

Amended and Restated
BYLAWS
of the
HOME CARE POLITICAL ACTION COMMITTEE

ARTICLE I

Name & Definition

The name of this Committee is the Home Care Political Action Committee, hereinafter referred to as the Committee. It is a voluntary, non-profit, unincorporated Committee of Continuous Existence (CCE) and is not affiliated with any political party. The Committee is an independent, autonomous organization and not a branch or subsidiary of any national or other political action organization.

ARTICLE II

Objectives & Authorizations

Section 1: Objectives.

The objectives of the Committee are:

(a) To promote and strive for the improvement of government by encouraging and stimulating home health agencies and others to take a more active and effective part in governmental affairs.

(b) To encourage home health agencies and others to understand the nature and actions of the government, as to important political issues, and as to the records of office holders and candidates for elective office at all levels of government.

(c) To assist home health agencies and others in organizing themselves for more effective political action and in carrying out their civil responsibilities.

(d) To support candidates for election to public office at the local and state levels who share the views of home care providers on issues important to the home care industry

(e) To do any and all things necessary or desirable for the attainment of the objectives stated above.

Section 2: Authorizations.

The Committee is authorized to raise funds for the purpose of furthering the Objectives, to make contributions from such funds to those persons seeking public office, to employ such persons as necessary, expend funds necessary to meet the Objectives, in accordance with Chapter 106, Florida Statutes, and to do any and all things necessary or desirable for the attainment of the Objectives.

ARTICLE III

Membership, Dues & Contributions

Section 1: Members.

Active membership shall be available to any individual or corporate entity associated with any member of Home Care Association of Florida, Inc. as authorized by the Board of Directors. The Board of Directors is authorized to establish additional categories of membership. Candidates for membership shall be subject to approval by the Board of Directors and to the payment of the full annual dues. No member of the Committee shall have voting rights, except for the election of the Board of Directors. Members shall not be entitled to receive notice of

meetings or activities of the Committee, except for the Home Care PAC annual meeting at which the Board of Directors is elected.

Section 2: Dues.

The annual and fiscal year of Home Care PAC shall be the calendar year. The Board of Directors shall establish Home Care PAC annual dues for a period of 12 months. Upon approval of the Board of Directors, membership dues may be prepaid for a term exceeding 12 months.

Section 3: Established Dues.

The membership categories and dues structure are:

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|----------------------|--------------------------|
| 1. Grassroots Member | up to \$99.99 |
| 2. Support Club | \$100.00 to \$500.00 |
| 3. Partner Club | \$500.01- \$2,500.00 |
| 4. Advocate Club | \$2,500.01 - \$5,000.00 |
| 5. Activist Club | \$5,000.01 - \$10,000.00 |
| 6. Champion Club | \$10,000.01 and above |

Section 4: Contributions to Home Care PAC.

Upon approval of the Board of Directors, Home Care PAC may accept contributions from individuals and entities. At no point may an individual's or corporate entity's contribution be accepted that exceed 74% of the total annual income of Home Care PAC.

Section 5: Contributions to Candidates.

Contributions to candidates shall be subject to the approval of Board of Directors and such funds shall be disbursed only upon recommendation and approval of the Board of Directors who will authorize the Treasurer to disburse the funds. The Board may delegate this authority to the Chairman at its discretion. The Committee shall not make any contribution or expenditure for or on behalf of any candidate for the offices of President or Vice-President of the United States, any member of the Electoral College, or the Congress of the United States. No funds of the Home Care PAC will be expended on behalf of a candidate, except by means of a contribution made through the duly appointed campaign treasurer of the candidate.

ARTICLE IV

Board of Directors

Section 1: Functions.

The Board of Directors shall have general supervision and control over the affairs and funds of the Committee and shall establish and carry out all policies and activities of the Committee. Members of the Board of Directors shall serve without compensation.

Section 2: Composition.

The Board of Directors shall consist of not less than five (5) and no more than fifteen (15) members, all of whom shall be members of HCAF-PAC. The number of Directors may be increased or decreased by majority vote of the Board of Directors, provided that at no time shall the Board of Directors consist of less than five (5) members. No decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 3: Election.

The Board of Directors shall be elected in the following manner. Directors shall be recommended every two years by the Home Care PAC Board of Directors and elected by the membership at the Home Care PAC's annual meeting, which shall be held following the November election in even-numbered years and before the annual PAC meeting. Members of the Board of Directors shall be elected by the majority vote of the votes cast. Members for the purpose of the election shall consist of those who have given to the PAC in the previous 12 months.

Section 4: Terms.

The members of the Board of Directors shall serve for a term of two (2) years. No member shall serve more than four (4) consecutive years, except by a two-thirds vote of the Board of Directors.

Section 5: Vacancy in Office.

A newly created directorship resulting from an increase in the number of Directors may be filled by majority vote of the Board of Directors.

A Director may resign at any time by giving written notice to the Board of Directors, Chairman, Vice Chairman, or Secretary of the Committee. Unless otherwise specified in the notice, the resignation shall become effective upon receipt by the Board of Directors or the officer. Acceptance of the resignation shall not be necessary to make it effective.

A vacancy in office, whether by death, resignation or removal, shall be filled by a majority vote of the Board of Directors. Any such vacancy is not required to be filled by Board vote, however, provided that the Board of Directors consists of at least three (3) Directors. The vacancy in office may then be filled at the next annual meeting of the Committee.

Section 6: Removal of Directors.

Any Director and/or Officer may be removed from the Board of Directors with or without cause pursuant to a majority vote of the Board of Directors.

ARTICLE V

Officers

Section 1: Composition.

The officers of this Committee shall be: a Chairman, a Vice-Chairman, Secretary and Treasurer.

Section 2: Terms.

The officers shall be elected by the Board of Directors in even-numbered years at the time of the annual meeting of the Home Care PAC, for a term of two years. Elections shall take place in even numbered years and terms are to commence on the first Monday in December.

Section 3: Vacancy in Office.

In the event of resignation or death of an officer, the Board of Directors shall elect a person to fill the vacant position, who shall serve the remaining term.

Section 4: Duties & Functions.

(a) Chairman. The Chairman shall be the official head of Home Care PAC and shall preside at all meetings of the Board of Directors. The Chair shall be an ex-officio member of all committees and shall present an annual report to the Board of Directors. The Chairman shall appoint all committees as prescribed for in these bylaws and perform such other duties, as assigned by the Board, to assure the proper functioning of the Committee.

(b) Vice Chairman. The Vice Chairman shall perform the duties of Chairman in the absence of the Chairman.

(c) Secretary. The Secretary shall maintain correct and complete records of the activities of the Home Care PAC including the minutes of the meetings of the Board.

(d) Treasurer. The Treasurer shall be custodian of the funds of the Home Care PAC and shall keep, or caused to be kept, full and accurate accounts of the finances of HCAF PAC and provide an annual CPA audit to the Board of Directors. The Treasurer shall perform other functions as directed by the Board of Directors.

(e) Other Officers. The duties and functions of the other officers as provided for in these bylaws shall be prescribed by the Board of Directors.

ARTICLE VI

Meetings

Section 1: Annual Meeting

The annual meeting of the active membership of the Home Care PAC shall be held in conjunction with the annual meeting of Home Care Association of Florida; the exact date, place and time to be chosen at least 15 days in advance of the meeting.

Section 2: Board of Directors Meetings.

The Board of Directors shall meet periodically at the call of the Chairman on no less than three days written notice to the members of the Board.

Section 3: Special Meetings of the Board.

Special meetings of the Board can be called upon the written request of three members of the Board of Directors.

Section 4: Quorum.

Fifty-one percent (51%) of the Board shall constitute a quorum for all meetings.

Section 5: Majority Vote.

A majority of votes cast or submitted is required for the passage of any motion before the Board of Directors.

Section 6: Action by Written Consent.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors.

Section 7: Participation in Meetings of the Board.

Directors may participate in meetings of the Board of Directors in person or via telephonic or electronic teleconference, so that all members of the Board of Directors are able to hear all other members of the Board of Directors.

ARTICLE VII

Committees

Section 1: Candidate Evaluation Committee.

There may be a candidate evaluation committee established by the Board of Directors. This function may be delegated to the Chairman.

Section 2: Standing Committee.

(a) There shall be a committee on membership whose functions shall be productive evaluation of the existing membership status of the organization, with a report to be made at each regular meeting of the Board of Directors.

(b) There shall be a committee on political education whose functions shall be to clearly outline the objectives, purposes and activities of the Home Care-PAC and promote the Committee among the membership as well as to interested groups.

Section 3: Special Committees.

There may be additional committees, as deemed advisable by the Chairman, who may make the appointments and establish their functions without approval of the Board of Directors; provided, however, that any such action taken by the Chairman shall be presented to the Board of Directors at the next Board meeting for ratification or revocation.

ARTICLE VIII

Parliamentary Authority

The deliberations of the Committee shall be governed by parliamentary usage as contained in Roberts Rules of Parliamentary Procedure, latest and revised edition, unless otherwise provided in these bylaws or modified by two-thirds vote of the members present.

ARTICLE IX

Amendments of Bylaws

These bylaws may be altered, amended or repealed by two-thirds of the members of the Board of Directors present and voting provided that at least fifteen (15) days written notice is given of the intention to alter or amend, further subject to appraisal of legal counsel and HCAF.

Approved: 05/25/1994

Revised: 3/27/2009

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Revised: 6/27/2011

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