, regulations, and policies, or any act of Affiliate Associations that are

substantially contrary to provisions in the AHCA Constitution and Bylaws shall constitute grounds for suspension of voting rights of all Members Facilities of said Affiliate Association by the Board of Governors and/or Council of States.

### **ARTICLE II. INITIATING AMENDMENTS**

A. Proposals for amendments to the Constitution and these Bylaws may be initiated by the Board of Governors, Constitution and Bylaws Committee, Council of States, or by petition of any Affiliate Association, following the procedures in Article II or III herein.

B. Amendments to the Constitution and Bylaws may be introduced from the floor at any meeting of the Council of States upon: (1) their delivery to the Chair, in writing, with the documented support of at least five Affiliate Associations; and (2) the consent of the majority of the representatives present and voting.

### **ARTICLE III. PROCEDURES**

A. Proposed amendments and recommendations from an Affiliate Association may also be submitted, in writing, or by electronic means, to AHCA's President. Each proposed amendment shall be referred by the Board of Governors to the appropriate committee for study and recommendation prior to referral to the Constitution and Bylaws Committee or to the Constitution and Bylaws Committee directly if appropriate study and recommendation has been completed or further study is not deemed to be necessary.

B. Proposed amendments and recommendations from AHCA's committees and workgroups shall be submitted in writing or by electronic means to the Board of Governors. Upon approval by the Board of Governors, the amendment(s) shall be referred to the appropriate committee for study and recommendation prior to referral to the Constitution and Bylaws Committee, or to the Constitution and Bylaws Committee directly, if appropriate study and recommendation has been completed or further study is not deemed necessary.

### **ARTICLE IV. ADOPTION**

A. Bylaws. Amendments to the Bylaws may be adopted at any meeting of the Council of States upon receiving affirmative vote of a majority of the members present and voting. Bylaws amendments so adopted shall become effective immediately. Within thirty days following the meeting at which Bylaws amendments are adopted, the President shall send Affiliate Associations, by electronic mail,

notification of such Bylaw amendments, which shall also be available on the AHCA members-only web site.

B. Constitution. Amendments to the Constitution presented as specified in Article II and III of this Chapter may be voted upon at any meeting of the Council of States. Upon receiving affirmative vote of a majority of the members present and voting, amendments so adopted shall become effective immediately. Additionally, if the amendment is approved, the amended Constitution shall be sent to the Affiliate Associations by electronic means, and shall be made available on the AHCA members-only web site within thirty days.

## **CHAPTER XV. DISSOLUTION**

### **ARTICLE I. DISSOLUTION OF AHCA**

AHCA may be dissolved in accordance with the procedures prescribed in the *Ohio Not-for-Profit Corporation Act*. The Board of Governors shall approve a resolution recommending dissolution. The resolution shall then be presented to the Affiliate Associations at a regular or special meeting of the Council of States. Notice of the meeting and the proposed action shall be mailed to each Affiliate Association not less than thirty nor more than sixty days before the date of the meeting. The proposed dissolution must be approved by two-thirds of the Affiliate Associations.

### **ARTICLE II. DISTRIBUTION OF ASSETS**

If the dissolution of AHCA is approved, the Board of Governors then holding office shall distribute the assets of the Association remaining after the payment, satisfaction, and discharge, or adequate provision therefore, of all liabilities and obligations of AHCA, in accordance with the requirements of the *Ohio Not-for-Profit Corporation Act*, to one or more corporations, societies, or organizations organized and operated not-for-profit within or without the State of Ohio, which, in the judgment of the majority of the Board, shall be deemed to further the field of administration of long term care facilities.

## **CHAPTER XVI. NATIONAL CENTER FOR ASSISTED LIVING**

### **ARTICLE I. DEFINITION, POWERS AND DUTIES**

A. Within AHCA there shall be established a National Center for Assisted Living, which shall be known as NCAL. NCAL shall serve as a representative body of Affiliate Associations that represent assisted living/residential care Member Facilities.

B. NCAL shall provide a forum for the exchange of ideas and the dissemination of information among its members. It shall devise and support programs to improve the quality of life for residents in assisted living/ residential care facilities as well as program and product development for members.

### **ARTICLE II. MEMBERSHIP**

The NCAL membership shall consist of the Affiliate Associations that represent assisted living/residential care facilities and their appropriate Member Facilities. No more than one affiliate association from each state may be a part of the AHCA/NCAL federation.

### **ARTICLE III. ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE**

A. NCAL shall select its own leadership in accordance with its Bylaws and AHCA's Bylaws.

1. It will have at least a Chair, a Vice Chair, a Secretary, and a Treasurer who may serve a maximum of two consecutive, one-year terms in any one office, and who will serve as officers of NCAL's Executive Committee.

2. The NCAL Executive Committee shall consist of at least the officers, the Immediate Past NCAL Chair, Vice Chair of AHCA and the ASHCAE Vice President. Only members in good standing may serve on the NCAL Executive Committee.

3. If the AHCA Vice Chair is unable to attend a NCAL meeting, he/she may substitute another Board member.

4. The officers and Executive Committee shall perform their duties as outlined in the NCAL Bylaws.

#### **ARTICLE IV. BYLAWS**

NCAL shall adopt or revise its Bylaws in accordance with the NCAL Bylaws, and shall furnish a copy of such Bylaws to AHCA. The NCAL Bylaws shall not contravene the Bylaws of AHCA.

#### **ARTICLE V. DUES/DUES ASSESSMENT**

NCAL will recommend a dues/dues assessment structure for its members to be forwarded annually to the AHCA Council of States.

#### **ARTICLE VI. MEETINGS AND VOTING**

A. The NCAL Board of Directors shall meet at least once each year in an annual meeting as defined in NCAL's Bylaws under Section X. Other meetings may be held as required, in accordance with the NCAL Bylaws.

B. Action by NCAL shall be taken by a majority vote at all meetings where a quorum is established and as specified in NCAL's Bylaws.

#### **ARTICLE VII. NCAL COMMITTEES**

NCAL may have such committees as it deems necessary. The NCAL Bylaws shall govern the appointment, duties, and powers of committees within NCAL.