

HOME CARE ASSOCIATION OF FLORIDA

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ARTICLES AND BYLAWS

Last Revision: July 1, 2017

VISION STATEMENT

To be the foremost resource and advocate for Florida's home care industry and the patients it serves.

MISSION STATEMENT

As the voice for home care, our mission is to advance the interest and meet the needs of our members, enabling them to provide the highest quality and most cost-effective services throughout Florida.

Approved November 2008

ARTICLE I ■ NAME

The Corporation is a not-for-profit trade association known as Home Care Association of Florida. (hereinafter referred to as HCAF). (The association officially changed its name in June 2008 from the Associated Home Health Industries of Florida, Inc. (AHHIF).)

ARTICLE II ■ PURPOSE

The purposes of HCAF are to:

1. Maintain a united voice to preserve the service and educational standards necessary to deliver cost effective, high quality home and community health services; and
2. Provide to our members, in a timely fashion, complete factual information; well-designed, comprehensive management tools; and detailed assessments and analyses of future trends in a collaborative, participatory organizational structure that synergistically combines the efforts and talents of member volunteers and professional staff.

ARTICLE III ■ STRUCTURE & MEMBERSHIP

Section 1 ■ STRUCTURE

HCAF is comprised of eleven (11) regions, which geographically parallel the State of Florida's Agency for Health Care Administration's Regions.

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Section 2 ■ DUES

The Board of Directors sets the dues of the Membership.

Section 3 ■ MEMBERSHIP

Certified Provider Members in HCAF shall be licensed home health agencies that are Medicare and/or Medicaid certified providers. This category also may include those home health agencies that are pending licensure and/or related certification.

Private Duty Provider Members in HCAF shall be either (1) licensed-only home health agencies that do not accept government-funded programs as payment for their services; (2) licensed-only non-skilled home care agencies; (3) homemaker and companion companies; or (4) home care organizations that are pending licensure who do not plan to accept payments from government-funded programs.

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Associate Members are employers or individuals that are not Certified or Private Duty Providers as described above. They may be home infusion therapy companies, licensed nurse registries, durable or home medical equipment suppliers, home health agency management companies, or other vendors serving the needs of Provider Members. Associate Members have voting rights and are allowed to participate in activities and receive published information within their membership category.

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Individual Members in HCAF shall be employees of Members of HCAF. Individual Members have no voting rights but are allowed to participate in activities and receive published information within their employer's membership category.

Membership is attained when a completed HCAF membership application and dues payment is received.

Each Provider and Associate Member is allowed one vote. A chain organization, or a corporation, with more than one office in an HCAF region is encouraged to join all its offices in the HCAF region. If only one of its offices is joined, it must be its largest revenue producing office in the HCAF region.

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Fairness requires that HCAF members shall not furnish non-members with HCAF copyrighted materials. A violation of this prohibition is grounds for membership cancellation by the Board pursuant to Section 4 below.

Advisory Membership is reserved for non-voting members who are individuals or organizations of recognized professional stature within the general health care industry. These individuals are given gratuitous membership, upon approval of the Board.

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Honorary Membership is given to former HCAF members who have made a significant contribution to HCAF and the home health care industry. They receive a gratuitous, lifetime membership, upon approval of the Board.

Section 4 ■ MEMBERSHIP CANCELLATION/RE-ADMISSION

The Board of Directors may cancel membership for delinquent dues that exceed ninety (90) days, or in the event it determines that the member no longer meets HCAF membership criteria. A member may cancel its membership with a written notice sent to the administrative office of HCAF.

Any Member, which is in arrears with its dues and which voluntarily cancels its membership, or who has its membership canceled by HCAF, is obligated to pay the dues applicable for that period of time during which it was in arrears and received membership benefits even though its membership has been canceled.

Past members who wish to rejoin HCAF may do so, providing they satisfy any and all dues in arrears from their previous membership.

Section 5 ■ LIABILITY OF MEMBERS

In accordance with non-profit corporation laws, no member of HCAF shall be personally liable of any debts or obligations of HCAF by virtue of their being members of HCAF.

Section 6 ■ FISCAL YEAR

The fiscal year of HCAF begins July 1, and ends June 30.

ARTICLE IV ■ BOARD OF DIRECTORS

Section 1 ■ MEMBERS OF THE BOARD OF DIRECTORS

There are a maximum of nineteen (19) directors; one from each of HCAF's eleven (11) regions, elected by majority vote of the provider members of the region at least thirty (30) days prior to the annual meeting; four (4) officers of HCAF elected at the annual meeting by majority vote of the general membership, or upon receiving prior approval from the Board, the four (4) officers shall be elected through a vote as set forth in Article IX, and available 45 days prior to the annual meeting; one (1) member elected by the home infusion therapy company members at least thirty (30) days prior to the annual meeting; one (1) member elected by the licensed nurse registry members at least thirty (30) days prior to the annual meeting, one (1) member elected by the durable medical equipment dealers at least thirty (30) days prior to the annual meeting; one (1) member elected by the Associate members at least thirty (30) days prior to the annual meeting; one (1) member elected by the private duty provider members at least thirty (30) days prior to the annual meeting. These last five Board members are elected when their respective constituencies number at least twenty members. Members of the board take their seats at the annual general membership meeting following their election. In the event the scheduled season for the general membership meeting is changed by amendment to these bylaws, the Board may approve a schedule for elections and Board member replacement that effectively implements the new schedule.

Each member of the Board shall be an owner, or a corporate representative, of an HCAF member in good standing.

Each elected director serves one two (2) year term and may be elected to serve a second two-year term. An elected director may not serve more than two (2) consecutive full two (2) year terms; provided, however, that if there are no nominees to run for election the elected director may continue to serve past the two term limit. Even numbered region directors, the home infusion therapy companies' representative and the Associate Members' representative are elected in even years; odd numbered region directors and the licensed nurse registry and durable medical equipment dealers members' and private duty provider members' representatives are elected in odd years.

A maximum of two (2) directors may be appointed annually by the Executive Committee to serve as Advisory Directors for the Board of Directors. Advisory Directors shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Directors shall possess the desire to serve the community and support the work of the Association by providing expertise, industry insight, and professional knowledge.

A chain, affiliated organization, or corporation may have no more than three members on the Board at the same time.

Section 2 ■ REPLACING BOARD MEMBERS BETWEEN TERMS

The Board, by policy, may establish requirements for attendance at Board meetings. A director who resigns, or is absent in violation of the attendance policy, shall be replaced. The region director to fill the vacancy will be elected by the applicable HCAF region. The home infusion therapy companies, licensed nurse registries, durable medical equipment dealers, and Associate Members' representatives shall be elected by the members who belong to each respective group. The replacement director shall be elected to complete the unfinished term of the replaced director and may stand for election for two additional consecutive terms.

Section 3 ■ DIRECTOR RESPONSIBILITIES

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Directors who are not officers ~~nor Advisory Directors:~~

- Call ~~region~~ meetings concerning matters of interest to their HCAF constituencies;
- Assist in the recruitment of Members;
- Attend Board meetings, assist staff and officers at HCAF conferences and regional meetings, volunteer to serve on at least one standing committee and serve on task forces when requested; and
- Participate in HCAF membership group benefit programs wherever possible.

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ARTICLE V ■ OFFICERS & STAFF

Section 1 ■ OFFICERS

Officers are responsible to the Board of Directors and to the membership for performance of their duties.

No one Provider Member may have more than one (1) officer serving concurrently. There is to be no more than two (2) officers serving from a single ~~region~~. No one may run for election for an office unless they have served as a member of the Board of Directors within the past ten (10) years.

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The officers of HCAF are President, Vice President, Secretary, and Treasurer. The President and Vice President must be employees, or corporate representatives of provider members. Officers of the Board are elected, for a term of two (2) years, in one of two ways, as determined each year by the Board of Directors. In order to qualify to run for office a candidate must have served at least two terms as an elected member of the Board of Directors.

- The officers may be elected by fifty percent (50%) plus one of the quorum present at the general membership meeting; or
- The officers may be elected by mail or online voting. Ballots may be cast by members eligible to vote at the time the ballots are ~~released~~ to members. Elections are determined by fifty percent (50%) plus one of the ballots returned by the due date, to be eligible for counting.

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An officer may serve no more than two (2) consecutive terms. If an officer resigns or is unable to complete the term of office the Board of Directors will designate the officer's replacement.

No officer may enter into a contractual arrangement representing HCAF without prior approval of two-thirds (2/3) of a Board quorum.

Section 2 ■ DUTIES OF THE OFFICERS

President -- The President:

- Acts as the chief officer of HCAF and the Chairperson of the Board of Directors;
- Presents the annual report of HCAF to the general membership or assigns the task;
- Appoints all committee and task force chairpersons not otherwise specified by these bylaws;
- Appoints committee and task force members as stated in the bylaws; and is an ex-officio member of all task forces and committees except the nominating committee.
- Serves on the Executive Committee

Vice President -- The Vice President, in the absence of the President, performs the duties of that office.

- Serves on the Executive Committee

Secretary -- The Secretary:

- Keeps, or causes to be kept, the records of the Corporation and the Corporate seal at the principal office of the Corporation;
- Performs all duties incident to this office;

- Performs other duties assigned by the President or Board of Directors.
- Serves on the Executive Committee

Treasurer -- The Treasurer:

- Maintains oversight responsibility for all moneys and securities of the Association. No disbursement is made except by HCAF check or draft;
- Keeps, or causes to be kept, regular books of account;
- Furnishes a current financial report at each Board meeting;
- Oversees an annual audit review of the financial records by a person designated by the Board. Copies of the audit results will be available to the membership for review;
- Performs all duties incident to this office;
- Performs other duties that may be assigned by the President or Board of Directors.
- Serves on the Executive Committee

Section 3 ▪ STAFF

Executive Director -- The Board of Directors approves the job description and requirements for employment and is responsible for the supervision, direction, and annual evaluation of the Executive Director. The [Executive Committee](#) establishes the salary level and approves the expense account of the Executive Director.

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The Executive Director is an ex-officio member of all task forces and committees, except the nominating committee, but has no voting rights.

Deputy Director -- The Deputy Director:

- Answers to the Executive Director. The Executive Director is responsible for the supervision, direction, and annual evaluation of the Deputy Director;
- The Deputy Director is not a member of any committee;
- Functions as executive secretary, coordinator for HCAF's day-to-day business and as the recorder for all Board meetings.

Executive & Deputy Directors can sign contracts representing HCAF when financial obligation is involved without prior approval of the Board of Directors per fiscal policy.

ARTICLE VI ▪ COMMITTEES

Section 1 ▪ STANDING COMMITTEES

There are four (4) standing committees, all of which are open to members in good standing. The President may assign specific tasks, not mentioned below, to the appropriate committee at any time.

1. *Finance and Audit Committee* -- Consists of the Treasurer, who serves as committee Chair, the President, three (3) board members selected by majority vote of the Board and general members selected at large. The Finance Committee prepares an annual budget and recommends this budget to the Board at least thirty-five (35) days prior to the annual meeting. The final budget is subject to the approval of the Board of Directors.
2. *Leadership Development Committee* -- Consists of HCAF members selected by majority vote of the Board. The committee will:
 - Identify potential candidates and spheres of influence

- Choose a slate of qualified candidates for all positions to be filled at the general membership meeting
- Assist with orientation of new board members
- Help evaluate the board's performance.

3. *Executive Committee* -- Consists of HCAF Board Officers. The committee will:

- Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
- Any actions or business transacted by the Executive Committee will be reported back to the full Board. At any time the Executive committee could offer guidance on a particular issue or decide to defer to the full Board.

4. *Political Action Committee (PAC)*

The missions of this committee are to:

- Promote and strive for improvement of government by encouraging and stimulating home health agencies and others to take a more active and effective part in governmental affairs;
- Encourage home health agencies and others to understand the nature and actions of the government, as to important political issues, and as to the records of office holders and candidates for elective office at all levels of government;
- Assist home health agencies and others in organizing themselves for more effective political action and in carrying out their civil responsibilities; and
- Do any and all things necessary or desirable for the attainment of the objectives stated above.

Section 2 ▪ TASK FORCES

The Board of Directors, the President, or the Executive Director, may establish, from time to time, a task force for specific purposes and objectives. Unless otherwise directed by the Board, the President or the Executive Director shall appoint members and chairpersons of any task force.

ARTICLE VII ▪ MEETINGS

Section 1 ▪ BOARD OF DIRECTORS

All Board of Directors meetings are open to all HCAF members in good standing. As a courtesy, Members not currently serving on the Board who plan to attend a Board meeting are asked to notify the Deputy Director in advance so accommodations can be made. There shall be, at least, four (4) Board meetings each fiscal year, in person, or through electronic communication channels.

Special meetings of the Board may be called by the President or fifty percent (50%) plus one of the Board members seven (7) days in advance; or by twenty percent (20%) of the voting General Membership fourteen (14) days in advance.

The quorum for a Board meeting shall be fifty percent (50%) plus one.

Section 2 ▪ MEMBERSHIP

There shall be, as least, one (1) meeting of the voting members of HCAF, the date, time and place for which is set by the Board of Directors, each fiscal year. This meeting will be held in the summer and serves as HCAF's annual meeting. The Board may approve regional membership meetings.

Topics to be voted on at the meetings will be selected by the Board of Directors and notice of same shall be available to all voting members thirty (30) days prior to the meeting.

Members who are unable to attend may designate, by a written proxy, signed and dated by the member, a representative to vote in their place.

A quorum consists of thirty percent (30%) of the voting members. The quorum shall be established by tallying the number of voting members who appear on the meeting's official roll call sheet, maintained under the control of HCAF's Executive Director.

A Sergeant-At-Arms, appointed by the President, will be responsible for maintaining order and clearing the floor of anyone whose conduct is disturbing the business of the meeting

ARTICLE VIII ▪ PARLIAMENTARY AUTHORITY

Meetings shall be conducted in accordance with *Roberts Rules of Order, Newly Revised*, unless otherwise specified in these bylaws.

ARTICLE IX ▪ AMENDMENTS TO THE BYLAWS

Amendments to the bylaws shall be effected as follows:

1. Amendments recommended by the Board of Directors may be approved in one of two ways:
 - A) Proposed amendments will be available to the voting members thirty (30) days prior to the scheduled membership meeting. At the membership meeting, the amendments shall be approved by fifty percent (50%) plus one of the quorum present; or
 - B) Proposed amendments will be available to the voting members online or with an enclosed ballot and a self-addressed envelope, or faxed, with a fourteen (14) day reply or return date. Votes may be cast online, or ballots may be mailed or faxed by members to HCAF by the return date. When the votes or ballots are counted amendments shall be approved by fifty percent (50%) plus one of the votes casted or ballots returned by the return date
2. Proposed by-law changes initiated at the general membership meeting shall be approved for a vote by two-thirds (2/3) of the quorum present. The voting process shall be implemented as follows:
 - Ballots shall be available to the total voting membership online or with a self-addressed envelope within fifteen (15) working days following the membership meeting;
 - The votes shall be returned to the Deputy Director within thirty (30) working days following the general membership meeting;
 - Approval requires that fifty percent (50%) plus one of HCAF members who vote, vote yes.

ARTICLE X ▪ LIABILITY OF DIRECTORS AND OFFICERS

HCAF shall, to the extent legally permissible, indemnify each person who is, or shall have been, a Director or Officer of the corporation and the person's heirs, executors, administrators and legal representatives, against all liabilities and expenses (including judgments, fines, penalties and attorneys' fees) imposed upon or incurred by any such person in connection with, or arising out of, the defense or disposition of any action suit or other proceeding, whether civil or criminal, in which he or she may be a defendant or with which he or she may be threatened or otherwise involved, directly or indirectly, by reason of the person's being, or having been, such a Director or Officer of HCAF.

HCAF's obligation to provide indemnification shall be offset by applicable insurance coverage under a policy maintained by HCAF.

HCAF shall provide no indemnification with respect to any matter in which any such Director or Officer is judged, by a disinterested majority of the Board of Directors, to have not acted in good faith in the reasonable belief that the action was in HCAF's best interests.

ARTICLE XI • DISSOLUTION

Upon dissolution of Home Care Association of Florida, Inc., the net worth of the corporation will be distributed to certain 501 (c) qualified charities.