



Illinois Health Care Association Constitution & 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) IHCA full membership is designed for proprietary and non-proprietary facilities/programs that include the following facility types/levels of care:

- (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, Medically Complex for the Developmentally Disabled (“MC/DD”), 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 Illinois Center for Assisted Living (“ICAL”) or Shared Housing Establishment licensed or certified by the State of Illinois.
- (iv) A Supportive Living Program licensed or certified by the State of Illinois
- (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 based upon the facility type/level of care: Assisted Living / Supportive Living Program, Nursing Facility, and ID/DD.

(D) (i) Full members must meet the current Common Ownership / Management Policy established by the Board of Directors if an applicable program is in place to support the facility type/level of care as stated above.

(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 Common Ownership / Management Policy established by the Board of Directors if an

applicable program is in place to support the facility type/level of care as stated above.

(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, QSP, certified nurse aides and/or direct support personnel is eligible for a complimentary Educational Institution membership.

(A) The Board shall prescribe the content of applications for membership, which may differ for each category of membership.

(B) The Board shall also prescribe any dues and other fees for membership.

(C) 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 review membership applications and are informed of transferable memberships at each meeting. 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 Administration, Finance and Operations Committee shall determine the effective date thereof, in the event such suspension or termination is determined to be appropriate. Second, the member shall be given at least fifteen

(15) days written notice prior to 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 Administration, Finance and Operations Committee and/or Board of Directors as to why such suspension or termination should not take place. The Board of Directors shall make the final determination of suspension or termination of membership.

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 30 day prior written notice to the IHCA President & CEO. 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 IHCA President & CEO.

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

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 electronically transmitted, faxed, or 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 (licensed units in ALF's & SLP's) of the licensee.

Full member programs for which licensed beds (licensed units in ALF's & SLP's) 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 January 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 of Directors 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 of Directors may impose additional criteria to define "in good standing."

SECTION 6.

Any member that is more than 60 days delinquent in paying for any goods and services provided by the Association shall be provided a written notice that the member has an additional 30 days before being 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.

SECTION 7.

If a natural disaster and/or other extenuating circumstances (such as flood, tornado, etc.) occurs, upon approval of the Board of Directors, may allow up to an additional 60 day dues abeyance for those full member(s) in the disaster area which must vacate their premises causing a business interruption if such requests are made in writing by the full member(s) in question. This action

will be reviewed by the Board of Directors at their next meeting. Any further dues abeyance must be approved by the Board of Directors.

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) Chair (Voting Member)
- (2) Vice-Chair (Voting Member)
- (3) Secretary (Voting Member)
- (4) Treasurer (Voting Member)
- (5) Assisted Living / Supportive Living Program Constituency Representative as appointed by the ICAL Constituency (Voting Member)
- (6) Assisted Living / Supportive Living Program Constituency Representative as appointed by the ICAL Constituency (Voting Member)
- (7) Nursing Facility Multi-Facility Constituency Representative as appointed by the NF Constituency (Voting Member)
- (8) Nursing Facility Independent Owner Constituency Representative as appointed by the NF Constituency (Voting Member)
- (9) ID/DD Constituency Representative as appointed by the CDDACS Constituency in accordance to The Center's bylaws (Voting Member)
- (10) Associate Individual/Student/Honorary Member Constituency Representative as appointed by the Associate/Individual/Student/ Honorary Constituency (Voting Member)
- (11) Long Term Care Nurses Association Constituency Representative as appointed by the LTCNA Constituency (Voting Member)
- (12) Immediate Past Chair (Voting Member)

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 Constituency Representative 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. All officer of the board are required to have all categories of constituencies of facilities owned, operated, or managed in IHCA membership.

Board members must be in good standing and current with all dues and payments for all facility's/program's operated, as defined in the Common Ownership / Management Policy. 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 Chair, Vice-Chair, Secretary, Treasurer, and Immediate Past Chair.

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 Chair.

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 Chair 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 Chair may grant approval of leave requests and extensions. The Board of Directors must ratify the Chair'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 Chair.

SECTION 12.

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

SECTION 13.

If a vacancy occurs for the positions of Vice-Chair, Secretary or Treasurer by reason of the withdrawal, resignation or expulsion of an elected representative, such vacancy shall be filled by holding an election of membership in the next Officer Election cycle. 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 respective Constituency Steering Committee.

The steering committee shall select an alternate-Representative 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 Chair 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 Chair shall perform all such other duties as are incumbent upon the Chair's office or are properly required by the Board of Directors and these bylaws. The Chair 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 Chair shall be a voting member ex officio of each committee.
- (b) The Vice-Chair shall exercise the functions and duties for the Chair 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 Chair, the Vice-Chair shall serve as Chair for the duration of the term during which the vacancy occurs. The Vice-Chair 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) Attend to the giving and serving of all notices of the corporation required by law, or by these Bylaws, to be given or served;
 - (4) Be responsible for the conduct of elections and administration of the Constitution and Bylaws; and
 - (5) Perform such other duties incident to the office, or as may be prescribed or assigned by the Chair, 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 Illinois Center for Assisted Living / Supportive Living Program (ICAL) Constituency Representatives shall be appointed and shall be Representatives of a licensed Assisted Living Facility, Shared Housing Establishment, Sheltered Care Facility serving more than 51% of its licensed capacity non ID/DD, or Supportive Living Program in good standing with IHCA and in compliance with the Association's current membership policy. At the discretion of the Constituency, an ICAL Constituency Representative shall be selected as chair and co-chair of the ICAL Constituency Steering Committee.

- (f) The Nursing Facility Multi-Facility Constituency Representative, and Independent Owner Constituency Representative, shall be Representatives of licensed Nursing Facilities in good standing with IHCA and in compliance with the Association's current membership policy. At the discretion of the Constituency, a Nursing Facility Constituency Representative, shall be selected as chair and co-chair of the Nursing Facility Constituency Steering Committee.
- (g) The ID/DD Constituency Representative, shall be appointed by the CDDACS Constituency Steering Committee and shall be Representatives of an ID/DD facility or program (such as DD, MC/DD, CILA and HCBW programs), IHCA full members in good standing and in compliance with the Association's current membership policy.
- (h) The Associate Constituency Representative, 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 Constituency Representative, shall chair the Associate/Individual/Student/ Honorary Member Steering Committee.
- (i) The Chair or his/her full member Representative of the Long Term Care Nurses Association shall represent the views of nurses to the Board of Directors.

ARTICLE VII – CONSTITUENCY GROUPS AND STEERING COMMITTEES

SECTION 1.

Members shall be members of their respective Constituency Steering Committee. A member qualifying for more than one Constituency Committee must enroll in one Constituency.

The Board of Directors may establish other Constituencies from time to time. These Constituency Committees 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 / Supportive Living Program, Nursing Facility, and ID/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 Steering Committee shall meet at the Annual Meeting of this Association, and at such times as the Constituency Steering Committee deems necessary. At such meetings, each member of the Constituency Steering Committee, in good standing, shall have one vote.

SECTION 5.

Members of the Constituency Steering Committees are as follows:

- A. Assisted Living / Supportive Living Program Steering Committee
Two Representatives to the Board of Directors as appointed by ICAL, and At-large representative(s) of the constituency group as determined by the constituency group.
- B. Nursing Facility Constituency Steering Committee
Multi-Facility, Representative to the Board of Directors
Independent Owner, Representative to the Board of Directors
Two Multi-Facility representatives of full member facilities that own, operate, manage, or control four or more nursing facilities,
Two Independent representatives of full member facilities that own, operate, manage or control less than four nursing facilities, and
At-large representatives as determined by the constituency group.
- C: ID/DD Constituency Steering Committee
Representative to the Board as appointed by CDDACS
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 Constituency Steering Committee
Representative to the Board of Directors
Second Representative, and
At-large representatives as determined by the constituency group.

SECTION 6.

Each Constituency Steering Committee shall appoint a (1) Representative to serve as a member of the Board of Directors.

Alternates to serve as a Representative to the Board of Directors shall be selected by their respective Constituency Steering Committees.

A Constituency Steering Committee may, at its own discretion, change its Representative to the Board at any time by a vote of the majority of the Constituency Steering Committee members.

SECTION 7.

Steering Committee meetings may be conducted in-person, by telephone, or electronically. Steering Committee Representatives 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 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 VIII – ALLIED HEALTH CARE SECTIONS

The Board of Directors shall have the authority to create Allied Health Care sections, and appoint individuals affiliated with these sections to committees, taskforces and to serve as consultants to the Board of Directors. 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 Steering Committee(s).

ARTICLE IX– STANDING COMMITTEES

SECTION 1.

There are six 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 Chair. 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 Chair of the Association shall chair the Legal Committee. Members of this committee need not be full members but must be IHCA members.

Political Action (IHCA-PAC)

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

Public Policy Committee

The Public Policy Committee will recommend public policy (legislative and regulatory) initiatives and strategies to the Board of Directors and will serve as a resource for IHCA staff.

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 X– OTHER COMMITTEES

In addition to the Steering Committees described in Article VII and the Standing Committees described in Article IX, 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 Chair shall have the authority to appoint members thereof. The Chair shall be a voting ex-officio member of all committees.

ARTICLE XI- LONGTERM 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, who must be a Representative of a full member facility in good standing, 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 XII - 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 electronically transmitted or personally delivered. The effective date of such notice shall be the date of electronic transmission or personal delivery.

SECTION 3.

Notice of special meetings of the Association shall be 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 XIX hereof, at least thirty (30) days prior to the meeting, all full members shall be faxed, or electronically sent a copy of all such proposed amendments.

ARTICLE XIII – 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 the Association.

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

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

ARTICLE XIV - CONDUCT OF ELECTIONS

SECTION 1.

Elections may be conducted in person or electronically.

The IHCA President & CEO's designee is responsible for elections conducted by electronic transmission and shall be conducted in such a manner to ensure fairness to all candidates.

SECTION 2.

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

Space on each ballot must be provided for write-in candidates.

SECTION 3.

In all Board Officer elections a Credentials Team shall be appointed by the IHCA President & CEO to serve as tellers and inspectors of the election. The IHCA President & CEO shall confirm to the Credentials Team a list of full members nominees that are in good standing and in compliance with the Associations current membership policy.

Each full member seeking to vote shall have their credentials confirmed by the IHCA President & CEO's designee prior to casting a ballot.

The IHCA President & CEO's designee shall:

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

SECTION 4.

A simple majority of full members voting shall constitute an election.

SECTION 5.

The Board shall develop policies for Constituency Steering Committee elections. A simple majority of the Constituency members voting shall constitute an election

ARTICLE XV – ELECTION FOR IHCA BOARD OFFICERS

SECTION 1.

Every two years in odd-numbered years, nominations for officers shall be solicited by the IHCA President & CEO's office designee to the full membership at least 90 days prior to the annual meeting. Electronic nominations are collected and compiled into a candidate list and ballot with space on each ballot provided for write-in candidates that the Board of Directors shall confirm at a special meeting. The candidate list and a ballot shall be promptly transmitted electronically to the members of this Association to vote for each of the officer positions at least 30 days before the annual meeting.

Nominees must be in good standing and current with all dues and payments for all facility's/program's operated.

SECTION 2.

The Board Officer ballot votes are tabulated for each position by a majority of the electronic votes obtained by and confirmed by the IHCA President & CEO's designee. 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 3.

The Association's Legal Counsel installs the Officers positions of Chair, Vice-Chair, Secretary, and Treasurer at the annual business meeting upon confirmation of the majority votes.

ARTICLE XVI - ELECTION OF CONSTITUENCY GROUPS AND STEERING COMMITTEES

SECTION 1.

Every two years in even numbered years, nominations for representatives of the steering committees shall be solicited by the IHCA President & CEO's office designee to the full membership at least 90 days prior to the annual meeting. Electronic nominations are collected and compiled into a candidate list and ballot with space on each ballot provided for write-in candidates that the office designee shall confirm. The candidate list and a ballot shall be promptly transmitted electronically to the members of this Association to vote for each of the officer at least 30 days before the annual meeting.

Nominees must be in good standing and current with all dues and payments for all facility's/program's operated.

SECTION 2.

The Representatives votes are tabulated for each position by a majority of the electronic votes obtained by and confirmed by the IHCA President & CEO's designee. 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 3.

The Association's Legal Counsel installs the IHCA Board Officers and Constituency Representatives at the annual business meeting upon confirmation of the majority votes.

ARTICLE XVII - ASSOCIATION FUNDS

All persons handling Association funds shall be bonded.

Funds of the corporation shall be disbursed only by check or electronically, with the exception of petty cash items. The Treasurer or the IHCA President & CEO may sign payroll checks. Accounts payable checks shall be signed by any one of the following: Treasurer or IHCA President & CEO. In the event that any single transaction is at or over the amount of \$15,000, two signatures are required by the following: Treasurer, Secretary or IHCA President & CEO, in which emails will be used as authorization in place of two signatures.

In the event of the absence or the incapacity of the Chair, Secretary, Treasurer, or IHCA President & CEO, checks shall be signed by such other person or persons authorized in consultation with the IHCA President & CEO and the Board of Directors.

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, 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 may authorize the employment of an IHCA President & CEO who shall serve as the chief operating officer of the association and such other administrative personnel as may be necessary. The IHCA President & CEO 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.

Last approved at the Annual Meeting of the Association, September 14, 2011, at Peoria, Illinois.

Last approved by the Board of Directors on November 20, 2013 and by a vote of the members of the Association finalized November 28, 2013 at Springfield, IL

Last approved by a vote of the members of the Association finalized at the Annual Meeting, September 13, 2023

Last approved by a vote of the members of the Association finalized at the Annual Meeting, September 11, 2024.



Gregory Douglas
Secretary
Illinois Health Care Association

9/11/2024

Date