



Illinois Health Care Association

Bylaws

ARTICLE I - GENERAL

This corporation shall be conducted as a nonprofit corporation and shall not contemplate any pecuniary gain or profit to the members thereof. This corporation is currently exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code").

It is intended that this corporation shall have and continue to have such status and shall devote its services to the carrying out of the objects and purposes of the corporation as set forth in the Articles of Incorporation and these Bylaws. All powers and activities hereunder shall be limited accordingly to continue such status.

ARTICLE II – PHILOSOPHY AND CODE OF ETHICS

A basic human right is to have accessible quality health care.

Full members will provide care that will meet the physiological, psychological, environmental, and spiritual needs of the resident in licensed or certified facilities or programs (or will be members of Representative Organizations (as defined in Article III, Section 1(a)(2)(B)) that provide such care).

Full members will provide qualified staff in sufficient numbers to perform competent services to meet the resident's needs (or will be members of Representative Organizations that provide such staff).

Members will be fair and honest in all their transactions.

Members are encouraged to engage in research and education, which will be done with the assurance that the interest and dignity of the individual is preserved and the conduct of the program is of professional quality.

Members are encouraged to attend and participate in all appropriate Association meetings and activities.

Members will clearly delineate their policies and will receive and act upon complaints and suggestions, utilizing established procedures of the state and national associations and related community resources.

Members will be an integral part of the community's health program.

ARTICLE III – MEMBERSHIP

SECTION 1.

(a) There shall be seven membership categories: Full, Associate, Affiliate, Individual, Student, Honorary, and Educational Institution.

(1) Full Membership.

(A) The following entities are eligible for full membership:

(i) A Skilled Nursing Facility, Intermediate Care Facility or other similar or related facility licensed or certified by the State of Illinois serving primarily a geriatric population or patients with a psychiatric diagnosis.

(ii) An Intermediate Care for the Developmentally Disabled Facility, a Long Term Care for Residents Under Age 22 Facility, Community Integrated Living Arrangement (“CILA”), Home and Community Based Waiver (“HCBW”) programs, or other similar or related facility or program licensed or certified by the State of Illinois serving primarily those persons with developmental disabilities.

(iii) An Assisted Living or Shared Housing Establishment licensed or certified by the State of Illinois.

(iv) A Supportive Living Facility.

(v) A Sheltered Care Facility licensed by the State of Illinois.

(B) A full member may be represented by any owner, officer, or authorized representative of the member.

(C) Each full member shall be a member of an IHCA constituency.

(D) (i) Full members must meet the current Multi-Entity policy established by the Board of Directors.

(ii) Full members must satisfy all dues, arrears, and assessments owed by them to the Association.

(2) Affiliate Membership.

(A) Each Affiliate Member shall be a Representative Organization.

(B) A “Representative Organization” is an organization described in Section 501(c)(6) of the Code (i.e., that was formed for the purpose of promoting the common business interests of its members), the members of which are entities described in one of the foregoing clauses (1)(A)(i) through (v).

(C) A Representative Organization’s members shall be full members and may be represented by any owner, officer, or authorized representative of the member.

(D) Each Representative Organization member shall be a member of an IHCA constituency.

(E) (i) Representative Organization members must meet the current Multi-Entity policy established by the Board of Directors.

- (ii) Representative Organization members must satisfy all dues, arrears, and assessments owed by them to the Association.
- (3) Associate Membership. The following entities are eligible for associate membership:
 - (A) An organization or person not eligible for full membership providing products or services to full members or a related health care association interested in the objectives of the Association; and
 - (B) An organization or individual associated with a facility or program that is in the planning or construction stage, prior to receiving a license, and which, when completed, would be eligible for full membership, provided that such facility or program is not owned by a non-member organization. Once licensed, the facility or program must apply for full membership and the associate membership will be terminated.
 - (C) Associate members shall have the right to attend open meetings of the Association, to serve on standing committees and task forces, and to vote for constituency representatives.
 - (D) Each associate member shall be a member of the Associate/Individual/Student/Honorary Constituency.
- (4) Individual Membership.

The following persons are eligible for individual membership:

 - (A) A full member facility or program governing board member, or an administrator, supervisor, or professional employee of a full member or an associate member; and
 - (B) Persons formerly employed by a full member, now retired, or who have left the health care field.
 - (C) No person associated with a non-member facility or program is eligible for individual membership. Individual members shall have the right to attend open meetings of the membership, to serve on standing committees and task forces, and to vote for constituency representatives.
 - (D) Each individual member shall be a member of the Associate/Individual/Student/Honorary Constituency.
- (5) Student Membership.
 - (A) A student currently attending high school or college on a full-time basis enrolled in classes relating to long-term care or a health related field is eligible for a student membership unless employed by a non-member facility or program eligible for membership as a full member.
 - (B) Student members shall have the right to attend open meetings of the membership, to serve on standing committees and task forces, and to vote for constituency representatives.
 - (C) Each student member shall be a member of the Associate/Individual/Student/Honorary Constituency.
- (6) Honorary Membership.
 - (A) An individual who has made a significant contribution to the association may become an honorary lifetime member with the approval of the Board.

- (B) Honorary lifetime members are exempt from payment of membership dues.
- (C) Honorary lifetime members shall have the right to attend open meetings of the membership and to serve on standing committees and task forces.
- (D) Each individual member shall be a member of the Associate/Individual/Student/Honorary Constituency.

(7) Educational Institution.

An institution that educates nursing home administrators, nurses, QMRP, certified nurse aides and/or direct support personnel is eligible for a complimentary Educational Institution membership.

- (b) The Board shall prescribe the content of applications for membership, which may differ for each category of membership.
- (c) The Board shall also prescribe any dues and other fees for membership.
- (d) The Board will review all membership applications to ascertain compliance with the Constitution and Bylaws and any policies developed there under.

SECTION 2.

The Board of Directors shall issue evidence of membership. Memberships shall not be transferable without Board approval. All membership materials remain the property of the Association.

SECTION 3.

Membership in this Association may be refused, suspended, or terminated by the Board of Directors for cause. Sufficient cause shall be violation of the Bylaws or of any rule or practice duly adopted by the Association; or of any conduct prejudicial to the interest of the Association.

SECTION 4.

Whenever these Bylaws provide for the refusal of membership, the prospective member shall be given written notice of such action, together with a statement of the reasons. The prospective member shall be given an opportunity, either orally or in writing, to present its facts, reasons, and arguments to the Board of Directors as to why such suspension or termination should not take place.

SECTION 5.

Membership in the Association may be terminated: (a) by the voluntary termination of a member upon written notice given this Association and the payment in full of all dues and assessments to the date of termination; (b) for nonpayment of dues and assessments by those members who are one hundred twenty (120) days or more in arrears unless such members shall have made arrangements approved by the Board of Directors for and agreed to a systematic repayment of said delinquent dues. Such termination shall not relieve the member from liability for payment of dues and assessments up until the date of termination; (c) for any violation of any of the Articles, Bylaws, orders and/or directives of this Association when, after a thirty (30) calendar day written notice from this Association, the member has failed to comply.

SECTION 6.

Whenever these Bylaws provide for the suspension or termination of a member, such action shall not take effect until the following procedures have taken place. First, the Board of Directors shall determine the effective date thereof, in the event such suspension or termination is finally determined to be appropriate. Second, the member shall be given at least fifteen (15) days written prior notice of such suspension or termination, together with the effective date and a statement of the reasons. Third, the member shall be given an opportunity, either orally or in writing, not less than five (5) days before the effective date, to present its facts, reasons, and arguments to the Board of Directors as to why such suspension or termination should not take place.

SECTION 7.

The suspension of membership or ineligibility of membership shall last for a period of time to be determined by the Board of Directors. After the assessed period of suspension or ineligibility of membership has ended, the member may reapply to the Association for membership.

SECTION 8.

A member may withdraw from the Association only by giving written notice to the Executive Director. Such notice shall be presented to the Board of Directors at the first meeting after receipt of the written notice of termination. All rights and privileges of Association membership shall cease upon resignation of membership. Membership resignations shall be prospective only. Termination of membership for any reason shall not result in dues refunds or forgiveness. Any member that withdraws from the Association must satisfy all previous dues obligations before being eligible to reapply for membership.

SECTION 9.

The Board of Directors may amend the membership policies of the Association from time to time, as it deems appropriate. The Board must approve deviations from the membership policies.

SECTION 10.

Member Responsibilities.

Each member shall pay all dues and assessments when due.

Each member shall submit change of ownership information to the Association in writing.

Each member shall submit pertinent statistical data to the Association as requested by the Executive Director.

Each member shall abide by all membership policies established by the Board of Directors.

SECTION 11.

Each constituency group may establish regions that conform to its respective constituency needs.

ARTICLE IV – DUES AND SPECIAL ASSESSMENTS

SECTION 1.

Dues and/or assessments shall be established by the Board of Directors.

Dues for full members shall be effective from January 1 to December 31. Dues shall be payable on the first day of the month following the day invoices are mailed from the Association office.

Any change resulting in a 10% or more annual increase in full membership dues is subject to approval by a simple majority of the full members. The Board of Directors may, from time to time, levy assessments in addition to annual dues subject to the approval by a simple majority of the full members.

SECTION 2.

A full member shall be assessed dues on the basis of the number of licensed beds of the licensee.

Full member programs for which licensed beds are not designated shall be assessed dues based upon the number of persons authorized to be served.

SECTION 3.

The monies due under Article IV Section 1 shall be billed and payable on a monthly basis in twelve equal payments. If those monies are not paid when due, full members may be subject to a service charge as determined by the Board of Directors. If a full member has not paid those monies within one hundred twenty (120) days of the due date, the Board of Directors may terminate membership unless such full member has made arrangements for and agreed to a systematic repayment of said delinquent monies.

The Board of Directors may authorize discounts for those full members who make payment of those monies in full for the year by the last day of February of that year.

SECTION 4.

Assessments for full members shall be effective from January 1 to December 31.

Assessments shall be due and payable within thirty (30) days after notice thereof unless the Board establishes a later date.

SECTION 5.

A member is in good standing under this Article if dues are current, as defined by the Board of Directors. The Board may impose additional criteria to define “in good standing.”

SECTION 6.

Any member that is more than 90 days delinquent in paying for any goods and services provided by the Association shall be barred from voting at any meeting of the Association and shall pay non-member rates for any educational sessions or other goods and services offered by the Association until the member pays for such goods and services.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1.

The corporate powers of this Association shall be vested in, and exercised and controlled by, a Board of Directors. The Board of Directors shall represent the general membership by setting policy for the Association; communicating its actions to the membership; encouraging communication from the membership on policy matters; and insuring that officers, committee chairpersons and staff are properly implementing Board policy.

SECTION 2.

The Board of Directors shall consist of the following individuals:

- (1) President
- (2) First Vice-President
- (3) Secretary
- (4) Treasurer
- (5) Assisted Living Vice-President
- (6) Nursing Facility First Vice-President
- (7) Nursing Facility Second Vice-President,
- (8) MR/DD Vice-President
- (9) Associate/Individual/Student/Honorary Member Vice-President
- (10) President of the Long-Term Care Nurses Association
- (11) Immediate Past President

To be elected and to serve on the Board, a person must be an officer, director, owner, or authorized representative of a full member in good standing and in compliance with the Association's current membership policy except the Associate/ Individual/Student/Honorary Member Vice-President must be a representative of an associate, individual, student or honorary member in good standing and in compliance with the Association's current membership policy.

Board members must be current with all dues and payments for each facility/program operated. The Board member is barred from voting on any Association matter if any of his/her facilities/programs have dues or payments which are more than sixty (60) days past due. If the Board member has been delinquent for three (3) consecutive months as described herein, the Board of Directors shall take action under Article V, Section 10.

SECTION 3.

Section 2 notwithstanding, the Board of Directors may also include, as non-voting members, a representative from each other statewide health care association as may be authorized to serve by resolution of the Board. These members shall not be counted for purposes of determining the existence of a quorum or for any other purpose.

SECTION 4.

The Officers of this Association shall be the President, First Vice-President, Secretary, Treasurer, and Immediate Past President.

SECTION 5.

The Board of Directors may require security or bonds from any officer or employee or other person for the faithful performance of the duties of their office, or for the faithful performance of their service to this corporation.

SECTION 6.

The Board members' term of office shall begin immediately after the conclusion of the Annual Convention, and they shall remain in office until they resign or a duly elected/appointed successor takes office.

SECTION 7.

Regular meetings of the Board of Directors shall be convened at the call of the President.

At least four (4) meetings shall be held annually.

Meetings may be conducted in-person, by telephone, or electronically. The Board shall determine safeguards for the conduct of meetings held electronically.

Special meetings may be called by the President or upon the written request of the majority of the voting members of the Board.

Except for illness or as otherwise excused, any member of the Board who is absent for three consecutive Board meetings automatically forfeits the office.

SECTION 8.

A quorum for the purposes of transacting business of the Association shall be a majority of voting members of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members of the Board of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Every act or decision of a majority of the Board members present at a meeting at which a quorum is present, made or done when duly assembled shall be valid as the act of the Board of Directors.

SECTION 9.

Notices of regular or special meetings of the Board of Directors, stating time and place thereof, shall be mailed, electronically transmitted, or personally delivered to each Board member not later than seven (7) days before the day appointed for the meeting.

Notice requirements for special meetings of the Board of Directors may be waived by a majority vote of Board members present at the special meeting. The effective date of such notice shall be the date of mailing, electronic transmission, or personal delivery.

SECTION 10.

The Board of Directors may remove a Board member and declare the office of such Board member vacant whenever such Board member has been declared of unsound mind or as determined by Board policy.

SECTION 11.

A member of the Board of Directors may request an official leave of absence for a period not to exceed 60 days. The President may grant approval of leave requests and extensions. The Board of Directors must ratify the President's action at the next regularly scheduled Board meeting. A Board member may terminate a leave prior to the end of the period requested by notifying the President.

SECTION 12.

During the absence or inability of the President to perform the duties or exercise the powers of office, the First Vice-President shall perform the duties of President. If the President and First Vice-President are absent or unable to perform the duties of the President, the Secretary shall perform the duties of the President during such absence or inability. If the President, First Vice-President, and Secretary are absent or unable to perform the duties of President, the Treasurer shall perform the duties of President during such absence or inability.

SECTION 13.

If a vacancy occurs for the positions of First Vice-President, Secretary or Treasurer by reason of the withdrawal, resignation or expulsion of an elected representative, such vacancy shall be filled by a majority vote of the remaining members of the Board of Directors. The elected representative will serve until the term expires.

SECTION 14.

If a vacancy occurs on the Board of Directors from a constituency group by reason of the withdrawal, resignation or expulsion of an elected representative, such vacancy shall be filled by the second vice-president for the respective constituency steering committee.

The steering committee shall elect a second vice-president from the constituency. If the steering committee fails to fill such vacancy within three (3) months, a representative of the respective constituency group shall be selected by a majority vote of the remaining Board of Directors.

ARTICLE VI – DUTIES OF BOARD MEMBERS

- (a) The President shall preside at all meetings of the Association and the Board of Directors and submit an annual report at the Annual Business Meeting of the Association. The President shall perform all such other duties as are incumbent upon the President's office or are properly required by the Board of Directors and these bylaws. The President shall appoint the members and chairpersons of any committees and task forces authorized by the Board where such membership is not otherwise prescribed with the approval of the Board. The President shall be a voting member ex officio of each committee, except the Nominating Committee. The President shall chair the Presidential Advisory Group.
- (b) The First Vice-President shall exercise the functions and duties for the President during his or her absence or disability and shall have such other powers and discharge such

duties as may be assigned from time to time by the Board of Directors. In the event of a vacancy in the office of President, the First Vice-President shall serve as President for the duration of the term during which the vacancy occurs. The First Vice-President may chair a standing committee.

- (c) The Secretary shall:
- (1) Keep the minutes of all meetings, shall have charge of the records of the Association and shall make such reports and perform such other duties as are incident to the office or required by the Board of Directors;
 - (2) Keep, or cause to be kept, the original or a certified copy of the Bylaws of this corporation, as amended or otherwise altered to date, which shall be open to the inspection of members at all reasonable times;
 - (3) Keep the corporate seal and affix it to all papers and documents requiring the seal;
 - (4) Attend to the giving and serving of all notices of the corporation required by law, or by these Bylaws, to be given or served;
 - (5) Be responsible for the conduct of elections and administration of the Constitution and Bylaws; and
 - (6) Perform such other duties incident to the office, or as may be prescribed or assigned by the President, including chairing an association committee.
- (d) The Treasurer shall:
- (1) Assist the Association office in the keeping of a correct account of all receipts and disbursements;
 - (2) Be responsible for the monitoring of the Association's accounts and financial records;
 - (3) Report to the membership and Board of Directors the financial condition of the Association on a routine basis;
 - (4) Be responsible for all internal operations of the Association, including elections and administration of the Constitution and Bylaws; and
 - (5) Serve as Chairman of the Association's Administration/Finance and Operations Committee.
- (e) The Assisted Living Vice-President shall be a representative of a licensed Assisted Living Facility, Shared Housing Establishment, Sheltered Care Facility serving more than 51% of its licensed capacity non-MR/DD, or Supportive Living Facility in good standing with IHCA and in compliance with the Association's current membership policy. The Assisted Living Vice-President shall chair the Assisted Living Constituency Steering Committee.
- (f) The Nursing Facility First Vice-President and Second Vice-President shall be representatives of licensed Nursing Facilities in good standing with IHCA and in compliance with the Association's current membership policy. The Nursing Facility First Vice-President shall chair the Nursing Facility Constituency Steering Committee. The Nursing Facility Second Vice-President shall serve as the vice-chairman.
- (g) The MR/DD Vice-President shall be a representative of an MR/DD facility or program (such as DD, SNF-PED, CILA and HCBW programs), in good standing and in compliance with the Association's current membership policy. The MR/DD Vice-President shall chair the MR/DD Constituency Steering Committee.
- (h) The Associate/Individual/Student/Honorary Member Vice-President shall be a representative of an associate, individual, student, or honorary member in good standing

and in compliance with the Association's current membership policy. The Associate/Individual//Student/ Honorary Member Vice-President shall chair the Associate/Individual/Student/ Honorary Member Steering Committee.

- (i) The President of the Long Term Care Nurses Association shall represent the views of nurses to the Board of Directors.

ARTICLE VII - ANNUAL AND SPECIAL MEETINGS

SECTION 1.

The Association shall hold an annual meeting.

SECTION 2.

At least thirty (30) days before the annual meeting, written notice of the meeting must appear in the official publication of the Association and each full member must be notified.

Notices shall be mailed, electronically transmitted, or personally delivered. The effective date of such notice shall be the date of mailing, electronic transmission, or personal delivery.

SECTION 3.

Notice of special meetings of the Association shall be mailed, electronically transmitted, or personally delivered to each full member at least five (5) days before the day of the meeting. The notice shall include a statement of business to be transacted at the special meeting.

SECTION 4.

Any full member intending to offer a motion or resolution at an annual or special meeting of the Association, committing the Association to the expenditure of any funds, or changing the policy of the Association, shall notify the Secretary in writing at least ten (10) days before the meeting in order for the matter to be placed on the agenda and to provide notice to the membership; provided, however, that if the matter involves a proposed amendment to these Bylaws, then in accordance with Article XXI hereof, at least thirty (30) days prior to the meeting, all full members shall be mailed, faxed, or electronically sent a copy of all such proposed amendments.

ARTICLE VIII – VOTING RIGHTS

The voting body of this Association shall consist of all full members in good standing.

Only members in good standing and in compliance with the Association's current membership policy shall be entitled to vote.

Full members shall be allowed to vote at annual or special meetings of this Association.

Each full member shall be entitled to one vote at annual or special meetings.

Members of a constituency shall be entitled to vote in constituency elections. A member is entitled to vote in only one constituency election.

Notarized absentee ballots shall be accepted in any election or matter coming before the Association.

ARTICLE IX – NOMINATIONS FOR OFFICE

SECTION 1.

- (a) There shall be a nominating committee composed of the Immediate Past President, acting as chair and two representatives from each of the statewide constituency groups selected by their respective groups to serve on the nominating committee.
- (b) The nominating committee shall meet before the regular meeting of the Board of Directors in June, and propose nominees for the offices of President, First Vice-President, Secretary, and Treasurer.
- (c) The nominating committee shall be encouraged to nominate more than one full member for each position.
- (d) The Board shall confirm the nominees. The nominees shall be promptly reported in writing to the members of this Association.

ARTICLE X - ELECTIONS

SECTION 1.

The President, First Vice-President, Secretary, and Treasurer shall be elected at the annual meeting in each odd-numbered year by a majority vote of those voting in-person plus any absentee ballots received. If no candidate receives a majority of the votes cast, the two candidates receiving the highest number of votes shall engage in a runoff election.

SECTION 2.

Each constituency group shall elect a vice-president and second vice-president, committee representatives, and two nominating committee members by the date of the annual meeting in even numbered years.

ARTICLE XI - CONDUCT OF ELECTIONS

SECTION 1.

Elections may be conducted in person, by mail, or electronically.

The Executive Director is responsible for elections conducted by mail, fax, or electronically. Such elections shall be conducted in such a manner to ensure fairness to all candidates.

SECTION 2.

Printed ballots shall be used at all elections unless only one candidate is running for office, in which case, the use of a printed ballot may be waived by a majority vote of those present and entitled to vote.

Candidates nominated by the Nominating Committee shall have their names printed on the ballot. Space on each ballot must be provided for write-in candidates.

A member not nominated as a candidate for office may have his/her name placed on the ballot upon submitting to the Association office at least one week prior to the election a petition nominating him/her for a specified office and bearing the signature of at least three members from each constituency group.

At the time of each election, additional nominations may be made from the floor.

A secret ballot must be used in the election of all Association officers except when there is only one candidate running for a specified office.

SECTION 3.

A Credentials Team shall be appointed by the President to serve as tellers and inspectors of elections at any in-person election. The Executive Director shall furnish to the Chairperson of the Credentials Committee a list of full members in good standing and in compliance with the Association's current membership policy.

At any in-person election, each full member seeking to vote shall present credentials prior to casting a ballot.

The Credentials Team shall:

1. Inspect credentials of voters;
2. Initial, issue and receive ballots;
3. Have charge of the ballot box until polls are declared closed;
4. Be responsible for counting the ballots in the absence of legal counsel; and
5. Report the results of the election in the absence of legal counsel.

SECTION 4.

A simple majority of full members voting plus any notarized absentee ballots shall constitute an election.

SECTION 5.

The Board shall develop policies for constituency group elections. A simple majority of members of the constituency group voting plus any notarized proxy ballots shall constitute an election.

ARTICLE XII – CONSTITUENCY GROUPS-AND STEERING COMMITTEES

SECTION 1.

Members shall be members of their respective constituency group. A member qualifying for more than one constituency group must enroll in one constituency.

The Board of Directors may establish other constituencies from time to time. These constituency groups shall be organized in the same manner as set out in these Bylaws, and shall have representation on the IHCA Board.

SECTION 2.

Steering committees shall serve as each constituency's governing body. The steering committees shall concern themselves with statewide issues particularly related to the members of the constituency group.

SECTION 3.

Members of the Assisted Living, Nursing Facility, and MR/DD steering committees must be representatives of full members of the constituency group in good standing and in compliance with Association's current membership policy.

Members of the Associate/ Individual/Student/Honorary Member steering committee must be representatives of associate, individual, student, or honorary members in good standing and in compliance with Association's current membership policy.

SECTION 4.

Each constituency group shall meet at the Annual Meeting of this Association, and at such times as the constituency group deems necessary. At such meetings, each member of the constituency group shall have one vote.

SECTION 5.

Members of the constituency steering committees are as follows:

A. Assisted Living Steering Committee

Vice-President,

Second Vice-President, and

At-large representatives of the constituency group as determined by the constituency group.

B. Nursing Facility Steering Committee

Vice-President,

Second Vice-President,

Two representatives of accredited nursing facility members that are organized as not for profit, religious or government,

Two representatives of accredited members owning, operating, managing, or controlling four or more nursing facilities,

Two representatives of accredited members owning, operating, managing or controlling less than four nursing facilities, and

At-large representatives as determined by the constituency group.

C. MR/DD Steering Committee

Vice-President,

Second Vice-President,

Two representatives of Long Term Care for Residents Under Age 22 Facility,

Two representatives of CILA or HCBW providers,

Two representatives of ICFs/DD, and

At-large representatives as determined by the constituency group.

D. Associate/Individual/Student/Honorary Member Steering Committee

Vice-President,

Second Vice- President, and

At-large representatives as determined by the constituency group.

SECTION 6.

Each constituency group first vice-president shall serve as a member of the Board. The Nursing Facility Second Vice-President shall also serve as a member of the Board.

The Assisted Living Second Vice-President, MR/DD Second Vice-President, and Associate/Individual/Student/Honorary Member Second Vice-President shall serve as their constituency groups' alternates to the Board. The Nursing Facility constituency group shall select an individual to serve as the group's alternate to the Board.

A constituency group may, at its own discretion, change its representative to the Board at any time by a vote of the majority of the constituency group members.

SECTION 7.

Steering committee meetings may be conducted in-person, by telephone, or electronically. Steering committee vice-presidents may appoint task forces to facilitate committee work. Membership in a task force is not limited to steering committee members, but may include IHCA members who have special interest or expertise in the matter before the task force.

SECTION 8.

Notwithstanding anything herein contained to the contrary, each constituency group and steering committee shall act and be governed according to the policies of the Board of Directors as may be determined from time to time.

ARTICLE XIII – ALLIED HEALTH CARE SECTIONS

The Board of Directors shall have the authority to create allied health care sections. These sections shall be composed of persons with similar responsibilities who are formally affiliated with a full member. Each section must be sponsored by and work in cooperation with one or more constituency groups.

ARTICLE XIV – STANDING COMMITTEES

SECTION 1.

There are six (6) standing committees having responsibility for the policy review of all Association functions. Each standing committee shall include at least one member from each constituency and such other members as appointed by the President. The duties of the standing committees are as follows:

Education, Convention, and Trade Show

The Education, Convention, and Trade Show Committee is responsible for all aspects of educational programming and the Annual Convention and Trade Show.

Legal

The Legal Committee will recommend legal strategies to the Board of Directors and will serve as a resource for IHCA staff. An attorney selected by the President of the Association shall chair

the Legal Committee. Members of this committee need not be full members but must be IHCA members.

Nominating

The Nominating Committee is comprised of the Immediate Past President and two representatives elected from each of the conferences. The Nominating Committee shall nominate individuals to serve as President, First Vice-President, Secretary, and Treasurer. The Immediate Past President shall chair the committee.

Political Action (IHCA-PAC)

The Political Action Committee is responsible for all aspects of the operation of IHCA-PAC.

Administration/Finance and Operations

The Administration/Finance and Operations Committee is responsible for examining and making recommendations to the Board of Directors on matters pertaining to Association property, equipment, supplies, and operations. It is also responsible for preparing fiscal recommendations to the Board of Directors, including the annual budget and for the oversight and guidance of Association meetings, including the Annual Convention.

Constitution and Bylaws

The Constitution and Bylaws Committee is responsible for reviewing suggested changes to the Association's Constitution and Bylaws and making recommendations thereon to the Board.

SECTION 2.

Meetings of standing committees may be conducted in-person, by telephone, or electronically.

SECTION 3.

Standing committees shall submit policy recommendations to the Board of Directors for review and resolution.

ARTICLE XV – OTHER COMMITTEES

In addition to the steering committees described in Article XII and the standing committees described in Article XIV, the Board of Directors shall have the authority to create committees to assist in carrying out the activities of this Association. The Board of Directors shall determine the scope and power of such committees. The President shall have the authority to appoint members thereof. The President shall be a voting ex-officio member of all committees except the Nominating Committee.

ARTICLE XVI - LONG-TERM CARE NURSES ASSOCIATION

The Long-Term Care Nurses Association (LTCNA) shall be the official body that represents nurses within the Association's membership. The LTCNA's authority stems from the LTCNA's duly adopted bylaws as approved by the Board.

The LTCNA president or his/her representative shall serve as a voting member of the Association's Board of Directors.

The LTCNA Council shall be the governing body of the LTCNA. The LTCNA Council is responsible for initiating and conducting activities to determine, develop and promote the interest/functions of the LTCNA. The LTCNA Council shall also inform the public of the positions of the Long-Term Care Nurses Association and its members.

ARTICLE XVII – ASSOCIATION FUNDS

All persons handling Association funds shall be bonded.

Funds of the corporation shall be disbursed only by check, with the exception of petty cash items. The Treasurer or the Executive Director may sign payroll checks. Accounts payable checks shall be signed by any one of the following: President, Treasurer, or Executive Director.

In the event of the absence or the incapacity of the President, Secretary, Treasurer, or Executive Director, checks shall be signed by such other person or persons authorized by the Board of Directors or the Executive Director.

The financial accounts of the corporation shall be audited annually by a Certified Public Accountant appointed by the Board of Directors after consultation with the Treasurer, and this audited financial report, which shall include a balance sheet and related statements of operations for the previous calendar year, shall be presented to the Board of Directors as soon as practical after the conclusion of the audit.

ARTICLE XVIII - STAFF ORGANIZATION

The Board of Directors may establish an executive office, and such other field or regional offices as may be necessary, and may authorize the employment of an Executive Director who shall serve as the chief operating officer of the association and such other administrative personnel as may be necessary. Such field or regional offices shall be subject to the control and direction of the Executive Director. The Executive Director shall report to the Board of Directors at each meeting of that Board.

ARTICLE XIX - FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE XX – PARLIAMENTARY AUTHORITY AND ORDER OF BUSINESS

For all meetings of the Board of Directors, Robert's Rules of Order, most recently revised, shall be parliamentary authority in all areas not specifically covered by the Bylaws.

The Order of Business of each meeting of the Association shall be in accordance with a program adopted prior to the beginning of the meeting.

ARTICLE XXI - AMENDMENTS OF BYLAWS

The Bylaws of the Association may be amended by a two-thirds (2/3) vote of the full members voting. At least thirty (30) days prior to the vote, full members shall be mailed, faxed, or electronically sent a copy of all proposed amendments submitted to the Board of Directors.

Voting may be conducted in any manner that the Board determines will result in the highest number of full members voting.

ARTICLE XXII - BYLAWS REVISIONS

Last approved at the Annual Meeting of the Association, September 12, 2000, at Springfield, Illinois.

Last approved at the Annual Meeting of the Association, September 10, 2002, at Springfield, Illinois.

Last approved at the Annual Meeting of the Association, September 13, 2005, at Peoria, Illinois.

Last approved at the Annual Meeting of the Association, September 18, 2007, at Peoria, Illinois.

Last approved by a vote of the members of the Association finalized December 19, 2007 and ratified by the Board of Directors on December 20, 2007 at Springfield, Illinois.

Last approved by a vote of the members of the Association finalized March 26, 2009 and ratified by the Board of Directors on February 18, 2009 at Springfield, Illinois.



Illinois Health Care Association Secretary

March 26, 2009
Date