

## BYLAWS OF THE IDAHO HEALTH CARE ASSOCIATION

This document is hereby adopted as the Bylaws of "The Idaho Health Care," hereinafter referred to as the "Association."

### **SECTION I – Objectives:**

- A. The objectives of the Association shall be:
1. To lead in the development and protection of the ability of providers to deliver, with integrity, responsive health care and other services to their clients in safe and secure environments.
  2. To fulfill its mission by representing its diverse membership on the state level, by influencing policy development on the national level through the American Health Care Association and by providing leadership, technical assistance and educational tools.
  3. To promote excellence of performance through education, development and maintenance of high standards of professional care and administration with all members.
  4. To influence state and federal policy with particular emphasis on reimbursement policy and the standards necessary for the delivery of quality patient care.
  5. To monitor trends affecting the represented membership within the state and nation and provide a forum for the exchange and dissemination of relevant information.
  6. To lead the industry in promoting public understanding of and support for principles and objectives of the Association.
  7. To encourage membership of all eligible facilities.
  8. To abide by a code of ethics established by the Board of Directors and approved by the membership.

### **SECTION II - Membership and Membership Dues:**

- A. Membership classifications in the Association shall consist of the following:
1. **FACILITY MEMBERSHIP, hereinafter referred to as "Facility Members,"** shall consist of any Skilled Nursing Facility, ICF, ~~or~~ Assisted Living Facility, **hospice agency/home health agency/home care agency** in the State of Idaho.
  2. **ASSOCIATE MEMBERSHIP, hereinafter referred to as "Associate Members,"** shall be open to all individuals, companies, corporations and associations that have a business, professional or personal interest in the field of long term health care but which do not qualify as Facility Members.
    - a. Associate Members shall enjoy all the rights and privileges of **Facility**

Members except they shall not have the right to vote or hold office in the Association nor shall they be automatic members of the American Health Care Association (AHCA) or the National Center on Assisted Living (NCAL).

- B. The amount of dues for **Facility** Members shall be established on an annual basis by the board of directors. The amount of dues for each facility shall be based on the licensed capacity of that facility. The Board of Directors can, on a case-by-case basis provide for an exception to the dues policy.
- C. Associate Member dues shall be established by the Board of Directors.
- D. Facility Membership in this Association shall constitute automatic membership in AHCA/NCAL. Exemptions may be permitted subject to AHCA/NCAL bylaws. Dues shall be collected for such membership by the Association and will be paid to AHCA/NCAL on behalf of its members. **Home health/hospice/home care members shall not be automatically enrolled in AHCA/NCAL membership.**
- E. No Facility which is owned, leased and/or operated by a multi-facility corporation, a partnership or a proprietorship shall be approved for membership in the Association unless all other facilities leased and/or operated by that corporation, partnership or proprietorship and which qualify for membership are members of the Association.

### **SECTION III- Annual Convention and Membership Meetings:**

- A. The Association shall hold an annual convention which shall be held at the site and for the time period specified in the convention call.
- B. General membership meetings, other than those held at the annual convention or regional workshops shall be convened when called under the provisions of these Bylaws.

### **Section IV - Call for Meetings:**

Meetings of the general membership and the various bodies within the Association shall be called as follows:

- A. Annual conventions of the Association shall be called by the Board of Directors.
- B. Special or general membership meetings may be called under the following conditions and criteria:
  - 1. By petition signed by at least ten (10) **Facility** Members in good standing. The petition must include the specific purpose for the call.
  - 2. By the President with approval of the Board of Directors.
  - 3. By the Board of Directors.
  - 4. All calls for specific membership meetings must include the specific reasons for the

call and meetings shall be limited only to the cited reasons.

5. Meeting calls may be modified only by the authority calling the meeting.
- C. Meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.
1. Notice of all meetings of the Board duly called shall be published with an agenda mailed to each Board member at least ten (10) days in advance of the meeting accompanied by a copy of the minutes of the previous meeting if not previously sent.

**SECTION V - Quorums:**

- A. **CONVENTION:** The Association's Annual Convention shall be considered to have a legal quorum when:
1. It is called in compliance with the Bylaws; and,
  2. At least a simple majority of the **Facility** Members in good standing (or their designated representatives) who have registered for the convention are present; and,
  3. No less than two (2) officers are present.
- B. **BOARD OF DIRECTORS:** The Board shall be considered in legal quorum when:
1. A call to meet has been made under the provisions of the Bylaws; and,
  2. The President, President Elect or such other officers and Board members, which constitute a majority of the composite members of the Board, are present.
- C. **COMMITTEES:** All duly appointed committees will be considered in quorum when a meeting is called under the provisions of the bylaws and when a simple majority of the members is present.
- D. **GENERAL MEMBERSHIP MEETINGS:** Such meetings shall be considered in quorum when a meeting is called under the provisions of the Bylaws and when a majority of **Facility** Members in good standing (or their designees) are registered for the meeting, and at least two officers of the Association are present.
- E. Committees, standing or otherwise, appointed by the President have no power to act on behalf of the Association unless directed and empowered to do so by the Board or the general membership. It is not the intention of this paragraph to prohibit officers or members under instructions or mandates of a duly constituted body of the Association from acting singularly in compliance with such instructions or mandates.
- F. **CONDUCT OF MEETINGS:** All meetings of members of this Association shall be governed by Robert's Rules of Order.
1. The President shall appoint a Parliamentary Secretary for each annual convention and membership meeting. The duties shall be to arbitrate all parliamentary

matters and differences during such meetings.

**Section VI - Geographic Regions:**

The Association shall be divided into seven (7) geographic regions which shall be Regions I, II, III, IV, V, VI, and VII. They shall be divided as follows:

- A. **REGION I** shall consist of the counties of Benewah, Bonner, Boundary, Kootenai, and Shoshone.
- B. **REGION II** shall consist of the counties of Clearwater, Idaho, Latah, Lewis and Nez Perce.
- C. **REGION III** shall consist of the counties of Adams, Canyon, Gem, Owyhee, Payette and Washington.
- D. **REGION IV** shall consist of the counties of Ada, Boise, Elmore, and Valley.
- E. **REGION V** shall consist of the counties of Blaine, Camas, Cassia, Gooding, Jerome, Lincoln, Minidoka, and Twin Falls.
- F. **REGION VI** shall consist of the counties of Bannock, Bear Lake, Bingham, Caribou, Franklin, Oneida and Power.
- G. **REGION VII** shall consist of the counties of Bonneville, Butte, Clark, Custer, Fremont, Jefferson, Lemhi, Madison, and Teton.
- H. Members from each of the three areas of the state shall elect one representative from their respective areas to serve on the Board of Directors. The North Idaho area shall consist of regions I and II. The South West area shall consist of regions III and IV. The South East area shall consist of regions V, VI and VII.

**Section VII - Officers:**

- A. Officers of the Association shall consist of the President, President Elect, Immediate Past President, Secretary and Treasurer. These officers shall also constitute the Executive Committee.
- B. The powers and duties of the officers are enumerated in the policies of the board.
- C. The terms of all officers shall be for two convention years, beginning with election at the convention and ending with the election of the successor.
  - 1. The offices of President, Immediate Past President and President Elect shall be for two convention years with these officers being elected on even-numbered years.
  - 2. The offices of Secretary and Treasurer shall be for two convention years with these officers being elected on odd-numbered years.
- D. Officers shall be nominated and elected at the Association's annual convention.
- E. Vacancies of officers of the Association caused by death, resignation or other reasons shall be filled by appointment of the Board of Directors. Such appointments shall be for the

unexpired term of the office to which appointment is made.

**Section VIII - Board of Directors:**

- A. The Board of Directors of the Association shall consist of the President who shall be chairman, President Elect, Immediate Past President, Secretary, Treasurer, one SNF Representative, one AL Representative, one ICF Representative, one MI/DD Representative, **one representative of a Home Health agency/hospice agency/Home Care agency**, and one representative from North Idaho, one representative from South West Idaho and one representative from South East Idaho.
- B. The terms of Board of Directors, who are not officers, shall be for one convention year, beginning with election at the convention and ending with the election of position successor.
- C. Vacancies in the Board of Directors caused by death, resignation or other reasons shall be filled by appointment of the Board of Directors, such appointment to be made for the unexpired term of the office to which made.
- D. Elections shall be held during annual convention, to represent the interests of each provider type at the annual convention or at meetings of the Board of Directors. One representative each shall be elected for SNF representation, AL representation, MI/DD representation, ~~and~~ ICF representation **and Home Health/Hospice/Home Care representation**.

**Section IX - Committees and Their Functions:**

- A. All Committees shall be appointed by the President.
- B. There shall be five (5) standing committees of the Association. They are: Education/Convention, Quality Improvement, SNF Legislative/Reimbursement, AL Legislative/Reimbursement, **Home Health/Hospice/Home Care Legislative/Reimbursement** and Political Action. A President's Council, composed of past Association Presidents and President Elect, shall be available to meet at the call of the President.
- C. An ad hoc Nominating Committee consisting of five (5) ~~Facility~~ Members in good standing shall be appointed by the President at least sixty (60) days prior to the annual convention. The Immediate Past President shall serve as the chairman of the ad hoc Nominating Committee. The nominating committee shall approve a slate of candidates to be on the ballot at the annual convention at least thirty (30) days prior to the convention. The board shall provide policies to the nominating committee governing the criteria and process used to approve board candidates.
- D. Such other committees as may be required may be appointed on an ad hoc basis.
- E. The President, President Elect and Executive Director are ex-officio members of all committees. Their presence or absence shall have no effect on the quorum of the

committee.

**Section X - Voting:**

**A. General:**

1. Each **Facility** Member in good standing shall be entitled to one vote at Association Membership meetings on all matters to be placed before the general membership. A regular member may designate an individual who is an employee of the membership or its ownership entity to vote at Association Membership meetings in behalf of the membership. However, no one individual may represent more than one **facility member** at the same time or cast more than one vote on any issue.
2. Only members of each provider type (SNF, MI/DD, AL, **and ICF and Home Health/Hospice/Home Care**) shall vote to elect a representative who shall represent the interests of that provider type.
3. No **Facility** Member shall qualify to vote unless dues are current according to the provisions of these Bylaws.
4. Offices in the Association shall be filled by election as described in these Bylaws. Only full voting members may cast ballots in any election for any purpose.
5. Administrative officers of corporations or chain operations may hold office if otherwise qualified according to provisions of the Constitution and these Bylaws but may not vote on matters placed before the general membership of the Association unless they are the administrator of such a member **facility** or are voting in place of such administrator. This provision shall apply only to votes cast on matters placed before the general membership of this Association and shall not apply to separate actions of the Board of Directors or duly constituted committees
6. The Board shall have the authority to conduct electronic voting utilizing email and/or web-based programs

**Section XI - Raising & Disposing of Income:**

- A. The Association shall raise funds by levy of dues or assessments, registration fees for conducting education seminars and conventions or any other means which shall be approved by the Board of Directors or the general membership in accordance with the provisions of these Bylaws and Board policies.
- B. No Association asset shall accrue directly to the benefit of any individual member.
- C. In the event of dissolution, the Board of Directors shall cause the assets of the Association to be liquidated and, after satisfaction of all indebtedness and financial obligations, shall disburse any remaining funds to a not-for-profit organization or organizations to be determined by the Board.

**Section XII - Amendments to These Bylaws:**

- A. Amendments to these Bylaws may be submitted to and voted on by the membership during any annual convention or during any membership meeting when included in the

call of such meeting.

- B.** The affirmative vote of 2/3 of ~~Facility~~ Members present or voting by proxy is required for passage of such amendments.
- C.** The procedures for submission of amendments to these Bylaws for consideration of Adoption shall be established by the Board of Directors.

**AMENDED: Jul 2019**