

BYLAWS OF HOME CARE COUNCIL OF NEW JERSEY, INC.

The State Association of Nonprofit Home Care Providers and Affiliates
A Corporation Not for Profit

ARTICLE I

Name

The name of the Corporation shall be **HOME CARE COUNCIL OF NEW JERSEY, INC.**, a state Association of Nonprofit Home Care Providers and affiliates.

ARTICLE II

Purpose

The Corporation is organized for the purpose of advocating for the provision and expansion of quality in-home health care services through its members.

The Corporation will engage in, but not be limited to:

- A. Providing a forum for the exchange of ideas, experiences and concerns in order to help achieve broad agreement on policies and practices affecting the development of home care;
- B. Studying and interpreting legislation;
- C. Participating in appropriate conferences, meetings, training and hearings; and
- D. Contributing to public understanding and support by gathering and disseminating timely and accurate information about home care and the activities of the members of the Corporation.

The Corporation shall have all power, consistent with the provisions of Title 15 of the New Jersey Statutes, as set forth and described in its Certificate of Incorporation, as amended, and these Bylaws of the Corporation.

ARTICLE III

Membership

Section 1. Classes of Membership. Membership in the Corporation shall consist of four classes: Active Agency Members, Associate Members, Affiliated Provider Members, and Honorary Members.

Section 2. Active Agency Members. Active Agency membership shall consist of nonprofit and governmental home care providers. A provision of membership shall be that the nominee for active agency membership shall be accredited by either a state or national home care accreditation program or be certified by the Federal Medicare Program. Other provisions for membership may be established by the Board of Trustees.

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Section 3 Honorary Members. Any individual who has in the past made a distinct contribution to the interest of the Corporation may be invited to serve on the Board of Trustees subject to compliance with the provisions for such membership as may be established by the Board of Trustees. The first provision of membership shall be the nominee for Honorary Membership must be sponsored by an active agency member in good standing.

Section 4. Associate Members. Any individual or organization that is not a home care provider and has an interest in, or shares in the mission and goals of the Corporation and would otherwise benefit the Corporation by its membership may become an Associate Member of the Corporation and may serve on the Board of Trustees subject to compliance with provisions for such membership as may be established by the Board of Trustees.

Section 5 Affiliated Provider Members. Any home care provider that is not a non-profit or governmental organization. They must be licensed/registered as a Health Care Service Firm in New Jersey and accredited by an accrediting body approved by the Board of Trustees. Affiliated members shall not be eligible to serve on the Board of Trustees of the organization.

Section 6. Rights of Members. Members shall exercise membership privileges established by the Board of Trustees.

Section 7. Annual Dues. Dues, with amounts established annually by the Board of Trustees, will be effective per the following schedule, one-quarter payable by September 1st of each year, one-quarter payable by December 1st of each year, one-quarter due by March 1st of each year and the remainder payable by June 1st of each year. The Treasurer shall notify members 30 days in arrears and those whose dues are not paid within 60 days thereafter shall not vote at any meeting of the Corporation, its Board and its Committees and may be dropped from membership, as provided in these Bylaws.

Section 8. Cancellation of Membership. Membership may be canceled by a vote of two-thirds of the Board of Trustees for failure to pay dues, for failure to comply with the standards of membership prescribed by the Board of Trustees, for violation of any provision of these Bylaws, or for conduct inimical to the interest of the Corporation or to its purposes. Cancellation shall include 60 days notice and the opportunity for a hearing before the Executive Committee if a hearing is requested.

ARTICLE IV Board of Trustees

Section 1. Powers, Term, and Quorum. The property, affairs and business of the Corporation shall be managed by its Board of Trustees.

One-half of the currently appointed Board shall constitute a quorum. Except as herein otherwise provided, the act of the Board shall be the Act of the majority of the trustees present at the time of the vote, a quorum being present at such time.

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Section 2. Meetings. Meetings of the Board of Trustees, including the Annual Meeting, shall be held at such time and place as may from time to time be fixed by resolution of the Board of Trustees, or as may be specified in the notice of the meeting. A minimum of one meeting will be held annually. Special meetings may be held at any time upon the call of the President or Executive Committee by notice to each trustee not less than five business days before such meeting.

ARTICLE V Nomination and Election of Officers

At a designated Annual meeting of the Home Care Council Members, nominations from the floor will be made for the positions of Chairman of the Board of Trustee, Vice Chairman, Secretary and Treasurer. When nominations are completed, the Board will vote by secret ballot, the balloting continued until all offices are filled.

ARTICLE VI Executive Committee

Section 1. Composition. The officers of the Corporation shall constitute the Executive Committee of the corporation.

Section 2. Duties, Meetings and Limits. The Executive Committee shall have general supervision of the affairs of the Corporation between its Board of Trustees meetings, fix the hour and place of meetings, and make recommendations to the Board of Trustees on all matters concerning policy and the fiscal affairs of the organization.

ARTICLE VII Other Committees

Such other Committees, standing or special, shall be appointed by the Chairman of the Board of Trustees or the Executive Committee shall deem necessary to carry on the work of the Corporation. The Chairman of the Board of Trustee shall be an ex-officio member of all committees (except the Nominating Committee).

ARTICLE VIII General Powers of the Corporation

The powers of the Corporation shall include, but shall not be limited to, the following:

- A. To have perpetual duration, unless a limited period is stated in its certificate of incorporation;
- B. To sue and be sued, complain and defend and participate as a party or otherwise in any judicial, administrative, arbitrary or other proceeding, in its corporate name;

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- C. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed or affixed or in any other manner reproduced;
- D. To purchase, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
- E. To sell, convey, mortgage, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
- F. To purchase, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, exchange, mortgage, lend, create a security interest in, or otherwise dispose of, and otherwise use and deal in and with shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligation of any domestic or foreign government or instrumentality thereof;
- G. To make contracts and guarantees and incur liabilities, borrow money, issue its bonds, and secure any of its obligations by mortgage of or creation of any security interest in all or any of its property, franchises and income;
- H. To conduct its business, carry on its operations and have offices and exercise the powers granted in its certificate of incorporation, as amended;
- I. To elect or appoint officers, employees and agents of the Corporation, and define their duties and fix their compensation;
- J. To make and alter bylaws for the administration and regulation of the affairs of the Corporation;
- K. To participate with others in any corporation, partnership, limited partnership, joint venture, or other association of any kind, or in any transaction, undertaking or arrangement which the participation corporation would have power to conduct by itself, whether or not such participation involves sharing or delegation of control with or to others.

In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other power which now are or thereafter may be conferred by law, expressed or implied, upon a corporation organized for the purpose herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the corporation, subject to the further limitation and conditions that, notwithstanding any other provision herein, only such power shall be exercised as are in furtherance of the tax-exempt purpose of the Corporation and as may be exercised by an organization exempt under Section 501 (C)(3) of the Internal Revenue Code.

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ARTICLE IX

Dissolution

Upon recommendation of the Board of Trustees for the dissolution of the corporation, a written notice shall be sent to all members calling for a vote on such dissolution and disposition of all funds.

Upon dissolution of the Corporation the net assets shall be distributed to Active Agency Members of the Corporation provided they enjoy tax exempt status in accordance with Section 501 (C)(3) of the Internal Revenue Code, as such section may be modified or amended.

Dissolution shall be upon the two-thirds vote of all members and the distribution of net assets shall also be determined by two-thirds vote of all members.

ARTICLE X

Parliamentary Authority

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XI

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January in each year and shall end on the thirty-first day of December next following, unless otherwise determined by the Board of Trustees.

ARTICLE XII

Amendments

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by a two-thirds vote of current membership, provided that the amendment has been submitted in writing at the previous regular meeting or submitted in writing to the Board of Trustees not less than 30 days before the meeting at which the amendment will be considered.

I HEREBY CERTIFY the foregoing is a full, true and correct copy of the Bylaws of Home Care Council of New Jersey, a New Jersey Corporation not for profit, as in effect on the date hereof.

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HOME CARE COUNCIL OF NEW JERSEY, INC.**

WITNESS my hand and seal of the Corporation.

Draft revisions 11/17/06
Final Revisions 1/5/07
Revised 3/31/08
Revised 9/16/2013
Revised 11/21/13
Draft revisions 6/24/2014
Final revisions approved BoT 8/21/14

Secretary

Date