

**BYLAWS
OF THE
NATIONAL ASSOCIATION FOR HOME CARE & HOSPICE
(As approved on August 8, 2023, by NAHC Board)**

ARTICLE I

Names and Location

Section 1: Name. The name of the association shall be the Home Care Association of America, d.b.a. the National Association for Home Care & Hospice (hereinafter the Association or NAHC).

Section 2: Location. The Association shall have its principal offices in Washington, D.C. Meetings of the Association, the Board of Directors and its committees shall normally be held at the principal offices, unless determined otherwise by the party calling the meeting.

ARTICLE II

Purposes

The Association is organized in order to advance, promote, and protect access to the highest quality care at home. Home care, hospice, and palliative care includes all types of services and products that enhance the ability of the infirm or disabled, of all ages, to live in their homes and empowered to live to their fullest potential in the community.

The Association shall fulfill its mission by:

- (a) Being the leading and unifying voice for home care and hospice;
- (b) Heightening the political visibility of home care and hospice services;
- (c) Promoting the engagement of home care and hospice providers, their employees, business partners, and other stakeholders in advocacy;
- (d) Affecting legislative and regulatory processes impinging on home care and hospice services; Promoting common sense progress in legislation and regulation to remove barriers for home care and hospice providers;
- (e) Gathering, analyzing, disseminating, and interpreting home care and hospice industry data;
- (f) Promoting home care and hospice as a vital component of the health care delivery system;
- (g) Fostering, developing and promoting ethical standards in home care and hospice operations;

- (h) Fostering, developing and promoting high standards of patient care in home care and hospice services;
- (i) Disseminating information and providing for the exchange of information with those interested in home care and hospice services;
- (j) Providing business and economic support for home care and hospice by facilitating the availability of low cost and high-quality services and products utilized by home care and hospice organizations; and
- (k) Providing an organized and unified voice for the individuals and organizations that support home care and hospice entities through consulting, information technology, products, and management services.

ARTICLE III

Membership

Section 1: Classes of Members. The membership of the Association shall consist of seven (7) classes:

- (a) Provider Members, consisting of organizations that, as their primary purposes, provide health care and/or social services to the frail, sick, disabled or terminally ill in their homes. Each Provider Member shall be entitled to vote at all meetings of the members of the Association.
- (b) Corporate Provider Members, consisting of any home care or hospice provider that has one or more additional legal entities in the home care or hospice field directly or indirectly under its control. Legal entities may include corporations, partnerships or other arrangements which meet applicable state and federal laws. Each Corporate Provider shall be entitled to vote in all meetings of the members of the Association.
- (c) Private Duty/ Members, consisting of home care agencies who provide personal care, nursing, or other professional services, generally performed on an hourly, shift care basis. Members shall be entitled to vote in meetings of the members of the Association.
- (d) State Association Members, consisting of state organizations that represent home care and/or hospice provider organizations. State Association Members shall be entitled to vote at meetings of the members of the Association and shall have such rights and privileges as are otherwise provided in these Bylaws or shall be entitled to receive such benefits as may be prescribed from time to time by the Board of Directors.
- (e) Allied Members, consisting of non-commercial organizations, such as professional and consumer organizations, interested in home care and hospice services. Allied Members shall not be entitled to vote at meetings of the members of the Association, but shall have such rights and privileges as are otherwise provided in these Bylaws or shall be entitled to receive such benefits as may be prescribed from time to time by the Board of Directors.

- (f) Business Partner Members, consisting of commercial organizations interested in and supporting home care or hospice services, except organizations, entities, or individuals included under subsections (a) through (e) above. Business Partner Members shall be entitled to vote at meetings of the members of the Association.
- (g) Individual Members, consisting of persons not otherwise eligible for membership under subsections (a) through (f) above. Individual Members shall not be entitled to vote at meetings of the members of the Association, shall have such rights and privileges as are otherwise provided in these Bylaws or shall be entitled to receive such benefits as may be prescribed from time to time by the Board of Directors.

Section 2: Applications for Membership. Applications for membership shall be in writing or by electronic means and shall provide such information with respect to the applicant as shall be prescribed by the Board of Directors. The Board shall establish procedures for determining the eligibility of applicants for particular classes of membership and, consistent with these Bylaws, shall determine the rights and privileges of membership classes.

Section 3: Authorized Representatives. Each member shall appoint its Authorized Representative to vote for the member and act on its behalf with respect to all matters related to the Association.

Section 4: Forfeiture. Membership in the Association shall be forfeited for non-payment of annual dues in arrears for three (3) months, for failure to comply with the standards for membership which may be prescribed from time to time by the Board of Directors, or for any other conduct prejudicial to the best interest and stated policies of the Association. With the exception of membership forfeiture for non-payment of annual dues, a member shall be entitled to notice and hearing pursuant to procedures established by the Board of Directors, prior to the forfeiture.

ARTICLE IV

Member Sections and Voting

Section 1: Member Participation in Sections. All members of the Association shall be eligible to become a member of one (1) or more Sections. However, members must designate a single Section for purposes of voting in advance of any election of the Board and shall only be entitled to vote in their voting Section.

Section 2: Sections. The Association shall have the following Sections:

- (a) **Home Health** – The Member operates as a Medicare or Medicaid participating home health agency.
- (b) **Hospice** – The Member operates as a Medicare or Medicaid participating hospice.

- (c) **Private Duty** – The Member provides private duty personal care, nursing or other professional services, generally on an hourly, shift care basis.
- (d) **National Provider** – The Corporate Member operates as a home health agency, home care provider, or hospice in multiple states and has annual revenue from those service of \$550 million or greater.
- (e) **Integrated Health System Provider** – The Member provides four or more different health care services that include at least one home care related service.
- (f) **State Association** – The organization represents the interests of home care, home health, hospice and/or palliative care as an association on a state level.
- (g) **Business Partner** - The Member is a NAHC Business Partner Member providing items or services that support the delivery of home care, home health, hospice and/or palliative care services by NAHC provider members.

ARTICLE V

Dues

Section 1: Procedure. The Board of Directors, no later than December 15 of each year, shall adopt and promulgate to all the members a schedule of dues for all classes of members for the following calendar year and shall determine the schedule for dues payment.

ARTICLE VI

Membership Meetings

Section 1: Annual Meetings. The time and place of the annual meeting of the Association shall be determined by the staff and approved by the Board of Directors. Notice of the time and place of such meeting shall be provided through mail or electronic transmission to each member at his/her address as the same appears on the books and records of the Association at least thirty (30) days prior to the holding of said meeting.

Section 2: Special Meetings. Special meetings of the Association may be called at any time by the Board of Directors whenever, in its discretion, the necessity thereof arises and shall be called by the Chair of the Board at any time upon the written request of one-quarter of the Voting Members. Voting Members as used herein are those members of the Association with authority to vote under Article III, Section 1. Special meetings shall be held at such date, time, and place as may be designated by the Board of Directors or the Chair, whichever is calling the meeting, and notice of the date, time and place of the holding of the meeting shall be provided to each member at least ten (10) days prior to the holding of a special meeting. Notice of a special meeting shall include a description of the purpose for which the meeting is called.

A special meeting of members does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 3: Quorum. At any annual or special meeting of the members, the presence, in person or by written proxy, of one-tenth of the Voting Members shall constitute a quorum. However, if the members necessary to constitute a quorum shall fail to be present at the time and place fixed for such a meeting, a majority of the Voting Members present, in person or by written proxy, at such meeting may adjourn the meeting, without notice other than by announcement of adjournment, until the number of votes constituting a quorum shall be present.

Section 4: Voting.

- (a) Each Voting Member shall be entitled to cast one vote on actions requiring membership approval. At all meetings of the Association, voting shall be in person or by written proxy, as may be prescribed by the Board of Directors, and a majority of the votes present and entitled to be cast at such meeting shall be required to affect any action requiring membership approval.
- (b) If authorized by the Board of Directors, any action that may be taken at any annual or special meeting of the members may be taken without a meeting via written or electronic ballot, and the Board of Directors may adopt procedures for voting of the membership by ballot. Approval by ballot of action other than election of Directors shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting.

ARTICLE VII

Board of Directors

Section 1: Board.

- (a) The Board of Directors shall be elected prior to and election results announced at the annual meeting of the members in accordance with this section. All Members with the exception of Allied Members and Individual Members shall be considered Voting Members for purposes of the election of the Association Board of Directors. Each Voting Member shall be entitled to one (1) vote in the Section designated as its Voting Section under Article VIII and one (1) vote for the At-Large Board seat.

- (b) No Director may concurrently hold more than one (1) position on the Board. All Directors shall be representatives of Provider Members, Corporate Provider Members, Private Duty Members, Business Partner Members, or State Association Members. No more than three (3) of the Directors may represent any single section as outlined in Article IV; section ii. Not more than one representative of a Member may serve on the Board at any one time.
- (c) The Board shall be composed of voting members as follows:
 - (i) Nine (9) Directors elected by the Voting Members and six (6) Directors appointed by the current Board and may consider a slate of candidates recommended by the Governance and Nominating Committee.
 - (ii) The nine (9) elected Directors shall include a representative from each of the following Sections: Home Health; Hospice; Private Duty; National Provider; Integrated Health System Provider; State Association; At Large; and Business Partner. The Business Partner Section shall elect two (2) Directors. At Large shall include all Sections as defined in Article IV. Individuals are eligible to represent the section based on their status at the time of election.
 - (iii) The six (6) appointed directors shall be appointed by the Board prior to January 1 following an election, based on such factors as skills needed, geographic representation, ownership type, company size, auspice, and any other factor deemed by the Board as relevant to composing a balanced, high-functioning governing body. At least one appointment shall be a representative from a health care-related organization that is not a direct provider of home care or hospice services.
- (d) Elections and Appointments of the Board of Directors.
 - (i) The Governance and Nomination Committee (hereinafter “Committee”) shall annually select candidates for each open elected Board position
 - i. The Committee shall select two candidates for each open position. In the event that only one candidate is nominated, the Committee shall include that single candidate on the election ballot.
 - ii. The Committee shall provide for a voting period no less than three (3) weeks. The Committee shall announce the slate of candidates and open the election for voting in any manner and form considered reasonable and sufficient.
 - (ii) The election may be conducted by paper ballot or electronically at the discretion of the Committee.
 - (iii) All eligible voting members as determined under Article III, Section 1 of these bylaws shall be entitled to vote in the election consistent with their voting rights for Section and At-Large candidates under Article IV, Section 1. Eligible voters may vote for any of the candidates on the ballot or submit and vote for a write-in candidate.
 - (iv) Election results shall be announced annually to the membership.

- (v) Following the election, the Committee shall present to the Board of Directors a slate of candidates for consideration as appointed directors under Article VII, Section 1 (c)(iii).
- (vi) The Board of Directors shall appoint directors to any open board position prior to January 1 of the year following the election. The board may appoint directors from the slate of candidates presented by the Committee or otherwise, in the sole discretion of the board.
- (vii) The term of elected and appointed members of the Board of Directions shall begin on January 1 of the calendar year following the election unless the appointment occurs under Article VII, Section 1 (i).
- (e) The President of the Association shall serve as an ex-officio director and shall not be entitled to vote.
- (f) The immediate retiring Chair shall remain as an ex-officio (non-voting) member of the Board for one year following completion of the Chair term except when the individual continues on the Board of Directors in a capacity other than Chair, or if the current Chair is re-elected to that office, the immediate retiring chair may remain on the board as an ex-officio until the successor chair's term or terms are completed, consistent with officer terms outlined in Article VIII, Section 1.
- (g) Each of the Directors designated in paragraphs (c) (ii) and (c) (iii) shall serve a three-year term beginning January 1st following the annual meeting at which the election results are announced, except as in (i) and (j). The terms of the Directors shall be staggered so that one-third of the directors shall be elected and appointed each year.
- (h) No elected Director shall serve more than two consecutive 3-year terms or 6 total consecutive years. In the event that a Director is appointed to serve the remainder of the term of a Director who dies, resigns, or is removed from the Board, such appointed Director shall be eligible to serve for the remainder of such term and one additional term. Directors shall serve until a successor is chosen and qualified or until his/her death, resignation or removal.
- (i) In 2018, the Board shall have the authority to design and implement an election and transition process that provides for the election/appointment of three elected Board seats and two appointed Board seats for each of one-year terms, two-year terms, and three-year terms in order to institute the staggered terms required under (g). Such authority shall permit the appointment of all Directors with one-year terms.
- (j) If the office of a Director shall become vacant due to that Director's death, resignation or removal, the Chair may appoint, with the approval of the Board of Directors, a new Director. The new Director shall be selected from the same Section as the vacating Director and serve for the remainder of the unexpired term.
- (k) Upon completion of the term or terms of an elected or appointed Director, the individual is ineligible for election or appointment until after the expiration of three (3) years.

- (l) A majority of the Directors entitled to vote shall constitute a quorum at any regular or special meeting. Decisions of the Board shall require a majority of those present and voting, assuming the presence of a quorum.
- (m) In the event that any proposed motion that requires a majority vote of the Board for approval results in a tie vote, the motion shall be deemed “not approved.”
- (n) Meetings of the Board shall be held at least six times a year and may be called more frequently by the Chair of the Board or by a majority of the directors. Board meetings may be held in person or electronically at the discretion of the board.
- (o) Notwithstanding any provision to the contrary, the Board may suspend elections and appointments, and extend the terms of Directors, by a majority vote of a two-thirds of the votes entitled to be cast by members of the Board of Directors present and voting at any regular or special meeting, provided a quorum is present, when it is determined that exigent circumstances exist and that the suspension is the best interests of the Association and its members. Any suspension of elections and appointments and extension of terms shall be limited to one year. In the event of a suspension, the cycle and scheduling of elections and appointments shall be reset for the following year with the same Board positions as if there had not been a suspension.

Section 2: Notice. Notice of board meetings shall be provided to all Board members at least ten (10) days in advance, except that notice shall be provided at least thirty (30) days in advance if given by first class mail via the US Postal Service. The notice shall specify the date, time, place and the agenda of the meeting. The advance notice time periods herein may be modified or waived by two-thirds majority consent of the Board.

Section 3: Powers. The Board of Directors shall be the chief governing policy-making body of the Association and shall have the power to:

- (a) Establish policy for managing the affairs of the Association;
- (b) Appoint and terminate the President of the Association;
- (c) Amend the Association Bylaws;
- (d) Have charge of the Association’s assets and property;
- (e) Remove a Board member from the Board;
- (f) Establish criteria for the various classes of membership; and,
- (g) Perform all other acts and all other functions as may be necessary to further the objectives of the Association in the manner consistent with these Bylaws.

Section 4: Responsibilities. The responsibilities of the Board include:

- (a) Strategy.
 - (i) Define NAHC’s desired impact and what success looks like
 - (ii) Approve the short and long-term goals that NAHC must strive to achieve
 - (iii) Delegate management and operations to President
- (b) Fiduciary.

- (i) Allocate and approve resources and investments
- (ii) Set standards for and monitor on a continuing basis the long-term financial health of the Association
- (iii) Develop and approve an annual budget
- (iv) Maintain confidentiality and avoid any conflict of interest
- (c) Knowledge.
 - (i) Provide insights on industry advancements trends and potential near-term disruptions
 - (ii) Generate insight and understanding about strategic questions, problems, challenges, opportunities, and the broader homecare/hospice industry
- (d) Accountability.
 - (i) Hold President accountable for the strategic plan by reviewing progress towards declared metrics of success, and conducting a performance review at least annually
 - (ii) Ensure adherence to the mission at all times
 - (iii) Model the values and desired culture of NAHC
 - (iv) Charter and evaluate committees of the Board
- (e) Representation.
 - (i) Represents NAHC interests and concerns.
 - (ii) Elevates ideas from members and organization in effort to fully represent the Home Care and Hospice industry

Section 5: Removal. A Director may be removed by the Board of Directors for conduct determined by the Board to be in violation of the Director's fiduciary duties or otherwise detrimental to the interests of the Association. A Director may also be removed by the Board when the Director is not employed by or affiliated with a member or is not employed or affiliated with a member in the same section to which the director represents for a period of six (6) months unless the Board determines that continued eligibility to serve as a Director is in the best interest of the Association. Removal shall be affected by action of the Board at a regular or special Board meeting, and the notice of such meeting shall reference the proposed removal. The Director sought to be removed shall be permitted to attend and participate in the Board meeting, including by voting on his or her removal. One exception to membership is the Non-Home Care appointed director.

Section 6: Standing Committees. Standing committees of the Board of Directors shall be nominated by the Board Chair subject to the majority approval by the Board. The Board Chair shall appoint committee chairs unless otherwise provided for in the Bylaws. Committees may be composed of Directors or Members. Committees shall include the following:

- (a) A Finance Committee that shall review and make recommendations to the Board on all financial matters of the Association, including the determination and collection of dues, and the formulation and implementation of the budget. The Finance Committee shall oversee financial planning, record keeping, and financial reporting; ensure assets are protected and anticipate financial challenges; draft organizational fiscal policies;

oversee professional management of investments; and ensure transparent reporting and understanding among the full board. The Finance Committee shall consist of the Treasurer as Chair and three (3) persons with accounting, budgeting, financial management, investment management, banking, or fundraising experience. The Committee may add up to three (3) additional members if determined necessary and appropriate. The highest-ranking financial staff member of the Association shall serve as an ex officio non-voting member of the committee.

- (b) An Audit Committee that shall conduct an annual review and oversee the annual audit of the organization, provide any needed answers to Board questions related to the annual audit, and communicate audit findings to the Board. The Committee shall make recommendations to the Board of Directors regarding the selection of an outside auditor for the Association and ensure the validity of the annual audit. The NAHC Board of Directors shall approve the engagement of the independent Audit Firm. The audit committee shall oversee and evaluate the audit process, meet with the auditor to review the audit's content, and present the audit to the full board for its review and acceptance. The Committee shall consist of a Chair from among the non-staff Directors and three additional members with experience in executive leadership, accounting, and financial management. Members of the Finance Committee and staff shall not be eligible to serve on the Audit Committee.
- (c) A Governance and Nominating Committee that shall ensure sustainable governance of the Association including the makeup, amendment, and interpretation of the Bylaws, oversee the recruitment, nomination, and election of the elected directors, oversee recruitment, nomination, and selection of the six appointed directors, seek candidates for officer positions and present a list of interested parties to the board, conduct annual Board and individual Director evaluations, oversee new Director orientation, and monitor the effectiveness of Board governance policies and structure. Nominations shall be based on such factors as skills needed, geographic representation, ownership type, company size, auspice, and any other factor deemed by the Board as relevant to composing a balanced, high-functioning governing body. While the Committee may provide recommendations as to nominees for election to the Board for the State Association seat, the members of the State Association section have the final determination on such candidate's nominations. Any current member of the Governance and Nominating Committee shall resign from the committee prior to the committee's deliberations in order to be eligible for election or appointment to the Board. The Committee shall consist of the Secretary as Chair. The remaining members of the committee would be comprised of six additional persons with experience in organizational development, governance, and a deep knowledge of the Association and a visionary and strategic mindset. The President of the Association shall serve as an ex officio non-voting member of the committee.

- (d) A Public Policy Committee that shall recommend positions on key industry regulatory and policy matters, review and present for board approval the annual regulatory and legislative priorities and provide annual feedback on the President and NAHC's performance in the area of policy and advocacy. The Committee shall consist of a Chair from among the Directors and three additional persons with experience in industry-related legislative and regulatory matters. The Committee may add up to five additional non-Board Members if determined necessary and appropriate. An Advocacy Advisory Council may be appointed by the Committee to address day-to-day policy and advocacy efforts and issues. The President of the Association shall serve as an ex officio non-voting member of the committee.
- (e) An Executive Evaluation and Compensation Committee that shall set annual performance objectives and compensation for the President, evaluate the President's performance, and assure appropriate succession planning. The Chairman of the board shall serve as Chair of this committee, members shall consist of the Treasurer, immediate past chair, and two additional Members, one of which is a Director and one which may be a non-Director with executive expertise. The Committee may contract external consultants for benchmarking and research support. The Committee is responsible for negotiating and recommending to the Board of Directors the President's Employment Contract and any modifications for Board input.

The Board of Directors may from time to time assign to or withdraw functions from Standing Committees. All actions or recommendations of committees must be presented to the Board of Directors for action before any public dissemination. All Committee appointments shall be for a term of one (1) year. A Committee Chair or member may be reappointed from year to year.

Section 7: Special Committees. Special Committees of the Board of Directors may be established from time to time by the Chair with members of the committee subject to the majority approval of the board for such periods and purposes as the Board may determine.

Section 8: Allied Organizations. The Board of Directors may authorize such relationships with other organizations interested in home care and hospice services as may further the objectives of the Association. Such relationships may include, but are not limited to, convening home care and hospice provider organizations on an ad hoc or regular basis, creating joint study committees

with other organizations to explore establishing common programs or activities, and entering into arrangements with other organizations to implement objectives of the Association.

ARTICLE VIII

Officers

Section 1: Officers. The officers of the Association shall be elected by a majority vote of the Board. Only a Director is eligible for election as an officer. The officer's term of office shall be one (1) year. No Director may serve as an officer in the same officer position for more than three (3) consecutive terms. The officer election shall be held prior to January 1 following the annual Board election and appointment of Directors. The term of elected officers shall begin on January 1st following the election or appointment year. An officer shall serve his/her full term until his/her successor is chosen and qualified or until his/her death, resignation, or removal.

The responsibilities of the elected officers shall be as follows:

- (a) Chair. The Chair shall serve as the Chair of the Board of Directors and as the chief official for the Association. He/she shall preside over the meetings of the Association and the Board and nominate members of committees of the Board and the Chair thereof, to the extent permitted by these Bylaws. The Treasurer shall preside over the meetings of the Association and the Board if the Chair is absent.
- (b) Treasurer. The Treasurer shall be responsible for the financial affairs of the Association and shall report on the financial status of the Association to the membership annually and to the Board of Directors at each regular meeting of the Board.
- (c) Secretary. The Secretary shall be responsible for the books and records of the Association, for keeping the minutes of meetings of the membership and the Board of Directors and its committees, and for notifying members of the annual Meeting of Members and of any special meetings.

Section 2: Appointed Officer. The appointed officers of the Association shall be:

- (a) The Board may from time to time appoint one or more officers as deemed appropriate.
- (b) Officers appointed pursuant to paragraph (a) who are also employees of the Association shall be subject to the supervision, direction and control of the President to the same extent as other Association employees, and shall be appointed only after consultation with the President.

Section 3: Suppression of Elections. When the Board suspends elections and appointments of Directors pursuant to Article VII, Section 1(o), elections of officers and term limits shall be suspended for the same period of time.”

ARTICLE IX

President

Section 1: The President of the Association shall be appointed by the Board of Directors upon such terms and conditions as may be mutually agreed. The President shall serve as the chief officer of the Association and shall, in accordance with these Bylaws and policies established pursuant thereto by the Board, be responsible for managing and operating the Association’s budget; for hiring, supervising and terminating the Association’s staff; and for properly collecting, applying and protecting Association funds and assets.

ARTICLE X

Advisory Councils

Section 1: Advisory Councils. All Members of the Association may participate in one or more Advisory Councils. Advisory Councils provide insights and input to the Association Board, Committees and staff. The Advisory Councils may operate as unincorporated associations or any form deemed appropriate by the Board. At the discretion of the Chair, the Advisory Councils may include an advisory board appointed by the Chair.

Section 2: Powers of the Advisory Councils. The Chair of NAHC may, subject to the advice and consent of the full majority NAHC Board, appoint for a term of two (2) years with a maximum of four (4) consecutive years, Members, who shall serve on the advisory board of each of the Advisory Councils. The Advisory Councils may be assigned staff by the President of NAHC either from the ranks of those employed by NAHC, or available by virtue of contracts with outside law firms, consulting firms, or advocacy organizations. Such assigned staff shall continue to report to and be subject to the authority of the President. In no case may an Advisory Council take a policy position that conflicts with a formal policy taken by the NAHC Board of Directors.

Section 3: Additional Advisory Councils. The Board of Directors may establish other Advisory Councils upon petition of Members with a similar organization base or specific interest.

Section 4: Council Dissolution. The Board may at any time dissolve one or more councils for lack of interest based on participation in that council.

Section 5: Forums of Individuals. The Association shall have forums of individuals who wish to meet together and/or communicate to share common interests and experiences. A Forum member must be a member or employed by a member. The name of forums shall indicate the common interest and/or background. Forums of Individuals shall not be entitled to elect a representative to the Board of Directors or vote at meetings of the Members of the Association, but shall have such rights and privileges as are otherwise provided in these Bylaws.

Section 6: Collaboration or Partnership with Other Organizations. The Board of Directors may, by majority vote, choose to affiliate with any organization which shares a common mission with NAHC.

ARTICLE XI

Fiscal Year

Section 1: The fiscal year of this Association shall be the calendar year.

ARTICLE XII

Liability and Indemnity of Board Members and Staff of the Association

Section 1: Liability. No Officers, Directors, or staff of the Association shall be personally liable for any debts or obligations of the Association by virtue of their being officers, directors, or staff.

Section 2: Bonding. Adequate bonding shall be provided for any officer or employee responsible for the receipt or disbursement of funds or assets of the Association.

Section 3: Indemnification. Each officer, director, and staff of the Association shall be indemnified against all expenses, penalties, and liabilities, including attorney's fees, reasonably incurred by or imposed upon him/her in connection with any claim, demand, action, or proceeding, whether civil or criminal, or in connection with any settlement thereof, to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been an officer, director, or staff whether or not he/she is an officer, director, or staff at the time such expenses, penalties, or liabilities are incurred, provided that the officer or director to be indemnified acted in good faith and reasonably believed, in the case of conduct in an official capacity, that his or her conduct was in the best interests of the Association, and in all other cases, that his or her conduct was not opposed to the best interests of the Association, and in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and except in cases where he/she shall be finally adjudged in such action or proceeding to be liable for willful misconduct in the performance of his/her duties as such Officer, Director, or staff. The right of indemnification herein provided shall be in addition to, and not exclusive of, all other rights to which such Director, Officer, or staff may be entitled, and the director's,

officer's, or staff's right of indemnification shall inure to the benefit of the personal representatives of deceased Officers, Directors, or staff.

ARTICLE XIII

Amendments

Section 1: Amendments by Directors. These Bylaws may be amended from time to time by an affirmative vote of a two-thirds majority of the votes entitled to be cast by members of the Board of Directors present and voting at any regular or special meetings, provided that a quorum is present and that at least 30 days' notice of the proposed amendment is given to the Board together with the language of any suggested changes given not less than 30 days prior to the meeting.

ARTICLE XIV

Notices

Section 1: Any notice or other communication required or permitted by these Bylaws may, as authorized by the Board of Directors, be provided via any means allowed by law, including electronic mail, facsimile, US Postal Service, or commercial delivery service.