

**BYLAWS OF THE
KENTUCKY HOME HEALTH ASSOCIATION**

ARTICLE I

Name:

The name of the organization shall be the Kentucky Home Health Association (KHHA).

ARTICLE II

MISSION STATEMENT AND PURPOSES:

The Kentucky Home Health Association is an organization of providers who value the home as a therapeutic environment for the care of persons experiencing an impairment of their health and wellness. To support this value, we join together those striving to improve the availability and quality of this care with those who advocate for, establish public policy regarding, regulate and pay for care at home. Our purposes are to:

- 1) Promote care at home as a vital component of the health care delivery system.
- 2) Provide a strong unified voice to speak in all matters of concern to providers of care at home in areas of reimbursement, regulation and legislation.
- 3) Provide a mechanism to strengthen administrative and clinical capabilities of providers of care at home.
- 4) Encourage the use of standards that will enhance the quality of care at home.
- 5) Provide a mechanism for communication, planning and education relevant to providers of care at home.
- 6) Foster research and development opportunities for the advancement of knowledge to improve the delivery of care in the home.
- 7) Promote a strong positive public image for the home care industry.

ARTICLE III

SECTION I: CLASSES OF MEMBERSHIP

A. Full Membership

Any organization whose primary purpose is the delivery of direct health care services to persons in their place of residence or in an outpatient community-based setting and including home health agencies, hospices, infusion services, private duty services, and adult day health centers.

The Full Membership Class shall have the potential for at least three Sections of members which are not licensed home health agencies to include a) infusion pharmacies; b) private duty/homemaker agencies; and c) hospices; and others as determined by the Board.

B. Organizational Membership

Any organization which is interested in fostering the home care or in support of those delivering home care services but is not engaged in direct service delivery.

C. Individual Membership

Any person interested in home health services, except an individual who is an employee or a principle of an organization qualifying as a Full or Organizational Member shall not be accepted

as an individual member unless the employing agency is a current member in the appropriate class.

D. Honorary Membership

Any person recognized by the Board of Directors as having contributed distinguished services to the promotion of home health in the Commonwealth of Kentucky.

E. Questions of interpretation and application of membership class shall be decided by the Board and the Board's decision shall be final.

SECTION II: VOTING MEMBERSHIP

Full Agency Membership	8 votes
Organizational Membership	2 votes
Individual Membership	1 vote
Honorary Membership	1 vote
Discounted Sectional or Organizational Members	2 votes

Votes cast by each agency and organization shall not be split, i.e., each vote shall be identical to all other votes coming from the agency or organization.

SECTION III: MEMBERSHIP DUES

Membership dues for the Association shall be established for each class of membership by the Board of Directors. Notice of any change in dues to be assessed shall be given to the membership no less than three months prior to the date the change would go into effect.

Dues are payable on a calendar year basis. Members whose dues are delinquent by three (3) months shall be dropped.

There shall be no limitation by reason of race, creed, color, or sex from election or membership in this Association.

SECTION IV: MEETINGS

There shall be at least one regular meeting of the membership during each calendar year. This meeting shall be called the Annual Meeting; the exact date, time, and place to be designated by the Board of Directors. Additional meetings for programs and special meetings of the members for any purpose may be called also by the Board of Directors. A special meeting shall require a majority vote of the Board of Directors.

SECTION V: NOTICE OF MEETINGS

Written notification of each annual or program meeting shall be given to the membership at least thirty (30) days before such meetings. Written notification of any special meeting shall be given to the members at least seven (7) days before such meeting and shall state the purpose of the meeting.

SECTION VI: VOTE

Members of the Association shall be notified of the slate of Directors and Resolutions by mail at least six (6) weeks before the Annual Meeting. Mailed ballots are to be returned no later than two (2) weeks before the Annual Meeting.

ARTICLE IV

SECTION I: DIRECTORS (Number and Election)

The Board of Directors shall be fifteen (15) elected members in good standing. Directors shall be installed at the Annual Meeting.

SECTION II: TERM OF OFFICE AND COMPOSITION

The elected Directors shall be comprised of six (6) Regional Directors, six (6) At-Large Directors, and three (3) Sectional or Allied Directors. Regional Directors shall be elected by the entire membership from among qualified representatives of any membership class in each region. Three At-Large Directors shall be elected by the entire membership from among qualified representatives of licensed home health providers. Three At-Large Directors shall be elected by the entire membership from qualified representatives of any membership class.

Sectional Directors shall be elected by members of each qualifying Section of the Full Membership Class from among representatives of each respective Section. Allied Directors shall be chosen from individuals or groups who would help the Association fulfill its Mission and Purposes. Sectional Directors shall be phased in to replace the Allied Directors in accordance with Board policy. Allied Directors shall continue to be chosen from individuals and groups who would help the Association to fulfill its Mission and Purposes until such time as the phase in to Sectional Members is complete.

A Director is elected to a three (3) year term. One third of each Director category shall be elected annually. A Director may serve two terms consecutively. A one year absence from the Board will be required before again assuming a Board position.

SECTION III: REGIONS

Regions from which Regional Directors shall be chosen are established by the Board of Directors and may be altered at any time following action by the Board of Directors. They are as follows:

West	Purchase, Pennyrite, Green River
Southwest	Barren River, Lincoln Trail
West Central	KIPDA
East Central	Northern Kentucky, Bluegrass
Northeast	Buffalo Trace, FIVCO, Gateway, Big Sandy
Southeast	Lake Cumberland, Cumberland Valley, Kentucky River

SECTION IV: MEETINGS

The Board of Directors shall meet at least three (3) times a year. The Executive Committee shall meet or confer on an "as needed" basis to conduct the business of the Association. Special meetings shall be called by the President or at the request of twenty-five (25%) of the Directors.

SECTION V: DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have power:

- A. To direct the affairs of the Association so that its purposes shall be achieved.
- B. To designate the location of the principle office of the Association and to hold membership meetings any place in the state.
- C. To secure funds to carry out Association activities.
- D. To appoint such standing committees as it deems necessary.
- E. To approve the budget as prepared by the Finance Committee, to approve the fiscal matters, and to determine the persons to be bonded.
- F. To appoint employees and to determine the responsibilities of each.
- G. To fill any unexpired term of Directors or Officers which occurs between annual elections.

SECTION VI: QUORUM

A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum be present.

SECTION VII: ABSENCE

Any member of the Board of Directors unable to attend a meeting shall, in a letter addressed to the president or secretary, state the reason for his/her absence. If a director is absent from two consecutive meetings for reasons which the Board has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered and accepted.

SECTION VIII: REMOVAL FROM OFFICE

Directors may be removed with just cause at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of all the Board of Directors.

SECTION IX: UNEXPIRED TERMS

Unexpired terms shall be filled at the next scheduled meeting of the Board of Directors or the Executive Committee.

ARTICLE V

SECTION I: STANDING COMMITTEES

- A. The president, subject to the approval of the board of Directors, shall annually appoint members to standing and special committees as may be required by the bylaws or as he/she may find necessary.

B. The Standing Committees of this Association shall be:

1. Executive Committee: This Committee shall be composed of the elected officers and one additional member of the Board, elected by the Board, and may act for the Board of Directors as to the business necessary to be transacted between Board meetings.
2. Finance Committee: This Committee shall be composed of the Treasurer, who shall be Chairperson, and at least two (2) members of the Board and two (2) members of the Association.
3. Nominating Committee: The Committee on Nominations shall be made up of five (5) members of the Association, including three (3) persons who shall be elected in even years by the membership and installed at the Annual Meeting and two (2) persons who shall be chosen by the Board of Directors. There shall be a minimum of two (2) agency representatives on the committee. The President of the Association will appoint the Chairperson.

C. The President will appoint all Standing Committee Chairperson.

SECTION II: SPECIAL COMMITTEES

Special Committees may be appointed by the Board whenever necessary. Such committees shall be composed of five (5) Association members at least one (1) of whom shall be a member of the Board. Such committees will be dissolved when their purpose has been achieved.

Special Committees may include special interest or focus groups which may be convened for the purposes of enhancing member communications, education and participation. Such Special Committee Focus Groups shall be organized in accordance with policies determined by the Board of Directors. Eligible members shall be employees of current Full and Organizational Members and Individual Members who choose to participate. Such Special Committee Focus Groups shall have no authority or official capacity within the Association except that specified by the Board except that they may from time to time make appropriate recommendations related to Association programming and services.

ARTICLE VI

SECTION I: OFFICERS (Number and Election)

The officers of the Association shall be elected annually by the Board of Directors and shall consist of President, Vice President, Secretary and Treasurer.

SECTION II: TERM OF OFFICE

All officers shall be elected for one (1) year terms or until their successors are elected. The term of office shall become effective immediately upon installation.

SECTION III: DUTIES OF THE PRESIDENT

The president shall be the principle elective officer of the organization, shall preside at meetings of the association and of the Board of Directors and of the executive committee, and shall be a member ex-

officio, with right to vote, of all committees except the nominating committee. He/she shall also, at the annual meeting of the association and at such other times as he/she shall deem proper, communicate to the association or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the Board of Directors.

SECTION IV: DUTIES OF THE VICE PRESIDENT

The vice president may, in the order of his/her designation by the president, be delegated by the president to perform his/her duties, in the event of his/her temporary disability or absence from meetings, and shall have such other duties as the president or Board may assign.

SECTION V: DUTIES OF THE SECRETARY

The secretary shall be responsible to give notice of and attend all meetings of the association, to keep a record of all proceedings, to attest documents and perform such other duties as are usual for such official or as may be duly assigned to him/her.

SECTION VI: DUTIES OF THE TREASURER

The treasurer shall be chairman of the Finance Committee and keep an account of all moneys received and expended for the use of the association, and shall make disbursements authorized by the Board and approved by the Executive Director and such other officers as the Board may prescribe. All sums received he/she shall deposit in the bank or banks, or trust company, approved by the Board of Directors, and shall make a report at the annual meeting or when called upon by the president. Funds may be drawn only upon the signature of the treasurer or as the Board may resolve. The treasurer may appoint the Executive Director to perform such duties as the treasurer may delegate to him/her. The funds, books, and vouchers in his/her hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors.

SECTION VII: REMOVAL FROM OFFICE

Officers may be removed with just cause at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of all the Board of Directors.

SECTION VIII: COMPENSATION

Officers shall receive no compensation for their services unless authorized by the Board of Directors. The Association shall make no loans to any officer or director nor shall it guarantee the obligations of any officer or director.

ARTICLE VII

SECTION I: EXECUTIVE DIRECTOR

The administration and management of the association shall be in a salaried staff head, employed or appointed by, and directly responsible to the Board of Directors. He/she shall have the title of executive director or such other title as the Board shall from time to time designate. He/she shall be chief executive and operating officer of the association, with responsibility for the management and direction of all

operations, programs, activities, and affairs of the association, including employment and termination of employment, and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board of Directors. He/she shall have such other duties as may be prescribed by the Board.

ARTICLE VIII

SECTION I: FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE IX

SECTION I: ADOPTION

Bylaws may be amended, repealed or altered at any Association Meeting of the voting members by a majority vote of those voting or if indicated at a special meeting with previous notice of thirty (30) days.

Bylaws may also be amended, repealed or altered by action of the Board of Directors after submission of the matter to the membership for a 60 day comment period. Such action shall require an affirmative vote of two thirds of the entire Board membership. Action taken in each such case shall be binding upon the Association in the same manner as would action taken at a duly called meeting.

The Board of Directors shall determine the method for presenting the matter before the membership.

SECTION II: NOTIFICATION OF MEMBERS

The Secretary or designee shall send a copy of any amendment proposed for consideration to each voting member at their last recorded address in accordance with provision of Article IX, Section I.

ARTICLE X

SECTION I: GOVERNING AUTHORITY

This Association shall be governed by *Roberts' Rules of Order Revised* except where they conflict with these Bylaws.

ARTICLE XI

SECTION I: DISSOLUTION OF FUNDS

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all its assets solely to such group or groups organized for charitable, educational, religious or scientific purposes, as shall at that time qualify as an exempt organization or organizations under Section 501 (C) (6) of the Internal Revenue Code of 1954.

