



American Health Care Association

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August 10, 1995

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FEDERAL ELECTION
COMMISSION
OFFICE OF GENERAL
COUNSEL

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Office of General Counsel
Attn: Bradley M. Litchfield, Esq.
Federal Election Commission
999 E Street, N.W.
Washington, DC 20436

Re: Request for Advisory Opinion

AOR 1995-28

Dear Commissioners:

On behalf of the American Health Care Association ("AHCA"), I write pursuant to 11 C.F.R. § 112.1 to request an advisory opinion under the Federal Election Campaign Act of 1971, as amended (the "Act"), regarding the status of certain members of AHCA if certain proposed amendments to the AHCA's Constitution and Bylaws as described herein are adopted.

AHCA is a nonprofit trade association of licensed nursing homes and allied long-term care facilities incorporated under the laws of the State of Ohio. AHCA is organized along state or similar jurisdictional lines, with each state affiliate comprised of a single group of healthcare facilities within a state (district, territory or possession of the United States) that has a program of inspection, licensing or approval by one or more departments of government. All healthcare facility members of AHCA must satisfy membership requirements in both AHCA and a state affiliate. Such healthcare facility members are called "member facilities." AHCA and the separate segregated fund it has established and maintained under the Act, AHCA-PAC, previously received an advisory opinion from the Commission with respect to other issues in 1985. See Advisory Opinion 1985-12. AHCA's activities and Constitution and Bylaws are fully discussed therein. A copy of its current Constitution and Bylaws is enclosed herewith as Attachment 1.

For many years, AHCA has had a class of membership known as "associate member" (Bylaws, Article III.) Associate membership was granted to groups or individuals which were engaged in activities which relate to AHCA's objectives but which were not associated with member facilities or state associations. They paid dues but were ineligible to hold office or to vote in the affairs of AHCA. They were eligible to serve on committees in a nonvoting, advisory capacity.

Over the years, because of the increasing mutuality of interest, manufacturers, suppliers and others involved in or providing goods or services to the nursing home industry have become increasingly active in the affairs and activities of AHCA; and AHCA has organized as a regular part of its activities a suppliers' council in order to provide the mechanisms by which to facilitate communication, coordination and mutual support with such persons. In recognition of the increasingly-important common interests which its member facilities and such suppliers and others share with each other, AHCA proposes to amend its

Constitution and Bylaws so as to permit such persons and organizations to participate more formally and directly in AHCA's affairs as members. (For your convenience, enclosed herewith as Attachment 2 is a copy of AHCA's current Constitution and Bylaws with underscoring and strikeouts to show the proposed changes as they are presently contemplated.) The category of membership may be called Supplier Group Member or Associate Business Member or some variation thereof; but per the proposed amendments to AHCA's Constitution and Bylaws, its essential features would be as follows:

1. Such membership would be granted to individuals, corporations, partnerships, limited liability companies, and other entities that supply products and services to long-term care providers and will in good faith promote the objectives of AHCA as set forth in the Constitution but that do not otherwise provide products or services that compete with those offered by AHCA.
2. Such members would pay annual dues to AHCA. The amount of such dues would be fixed from time to time by AHCA's House of Delegates, which is the body which fixes the per-bed membership dues for AHCA's member facilities (which is collected by the state associations and paid by them to AHCA). It is expected that the amount of such dues would vary according to the level of sales by such member to the nursing home and long-term care community. It is also expected that there would be a minimum annual dues amount regardless of the level of the member's sales, and that such minimum annual dues would be in the range of \$1,000.
3. Such members would annually elect one member of AHCA's Board of Directors and two additional representatives. The Board member and these two additional representatives would be members of AHCA's House of Delegates. The Board member and the additional representatives would have full voting rights on the Board and in the House of Delegates, as the case may be. All supplier group members would be eligible to vote in the elections for such Board member and additional representatives and to be elected to such positions. Members will have weighted votes in such elections, with each such member having a minimum of one vote and members receiving additional votes based on the amount of dues and other financial support provided to AHCA (such as in the form of advertising in AHCA's association magazine, or exhibit fees, etc.), all to be determined by AHCA's House of Delegates.
4. Upon payment of dues, such members will be issued a membership certificate or other evidence of current membership.

AHCA respectfully requests advice as to whether, if such proposed amendments to its Constitution and Bylaws are adopted, such supplier group members would be considered to be members for purposes of the Act, so that (1) if an individual, such member could be solicited for contributions to AHCA-PAC and (2) if a corporation, the shareholders and executives and administrative personnel (and their families) thereof may (assuming proper permission by the member corporation is given) be solicited for such contributions and such corporation could, per such advisory opinions as A.O. 1980-59, A.O. 1982-36 and A.O. 1986-13, make corporate

contributions to any administrative fund which AHCA may establish to defray the administrative and solicitation costs of AHCA-PAC.

AHCA believes that the members described above will qualify as members for purposes of the Act pursuant to 11 C.F.R. 114.1(e)(2)(ii). Under that provision, persons qualify as members if they are required to pay on a regular basis a specific amount of dues that is predetermined by the association and are entitled to vote directly either for at least one member who has full participatory and voting rights on the highest governing body of the membership association or for those who select at least one member of those on the highest governing body of the membership association. Applying those requirements here, under the proposed amendments to the Constitution and Bylaws, the supplier group members shall be required to pay annual dues as predetermined by AHCA's House of Delegates, with a minimum dues amount expected to be in the range of \$1,000. Additionally, these members shall directly elect one voting member of AHCA's Board of Directors and two additional representatives who, along with the Board member, will be voting members of AHCA's House of Delegates, which is AHCA's highest governing body.

The duties and responsibilities of AHCA's House of Delegates and of its Board of Directors are set forth in Chapters VII and VIII of the Bylaws, respectively. For purposes of 11 C.F.R. § 114.1(e), AHCA believes that its House of Delegates is its highest governing body. As stated in Chapter VIII, Article I of the Bylaws, "[t]he control and administration of AHCA shall be vested in a House of Delegates which shall be a continuing body." The House of Delegates meets at least annually. It establishes its rules, subject to the Constitution and Bylaws. It elects the officers of AHCA. It establishes AHCA's operating budget and membership dues. It votes whether or not to take final action on proposals submitted by the Board of Directors or by other committees of AHCA. It may amend AHCA's Constitution and Bylaws. And, it has the power to create, consolidate, eliminate or redelineate, as it deems advisable, AHCA's regional organizations. Therefore, because the supplier group members will be required to pay pre-determined annual dues of more than a nominal amount, and will elect from among themselves three voting members of AHCA's House of Delegates, they should qualify as members under 11 C.F.R. § 114.1(e)(2)(ii).

The Commission may observe that AHCA's Board of Directors (the "Board") has significant duties, which are set forth in Chapter VIII, Article III, including charge of AHCA's property and responsibility to control and manage affairs and funds of AHCA. Since the supplier group members will have the power to elect one of themselves as a voting member of the Board of Directors, the requirements of 11 C.F.R. § 114.1(e)(2)(ii) will still be satisfied even if the Commission were to conclude that the Board of Directors were a coordinate body along with the House of Delegates.

As can be seen from the enclosed Constitution and Bylaws, Chapter VI of the Bylaws also provides for an Executive Committee, consisting of the officers elected by the House of Delegates, the immediate past president of AHCA, and two nonvoting ex officio members. The supplier group members will not be able to elect directly a member of the Executive Committee, although their representatives in the House of Delegates will be able to vote for them since they consist of the officers and former officers elected by the House of Delegates.

The duties of the Executive Committee are set forth in Chapter VI, Article III. As can be seen therein, the duties of the Executive Committee are all subject to the authority of the House of Delegates and the Board of Directors. These duties involve implementing policies established by the other governing boards of AHCA, developing action plans for AHCA, coordinating AHCA activities for the Board and performing such other activities as directed by the Board, having charge of AHCA's property and affairs and funds (subject to the authority of the House of Delegates and Board of Directors) and serving as a panel of communication. In effect, the Executive Committee serves as an operating agent of the House of Delegates and Board of Directors subject to the control and direction of those other two bodies. Therefore, AHCA does not believe that the Executive Committee constitutes its highest governing body as contemplated in the regulations. Consequently, the fact that the supplier group members will not be able to vote directly for members of the Executive Committee should be immaterial under 11 C.F.R. §114.1(e)(2)(ii).

We believe that the foregoing fully and adequately describes the proposed amendments to its Constitution and Bylaws which AHCA is considering. For the foregoing reasons, we further believe that if such proposed amendments are adopted, the supplier group members should pursuant to 11 C.F.R. §114.1(e)(2)(ii) be members of AHCA for purposes of the Act. Should you require any additional information in considering this request, we would be pleased to provide it.

Respectfully submitted,



Dave Long
Vice President and CFO

Attachments

ATTACHMENT 1
CURRENT CONSTITUTION AND BYLAWS

Constitution

ARTICLE I. NAME, MISSION AND OBJECTIVES

A. This Association shall be known as the "American Health Care Association," hereinafter referred to as AHCA.

B. The mission of AHCA shall be:

1. That AHCA lead in the development and protection of the ability of long term care providers to deliver, with integrity, responsive health care and other services to their clients in safe and secure environments; and

2. That AHCA fulfill its mission by representing its diverse membership on the national level, by influencing policy development, and by providing leadership, technical assistance, and educational tools.

C. The objectives of AHCA shall be:

1. To promote the general welfare through education, development and maintenance of high standards of professional care and administration in all member facilities;

2. To influence federal policy, with particular emphasis on reimbursement policy and the standards necessary for the delivery of quality patient care;

3. To promote and protect the long term care industry's interests, including the interest of the clients it serves;

4. To provide a forum for the exchange and dissemination of information relevant to the long term care industry;

5. To monitor, on behalf of its members, basic trends affecting long term care in the United States;

6. To provide technical assistance to long term care providers through AHCA's Affiliate Associations;

7. To promote public and consumer knowledge and support of the long term care industry;

8. To coordinate the activities of Affiliate Associations engaged in concerted action in support of these objectives of AHCA;

9. To bring into one organization all eligible organizations; and

10. To abide by a Code of Ethics established by the Board of Directors.

ARTICLE II. MEMBERSHIP

The membership of the Association shall consist of Affiliate Associations in each state of the Union and the District of Columbia and such other types of members as are designated in the Bylaws. Affiliate Associations may obtain and continue in active membership if they:

1. Submit an application which is approved by a majority of the Board of Directors;

2. Provide services to "member facilities" which are licensed, certified or approved by one or more departments of government;

3. Are associate members whose applications are approved by the Membership Subcommittee;

4. Are in good standing.

ARTICLE III. OFFICERS

The officers of AHCA shall be a President, First Vice President, Secretary, Treasurer, Immediate Past President, Independent Owner Vice President, Multifacility Vice President, Nonproprietary Vice President and Residential Care Vice President, all serving for one-year terms in each position as provided in the Bylaws.

ARTICLE IV. EXECUTIVE COMMITTEE

The Executive Committee of AHCA shall consist of the national officers who have a vote. Individuals whom the President may appoint to serve in an ad hoc capacity do not have a vote. The Executive Vice President and the President of ASHCAE shall serve in an ex officio, nonvoting capacity on the Executive Committee as provided in the Bylaws.

ARTICLE V. BOARD OF DIRECTORS

The Board of Directors of AHCA shall consist of the officers and Regional Vice Presidents, elected by their Regions to serve for a two-year term. It shall also consist of the President or duly appointed or elected designee of each Affiliate Association as provided in the Bylaws. The Executive Vice President and the President of ASHCAE shall serve in an ex officio, nonvoting capacity on the Board of Directors as provided in the Bylaws.

ARTICLE VI. HOUSE OF DELEGATES

The House of Delegates of AHCA shall consist of a chairman, the Board of Directors, and Affiliate Association delegates as provided in the Bylaws.

ARTICLE VII. AMENDMENTS

Proposals for amendments to the Constitution and the Bylaws may be initiated by the Executive

Committee, the Board of Directors, the Constitution and Bylaws Committee, the House of Delegates or by petition by any Affiliate Association following the procedures in Chapter XVII, Article III of the Bylaws. The proposed amendment must be voted on by a two-thirds vote of those present at the House of Delegates meeting and must be ratified by two-thirds of the Affiliate Associations prior to the call to order of the next meeting of the House of Delegates in accordance with the procedures set forth in Chapter XVII, Article IV of the Bylaws.

Bylaws

**CHAPTER I
MEMBERSHIP**

ARTICLE I. AFFILIATE ASSOCIATION

A. Membership in AHCA may be granted to any one organized group of care facilities within the confines of a state, district, territory or possession of the United States of America in which a program of inspection, licensing, certification, or approval by one or more departments of the government is conducted. Such members shall be known as Affiliate Associations without reference to their origin in state, district, territory, or possession and shall enjoy equal rights within AHCA.

B. One organized group in each jurisdiction as described in paragraph A, above, shall be eligible for membership at any given time.

C. A newly formed affiliate association shall consist of the number of members that are required in that state to form a nonprofit corporation under the existing law of that state and must be open to all types of facilities, as defined in paragraph A. After formation of the nonprofit corporation, application for Affiliate Association Membership in AHCA must be filed in accordance with AHCA's Bylaws governing such application.

Associations seeking affiliation with AHCA shall make applications through the Chief Administrative Officer of AHCA. The association shall become an affiliate upon affirmative majority vote of the AHCA Board of Directors after a complete application has been received by AHCA. Applications for Affiliate Association membership shall include:

- 1. A copy of the authorizing resolution or motion adopted by the membership of the association seeking affiliation;
- 2. A copy of the constitution, bylaws, and regulations of the association seeking affiliation;
- 3. The facility names, addresses, and numbers of beds for dues purposes for all Member Facilities of the association seeking affiliation; and
- 4. The AHCA dues, as provided for in Chapter II, based on Member Facilities of the association initially seeking affiliation.

D. Each Affiliate Association shall require all its Member Facilities to be Member Facilities of AHCA. Each Affiliate Association shall pay dues to AHCA for all beds which meet AHCA dues criteria as set annually by the House of Delegates, and for which dues or assessments, etc., are paid to the Affiliate Association by the Member Facilities.

Each Affiliate Association shall, as a condition of AHCA membership, provide for disciplinary action in its Constitution and Bylaws, including suspension and termination of any Member Facility of such Association for cause. "Cause" is defined as conduct which is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interest and objectives of AHCA, including conviction of or pleading guilty to any felony under federal or state law.

ARTICLE II. MEMBER FACILITY

A. "Member Facility" shall mean a facility which is subject to a program of inspection, licensing, certification or approval by one or more departments of the government, and for which dues or assessments, etc., are received by an Affiliate Association.

B. AHCA shall not recognize or provide member services to facilities which are not members of an Affiliate Association.

C. Any facility which is a Member Facility of an Affiliate Association shall, by virtue of that membership, be required to be a Member Facility of AHCA.

D. In such states, districts, territories or possessions of the United States of America in which no Affiliate Association exists, care facilities may become Member Facilities of AHCA through another Affiliate Association to be designated by the Board of Directors for such state, district, territory or possession. At such time that a state, district, territory, or possession is represented by an Affiliate Association, membership in AHCA by a care facility located therein may be only through membership in said Affiliate Association.

ARTICLE III. ASSOCIATE MEMBER

A. Associate membership may be granted to groups or individuals, real or corporate, who are engaged in activities which relate to the objectives of AHCA, and who are not associated with organizations eligible as Member Facilities or Affiliate Associations. These shall include:

1. Any volunteer or other service group organized in connection with a care facility;
2. Any individual, or individuals, other than care facilities, who are engaged in activities related to AHCA objectives; and
3. Any administrator or executive of a care facility within the provinces of Canada, or in any foreign country.

B. Application for associate membership shall be made to the Chief Administrative Officer of AHCA on forms provided by AHCA. Prescribed dues must be included in application.

C. The applicant shall become an Associate Member upon majority vote of the Membership Subcommittee and upon payment of the prescribed dues.

D. Associate Members shall be ineligible to hold office or vote in the affairs of AHCA, but may serve on committees in a nonvoting advisory capacity.

ARTICLE IV. HONORARY MEMBER

Honorary Membership may be conferred by the House of Delegates on those individuals who have rendered distinguished service to the health care field or to AHCA. Honorary Members shall be ineligible to vote in the affairs of AHCA. However, they may serve on committees in a nonvoting advisory capacity.

ARTICLE V. FORMER PRESIDENTS

In recognition of distinguished service to AHCA, former AHCA Presidents shall be made Honorary Life Members of AHCA. Such individuals will receive full benefits of membership.

ARTICLE VI. MEMBERSHIP CERTIFICATE

A. Affiliate Associations shall be issued a certificate of affiliation which shall be returned to AHCA in the event of termination of affiliation.

B. Member Facilities shall be issued yearly membership certificates or other evidence of current membership upon payment of annual dues by their Affiliate Association.

C. Associate Members shall be issued yearly membership certificates or other evidence of current membership upon payment of annual dues.

ARTICLE VII. TERMINATION OF MEMBERSHIP

A. The Board of Directors may suspend or terminate membership of any Affiliate Association or Associate Member for cause in accordance with the procedures set forth in Chapter XIII, Article IV. "Cause" is defined as conduct which is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interest and objectives of AHCA, including conviction of or pleading guilty to any felony under federal or state law.

B. Any member suspended or terminated under the provision of this subsection may be reinstated under such terms and conditions as the Board of Directors may determine by an affirmative vote of two-thirds of those present and voting.

C. Affiliate Association Membership shall be terminated by:

1. The Board of Directors in accordance with procedures set forth in Chapter XIII;
2. Withdrawal of the Affiliate Association through the procedure in such affiliate's Constitution and Bylaws; and

3. Nonpayment of dues within the time specified in these Bylaws, Chapter II, in accordance with the procedures set forth in Chapter XIII.

D. Individual Member Facility membership shall be terminated by:

1. Withdrawal from membership or termination of membership by Member Facility's Affiliate Association; or

2. Notification from the Affiliate Association that the Member Facility has been dropped from the Affiliate Association's membership.

E. Associate membership shall be terminated by:

1. Filing a resignation, in writing, with the AHCA Chief Administrative Officer. Such resignation shall become effective as of the date filed;

2. Being associated with a Member Facility which terminates membership, if the Member Facility does not reinstate membership within a six-month period; or

3. Nonpayment of dues within the time specified in these Bylaws, Chapter II, in accordance with the procedures set forth in Chapter XIII.

F. Dues, refund for terminated membership: Upon termination of membership, for whatever reasons, dues shall not be refunded.

CHAPTER II DUES

ARTICLE I. DETERMINATION OF AMOUNT

A. The rate of dues for Affiliate Associations and Associate Members shall be determined by a majority vote of the House of Delegates at its annual meeting and shall become effective January 1st of the ensuing year and shall remain in effect until changed as provided in this Article.

B. The Budget and Finance Subcommittee may recommend to the Board of Directors and House of Delegates a change in annual dues, with the reasons therefore and the effect upon the income and programs of AHCA.

C. Such recommendations to change dues shall be transmitted to each Affiliate Association at least forty-five (45) days prior to the meeting of the House of Delegates at which such change is to be considered.

D. To provide the Affiliate Association with sufficient time to accommodate the budgetary needs of AHCA, the House of Delegates will annually adopt a three-year budget forecast.

ARTICLE II. COLLECTION

A. Each Affiliate Association shall transmit dues to AHCA based on its Member Facilities.

B. Dues for Associate Members shall be due and payable directly to AHCA.

ARTICLE III. PAYMENT

A. The annual dues shall be due and payable January 1st for the ensuing year, except that the Affiliate Association may select one of two calculation methods and payment schedules -- annual or quarterly.

1. For Affiliate Associations selecting annual dues calculation:

a. The Affiliate Association shall notify AHCA of its Member Facilities together with bed counts as of December 31st of each year. AHCA shall calculate the ensuing year's dues based on this membership;

b. The full annual dues shall be paid in full to AHCA not later than the first payment date on the schedule for Affiliate Associations choosing to pay dues quarterly. Affiliates not fully paid by the first quarterly payment date shall automatically be classified under the quarterly calculation plan for the balance of the calendar year;

c. Affiliates paying annual dues in full by the established deadline shall be entitled to take a discount, as determined annually by a majority vote of the House of Delegates;

d. Member Facilities newly admitted to Affiliate Association membership, other than in January of any year shall be added to AHCA membership at no cost to the Affiliate Association during the balance of that year, unless the affiliate requests a midyear adjustment as provided in subparagraph f;

e. Affiliate Association dues are calculated for renewal of Member Facilities and new Member Facilities effective on January 1st each year. Renewal members shall be defined as any Member Facility which has been a Member Facility at any time within the immediate previous twelve months;

f. If an Affiliate Association experiences extraordinary loss of Member Facilities, it may request that the Board of Directors adjust the affiliate's current year annual dues to AHCA. Adjustments shall be considered by the Board of Directors only if (1) the difference in the dollar amount of the net dues calculation on January 1 and on July 1 of the same year is greater than that year's discount rate for states paying annually, and (2) the request for an adjustment is made in writing to the Chief Administrative Officer

of AHCA not later than July 15 for the current year; and

g. For delegate calculation purposes, the Affiliate Association may, at its sole option, pay additional dues to AHCA by the deadline established for delegate calculation, for Member Facilities admitted during the year.

2. For Affiliate Associations selecting quarterly dues calculations:

a. The Affiliate shall notify AHCA of its Member Facilities together with bed counts as of the first day of each quarter. Both additions and deletions of facilities shall be included in each quarter's computation for dues purposes, except that during a quarter, adjustments to Member Facilities may be made at any time during that quarter with no adjustment to that quarter's dues calculation. AHCA shall calculate Affiliate Association dues for the quarter based on the Affiliate's membership at the beginning of each quarter; and

b. The quarterly computation of dues shall be paid in full to AHCA no later than the quarterly payment deadlines established annually by the House of Delegates.

ARTICLE IV. SUSPENSION OF SERVICES

A. An Affiliate Association more than one quarter in arrears in its dues payment to AHCA, along with all its Member Facilities, shall be suspended from AHCA services unless the Board of Directors has approved in advance, an alternate payment plan.

B. Suspension of services shall be lifted upon receipt of dues in arrears to AHCA.

ARTICLE V. LATE PAYMENT

A. The Affiliate Association shall be assessed a carrying charge for Affiliate Association dues not received by AHCA by the appropriate deadlines.

B. The carrying charge shall be calculated weekly on the daily past due balance at an annualized rate of one percent above the current prime rate, as set forth in the issue of the Wall Street Journal dated the first day of each calendar quarter.

CHAPTER III ANNUAL MEETINGS

ARTICLE I. CONVENTIONS

There shall be an annual meeting of the membership within or without the State of Ohio, which shall include:

1. Meetings of the duly accredited members of the House of Delegates for the purpose of electing officers and conducting the business of AHCA; and

2. Such meetings of the Executive Committee, Board of Directors and Committees as may be either required or desired or as otherwise provided for herein.

ARTICLE II. RECOMMENDATIONS OF MEETING DATE

Recommendations of meeting dates and sites shall be made to the Board of Directors by the AHCA Chief Administrative Officer.

ARTICLE III. DATE

The annual meeting shall be held between October 1 and December 15 at a place to be designated by the Board of Directors at least three years in advance.

CHAPTER IV OFFICERS AND THEIR ELECTION

ARTICLE I. CLASSIFICATION

The officers of AHCA shall include:

1. A President, a First Vice President, a Secretary, a Treasurer, a Multifacility Vice President, a Nonproprietary Vice President, an Independent Owner Vice President and a Residential Care Vice President, elected by the House of Delegates;

2. An Executive Vice President, appointed by the Board of Directors to serve as AHCA Chief Administrative Officer, without vote. The Executive Vice President shall not be affiliated with a Health Care Facility; and

3. An Immediate Past President.

ARTICLE II. ELIGIBILITY

A. At no time shall the President, First Vice President, Secretary, Treasurer, Independent Owner Vice President, Multifacility Vice President, Nonproprietary Vice President, or Residential Care Vice President, be elected from the same Affiliate Association or corporation to serve during the same term.

B. The Independent Owner, Multifacility, Nonproprietary, and Residential Care Vice Presidents shall be members of their respective constituencies and be the representative of an AHCA Member Facility in good standing.

ARTICLE III. NOMINATIONS

Nominations shall be made from the floor in the following manner:

1. Nominations of candidates who fulfill the eligibility requirements may be made from the floor on both the opening and final days of House of Delegates.

2. Nominations may be seconded, but do not require a second in order to be received; and

3. Each candidate shall have the privilege of the floor to present a five-minute resume of his proposed programs and policies, if he so desires.

ARTICLE IV. ELECTIONS

A. Election of officers shall be held at the opening of the final day's business of the House of Delegates.

1. All elections shall be by secret ballot except where there is but one candidate for an office.

2. Election shall be by majority vote. If no candidate receives a majority on the first ballot, the candidate receiving the smallest number of votes shall be dropped, and balloting shall continue until one candidate receives the majority of the ballots cast.

3. There should be at least one representative of each region on the Teller's Committee.

B. Election of Regional Vice Presidents shall be held at Regional Council meetings preceding the second session of the House of Delegates.

C. Regional Vice Presidents from even-numbered regions shall be elected in even numbered years, and Regional Vice Presidents from odd-numbered regions shall be elected in odd-numbered years.

ARTICLE V. TERM OF OFFICE

A. The President, First Vice President, Secretary, Treasurer, Independent Owner Vice President, Multifacility Vice President, Nonproprietary Vice President, and Residential Care Vice President shall be limited to two consecutive one-year terms. Terms begin at installation at the National Convention. No person may be elected to an office if such election would result in a violation of Chapter VI, Article I.A.6.

B. Regional Vice Presidents shall be elected for a two-year term, beginning at installation at the National Convention. They shall be limited to one term of two consecutive years.

ARTICLE VI. VACANCIES IN OFFICE

A. If the President becomes unable to perform the duties of the office due to death, disability, resignation or other cause, the balance of the unexpired term shall be filled by the First Vice President, or, if unable to serve, by the Secretary or, if unable to serve, by the Treasurer.

B. If the First Vice President, Secretary, or Treasurer is unable or unwilling to perform the duties of the office of the President, the Executive Committee shall call a special meeting of the Board of Directors to elect a President to serve the remaining portion of the unexpired term.

C. A vacancy in any national office except President shall be filled by election held by the Board of Directors to fill the unexpired term.

D. Vacancies during a term in regional office shall be filled by election of the Regional Council at a special meeting or a mail ballot within 30 days of the time the vacancy occurs.

CHAPTER V DUTIES OF OFFICERS

ARTICLE I. GENERAL AND ASSIGNED DUTIES

The elected officers of AHCA shall perform such duties as are listed in these Bylaws and such other duties as may, from time to time, be assigned to them by the House of Delegates.

A. The President shall:

1. Preside at meetings of the Executive Committee, the Board of Directors, and the House of Delegates unless the President delegates the responsibility of presiding at the House of Delegates meeting to the First Vice President or the Immediate Past President;

2. Direct the activities of AHCA and assign to other officers, committee chairmen, and employees other duties as he may deem necessary in addition to those specifically described in these Bylaws;

3. Appoint annually all committee chairmen and confirm appointments of the committee members with the exception of Grievance (chaired by the First Vice President), Budget and Finance Subcommittee (chaired by the Treasurer), Membership Subcommittee (chaired by the Secretary), Independent Owner (chaired by the Independent Owner Vice President), Multifacility (chaired by the Multifacility Vice President), Nonproprietary (chaired by the Nonproprietary Vice President), and Residential Care (chaired by the Residential Care Vice President) Committees,

4. Appoint member representative of AHCA to other associations or to joint committees with other organizations,

5. Serve as an ex officio member, without vote, on all committees;

6. Submit a written report on behalf of the Board of Directors at least annually, and otherwise as directed, to the House of Delegates, and general membership, with regard to AHCA programs and Board of Directors actions; and

7. The President has the right to remove committee members for non-participation.

B. The First Vice President shall:

1. Perform the duties of the office of the President whenever the President is unable to do so;

2. Serve as President during the remainder of the term should the office of President become vacant; and

3. Submit a written annual report to the House of Delegates and submit such other reports as may be desired or directed to the House of Delegates, and Board of Directors.

C. The Immediate Past President shall: Serve as chairman of the Grievance Committee whenever it is called in session.

D. The Executive Vice President shall:

1. Be the Chief Administrative Officer of AHCA;

2. Serve, ex officio, on the Executive Committee, Board of Directors, and House of Delegates;

3. Appoint and determine the tenure of and compensation for staff;

4. With the approval of the Executive Committee, appoint and determine the tenure of and compensation for counsel and/or other consultants necessary within the constraints of the approved budget and policies;

5. Direct office operations and activities of staff and consultants;

6. Administer programs and services of AHCA according to established policies, programs and approved budgets;

7. Forward notice of each proposed amendment to the Bylaws to the Affiliate Associations, in accordance with Chapter XVIII;

8. Submit a written report on behalf of the Board of Directors at least annually, and otherwise as directed, to the House of Delegates, Board of Directors, and general membership with regard to AHCA programs and Board of Directors' actions;

9. Following consultation with the President of AHCA and the President of the American Society of Health Care Association Executives ("ASHCAE"), and with the approval of the Executive Committee, appoint executives or consultants of Affiliate Associations to serve, without vote, on AHCA committees; and

10. Inform individuals and Affiliate Associations, in writing, of their rights before the Grievance Committee, in accordance with these Bylaws.

E. The Secretary shall:

1. Cause to be recorded the minutes of the House of Delegates, the Board of Directors and the Executive Committee;

2. Certify the accuracy and official adoption of such minutes;

3. Submit such reports as may be required or desired by the House of Delegates, Board of Directors and Executive Committee;

4. Serve as chairman of the Membership Subcommittee; and

5. Be responsible for coordinating the activities of the Regional Vice Presidents.

F. The Treasurer shall:

1. Serve as chairman of the Budget and Finance Subcommittee;

2. Be responsible for carrying out all fiscal policies and procedures adopted by the House of Delegates, Board of Directors and Executive Committee;

3. Be responsible for preparation of financial statements and the presentation of these to the House of Delegates, Board of Directors and Executive Committee;

4. Submit a written annual report to the House of Delegates based on an audit by a certified public accountant, in accordance with such regulations or policies as the Board of Directors shall adopt; and

5. Furnish, at AHCA's expense, a surety bond and comprehensive theft policy as approved by the Executive Committee.

G. The Regional Vice President shall:

1. Serve as a liaison between the region he represents and AHCA;

2. In his absence, appoint an alternate member of the Regional Council to serve in his place;

3. Appoint chairmen of regional committees;

4. Report to members of the Regional Council regarding Board of Directors' actions, immediately following each Board meeting;

5. Report to the Board of Directors on regional activities development, and recommendations;

6. Appoint members to AHCA committees in accordance with Chapter X, Article II, C.7; and

7. Recommend removal of committee members for nonparticipation.

H. The Nonproprietary Vice President shall:

1. Be a representative of a nonproprietary facility in good standing with AHCA;

2. Serve as a liaison between AHCA and the nonproprietary facility members;

3. Report matters of concern relative to nonproprietary facilities to the appropriate body of AHCA for study and action as necessary;

4. Chair the Nonproprietary Committee; and

5. Appoint a representative to each of the Legislative, Payment for Services, and Facility Standards Committees.

I. The Multifacility Vice President shall:

1. Be a representative of a multifacility organization in good standing with AHCA;

2. Serve as a liaison between AHCA and the multifacility members;

3. Report matters of concern relative to multifacilities to the appropriate body of AHCA for study and action as necessary;

4. Chair the Multifacility Committee; and

5. Appoint a representative to each of the Legislative, Payment for Services, and Facility Standards Committees.

J. The Independent Owner Vice President shall:

1. Be a representative of an independent owner facility in good standing with AHCA;

2. Serve as a liaison between AHCA and independent owner members;

3. Report matters of concern to independent owner facilities to the appropriate body of AHCA for study and action as necessary;

4. Chair the Independent Owner Committee; and

5. Appoint a representative to each of the Legislative, Payment for Services, and Facility Standards Committees.

K. The Residential Care Vice President shall:

1. Be a representative of a residential care facility in good standing of AHCA;

2. Serve as liaison between AHCA and residential care members;

3. Report matters of concern to residential care facilities to the appropriate body of AHCA for study and action as necessary;

4. Chair the Residential Care Committee; and

5. Appoint a representative to each of the Legislative, Payment for Services, and Facility Standards Committees.

CHAPTER VI EXECUTIVE COMMITTEE

ARTICLE I. COMPOSITION

A. The Executive Committee shall consist of the President, First Vice President, Secretary,

Treasurer, Immediate Past President, Independent Owner Vice President, Multifacility Vice President, Nonproprietary Vice President, and Residential Care Vice President with votes and the AHCA Executive Vice President, the ASHCAE President and, as needed, additional resource members selected by the President on the basis of their subject expertise depending upon the meeting agenda, all to serve without vote.

1. Each member of the Executive Committee, except the AHCA Executive Vice President and the ASHCAE President, shall be the designated representative of a Member Facility in good standing of his respective Affiliate Association and of AHCA at the time of his election and shall continue to be so during his term of office.

2. At no time shall more than one voting member of the Executive Committee continue to serve or be elected from the same Member Facility.

3. At no time shall more than one voting member of the Executive Committee continue to serve or be elected from the same group of Member Facilities -- jointly controlled, corporate, or otherwise.

4. In the event vacancies occur in the composition of the Executive Committee by reason of subsection 2 above, or for any other reason, said vacancies shall be filled as provided in Chapter IV, Article VI.

5. At no time shall any individual hold more than one position on the Executive Committee.

6. No voting member of the Executive Committee may serve on the Executive Committee for more than six consecutive years, excluding time served as President or Immediate Past President, effective beginning with calendar year 1994.

B. There will be no alternates for the voting members of the Executive Committee. The President may select alternates for the ex officio nonvoting members of the Executive Committee.

ARTICLE II. MEETINGS

A. Special meetings of the Executive Committee shall be called by the President whenever he deems it necessary.

B. Two-thirds of the members of the Executive Committee shall constitute a quorum. Each member of the Executive Committee shall have equal voting rights with the exception of the President, or in his absence, the presiding officer, who shall vote only in the event of a tie. Proxy voting shall not be permitted.

ARTICLE III. DUTIES

Under authority of the House of Delegates and Board of Directors, the Executive Committee shall:

1. Act in the absence of the Board of Directors and report to the Board;
2. Implement policies established by the other governing bodies of AHCA;
3. Develop Action Plans for AHCA;
4. Coordinate AHCA activities for the Board of Directors;
5. Perform such other activities as directed by the Board of Directors;
6. Have charge of the property of AHCA and shall have the responsibility to control and manage the affairs and funds of AHCA and have responsibility for contracting agreements;
7. Establish policies for the appointment of counsel and/or consultants by the Executive Vice President; and
8. Serve between meetings of the Board of Directors as a major channel of communication between the leadership of Affiliate Associations and AHCA.

CHAPTER VII BOARD OF DIRECTORS

ARTICLE I. COMPOSITION

- A. The Board of Directors shall consist of:
 1. The Officers of AHCA;
 2. The Regional Vice Presidents of AHCA;
 3. Ex officio, without vote: The AHCA Executive Vice President and the ASHCAE President; and
 4. The President or duly appointed or elected designee of each Affiliate Association.
- B. Alternates for the Board of Directors shall be as follows:
 1. Alternates for the Independent Owner Vice President, the Multifacility Vice President, the Nonproprietary Vice President and the Residential Care Vice President shall be recommended by each Vice President with approval by the President;
 2. Alternates for the Regional Vice Presidents will be the Regional Secretary/Treasurer or in the event the Regional Secretary/Treasurer is unable to attend, the Regional Vice President will appoint another alternate who is the designated representative of a member in good standing in an Affiliate Association and is approved by the President of AHCA; and
 3. Alternates to the Board of Directors may be selected by the regular members in good standing, representing the Affiliate Association.

Notification of an alternate must be submitted to the Secretary in writing prior to the start of a meeting of the Board of Directors.

C. Each member of the Board of Directors, except the AHCA Executive Vice President and the ASHCAE President, shall be the designated representative of a Member Facility in good standing of his respective Affiliate Association and of AHCA at the time of his election and shall continue to be so during his term of office.

1. At no time shall more than one member of the Board of Directors continue to serve or be elected from the same Member Facility.

2. At no time shall any individual hold more than one position on the Board of Directors.

ARTICLE II. MEETINGS

A. Meetings of the Board of Directors shall be called by the President. The Board of Directors shall meet at least two times each year in addition to during the annual convention of AHCA, unless specified by Chapter VII, Article II, B.

B. A meeting of the Board may be canceled by the President of AHCA if such cancellation is approved in advance by a majority vote of the Board. Such vote shall be taken at a Board meeting, by mail, or by telephone and a record shall be kept of those favoring such cancellation.

C. Special meetings of the Board of Directors shall be called by the President:

1. Whenever the President deems it necessary;

2. Within fifteen days of having been petitioned to do so, in writing, by a majority of the members of the Board of Directors and said meeting shall be held within fifteen days of receipt of the petition;

3. At the written direction of at least five or more of the Affiliate Associations; and

4. An organizational meeting of the incoming Board of Directors may be held at any time following the annual meeting of AHCA at the call of the President of the ensuing year for the purpose of planning programs.

D. A majority of the members of the Board of Directors shall constitute a quorum. Each member of the Board of Directors shall have equal voting rights with the exception of the President, or in his absence, the presiding officer, who shall vote only in the event of a tie.

E. Each member of the Board of Directors, and each alternate attending the meeting in lieu of a member of the Board of Directors, shall have one vote in the deliberations of the Board of Directors.

1. No member shall have more than one vote by virtue of dual capacity.

2. There shall be no proxy voting.

ARTICLE III. DUTIES

Under authority of the House of Delegates, the Board of Directors shall:

1. Have charge of the property of AHCA and shall have the responsibility to control and manage affairs and funds of AHCA and have responsibility for contracting agreements;
2. Formulate national program objectives;
3. Make policy decisions on financial matters and allocate AHCA resources;
4. Develop Action Plans for AHCA to be reviewed by the Executive Committee and other applicable committees and approved at the next Board of Directors Meeting;
5. Develop and recommend policies to the House of Delegates;
6. Recommend proposed amendments to the Bylaws in accordance with Chapter XVIII;
7. Make budget recommendations to the House of Delegates;
8. Call a special meeting of the Board of Directors to fill a vacancy in the office of President for the unexpired term when the First Vice President, Secretary, or Treasurer, are unable or unwilling to assume this office;
9. Receive the written recommendation of the Grievance Committee following a hearing by that committee and take action as appropriate in accordance with Chapter XIV;
10. Exercise "advice and consent" responsibilities for all committee appointments at the next regular meeting following said appointments. Lack of formal action by the Board of Directors shall be considered as approval;
11. Have the power to take action, if such action is not contrary to the Bylaws and does not rescind, change or alter any action taken by the House of Delegates;
12. Submit a report of all actions and decisions taken by the Board of Directors to the next meeting of the House of Delegates;
13. Have the power to approve and terminate Affiliate Association membership, as indicated in Chapter I, Article VII, A; and
14. Perform such other activities as directed by the House of Delegates.

ARTICLE IV. STRATEGIC PLANNING REPORT

In addition to the duties set forth in Article III above, the Board of Directors shall annually prepare and adopt a strategic planning report which shall set forth a budget, including dues, for the following three years, and the goals and objectives of AHCA for the following three years. The Board of Directors shall recommend the budget to the

House of Delegates for adoption pursuant to Chapter II, Article I, D. Each year, the Board of Directors will adjust the budget for the following two years, as necessary, and develop a budget for the following third year. The President shall report annually to the House of Delegates and periodically during the year to the Board of Directors on the progress made toward meeting the goals and objectives of the strategic plan.

CHAPTER VIII HOUSE OF DELEGATES

ARTICLE I. COMPOSITION

The control and administration of AHCA shall be vested in a House of Delegates which shall be a continuing body. The House of Delegates shall consist of:

1. Members of the Board of Directors;
2. Delegates from the Affiliate

Associations as follows:

- a. Each Affiliate Association in good standing shall be entitled to two voting Delegates without reference to the number of Member Facilities or amount of dues paid to AHCA; and
- b. Each Affiliate Association shall be entitled to additional Delegates on the basis of a direct ratio of AHCA dues paid by the respective Affiliate Association, to be computed as follows:

(1) Computation of Increments.

Additional Delegates shall be on the basis of one additional Delegate for each \$15,000 in gross dues, or major fraction thereof, paid by the Affiliate Association. The amount of \$15,000 shall be adjusted annually by any dues increased from the previous year;

(2) Application of Increments.

Affiliate Associations shall be eligible for one additional Delegate for each \$15,000 in gross dues, or major fraction thereof, of membership dues paid to AHCA by the respective Affiliate Association; and

(3) Effective Date for

Computation. The number of additional Delegates to which an Affiliate Association is entitled shall be determined in accordance with one of the following:

- (a) For Affiliate Associations paying annually it will be based upon current year dues paid in full and received by September 30th.
- (b) For Affiliate Associations paying quarterly it will be based upon cash received as of September 30th for;

[1] The fourth quarter dues due and paid in the last quarter of the previous year; and

[2] The first three quarters' dues of the current year paid and received by September 30th. The Affiliate Association is current in its dues payment, if it has paid at least three quarters of its current year annual dues by September 30th.

(c) Alternates as follows:

[1] Alternates for members of the Board of Directors entitled to be members of the House of Delegates shall be those described in Chapter VII, Article I, B 3; and

[2] An Affiliate Association may designate, in writing, another person or persons in that organization as its duly certified Alternate(s) to Delegate(s). At no time may the number of Alternates, so designated, exceed the number of Delegates to which an Affiliate Association is entitled; and

(d) For the purpose of determining the eligibility of Delegates and Alternates, the Affiliate Association must be current in its dues payment to AHCA and the Member Facility of each individual Delegate and Alternate must be a member in good standing of the Affiliate Association.

ARTICLE II. MEETINGS

A. Regular meetings of the House of Delegates shall be held during the annual convention of the membership of AHCA.

B. Special meetings of the House of Delegates shall be called at such other times as may be determined by any of the following methods:

1. At the call of the President of AHCA by vote of a majority of the members of the Board of Directors; and

2. By the President upon written request of one-third of the Affiliate Associations.

C. At least thirty days written notice of the time and place for holding each meeting of the House of Delegates shall be given to each Affiliate Association.

D. Two-thirds of the certified Delegates of the House of Delegates shall constitute a quorum at any meeting duly convened.

E. Each certified delegate and member of the Board of Directors, and each alternate attending a meeting in lieu of a Delegate or director, shall have one vote in the deliberation of the House of Delegates.

1. No member shall have more than one vote by virtue of dual capacity.

2. There shall be no proxy voting.

ARTICLE III. POWERS

A. The House of Delegates shall be vested with authority to:

1. Establish its own rules and procedures;
2. Review AHCA policy and change if deemed necessary;

3. Elect a President, a First Vice President, a Secretary, a Treasurer, an Independent Owner Vice President, a Multifacility Vice President, a Nonproprietary Vice President, and a Residential Care Vice President;

4. Establish at each annual meeting by a majority vote of the Delegates present and voting the operating budget and membership dues for the following three calendar years;

5. Approve, modify or disapprove the annual budget and amendments to the Constitution and Bylaws;

6. Receive an annual report on the status of AHCA from the President and/or the Executive Vice President;

7. Make proposals and recommendations to the Board of Directors. Such proposals and recommendations shall be referred by these bodies to the appropriate committee of AHCA for study and recommendation, which, if the House of Delegates so determines, shall be placed before the House of Delegates for final action; and

8. The House of Delegates may create, consolidate, eliminate, or redelineate as it may deem advisable, such regional organizations as are necessary to serve best the objectives of AHCA and its Affiliate Associations.

B. A single Affiliate Association may not request regional status unless its number of authorized Delegates is greater than 115% of the smallest region's Delegate strength.

CHAPTER IX REGIONAL ORGANIZATION

ARTICLE I. DEFINITION

Within AHCA there shall be established thirteen regions. Each region shall encompass an Affiliate Association or a number of Affiliate Associations which are geographically compatible for the purpose of coordinating the activities of the region and promoting the objectives of AHCA.

ARTICLE II. DELINEATION OF REGIONS

Region One: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont

Region Two: Delaware, Maryland, New Jersey, New York, Pennsylvania, and the District of Columbia

Region Three: Florida, Georgia, and South Carolina

Region Four: Indiana, Michigan, Ohio, and West Virginia
Region Five: Minnesota and Wisconsin
Region Six: Colorado, Kansas, Montana, Nebraska, North Dakota, South Dakota, and Wyoming
Region Seven: Texas
Region Eight: California
Region Nine: Alaska, Hawaii, Idaho, Oregon, and Washington
Region Ten: Alabama, Arkansas, Louisiana, Mississippi, and Oklahoma
Region Eleven: Arizona, Nevada, New Mexico, and Utah
Region Twelve: Kentucky, North Carolina, Tennessee, and Virginia
Region Thirteen: Illinois, Iowa, and Missouri

ARTICLE III. REGIONAL COUNCIL

The organization of representatives from Affiliate Associations within a region, planned to function as a continuing body to promote and maintain communication between Affiliate Associations and AHCA, shall be known as a Regional Council.

ARTICLE IV. MEMBERSHIP

Membership in the Regional Council shall consist of all Affiliate Associations located in such Region, and the Affiliate Associations shall be represented at Regional Council meetings by their Delegates, as defined in Chapter VIII, Article I.

ARTICLE V. MEETINGS OF THE REGIONAL COUNCIL

A. The annual meeting of the Regional Council shall be held before the second session of the House of Delegates during the annual convention of AHCA.

B. Other meetings may be called at the discretion of the Regional Vice President and must be called at the written request of a majority of the Presidents of the region's Affiliate Associations.

C. A quorum at any meeting of the Council shall consist of a majority of Delegates from the Region's Affiliate Associations.

D. Action by the Regional Council shall be taken by a majority vote of the Delegates present and voting at the Regional Council meeting. There shall be no proxy voting.

ARTICLE VI. DUES

Each Regional Council may adopt a dues structure for Affiliate Associations within the region and method of collection thereof.

ARTICLE VII. REGIONAL OFFICERS

Regions shall have at least a Regional Vice President and a Regional Secretary/Treasurer as officers.

ARTICLE VIII. ELECTION OF REGIONAL COUNCIL OFFICERS

A. The eligibility requirements are:

1. In order to be eligible to be elected as an officer of the Regional Council a person shall be designated representative of a Member Facility of a regional Affiliate Association of the AHCA at the time of his election and during his term of office; and

2. At no time shall the Regional Vice President and the Regional Secretary/Treasurer be elected from the same Affiliate Association to serve during the same term, except if the region consists of only one Affiliate Association.

B. The nominating procedures are:

1. The Regional Nominating Committee shall be composed of the Chief Elected Officer of all Affiliate Associations within the region, or their duly appointed alternates; and

2. The Regional Nominating Committee shall meet during the annual regional meeting and shall nominate candidates for the regional offices which are to become vacant. The most immediate past Regional Vice President or his predecessor shall serve as chairman without vote. The Nominating Committee report shall be presented to the Regional Council prior to the close of the annual meeting at which nominations are to be considered. Nominations from the floor will be in order at that time.

C. The elections and terms of office are:

1. The regional officers shall be elected at the annual Regional Council meeting by a majority vote of all Delegates of the Affiliate Associations within the region; and

2. Regional officers shall serve for one two-year term with even-numbered regions being elected in even-numbered years and odd-numbered regions being elected in odd-numbered years.

ARTICLE IX. VACANCIES IN OFFICE

Vacancies in regional offices shall be filled for the unexpired term from among the eligible members. A special Regional Council meeting shall be called or a mail ballot sent for the purpose of these elections within thirty days of the time any vacancy occurs.

ARTICLE X. DUTIES OF REGIONAL OFFICERS

A. The Regional Vice President shall:

1. Report in writing four times each year within 30 days of end of quarter to AHCA's Secretary and as otherwise required on regional activities, developments, and recommendations;
2. Submit a written annual report of regional activities to AHCA's Board of Directors, House of Delegates and to the Regional Council;
3. Be responsible for the establishment of a relationship with the Regional Director/Regional Office of the HHS coterminous with the AHCA region;
4. Adhere to a description of duties as developed and approved by the Board of Directors, including training as required;
5. Report regularly to members of the Regional Council on the Board of Directors' decisions and activities;
6. Direct the Regional Council in the region within the general guidelines and objectives established by AHCA, including acting as chairman of the Regional Council and appointing regional committees and committee chairs as specified in Article XII of this Chapter; and
7. Represent the Affiliate Associations within his/her region to AHCA and shall serve as a member of the AHCA Board of Directors, and House of Delegates.

B. The Regional Secretary/Treasurer shall:

1. Maintain minutes of all Regional Council meetings; maintain, and submit for annual audit; and account for all regional funds received and disbursed; and
2. Serve as alternate for the Regional Vice President at meetings of AHCA, on the Board of Directors, and House of Delegates, except where a region has elected a Regional Vice Chairman who shall then serve as the Regional Vice President's alternate with all the responsibilities, rights and privileges thereof. He shall, in the event of a vacancy in the office of Regional Vice President, serve as Regional Vice President Pro-tem and call a special Regional Council meeting as provided in Article IX of this Chapter.

ARTICLE XI. POWERS AND DUTIES OF THE REGIONAL COUNCIL

The Regional Council shall have authority to control and manage affairs and funds of the Regional Council; recommend policies and programs to AHCA's Board of Directors, and House of Delegates; inform Regional Council members of AHCA's policies, programs, and actions taken by the Board of Directors, and House

of Delegates; plan regional activities of Affiliate Associations as appropriate; seek to identify problems and issues within the region and refer them to AHCA's Board of Directors and House of Delegates when and if necessary; coordinate and communicate regional needs to regional Department of Health and Human Services (HHS) officials; and comply with administrative regulations adopted by AHCA.

ARTICLE XII. REGIONAL COMMITTEES

A. A Regional Council may have such committees as it may deem necessary.

B. Members of such committees shall be appointed by the Regional Vice President in consultation with the Chief Elected Officer of each Affiliate Association in the region.

C. Chairmen of such committees shall be appointed by the Regional Vice President and shall, by virtue of these appointments, be members of the like AHCA committee, if any.

D. The term of office for a regional committee chairman shall be two years with members from even-numbered regions being appointed to serve a term beginning immediately following the Annual Convention of even-numbered years and chairmen of odd-numbered regions being appointed to serve a term beginning immediately following the Annual Convention of odd-numbered years.

E. A vacancy in the office of chairman of a regional standing committee shall be filled for the unexpired term by the Regional Vice President.

ARTICLE XIII. JOINT REGIONAL COUNCIL MEETINGS

When a matter concerns or is of interest to more than one region, a joint meeting of such regions may be called.

ARTICLE XIV. REGIONAL COUNCIL BYLAWS AND RULES

Each Regional Council shall adopt such Bylaws and regulations as shall not contravene the Bylaws of AHCA and furnish a copy to AHCA.

CHAPTER X COMMITTEES

ARTICLE I. DEFINITION

Standing and special committees shall be established as necessary to assist the House of Delegates, Board of Directors and Executive Committee in implementing the program.

organization, administrative and financial objectives of AHCA. Committees shall function in a developmental and advisory capacity recommending programs and policies in major areas of AHCA interest to which they are assigned.

Each committee shall endeavor to cooperate with other committees and other organizations interested in its area of activity.

ARTICLE II. STANDING COMMITTEES AND SUBCOMMITTEES

A. There shall be the following committees: Constitution and Bylaws, Facility Standards, Grievance, Independent Owner, Legislative, Life Safety, Multifacility, Nonproprietary, Payment for Services, and Residential Care.

B. There shall be the following subcommittees: Budget and Finance; and Membership.

C. The following rules govern committee composition:

1. With the exception of the Grievance Committee, each standing committee shall be composed of one representative from each region, with these representatives being the chairman of the like regional committees, if any, as appointed by the Regional Vice President;

2. An affiliate association executive, recommended by the ASHCAE President and appointed by the AHCA Executive Vice President, shall serve ex officio on each committee and subcommittee;

3. The Legislative, Payment for Services, and Facility Standards Committees shall, in addition to regional representatives in paragraph C.1. of this Article, each have an appointed representative from the nonproprietary, multifacility, independent owner and residential care segments of the membership. These representatives shall have the same rights and privileges as the regional representatives on these committees and shall be appointed by their respective Nonproprietary, Multifacility, and Independent Owner Vice Presidents;

4. With the exception of the Grievance, Nonproprietary, Multifacility, Independent Owner, and Residential Care Committees, the President shall appoint all committee chairmen;

5. Each standing committee may establish such subcommittees thereof as may be deemed necessary to carry forward the work of that committee. Appointment of any additional committee members necessary to complete the subcommittee shall be made by the President;

6. Chairmen and voting members of all committees and subcommittees shall be designated representatives of Member Facilities in good standing of their respective Affiliate Associations

and of AHCA at the time of their appointment, and shall remain so during their terms of service;

7. Members of standing committees shall be appointed by the Regional Vice Presidents and confirmed by the President for two-year terms. The members from the even-numbered regions shall be appointed to serve a term beginning immediately following the Annual Convention of the even-numbered years and members from odd-numbered regions shall be appointed to serve a term beginning immediately following the Annual Convention of odd-numbered years;

8. In the event that any regional representative to a standing committee shall be unavoidably absent from any committee meeting, the member shall designate, in writing, another member of the regional committee to serve as his alternate in representing the region on the standing committee. Such designated alternate shall have the same responsibilities, rights and privileges as the absent committee member; and

9. During their terms, chairmen, members, and ex officio members of standing committees or established subcommittees may be removed for cause by the appointing authority.

D. The committees have the following scope and duties:

1. Constitution and Bylaws. The Constitution and Bylaws Committee shall be concerned with all matters relating to AHCA incorporation, Constitution and Bylaws, regulations and rules of permanent organization of the annual meeting or any meeting of the House of Delegates or other subordinate bodies of AHCA. The Constitution and Bylaws Committee shall serve as the Credentialing and Tellers Committees at the Annual Convention, as well as any other special meetings of the House of Delegates;

2. Facility Standards. The Facility Standards Committee shall be concerned with all nonlegislative matters relating to the Association's activities affecting facility standards;

3. Grievance. The Grievance Committee shall only be called into session when it is necessary to consider complaints and grievances from an Affiliate Association, member facility, or body of AHCA. The Immediate Past President shall serve as its chairman, and members shall be the Regional Vice Presidents. Its duties are as listed in Chapter XIV

4. Independent Owner. "The Independent Owner Committee shall be concerned with all matters relating to AHCA's activities affecting independent owner providers of care. An independent owner is defined as an individual or organization having financial interest and/or management control of less than 11 facilities or less than 1,201 beds. Should any individual or

organization that exceeds this criteria prefer to attend and participate in independent owner activities, such entity shall be able to petition the Independent Owners Committee for inclusion as an independent owner. A majority vote of the Independent Owners Committee is necessary to approve such a petition;

5. Legislative. The Legislative Committee shall be concerned with all matters relating to the legislative branch of government, consideration of pending and enacting state and federal legislation affecting care facilities and affecting the objectives of AHCA;

6. Life Safety. The Life Safety Committee shall be concerned with all matters relating to AHCA's activities related to fire and life safety standards;

7. Multifacility. The Multifacility Committee shall be concerned with all matters relating to AHCA's activities affecting multifacility providers of care. A multifacility shall be defined as an individual or organization having financial interest and/or management control of more than 10 facilities and more than 1,200 beds. Should any individual or organization that does not reach this criteria prefer to attend and participate in multifacility activities, such entity shall be able to petition the Multifacility Committee for inclusion as a multifacility. A majority vote of the Multifacility Committee is necessary to approve such a petition;

8. Nonproprietary. The Nonproprietary Committee shall be concerned with all matters relating to AHCA's activities affecting nonproprietary providers of care;

9. Payment for Services. The Payment for Services Committee shall be concerned with matters relating to AHCA's activities with regulatory agencies in the area of payment for services and other financial matters affecting Member Facilities;

10. Residential Care. The Residential Care Committee shall be concerned with all matters relating to AHCA's activities affecting residential care facilities;

11. Budget and Finance Subcommittee, chaired by the Treasurer. The Budget and Finance Subcommittee shall be concerned with all organizational matters of a financial nature including, but not limited to preparation of an annual budget, recommendation of fiscal policy, dues structure and recommendation of resolutions affecting the expenditure of monies; and

12. Membership Subcommittee, chaired by the Secretary. The Membership Subcommittee shall be concerned with all matters relating to membership and utilization of AHCA services by member facilities.

ARTICLE III. SPECIAL COMMITTEES

A. Special committees may be appointed by the President, Executive Committee, Board of Directors, and House of Delegates as deemed necessary. Such committees shall be charged with specific tasks which do not fall within the assigned function of existing standing committees, and these committees shall cease to exist upon presentation of their final reports to the appointing officer or body.

B. Voting membership on special committees shall be limited to designated representatives of Member Facilities in good standing of their respective Affiliate Associations and of AHCA at the time of their appointment and shall continue to be so during their membership on the committee.

C. The chairman and members of special committees may be removed for cause by the appointing authority.

ARTICLE IV. VACANCIES ON COMMITTEES

A. Vacancies occurring in standing committee membership shall be filled by the original appointing authority for the unexpired term.

B. Vacancies occurring in special committee membership shall be filled by the President.

ARTICLE V. MEETINGS

A. Standing Committees.

1. With the exception of the Grievance Committee, each committee shall meet at the direction of the President, Board of Directors or House of Delegates.

2. Unless specifically authorized by these powers, as specified at a time other than during the AHCA annual meeting.

B. Special Committees. Special Committees shall meet as directed by the President, House of Delegates or Board of Directors.

C. Quorum and Voting. A majority of the members or their alternates where permitted, shall constitute a quorum. Each member of the committee or his alternate, where permitted, shall have one vote. Proxy voting shall not be permitted.

ARTICLE VI. AUTHORITY OF COMMITTEES

A. Committees shall not be authorized to secure or attempt to secure funds independently from sources outside AHCA or to make commitments for AHCA. No committee, or any representative thereof, shall represent AHCA before any legislative, judicial, or executive tribunal in any proceedings or matters unless

specifically designated to do so by one of the governing bodies of AHCA or by the President, and in the event of such a request such representation shall be limited to furtherance of duly authorized actions and policies of AHCA.

B. No committee shall be permitted to assess dues.

ARTICLE VII. REPORTS

A. All reports, recommendations or other actions of committees shall be submitted to the Board of Directors.

B. Matters presented to a called meeting of a committee shall be acknowledged in the records of the meeting.

C. All committees shall keep the Board of Directors informed of their activities by written report. Summaries of committee activities shall be submitted in written form to the annual meeting of the House of Delegates.

ARTICLE VIII. JOINT COMMITTEES

When a matter concerns more than one committee and thus requires mutual consideration, a joint meeting of such committees, or subcommittees thereof, may be called subject to approval of the President.

ARTICLE IX. COMMITTEE CONSULTANTS

Executives or consultants of Affiliate Associations shall be appointed as provided in Chapter V, Article I.A.4.

ARTICLE X. STAFFING OF COMMITTEES

The Chief Administrative Officer of AHCA shall assign a member of the AHCA staff to serve as a resource person to each committee. The staff member shall be responsible to the Chief Administrative Officer for the administrative functions of the committee. The staff member shall make regular reports to the Chief Administrative Officer regarding the committee progress, recommendations, and/or programs of the committee, and he shall assist the committee chairman in preparation of the committee annual report.

CHAPTER XI COUNCIL OF AFFILIATED STATE HEALTH CARE ASSOCIATION EXECUTIVES

ARTICLE I. DEFINITION, POWERS AND DUTIES

A. Within AHCA there shall be established a Council of Affiliated State Health Care Association Executives, which shall be known as 'ASHCAE.' ASHCAE shall serve as a representative body of professional long term care association executives, working in support of the goals and objectives of AHCA.

B. ASHCAE shall provide a forum for the exchange of ideas and the dissemination of information among its members. It shall devise and support programs to improve the administrative abilities and professional competence of state affiliate executive officers.

ARTICLE II. MEMBERSHIP

ASHCAE membership shall consist of two categories: active association chief executives of AHCA affiliates (voting); and honorary (nonvoting) membership. Honorary membership shall be granted at the discretion of the voting membership.

ARTICLE III. ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE

A. ASHCAE shall select its own leadership in accordance with its Bylaws.

1. It will have at least a President, a Vice President, a Secretary and a Treasurer, who may serve a maximum of two consecutive one year terms in any one office.

2. The Executive Committee shall consist of at least the officers, two at large members and the immediate past president. Only voting members may serve on the Executive Committee.

3. The officers and Executive Committee shall perform their duties as outlined in the ASHCAE Bylaws.

B. A Nominating Committee composed of no fewer than five ASHCAE members in good standing, and chaired by the Immediate Past President, will be appointed each year, as provided in the ASHCAE Bylaws.

1. Members of the Nominating Committee shall not be eligible for nomination to the Executive Committee while serving on the Nominating Committee.

2. The Nominating Committee will fulfill its duties in compliance with the ASHCAE Bylaws.

ARTICLE IV. BYLAWS

ASHCAE shall adopt or revise its Bylaws by two thirds vote of its membership, and shall furnish a copy of such Bylaws to AHCA. The ASHCAE Bylaws shall not contravene the Bylaws of AHCA.

ARTICLE V. DUES

ASHCAE may adopt a dues structure for its members and the method of collection thereof.

ARTICLE VI. MEETINGS AND VOTING

A. ASHCAE shall meet at least once each year in an Annual meeting which shall coincide, when possible, with the AHCA Annual Convention. Other meetings may be held as required, in accordance with the ASHCAE Bylaws.

B. A quorum at any meeting of ASHCAE shall consist of a majority of voting members.

C. Action by ASHCAE shall be taken by a majority vote of the voting members present and voting at the ASHCAE meeting. Proxy votes will be allowed upon written authorization of the voting member.

ARTICLE VII. ASHCAE COMMITTEES

ASHCAE may have such committees as it deems necessary. The ASHCAE Bylaws shall govern the appointment, duties and powers of committees within ASHCAE.

CHAPTER XII PAST PRESIDENTS COUNCIL

ARTICLE I. DEFINITION

Within AHCA there shall be established a Past Presidents Council composed of former Presidents.

ARTICLE II. MEETINGS

A meeting shall be held at least once a year. A member of the Council may be elected chairman and that chairman may submit a report annually to the Board of Directors with regard to any subject relevant to AHCA.

ARTICLE III. DUTIES

The duties shall be defined by the Board of Directors.

CHAPTER XIII REPRESENTATION TO OTHER ORGANIZATIONS

ARTICLE I. DEFINITION

The purpose of representation to other organizations shall be to discuss and recommend solutions to problems of mutual concern, and to discuss and recommend action in areas of mutual interest, such as accreditation, joint education programs, etc.

ARTICLE II. APPOINTMENT

Appointment of representatives of AHCA to other associations or to joint committees with other organizations shall be the responsibility of the President of AHCA.

ARTICLE III. AUTHORITY

An individual appointed as a representative of AHCA to another organization or joint committees shall not be authorized to make commitments for AHCA.

ARTICLE IV. REPORTS

Representatives to another organization or to joint committees of organizations shall be required to submit a written report within fifteen days after meetings, which shall contain the recommendations of the joint committees or organizations to which they are representatives. Such reports shall be submitted to the Board of Directors through the appropriate body or committee within those areas of responsibility.

CHAPTER XIV GRIEVANCES AND DISCIPLINARY ACTIONS

ARTICLE I. AUTHORITY AND RESPONSIBILITY OF GRIEVANCE COMMITTEE

A. Discretionary hearings. The committee may consider complaints made by and grievances of an Affiliate Association, Member Facility, Associate Member, or committee or other body of AHCA. It may also consider appeals for removal from office of appointed officials, such as committee members, including chairmen of committees.

B. Mandatory hearings. The committee shall provide a hearing upon written request of any

elected officer whom the Board of Directors contemplates removing from office, pursuant to Article IV of this Chapter, and of any Affiliate Association or Associate Member against which the Board of Directors proposes disciplinary action pursuant to Chapter I, Article VII.

ARTICLE II. COMPOSITION OF COMMITTEE

- A. Chairman -- Immediate Past President
- B. Members -- Regional Vice Presidents

ARTICLE III. VOTING, QUORUM, ALTERNATES, AND PROXY

Each member shall have one vote. Two-thirds of the committee shall constitute a quorum. Alternate representation and voting by proxy shall not be permitted. A two-thirds vote of those present and voting shall be required for action or recommendation by the committee. A member of the committee shall be ineligible to vote on any action in which he or the Affiliate Association which he represents is the subject of contemplated disciplinary action.

ARTICLE IV. PROCEDURE

A. Discretionary hearings. Complaints or grievances shall be presented in writing, through the Chief Administrative Officer and reviewed by the committee. Should the committee deem that the complaint merits a hearing, it shall direct the Chief Administrative Officer to inform the complainant of his opportunity to request a hearing. Should the complainant request such a hearing within a time limit set by the committee (usually thirty days), the parties against whom the complaint is brought shall be notified by the Chief Administrative Officer of the pending hearing. All concerned parties shall be sent written notification of the time, place and nature of the hearing, the matter to be considered, and the action that may ensue. Only a specific written request for a hearing shall be considered by the committee, except that a hearing may be directed by the President, Board of Directors or House of Delegates, in the absence of a specific written complaint, if information brought to their attention indicates that a hearing is desirable and in the best interest of AHCA. The decision of the committee in these matters shall be the final AHCA action. It shall, however, report its action to the Board of Directors at the next Board of Directors' Meeting.

B. Mandatory hearings. When the Board of Directors contemplates removal from office of an elected officer of AHCA pursuant to Chapter XIV

or disciplinary actions against an Affiliate Association or Associate Member pursuant to Chapter XIV Article I, B, it shall instruct the President to notify the individual or officers of the Affiliate Association of the contemplated action and the right to request, within thirty days, a hearing before the Grievance Committee and to simultaneously notify the Grievance Committee of such contemplated action. If the Affiliate Association or individual requests a hearing, it shall be scheduled by the Grievance Committee within thirty days. The individual or Affiliate Association shall be notified of the hearing date and the right to present witnesses on his/its behalf and to question those who have presented information against him/it. The Grievance Committee shall, after conducting the hearing, develop recommendations to the Board of Directors to be submitted at the next meeting of the Board. In its report to the Board, the Grievance Committee shall state the basis for its recommendation. The Board of Directors shall act upon the report in accordance with Chapter VII, Article III, 9.

CHAPTER XV DISTINGUISHED SERVICE AWARDS

Awards for distinguished service, in whatever form, such as the Better Life Award may be made by the AHCA to any individual, firm, or corporation upon approval of the Board of Directors.

CHAPTER XVI CONTRACTS AND EXPENDITURES

Under the authority of the House of Delegates, the Executive Committee shall have the responsibility over the expenditure of AHCA funds and contracting agreements. Contracting agreements not included in the approved budget shall not be approved without the express consent of a majority of the Executive Committee.

CHAPTER XVII PARLIAMENTARY AUTHORITY

ARTICLE I. RULES OF ORDER

The rules contained in "Robert's Rules of Order, Newly Revised," shall govern AHCA in all cases in which they are applicable and in which they are not in conflict with the AHCA Constitution, Standing Rules, and Policies.

ARTICLE II. PARLIAMENTARIAN

The Board of Directors shall appoint or shall request that the Executive Vice President appoint a qualified parliamentarian who is conversant with the adopted parliamentary authority to serve during sessions of the House of Delegates.

CHAPTER XVIII AUTHORITY AND AMENDMENT OF CONSTITUTION AND BYLAWS

ARTICLE I. AUTHORITY

The Constitution and these Bylaws shall be binding upon Affiliate Associations, Member Facilities, and Associate Members in equal manner, irrespective of geographic location.

1. Regions and Affiliate Associations shall write their own bylaws and rules, but these may not be in conflict with the Constitution and Bylaws, rules and policies of AHCA.

2. Provisions of an Affiliate Association's Constitution and Bylaws, regulations and policies, or any act of Affiliate Associations which are substantially contrary to provisions in the AHCA Constitution and Bylaws shall constitute grounds for suspension of voting rights of all Members Facilities of said Affiliate Association by the Board of Directors and/or House of Delegates.

ARTICLE II. INITIATING AMENDMENTS

A. Proposals for amendments to the Constitution and these Bylaws may be initiated by the Executive Committee, Board of Directors, Constitution and Bylaws Committee, House of Delegates, or by petition of any Affiliate Association, following the procedures in Article III herein.

B. Amendments to the Constitution and Bylaws may be proposed from the floor at any annual meeting of the House of Delegates. However, amendments proposed in this manner shall not be acted upon until the next annual meeting and following the procedures specified in Article III herein.

ARTICLE III. PROCEDURES

A. Each proposed amendment shall be submitted in writing by certified mail to AHCA's Chief Administrative Officer and shall be referred by the Board of Directors to the appropriate committee for study and recommendation prior to referral to the Constitution and Bylaws Committee.

B. Proposed amendments and recommendations shall be filed with the Chief Administrative Officer by the proponent at least ninety days prior to the meeting at which such amendments are to be considered.

C. After review, the Chief Administrative Officer shall cause notice of each proposed amendment, with the recommendations of the Constitution and Bylaws Committee, to be sent by certified mail to the official offices of the Affiliate Associations no less than forty-five days prior to the meeting at which the amendment may be considered.

D. Proposed amendments to the Constitution and Bylaws not receiving favorable recommendations from the Constitution and Bylaws Committee shall be included in the Committee report to the House of Delegates upon written request of the proponent, received by certified mail, at AHCA offices, at least ten days prior to the meeting of the House of Delegates.

ARTICLE IV. ADOPTION

A. Bylaws. Amendments to the Bylaws may be adopted at any meeting of the House of Delegates upon receiving affirmative vote of two-thirds of the Delegates present and voting. Bylaws amendments so adopted shall become effective immediately. Within thirty days following the meeting at which Bylaws amendments are adopted, the Chief Administrative Office shall send Affiliate Associations, by certified mail, notification of such Bylaw amendments.

B. Constitution. Amendments to the Constitution presented as specified in Article III of this Chapter may be voted upon at any annual meeting of the House of Delegates upon receiving affirmative vote of two-thirds of the Delegates present and voting. Such amendments shall then be submitted within thirty days by certified mail to the official offices of the Affiliate Associations to be acted upon at a meeting of each Affiliate Association. Affiliate Associations shall certify their vote on proposed Constitutional amendments to AHCA's Chief Administrative Officer. Ratification by two-thirds of the Affiliate Associations, prior to official call to order of the annual meeting of the House of Delegates immediately following that at which the amendment was presented, shall constitute adoption of the amendment which shall then become effective. Within thirty days after ratification or rejection of Constitutional amendments, AHCA's Chief Administrative Officer shall send Affiliate Associations by certified mail the record of ratification or rejection.

CHAPTER XIX REMOVAL OF OFFICERS

A. The Board of Directors shall have the authority to terminate the tenure of any elected officer of AHCA for cause. "Cause" is defined as conduct which is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interest and objectives of AHCA, including conviction or pleading guilty to any felony under federal or state law. When such action is contemplated, the Executive Vice President shall, at the direction of the Board of Directors, notify the individual concerned, in writing, of his right to a hearing in accordance with the procedures set forth in Chapter XIII. If the individual does not request a hearing, the Board of Directors may take disciplinary action, based on the information before it. Disciplinary action may be taken by a two-thirds vote at any meeting of the Board of Directors at which a quorum is present, provided, however, that it must act upon a report of the Grievance Committee at the meeting at which the report is presented, or, if a quorum is not present, at the next meeting at which a quorum is present. In the event a member of the Executive Committee is the subject of any such contemplated action, he or she shall be ineligible to vote thereon.

B. Any nationally elected officer of AHCA shall temporarily relinquish his or her official duties upon indictment, or its equivalent, for any felony under state or federal law. As used in this Chapter, the term officer shall include those persons holding the elected offices referred to in Chapter IV, Article I, 1.

C. During this period, the President, or in the event of presidential indictment, the first vice president, shall redistribute the relinquished functions as deemed appropriate.

D. The action is subject to a review by the Executive Committee, if requested, within 60 days by the affected national officer. The Executive Committee may confirm or overturn that action.

E. The office of such person whose tenure has been terminated shall be deemed vacant. A vacancy in office created by any action taken pursuant to this Chapter shall be filled as otherwise provided in these Bylaws.

F. Should the officer be exonerated during the term of office for which the officer was elected, the officer shall be reinstated to complete the term. Should the legal proceeding take longer than the normal term of office, and a new officer is duly elected, the exonerated officer no longer has claim to the office.

ATTACHMENT 2

CONSTITUTION AND BYLAWS WITH UNDERSCORING AND STRIKOUTS TO SHOW PROPOSED CHANGES CONSTITUTION

ARTICLE I. NAME, MISSION AND OBJECTIVES

A. This Association shall be known as the "American Health Care Association." hereinafter referred to as AHCA.

B. The mission of AHCA shall be:

1. That AHCA lead in the development and protection of the ability of long term care providers to deliver, with integrity, responsive health care and other services to their clients in safe and secure environments; and

2. That AHCA fulfill its mission by representing its diverse membership on the national level, by influencing policy development, and by providing leadership, technical assistance, and educational tools.

C. The objectives of AHCA shall be:

1. To promote the general welfare through education, development and maintenance of high standards of professional care and administration in all member facilities;

2. To influence federal policy, with particular emphasis on reimbursement policy and the standards necessary for the delivery of quality patient care;

3. To promote and protect the long term care industry's interests, including the interest of the clients it serves;

4. To provide a forum for the exchange and dissemination of information relevant to the long term care industry;

5. To monitor, on behalf of its members, basic trends affecting long term care in the United States;

6. To provide technical assistance to long term care providers through AHCA's Affiliate Associations;

7. To promote public and consumer knowledge and support of the long term care industry;

8. To coordinate the activities of Affiliate Associations engaged in concerted action in support of these objectives of AHCA;

9. To bring into one organization all eligible organizations; and

10. To abide by a Code of Ethics established by the Board of Directors.

ARTICLE II. MEMBERSHIP

The membership of the Association shall consist of Affiliate Associations in each state of the Union and the District of Columbia and such other types of members as are designated in the Bylaws. Affiliate Associations may obtain and continue in active membership if they:

1. Submit an application which is approved by a majority of the Board of Directors;

2. Provide services to "member facilities" which are licensed, certified or approved by one or more departments of government;

3. Are associate members whose applications are approved by the Membership Subcommittee;
4. Are in good standing.

ARTICLE III. OFFICERS

The officers of AHCA shall be a President, First Vice President, Secretary, Treasurer, Immediate Past President, Independent Owner Vice President, Multifacility Vice President, Nonproprietary Vice President and Residential Care Vice President, all serving for one-year terms in each position as provided in the Bylaws.

ARTICLE IV. EXECUTIVE COMMITTEE

The Executive Committee of AHCA shall consist of the national officers who have a vote. Individuals whom the President may appoint to serve in an ad hoc capacity do not have a vote. The Executive Vice President and the President of ASHCAE shall serve in an ex officio, nonvoting capacity on the Executive Committee as provided in the Bylaws.

ARTICLE V. BOARD OF DIRECTORS

The Board of Directors of AHCA shall consist of the officers and Regional Vice Presidents, elected by their Regions to serve for a two year term. It shall also consist of the President or duly appointed or elected designee of each Affiliate Association and the Associate Business Member Board Representative as provided in the Bylaws. The Executive Vice President and the President of ASHCAE shall serve in an ex officio, nonvoting capacity on the Board of Directors ~~as provided in the Bylaws.~~

ARTICLE VI. HOUSE OF DELEGATES

The House of Delegates of AHCA shall consist of a chairman, the Board of Directors, and Affiliate Association delegates and Associate Business Member Delegates as provided in the Bylaws.

ARTICLE VII. AMENDMENTS

Proposals for amendments to the Constitution and the Bylaws may be initiated by the Executive Committee, the Board of Directors, the Constitution and Bylaws Committee, the House of Delegates or by petition by any Affiliate Association following the procedures in Chapter XVII, Article III of the Bylaws. The

proposed amendment must be voted on by a two-thirds vote of those present at the House of Delegates meeting and must be ratified by two-thirds of the Affiliate Associations prior to the call to order of the next meeting of the House of Delegates in accordance with the procedures set forth in Chapter XVII, Article IV of the Bylaws.

BYLAWS

CHAPTER I MEMBERSHIP

ARTICLE I. AFFILIATE ASSOCIATION

A. Membership in AHCA may be granted to any one organized group of care facilities within the confines of a state, district, territory or possession of the United States of America in which a program of inspection, licensing, certification, or approval by one or more departments of the government is conducted. Such members shall be known as Affiliate Associations without reference to their origin in state, district, territory, or possession and shall enjoy equal rights within AHCA.

B. One organized group in each jurisdiction as described in paragraph A, above, shall be eligible for membership at any given time.

C. A newly formed affiliate association shall consist of the number of members that are required in that state to form a nonprofit corporation under the existing law of that state and must be open to all types of facilities, as defined in paragraph A. After formation of the nonprofit corporation, application for Affiliate Association Membership in AHCA must be filed in accordance with AHCA's Bylaws governing such application.

Associations seeking affiliation with AHCA shall make applications through the Chief Administrative Officer of AHCA. The association shall become an affiliate upon affirmative majority vote of the AHCA Board of Directors after a complete application has been received by AHCA. Applications for Affiliate Association membership shall include:

1. A copy of the authorizing resolution or motion adopted by the membership of the association seeking affiliation;
2. A copy of the constitution, bylaws, and regulations of the association seeking affiliation;
3. The facility names, addresses, and numbers of beds for dues purposes for all Member Facilities of the association seeking affiliation; and
4. The AHCA dues, as provided for in Chapter II, based on Member Facilities of the association initially seeking affiliation.

D. Each Affiliate Association shall require all its Member Facilities to be Member Facilities of AHCA. Each Affiliate Association shall pay dues to AHCA for all beds which meet AHCA dues criteria as set annually by the House of Delegates, and for which dues or assessments, etc., are paid to the Affiliate Association by the Member Facilities.

Each Affiliate Association shall, as a condition of AHCA membership, provide for disciplinary action in its Constitution and Bylaws, including suspension and termination of any Member Facility of such Association for cause. "Cause" is defined as conduct which is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interest and objectives of AHCA, including conviction of or pleading guilty to any felony under federal or state law.

ARTICLE II. MEMBER FACILITY

A. "Member Facility" shall mean a facility which is subject to a program of inspection, licensing, certification or approval by one or more departments of the government, and for which dues or assessments, etc., are received by an Affiliate Association.

B. AHCA shall not recognize or provide member services to facilities which are not members of an Affiliate Association.

C. Any facility which is a Member Facility of an Affiliate Association shall, by virtue of that membership, be required to be a Member Facility of AHCA.

D. In such states, districts, territories or possessions of the United States of America in which no Affiliate Association exists, care facilities may become Member Facilities of AHCA through another Affiliate Association to be designated by the Board of Directors for such state, district, territory or possession. At such time that a state, district, territory, or possession is represented by an Affiliate Association, membership in AHCA by a care facility located therein may be only through membership in said Affiliate Association.

~~ARTICLE III. ASSOCIATE MEMBER~~

~~— A. Associate membership may be granted to groups or individuals, real or corporate, who are engaged in activities which relate to the objectives of AHCA, and who are not associated with organizations eligible as Member Facilities or Affiliate Associations. These shall include:~~

~~—— 1. Any volunteer or other service group organized in connection with a care facility;~~

~~—— 2. Any individual, or individuals, other than care facilities, who are engaged in activities related to AHCA objectives; and~~

~~—— 3. Any administrator or executive of a care facility within the provinces of Canada, or in any foreign country.~~

~~— B. Application for associate membership shall be made to the Chief Administrative Officer of AHCA on forms provided by AHCA. Prescribed dues must be included in application.~~

~~— C. The applicant shall become an Associate Member upon majority vote of the Membership Subcommittee and upon payment of the prescribed dues.~~

~~— D. Associate Members shall be ineligible to hold office or vote in the affairs of AHCA, but may serve on committees in a nonvoting advisory capacity.~~

ARTICLE III. ASSOCIATE BUSINESS MEMBER

A. Associate Business Membership may be granted to individuals, corporations, partnerships, limited liability companies and other entities that (i) supply products or services to long term care providers and (ii) will in good faith promote the objectives of AHCA as set forth in the Constitution but do not provide products or services that compete with those offered by AHCA.

B. Application for Associate Business Membership shall be made to the Chief Administrative Officer of AHCA on forms provided by AHCA. Prescribed dues must be included with the application.

C. The applicant shall become a Associate Business Member upon determination by the Chief Administrative Officer of AHCA that the applicant is eligible for Associate Business Membership and upon payment of the prescribed dues.

D. Associate Business Members shall be entitled to vote for one Associate Business Member Board Representative, who will sit on the Board of Directors, and two Associate Business Member Delegates, who will be members of the House of Delegates. Any individual Associate Business Member or representative of a Associate Business Member in good standing shall be eligible to serve as the Associate Business Member Board Representative or a Associate Business Member Delegate. Each Associate Business Member shall have a minimum of one vote. Associate Business Members may have additional votes based on this total financial support of AHCA. This differential shall be determined by a majority vote of the House of Delegates at its annual meeting and shall become effective immediately and shall remain in effect until changed as provided in this Article.

E. Associate Business Members shall be ineligible to serve as an officer or to vote in the affairs of AHCA, except as provided for in this CHAPTER I, ARTICLE III, or except in the capacity of the Associate Business Member Board Representative or a Associate Business Member Delegate. No Associate Business Member may have a representative elected under Paragraph D to more than one office.

F. The Associate Business Member Board Representative and each Associate Business Member Delegate shall serve for a term of one year. A Associate Business Member shall be limited to having a representative serve as Associate Business Member Board Representative for two consecutive terms. A Associate Business Member shall be limited to having a representative serve as a Associate Business Member Delegate for two consecutive terms.

G. Any vacancy in the position of the Associate Business Member Board Representative shall be filled by the Associate Business Member Delegates or, if there be only one Associate Business Member Delegate, by such Delegate, or if there are no Associate Business Member Delegates or if they cannot agree, by the President. Any vacancy in the position of a Associate Business Member Board Representative shall be filled by the Associate Business Member Board Representative, or if there is no Associate Business Member Board Representative, by the President.

ARTICLE IV. HONORARY MEMBER

Honorary Membership may be conferred by the House of Delegates on those individuals who have rendered distinguished service to the health care field or to AHCA. Honorary Members shall be ineligible to vote in the affairs of AHCA. However, they may serve on committees in a nonvoting advisory capacity.

ARTICLE V. FORMER PRESIDENTS

In recognition of distinguished service to AHCA, former AHCA Presidents shall be made Honorary Life Members of AHCA. Such individuals will receive full benefits of membership.

ARTICLE VI. MEMBERSHIP CERTIFICATE

A. Affiliate Associations shall be issued a certificate of affiliation which shall be returned to AHCA in the event of termination of affiliation.

B. Member Facilities shall be issued yearly membership certificates or other evidence of current membership upon payment of annual dues by their Affiliate Association.

~~C. Associate Members shall be issued yearly membership certificates or other evidence of current membership upon payment of annual dues.~~

C. Associate Business Members shall be issued yearly membership certificates or other evidence of current membership upon payment of annual dues.

ARTICLE VII. TERMINATION OF MEMBERSHIP

A. The Board of Directors may suspend or terminate membership of any Affiliate Association or Associate Member for cause in accordance with the procedures set forth in Chapter XIII, Article IV. "Cause" is defined as conduct which is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interest and objectives of AHCA, including conviction of or pleading guilty to any felony under federal or state law. The Chief Administrative Officer may suspend or terminate membership of any Associate Business Member for cause; provided, however, that in the event a Associate Business Member disputes the Chief Administrative Officer's determination of cause, such Associate Business Member may appeal such determination to the Board of Directors, under such procedures as are established by the Board of Directors. The decision of the Board of Directors shall be final and binding.

B. Any member suspended or terminated under the provision of this subsection may be reinstated under such terms and conditions as the Board of Directors may determine by an affirmative vote of two-thirds of those present and voting.

C. Affiliate Association Membership shall be terminated by:

1. The Board of Directors in accordance with procedures set forth in Chapter XIII;
2. Withdrawal of the Affiliate Association through the procedure in such affiliate's Constitution and Bylaws; and
3. Nonpayment of dues within the time specified in these Bylaws, Chapter II, in accordance with the procedures set forth in Chapter XIII.

D. Individual Member Facility membership shall be terminated by:

1. Withdrawal from membership or termination of membership by Member Facility's Affiliate Association; or

2. Notification from the Affiliate Association that the Member Facility has been dropped from the Affiliate Association's membership.

~~E. Associate membership shall be terminated by:~~

~~1. Filing a resignation, in writing, with the AHCA Chief Administrative Officer. Such resignation shall become effective as of the date filed;~~

~~2. Being associated with a Member Facility which terminates membership, if the Member Facility does not reinstate membership within a six month period; or~~

~~E. Associate Business Membership shall be terminated by:~~

~~1. Filing a resignation, in writing, with the AHCA Chief Administrative Officer. Such resignation shall become effective as of the date filed.~~

~~2. Nonpayment of dues within the time specified in these Bylaws, Chapter II; provided, however, that in the event a Associate Business Member disputes such termination, such Associate Business Member may appeal to the Board of Directors, under such procedures as are established by the Board of Directors. The decision of the Board of Directors shall be final and binding.~~

3. Nonpayment of dues within the time specified in these Bylaws, Chapter II, in accordance with the procedures set forth in Chapter XIII.

F. Dues, refund for terminated membership: Upon termination of membership, for whatever reasons, dues shall not be refunded.

CHAPTER II DUES

ARTICLE I. DETERMINATION OF AMOUNT

A. The rate of dues for Affiliate Associations and ~~Associate~~ Associate Business Members shall be determined by a majority vote of the House of Delegates at its annual meeting and shall become effective January 1st of the ensuing year and shall remain in effect until changed as provided in this Article.

B. The Budget and Finance Subcommittee may recommend to the Board of Directors and House of Delegates a change in annual dues, with the reasons therefore and the effect upon the income and programs of AHCA.

C. Such recommendations to change dues shall be transmitted to each Affiliate Association at least forty-five (45) days prior to the meeting of the House of Delegates at which such change is to be considered.

D. To provide the Affiliate Association with sufficient time to accommodate the budgetary needs of AHCA, the House of Delegates will annually adopt a three-year budget forecast.

ARTICLE II. COLLECTION

A. Each Affiliate Association shall transmit dues to AHCA based on its Member Facilities.

~~B. Dues for Associate Members shall be due and payable directly to AHCA.~~

~~B. Dues for Associate Business Members shall be due and payable directly to AHCA.~~

ARTICLE III. PAYMENT

A. The annual dues for Affiliate Associations and Associate Business Members shall be due and payable January 1st for the ensuing year, except that ~~the an~~ Affiliate Association may select one of two calculation methods and payment schedules -- annually or quarterly.

1. For Affiliate Associations selecting annual dues calculation:

a. The Affiliate Association shall notify AHCA of its Member Facilities together with bed counts as of December 31st of each year. AHCA shall calculate the ensuing year's dues based on this membership;

b. The full annual dues shall be paid in full to AHCA not later than the first payment date on the schedule for Affiliate Associations choosing to pay dues quarterly. Affiliates not fully paid by the first quarterly payment date shall automatically be classified under the quarterly calculation plan for the balance of the calendar year;

c. Affiliates paying annual dues in full by the established deadline shall be entitled to take a discount, as determined annually by a majority vote of the House of Delegates;

d. Member Facilities newly admitted to Affiliate Association membership, other than in January of any year shall be added to AHCA membership at no cost to the Affiliate Association during the balance of that year, unless the affiliate requests a midyear adjustment as provided in subparagraph f;

e. Affiliate Association dues are calculated for renewal of Member Facilities and new Member Facilities effective on January 1st each year. Renewal members shall be defined as any Member Facility which has been a Member Facility at any time within the immediate previous twelve months;

f. If an Affiliate Association experiences extraordinary loss of Member Facilities, it may request that the Board of Directors adjust the affiliate's current year annual dues to AHCA. Adjustments shall be considered by the Board of Directors only if (1) the difference in the dollar amount of the net dues calculation on January 1 and on July 1 of the same year is greater than that year's discount rate for states paying annually, and (2) the request for an adjustment is made in writing to the Chief Administrative Officer of AHCA not later than July 15 for the current year; and

g. For delegate calculation purposes, the Affiliate Association may, at its sole option, pay additional dues to AHCA by the deadline established for delegate calculation, for Member Facilities admitted during the year.

2. For Affiliate Associations selecting quarterly dues calculations:

a. The Affiliate shall notify AHCA of its Member Facilities together with bed counts as of the first day of each quarter. Both additions and deletions of facilities shall be included in each quarter's computation for dues purposes, except that during a quarter,

adjustments to Member Facilities may be made at any time during that quarter with no adjustment to that quarter's dues calculation. AHCA shall calculate Affiliate Association dues for the quarter based on the Affiliate's membership at the beginning of each quarter; and

b. The quarterly computation of dues shall be paid in full to AHCA no later than the quarterly payment deadlines established annually by the House of Delegates.

ARTICLE IV. SUSPENSION OF SERVICES

A. An Affiliate Association more than one quarter in arrears in its dues payment to AHCA, along with all its Member Facilities, shall be suspended from AHCA services unless the Board of Directors has approved in advance, an alternate payment plan.

B. Suspension of services shall be lifted upon receipt of dues in arrears to AHCA.

ARTICLE V. LATE PAYMENT

A. The Affiliate Association ~~or Associate Business Member~~ shall be assessed a carrying charge for ~~Affiliate Association~~ dues not received by AHCA by the appropriate deadlines.

B. The carrying charge shall be calculated weekly on the daily past due balance at an annualized rate of one percent above the current prime rate, as set forth in the issue of the Wall Street Journal dated the first day of each calendar quarter.

CHAPTER III ANNUAL MEETINGS

ARTICLE I. CONVENTIONS

There shall be an annual meeting of the membership within or without the State of Ohio, which shall include:

1. Meetings of the duly accredited members of the House of Delegates for the purpose of electing officers and conducting the business of AHCA; and
2. Such meetings of the Executive Committee, Board of Directors and Committees as may be either required or desired or as otherwise provided for herein.

ARTICLE II. RECOMMENDATIONS OF MEETING DATE

Recommendations of meeting dates and sites shall be made to the Board of Directors by the AHCA Chief Administrative Officer.

ARTICLE III. DATE

The annual meeting shall be held between October 1 and December 15 at a place to be designated by the Board of Directors at least three years in advance.

ARTICLE IV. ANNUAL MEETINGS OF ASSOCIATE BUSINESS MEMBERS

Annual meetings of the Associate Business Members for the purpose of electing the Associate Business Member Board Representative and the Associate Business Member Delegates shall be held at a place, date and time set by the Chief Administrative Officer.

CHAPTER IV OFFICERS AND THEIR ELECTION

ARTICLE I. CLASSIFICATION

The officers of AHCA shall include:

1. A President, a First Vice President, a Secretary, a Treasurer, a Multifacility Vice President, a Nonproprietary Vice President, an Independent Owner Vice President and a Residential Care Vice President, elected by the House of Delegates;
2. An Executive Vice President, appointed by the Board of Directors to serve as AHCA Chief Administrative Officer, without vote. The Executive Vice President shall not be affiliated with a Health Care Facility; and
3. An Immediate Past President.

ARTICLE II. ELIGIBILITY

A. At no time shall the President, First Vice President, Secretary, Treasurer, Independent Owner Vice President, Multifacility Vice President, Nonproprietary Vice President, or Residential Care Vice President, be elected from the same Affiliate Association or corporation to serve during the same term.

B. The Independent Owner, Multifacility, Nonproprietary, and Residential Care Vice Presidents shall be members of their respective constituencies and be the representative of an AHCA Member Facility in good standing.

ARTICLE III. NOMINATIONS

Nominations shall be made from the floor in the following manner:

1. Nominations of candidates who fulfill the eligibility requirements may be made from the floor on both the opening and final days of House of Delegates.

2. Nominations may be seconded, but do not require a second in order to be received; and

3. Each candidate shall have the privilege of the floor to present a five-minute resume of his proposed programs and policies, if he so desires.

ARTICLE IV. ELECTIONS

A. Election of officers shall be held at the opening of the final day's business of the House of Delegates.

1. All elections shall be by secret ballot except where there is but one candidate for an office.

2. Election shall be by majority vote. If no candidate receives a majority on the first ballot, the candidate receiving the smallest number of votes shall be dropped, and balloting shall continue until one candidate receives the majority of the ballots cast.

3. There should be at least one representative of each region on the Teller's Committee.

B. Election of Regional Vice Presidents shall be held at Regional Council meetings preceding the second session of the House of Delegates.

C. Regional Vice Presidents from even-numbered regions shall be elected in even numbered years, and Regional Vice Presidents from odd-numbered regions shall be elected in odd-numbered years.

ARTICLE V. TERM OF OFFICE

A. The President, First Vice President, Secretary, Treasurer, Independent Owner Vice President, Multifamily Vice President, Nonproprietary Vice President, and Residential Care Vice President shall be limited to two consecutive one-year terms. Terms begin at installation at the National Convention. No person may be elected to an office if such election would result in a violation of Chapter VI, Article I.A.6.

B. Regional Vice Presidents shall be elected for a two-year term, beginning at installation at the National Convention. They shall be limited to one term of two consecutive years.

ARTICLE VI. VACANCIES IN OFFICE

A. If the President becomes unable to perform the duties of the office due to death, disability, resignation or other cause, the balance of the unexpired term shall be filled by the First Vice President, or, if unable to serve, by the Secretary or, if unable to serve, by the Treasurer.

B. If the First Vice President, Secretary, or Treasurer is unable or unwilling to perform the duties of the office of the President, the Executive Committee shall call a special meeting of

the Board of Directors to elect a President to serve the remaining portion of the unexpired term.

C. A vacancy in any national office except President shall be filled by election held by the Board of Directors to fill the unexpired term.

D. Vacancies during a term in regional office shall be filled by election of the Regional Council at a special meeting or a mail ballot within 30 days of the time the vacancy occurs.

CHAPTER V DUTIES OF OFFICERS

ARTICLE I. GENERAL AND ASSIGNED DUTIES

The elected officers of AHCA shall perform such duties as are listed in these Bylaws and such other duties as may, from time to time, be assigned to them by the House of Delegates.

A. The President shall:

1. Preside at meetings of the Executive Committee, the Board of Directors, and the House of Delegates unless the President delegates the responsibility of presiding at the House of Delegates meeting to the First Vice President or the Immediate Past President;

2. Direct the activities of AHCA and assign to other officers, committee chairmen, and employees other duties as he may deem necessary in addition to those specifically described in these Bylaws;

3. Appoint annually all committee chairmen and confirm appointments of the committee members with the exception of Grievance (chaired by the First Vice President), Budget and Finance Subcommittee (chaired by the Treasurer), Membership Subcommittee (chaired by the Secretary), Independent Owner (chaired by the Independent Owner Vice President), Multifacility (chaired by the Multifacility Vice President), Nonproprietary (chaired by the Nonproprietary Vice President), and Residential Care (chaired by the Residential Care Vice President) Committees,

4. Appoint member representative of AHCA to other associations or to joint committees with other organizations,

5. Serve as an ex officio member, without vote, on all committees;

6. Submit a written report on behalf of the Board of Directors at least annually, and otherwise as directed, to the House of Delegates, and general membership, with regard to AHCA programs and Board of Directors actions; and

7. The President has the right to remove committee members for non-participation.

B. The First Vice President shall:

1. Perform the duties of the office of the President whenever the President is unable to do so;

2. Serve as President during the remainder of the term should the office of President become vacant; and

3. Submit a written annual report to the House of Delegates and submit such other reports as may be desired or directed to the House of Delegates, and Board of Directors.

C. The Immediate Past President shall:

Serve as chairman of the Grievance Committee whenever it is called in session.

D. The Executive Vice President shall:

1. Be the Chief Administrative Officer of AHCA;
2. Serve, ex officio, on the Executive Committee, Board of Directors, and House of Delegates;
3. Appoint and determine the tenure of and compensation for staff;
4. With the approval of the Executive Committee, appoint and determine the tenure of and compensation for counsel and/or other consultants necessary within the constraints of the approved budget and policies;
5. Direct office operations and activities of staff and consultants;
6. Administer programs and services of AHCA according to established policies, programs and approved budgets;
7. Forward notice of each proposed amendment to the Bylaws to the Affiliate Associations, in accordance with Chapter XVIII;
8. Submit a written report on behalf of the Board of Directors at least annually, and otherwise as directed, to the House of Delegates, Board of Directors, and general membership with regard to AHCA programs and Board of Directors' actions;
9. Following consultation with the President of AHCA and the President of the American Society of Health Care Association Executives ("ASHCAE"), and with the approval of the Executive Committee, appoint executives or consultants of Affiliate Associations to serve, without vote, on AHCA committees; and
10. Inform individuals and Affiliate Associations, in writing, of their rights before the Grievance Committee, in accordance with these Bylaws.

E. The Secretary shall:

1. Cause to be recorded the minutes of the House of Delegates, the Board of Directors and the Executive Committee;
2. Certify the accuracy and official adoption of such minutes;
3. Submit such reports as may be required or desired by the House of Delegates, Board of Directors and Executive Committee;
4. Serve as chairman of the Membership Subcommittee; and
5. Be responsible for coordinating the activities of the Regional Vice Presidents.

F. The Treasurer shall:

1. Serve as chairman of the Budget and Finance Subcommittee;
2. Be responsible for carrying out all fiscal policies and procedures adopted by the House of Delegates, Board of Directors and Executive Committee;
3. Be responsible for preparation of financial statements and the presentation of these to the House of Delegates, Board of Directors and Executive Committee;
4. Submit a written annual report to the House of Delegates based on an audit by a certified public accountant, in accordance with such regulations or policies as the Board of Directors shall adopt; and
5. Furnish, at AHCA's expense, a surety bond and comprehensive theft policy as approved by the Executive Committee.

G. The Regional Vice President shall:

1. Serve as a liaison between the region he represents and AHCA;

2. In his absence, appoint an alternate member of the Regional Council to serve in his place;
3. Appoint chairmen of regional committees;
4. Report to members of the Regional Council regarding Board of Directors' actions, immediately following each Board meeting;
5. Report to the Board of Directors on regional activities development, and recommendations;
6. Appoint members to AHCA committees in accordance with Chapter X, Article II, C.7; and
7. Recommend removal of committee members for nonparticipation.

H. The Nonproprietary Vice President shall:

1. Be a representative of a nonproprietary facility in good standing with AHCA;
2. Serve as a liaison between AHCA and the nonproprietary facility members;
3. Report matters of concern relative to nonproprietary facilities to the appropriate body of AHCA for study and action as necessary;
4. Chair the Nonproprietary Committee; and
5. Appoint a representative to each of the Legislative, Payment for Services, and Facility Standards Committees.

I. The Multifacility Vice President shall:

1. Be a representative of a multifacility organization in good standing with AHCA;
2. Serve as a liaison between AHCA and the multifacility members;
3. Report matters of concern relative to multifacilities to the appropriate body of AHCA for study and action as necessary;
4. Chair the Multifacility Committee; and
5. Appoint a representative to each of the Legislative, Payment for Services, and Facility Standards Committees.

J. The Independent Owner Vice President shall:

1. Be a representative of an independent owner facility in good standing with AHCA;
2. Serve as a liaison between AHCA and independent owner members;
3. Report matters of concern to independent owner facilities to the appropriate body of AHCA for study and action as necessary;
4. Chair the Independent Owner Committee; and
5. Appoint a representative to each of the Legislative, Payment for Services, and Facility Standards Committees.

K. The Residential Care Vice President shall:

1. Be a representative of a residential care facility in good standing of AHCA;
2. Serve as liaison between AHCA and residential care members;
3. Report matters of concern to residential care facilities to the appropriate body of AHCA for study and action as necessary;
4. Chair the Residential Care Committee; and
5. Appoint a representative to each of the Legislative, Payment for Services, and Facility Standards Committees.

CHAPTER VI EXECUTIVE COMMITTEE

ARTICLE I. COMPOSITION

A. The Executive Committee shall consist of the President, First Vice President, Secretary, Treasurer, Immediate Past President, Independent Owner Vice President, Multifacility Vice President, Nonproprietary Vice President, and Residential Care Vice President with votes and the AHCA Executive Vice President, the ASHCAE President and, as needed, additional resource members selected by the President on the basis of their subject expertise depending upon the meeting agenda, all to serve without vote.

1. Each member of the Executive Committee, except the AHCA Executive Vice President and the ASHCAE President, shall be the designated representative of a Member Facility in good standing of his respective Affiliate Association and of AHCA at the time of his election and shall continue to be so during his term of office.

2. At no time shall more than one voting member of the Executive Committee continue to serve or be elected from the same Member Facility.

3. At no time shall more than one voting member of the Executive Committee continue to serve or be elected from the same group of Member Facilities -- jointly controlled, corporate, or otherwise.

4. In the event vacancies occur in the composition of the Executive Committee by reason of subsection 2 above, or for any other reason, said vacancies shall be filled as provided in Chapter IV, Article VI.

5. At no time shall any individual hold more than one position on the Executive Committee.

6. No voting member of the Executive Committee may serve on the Executive Committee for more than six consecutive years, excluding time served as President or Immediate Past President, effective beginning with calendar year 1994.

B. There will be no alternates for the voting members of the Executive Committee. The President may select alternates for the ex officio nonvoting members of the Executive Committee.

ARTICLE II. MEETINGS

A. Special meetings of the Executive Committee shall be called by the President whenever he deems it necessary.

B. Two-thirds of the members of the Executive Committee shall constitute a quorum. Each member of the Executive Committee shall have equal voting rights with the exception of the President, or in his absence, the presiding officer, who shall vote only in the event of a tie. Proxy voting shall not be permitted.

ARTICLE III. DUTIES

Under authority of the House of Delegates and Board of Directors, the Executive Committee shall:

1. Act in the absence of the Board of Directors and report to the Board;
2. Implement policies established by the other governing bodies of AHCA;
3. Develop Action Plans for AHCA;
4. Coordinate AHCA activities for the Board of Directors;
5. Perform such other activities as directed by the Board of Directors;
6. Have charge of the property of AHCA and shall have the responsibility to control and manage the affairs and funds of AHCA and have responsibility for contracting agreements;
7. Establish policies for the appointment of counsel and/or consultants by the Executive Vice President; and
8. Serve between meetings of the Board of Directors as a major channel of communication between the leadership of Affiliate Associations and AHCA.

CHAPTER VII BOARD OF DIRECTORS

ARTICLE I. COMPOSITION

A. The Board of Directors shall consist of:

1. The Officers of AHCA;
2. The Regional Vice Presidents of AHCA;
3. Ex officio, without vote: The AHCA Executive Vice President and the ASHCAE President; ~~and~~
4. The President or duly appointed or elected designee of each Affiliate Association; ~~and~~
5. The Associate Business Member Board Representative.

B. Alternates for the Board of Directors shall be as follows:

1. Alternates for the Independent Owner Vice President, the Multifacility Vice President, the Nonproprietary Vice President and the Residential Care Vice President shall be recommended by each Vice President with approval by the President;
2. Alternates for the Regional Vice Presidents will be the Regional Secretary/Treasurer or in the event the Regional Secretary/Treasurer is unable to attend, the Regional Vice President will appoint another alternate who is the designated representative of a member in good standing in an Affiliate Association and is approved by the President of AHCA; and
3. Alternates to the Board of Directors may be selected by the regular members in good standing, representing the Affiliate Association. Notification of an alternate must be submitted to the Secretary in writing prior to the start of a meeting of the Board of Directors.

C. Each member of the Board of Directors, except the AHCA Executive Vice President, ~~and~~ the ASHCAE President ~~and the Associate Business Member Board Representative~~ shall be the designated representative of a Member Facility in good standing of his respective

Affiliate Association and of AHCA at the time of his election and shall continue to be so during his term of office. The Associate Business Member Board Representative shall be a representative of a Associate Business Member in good standing at the time of his election and shall continue to be so during his term of office.

1. At no time shall more than one member of the Board of Directors continue to serve or be elected from the same Member Facility.

2. At no time shall any individual hold more than one position on the Board of Directors.

ARTICLE II. MEETINGS

A. Meetings of the Board of Directors shall be called by the President. The Board of Directors shall meet at least two times each year in addition to during the annual convention of AHCA, unless specified by Chapter VII, Article II, B.

B. A meeting of the Board may be canceled by the President of AHCA if such cancellation is approved in advance by a majority vote of the Board. Such vote shall be taken at a Board meeting, by mail, or by telephone and a record shall be kept of those favoring such cancellation.

C. Special meetings of the Board of Directors shall be called by the President:

1. Whenever the President deems it necessary;

2. Within fifteen days of having been petitioned to do so, in writing, by a majority of the members of the Board of Directors and said meeting shall be held within fifteen days of receipt of the petition;

3. At the written direction of at least five or more of the Affiliate Associations; and

4. An organizational meeting of the incoming Board of Directors may be held at any time following the annual meeting of AHCA at the call of the President of the ensuing year for the purpose of planning programs.

D. A majority of the members of the Board of Directors shall constitute a quorum. Each member of the Board of Directors shall have equal voting rights with the exception of the President, or in his absence, the presiding officer, who shall vote only in the event of a tie.

E. Each member of the Board of Directors, and each alternate attending the meeting in lieu of a member of the Board of Directors, shall have one vote in the deliberations of the Board of Directors.

1. No member shall have more than one vote by virtue of dual capacity.

2. There shall be no proxy voting.

ARTICLE III. DUTIES

Under authority of the House of Delegates, the Board of Directors shall:

1. Have charge of the property of AHCA and shall have the responsibility to control and manage affairs and funds of AHCA and have responsibility for contracting agreements;

2. Formulate national program objectives;

3. Make policy decisions on financial matters and allocate AHCA resources;
4. Develop Action Plans for AHCA to be reviewed by the Executive Committee and other applicable committees and approved at the next Board of Directors Meeting;
5. Develop and recommend policies to the House of Delegates;
6. Recommend proposed amendments to the Bylaws in accordance with Chapter XVIII:
7. Make budget recommendations to the House of Delegates;
8. Call a special meeting of the Board of Directors to fill a vacancy in the office of President for the unexpired term when the First Vice President, Secretary, or Treasurer, are unable or unwilling to assume this office;
9. Receive the written recommendation of the Grievance Committee following a hearing by that committee and take action as appropriate in accordance with Chapter XIV;
10. Exercise "advice and consent" responsibilities for all committee appointments at the next regular meeting following said appointments. Lack of formal action by the Board of Directors shall be considered as approval;
11. Have the power to take action, if such action is not contrary to the Bylaws and does not rescind, change or alter any action taken by the House of Delegates;
12. Submit a report of all actions and decisions taken by the Board of Directors to the next meeting of the House of Delegates;
13. Have the power to approve and terminate Affiliate Association membership, as indicated in Chapter I, Article VII, A; and
14. Perform such other activities as directed by the House of Delegates.

ARTICLE IV. STRATEGIC PLANNING REPORT

In addition to the duties set forth in Article III above, the Board of Directors shall annually prepare and adopt a strategic planning report which shall set forth a budget, including dues, for the following three years, and the goals and objectives of AHCA for the following three years. The Board of Directors shall recommend the budget to the House of Delegates for adoption pursuant to Chapter II, Article I. D. Each year, the Board of Directors will adjust the budget for the following two years, as necessary, and develop a budget for the following third year. The President shall report annually to the House of Delegates and periodically during the year to the Board of Directors on the progress made toward meeting the goals and objectives of the strategic plan.

CHAPTER VIII HOUSE OF DELEGATES

ARTICLE I. COMPOSITION

The control and administration of AHCA shall be vested in a House of Delegates which shall be a continuing body. The House of Delegates shall consist of:

1. Members of the Board of Directors;
2. Delegates from the Affiliate Associations as follows:
 - a. Each Affiliate Association in good standing shall be entitled to two voting Delegates without reference to the number of Member Facilities or amount of dues paid to AHCA; and
 - b. Each Affiliate Association shall be entitled to additional Delegates on the basis of a direct ratio of AHCA dues paid by the respective Affiliate Association, to be computed as follows:

(1) Computation of Increments. Additional Delegates shall be on the basis of one additional Delegate for each \$15,000 in gross dues, or major fraction thereof, paid by the Affiliate Association. The amount of \$15,000 shall be adjusted annually by any dues increased from the previous year;

(2) Application of Increments. Affiliate Associations shall be eligible for one additional Delegate for each \$15,000 in gross dues, or major fraction thereof, of membership dues paid to AHCA by the respective Affiliate Association; and

(3) Effective Date for Computation. The number of additional Delegates to which an Affiliate Association is entitled shall be determined in accordance with one of the following:

(a) For Affiliate Associations paying annually it will be based upon current year dues paid in full and received by September 30th.

(b) For Affiliate Associations paying quarterly it will be based upon cash received as of September 30th for;

[1] The fourth quarter dues due and paid in the last quarter of the previous year; and

[2] The first three quarters' dues of the current year paid and received by September 30th. The Affiliate Association is current in its dues payment, if it has paid at least three quarters of its current year annual dues by September 30th.

(c) Alternates as follows:

[1] Alternates for members of the Board of Directors entitled to be members of the House of Delegates shall be those described in Chapter VII, Article I, B 3; and

[2] An Affiliate Association may designate, in writing, another person or persons in that organization as its duly certified Alternate(s) to Delegate(s). At no time may the number of Alternates, so designated, exceed the number of Delegates to which an Affiliate Association is entitled; and

(d) For the purpose of determining the eligibility of Delegates and Alternates, the Affiliate Association must be current in its dues payment to AHCA and the Member Facility of each individual Delegate and Alternate must be a member in good standing of the Affiliate Association.

3. The two Associate Business Member Delegates.

ARTICLE II. MEETINGS

A. Regular meetings of the House of Delegates shall be held during the annual convention of the membership of AHCA.

B. Special meetings of the House of Delegates shall be called at such other times as may be determined by any of the following methods:

1. At the call of the President of AHCA by vote of a majority of the members of the Board of Directors; and

2. By the President upon written request of one-third of the Affiliate Associations.

C. At least thirty days written notice of the time and place for holding each meeting of the House of Delegates shall be given to each Affiliate Association.

D. Two-thirds of the certified Delegates of the House of Delegates shall constitute a quorum at any meeting duly convened.

E. Each certified delegate and member of the Board of Directors, and each alternate attending a meeting in lieu of a Delegate or director, shall have one vote in the deliberation of the House of Delegates.

1. No member shall have more than one vote by virtue of dual capacity.

2. There shall be no proxy voting.

ARTICLE III. POWERS

A. The House of Delegates shall be vested with authority to:

1. Establish its own rules and procedures;

2. Review AHCA policy and change if deemed necessary;

3. Elect a President, a First Vice President, a Secretary, a Treasurer, an Independent Owner Vice President, a Multifacility Vice President, a Nonproprietary Vice President, and a Residential Care Vice President;

4. Establish at each annual meeting by a majority vote of the Delegates present and voting the operating budget and membership dues for the following three calendar years;

5. Approve, modify or disapprove the annual budget and amendments to the Constitution and Bylaws;

6. Receive an annual report on the status of AHCA from the President and/or the Executive Vice President;

7. Make proposals and recommendations to the Board of Directors. Such proposals and recommendations shall be referred by these bodies to the appropriate committee of AHCA for study and recommendation, which, if the House of Delegates so determines, shall be placed before the House of Delegates for final action; and

8. The House of Delegates may create, consolidate, eliminate, or redelineate as it may deem advisable, such regional organizations as are necessary to serve best the objectives of AHCA and its Affiliate Associations.

B. A single Affiliate Association may not request regional status unless its number of authorized Delegates is greater than 115% of the smallest region's Delegate strength.

CHAPTER IX REGIONAL ORGANIZATION

ARTICLE I. DEFINITION

Within AHCA there shall be established thirteen regions. Each region shall encompass an Affiliate Association or a number of Affiliate Associations which are geographically compatible for the purpose of coordinating the activities of the region and promoting the objectives of AHCA.

ARTICLE II. DELINEATION OF REGIONS

Region One: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont

Region Two: Delaware, Maryland, New Jersey, New York, Pennsylvania, and the District of Columbia

Region Three: Florida, Georgia, and South Carolina

Region Four: Indiana, Michigan, Ohio, and West Virginia

Region Five: Minnesota and Wisconsin

Region Six: Colorado, Kansas, Montana, Nebraska, North Dakota, South Dakota, and Wyoming

Region Seven: Texas

Region Eight: California

Region Nine: Alaska, Hawaii, Idaho, Oregon, and Washington

Region Ten: Alabama, Arkansas, Louisiana, Mississippi, and Oklahoma

Region Eleven: Arizona, Nevada, New Mexico, and Utah

Region Twelve: Kentucky, North Carolina, Tennessee, and Virginia

Region Thirteen: Illinois, Iowa, and Missouri

ARTICLE III. REGIONAL COUNCIL

The organization of representatives from Affiliate Associations within a region, planned to function as a continuing body to promote and maintain communication between Affiliate Associations and AHCA, shall be known as a Regional Council.

ARTICLE IV. MEMBERSHIP

Membership in the Regional Council shall consist of all Affiliate Associations located in such Region, and the Affiliate Associations shall be represented at Regional Council meetings by their Delegates, as defined in Chapter VIII, Article I.

ARTICLE V. MEETINGS OF THE REGIONAL COUNCIL

A. The annual meeting of the Regional Council shall be held before the second session of the House of Delegates during the annual convention of AHCA.

B. Other meetings may be called at the discretion of the Regional Vice President and must be called at the written request of a majority of the Presidents of the region's Affiliate Associations.

C. A quorum at any meeting of the Council shall consist of a majority of Delegates from the Region's Affiliate Associations.

D. Action by the Regional Council shall be taken by a majority vote of the Delegates present and voting at the Regional Council meeting. There shall be no proxy voting.

ARTICLE VI. DUES

Each Regional Council may adopt a dues structure for Affiliate Associations within the region and method of collection thereof.

ARTICLE VII. REGIONAL OFFICERS

Regions shall have at least a Regional Vice President and a Regional Secretary/Treasurer as officers.

ARTICLE VIII. ELECTION OF REGIONAL COUNCIL OFFICERS

A. The eligibility requirements are:

1. In order to be eligible to be elected as an officer of the Regional Council a person shall be designated representative of a Member Facility of a regional Affiliate Association of the AHCA at the time of his election and during his term of office; and

2. At no time shall the Regional Vice President and the Regional Secretary/Treasurer be elected from the same Affiliate Association to serve during the same term, except if the region consists of only one Affiliate Association.

B. The nominating procedures are:

1. The Regional Nominating Committee shall be composed of the Chief Elected Officer of all Affiliate Associations within the region, or their duly appointed alternates; and

2. The Regional Nominating Committee shall meet during the annual regional meeting and shall nominate candidates for the regional offices which are to become vacant. The most immediate past Regional Vice President or his predecessor shall serve as chairman without vote. The Nominating Committee report shall be presented to the Regional Council prior to the close of the annual meeting at which nominations are to be considered. Nominations from the floor will be in order at that time.

C. The elections and terms of office are:

1. The regional officers shall be elected at the annual Regional Council meeting by a majority vote of all Delegates of the Affiliate Associations within the region; and

2. Regional officers shall serve for one two-year term with even-numbered regions being elected in even-numbered years and odd-numbered regions being elected in odd-numbered years.

ARTICLE IX. VACANCIES IN OFFICE

Vacancies in regional offices shall be filled for the unexpired term from among the eligible members. A special Regional Council meeting shall be called or a mail ballot sent for the purpose of these elections within thirty days of the time any vacancy occurs.

ARTICLE X. DUTIES OF REGIONAL OFFICERS

A. The Regional Vice President shall:

1. Report in writing four times each year within 30 days of end of quarter to AHCA's Secretary and as otherwise required on regional activities, developments, and recommendations;
2. Submit a written annual report of regional activities to AHCA's Board of Directors, House of Delegates and to the Regional Council;
3. Be responsible for the establishment of a relationship with the Regional Director/Regional Office of the HHS coterminous with the AHCA region;
4. Adhere to a description of duties as developed and approved by the Board of Directors, including training as required;
5. Report regularly to members of the Regional Council on the Board of Directors' decisions and activities;
6. Direct the Regional Council in the region within the general guidelines and objectives established by AHCA, including acting as chairman of the Regional Council and appointing regional committees and committee chairs as specified in Article XII of this Chapter; and
7. Represent the Affiliate Associations within his/her region to AHCA and shall serve as a member of the AHCA Board of Directors, and House of Delegates.

B. The Regional Secretary/Treasurer shall:

1. Maintain minutes of all Regional Council meetings; maintain, and submit for annual audit; and account for all regional funds received and disbursed; and
2. Serve as alternate for the Regional Vice President at meetings of AHCA, on the Board of Directors, and House of Delegates, except where a region has elected a Regional Vice Chairman who shall then serve as the Regional Vice President's alternate with all the responsibilities, rights and privileges thereof. He shall, in the event of a vacancy in the office of Regional Vice President, serve as Regional Vice President Pro-tem and call a special Regional Council meeting as provided in Article IX of this Chapter.

ARTICLE XI. POWERS AND DUTIES OF THE REGIONAL COUNCIL

The Regional Council shall have authority to control and manage affairs and funds of the Regional Council; recommend policies and programs to AHCA's Board of Directors, and House of Delegates; inform Regional Council members of AHCA's policies, programs, and actions taken by the Board of Directors, and House of Delegates; plan regional activities of Affiliate Associations as appropriate; seek to identify problems and issues within the region and refer them to AHCA's Board of Directors and House of Delegates when and if necessary; coordinate and communicate regional needs to regional Department of Health and Human Services (HHS) officials; and comply with administrative regulations adopted by AHCA.

ARTICLE XII. REGIONAL COMMITTEES

A. A Regional Council may have such committees as it may deem necessary.

B. Members of such committees shall be appointed by the Regional Vice President in consultation with the Chief Elected Officer of each Affiliate Association in the region.

C. Chairmen of such committees shall be appointed by the Regional Vice President and shall, by virtue of these appointments, be members of the like AHCA committee, if any.

D. The term of office for a regional committee chairman shall be two years with members from even-numbered regions being appointed to serve a term beginning immediately following the Annual Convention of even-numbered years and chairmen of odd-numbered regions being appointed to serve a term beginning immediately following the Annual Convention of odd-numbered years.

E. A vacancy in the office of chairman of a regional standing committee shall be filled for the unexpired term by the Regional Vice President.

ARTICLE XIII. JOINT REGIONAL COUNCIL MEETINGS

When a matter concerns or is of interest to more than one region, a joint meeting of such regions may be called.

ARTICLE XIV. REGIONAL COUNCIL BYLAWS AND RULES

Each Regional Council shall adopt such Bylaws and regulations as shall not contravene the Bylaws of AHCA and furnish a copy to AHCA.

CHAPTER X COMMITTEES

ARTICLE I. DEFINITION

Standing and special committees shall be established as necessary to assist the House of Delegates, Board of Directors and Executive Committee in implementing the program, organization, administrative and financial objectives of AHCA. Committees shall function in a developmental and advisory capacity recommending programs and policies in major areas of AHCA interest to which they are assigned. Each committee shall endeavor to cooperate with other committees and other organizations interested in its area of activity.

ARTICLE II. STANDING COMMITTEES AND SUBCOMMITTEES

A. There shall be the following committees: Constitution and Bylaws, Facility Standards, Grievance, Independent Owner, Legislative, Life Safety, Multifacility, Nonproprietary, Payment for Services, and Residential Care.

B. There shall be the following subcommittees: Budget and Finance; and Membership.

C. The following rules govern committee composition:

1. With the exception of the Grievance Committee, each standing committee shall be composed of one representative from each region, with these representatives being the chairman of the like regional committees, if any, as appointed by the Regional Vice President;

2. An affiliate association executive, recommended by the ASHCAE President and appointed by the AHCA Executive Vice President, shall serve ex officio on each committee and subcommittee;

3. The Legislative, Payment for Services, and Facility Standards Committees shall, in addition to regional representatives in paragraph C.1. of this Article, each have an appointed representative from the nonproprietary, multifacility, independent owner and residential care segments of the membership. These representatives shall have the same rights and privileges as the regional representatives on these committees and shall be appointed by their respective Nonproprietary, Multifacility, and Independent Owner Vice Presidents;

4. With the exception of the Grievance, Nonproprietary, Multifacility, Independent Owner, and Residential Care Committees, the President shall appoint all committee chairmen;

5. Each standing committee may establish such subcommittees thereof as may be deemed necessary to carry forward the work of that committee. Appointment of any additional committee members necessary to complete the subcommittee shall be made by the President;

6. Chairmen and voting members of all committees and subcommittees shall be designated representatives of Member Facilities in good standing of their respective Affiliate Associations and of AHCA at the time of their appointment, and shall remain so during their terms of service;

7. Members of standing committees shall be appointed by the Regional Vice Presidents and confirmed by the President for two-year terms. The members from the even-numbered regions shall be appointed to serve a term beginning immediately following the Annual Convention of the even-numbered years and members from odd-numbered regions shall be appointed to serve a term beginning immediately following the Annual Convention of odd-numbered years;

8. In the event that any regional representative to a standing committee shall be unavoidably absent from any committee meeting, the member shall designate, in writing,

another member of the regional committee to serve as his alternate in representing the region on the standing committee. Such designated alternate shall have the same responsibilities, rights and privileges as the absent committee member; and

9. During their terms, chairmen, members, and ex officio members of standing committees or established subcommittees may be removed for cause by the appointing authority.

D. The committees have the following scope and duties:

1. **Constitution and Bylaws.** The Constitution and Bylaws Committee shall be concerned with all matters relating to AHCA incorporation, Constitution and Bylaws, regulations and rules of permanent organization of the annual meeting or any meeting of the House of Delegates or other subordinate bodies of AHCA. The Constitution and Bylaws Committee shall serve as the Credentialing and Tellers Committees at the Annual Convention, as well as any other special meetings of the House of Delegates;

2. **Facility Standards.** The Facility Standards Committee shall be concerned with all nonlegislative matters relating to the Association's activities affecting facility standards;

3. **Grievance.** The Grievance Committee shall only be called into session when it is necessary to consider complaints and grievances from an Affiliate Association, member facility, or body of AHCA. The Immediate Past President shall serve as its chairman, and members shall be the Regional Vice Presidents. Its duties are as listed in Chapter XIV

4. **Independent Owner.** "The Independent Owner Committee shall be concerned with all matters relating to AHCA's activities affecting independent owner providers of care. An independent owner is defined as an individual or organization having financial interest and/or management control of less than 11 facilities or less than 1,201 beds. Should any individual or organization that exceeds this criteria prefer to attend and participate in independent owner activities, such entity shall be able to petition the Independent Owners Committee for inclusion as an independent owner. A majority vote of the Independent Owners Committee is necessary to approve such a petition;

5. **Legislative.** The Legislative Committee shall be concerned with all matters relating to the legislative branch of government, consideration of pending and enacting state and federal legislation affecting care facilities and affecting the objectives of AHCA;

6. **Life Safety.** The Life Safety Committee shall be concerned with all matters relating to AHCA's activities related to fire and life safety standards;

7. **Multifacility.** The Multifacility Committee shall be concerned with all matters relating to AHCA's activities affecting multifacility providers of care. A multifacility shall be defined as an individual or organization having financial interest and/or management control of more than 10 facilities and more than 1,200 beds. Should any individual or organization that does not reach this criteria prefer to attend and participate in multifacility activities, such entity shall be able to petition the Multifacility Committee for inclusion as a multifacility. A majority vote of the Multifacility Committee is necessary to approve such a petition;

8. **Nonproprietary.** The Nonproprietary Committee shall be concerned with all matters relating to AHCA's activities affecting nonproprietary providers of care;

9. **Payment for Services.** The Payment for Services Committee shall be concerned with matters relating to AHCA's activities with regulatory agencies in the area of payment for services and other financial matters affecting Member Facilities;

10. Residential Care. The Residential Care Committee shall be concerned with all matters relating to AHCA's activities affecting residential care facilities;

11. Budget and Finance Subcommittee, chaired by the Treasurer. The Budget and Finance Subcommittee shall be concerned with all organizational matters of a financial nature including, but not limited to preparation of an annual budget, recommendation of fiscal policy, dues structure and recommendation of resolutions affecting the expenditure of monies; and

12. Membership Subcommittee, chaired by the Secretary. The Membership Subcommittee shall be concerned with all matters relating to membership and utilization of AHCA services by member facilities.

ARTICLE III. SPECIAL COMMITTEES

A. Special committees may be appointed by the President, Executive Committee, Board of Directors, and House of Delegates as deemed necessary. Such committees shall be charged with specific tasks which do not fall within the assigned function of existing standing committees, and these committees shall cease to exist upon presentation of their final reports to the appointing officer or body.

B. Voting membership on special committees shall be limited to designated representatives of Member Facilities in good standing of their respective Affiliate Associations and of AHCA at the time of their appointment and shall continue to be so during their membership on the committee.

C. The chairman and members of special committees may be removed for cause by the appointing authority.

ARTICLE IV. VACANCIES ON COMMITTEES

A. Vacancies occurring in standing committee membership shall be filled by the original appointing authority for the unexpired term.

B. Vacancies occurring in special committee membership shall be filled by the President.

ARTICLE V. MEETINGS

A. Standing Committees.

1. With the exception of the Grievance Committee, each committee shall meet at the direction of the President, Board of Directors or House of Delegates.

2. Unless specifically authorized by these powers, as specified at a time other than during the AHCA annual meeting.

B. Special Committees. Special Committees shall meet as directed by the President, House of Delegates or Board of Directors.

C. Quorum and Voting. A majority of the members or their alternates where permitted, shall constitute a quorum. Each member of the committee or his alternate, where permitted, shall have one vote. Proxy voting shall not be permitted.

ARTICLE VI. AUTHORITY OF COMMITTEES

A. Committees shall not be authorized to secure or attempt to secure funds independently from sources outside AHCA or to make commitments for AHCA. No committee, or any representative thereof, shall represent AHCA before any legislative, judicial, or executive tribunal in any proceedings or matters unless specifically designated to do so by one of the governing bodies of AHCA or by the President, and in the event of such a request such representation shall be limited to furtherance of duly authorized actions and policies of AHCA.

B. No committee shall be permitted to assess dues.

ARTICLE VII. REPORTS

A. All reports, recommendations or other actions of committees shall be submitted to the Board of Directors.

B. Matters presented to a called meeting of a committee shall be acknowledged in the records of the meeting.

C. All committees shall keep the Board of Directors informed of their activities by written report. Summaries of committee activities shall be submitted in written form to the annual meeting of the House of Delegates.

ARTICLE VIII. JOINT COMMITTEES

When a matter concerns more than one committee and thus requires mutual consideration, a joint meeting of such committees, or subcommittees thereof, may be called subject to approval of the President.

ARTICLE IX. COMMITTEE CONSULTANTS

Executives or consultants of Affiliate Associations shall be appointed as provided in Chapter V, Article I.A.4.

ARTICLE X. STAFFING OF COMMITTEES

The Chief Administrative Officer of AHCA shall assign a member of the AHCA staff to serve as a resource person to each committee. The staff member shall be responsible to the Chief Administrative Officer for the administrative functions of the committee. The staff member shall make regular reports to the Chief Administrative Officer regarding the committee progress, recommendations, and/or programs of the committee, and he shall assist the committee chairman in preparation of the committee annual report.

CHAPTER XI COUNCIL OF AFFILIATED STATE HEALTH CARE ASSOCIATION EXECUTIVES

ARTICLE I. DEFINITION, POWERS AND DUTIES

A. Within AHCA there shall be established a Council of Affiliated State Health Care Association Executives, which shall be known as 'ASHCAE.' ASHCAE shall serve as a representative body of professional long term care association executives, working in support of the goals and objectives of AHCA.

B. ASHCAE shall provide a forum for the exchange of ideas and the dissemination of information among its members. It shall devise and support programs to improve the administrative abilities and professional competence of state affiliate executive officers.

ARTICLE II. MEMBERSHIP

ASHCAE membership shall consist of two categories: active association chief executives of AHCA affiliates (voting); and honorary (nonvoting) membership. Honorary membership shall be granted at the discretion of the voting membership.

ARTICLE III. ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE

A. ASHCAE shall select its own leadership in accordance with its Bylaws.

1. It will have at least a President, a Vice President, a Secretary and a Treasurer, who may serve a maximum of two consecutive one year terms in any one office.

2. The Executive Committee shall consist of at least the officers, two at large members and the immediate past president. Only voting members may serve on the Executive Committee.

3. The officers and Executive Committee shall perform their duties as outlined in the ASHCAE Bylaws.

B. A Nominating Committee composed of no fewer than five ASHCAE members in good standing, and chaired by the Immediate Past President, will be appointed each year, as provided in the ASHCAE Bylaws.

1. Members of the Nominating Committee shall not be eligible for nomination to the Executive Committee while serving on the Nominating Committee.

2. The Nominating Committee will fulfill its duties in compliance with the ASHCAE Bylaws.

ARTICLE IV. BYLAWS

ASHCAE shall adopt or revise its Bylaws by two thirds vote of its membership, and shall furnish a copy of such Bylaws to AHCA. The ASHCAE Bylaws shall not contravene the Bylaws of AHCA.

ARTICLE V. DUES

ASHCAE may adopt a dues structure for its members and the method of collection thereof.

ARTICLE VI. MEETINGS AND VOTING

A. ASHCAE shall meet at least once each year in an Annual meeting which shall coincide, when possible, with the AHCA Annual Convention. Other meetings may be held as required, in accordance with the ASHCAE Bylaws.

B. A quorum at any meeting of ASHCAE shall consist of a majority of voting members.

C. Action by ASHCAE shall be taken by a majority vote of the voting members present and voting at the ASHCAE meeting. Proxy votes will be allowed upon written authorization of the voting member.

ARTICLE VII. ASHCAE COMMITTEES

ASHCAE may have such committees as it deems necessary. The ASHCAE Bylaws shall govern the appointment, duties and powers of committees within ASHCAE.

CHAPTER XII PAST PRESIDENTS COUNCIL

ARTICLE I. DEFINITION

Within AHCA there shall be established a Past Presidents Council composed of former Presidents.

ARTICLE II. MEETINGS

A meeting shall be held at least once a year. A member of the Council may be elected chairman and that chairman may submit a report annually to the Board of Directors with regard to any subject relevant to AHCA.

ARTICLE III. DUTIES

The duties shall be defined by the Board of Directors.

CHAPTER XIII REPRESENTATION TO OTHER ORGANIZATIONS

ARTICLE I. DEFINITION

The purpose of representation to other organizations shall be to discuss and recommend solutions to problems of mutual concern, and to discuss and recommend action in areas of mutual interest, such as accreditation, joint education programs, etc.

ARTICLE II. APPOINTMENT

Appointment of representatives of AHCA to other associations or to joint committees with other organizations shall be the responsibility of the President of AHCA.

ARTICLE III. AUTHORITY

An individual appointed as a representative of AHCA to another organization or joint committees shall not be authorized to make commitments for AHCA.

ARTICLE IV. REPORTS

Representatives to another organization or to joint committees of organizations shall be required to submit a written report within fifteen days after meetings, which shall contain the recommendations of the joint committees or organizations to which they are representatives. Such reports shall be submitted to the Board of Directors through the appropriate body or committee within those areas of responsibility.

**CHAPTER XIV
GRIEVANCES AND DISCIPLINARY ACTIONS**

ARTICLE I. AUTHORITY AND RESPONSIBILITY OF GRIEVANCE COMMITTEE

A. Discretionary hearings. The committee may consider complaints made by and grievances of an Affiliate Association, Member Facility, Associate Member, or committee or other body of AHCA. It may also consider appeals for removal from office of appointed officials, such as committee members, including chairmen of committees.

B. Mandatory hearings. The committee shall provide a hearing upon written request of any elected officer whom the Board of Directors contemplates removing from office, pursuant to Article IV of this Chapter, and of any Affiliate Association or Associate Member against which the Board of Directors proposes disciplinary action pursuant to Chapter I, Article VII.

ARTICLE II. COMPOSITION OF COMMITTEE

- A. Chairman -- Immediate Past President
- B. Members -- Regional Vice Presidents

ARTICLE III. VOTING, QUORUM, ALTERNATES, AND PROXY

Each member shall have one vote. Two-thirds of the committee shall constitute a quorum. Alternate representation and voting by proxy shall not be permitted. A two-thirds vote of those present and voting shall be required for action or recommendation by the committee. A member of the committee shall be ineligible to vote on any action in which he or the Affiliate Association which he represents is the subject of contemplated disciplinary action.

ARTICLE IV. PROCEDURE

A. Discretionary hearings. Complaints or grievances shall be presented in writing, through the Chief Administrative Officer and reviewed by the committee. Should the committee deem that the complaint merits a hearing, it shall direct the Chief Administrative Officer to inform the complainant of his opportunity to request a hearing. Should the complainant request such a hearing within a time limit set by the committee (usually thirty days), the parties against whom the complaint is brought shall be notified by the Chief Administrative Officer of the pending hearing. All concerned parties shall be sent written notification of the time, place and nature of the hearing, the matter to be considered, and the action that may ensue. Only a specific written request for a hearing shall be considered by the committee, except that a hearing may be directed by the President, Board of Directors or House of Delegates, in the absence of a specific written complaint, if information brought to

their attention indicates that a hearing is desirable and in the best interest of AHCA. The decision of the committee in these matters shall be the final AHCA action. It shall, however, report its action to the Board of Directors at the next Board of Directors' Meeting.

B. Mandatory hearings. When the Board of Directors contemplates removal from office of an elected officer of AHCA pursuant to Chapter XIV or disciplinary actions against an Affiliate Association or Associate Member pursuant to Chapter XIV Article I, B, it shall instruct the President to notify the individual or officers of the Affiliate Association of the contemplated action and the right to request, within thirty days, a hearing before the Grievance Committee and to simultaneously notify the Grievance Committee of such contemplated action. If the Affiliate Association or individual requests a hearing, it shall be scheduled by the Grievance Committee within thirty days. The individual or Affiliate Association shall be notified of the hearing date and the right to present witnesses on his/its behalf and to question those who have presented information against him/it. The Grievance Committee shall, after conducting the hearing, develop recommendations to the Board of Directors to be submitted at the next meeting of the Board. In its report to the Board, the Grievance Committee shall state the basis for its recommendation. The Board of Directors shall act upon the report in accordance with Chapter VII, Article III, 9.

CHAPTER XV DISTINGUISHED SERVICE AWARDS

Awards for distinguished service, in whatever form, such as the Better Life Award may be made by the AHCA to any individual, firm, or corporation upon approval of the Board of Directors.

CHAPTER XVI CONTRACTS AND EXPENDITURES

Under the authority of the House of Delegates, the Executive Committee shall have the responsibility over the expenditure of AHCA funds and contracting agreements. Contracting agreements not included in the approved budget shall not be approved without the express consent of a majority of the Executive Committee.

CHAPTER XVII PARLIAMENTARY AUTHORITY

ARTICLE I. RULES OF ORDER

The rules contained in "Robert's Rules of Order, Newly Revised," shall govern AHCA in all cases in which they are applicable and in which they are not in conflict with the AHCA Constitution, Standing Rules, and Policies.

ARTICLE II. PARLIAMENTARIAN

The Board of Directors shall appoint or shall request that the Executive Vice President appoint a qualified parliamentarian who is conversant with the adopted parliamentary authority to serve during sessions of the House of Delegates.

CHAPTER XVIII AUTHORITY AND AMENDMENT OF CONSTITUTION AND BYLAWS

ARTICLE I. AUTHORITY

The Constitution and these Bylaws shall be binding upon Affiliate Associations, Member Facilities, and Associate Members in equal manner, irrespective of geographic location.

1. Regions and Affiliate Associations shall write their own bylaws and rules, but these may not be in conflict with the Constitution and Bylaws, rules and policies of AHCA.

2. Provisions of an Affiliate Association's Constitution and Bylaws, regulations and policies, or any act of Affiliate Associations which are substantially contrary to provisions in the AHCA Constitution and Bylaws shall constitute grounds for suspension of voting rights of all Members Facilities of said Affiliate Association by the Board of Directors and/or House of Delegates.

ARTICLE II. INITIATING AMENDMENTS

A. Proposals for amendments to the Constitution and these Bylaws may be initiated by the Executive Committee, Board of Directors, Constitution and Bylaws Committee, House of Delegates, or by petition of any Affiliate Association, following the procedures in Article III herein.

B. Amendments to the Constitution and Bylaws may be proposed from the floor at any annual meeting of the House of Delegates. However, amendments proposed in this manner shall not be acted upon until the next annual meeting and following the procedures specified in Article III herein.

ARTICLE III. PROCEDURES

A. Each proposed amendment shall be submitted in writing by certified mail to AHCA's Chief Administrative Officer and shall be referred by the Board of Directors to the appropriate committee for study and recommendation prior to referral to the Constitution and Bylaws Committee.

B. Proposed amendments and recommendations shall be filed with the Chief Administrative Officer by the proponent at least ninety days prior to the meeting at which such amendments are to be considered.

C. After review, the Chief Administrative Officer shall cause notice of each proposed amendment, with the recommendations of the Constitution and Bylaws Committee, to be sent by certified mail to the official offices of the Affiliate Associations no less than forty-five days prior to the meeting at which the amendment may be considered.

D. Proposed amendments to the Constitution and Bylaws not receiving favorable recommendations from the Constitution and Bylaws Committee shall be included in the Committee report to the House of Delegates upon written request of the proponent, received by certified mail, at AHCA offices, at least ten days prior to the meeting of the House of Delegates.

ARTICLE IV. ADOPTION

A. Bylaws. Amendments to the Bylaws may be adopted at any meeting of the House of Delegates upon receiving affirmative vote of two-thirds of the Delegates present and voting. Bylaws amendments so adopted shall become effective immediately. Within thirty days following the meeting at which Bylaws amendments are adopted, the Chief Administrative Office shall send Affiliate Associations, by certified mail, notification of such Bylaw amendments.

B. Constitution. Amendments to the Constitution presented as specified in Article III of this Chapter may be voted upon at any annual meeting of the House of Delegates upon receiving affirmative vote of two-thirds of the Delegates present and voting. Such amendments shall then be submitted within thirty days by certified mail to the official offices of the Affiliate Associations to be acted upon at a meeting of each Affiliate Association. Affiliate Associations shall certify their vote on proposed Constitutional amendments to AHCA's Chief Administrative Officer. Ratification by two-thirds of the Affiliate Associations, prior to official call to order of the annual meeting of the House of Delegates immediately following that at which the amendment was presented, shall constitute adoption of the amendment which shall then become effective. Within thirty days after ratification or rejection of Constitutional amendments, AHCA's Chief Administrative Officer shall send Affiliate Associations by certified mail the record of ratification or rejection.

CHAPTER XIX REMOVAL OF OFFICERS

A. The Board of Directors shall have the authority to terminate the tenure of any elected officer of AHCA for cause. "Cause" is defined as conduct which is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interest and objectives of AHCA, including conviction or pleading guilty to any felony under federal or state law. When such action is contemplated, the Executive Vice President shall, at the

direction of the Board of Directors, notify the individual concerned, in writing, of his right to a hearing in accordance with the procedures set forth in Chapter XIII. If the individual does not request a hearing, the Board of Directors may take disciplinary action, based on the information before it. Disciplinary action may be taken by a two-thirds vote at any meeting of the Board of Directors at which a quorum is present, provided, however, that it must act upon a report of the Grievance Committee at the meeting at which the report is presented, or, if a quorum is not present, at the next meeting at which a quorum is present. In the event a member of the Executive Committee is the subject of any such contemplated action, he or she shall be ineligible to vote thereon.

B. Any nationally elected officer of AHCA shall temporarily relinquish his or her official duties upon indictment, or its equivalent, for any felony under state or federal law. As used in this Chapter, the term officer shall include those persons holding the elected offices referred to in Chapter IV, Article I, 1.

C. During this period, the President, or in the event of presidential indictment, the first vice president, shall redistribute the relinquished functions as deemed appropriate.

D. The action is subject to a review by the Executive Committee, if requested, within 60 days by the affected national officer. The Executive Committee may confirm or overturn that action.

E. The office of such person whose tenure has been terminated shall be deemed vacant. A vacancy in office created by any action taken pursuant to this Chapter shall be filled as otherwise provided in these Bylaws.

F. Should the officer be exonerated during the term of office for which the officer was elected, the officer shall be reinstated to complete the term. Should the legal proceeding take longer than the normal term of office, and a new officer is duly elected, the exonerated officer no longer has claim to the office.