

# AMERICAN ACADEMY OF HOME CARE MEDICINE BYLAWS

**Adopted October 1994**  
**Amended September 12, 1995**  
**Revised 2004**  
**Revised 2010**  
**Revised 2011**  
**Amended May, 2012**  
**Revised May 16, 2016**

## ARTICLE I. NAME AND OFFICES

The name of this corporation shall be the American Academy of Home Care Medicine (“the Corporation” or “the Academy”). The Corporation shall operate as a Maryland not-for-profit corporation and shall have and continuously maintain in the State of Maryland a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Maryland as the Board of Directors may from time to time determine.

## ARTICLE II. ORGANIZATION AND PURPOSE

**Section 2.1.** The Corporation is organized and will be operated exclusively for the charitable, scientific and educational purposes outlined in section 501(c)(3) of the Internal Revenue Code. The Corporation shall act in a manner consistent with applicable law, its Articles of Incorporation, these bylaws and the policies established by its Board of Directors

**Section 2.2.** The purpose of AAHCM is to promote the art, science and practice of medicine in the home, including:

- a) Educating physicians and other health care providers regarding home health care and increasing physician awareness of and involvement in home care;
- b) Promoting physician involvement in the evolution, delivery and management of home care procedures;
- c) Acting as an information source for regulation and accreditation of home care standards;
- d) Monitoring emerging technologies and appropriate delivery systems;
- e) Producing educational publications and presentations on important issues in home care;
- f) Improving the availability and quality of health care in the home; and
- g) Working closely with home health services and related industries to promote the availability of high quality, necessary equipment.

## **ARTICLE III. MEMBERSHIP**

**Section 2.1 Membership Classes.** The Board of Directors shall from time to time create membership classes that may include individual clinicians, companies that provide services, and other persons and companies with an interest in the field of home care medicine. Membership may be granted to any individual or company who meets the criteria for each class of membership; supports the purposes of the Academy; and abides by these bylaws and such other rules and regulations as the Academy may adopt. The Board of Directors shall determine the rights and privileges of each membership class consistent with these bylaws. Only individual members shall have voting rights.

**Section 2.2 Dues.** The annual dues amounts for each membership class shall be determined from time to time by the affirmative vote of not less than two-thirds of the Board of Directors and shall be collected by the AAHCM Treasurer or an appointed designee. No dues shall be refunded to any member whose membership terminates for any reason.

**Section 2.3 Applications for Membership and Resignation.** The Board of Directors shall determine the eligibility of applicants for each membership class and the procedures for application. Dues or arrangement for payment must accompany application for membership. The Board of Directors reserves the right to refuse any application. Any member may resign at any time by filing a written resignation with the administrative office.

**Section 2.4 Annual Meeting.** The annual membership meeting shall take place on such date, at such place and at such time as the Board of Directors shall fix each year and set forth in the notice of meeting.

**Section 2.5 Special Meetings.** Special membership meetings may be called at any time by the President or the Board of Directors. Special membership meetings may also be called by the Secretary upon the written request of members representing at least twenty-five percent (25%) of the votes entitled to be cast at the meeting provided that such written request to the Secretary states the purpose of the meeting and the matters proposed to be acted upon at such meeting and further provided that such matters are not substantially the same as those voted on at any special membership meeting held within the preceding twelve (12) months unless requested by members representing more than fifty percent (50%) of the votes entitled to be cast at the meeting. The time and place for holding special meetings shall be determined by the Board of Directors.

**Section 2.6 Notice.** Notice of any annual or special meeting of the members shall state the place, day and hour and, in case of a special meeting, the purpose for which the meeting is called, and shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting,

**Section 2.7 Quorum.** Voting members holding not less than ten (10%) percent of the votes entitled to be cast, represented in person or by mail ballot, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present shall be the act of the voting members unless the vote of a greater number is required by law, the Articles of Incorporation or

these bylaws. The voting members present at a meeting, though less than a quorum, may adjourn any meeting from time to time without notice, other than by announcement at the meeting of the time and place at which the meeting will reconvene. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified or called.

**Section 2.8 Voting.** At any annual or special membership meeting, any member of a membership class with voting privileges shall have the right to cast one vote on each matter submitted to a vote. In the election of directors, voting members may cast as many votes as there are open director positions but may not accumulate their votes.

**Section 2.9 Action without a Meeting.** Voting members may take action on any item of business without a meeting provided such action is in accordance with applicable law, the Articles of Incorporation, and these bylaws. Action without a meeting may be proposed by the Board of Directors or by written request of at least fifty (50) voting members of the Academy. The election of officers and directors may be conducted by mail, transmitted either electronically or by the postal service.

**Section 2.10 Suspension, Removal, and Forfeiture.** The Board of Directors, after due notice and hearing, may remove or suspend any member for violation of the Articles of Incorporation or these bylaws, for actions the Board deems to be conduct contrary to the best interests of the Academy.

### **ARTICLE III. BOARD OF DIRECTORS**

**Section 3.1 Responsibilities.** The affairs of the Academy shall be managed by the Board of Directors subject to any restrictions imposed by applicable law, the Articles of Incorporation or these bylaws. The Board may adopt such rules and regulations for the conduct of its business as may be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee and appoint such agents as it may consider necessary.

**Section 3.2 Composition.** The Board of Directors shall consist of the officers of this Association—President, President-Elect, Past President, Secretary, and Treasurer—and no less than three (3) and no more than fourteen (14) Directors-at-Large (“Directors”). The number of Directors may be increased or decreased from time to time by amendment to these bylaws.

**Section 3.3 Election and Term of Office.** Directors shall be elected by a plurality of votes cast by eligible voting members if a quorum has voted in accordance with the policies and procedures established by the Board. Directors shall serve staggered three-year terms, with the option of reelection to one additional term. No Director having served two consecutive terms shall be eligible for reelection to the same office until at least one year has elapsed following the conclusion of the second term. No decrease in the number of directors shall shorten the term of an incumbent director.

**Section 3.4 Regular Meetings.** The Board shall hold at least at least two regular meetings each year at such times and places as shall be designated or determined from time to time by resolution. At least one of these meetings shall be held in-person.

**Section 3.5 Special Meetings.** Special meetings may be called by the President, President-elect, or Secretary or by a majority of the Directors. Notice of any special meeting of the Board shall state the time, date, place and purpose of the meeting and shall be given at least five (5) business days prior to the date of such meeting. Attendance at a Board meeting shall constitute a waiver of notice of such meeting except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

**Section 3.6 Transaction of Business.** Any and all business of any nature or character whatsoever may be transacted and action may be taken thereon at any meeting, regular or special, of the Board of Directors

**Section 3.7 Quorum.** A majority of the Board shall constitute a quorum for the transaction of business at any duly called meeting of the Board provided that, if less than a quorum is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 3.8 Manner of Acting.** The act of a majority of the Board members present at a duly called meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these bylaws. Any action requiring a vote of the Board may be taken without a meeting if a written, facsimile or electronic consent, setting forth the action taken, is signed by all of the directors. Any action to be taken at a meeting of the Board may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute presence in person at the meeting of the persons so participating.

**Section 3.9 Resignation.** Any Director or Officer may resign at any time by delivering written notice to the President or the Secretary. Such resignation shall take place at the time specified therein or, if no time is specified, upon receipt of the letter.

**Section 3.10 Vacancy and Increase.** Any vacancy occurring on the Board of Directors between annual elections, with the exception of the office of President, may be filled for the remainder of the term by the remaining Directors. An increase in the number of Directors may be achieved as part of the annual election or at a special meeting called for that purpose.

**Section 3.11 Removal.** The Directors of the Corporation, and each of them, may be removed from office from time to time and at any time with or without cause, by the affirmative vote of a majority of the members voting at a meeting if a quorum has voted, provided that removal from office of such Director shall be stated in the notice of such meeting.

## ARTICLE IV. OFFICERS

**Section 4.1 Election and Terms of Office.** The officers of the Corporation shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer, and, except for the Immediate Past President, shall be elected by a plurality of votes cast by eligible voting members if a quorum has voted in accordance with the policies and procedures established by the Board. No one person may hold more than one position at any time. The President, President-Elect and Immediate Past President shall serve two-year terms. The President-Elect shall automatically succeed to the office of the President, and the President shall automatically become the Immediate Past President. The Secretary and Treasurer shall serve two-year, staggered terms and may serve one additional two-year term. No Secretary or Treasurer having served two consecutive terms shall be eligible for reelection to the same office until at least one year has elapsed following the conclusion of the second term. No individual may serve more than ten (10) years as an officer.

**Section 4.2 Duties and Powers.** The officers shall perform the duties and exercise the powers expressly conferred or provided for in these bylaws, as well as the usual duties and powers incident to such office, respectively, and such other duties and powers as may be assigned to them from time to time by the Board of Directors or by the President.

**Section 4.3 The President.** The President, subject to the control of the Board of Directors, shall be the Chief Executive Officer of the Corporation and shall have general executive charge, management and control of the affairs, properties and operations of the Corporation in the ordinary course of its business, with all such duties, powers and authority with respect to such affairs, properties and operations as may be reasonably incident to such responsibilities; may appoint or employ and discharge employees and agents of the Corporation and fix their compensation; may make, execute, acknowledge and deliver any and all contracts, leases, deeds, conveyances, assignments, bills of sale, transfers, releases and receipts, and any and all mortgages, deeds of trust, indentures, pledges, chattel mortgages, liens and hypothecation, and any and all bonds, debentures and notes, and any and all other obligations and encumbrances and any and all other instruments, documents and papers of any kind or character for and on behalf of any in the name of the Corporation; and shall do and perform such other duties and have such additional authority and powers as from time to time may be assigned to or conferred upon him by the Board of Directors. The President may delegate such duties and responsibilities as are appropriate to the Executive Director.

**Section 4.4 President-Elect.** In the absence of the President or in the event of his disability or refusal to act, the President-elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 4.5 Immediate Past President.** The Immediate Past President shall act as an advisor to the Board of Directors and preside at meetings in the absence of the President and President-

Elect. The duties shall include assisting the association in transitioning when new officers are seated.

**Section 4.6 Secretary.** The Secretary shall ensure the proper recording of the proceedings of meetings of the Association and Board of Directors; see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these bylaws; see that accurate records are kept of all members; and supervise the maintenance and keeping of such other records as the Board of Directors may authorize, direct or provide for. The Secretary may sign with the President or President-elect in the name of the Corporation. The Secretary shall perform all duties incident to the office of Secretary and shall have such other powers and duties as may be conferred or assigned by the Board of Directors, subject always to the control of the Board of Directors. The duties of the Secretary may be assigned by the Board in whole or in part to the Executive Director.

**Section 4.7 Treasurer.** The Treasurer shall ensure the proper management of the funds and securities of the Corporation, including the collection of dues and the adoption and supervision and carrying out of financial management policies in compliance with all federal and state laws and nonprofit best practices. Such policies shall cover the receipt of funds, checks, notes and other obligations; keeping of the funds in such banks, trust companies, and/or investments as are approved by the Executive Committee; proper accounting and reporting; and signature authority for checks and funds management. The Treasurer shall ensure that an annual review of the Corporation's books is conducted by a certified public accounting firm. The Treasurer shall perform all duties incident to the office of Treasurer and shall have such other powers and duties as may be conferred or assigned by the Board of Directors, subject always to the control of the Board of Directors. The duties of the Treasurer may be assigned by the Board in whole or in part to the Executive Director.

**Section 4.8 Removal.** Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

**Section 4.9 Vacancies.** A vacancy in the office of any Officer may be filled by the affirmative vote of a majority of the Directors for the remainder of the term. A vacancy occurring in the office of Secretary or Treasurer shall be filled by the Board from among its members until a successor is elected at the next annual election. In case of a vacancy in the office of President, the President-Elect shall serve as President during the remainder of that presidential term and then remain in office for the next presidential term. In the event of a vacancy in the office of President-Elect, a special election by the membership shall be held to select a successor.

## ARTICLE V. COMMITTEES

**Section 5.1 Executive Committee.** The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, and the Chair of the Public Policy Committee. Between meetings of the Board, the Executive Committee shall exercise the powers of the Board in the management of the business and affairs of the Academy, except as may otherwise be provided by law, the Articles of Incorporation or these bylaws.

**Section 5.2 Nominating Committee.** The Academy shall have a Nominating Committee in accordance with policy as established by the Board.

**Section 5.3 Finance Committee.** The Academy shall have a Finance Committee in accordance with policy as established by the Board. The Treasurer shall serve *ex officio* as the Chair of the Finance Committee.

**Section 5.4 Public Policy Committee.** The Academy shall have a Public Policy Committee in accordance with policy as established by the Board.

**Section 5.5 Other Standing and Special Committees.** The Board of Directors shall establish such other committees or task forces as are necessary or appropriate to carry out the purposes of the Association. The resolution establishing such a committee or task force shall set forth the committee's purpose and composition.

**Section 5.6 Appointment and Vacancies.** Unless otherwise provided by these bylaws or the resolution establishing the committee, the President shall appoint the chair and members of each committee with the approval of the Board of Directors. Any chair or member of any committee may be removed by a majority vote of the Executive Committee whenever in their judgment the best interests of the Academy would be served thereby. Except as otherwise provided in these bylaws or the resolution establishing the committee, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

**Section 5.7 Quorum and Manner of Action.** Unless otherwise provided in these bylaws or the resolution establishing the committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

## ARTICLE VI. EXECUTIVE DIRECTOR

The administrative and day-to-day operation of the Academy shall be the responsibility of a salaried staff head or firm employed or appointed by the Board of Directors and responsible to the Board. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts or other instruments on behalf of the Academy and as approved by the Board

of Directors. The Executive Director may carry out the duties of the Secretary and Treasurer of the Academy and perform such other duties as may be specified by the Board. The Executive Director shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Directors and Executive Committee in open session and may be invited to attend meetings held in Executive Session. The salaried staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Academy.

## **ARTICLE VII. FINANCES AND RECORDS**

**Section 7.1 Fiscal Year.** The fiscal year of the Corporation shall be determined by the Board of Directors.

**Section 7.2 Budget.** The Board shall approve an annual budget and monitor financial statements and variances to budget at least quarterly.

**Section 7.3 Depositories.** Funds of the Corporation not otherwise employed shall be deposited from time to time in such banks, trust companies, or other depositories as may be selected by any one or more officers or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.

**Section 7.4 Payments and Contracts.** All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Academy shall be signed by such officers, agent, or agents of the Academy and in such manner as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents of the Academy, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Academy, and such authority may be general or confined to specific instances.

**Section 7.5 Records.** The Association shall keep correct and complete books and records of accounts and minutes of the proceedings of meetings of its Board of Directors and committees having any authority of the Board of Directors. All such books and papers shall at all reasonable times during business hours be open to the inspection of any member, upon request, at the office of the Corporation.

**Section 7.6 Bonding.** Fidelity bonds or insurance shall be procured as required to protect the assets of the Corporation from physical harm or criminal activity. The amount of such bond shall be determined by the Board of Directors, and the cost is to be paid by the Corporation.

**Section 7.7 Use of Funds.** The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of such funds shall inure to the benefit of or be distributed to any members, Directors, Officers, or other private persons. No loans shall be made by the Corporation to the Directors or Officers. No director or officer shall receive any

compensation for his or her services but may receive reimbursement for expenses in accordance with policy as established by the Board.

#### **ARTICLE VII. INDEMNIFICATION**

The Academy shall indemnify all Officers, Directors, committee chairs, employees, and agents of the association acting within the scope of their authority to the full extent permitted by law and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

#### **ARTICLE VIII. DISSOLUTION**

On dissolution of the Corporation, any funds shall be distributed to such organization or organizations, to be selected by the Board of Directors, that are engaged in activities substantially similar to those of the Corporation and organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code,

#### **ARTICLE IX. AMENDMENTS**

The Bylaws of the Corporation may be amended or repealed in whole or in part by a majority of votes cast by eligible voting members if a quorum has voted.