

# ADULT DAY HEALTH CARE COUNCIL BY-LAWS

## ARTICLE I

### ORGANIZATION

**Section 1:** **NAME** The name of this organization is the Adult Day Health Care Council, Inc. (“ADHCC”).

**Section 2:** **OFFICE** The principal office of ADHCC is to be located in the state of New York. The area in which its principal operations are to be conducted is the state of New York.

## ARTICLE II

### MEMBERSHIPS

**Section 1:** **TYPES** There shall be four (4) types of membership:

- (a) Primary memberships shall be open to voluntary, not-for-profit, public and proprietary organizations providing adult day health care services. Each primary member shall automatically become a member of the ADHCC region in which the organization operates.
- (b) Corporate memberships may be granted to businesses, agencies and organizations from related fields that are interested in furthering the objectives of the ADHCC. Corporate members shall not have voting privileges.
- (c) Honorary memberships may be granted by the Board of Directors. Honorary members shall not have voting privileges.
- (d) Associate membership may be granted to businesses, agencies, organizations and individuals interested in adult day health care issues. Associate members shall not have voting privileges.

**Section 2:** **ELIGIBILITY** Eligibility for membership shall be determined under the criteria for membership established by the ADHCC.

**Section 3:** **APPROVAL** Application for membership in any category is subject to approval by the Board of Directors or its designee. A Membership Committee, consisting of the Chairperson, Chairperson-elect, Treasurer and ADHCC Executive Director, will review and approve or, in its sole discretion, take action on all applications

for primary, corporate or associate members, including without limitation rejecting or postponing action on the application.

**Section 4: TERMINATION** Primary, associate, corporate or honorary membership in the ADHCC may be declared forfeited by a vote of two-thirds of the Board of Directors (nine of 13 members) for action/lack of action deemed contrary to the interests of the ADHCC or for cause as determined by the Board of Directors in its sole discretion. Among other things, action/inaction contrary to the interests of the ADHCC includes action/inaction that violates the ADHCC Code of Ethics or jeopardizes the image of adult day health care providers as a whole or specifically.

Three members of the Board of Directors must agree and introduce a motion at a regular or special meeting of the Board of Directors to consider the termination of a primary member.

The primary member shall be notified ten (10) days in advance of the Board of Director's meeting where the proposed termination is scheduled to be discussed.

A primary member whose termination has been proposed to the Board of Directors shall be given an opportunity to be heard and represented at the meeting of the Board of Directors when the matter is to be determined, provided however, that the Board of Directors will, in its sole discretion, make the final termination determination, and the determination shall be final and binding and shall not be the subject of challenge, appeal, or controversy, in whole or in part, in any forum.

Each member of the Board of Directors must be present at the time the termination of a primary member is discussed; a quorum of the Board of Directors must be present at the discussion of the termination of an associate, honorary, or corporate member. Members of the Board of Directors who are unable to attend any meeting to discuss termination may participate by conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

If the Board of Directors votes to terminate a member, the termination shall be effective as of the date of vote, and the prorated portion of any dues paid to the ADHCC from the date of the vote through the end of the calendar year in which the member is terminated, less any amounts due from the member to ADHCC, shall be returned to the member.

Primary, associate, or corporate membership may also be terminated automatically at the discretion of the Board of Directors for a member's failure to pay dues or for a change in status that renders the member ineligible for membership.

A member's rights/interests in the tangible/intangible property of the ADHCC and rights derived in any way from membership in the ADHCC shall cease simultaneously upon termination or resignation of the member, and neither the termination or resignation nor the cessation of rights/interests shall be the subject of challenge, appeal, or controversy, in whole or in part, in any forum.

### **ARTICLE III**

#### **MEETINGS OF PRIMARY MEMBERS**

- Section 1:** **ANNUAL MEETING** The Annual Meeting of the primary members of the ADHCC shall be held in the state of New York. The place and date for the Annual Meeting shall be determined by the Executive Committee.
- Section 2:** **SPECIAL MEETINGS** Special meetings may be held at the direction of the Executive Committee or on written petition to the Executive Committee of no less than ten (10) percent of the primary members.
- Section 3:** **NOTICE** Notice of the time and place of the Annual Meeting and of special meetings that may be called shall be given by the Secretary by mailing, or delivering a written notice thereof, to the primary members not less than ten (10) days prior to such meeting. The reason for a special meeting shall be stated in the notice.
- Section 4:** **QUORUM** At all meetings, there shall be present in person at least ten (10) percent of the primary members in order to constitute a quorum for the transaction of business except insofar as otherwise prescribed by law.
- Section 5:** **VOTING** Each primary member of the ADHCC in good standing shall be entitled to one vote. A member in good standing for voting purposes shall be current in dues and assessment obligations to the ADHCC and satisfy any other criteria established by the Board of Directors.

Corporate, honorary and associate members may have voice but may not vote.

## ARTICLE IV

### EXECUTIVE COMMITTEE/BOARD OF DIRECTORS

**Section 1:**     **MANAGEMENT** The general business of the ADHCC shall be managed by the Executive Committee. Major policy decisions shall be made by action of the Board of Directors.

**Section 2:**     **COMPOSITION** The Executive Committee shall consist of the Chairperson, Chairperson-elect, Secretary, Immediate Past Chairperson, Treasurer, President of the New York Association of Homes and Services for the Aging (NYAHSA), and the ADHCC Executive Director. The President of NYAHSA and the ADHCC Executive Director will not have voting rights.

The Board of Directors shall be comprised of the Executive Committee and eight Regional Representatives. A Regional Representative may be defined as one elected representative from each of the eight designated regions.

During any term of office, no more than one employee of an organization or of affiliated organizations may serve as a member of the Executive Committee or as a Regional Representative.

**Section 3:**     **TERMS** The terms of office of the Executive Committee shall be the following:

The Chairperson shall serve one year as such and one year as Immediate Past Chairperson.

The Chairperson-Elect shall serve one year on the Executive Committee followed by one year as the Chairperson and one year as Immediate Past Chairperson.

The Secretary, Treasurer, and eight Regional Representatives shall serve one year.

The ADHCC Council Executive Director shall serve as prescribed in the Management Contract with NYAHSA.

Except for prior resignation or other termination, each Chairperson shall hold office for the term to which elected. The term shall begin on January 1 of the calendar year following the election and shall end on December 31 at the end of their individual term.

Vacancies occurring on the Board of Directors may be filled by a vote of a majority of the Board of Directors, provided that a quorum exists. A new Board member appointed to fill a vacancy caused by resignation, removal or death shall hold office until a successor is duly elected and takes office.

Any member of the Board of Directors may resign at any time by giving written notice to the Executive Committee, the Chairperson, or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt and the acceptance of the resignation shall not be necessary to make it effective.

- Section 4: ELECTION** Except as otherwise provided in these By-laws, the Executive Committee and Regional Representatives of the ADHCC shall be elected annually, in December. Except as otherwise provided in these By-laws, the Executive Committee shall be elected by the full membership via a mail-in ballot, and will be installed January 1st after the previous December elections. The Regional Representatives shall be elected by their regional membership via a mail-in ballot, and will be installed January 1st after the previous December election.
- Section 5: REGULAR MEETINGS** The Board of Directors shall meet at least four times annually. Additional meetings of the Executive Committee and/or the full Board of Directors may occur at any time, pursuant to due notice.
- Section 6: SPECIAL MEETINGS** Special meetings may be held whenever the Chairperson shall deem the same necessary or advisable, or on the written petition of the Executive Committee. The Chairperson may, in an emergency situation, convene the Executive Committee on twenty-four (24) hours notice.
- Section 7: NOTICE** Except as otherwise provided in these By-laws, notice of the time and place of meetings of the Executive Committee and/or the Board of Directors shall be given by mailing or delivering a written notice thereof to the members of the Executive Committee/Board of Directors not less than ten (10) days prior to such meeting. The reason for the meeting will be stated in the notice.
- Section 8: QUORUM** At all meetings of the Executive Committee and/or the Board of Directors, there shall be present in person at least one-third of the membership of the assembled body in order to constitute a quorum for the transaction of business, except insofar as otherwise prescribed by law or these By-laws.
- Section 9: PROXIES** No voting by proxy shall be permitted at a meeting of the Executive Committee or the Board of Directors.
- Section 10: ATTENDANCE** Two consecutive, unexcused absences by a Executive Committee or Board of Directors member shall result in the position being vacated.
- Section 11: CONFERENCE CALLS** Meetings of the Executive Committee may occur by conference telephone. Any one or more members of the Executive Committee or any Committee thereof may participate in a meeting of such Executive Committee

or committee, as the case may be, by means of a conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

**Section 12: ACTION BY THE BOARD** Unless otherwise required by law or these By-laws, the vote of a majority of the Board of Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors. Each member of the Board of Directors who is present shall have one vote.

**Section 13: REMOVAL** Any member of the Executive Committee and/or the Board of Directors may be removed with cause at any time by the affirmative vote of the majority of the Board.

## **ARTICLE V**

### **ELECTED OFFICERS**

#### **Section 1: DUTIES OF THE ELECTED OFFICERS**

- (a) **CHAIRPERSON** The Chairperson shall preside at all meetings of the Executive Committee, the Board of Directors, and the ADHCC. The Chairperson shall enforce all By-laws and regulations of the ADHCC. The Chairperson shall be an ex-officio member of all committees for a period of one year. The Chairperson will appoint all committee chairpersons with the exception of the Nominating Committee Chairperson and one co-chairperson of the Strategic Planning Committee. The Nominating Committee Chairperson shall be the Immediate Past Chairperson. The Chairperson-elect shall serve as a co-chair of the Strategic Planning Committee. The Chairperson shall also represent the ADHCC on NYAHSAs Public Policy Committee.
- (b) **CHAIRPERSON-ELECT** The Chairperson Elect shall perform the duties of the Chairperson when absent, or vacant until a successor is elected and shall perform such other duties as assigned by the Chairperson, the Executive Committee, or the Board of Directors. The Chairperson-elect shall serve as co-chairperson of the Strategic Planning Committee and shall be a member of the Membership Committee.
- (c) **SECRETARY** The Secretary shall keep or cause to be kept all official correspondence of the ADHCC and the minutes of all meetings of the ADHCC. When authorized by the Executive Committee, or the Board of Directors, the Secretary shall cause to be sent notices of all meetings, affix the corporate seal to all instruments requiring it, and shall keep or cause to

be kept such other records and shall perform such other duties as may be assigned by these By-laws or the Chairperson.

- (d) **TREASURER** The Treasurer shall perform or cause to perform all duties incident to the Office of Treasurer and such duties assigned from time to time by the Chairperson of the Board. The Treasurer shall be a member of the Membership Committee.
- (e) **IMMEDIATE PAST CHAIRPERSON**  
The Immediate Past Chairperson of the ADHCC acts as a resource to the Executive Committee and performs duties as outlined by the Executive Committee. The Immediate Past Chairperson shall serve as the Chairperson of the Nominating Committee.

**Section 2: ELECTED REGIONAL BOARD MEMBERS**

- (a) **REGIONAL REPRESENTATIVES**  
Regional Representatives represent the ADHCC members of their specific geographical location. Regional Representatives must be a designee of a primary member of the ADHCC in good standing. Regional Representatives are responsible for communicating information to and from the Board of Directors, and for bringing to the attention of the Board of Directors membership issues and concerns. The Regional Representatives are responsible for informing their regional members of any recommendations made by the Board of Directors and communicating to the Board of Directors any response of the regional members. Regional Representatives serve as committee chairs or co-chairs and accept assignments from the Executive Committee, the Board of Directors and their regional membership.

No Regional Representative shall have the authority to take any action that would commit the ADHCC to any contract, obligation or other course of action, without prior approval of the Executive Committee, except transactions within the regular and ordinary course of business and which are also within that portion of the budget duly allocated to, and authorized for, the use of a particular region. No region shall publicly announce, publish or declare any action, which purports to establish any policy of the ADHCC, unless and until it has been submitted to and approved by the Executive Committee. Each region shall work closely with the ADHCC Director in the preparation of the regional agenda and in the execution of regional work in order that the total work of the ADHCC shall be coordinated and effectively progressed.

## **ARTICLE VI**

### **APPOINTED BOARD MEMBERS**

#### **ADHCC EXECUTIVE DIRECTOR**

The ADHCC Executive Director shall perform duties as outlined in the Management Contract with NYAHSAs. The ADHCC Executive Director shall serve at the discretion of the Board of Directors and the President of NYAHSAs.

#### **PRESIDENT OF NYAHSAs**

The President of NYAHSAs acts as a representative of the NYAHSAs Board of Directors and as a resource to the Board on issues that arise within the long term care continuum that may impact adult day health care.

## **ARTICLE VII**

### **COMMITTEES**

**Section 1: STANDING COMMITTEES** The standing co-committees of the Board shall be the Strategic Planning Committee chaired by the Chairperson-Elect), Membership Committee, Conference and Education Committee, Nominating Committee (chaired by the Immediate Past Chairperson) and Awards Committee. With the exception of the Nominating Committee, all standing committees shall be headed by Chairpersons or Co-chairpersons appointed by the ADHCC Chairperson. No committee shall have the authority to take any action that would commit the ADHCC to any contract, obligation or other course of action, without prior approval of the Executive Committee, except transactions within the regular and ordinary course of business and which are also within that portion of the budget duly allocated to, and authorized for, the use of a particular committee. No committee shall publicly announce, publish or declare any action, which purports to establish any policy of the ADHCC, unless and until it has been submitted to and approved by the Executive Committee. Each committee shall work closely with the ADHCC Executive Director in the preparation of its agenda and in the execution of the committee's work in order that the total work of the ADHCC shall be coordinated and effectively progressed.



(a) **STRATEGIC PLANNING/MARKETING COMMITTEE** The ADHCC Board of Directors shall serve as the Strategic Planning Committee. The Strategic Planning Committee shall be responsible for developing and maintaining the short and long term goals of the ADHCC. It shall be responsible for maintaining a publicity campaign for adult day health care services as well as the ADHCC's representation of adult day care services.

(b) **PUBLIC POLICY COMMITTEE** The ADHCC Board of Directors shall serve as the Public Policy Committee. The Public Policy committee shall be responsible for advocating on public policy issues affecting members. It shall develop policy proposals and respond to legislation and regulations. In the fall of each year, and in advance of the opening of the legislative session, the ADHCC will solicit members for their public policy concerns/recommendations and use these concerns/recommendations in the development of the public policy agenda for the organization.

(c) **CONFERENCE & EDUCATION COMMITTEE** The Conference & Education committee shall be responsible for providing input to the ADHCC annual conference and for developing educational programs for members.

(d) **NOMINATING COMMITTEE** The Nominating Committee shall be responsible for soliciting and verifying nominations for vacancies on the ADHCC's Board of Directors. It shall coordinate ADHCC elections.

(e) **MEMBERSHIP COMMITTEE** The Membership Committee shall be responsible for reviewing and acting on applications for primary, associate, or corporate members and for accepting, rejecting or postponing action on such applications. The Membership Committee will consist of the Chairperson, Chairperson-elect, Treasurer and ADHCC Executive Director. As part of this process, the Membership Committee may, in its sole discretion, discuss the application with the Regional Representative for the region in which the applicant is located. The Membership Committee may meet by telephone, either as a group or via a conversation with the ADHCC Executive Director or may present their opinion/vote via e-mail after the relevant facts of the proposed membership have been presented to them. The ADHCC Executive Director will be responsible for communicating the decision of the Membership Committee to the prospective member. If an application is postponed or rejected, the prospective member may be invited to reapply after one year. The determinations made by the Membership Committee are final and binding on the applicant and are not subject to challenge or appeal or controversy, in whole or in part, in any other forum.

**Section 2: SPECIAL COMMITTEES AND TASK FORCES** Special committees and task forces may be created and dissolved as deemed necessary in the sole discretion of the Chairperson.

**Section 3:** **TERMS** Membership on all committees shall be approved by the Chairperson annually, and committee members shall serve at the pleasure of the Chairperson, unless sooner terminated.

## **ARTICLE VIII**

### **FINANCES**

- Section 1: DUES** The Board of Directors shall determine the amounts and terms of dues for primary, corporate and associate members. Honorary members shall not pay dues.
- Section 2: PAYMENT OF DUES** A member in good standing must be current in dues payment. Primary, corporate or associate members in arrears beyond a reasonable time will have their cases presented to the Executive Committee for action.
- Section 3: EXPENSES** No elected officer, Regional Representative, primary member or representative thereof shall receive salary, wages or other form(s) of compensation from the ADHCC. They may, at the discretion of the Board of Directors, be reimbursed for out-of-pocket expenses incurred while engaged in authorized business of the ADHCC.
- Section 4: FINANCES** The Executive Committee directs the ADHCC financial decisions.

## **ARTICLE IX**

### **AMENDMENTS TO BYLAWS**

These By-laws may be amended at any meeting of the primary members by a majority vote of those primary members present. Proposed amendments must be submitted in advance of any meeting of the primary members.

## **ARTICLE X**

### **INDEMNIFICATION**

To the full extent authorized by law, the ADHCC shall indemnify any person made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that such person, his/her testator, or his/her intestate, is or was a director or officer of the ADHCC. The ADHCC may, in the discretion of the Board of Directors, indemnify members and ADHCC employees to the full extent authorized by law.

## ARTICLE XI

### **EFFECTIVE DATE**

These By-laws shall become effective, as amended, on the 16<sup>th</sup> day of October 2008.

## ARTICLE XII

### **MISCELLANEOUS**

**Section 1: GENDER and NUMBER** All nouns and pronouns herein, and an variation thereof, shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

**Section 2: HEADINGS** All headings, titles and captions contained in these bylaws are inserted only as a convenience and for reference, and in no way define, limit or extend the intent of any provision thereof.

## **ATTACHMENT A**

### **CODE OF ETHICS**

To be provided to each new member after adoption by the membership at the annual membership meeting in October 2001 and to be included in an updated copy of the By-laws provided to all current members after adoption.

As a member of the Adult Day Health Care Council (ADHCC), the \_\_\_\_\_ joins with other ADHCC members in a mutual commitment to the continuation of adult day health care in New York as a means of meeting the ever-growing needs of the frail elderly, chronically ill and disabled adults and their caregivers.

As an organization the \_\_\_\_\_ is committed to providing quality care to the individuals we serve, to operating with integrity in all of our activities, and to conforming to all applicable laws and regulations to the best of our ability.

We each have a responsibility to each of the individuals we serve to help them live full lives with dignity and self-respect. We are committed to fostering continuous quality management within our organization, to respecting confidentiality and to prohibiting unlawful discrimination in the acceptance of individuals for care, in the delivery of services, and in the selection and retention of personnel.

We agree to abide by this Code of Ethics and we understand that membership in the ADHCC may be declared forfeited by a vote of two-thirds of the Board of Directors for conduct deemed contrary to the interests of the ADHCC or for cause as determined by the Board of Directors and that the determination by the Board of Directors and deliberations or discussions relating to the determination are final and binding and are not subject to challenge, attack or controversy in any other forum.

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