



AMENDED AND RESTATED BYLAWS (2015)

OF

CALIFORNIA ASSOCIATION FOR HEALTH SERVICES AT HOME a California nonprofit mutual benefit corporation

ARTICLE I

ASSOCIATION

Section 1.01 **Name.** The name of this corporation shall be the California Association for Health Services at Home (the "Corporation").

Section 1.02 **Offices.**

(a) **Principal Office.** The Board of Directors shall fix the location of the principal executive office of the Corporation at any place within the State of California.

(b) **Change of Address.** The Board of Directors ("Board") may change the principal office from one location to another. Any change in this location shall be noted by the Secretary on these Bylaws opposite this Section or this Section may be amended to state the new location.

(c) **Other Offices.** The Board of Directors may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

Section 1.03 **Objectives and Purposes.** The purposes for which the Corporation is formed are:

(a) The Corporation is organized to promote the expansion of quality home care; to foster high standards of practice in home care; to initiate, sponsor, promote and carry out plans, policies and activities, including research, educational programs, workshops in the field of home care and to engage in any other activities appropriate to the accomplishment of the foregoing objectives; to make its services available without discrimination as to race, color, creed or national origin; to interpret the objectives of home care services programs under state and federal laws and to collaborate with all interested parties involved in home care services programs.

(b) To engage in vigorous representation of Members at all levels of government.

(c) To promote and seek to maintain maximum flexibility for Member governance and management in legislation and regulation at all levels of government.

(d) To establish, publish and support acceptance of Corporation policy statements at all levels of government and within the private sector.

(e) To actively participate in the system of planning at all levels of government to insure effective substance and fair procedures by which planning activity is accomplished.

(f) To engage in all other lawful activities and operations usually and normally engaged in by a business league.

(g) To possess and exercise all of the powers conferred by California Mutual Benefit Corporation Law and to have all other powers and to do all other acts necessary or incidental to the administration of the affairs and for carrying out the purposes of the Corporation, including, without limitation, any or all of the following acts or things:

(1) To buy, lease, rent or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer upon trust, or otherwise dispose of any and all kinds of property, whether real, personal or mixed, and including shares of stock, bonds or securities of other corporations, and wherever situated;

(2) To receive gifts of money and other property; to receive property by devise or bequest, subject to the laws regulating the transfer of property by testamentary disposition; to act as trustee under any trust and to receive, hold, administer and expend funds and property subject to any such trust;

(3) To borrow money and to contract debts in furtherance of its associational purposes;

(4) To enter into, make, perform and carry out partnerships, joint ventures and contracts of every kind for any lawful purpose and without limit as to amount with any person, firm or corporation.

Section 1.04 **Organization.** The Corporation is organized as a not-for-profit corporation under section 501(c)(6) of the Internal Revenue Code and as a California mutual benefit corporation to represent exclusively Member home care providers as defined in these Bylaws, in the State of California.

Section 1.05 **Dedication of Assets.** No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Member or Director of the Corporation. On liquidation or dissolution all properties, assets and obligations shall be distributed and paid over to organizations enjoying exempt status, under provisions of section 501 (c)(6) of the Internal Revenue Code, and providing similar services to California home care providers.

ARTICLE II
MEMBERSHIP

Section 2.01 **Members.**

The following types of direct providers of health and supportive services and products in the home shall be eligible as Members. For the purposes of these Bylaws, "direct providers" shall mean the home care service providers in the categories identified in this Section 2.01 below that provide services and products in clients' homes through persons, the majority of whom are employees of the provider or provider entity. Each provider type in this category shall be eligible for section status. Criteria for section status shall be determined by policy established by the Board of Directors from time to time.

- (1) California Medicare certified home health agencies
- (2) California licensed home care providers
- (3) California hospices
- (4) California home care aide organizations
- (5) California home infusion pharmacy companies
- (6) California home medical equipment providers
- (7) California interdisciplinary professional services

Section 2.02 **Voting Rights.** Provider Members in good standing shall be entitled to cast one vote for each section in which they hold membership. Members shall designate their voting delegate. Voting may be by a show of hands, by voice, by ballot or by mail in accordance with such procedure as the Board of Directors may establish.

Section 2.03 **Annual Dues.** Annual dues shall be payable to the Corporation by all Members. Dues shall be payable within ninety (90) days after the commencement of each calendar year, or at such other time as may be determined by a resolution of the Board of Directors.

Section 2.04 **Termination of Membership.** The Board of Directors may terminate or suspend a membership or expel or suspend a Member for nonpayment of dues or assessments, or for conduct which the Board of Directors shall deem detrimental to the best interests of the Corporation, including, without limitation, flagrant violation of any provision of these Bylaws, failure to satisfy membership qualifications, involuntary termination or revocation of any Member's license as a provider of home services, or failure to comply with the standard of conduct expected of a provider of home care services. The Board of Directors shall give the Member who is the subject of the proposed action fifteen (15) days prior notice of the proposed expulsion, suspension, or termination and the reasons therefore. A Member may submit a written statement to the Board of Directors regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension or termination. Prior to the effective date of the proposed expulsion, suspension or termination, the Board of Directors shall review any such statements submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion, suspension or termination. A suspended Member shall not be entitled to exercise any of the voting rights of a Member.

Section 2.05 **Transferability of Membership.** Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

Section 2.06 **Meetings of Members.**

(a) **Place of Meetings.** Meetings of the Members shall be held either at the principal office of the Corporation or at any other place within the State of California which may be designated by the Board.

(b) **Regular Meetings.** Regular meetings of the Members shall be held on such date and at such time as may be fixed by the Board. There shall be at least one (1) annual business meeting of the Members during each calendar year. Section meetings shall be convened by the section Chairperson.

(c) **Special Meetings.** Special meetings of the Members may be called at any time by the Board, the Chairperson of the Board, the President or not less than five percent (5%) of the Members. Upon written request to the Chairperson of the Board, the President, or Secretary by any person (other than the Board) entitled to call a special meeting of Members, the office shall immediately cause notice to be given to the Members entitled to vote, which notice shall state that a meeting will be held at the time fixed by the Board. Such meeting shall be held not less than thirty-five (35) nor more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons entitled to call the meeting may give the notice.

Section 2.07 **Notice of Regular and Special Meetings.** Written notice of each regular or special meeting of Members shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Member entitled to vote thereat -- provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, the notice shall be given not less than twenty (20) days before the meeting. Such notice shall state the place, date and hour of the meeting, and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the regular meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the Members, but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action. The notice of any meeting at which Directors are to be elected shall include the names of those who are nominees at the time the notice is sent to Members.

Notice of Members' meetings shall be given either personally or by mail or by means of written communication, addressed to a Member at the address of such Member appearing on the books of the Corporation or given by the Member to the corporation for the purpose of giving notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient.

Section 2.08 **Quorum.** Thirty-three percent (33%) of the voting power, represented in person or by proxy, shall constitute a quorum at any meeting of Members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting entitled to vote, and voting on any matter, shall be the act of the Members, unless the vote of a greater number of Members, voting by class, is required by law, the Articles or these Bylaws, except as provided in the following sentence. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

Section 2.09 **Adjourned Meetings and Notice Thereof.** Any Members' meetings, whether or not a quorum is present, may be adjourned from time to time at the vote of a majority of the votes represented either in person or by proxy, but in the absence of a quorum no other business may be transacted at such meeting. No meeting may be adjourned for more than forty-five (45) days.

It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken -- provided, however, that if after adjournment a new record date is fixed for voting, a notice of the adjourned meeting shall be given to each Member who, at the record date for the notice of the meeting, is entitled to vote at the meeting, as in the case of the meeting as originally called.

Section 2.10 **Action of the Membership by Written Ballot Without a Meeting.** Any action, including the election of Directors, that may be taken at any regular or special meeting of Members may be taken without a meeting by complying with this Section 2.10.

(a) The Corporation shall distribute a written ballot to every Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required in Section 2.02 and 2.07 of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirements, (2) with respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the Members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the Corporation. If the corporation has 100 or more Members, any written ballot distributed to 10 or more Members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

(b) Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) A written ballot may not be revoked.

(d) All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least three (3) years.

ARTICLE III

AFFILIATES

Section 3.01 **Rights of Affiliates.** In addition to its Members, this Corporation recognizes affiliates. Affiliates are not Members of the Corporation and, except as provided and described in this article, do not have any of the rights of Members. Affiliates may serve on committees and have such other privileges as the Board of Directors may provide from time to time.

Affiliates include:

(a) **Out of State Providers.** Direct providers of home care service providers in the categories identified in this Section 2.01, but who are located or provide services to clients outside the State of California.

(b) **Vendors.** Organizations providing services and products to the home care industry

(c) **Registries and Referral Agencies.** Organizations which do not employ the workers who provide services in clients' homes, such as nurse registries, employment agencies and domestic referral agencies.

(c) **Individuals.** Volunteers, Board members, and/or individual home care staff members from a Member organization; academicians/researchers; and other interested parties.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 **Qualification of Directors.** Members of the Board of Directors shall be selected from Members in good standing. Board members shall have a bona fide affiliation with a Member which affiliation shall include employment at the senior management level with a Member or its controlling entity or ownership in a Member or its controlling entity. No single Member may have employees or owners that comprise more than twenty percent (20%) of the Board of Directors at any given time. In the event a Board member shall fail to maintain the required qualifications for Board membership, such Board member will maintain his or her Board seat for a period of three (3) months, during which time such Board member shall re-establish qualification for Board membership as set forth in this section. Should a Board member's employment status change, thereby resulting in more than twenty percent (20%) of the Board Members at any given time from a single Member, that person shall be permitted to complete the remainder of the current year of the Board term.

Section 4.02 **Power of Directors.** Subject to the limitations of the Articles of Incorporation or these Bylaws, and of the California General Nonprofit Corporation Law as to action to be authorized or approved by the Members, and subject to the duties of Directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

(a) To elect and/or appoint and remove all Officers, agents, and the President of the Corporation and to prescribe such powers and duties for Officers, agents, and the President that are not inconsistent with law, with the Articles of Incorporation, or these Bylaws.

(b) To conduct, manage, and control the affairs and business of the Corporation and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation, or these Bylaws, as they may deem best, including delegation of authority to the President and yearly performance evaluation and salary determination for the President.

(c) To designate any place within the State of California for the holding of any membership meeting or meetings; to change the principal office of the Corporation for the transaction of its business from one location to another in the State of California; and to adopt, make and use a corporate seal, and to alter the form of such seal from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefore in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities herefor.

(e) To manage in such manner as they may deem best all funds and property, real and personal, received and acquired by the Corporation and to distribute, loan or dispense the same and/or the income and profits therefrom.

Section 4.03 Number of Directors. The number of elected Directors of this Corporation shall be fifteen (15) until changed by amendment of the Articles of Incorporation or by a Bylaw duly adopted by the Members.

The elected Directors shall be proportionately allocated to sections as determined by a policy set by the Board of Directors. The composition of elected Directors shall be compared annually to the composition of Members to ensure fair representation.

In addition to the fifteen (15) elected Directors, the Chairperson may appoint, with approval by the Board, three (3) members at large, from Members, to serve for a period of one (1) year with the voting privilege of a regular Board member. When selecting members at large, consideration should be given to ensuring representation as provided under Article V, Section 5.02 (b)(2).

In the event the immediate past Chairperson is no longer a regular Board member, that person shall serve as an ex-officio member on the Board of Directors for one (1) year, and will have voting privileges on the Board.

In addition, in the event that a Board Member who is elected to serve as an officer is not re-elected to the Board of Directors for the entire term of such office, such officer shall continue to serve as an ex-officio member of the Board of Directors for the period of his or her term of office, and shall have voting privileges on the Board.

Section 4.04 Election and Term of Office of Directors.

(a) Nominations.

(1) Subject to subsection (2) below, Board members shall be selected from Members in good standing provided, however, that no persons shall be nominated if such person's nomination would result in more than twenty percent (20%) of the Board of Directors at any one time being from a single Member (as defined in Section 4.01 above).

(2) If the Corporation has 500 or more, but fewer than 5000, Members, Members representing two percent (2%) of the voting power of the Corporation may nominate any person who is qualified to be elected to the Board of Directors as a candidate for the Board of Directors by a petition,

signed by those Members within the eleven (11) months preceding the next time Directors are to be elected and delivered to an officer of the Corporation. On timely receipt of such a petition signed by the required number of Members, the Secretary shall cause the names of such candidates named on the petition to be placed on the ballot along with the names of those candidates named by the Corporate Board Nominating Committee.

(b) **Elections.**

(1) Elections of directors shall be held annually. Elections of Directors may be held by written ballot or at the annual meeting of the Members. If the election is held by written ballot, the Corporation shall distribute to each Member, entitled to vote, at least thirty (30) days before the ballots are due to be returned. Such ballots shall be mailed or delivered in the manner required by Sections 2.02 and 2.07 of these Bylaws. Three persons whose company is not represented on the ballot will be appointed by the Chairperson from the membership to count the ballots. Approval by written ballot shall be valid only when the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

(2) The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all Members to choose among the nominees.

(3) Subject to subsection (4) below, if an election for a Board of Directors position results in a tie vote, the Corporate Board Nominating Committee, by an affirmative vote of a majority of its members, shall appoint one of the tied nominees as the new Director. The term to be served by any such Board member selected by the Corporate Board Nominating Committee shall be the same (i.e. three (3) years) as the term of an elected Director.

(4) No more than one-third (1/3rd) of the Directors of the Corporation serving at any one time shall be appointed (as opposed to elected directly by the Members), including the past Chairperson (if no longer a regular member of the Board) and those Directors appointed by the Corporate Board Nominating Committee and the Chairperson.

(c) **Term.** Directors shall be elected for a three (3) year term. Directors may not be elected for more than two (2) terms in succession. A total of one-third (1/3) of the Directors shall be elected each year. Each newly elected director shall take office immediately following the August Board meeting in the year elected and serve until the end of his or her term or until a successor has been elected and qualified, and if there be no August Board meeting of the Corporation in said year, then at the first meeting of the Board held immediately after the month of August.

Section 4.05 **Section Chairpersons.** Each provider section shall have a Chairperson whose duties shall be to convene and facilitate meetings of their respective section, gather input regarding Members' needs and issues and relay that input to the Board of Directors. If there is only one Director from a Section, that person shall be the Section Chairperson. If there are two or more Directors from a section, the Corporate Board Nominating Committee shall make a recommendation to the Board Chairperson regarding the selection of a section Chairperson.

Persons who have been elected as representative Directors and those persons appointed to the Board of Directors as Members at Large shall be eligible to serve as Chairperson of their respective provider section.

Section 4.06 **Absence.** Any member of the Board who shall be absent from three (3) consecutive meetings without adequate excuse may be regarded as thereby resigning from the Board, subject to review by the Board of Directors.

Section 4.07 **Resignation of Directors.** Except as provided below, any Director may resign by giving written notice to the Chairperson of the Board, if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If the Director's resignation is effective when tendered, the remaining Board members may, in accordance with Section 4.08 below, elect a successor Director to fill such vacancy for the remaining unexpired term of such Director. If a Director's resignation is effective at a later time, the remaining Board members may, in accordance with Section 4.08, elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

Section 4.08 **Filling Vacancies.** Vacancies may be filled by the majority vote of the Board or by a special election by the membership for the unexpired term of office and until the election of a successor. Vacancies must be filled by a Member of the section in which the vacancy exists. Such persons must meet the requirements as provided under Article IV, Section 4.01 and shall be selected taking into consideration the criteria set forth in Article V, Section 5.02 (b)(2).

Those Directors appointed or elected to fill an unexpired term, upon completion of the unexpired term, are then eligible for election to two (2) regular three (3) year terms.

Section 4.09 **Place of Meeting.** Regular meetings of the Board of Directors shall be held at any place within the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held either at a place so designated or at the principal office.

Section 4.10 **Regular Meetings.** There shall be six (6) regular meetings of the Directors during each calendar year. Other regular meetings shall be designated by the Board of Directors as necessary.

Section 4.11 **Special Meetings of Directors.** The President, Chairperson or any three (3) Directors may call special meetings of the Board of Directors for any purpose(s). Such meetings may be held either in the principal office or at any place designated by the Board of Directors.

Notice of the time and place of special meetings shall be given to each Director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the Director's physical or electronic address or telephone number as shown on the Corporation's records. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

Section 4.12 **Quorum.** A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation or by these Bylaws.

Section 4.13 **Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if (a) quorum is present and (b) either before or after the meeting, each of the Directors not present or who, though present, has prior to the meeting or its commencement protested the lack of proper notice to him or her, signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.14 **Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who are not present at the time of the adjournment. Otherwise, notice of the time and place of the holding of an adjourned meeting need not be given to absent Directors if the time and place is fixed at the time of adjournment.

Section 4.15 **Directors Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors under any provisions of law or these Bylaws may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such action may also be obtained by telephone when followed up with immediate written confirmation. Such consent(s) shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 4.16 **Rights of Inspection.** At any reasonable time the Directors shall have the right to inspect and copy all properties of the Corporation.

Section 4.17 **Meetings by Telephone or Other Electronic Communication Devices.** Any meeting, regular or special, may be held by conference telephone or similar communication equipment, provided that all Directors participating can communicate with all of the other members concurrently.

ARTICLE V

COMMITTEES

Section 5.01 **Appointment and Powers.** The Board of Directors by the affirmative vote of the majority of the whole Board may appoint standing committees and special committees. The committees will exercise power authorized by the Board which is consistent with the law, the Articles of Incorporation, and these Bylaws and, except for the Executive Committee as expressly authorized below, may not take actions expressly reserved for the Board of Directors. Areas of expertise will be considered when constituting committees.

Section 5.02 **Standing Committees and Duties.** The Standing Committees of this Corporation shall be:

(a) **Executive Committee:**

(1) This committee shall be composed of the Officers.

(2) This committee may act for the Board of Directors as to business necessary to be transacted between Board meetings, give preliminary consideration to matters to come before the Board, make recommendations when deemed appropriate, and act on matters referred to it by the Board. It shall report to the Board any business transacted since the preceding meeting of the Board. Any action taken by the Executive Committee must be ratified by the Board at its next meeting.

(b) **Corporate Board Nominating Committee:**

(1) The Corporate Board Nominating Committee shall be composed of nine (9) voting designees of Members elected by mail ballot. The members of the Corporate Board Nominating Committee shall serve for a term of two (2) years. The terms of the Corporate Board Nominating Committee members shall be staggered so that four (4) of the nine (9) members are elected in one (1) year and five (5) of the nine (9) members are selected the next year. Corporate Board Nominating Committee members may serve no more than two (2) consecutive terms.

The elected Corporate Board Nominating Committee seats shall be proportionately allocated among the Member sections as determined by the policies established from time to time by the Board of Directors. The allocation among Member sections of Corporate Board Nominating Committee seats shall be compared annually to the composition of the Members to ensure fair representation. The Chairperson shall be selected annually by the Board of Directors from the members who have served at least one year on the Corporate Board Nominating Committee. Vacancies shall be filled by the Board of Directors, which Board shall take into consideration the selection criteria set forth in Article V, Section 5.02(b)(2) below. No more than twenty percent (20) of the members of the Corporate Board Nominating Committee, at any one time, shall be from a single Member (as defined in Section 4.01 above). If the election of a member to the Corporate Board Nominating Committee results in a tie vote, the current Corporate Board Nominating Committee, by an affirmative vote of the majority of its members, shall appoint one of the tied nominees as the new Corporate Board Nominating Committee member.

(2) The Corporate Board Nominating Committee shall make nominations for Directors and members of succeeding Corporate Board Nominating Committee membership. Each Member in whose Membership section a vacancy will open in the next term shall be polled prior to the working session of the Corporate Board Nominating Committee for suggestions for nominees. Two nominees for each provider section vacancy shall be placed on the ballot by the Corporate Board Nominating Committee. Selection of nominees by the Corporate Board Nominating Committee shall take into consideration, in the following order of priority: (1) the nominee's contributions to CAHSAH; (2) the nominee's contributions to the home care industry; (3) the nominee's contributions to their own organization; and (4) the percentage of each organization type, geographical area, and the size of the organization represented by Members of the respective section. Recommendations and selection for nominees for at large Board members vacancies shall also take into consideration the foregoing factors.

(3) The slate of nominees, whose consent has been secured, shall be mailed to each Member of the Corporation entitled to vote thereat, at least thirty days before the ballots are due to be returned.

(4) This committee shall make recommendations to the Board of Directors for Officers of this Corporation. Board members shall be polled to determine their interest in serving as an officer. This information shall be compiled and Board members shall be polled again, regarding their recommendations for each office. The Corporate Board Nominating Committee shall tally the recommendations and formulate a slate of officers to be presented to the Board members for a vote.

(c) **Finance Committee:**

(1) This committee shall be composed of the Treasurer and at least one Member of each Provider section, one of whom shall be a member of the Board.

(2) This committee shall make recommendations to the Board as to the Corporation's budget, dues, fees to be charged for services, investments, insurance, and other financial matters.

(d) **Membership Committee:**

(1) This committee shall be composed of at least one representative from each Provider section including at least one Board member.

(2) This committee shall make recommendations to the Board on membership services and needs, the membership dues structure, and other issues affecting the industry.

(e) **The National Board for Home Care and Hospice Certification (NBHHC):**

(1) The National Board for Home Care and Hospice Certification ("**NBHHC**") shall be organized and operated as a standing committee of the Corporation as provided in Article VIII below for the purpose of administering and conducting a voluntary home care and hospice certification (the "**NBHHC Certification**") to serve the public through the establishment and maintenance of criteria and procedures for certification of home care and hospice managers, administrators and executives.

(2) The NBHHC is delegated the authority and duties set forth in Article VIII below to conduct the NBHHC Certification as a part of Corporation and in furtherance of its exempt purposes.

Section 5.03 **Special Committees.** All Members are eligible for membership on special committees.

ARTICLE VI

OFFICERS

Section 6.01 **Officers Responsible to the Board of Directors.** All Officers are subordinate and responsible to the Board of Directors.

Section 6.02 **Number and Selection.** The officers of the Corporation shall be a Chairperson, Chairperson-Elect, a Secretary, Treasurer, Immediate Past Chairperson, and President. The Corporation may also have such other Officers as may be elected or appointed in accordance with the provisions of this Section. All Officers, other than the President, must be members of the Board of Directors.

The Officers of the Corporation, other than the President, shall be elected by the Board of Directors, and each shall hold the office until a successor shall be elected and qualified, or the Director shall resign, or shall be removed or resign as a member of the Board or is otherwise disqualified to serve.

The Board of Directors may elect or appoint such other Officers as the business of the Corporation may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may determine.

Section 6.03 **Terms of Office.**

(a) A Chairperson-Elect shall be elected in each odd-numbered year to serve for a term of one (1) year. Each newly elected Chairperson-Elect shall take office immediately following the August Board meeting in the year elected and if there be no August Board meeting of the Corporation in said year, then at the first meeting of the Board held immediately after the month of August, and shall serve until he or she succeeds to the office of Chairperson. The office of the Chairperson-Elect shall remain vacant in each even-numbered year. Immediately after serving such term as Chairperson-Elect, said Chairperson-Elect shall automatically succeed to the office of Chairperson at the August Board meeting in the year following such person's election to the office of Chairperson-Elect and if there be no August Board meeting of the Corporation in said year, then at the first meeting of the Board held immediately after the month of August, and shall serve as Chairperson of the Board of Directors for two (2) years or until a successor has been elected and qualified. To facilitate the transition from a one (1)-year term of office to a two (2)-year term of office for the Chairperson, the person currently serving as Chairperson shall serve an additional term of one (1) year (for a total term of two (2) years as Chairperson), and the person currently serving as Chairperson-Elect shall serve an additional term of one (1) year (for a total term of two (2) years as Chairperson-Elect) and succeed to the office of Chairperson in 2006 and shall serve as Chairperson for a term of two (2) years, and each Chairperson-Elect thereafter shall serve for a term of one (1) year and each Chairperson thereafter shall serve a term of two (2) years.

(b) A Treasurer shall be elected in each even-number year to serve a two (2) year term. Each newly elected Treasurer shall take office immediately following the August Board meeting in the year elected and serve until the end of his or her term or until a successor has been elected and qualified, and if there be no August Board meeting of the Corporation in said year, then at the first meeting of the Board held immediately after the month of August.

(c) A Secretary shall be elected in each odd-number year to serve a two (2) year term. Each newly elected Secretary shall take office immediately following the August Board meeting in the year elected and serve until the end of his or her term or until a successor has been elected and qualified, and if there be no August Board meeting of the Corporation in said year, then at the first meeting of the Board held immediately after the month of August.

(d) No officer may be elected without having served as an elected Board member for one year.

(e) No officer, except the Chairperson who may serve only one term, shall serve more than two (2) consecutive terms in the same office.

(f) No officer shall hold two (2) offices concurrently.

(g) If a vacancy occurs in the office of the Chairperson, the Chairperson-Elect shall assume the position of Chairperson. A new Chairperson-Elect shall be elected by the Board of Directors. If a vacancy occurs in one of the other offices, the Board of Directors shall fill the office for the entire unexpired portion of the term. In the event that a Board member who is elected to serve as an officer is not re-elected to the Board of Directors for the entire term of his or her service as an officer, such officer shall continue to serve as an ex-officio member of the Board of Directors on accordance with Section 4.03.

Section 6.04 Duties of the Chairperson. The Chairperson shall be the chief elected officer of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors and of the Members. The Chairperson shall be ex-officio member of all the committees and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 6.05 **Duties of the President.** The President shall be the chief executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Corporation.

Section 6.06 **Duties of the Chairperson-Elect.** The Chairperson-Elect shall perform said duties as the Chairperson or Board of Directors directs or assigns. In the temporary absence or disability or refusal to act of the Chairperson, the Chairperson-Elect shall perform all the duties of the Chairperson, and when so acting shall have the powers of and be subject to all the restrictions of the Chairperson. In the event the Chairperson is permanently absent or disabled or refuses to act, the Chairperson-Elect shall assume the position of Chairperson. A new Chairperson-Elect shall be appointed by the Board of Directors.

Section 6.07 **Duties of the Immediate Past Chairperson.** The Immediate Past Chairperson shall act as an advisor to the Chairperson and assist in the transition of the Chairperson.

Section 6.08 **Duties of the Secretary.** The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, minutes of all meetings of Directors and Members. The Secretary shall also keep or cause to be kept at the principal office of the Corporation a membership file containing the names and addresses of each Member, and in any case where membership has been terminated, such facts shall be recorded together with the date upon which the membership ceased, and shall give the notice of special meetings of the Board of Directors and of the regular and special meetings of the Members as provided by the Bylaws. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

Section 6.09 **Duties of the Treasurer.** The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and the business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director or by any Member of the Corporation. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation as ordered by the Board of Directors and shall render to the Chairperson and the Directors, upon request, an account of all his transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

Section 6.10 **Removal of Officers.** Officers may be removed from office by the affirmative vote of a majority of all of the Directors.

Section 6.11 **Disbursement of Funds.** Corporation funds shall be disbursed in a manner determined by the Board of Directors.

ARTICLE VII

PERSONAL LIABILITY AND PROPERTY INTEREST

Section 7.01 **Liability of Members.** No Member of the Corporation shall be personally liable for obligations of the Corporation, and any and all creditors shall look only to Corporation assets for payment.

Section 7.02 **Bonding.** The Corporation shall provide for adequate bonding for Officers and any employees of this Corporation.

ARTICLE VIII

NATIONAL BOARD FOR HOME CARE AND HOSPICE CERTIFICATION

Section 8.01 **Duties and Authority of the NBHHC.**

(a) **Duties and Powers of the NBHHC.** Subject to the limitations of the Articles of Incorporation or these Bylaws, and of the California General Nonprofit Corporation Law as to actions to be authorized or approved by the Members or Directors of the Corporation, the members of the NBHHC (which may also be referred to as the "**Certification Board**" or "**NBHHC Members**") shall have full authority to establish and conduct certification activities in a manner that upholds appropriate standards for competent practice for managers, administrators and executives in home care and hospice organizations consistent with the Corporation's exempt purpose. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the NBHHC shall have the following authority and powers, to wit:

(1) Establish policies, rules, regulations and standards for the home care and hospice certifications to be offered by the Corporation through the NBHHC (the "**NBHHC Certifications**").

(2) Maintain exclusive control over and administer the NBHHC Certifications, including, without limitation, the certifications to be offered, the certification process, the standards for eligibility, testing, recertification, the criteria and process for revocation of certification or decertification, the procedures for appeals of certification actions and control over how the certification credentials are used and displayed by those individuals who meet the requisite qualifications and are authorized to display the certifications administered by the NBHHC.

(3) Establish and maintain a Certification Handbook describing the procedures, eligibility requirements, competencies and conditions and other requirements and representations to be made by applicants who apply for the various voluntary certifications offered by the NBHHC.

(4) Establish and maintain fee structures for certification and recertification and prepare budgets for the operation of the NBHHC for presentation to the Corporation's Board of Directors for approval.

(5) Establish and maintain contractual relationships with one or more testing organizations to develop and administer competency based testing for qualified applicants.

(6) Establish and administer an appeals process to afford applicants due process rights relative to the certification process.

(7) Establish and periodically review professional standards of conduct that participants in the NBHHC Certifications agree to respect.

(8) Establish and maintain a verification process so that third parties can verify the authenticity of NBHHC certification credentials presented by individuals.

(9) Carry out any other lawful activities reasonably necessary and appropriate for the conduct of the NBHHC Certifications.

(b) **Autonomy of the NBHHC.** The NBHHC will exercise control over all essential certification and recertification decisions without being subject to approval by or undue influence from the Corporation's Board of Directors or any other body. The NBHHC shall in all respects be autonomous in the matter of credentialing criteria, administration of the certification process, policies, and the time, place and frequency of its meetings. Decisions regarding assessment measures, eligibility standards, certification criteria, testing standards, scoring methods, operational processes and certification and requirements for recertification made by the NBHHC may not be overridden by the Corporation's Board of Directors. The governance structure established in these Bylaws is designed and intended to protect against undue influence from the Corporation, the Corporation's Board or the Corporation's Members and potential conflicts of interest between the certification and education functions of the Corporation. Notwithstanding the foregoing, the Corporation shall own and the Corporation's Board of Directors shall have and continue to exercise authority over all of the assets of the NBHHC.

(c) **Actions by the NBHHC.** No NBHHC Member shall act for or on behalf of the NBHHC or hold himself or herself out to the public as authorized to act on behalf of the NBHHC without the express consent of a majority of the NBHHC. Neither the NBHHC nor any NBHHC Member shall make any decision with respect to the disposition of any property or assets of the Corporation derived from or developed for the NBHHC Certifications without appropriate action of the Corporation's Board of Directors.

Section 8.02 **Composition of NBHHC.** The NBHHC shall be composed of at least nine (9) voting members (referred to as "**NBHHC Members**" or "**Certification Board Members**") comprised of the following:

(a) **NBHHC Board Representation.** The members of the NBHHC shall include the following representation:

- (1) One (1) home care manager ("**Home Care Manager Member**");
- (2) One (1) home care administrator ("**Home Care Administrator Member**");
- (3) One (1) home care executive ("**Home Care Executive Member**");
- (4) One (1) hospice manager ("**Hospice Manager Member**");
- (5) One (1) hospice administrator ("**Hospice Administrator Member**");
- (6) One (1) hospice executive ("**Hospice Executive Member**");
- (7) Two (2) members of the public who represent the users of home care and hospices services ("**Public Member(s)**");
- (8) One (1) to two (2) Members at Large (the "**Members at Large**"); and
- (9) The Chairperson of the Corporation's Education Committee shall be an ex-officio member of the NBHHC and shall be a non-voting member who serves on the NBHHC to provide a liaison between the NBHHC and the Corporation's Board of Directors.

(b) **Definitions.** For the purposes of these Bylaws and the composition of the NBHHC Board:

(1) **"Home care manager"** shall be defined as a person who holds an entry level management position in a state licensed or Medicare certified home health agency or in a licensed or unlicensed private duty home care agency.

(2) **"Home care administrator"** shall be defined as a person who holds an intermediate level administrator position in a state licensed or Medicare certified home health agency with at least one (1) year experience as a home care administrator or senior level home care manager.

(3) **"Home care executive"** shall be defined as a person who holds an executive level position (chief executive officer, chief financial officer, compliance officer, or similar position) in a state licensed or Medicare certified home health agency with at least three (3) years experience as a home care executive.

(4) **"Hospice manager"** shall be defined as a person who holds an entry level management position in a state licensed or Medicare certified hospice.

(5) **"Hospice administrator"** shall be defined as a person who holds an intermediate level administrator position in a state licensed or Medicare certified hospice with at least one (1) year experience as a hospice administrator or senior level home care manager.

(6) **"Hospice executive"** shall be defined as a person who holds an executive level position (chief executive officer, chief financial officer, compliance officer, or similar position) in a state licensed or Medicare certified hospice with at least three (3) years experience as a hospice care executive.

(7) **"Public Member"** shall be defined as a person who represents the direct and indirect users of home care and hospice services. A public member may not be a current or former employee or director of the Corporation, may not be a current or former employee or owner or director of any home care agency or hospice, may not be a current or former member of any of the professions that provide services through home care agencies or hospices and may not otherwise be a current owner or employee of any business or organization that provides services or supplies goods or materials (including pharmaceutical and durable medical equipment) to home care agencies or hospices or to their patients and clients and may not be a current or former employee of any certification organization. A public member may be a user of home care or hospice services or a family member of a home care or hospice patient (current or former) and shall generally represent the public's interests in the establishment of standards for competent practice in the home care and hospice industries. Public members shall serve for a term of one (1) year with the voting privileges of a regular NBHHC Member.

(8) **"Member(s) at Large"** shall be selected from members of the Corporation or the membership of other statewide or national home care or hospice association boards to serve for a term of one (1) year with the voting privileges of a regular NBHHC Member; provided; however, that in the event that an NBHHC Chairperson is elected to serve as the NBHHC Chairperson for a period of time that extends beyond the expiration of their term as an NBHHC Member, the NBHHC Chairperson may continue to serve as NBHHC Chairperson and shall be appointed to fill one of the Member at Large NBHHC Board seats for the remainder of their term as NBHHC Chairperson.

Section 8.03. **Qualifications of NBHHC Members.** Except for the Chairperson of the Corporation's Education Committee who shall serve as an ex-officio, non-voting member of the NBHHC during his or her term as Chairperson of the Education Committee, Members of the NBHHC shall be selected in accordance with the nomination and appointment process set forth in Section 8.04 below. NBHHC Members are not required to be Members of the Corporation. The NBHHC shall be selected to encompass and include representation by home care and hospice managers, administrators and executives as well as members of the public from a wide variety of geographic areas both within California and throughout the country. No single entity may have employees or owners that hold more than two (2) seats on the NBHHC at any given time. No more than two (2) seats on the NBHHC at any

given time may be held by members of the board of directors or employees of a single trade or professional association. Except for the Chairperson of the Corporation's Education Committee, who shall serve as a non-voting, ex-officio member of the NBHHC, no member of the Board of Directors of the Corporation shall serve as a member of the NBHHC concurrently. In the event an NBHHC Member shall fail to maintain the required qualifications for NBHHC Membership, such NBHHC Member will maintain his or her NBHHC Member seat for a period of three (3) months, during which time such NBHHC Member shall re-establish qualification for NBHHC membership as set forth in this section. Should an NBHHC Member's employment status change, thereby resulting in more than two (2) of the NBHHC Members at any given time from a single entity or Member, that person shall be permitted to complete the remainder of the current year of the NBHHC term. Should an NBHHC Member also become a Director on the Corporation's Board of Directors, if no written resignation is tendered by such person, then such NBHHC Member shall be deemed to have resigned from the NBHHC effective as of the date such person takes office as a Director of the Corporation. Should there be a change in employment or trade or professional association board service such that more than two (2) NBHHC Members were to be employed by or serve on the board of a single trade or professional association concurrently, the person whose status changes shall be deemed to have resigned from the NBHHC effective as of the date of such change. NBHHC Members may not have been excluded from participation in Medicare, Medicaid or any federal health care program. Except for the Chairperson of the Corporation's Education Committee, the Public Members and the Members at Large, NBHHC Members must be certified by NBHHC in the area of their representation or eligible for certification by the NBHHC in that area (or hold a comparable certification). Persons who serve on evaluation committees or other bodies that recommend the awarding of funds to home care or hospice education or training programs, provide funding to home care or hospice educational or training programs or persons who provide training and educational programs or work for organizations that provide such programs shall not be eligible to serve on the NBHHC.

Section 8.04 **Election and Term of Office of NBHHC Members.**

(a) **Elections of NBBHC Board Members.** The initial NBHHC Members shall be initially appointed by the Corporation's Board of Directors to serve for the terms set forth in Section 8.04(d)(1), and thereafter, the NBHHC shall annually elect new NBHHC Members to fill the NBHHC Board seats to be vacated the following year.

(b) **Nominations.** Except for the Chairperson of the CAHSAH Education Committee and the initial NBHHC Members appointed by the Corporation's Board of Directors, nominees for the NBHHC Members shall be selected by the NBHHC Nominating Committee as provided in Section 8.04(c) below. No persons shall be nominated if such person's nomination would result in more than two (2) of the NBHHC Members at any one time being from a single entity or organization or would result in more than two (2) of the NBHHC Members at any one time being employees or members of the boards of any professional or trade association.

(c) **Nominating Committee.** The Chairperson of the NBHHC shall appoint a committee of NBHHC Members to nominate qualified candidates for election to the NBHHC. The Nominating Committee shall be comprised of five (5) NBHHC Members selected to serve annually to identify and select qualified candidates to fill the NBHHC Board seats to be vacated as well as any other vacant seats (except for one Member at Large seat, which shall be kept vacant unless filled by a Chairperson whose regular term on the NBHHC Board has expired before the expiration of his or her term as Chairperson of the NBHHC). The Nominating Committee shall present the proposed slate of new NBHHC Members to the current NBHHC Board at least one-hundred and twenty (120) days before the date of any election of NBHHC Members or at such other time as the NBHHC may set.

(d) **Term.** The term of office for NBBHC Board Members shall be as follows:

(1) To facilitate the staggered elections so that one-third of the NBHHC are elected each year, one-third (1/3rd) of the Initial NBHHC Members will serve for a term of one (1) year, one-third (1/3rd) shall serve for a term of two (2) years and one-third (1/3rd) shall serve for the term of three (3) years as follows;

Home Care Manager Member: One (1) year
Home Care Administrator Member: Two (2) years
Home Care Executive Member: Three (3) years
Hospice Manager Member: Two (2) years
Hospice Administrator Member: Three (3) years
Hospice Executive Member: One (1) year
Public Members: One (1) year
Member(s) at Large: One (1) year
Chairperson of the CAHSAH Education Committee: Term on the NBHHC is coterminous with such person's term as Chairperson of the CAHSAH Education Committee

(2) Except for the Public Members and the Member(s) at Large who shall serve a term of one (1) year each and the Chairperson of the Corporation's Education Committee whose term shall be as described herein above, each NBHHC Member elected or appointed thereafter shall serve a term of three (3) years, unless such NBHHC Member is appointed to fill an NBHHC vacancy, in which case they shall serve for the remainder of the term of office of the person whose vacancy they are filling; and

(3) NBHHC Members may not be elected for more than two (2) consecutive terms, except that Public Members and Members at Large may serve for no more than six (6) consecutive terms.

(4) Each newly elected NBHHC Member shall take office immediately in September in the year elected and serve until the end of his or her term or until a successor has been elected and qualified.

Section 8.05 **NBHHC Chairperson.** The NBHHC Members by a majority vote shall elect an NBHHC Chairperson whose duties shall be to convene and facilitate meetings of the NBHHC and communicate with administrative support staff and the Corporation's Board of Directors. The NBHHC Chairperson shall serve for a term of two (2) years. No person shall be elected to serve as the NBHHC Chairperson for more than one (1) consecutive term. In the event that an NBHHC Chairperson is elected to serve as the NBHHC Chairperson for a period of time that extends beyond the expiration of their term as an NBHHC Member, the NBHHC Chairperson may continue to serve as NBHHC Chairperson and shall be appointed to fill one of the Member at Large NBHHC Board seats for the remainder of their term as NBHHC Chairperson.

Section 8.06 **NBHHC Chairperson Elect.** The NBHHC Members by a majority vote shall elect an NBHHC Chairperson-Elect. An NBHHC Chairperson-Elect shall be elected in each odd-numbered year to serve for a term of one (1) year. Each newly elected NBHHC Chairperson-Elect shall take office in September in the year elected, and shall serve until he or she succeeds to the office of NBHHC Chairperson. The office of the NBHHC Chairperson-Elect shall remain vacant in each even-numbered year. Immediately after serving such term as NBHHC Chairperson-Elect, said NBHHC Chairperson-Elect shall automatically succeed to the office of NBHHC Chairperson in September of the year following such person's election to the office of NBHHC Chairperson-Elect, and shall serve as NBHHC Chairperson for two (2) years or until a successor has been elected and qualified. The NBHHC Chairperson-Elect shall perform said duties as the NBHHC Chairperson or Board of Directors directs or assigns. In the temporary absence or disability or refusal to act of the NBHHC Chairperson, the NBHHC Chairperson-Elect shall perform all the duties of the NBHHC Chairperson, and when so acting shall have the powers of and be subject to all

the restrictions of the NBHHC Chairperson. In the event of a vacancy in the office of the NBHHC Chairperson or in the event the NBHHC Chairperson is permanently absent or disabled or refuses to act, the NBHHC Chairperson-Elect shall assume the position of NBHHC Chairperson. A new NBHHC Chairperson-Elect shall be appointed by a vote of a majority of the NBHHC.

Section 8.07 **Removal of NBHHC Members.**

(a) **Removal With or Without Cause.** Any NBHHC Member may be removed, with or without cause, by the vote of the majority of the NBHHC Members.

(b) **Absence of NBHHC Members.** Any member of the NBHHC who shall be absent from three (3) consecutive meetings (whether held in person, by telephone conference or through electronic communications) without adequate excuse may be regarded as thereby resigning from the NBHHC by an affirmative vote of a majority of the remaining NBHHC Members.

(c) **Vacancies.** Any vacancy caused by the removal of an NBHHC Member shall be filled as provided in Section 8.08 below.

Section 8.08 **Resignation of NBHHC Members.** Except as provided below, any NBHHC Member may resign by giving written notice to the Chairperson of the NBHHC. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If the NBHHC Member's resignation is effective when tendered, the remaining NBHHC Members may, in accordance with Section 8.09 below, elect a successor NBHHC Member to fill such vacancy for the remaining unexpired term of such NBHHC Member. If an NBHHC Member's resignation is effective at a later time, the remaining NBHHC Members may, in accordance with Section 8.09, elect a successor to take office as of the date when the resignation becomes effective.

Section 8.09 **Filling Vacancies.** Vacancies may be filled by the majority vote of the NBHHC Members for the unexpired term of office and until the election of a successor. Vacancies must be filled by a person who satisfies the requisite qualifications of the NBHHC Member whose seat was vacated. Such persons must meet the applicable requirements as provided under Article VIII, Section 8.03. Those NBHHC Members appointed or elected to fill an unexpired term, upon completion of the unexpired term, are then eligible for election to two (2) regular three (3) year terms.

Section 8.10 **Meetings.**

(a) **Regular Meetings of the NBHHC.** Regular meetings of the NBHHC shall be held at any place within or outside the State of California which has been designated from time to time by the NBHHC. Special meetings of the NBHHC shall be held either at offices of the Corporation or another location designated by the NBHHC Board Chairperson. There shall be at least four (4) regular meetings of the NBHHC during each calendar year.

(b) **Special Meetings of the NBHHC.** The NBHHC Board Chairperson or any three (3) NBHHC Members may call special meetings of the NBHHC Board for any purpose(s). Such meetings may be held either in the principal office or at any place designated by the NBHHC Board. At least forty-eight (48) hours prior to the time of holding a meeting, notice of time and place of special meetings shall be given each NBHHC Member by mail or other forms of written communication. In case such notice is mailed, it shall be deposited in the United States mail. In the event it is delivered telephonically or electronically, it shall be delivered to the telephone number and/or electronic mail address provided by the NBHHC Member for receipt of such communications.

(c) **Meetings by Telephone or Other Electronic Communication Devices.** Any meeting, regular or special of the NBHHC, may be held by conference telephone or similar communication equipment, provided that all NBHHC Members participating can communicate with all of the other Members concurrently.

(d) **Quorum.** A majority of the authorized number of NBHHC Members shall be necessary to constitute a quorum. Every act or decision done or made by a majority of the NBHHC Members present (either in person, or by telephone or electronic communication) at a meeting duly held, at which a quorum was present, shall be regarded as the act of the NBHHC Board, unless a greater number be required by these Bylaws.

(e) **Waiver of Notice.** The transactions of any meeting of the NBHHC Board, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if (a) quorum is present and (b) either before or after the meeting, each of the NBHHC Members not present or who, though present, has prior to the meeting or its commencement protested the lack of proper notice to him or her, signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the NBHHC records or made a part of the minutes of the meeting.

(f) **Adjournment.** A majority of the NBHHC Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the NBHHC Members who are not present at the time of the adjournment. Otherwise, notice of the time and place of the holding of an adjourned meeting need not be given to absent NBHHC Members if the time and place is fixed at the time of adjournment.

(g) **NBHHC Board Action Without Meeting.** Any action required or permitted to be taken by the NBHHC Board under these Bylaws may be taken without a meeting, if all Members of the NBHHC Board individually or collectively consent in writing to such action. Such action may also be obtained by telephone when followed up with immediate written confirmation. Such consent(s) shall have the same effect as a unanimous vote of the NBHHC Board and shall be filed with the minutes of the proceedings of the NBHHC Board.

(h) **Expense Reimbursement.** NBHHC Members may receive reimbursement of travel expenses reasonable and necessary to their NBHHC duties, subject to and in accordance with such policies and procedures and subject to such limitations as the Corporation's Board of Directors may establish from time to time to be just and reasonable (at the time of the resolution).

Section 8.11 **Conflicts of Interest and Confidentiality Policies.** The NBHHC shall establish a conflict of interests policy to ensure that no person is in a position to exercise undue influence over certification decisions of the NBHHC. The NBHHC shall establish a confidentiality policy to ensure that candidate application status and examination results are held confidential and delineate the limited circumstances under which such information will be may be disclosed.

ARTICLE IX

AMENDMENTS TO BYLAWS

Section 9.01 **Adoption.** New Bylaws may be adopted, amended or repealed, or these Bylaws may be amended or repealed, by the members of the Board of Directors, subject to membership approval as hereinafter provided.

Section 9.02 **Ratification by Members.** All amendments to these Bylaws when adopted by the Board of Directors, must be ratified by the majority vote of the Members entitled to vote, whether at a regular meeting of the Corporation or by written ballot. Prior to the vote on an amendment, a written copy shall be sent to all Members. Any such ballots shall be solicited in conformity with California Corporation Code Sections 5511, 5512, 5513, and 5514.

ARTICLE X

OTHER PROVISIONS

Section 10.01 **Endorsements of Documents, Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other written instrument signed by any two of the following: the Chairperson, Chairperson-Elect, Treasurer, Secretary, Immediate Past Chairperson, and President, shall be binding for any agreement entered into between the Corporation and any other person. The Board may authorize additional person(s) to sign in such a manner. Person(s) who have not been authorized shall not have any power to bind the Corporation by any contract.

ARTICLE XI

INDEMNIFICATION

Section 11.01: **Indemnification of Agents of the Corporation; Purchase of Liability Insurance.**

(a) For the purposes of this Section, "agent" means any person who is or was a Director, Officer, employee or other agent of this Corporation, including an NBHHC Member; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expense" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under subdivision (d) or subdivision (e) (3) of this Section.

(b) This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this Corporation) by reason of the fact that such person is or was an agent of this Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this Corporation and, in this case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of this Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivision (c):

(1) In respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to this Corporation in the performance of such person's duty to this Corporation, unless and only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in subdivision (b) or (c) or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(e) Except as provided in subdivision (d), any indemnification under this Section shall be made by this Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subdivision (b) or (c), by:

(1) A majority vote of a quorum consisting of Directors who are not parties to such proceeding;

(2) Approval of ratification by the affirmative vote of a majority of the Members of this Corporation entitled to vote represented at a duly held meeting at which a quorum is present; or

(3) The court in which such proceeding is or was pending, upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agency, attorney or other person is opposed by this Corporation.

(f) Expenses incurred in defending any proceeding may be advanced by this Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section.

(g) Nothing contained in this Section shall affect any right to indemnification to which persons other than Directors and Officers of this Corporation of any subsidiary hereof may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this Section, except as provided in subdivision (d) or subdivision (e)(3), in any circumstances where it appears:

(1) That it would be inconsistent with a provision of the Articles, a resolution of the Members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) Upon and in the event of a determination by the Board of Directors of this Corporation to purchase such insurance, this Corporation shall purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or rising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against such liability under the provisions of this Section.

CERTIFICATE OF SECRETARY

OF

CALIFORNIA ASSOCIATION FOR HEALTH SERVICES AT HOME

I, _____, hereby certify:

That I am the Secretary of the California Association for Health Services at Home, a California nonprofit mutual benefit corporation (the "Corporation"); and

That the attached Amended and Restated Bylaws of the California Association for Health Services at Home, consisting of twenty-three (23) pages, are a true and correct copy of the Amended and Restated Bylaws of the Corporation as duly adopted by the approval of a majority of the Board of Directors of the Corporation at a meeting of the Directors held on _____, 2011 and ratified by a majority of the Corporation's Members by ballot as of _____201__.

IN WITNESS HEREOF, I have hereunto set my hand this _____ day of _____, 201__.

_____, Secretary