

CODE OF REGULATIONS
OHIO HEALTH CARE ASSOCIATION
AS AMENDED 2016

ARTICLE I.
MEMBERSHIP

Section 1. Classes and approval of membership.

(A) There are four classes of membership in the Ohio Health Care Association (OHCA): active; associate; student; and honorary. Only active members may vote on OHCA business.

(B) Membership in any class, except for student members, becomes effective upon majority vote of the Board of Directors. The Board does not deny an application for membership unless the applicant does not meet the eligibility requirements specified in Section 2 of this Article. When the Board denies an application for membership, it sends the applicant written notice of the denial and the reasons for the denial and provides the applicant an opportunity for a hearing before the Board or its designee. The Board makes the final decision following any hearing.

Section 2. Eligibility.

(A) Active.

(1) Active membership is open to any of the following facilities that are licensed by the state of Ohio or certified for Medicare or Medicaid participation: nursing home; skilled nursing facility; nursing facility; residential care facility; adult care facility; or intermediate care facility for individuals with intellectual disabilities.

(2) As determined by the Board of Directors, active membership also is open to any currently authorized home health agency, hospice program, PACE program, provider of Medicaid home and community-based waiver services, or similar service provider.

(3) As required by the Board of Directors, all entities that are eligible for active membership and that are under common ownership or operational control with an active member must be active members of the Association.

(B) Associate. Associate membership is open to any entity that in good faith will promote the objectives of OHCA and that is not eligible for active membership, except for organizations that represent facilities or providers eligible for active membership. An entity that operates businesses eligible for active membership may be an associate member if all of the eligible businesses are active members.

(C) Student Membership. Student membership is open to any administrator-in-training.

(D) Honorary. The Board may confer honorary memberships for exemplary service to OHCA or the profession. Past Presidents of OHCA become honorary members upon completion of their term as Immediate Past President. To be eligible, past Presidents must be members in good standing if they still own or operate businesses eligible for active membership.

Section 3. Termination of Membership. The Board of Directors may terminate a membership when a member does any of the following:

(A) Expresses intent to leave the Association;

(B) Goes out of business or no longer is authorized to operate in Ohio;

(C) Fails to pay OHCA dues or assessments for more than one hundred twenty days or, in the case of an associate member, ninety days. The Board may reinstate a membership terminated for this reason when the former member discharges its financial obligations or the Board makes an exception;

(D) Refuses to have as active members all entities that are under common ownership or control and that are eligible for active membership;

(E) Engages in conduct that is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interests and objectives of OHCA, including conviction or pleading guilty to any felony under federal or state law.

Termination of membership takes effect upon a majority vote of the entire Board of Directors. When the Board terminates a membership, it sends the member written notice of the termination and the reasons for the termination and provides the member an opportunity for a hearing before the Board or its designee. The Board makes the final decision following any hearing.

Section 4. Dues and Assessments. All matters relating to membership dues and assessments are determined by vote of two-thirds of the entire Board of Directors.

ARTICLE II.
MEETINGS OF MEMBERS

Section 1. Place of Meetings. Meetings of the membership are held at suitable places convenient to the membership.

Section 2. Annual Meeting. The annual membership meeting is held at the OHCA convention.

Section 3. Special Meetings. Special membership meetings may be called by the President, by resolution of the Board of Directors, or upon written request by twenty-five percent of the active members.

Section 4. Quorum. Except as otherwise provided by statute, the Articles of Incorporation, or these regulations, twenty percent of the active members entitled to vote constitutes a quorum.

Section 5. Voting. At any membership meeting, each active member in good standing has the right to cast one or more votes in accordance with rules adopted by the Board of Directors. A member is in good standing only if all OHCA dues and assessments are current.

Any question brought before a membership meeting is determined by a majority of a quorum, unless the question is one that by law, the Articles of Incorporation, or these regulations requires a different vote.

Section 7. Secret ballot. All contested elections and other contested votes are conducted by secret ballot.

ARTICLE III.
BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Board of Directors is composed of one director elected from each OHCA district, one director elected by the non-proprietary members, one director elected by each constituent organization established under Article VII, eight directors elected by the membership at large at the OHCA convention, the Immediate Past President, and the President. The President, after assuming the position, may choose to resign the President's previous director position. The vacancy is filled in the manner prescribed by these regulations.

Each director must represent an active member of OHCA and must continue to do so during their term of office. No director may represent more than one district or other elective constituency. No more than two at-large directors may be from the same district. No director except the President or Immediate Past

President may hold more than one seat. The Board of Directors may establish additional eligibility qualifications to serve on the Board.

There is an overall limit of three directors representing common ownership or control. If the results of an at-large election would cause the limit to be exceeded, the candidate or candidates from the common ownership or control receiving the fewest votes are excluded and the candidate or candidates with the next largest number of votes are elected.

Section 2. Governing Powers. The Board of Directors has all the powers and duties necessary or appropriate to govern the affairs of OHCA, except for any powers or duties reserved to the membership by law, the Articles of Incorporation, or these regulations.

Section 3. Election and Term of Office. All directors serve a term of two years, except for directors appointed to fill a vacancy.

Directors assume office upon installation during the OHCA convention, except that directors appointed to fill a vacancy take office upon appointment.

OHCA districts and elective constituencies may elect an alternate director to serve on the Board in the absence of the district or constituency representative. Elected alternates have the same responsibilities, rights, and privileges while serving on the Board as district or constituency representatives.

Section 4. Vacancies. In the case of a vacancy in a director position, the Board of Directors appoints a replacement from the applicable constituency to complete the unexpired term.

Section 5. Removal of Directors. The Board of Directors may remove any director for cause, by a vote of two-thirds of the entire Board, after giving the director an opportunity to be heard. "Cause" means conduct that is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interests and objectives of OHCA, including conviction or pleading guilty to any felony under federal or state law.

Section 6. Compensation. OHCA does not pay compensation to directors or officers for their services as directors or officers. The Board may approve reimbursement of the President or another director for actual expenses incurred in the performance of their duties.

Section 7. Regular Meetings. The Board of Directors holds at least ten meetings per year, as scheduled by the President, at the OHCA office or another appropriate location or by authorized communication equipment.

Section 8. Special Meetings. The President may call a special meeting of the Board of Directors, or a special meeting may be called on the written request of at least ten directors.

Section 9. Notice. Written notice of regular and special Board of Directors meetings is provided to directors.

Section 10. Quorum and Voting. At all meetings of the Board of Directors, ten directors constitutes a quorum. The Board takes action by vote of a majority of a quorum, except where a larger number is required by law, the Articles of Incorporation, or by this Code of Regulations.

Section 10. Executive Session. The Board of Directors or the Executive Committee, in accordance with applicable laws and by majority vote, may convene in executive session to discuss or act upon confidential matters.

ARTICLE IV. OFFICERS

Section 1. Designation. The officers of OHCA are the President, President-Elect, Secretary/Treasurer, Immediate Past President, and Executive Director. No two offices may be held by the same person.

Section 2. Election of Officers. The Board of Directors elects the President-Elect and the Secretary/Treasurer annually from its own number for a term of one year. The President-Elect automatically ascends to the Presidency and serves for two terms unless the President decides not to serve a second term or is removed from office under Section 3 of this Article. Excluding the Immediate Past President, no more than one officer may represent active members with the same common ownership or control. The Board may establish additional qualifications for officers.

Except as provided in this section, no officer may serve more than two consecutive terms in the same office. Any officer serving more than half a term in an office is considered to have served a full term.

All officers except the Executive Director are members of the Executive Committee.

If the President becomes unable to perform the duties of the office because of death, disability, resignation, or other cause, the President-Elect automatically ascends to the Presidency. The former President does not serve as Immediate Past President.

The Board fills a vacancy in the office of President-Elect or Secretary/Treasurer within sixty days. In the event of a vacancy in the office of

Immediate Past President, the Board of Directors may appoint the most immediate and available past President to serve the remainder of the term.

Section 3. Removal. The Board of Directors may remove an officer for cause by vote of two-thirds of the entire Board. "Cause" means conduct that is substantially prejudicial or contrary to the maintenance of high standards of professional conduct or to the interests and objectives of OHCA, including conviction or pleading guilty to any felony under federal or state law.

Section 4. Duties. The officers perform the duties that are usual and customary to their positions and that are assigned to them by OHCA Board policies. The President presides at meetings of the Board of Directors, Executive Committee, and membership. The President-Elect serves in place of the President when the President is unavailable.

ARTICLE V. COMMITTEES

Section 1. Except for the Executive Committee and other committees as determined by the President, OHCA committees are open to any interested member. The President may appoint the chair of any committee.

Section 2. The Executive Committee is composed of the OHCA officers and five directors elected by the Board. Of the five directors, only one may be from active members with common ownership or control.

The Executive Committee acts in the interval between meetings of the Board of Directors, subject to the control and direction of the Board.

The Executive Committee makes recommendations on amendments to the OHCA Code of Regulations and on the OHCA budget and financial matters, determines the eligibility of candidates for the Board of Directors, and sets the compensation, terms, and conditions of employment for the Executive Director.

ARTICLE VI. DISTRICT ORGANIZATION

(A) OHCA is divided into at least ten districts as determined by the Board of Directors. Each district is a component of OHCA and is subject to the same requirements and policies as OHCA.

(B) Every active member of OHCA is automatically a member of the district where the member is located. Districts may not assess dues.

(C) Each district elects every other year one director who represents the district on the Board of Directors. District elections are held before or at the OHCA

convention. The even-numbered districts hold elections in even-numbered years and the odd-numbered districts hold elections in odd-numbered years.

ARTICLE VII.
CONSTITUENCY ORGANIZATIONS

Section 1. Within OHCA, constituency organizations represent assisted living members and members that are intermediate care facilities for individuals with intellectual disabilities (ICFs/IID) or providers of waiver services to individuals with intellectual and developmental disabilities.

Each constituency organization elects its own Board of Directors and officers in accordance with its bylaws.

Each constituency organization adopts and revises its bylaws, consistent with this Code of Regulations.

Each constituency organizations adopts a dues/assessment structure for its members and policy positions on issues relevant to its members.

Section 2. The Board of Directors may authorize additional constituency organizations for designated groups of members with the same powers and duties as the organizations described in Section 1.

ARTICLE VIII.
AFFILIATION

OHCA is an affiliate member of the American Health Care Association (AHCA). Each active member of the OHCA also is a member of AHCA.

OHCA may withdraw from its affiliate membership in AHCA by two-thirds vote of the active members present at a membership meeting.

ARTICLE IX.
PROCEDURE

Customary parliamentary procedure, based upon the current issue of Robert's Rules of Order, is employed at all meetings of the Board of Directors and the general membership.

ARTICLE X.
AMENDMENTS

Section 1. Except as otherwise required by law, the membership may amend this Code of Regulations at any regular or special membership meeting by two-thirds vote of the active members present at the meeting. Written notice of the proposed amendment is given to all active members at least ten days before the

meeting. An active member may introduce an amendment to the Code from the floor at any membership meeting by delivering the amendment to the President in writing with the documented support of at least five active members and with the consent of a majority of the members present.

Section 2. Unless otherwise specified in this Code of Regulations or the Articles of Incorporation, all amendments become effective thirty days after adoption.

Amended: November 28, 1967; December 3, 1968; March 18, 1970; April 5, 1971; October 3, 1974; October 6, 1976; May 1, 1978; June 5, 1979; May 6, 1980; May 5, 1981; April 28, 1982; April 27, 1983; December 6, 1983; November 7, 1984; May 11, 1988; May 16, 1990; May 22, 1991; May 6, 1992; May 5, 1993; May 18, 1994; November 10, 1995; May 8, 1996; May 7, 1998; May 4, 1999; May 4, 2000; May 8, 2001; May 8, 2003; October 26, 2005; April 25, 2006; October 31, 2006; May 1, 2007; November 7, 2007; May 7, 2008; May 6, 2009; May 5, 2010; May 1, 2012; January 30, 2013; January 20, 2016