

BYLAWS OF THE ARIZONA IN-HOME CARE ASSOCIATION

ARTICLE I: OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Arizona In-Home Care Association shall be in the State of Arizona.

Section 2. Registered Office and Agent. The Corporation shall have, and continuously maintain, a registered office and a registered agent in the State of Arizona, as required by the State of Arizona Nonprofit Corporation Act. The registered agent shall be with an individual resident of the State, or a corporation authorized to transact business in the State.

ARTICLE II: PURPOSES

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation and shall be:

Section 1. To provide leadership and guidance on the evolving scope of practice for in-home care services in the State of Arizona;

Section 2. To establish, promote and develop minimum standards of best and ethical business practices for the in-home care industry in Arizona;

Section 3. To provide consumers with information and advice on how to manage unresolved complaints, and to provide them with information for Regulatory bodies and Advocacy Organizations. To help facilitate unresolved complaints or discrepancies that members of the public may have with AZNHA members.

Section 4. To function as the facilitator of consumer's unresolved complaints or discrepancies with in-home care providers in Arizona;

Section 5. To acquire, disseminate, and distribute current and correct information on pending legislation and/or rules or regulations that may affect how business is conducted within the in-home care industry in Arizona;

Section 6. To provide a platform from which members of Arizona's in-home care industry can express their views on practices, legislation, rules and regulations affecting the industry;

Section 7. To sponsor and/or conduct meetings and programs of interest to the members of Arizona's in-home care industry and to afford the opportunity for individuals to secure the benefit of personal acquaintance with others in the industry;

Section 8. To cooperate with all public and private agencies in all matters relating to ethical in-home care practices and services.

ARTICLE III: MEMBERSHIP

Section 1. Membership. Membership shall consist of any sole proprietorship, partnership, corporation, company, association, or any other form of business endeavor in the in-home care industry and affiliated industries in Arizona that is willing to adhere to and maintain the Corporation's minimum standards of best and ethical business practices.

Section 2. Application and Election for Membership. Applicants for membership shall furnish information in the form and content prescribed by the Board of Directors. Such content shall be available on the Corporation's web site. As applications for membership are processed, they will be reviewed by the Board Administrator. Membership is contingent upon approval by the Board Administrator in accordance with guidelines established by the Board of Directors. Any application questioned or denied by the Administrator will then be forwarded to the board for an official decision.

Section 3. Certification of Membership and Member Logo. The Corporation will have a Member logo representing "AZNHA Certified Member" to be used only by the Corporation and its membership. Each member, upon its approval for membership, shall receive a certificate of membership signed by the current President of the Corporation. Additionally, members will receive an electronic version of the Corporation's Member logo to be used in the member's media advertising. In the event a member or membership is suspended or terminated, the

member and his or her company or business shall immediately cease using the Corporation's Member logo, or name in any manner or form. Usage of these items may resume only when the former member resubmits their application for membership.

Section 4. Voting. In the Corporation, membership does not convey voting authority to the member.

Section 5. Suspension or Termination of Membership. A membership can be suspended or terminated by the Corporation when, according to the Board's determination, the member or his or her company or business organization demonstrates a significant failure to support the principles and purposes of the Corporation. Any membership may be suspended by the Board of Directors for cause of conduct which is at variance with the Corporation's standards, or policies and procedures, at any regular or special meeting called for such purpose.

ARTICLE IV: DUES

Section 1. Financial Year. The financial year of the Association shall begin 1 January of each year and terminate 31 December of the same year.

Section 2. Dues. The Board of Directors shall be empowered to set and collect annual dues for all members. The Board of Directors shall also be empowered to set the rules for termination or suspension for failure to pay dues.

Section 3. Non-Payment of Dues. Unless otherwise extended for good cause, any membership may be terminated by a majority vote of the Board of Directors if membership dues are unpaid after ninety (90)-days from the membership's dues renewal date.

ARTICLE V: FINANCES

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Operating Fund. All money paid to the Corporation shall be placed into a general operating fund. Funds unused or unencumbered from the current year's budget shall be carried over to the next year's budget.

Section 3. Outsourced Funding. Grants, contributions, bequests and donations to the Corporation shall be made in writing. All such are subject to the approval of the Board of Directors.

Section 4. Payments by Corporation. No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors or their designee. Upon approval of the budget or budget items, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Any other disbursements require written approval by the Board of Directors. Disbursements shall be by check, or via electronic means. Checks shall normally be signed by the Treasurer, and in his/her absence, by the President of the Corporation.

Section 5. Dedication and Distribution of Assets. The Corporation's assets are permanently dedicated for exempt purposes. Upon dissolution of the Corporation, assets shall be distributed by a majority vote of the Board of Directors for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, banking and other affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Voting. Only the Board of Directors of the Corporation shall have voting rights. Each director has one vote.

Section 3. Number and Qualifications. The Board of Directors of the Corporation shall be composed of no less than seven (7) and no more than twenty-one (21) individuals. The number of directors may be decreased, but

no decrease shall have the effect of shortening the term of any incumbent director. Before joining the Board of Directors, an individual's representative entity must first have either:

- A) been an AZNHA Certified Member with the Corporation for a period of no less than 12 months; or,
- B) Have a minimum 2 years' experience in home care and be a part of a home care organization following all of the AZNHA standards for certified membership; or,
- C) be a respected member of the healthcare or senior care community generally with a minimum of 5 years of verifiable experience.

Section 4. Election and Term of Office. The members of the Board of Directors shall be elected by the Directors at the annual meeting of the Board of Directors. Members of the Board of Directors shall serve for a term of two (2) years. After the two year term, each director can be voted into successive one (1) year terms. New members to the Board of Directors can be voted in at any time during the calendar year. If they join the board between January 1 and June 30, that will count as their first service year. If they join between July 1 and December 31, their term of service (as it counts toward the two [2] years) will commence on January 1 of the following year.

Section 5. Term Limits. The AZNHA Board has no term limits.

Section 6. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 7. Removal. Any director may be removed from such office, with or without cause, by a majority vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 8. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 9. Board Composition. By requirement, the Board of Directors of the Corporation shall be composed of a minimum of two-thirds Business Members and a maximum of one-third Associate Members/Non-Members.

ARTICLE VII: MEETINGS

Section 1. Regular Meetings. Regular monthly meetings of the Board of Directors of the Corporation shall be held in person as determined by the Board of Directors, at such time, day and place as shall also be designated by the Board of Directors. Board Members who reside out of the Phoenix metropolitan area will be given the option of meeting participation by electronic means. The Board of Directors annual meeting shall be held in December of each year, the primary purpose being for the election of officers as is applicable. All board members must be physically present at this annual meeting and the electronic participation option will not be offered.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting. Special meetings may also be held by means of electronic communication with anything requiring voting be recorded in the form of an email, and voting participation must be 100% of the current Board.

Section 3. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least seven (7) days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed before the meeting. Attendance and participation (electronic or in person) at a meeting without objection to notice shall also constitute a waiver of notice.

Section 4. Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Should there be two people from the same agency or company serving as a Director or Officer at the same time, in the case of a tie vote or stalemate of any kind the member with the longest term of board service will cast the vote.

Section 6. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written Resolution to the action is signed, or agreed via email. A board member may abstain. However, a majority of the directors all voting unanimously is required for the Resolution to pass. Should a Unanimous Written Consent in Lieu of a Meeting require a vote of the board, all board members must submit their votes via email to the Board Administrator which would constitute a formal written record.

Section 7. Virtual Meeting. Any one or more directors may participate in a Regular or Special Meeting of the Board of Directors by means of electronic communications systems, which allows all persons participating in the meeting to hear each other. Virtual participation shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 8. Conflicts of Interest. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest and the recusal of the interested director.

Section 9. Board Meeting Participation. Each board member is required to participate in the scheduled Board Meetings, either virtual or face-to-face. A board member may be excused with reason by the President in advance of any meeting. Any board member who misses two (2) consecutive unexcused meetings, or a total of three (3) unexcused meetings in any twelve (12) month period will be reviewed by the Board and may be considered as having tendered their resignation from board service.

Section 10. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a Director, officer, or committee member, such notice shall be given in writing. This may be in the form of a mailed notice sent first-class or overnight delivery service with postage prepaid to such person at his or her business address as it appears in the records of the Corporation. It may also be in the form of email sent from a system capable of tracking reception of the email. Such notice shall be deemed to have been given when deposited in the mail or the delivery service, or when notice is received that the email has been received.

ARTICLE VIII

COMMITTEES

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors. These committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. Committee Members. Committee chair will be a member of the Board of Directors. Additionally, Committee chair may recruit committee members who they deem fit and qualified to support the work of the committee, provided that they submit in writing to the board the names and entities associated of those participating. No formal vote is needed for volunteers to join a committee but the board will reserve the right to remove an individual or entity from any AZNHA committee at any time.

Section 3. Term of Office. Each member of a committee shall serve for one year until the annual meeting of the Board of Directors held in December or until a successor is appointed, unless the committee is dissolved at any time during the year, or should the purpose of the committee having been fulfilled.

Section 4. Vacancies. Vacancies in the membership of committees may be filled by the Committee Chair of that particular committee.

Section 5. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Section 6. Financial Obligations. No committee shall incur any financial obligation without prior authorization of the Board of Directors. If deemed necessary, a committee may be provided a budget within which to operate, but must stay within that budget without prior authorization of the Board of Directors.

ARTICLE IX

INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee or volunteer, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, employee or volunteer. However, there shall be no indemnification in relation to matters as to which he or she shall be judged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer, employee, or volunteer. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, employee, or volunteer. However, such director, officer, employee or volunteer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, volunteer, or other agent against any liability incurred by him or her which arises out of such person's status as a director, officer, employee, volunteer, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE X

AMENDMENTS TO BYLAWS

These Bylaws may be amended in whole or in part, or new Bylaws adopted upon the affirmative vote of a majority of all the directors then in office at any regular or special meeting of the Board. The notice of the meeting shall set forth a summary of the proposed amendments.