Wisconsin Association for Home Health Care, Inc.

Bylaws

# Article I

## Name

This corporation shall be known as the Wisconsin Association for Home Health Care, Inc., hereafter referred to as the Association.

# Article II

## Purpose

The purpose of the Association shall be to promote home health care services in order to promote, maintain, or restore health or minimize the effects of illness and/or disability. Home health care services are that component of health and social service care where in services are provided to individuals and families in their places of residence. The corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

# Article III

## Membership

**Section 1. Classification**

Membership in the association shall consist of different classes:

1. Provider Members. Consisting of organizations which, as their primary purposes, directly provide home health services or personal care services, to the sick, disabled or terminally ill in their homes (hereafter referred to as “home health care”). Each provider member shall be entitled to vote at all meetings of the members of the association and shall be eligible to serve on the board.
2. Associate Members. Consisting of organizations that provide equipment and services to home health care agencies. Associate members shall not be entitled to vote at meetings of the members of the association and shall not be eligible to serve on the board, but shall have such rights and privileges as are otherwise provided in these bylaws or determined by the Board of Directors.
3. Allied Member. Consisting of organizations with an interest in home health care services that are not otherwise eligible for provider membership. Allied members shall not be entitled to vote at meetings of the members of the association and shall not be eligible to serve on the board, but shall have such rights and privileges as are otherwise provided in these bylaws or determined by the Board of Directors.
4. Honorary Members. Consisting of persons who have distinguished themselves in furthering the purposes of the association, as determined by the Board of Directors. Honorary members shall not be entitled to vote at meetings of the members of the association and shall not be eligible to serve on the board, but shall be entitled to receive such benefits as may be prescribed by Board of Directors.

**Section 2. Eligibility and Application**

Applications for membership shall be in writing and shall provide such information with respect to the applicant as shall be prescribed by the Board of Directors. The board shall establish procedures for determining the eligibility of applicants for particular classes of membership and, consistent with these bylaws, shall determine the rights and privileges of membership classes. Membership shall commence with the approval of the application and fee by the Board of Directors or its designee and shall continue until terminated or canceled.

**Section 3. Dues**

Annual dues shall be set annually by the Board of Directors.

**Section 4. Forfeiture**

Membership in the association may be forfeited by action of a majority of the Board of Directors.

# Article IV

## Regions

**Section 1. Purpose**

Membership regions shall be identified to provide geographic representation within the association.

**Section 2. Designation**

The regions shall be determined periodically by a majority vote of the Board of Directors. The number of regions shall not be less than 3 and not be more than 5. The board shall configure the regions with the intent of achieving balance in both regional membership and agency geographical distribution.

**Section 3. Representation**

Each region shall elect an eligible member to represent the region. The representative will serve on the board of directors for the length of their term as a regional representative.

**Section 4. Responsibilities**

The board of directors may by three-quarters majority vote establish responsibilities and expectations of membership regions.

# Article V

## Meetings

**Section 1. Membership Meetings**

There shall be an Annual Business Meeting of this Association each year to be held at a time and place selected by the Board of Directors. Special meetings of the membership may be called by the Board or by a written petition of twenty-five (25) percent of the individual membership.

**Section 2. Notification**

Notice of the time, date, place and purpose of any meeting shall be delivered to all members at least 30 days in advance of the meeting.

**Section 3. Quorum and Adjournments of Meeting**

At any meeting of the membership, a minimum of twenty-five (25) percent of the individual membership of the organization shall constitute a quorum.

# Article VI

## Voting

Each individual member is entitled to one vote at any meeting of members. Casting of votes via written or electronic means is permissible except at meetings conducted in-person. In the case of an in-person meeting absentee voting through electronic, proxy or other means is prohibited.

# Article VII

## Rule of Order

Except as otherwise provided in these Bylaws or in Standing Orders established by the Board of Directors, Robert’s Rules of Order, newly Revised, shall govern all procedural matters at meetings of the Board of Directors or Members.

# Article VIII

## Fiscal Year

The fiscal year of this Corporation shall be the calendar year.

# Article IX

## Governing Documents

The Board of Directors shall establish and adopt policy and procedures for implementation of these Bylaws.

# Article X

## Officers

**Section 1. Officers of the Board of Director**

The elected officers of the Board of Directors shall be elected by the Board of Directors and shall consist of a chair, vice chair, secretary/treasurer. An immediate past chair whose board term has expired will be invited to participate on the board as a non-elected, non-voting member.

**Section 2. Election to office**

Officers shall be elected by the Board of Directors at its meeting in association with the WiAHC annual business meeting. All officers must have served as a member of the Board of Directors for a minimum of one (1) year prior to being elected.

**Section 3. Term of office and removal**

Unless otherwise determined by the Board of Directors, the elected officers shall hold office on an annual basis until their successors are elected, and may not serve more than three consecutive terms in that office. Any elected officers may be removed at any time with or without cause by the vote of two thirds (2/3) of the Board of Directors. If any office becomes vacant for any reason, the vacancy shall be filled by the Board of Directors or by special election.

**Section 4. Duties of the elected offices**

1. Chair. The chair of the Board of shall preside over meetings of the Board of Directors and perform such other acts and duties as are customarily performed by such a position or as are properly required of him or her by the board of Directors. The chair shall be voting member of all WiAHC committees.
2. Vice Chair. The vice chair shall assist the chair in the discharge of his or her duties, and shall perform such other duties as may be assigned by the chair or the Board of Directors. In the absence of the chair, the vice chair shall perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions upon the chair. The vice chair shall perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions upon the chair. The vice chair shall perform such other duties as usually pertain to the office or as are properly required by the Board of Directors.
3. Secretary/Treasurer. The secretary/treasurer shall serve as chair of the Finance Committee. He or she shall report to the Board of Directors on a periodic basis regarding the financial affairs and matters of the corporation, and shall perform such other duties as usually pertain to the office or as are properly required by the chair, by the Board of Directors, or by the executive director. They shall perform such duties as usually pertain to his or her office or as are properly required by the chair, by the Board of Directors or by the executive director.
4. Immediate Past Chair. He or she shall perform such duties as usually pertain to his or her office or as are properly requested by the chair, by the Board of Directors or by the executive director.

**Section 5. Duties of the Executive Director**

The executive director shall function at the direction and control of the Board of Directors. The executive director shall be responsible for the day-to-day operation of the corporation, and see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors.

# Article XI

## Board of Directors

**Section 1. Number, Election, Term, and Removal**

The number of Directors shall not be less than four (4) and not more than nine (9). Each region, as determined by the Board of Directors, shall elect one director. The remaining directors shall be selected by at-large elections, held during the corporation’s annual business meeting. Not more than one representative of a single provider member may serve on the board at any one time. Elected directors shall continue in office until his or her successor shall have been elected. Directors shall be elected to staggered three-year terms and hold office for a term of three (3) years or until their successors have been elected. No director shall hold office for more than two consecutive three-year terms. Any director may be removed with or without cause by the vote of 2/3 majority of the Board of Directors if they are no longer eligible to be a member of the board. The executive director serves as a non-voting member of the board.

**Section 2. Vacancies**

In case of any vacancy in the Board of Directors, a successor to fill the unexpired portion of the term may be elected by a majority of the Board of Directors or by special election.

**Section 3. Powers and Duties**

The Board of Directors shall establish overall policy, plan for the future of the organization, select an executive director and ensure financial viability of the organization.

**Section 4. Meetings**

Regular meetings of the Board of Directors shall be held at such frequency, time and place as determined by the board. All meetings of the Board of Directors, except executive sessions, shall be open to the membership.

**Section 5. Special Meetings**

Special meetings of the board may be held at any time and place upon the call of the board chair or of any two members of the Board of Directors. Written notice of the time, place and purpose of every special meeting of the board shall be given to each director by the secretary at least forty-eight (48) hours before the meeting. Notice given by mail shall meet this requirement if postmarked on the fourth day preceding the meeting.

**Section 6. Quorum and Adjournments of Meeting**

A majority of the board membership in office shall constitute a quorum for the transaction of business.

# ARTICLE XII

## Committees

**Section 1. Nominating Committee**

1. The Nominating Committee shall, in advance of annual elections for expiring offices and positions, and at the request of the Board for vacant offices and positions, recommend nominees for positions with the Association. The Nominating Committee shall, in general, attempt to identify at least two (2) candidates for vacant and expiring offices and positions.
2. The Nominating Committee shall consist of three (3) members.
3. The Immediate Past Chair shall be a non-voting member of the Nominating Committee.

**Section 2. Standing Committees**

1. The Standing Committees and their functions shall be designated by the Board of Directors and shall be listed in board policy.
2. The Committee Chairpersons shall be appointed by the Chair, unless otherwise designated, subject to the approval of the Board of Directors. The Committee Chair shall select their own committee members, unless otherwise designated, subject to the approval of the Board of Directors.

**Section 3. Other Committees**

The Board of Directors may establish, combine or dissolve such additional committees as it may deem appropriate in carrying out the functions of the organization. These Committees shall have members, duties and terms of office as shall be determined by the Board of Directors.

# ARTICLE XIII

## Indemnification of Officers, Directors, Employees and Agents

**Section 1. Definitions**

A. “Expenses” include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.

B. “Liability” includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture, fine, and reasonable associated expenses.

C. “Party” means an individual who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

D. “Proceeding” means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding which involves foreign, federal, state or local law.

**Section 2. Mandatory Indemnification for Directors and Officers.**

A.The Association shall indemnify current and former Directors and Officers for all reasonable expenses incurred in defense of a proceeding if the Director or Officer was a party because he or she is a Director or Officer of the Association, unless liability was incurred because of willful misconduct or because the person breached or failed to perform a duty he or she owes to the Association, including the duty not to derive any improper personal profit.

B. The Association’s indemnification coverage and reimbursement of related expense shall always serve as the primary indemnification coverage for all Association Directors and Officers, even if a Director or Officer elects to obtain indemnification through other means or through insurance coverage maintained by him or her.

**Section 3. Determination of Right to Indemnification.**

A. Except as noted in Section 2 and except for court ordered indemnification of Directors and Officers provided for in Section 181.0854 and 181.0855 of the Wisconsin Statutes, the right of a Director, Officer, Employee or Agent to indemnification under these Bylaws shall be determined by one of the three methods set forth below. The determination of which method will be used shall be by a majority vote of the disinterested Directors and Officers.

1. By a majority vote of a quorum of the Board of Directors consisting of Directors and Officers not at the time parties to the same or related proceedings. If a quorum of disinterested Directors and Officers cannot be obtained, then by majority vote of a committee duly appointed by the Board of Directors consisting solely of two or more Directors and Officers not at the time parties to the same or related proceedings. Directors or Officers who are parties to the same or related proceedings may participate in the designation of members of the committee.

2. By independent legal counsel selected by a quorum of the Board of Directors, or if unable to obtain such a quorum by a majority vote of the full Board of Directors, including Directors and Officers who are parties to the same or related proceedings.

3. By a panel of three arbitrators consisting of one arbitrator by the full Board of Directors, one arbitrator selected by the person or persons seeking indemnification, and one arbitrator selected by the two arbitrators previously selected.

B. The Board of Directors may, by majority vote of Directors and Officers not at the time parties to the same or related proceedings, authorize rights to indemnification and payment of expenses in addition to those provided for in this Bylaw Article above, provided that such authorization is permissible under Wisconsin Statutes.

**Section 4. Insurance.**

The Association may purchase and maintain liability insurance on behalf of an individual who is a Director, Officer, Employee or Agent of the Association, regardless of whether the Association is required or authorized to indemnify or allow expenses to the individual against the same liability under these Bylaws or applicable Wisconsin Statutes.

# ARTICLE XIV

## Amendments to the Bylaws

These Bylaws may be adopted, amended or repealed by the membership at the annual business meeting by a majority vote of those present.

# Article XV

## Disposition of Assets

In the event the Association ceases to function, all assets after all debts and outstanding liabilities have been satisfied, shall go to such non-profit organization as the Board of Directors shall select, provided that such organization has corporate purposes similar to that of the Association. Such dissolution will be in accordance with all pertaining laws of the State of Wisconsin and no remaining assets shall enure to the benefit of any private individual.