Iowa Alliance in Home Care
Bylaws

ARTICLE I: THE CORPORATION

SECTION I: Name - The name of the corporation is “Iowa Alliance in Home Care”. (The “Corporation”)

SECTION II: Seal – The Board of Directors (the “Board”) shall prescribe the form of the Corporation’s seal, which shall contain the full name, Iowa Alliance in Home Care, and the year and state of incorporation.

SECTION III: Fiscal & Program Year - The Corporation shall maintain July 1 through June 30 as its fiscal and program year.

SECTION IV: Registered Office - The registered office of the Corporation shall be designated by the Board.

ARTICLE II: PURPOSE

SECTION I: Purpose – The Corporation is organized to represent and to advocate for the full scope of home care providers, including home health agencies, hospice services in the home, and any health care service firms with an interest in delivering services in the home and community based environment in Iowa.

SECTION II: Mission – The mission of Iowa Alliance in Home Care is to serve as a unified voice and to promote high quality, comprehensive coordinated healthcare services for Iowans.

SECTION III: Goals – The goals of the Corporation are to inform, educate, assist and advocate for home care providers, as well as the patients, families and caregivers they serve throughout Iowa.

ARTICLE III: MEMBERS

SECTION I: Provider Membership - Membership is available to any organization that provides services or products in the home setting and which is recognized by the Iowa Alliance in Home Care as a provider of in-home services in the State of Iowa.

A provider is defined as an organization that provides in-home services or products and maintains its own budget and/or financial statement or maintains its own location or designated personnel or has its own provider number.

A provider may be part of a multi-provider organization (i.e. management corporation). For Membership purposes, the multi-provider organization can only join as one provider if the largest location (in terms of revenue) of the multi-provider organization is the single Member; but if 100% of the multi-provider organization’s providers maintain full Membership status, all providers under the multi-provider organization will be eligible for a multi-organization discount on annual provider Membership dues of 10%.

SECTION II: Associate Membership - Membership is available to any organization or institution interested in home care, but which does not meet requirements for Provider Membership.
SECTION III: Discipline or Removal of Membership - Membership may be subject to disciplinary action, suspension and/or expulsion from the organization by the Board of Directors if violation of the Code of Ethics is determined or the Member is involved in any action which is detrimental to the operations of the Corporation. (Refer to Code of Ethics) A Member’s Membership shall be automatically terminated if such Member has been found guilty of fraudulent or abusive practices by an administrative agency or court of law, or whose certification or license has been revoked, with termination effective concurrent with such event. Each Member has an affirmative duty to report any such event to the Board, in writing.

SECTION IV: A Member may end their Membership at any time through written request for termination of Membership to the Executive Director. Dues are nonrefundable.

ARTICLE IV: MEMBERSHIP DUES

All Members must pay annual dues in such amounts as determined by the Executive Committee and approved by the Board of Directors. Each Member must comply with the Membership Dues Policy to remain a Member in good standing. Members shall be terminated if renewal of dues, or arrangement of payment of dues, is not received or has not been agreed upon by September 1st of the fiscal/program year.

ARTICLE V: MEMBER MEETINGS and ACTIVITIES

SECTION I: Exercise of Member Rights – Any rights, powers, duties and activities of a Member in its capacity as a Member may be exercised by any individual duly authorized by the Member.

SECTION II: Annual Meeting of Members – An annual meeting of the Members (the “Annual Meeting”) shall be held on the date, and at the time and place, approved by the Board of Directors.

SECTION III: Special Meetings of the Members – Special meetings (each a “Special Meeting”) may be called either (a) by the Board of Directors, or (b) by request of no less than 20% of the Voting Members. Special meetings shall be held on such dates, and at the times and places, approved by the Board of Directors.

SECTION IV: Adjourned Meetings – When a meeting is adjourned to another time and place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At such adjourned meeting, the only business that shall be transacted is business that might have been transacted at the original meeting.

SECTION V: Notice – Notice of the Annual Meeting shall be given to the Members at least thirty (30) calendar days prior to date of the meeting. Special meetings may be called at the discretion of the Board of Directors. Written notice of special meetings shall be at least 10 calendar days in advance of such meeting. Emergency meetings of the Board may be called with forty-eight (48) hours advance notice. Notice shall be considered proper if sent by mail addressed to the Member’s last address in the Corporation’s records, delivered in person, or sent via email with read receipt. Notice of a meeting need not be given to any Member who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that Member.

SECTION VI: Voting Members - Provider and Associate Members are considered Voting
Members.

General Meeting ........................................ 1 Vote
Committee Meeting ....................................... 1 Vote
Board Meeting ............................................ 1 Vote

SECTION VII: Voting Procedures – Each Voting Member will be allowed one vote when electing Board Members, voting on Bylaws, etc. Voting will occur at the Annual Meeting with one (1) vote allocated to each Voting Member in attendance or by electronic ballot.

SECTION VIII: Quorum - Representation of 20% of the Membership agencies (including 2 officers) shall constitute a quorum for the transaction of business at the Membership meetings. Quorum shall be determined by the Secretary of the Board of Directors or designee.

ARTICLE VI: BOARD OF DIRECTORS

SECTION I: General Powers – The Corporation’s Board of Directors shall oversee the management, affairs, funds and property of the Corporation.

SECTION II: Election of Board Members – Voting Members shall elect the Board from a slate of candidates prepared annually by the Executive Committee. Eligible nominees for the Board (a) must be Members, or authorized representatives of Members; (b) must not have reached or must not reach the term limit during the term to which the nomination applies; (c) must be Members in good standing with all financial obligations paid to date. The then current Board may reject names or add eligible nominees to the ballot. Board of Directors shall be elected by the highest number of votes submitted by official written or electronic ballot. Ballots for the election will be distributed prior to or at the Annual Meeting, and the results of the election reported at the Annual Meeting.

In the event of a tie vote of any Board position, if neither candidate withdraws, the then current Board shall select the new Board Member from the candidates who are the subject of the tie vote.

SECTION III: Number and Composition - The Board of Directors shall be comprised of fifteen (15) Voting Members. Six (6) Members shall be selected from one of each six (6) geographic regions (“Districts”); and nine (9) shall be Members At-Large. The elected Board of Directors shall be proportionately allocated to industry segments (Proprietary, Private Duty, Government, and Facility-owned) as determined by and compared annually to the composition of the Members to ensure fair representation. Up to three (3) non-voting Advisory Members may be appointed by the Board of Directors, and are representatives of other Iowa organizations, as determined by the Board at its sole discretion. Advisory Members shall have the ability to attend Board meetings, but shall have no right to vote. Board candidates shall be twenty-one (21) years of age or older, and shall have no interest, directly or indirectly, adverse to the interests of the Corporation.

Exceptions for candidates with actual or apparent adverse interests to those of the Corporation may be allowed after full disclosure by the candidate, compliance with the Corporation’s Conflicts of Interest Policy and approval of two-thirds of the Board Members present at a Board meeting at which a quorum is present.

SECTION IV: Term. Each term shall be for two (2) years. A Board Member shall serve no more than ten (10) consecutive years. No Member shall be a candidate for re-election to the Board (a) if election to a new term would extend service beyond ten (10) years; or (b) until the expiration of one (1) year following the Member’s tenth (10th) consecutive year of office as Board Member. However, a Board Member shall hold office until his or her successor is installed at the Annual Meeting of Members and is duly qualified, unless subject to prior removal.

SECTION V: Duties: The Board of Directors shall meet four (4) times a year, one of which shall coincide with the IAHC Annual Meeting. It shall be empowered to conduct and
manage the business of the organization between general Membership meetings.

SECTION VI: Quorum: A majority of the Board, one of which shall be the President or Vice-President, shall constitute a quorum for the transaction of business. Any Member of the Board who has been absent from two (2) consecutive meetings of the Board without notification of sufficient cause may be removed from office and shall be so notified by the Board.

SECTION VII: Fiduciary Duty- A Board of Directors Member shall not be personally liable to the organization or its Members for monetary damage for breach of fiduciary duty provided the director acted in good faith, was not involved in intentional misconduct or knowingly violated the law for a transaction from which the director derived an improper personal benefit.

SECTION VIII: Board Vacancies. In the event a vacancy occurs on the Board for any reason, the Board may, in its discretion, elect to fill the vacancy. Any Board Member appointed by the Board to serve for an unexpired term created by a vacancy must meet all election criteria and Board Member criteria outlined in these By-Laws.

SECTION IX: The election sequence shall be:

ODD YEARS
1. One (1) Director elected for two (2) full year terms from each of the following Districts:
   a. Northeast
   b. Central
   c. Southwest.
2. Five (5) Directors elected At-Large for two (2) year terms

EVEN YEARS
1. One (1) Director elected for two (2) full year terms from each of the following Districts:
   a. Northwest
   b. Southeast
   c. East
2. Four (4) Directors elected At-Large for two (2) year terms.

SECTION X: Removal of Board Member.

In the event a Board Member is not fulfilling his or her duties as a Board Member or acts in a manner that is detrimental to the best interests of the Corporation, he or she may be referred to the Executive Committee for possible disciplinary action or removal.

The Board may suspend Board Members pending a final determination that cause exists for removal. Cause shall include but not be limited to (i) nonattendance at three (3) consecutive or successive Board meetings without reasonable explanation or excuse, (ii) violation/non-payment of dues as per dues policy, and (iii) violation of the IAHC Code of Conduct.

A referral of a Board Member may be made by any Board Member to the Executive Committee. The Executive Committee shall report its recommendation for any action to be taken at the next scheduled Board meeting held not less than thirty (30) days following the referral to the Executive Committee. The Board shall at such meeting take action on the recommendation of the Executive Committee.

Approval of a recommendation by the Executive Committee to remove the Board Member shall require a two-thirds (2/3) vote of the remaining Board Members present at a regular meeting or at a special meeting called for that purpose, at which a quorum is present. The individual who is the subject of the vote may attend and present his or her position before the Board on the issue of removal, but such person shall not be entitled to vote nor be
present at the time the vote is taken.

Prior to any meeting of the Board at which removal of a Corporation Board Member is to be voted upon, the affected Board Member shall be given notice of such meeting. The notice shall specify that his or her removal as a Board Member is to be voted on at such meeting.

ARTICLE VII: BOARD OFFICERS

SECTION I: The officers of the board of directors of this organization shall consist of President, Vice President, Secretary, Treasurer and Past President (if still serving on the Board). The Officers shall be elected by the Voting Members of the Board for a term of two (2) years. Officers must be Voting Members and Members of the Board of Directors for a minimum of one (1) year. Officers may be elected to three (3) successive terms, but shall not serve consecutive terms in the same office.

SECTION II: The President shall preside at all meetings of the organization and Board of Directors. The President shall be an ex-officio Member of all standing committees and shall have the general powers and duties usually vested in the office of president of an organization.

SECTION III: The Vice President shall perform the duties of the President during the President’s absence and assume the office upon resignation of the President.

SECTION IV: The Secretary shall review the minutes of all meetings of the organization and the Board of Directors and performs other duties from time to time.

SECTION V: The Treasurer shall be the Chief Financial Officer of the organization. In cooperation with the Executive Director, they shall:
1) Review monthly financial statements.
3) Oversee appropriate records regarding financial transactions;
4) Oversee preparation of required state and federal financial statements.
6) Oversee the conducting of an annual financial review.

SECTION VI: New officers shall be elected at the Board meeting following the Annual Meeting and take office at the close of the June Board meeting and shall hold office until the expiration of their terms or until resignation or removal as a Board Member of the Corporation.

ARTICLE VIII: STANDING COMMITTEES

SECTION I: Standing Committees - The President shall select Board Members to be chairpersons of the organization’s Standing Committees. The Board of Directors shall approve all selections.

a. Executive Committee

Composition. The Executive Committee shall consist of the Board's Officers.

Powers. The Executive Committee shall have the power and authority to conduct the affairs of the Corporation's Board between meetings of the Board. The Executive Committee also shall oversee responsibilities associated with the Corporation's Conflict of Interest policy. The Executive Committee will also develop and make Board recommendations regarding annual IAHC budgets and financial operations, review of annual corporate tax filings and selection of the Corporation’s auditor. The Executive Committee shall also serve as the IAHC nominating committee screening and
recommending candidates for annual Board elections.

b. Advocacy

Composition. The Advocacy Committee shall be comprised of IAHC members in good standing. The Committee Chair shall be a member of the IAHC Board. The Committee shall meet at least twice a year, once in conjunction with the IAHC State Advocacy Day.

Powers. The committee shall monitor current state and federal legislation pertaining to home care and develop appropriate strategies, develop an annual legislative agenda, monitor regulatory issues and develop appropriate strategies, monitor third-party payment issues, and develops appropriate media relations strategies.

c. Education

Composition. The Education Committee shall be comprised of IAHC members in good standing. The Committee Chair shall be a member of the IAHC Board. The Committee shall meet at least twice each year.

Powers. The committee shall develop, organize, and conduct programs and gather materials to meet the educational needs of the Membership. This committee shall also have the responsibility for planning and coordinating the Annual Meeting and other meetings as authorized by the Board of Directors. The committee may solicit assistance from outside organizations to assist in the development of educational programs specific for Membership identified needs. The committee shall identify external relationships of key importance to IAHC members, including developing strategies to solicit new IAHC members, Associate Members and sponsorship opportunities. The Committee shall identify appropriate strategies to educate payers and consumers on the benefits of home health care services.

SECTION II: Terms of Chairpersons - The appointed Chairperson serves for one (1) year and may be appointed for additional successive terms in the same position.

SECTION III: Selection of Committee Members - The President shall select committee Members from volunteers of the organization Membership. Overall committee composition is subject to review and approval by the Board.

SECTION IV: Limited Authority. No committee shall have the authority to: a. Make, alter or repeal any bylaw of the Corporation; b. Elect or appoint any Board Member, or remove any officer or Board Member; c. Submit to Members any action that requires Members’ approval; or d. Amend or repeal any resolution previously adopted by the Board.

SECTION V: Quorum - The Committee quorum shall be a simple majority of those present and voting.

ARTICLE IX: EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Executive Officer of the Corporation and shall attend all meetings of the Board. The Executive Director & CEO shall be, ex-officio without vote, a Member of all Board committees. The Executive Director & CEO, as Chief Executive Officer of the Corporation, shall have general charge and supervision over and responsibility for the day-to-day management and affairs of the Corporation. All employed, contracted or commissioned personnel of the Corporation shall be subject to the authority and supervision of the Executive Director & CEO. The Executive Director & CEO may enter and execute (in the name of and with binding effect on the Corporation),
contracts or other instruments in the regular course of business and such contracts or instruments which are not in the regular course of business which are authorized, either generally or specifically, by the Board.

ARTICLE XI: DUALITY OF INTEREST

Board Members, Officers, committee Members and employees (each an “Interested Person”) of the Corporation have a continuing duty to avoid conflicts in dealings with and on behalf of the Corporation. The Board shall keep in full force and effect a Conflicts of Interest Policy which will apply to all Interested Persons.

ARTICLE XII: AMENDMENTS

The Bylaws and the Corporation’s Certificate of Incorporation may be adopted, amended, repealed or restated by a majority vote of the Board of Directors then in office ratified by a simple majority vote of the Voting Members, subject to Quorum requirements.

These Bylaws shall be reviewed at least every two (2) by the Executive Committee.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

All meetings of the Board of Directors and committees thereof shall be conducted in accordance with The Standard Code of Parliamentary Procedure (Sturgis), Revised, except where these bylaws contain inconsistent provisions, in which case these bylaws shall prevail.

ARTICLE XIV: DISSOLUTION

Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all the assets of the organization to such organization or organizations organized and operated exclusively charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501 (e) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

President of the Board Executive Director & CEO

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Date: ___________________  Date: ___________________

Updated - Approved July 26, 2013