

CODE OF REGULATIONS
OHIO HEALTH CARE ASSOCIATION
AS AMENDED 2016

~~ARTICLE I.~~
~~NAME AND LOCATION OF CORPORATION~~

~~Section 1. Name. The name of the corporation is Ohio Health Care Association, hereinafter referred to as OHCA.~~

~~Section 2. Principal Office. The principal office of the corporation shall be located in Orange Township, Delaware County, Ohio.~~

~~ARTICLE II.~~
~~OBJECTIVES AND PURPOSES OF ASSOCIATION~~

~~The Ohio Health Care Association is a trade association of long term care facilities dedicated to the advancement of quality care and the dignity of life.~~

~~The purposes of the OHCA shall be:~~

~~To represent those members which meet the membership standards of the OHCA.~~

~~To develop innovations which improve the quality of life for patients and residents.~~

~~To promote professional standards and ethics in the administration and programming of long term care facilities.~~

~~To gather and disseminate information relating to health care providers and to conduct education programs.~~

~~ARTICLE III.~~
~~MEMBERSHIP~~

~~Section 1. Classes and approval of membership.~~

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

(B) Membership in any class, except for student members, ~~shall~~ becomes effective ~~only~~ upon majority vote of the Board of Directors. The Board ~~shall~~ does not deny an application for membership ~~except upon a determination that~~ 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 ~~shall~~ sends the applicant written notice of the denial and the reasons for the denial and ~~shall~~ provides the applicant an opportunity for a hearing before the Board or its designee. The Board makes the final decision following any hearing ~~shall be made by the Board.~~

Section 2. Eligibility.

(A) Active. ~~(1) Active membership shall be~~ is open to any of the following facilities that are licensed ~~and/or certified~~ by the state of Ohio Department of Health 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, ~~provided all such facilities which are under common ownership or operational control with an active member must be active members of the Association. For nursing facilities, evidence of this will be provided upon application of membership and annually upon renewal by submitting a copy of the Disclosure of Ownership and Control Interest Statement from their most recent state survey. All other OHCA provider members will be required to submit similar information upon application and annually upon renewal as well.~~

~~(2) Subject to the common ownership and control requirements stated in this subsection, active~~ As determined by the Board of Directors, active membership shall also be is open to any of the following:

~~(1) Any facility that has filed a currently pending application with the Ohio Department of Health for licensure as a residential care facility or an adult care facility.~~

~~(2) Any facility providing residential services to elderly or disabled individuals that is not required to be licensed by the state of Ohio but that meets the following criteria:~~

~~(a) Has more than ten beds;~~

~~(b) Has in place a process for measuring customer satisfaction;~~

~~(c) Agrees to abide by a code of ethics established by the Ohio Centers for Assisted Living (OCAL) Board of Directors.~~

~~(3) Any currently authorized home health agency, hospice program, PACE program, provider of Medicaid home and community-based waiver services to people with intellectual disabilities, 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 shall be is open to any person, firm, partnership, or corporation, other than persons entity and that will in good faith promote the objectives of OHCA and that is not eligible for active membership, and any organization incorporated as a 501(c)(3) or 501(c)(6) corporation under the Internal Revenue Code, except for those organizations which that represent facilities or providers eligible for OHCA 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 shall be is open to any administrator-in-training not eligible for membership under (B).~~

~~(D) Honorary. Honorary The Board may confer honorary memberships may be conferred upon such persons as the Board of Directors may deem deserving for exemplary service to OHCA or the long-term health care profession. Past Presidents shall 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. Membership in the OHCA shall terminate The Board of Directors may terminate a membership when a member does any of the following:~~

~~(A) Submits a written resignation to the Board of Directors Expresses intent to leave the Association;~~

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

~~(C) Fails to pay for more than ninety days, or in the case of an associate member, forty five days, the OHCA dues, or assessments, or other financial commitments to the OHCA for more than one hundred twenty days, or in the case of an associate member, ninety days. Any The Board may reinstate a membership terminated for this reason may be reinstated by the Board of Directors when the former member discharges its financial obligations to the OHCA have been fully discharged or the Board makes an exception is made by the Board for good cause;~~

~~(D) Refuses to have as active members all eligible institutions entities that are under common ownership or control as members of the Association and that are eligible for active membership become;~~

~~(E) Has the license or certification upon which its membership was predicated revoked by the appropriate state agency and all appeal rights are exhausted. The membership of a facility that is both licensed and certified shall not terminate solely because its certification is revoked or surrendered if the facility remains licensed 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.~~

~~(F) Otherwise fails to meet the applicable eligibility requirements specified in Section 2 of this Article.~~

~~Termination of membership under subsections (C), (D), (E), or (F) of this section shall not takes effect except upon a majority vote of the membership cast at any annual meeting or at any special meeting of the membership called for the purpose, or by majority vote of the entire Board of Directors at any regular or special meeting. When the Board or the membership terminates a membership, it shall sends the member written notice of the termination and the reasons for the termination and shall provides the member an opportunity for a hearing before the Board or its designee. The Board makes the final decision following any hearing shall be made by the Board.~~

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

ARTICLE IV II. MEETINGS OF MEMBERS

~~Section 1. Place of Meetings. Meetings of the membership shall be are held at the principal office or place of business of the OHCA or at such other suitable places convenient to the membership as may be designated by the Board of Directors.~~

~~Section 2. Annual Meeting. The annual membership meeting of the OHCA shall be is held on the date determined by the Board of Directors at the OHCA convention. At the annual meeting, the members may transact such business of the OHCA as may properly come before them.~~

~~Section 3. Special Meetings. Special membership meetings may be called by the President, or shall be called by the President as directed by a resolution adopted by of the Board of Directors, or upon written request signed by at least twenty-five percent of the active members. The notice of any special meeting shall state the~~

~~time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice, unless by consent of four-fifths of the members present, in person.~~

Section 4. Quorum. Except as otherwise provided by statute, the Articles of Incorporation, or these regulations, ~~the presence at any meeting of the membership, in person, of twenty percent of the active members entitled to vote shall constitute~~ a quorum.

Section 5. Adjourned Meetings. ~~If any meeting of the membership cannot be organized because a quorum is not present, the members who are present, in person, may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight hours from the time the original meeting was called.~~

~~Section 6. Voting. At any membership meeting, each active member in good standing shall have~~ has the right to cast one or more votes for each twenty-five beds or major fraction thereof for which such member is paying Association dues. The minimum number of votes for any member is one, regardless of number of beds. ~~Each member in good standing having the power to vote shall notify, in writing, the Secretary/Treasurer of the OHCA not later than fourteen days before any membership meetings of the name, address, and office, if any, held by the representative eligible to vote~~ in accordance with rules adopted by the Board of Directors. A member is in good standing only if all OHCA dues and other financial obligations to the Association assessments are current.

Any question brought before ~~such a membership meeting shall be~~ is determined by ~~the a majority of the votes cast by those duly authorized representatives certified by the Secretary/Treasurer of a quorum,~~ unless the question is one ~~which that~~ by law, the Articles of Incorporation, or these regulations requires a different vote.

Section 7. ~~Proxy Secret ballot. Voting by proxy or by mail shall be prohibited at membership meetings and at all~~ All contested elections and other contested votes are conducted by secret ballot.

ARTICLE V III. BOARD OF DIRECTORS

Section 1. Number and Qualifications. ~~The affairs of the OHCA shall be governed by a Board of Directors, which Board shall be~~ is composed of one director elected from each ~~designated~~ OHCA district, one director elected by the non-proprietary members, one director elected by ~~OCAL,~~ one director elected by the Ohio Centers for Intellectual Disabilities (OCID) 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 ~~if the President is a district chairman and the district elects a replacement under this section.~~ 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.

~~The directors~~ Each director must represent a facility which is an active member of the OHCA and must continue to do so during their term of office. No director shall 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. ~~Additional~~ The Board of Directors may establish additional eligibility qualifications may be established by to serve on the Board of Directors.

~~There shall be~~ is an overall limit of three directors representing a common ownership or control. ~~The limit shall include up to two at large directors and/or up to three district chairman directors; however, in no case shall there be more than a total of three directors representing a common ownership or control. In event the overall limit of three directors is exceeded, the district chairman directors have precedence, and a sufficient number of at large directors representing the common ownership or control must resign to meet the limit. If in the results of an at-large election, would cause the overall limit of three directors is to be exceeded, the candidate or candidates from the common ownership or control receiving the fewest votes will be are excluded and the candidate or candidates with the next largest number of votes will be are elected.~~

~~If the President is also a district chairman, then the district may elect a replacement for the chairman, who will serve on the Board with the same powers and responsibilities as any other district chairman.~~

Section 2. Governing Powers. The Board of Directors ~~shall have~~ has all the powers and duties necessary or appropriate ~~for the administration of to govern~~ the affairs of the OHCA and may do all such acts and things as are not except for any powers or duties reserved to the membership by law or by, the Articles of Incorporation, or by these regulations directed to be exercised and done by the members.

~~The Board of Directors may employ and fix the compensation of an Executive Director to serve at the pleasure of the Board.~~

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

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

~~In the event a district or elective constituency does not elect a director, the Board of Directors may name a director from that district or constituency until~~

~~such time as one is duly elected. The 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 shall have the same responsibilities, rights, and privileges while serving on the Board as district or constituency representatives.~~

~~A director serving more than a half term in office is considered to have served a full term.~~

~~Section 4. Vacancies. In the case of a vacancy in the position of district a director position, a replacement shall be elected by the district to complete the unexpired term. In the case of a vacancy in the position of director representing an elective constituency, a replacement shall be elected by the constituency to complete the unexpired term in the same manner as representatives are elected to full terms. In the case of a vacancy in the position of at large director, the Board of Directors appoints a replacement shall be appointed by the Board of Directors from the applicable constituency to complete the unexpired term.~~

~~Section 5. Removal of Directors. At any regular or special meeting duly called, any one or more of the directors may be removed, with or without The Board of Directors may remove any director for cause, by a vote of two-thirds of the entire Board of Directors. Any directors whose removal has been proposed shall be given, after giving the director an opportunity to be heard at this meeting. If applicable, the district or elective constituency shall be notified of the removal of the director and the vacancy shall be filled as provided in Section 4. "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. No OHCA does not pay compensation shall be paid by the OHCA to directors or officers for their services or for their services in any other capacity, or pursuant to any other contractual arrangement whatever as directors or officers. Directors may be reimbursed The Board may approve reimbursement of the President or another director for actual expenses incurred by them in the performance of their duties as approved by the Board of Directors.~~

~~Section 7. Regular Meetings. Regular meetings of the The Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but holds at least ten such meetings shall be held during the fiscal per year, as scheduled by the President, at the OHCA office or another appropriate location or by authorized communication equipment. Notice of regular meetings of the Board of Directors shall be given personally or by mail, telephone, email, or fax at least five days prior to the day named for such meeting.~~

~~Section 8. Special Meetings. Special meetings The President may call a special meeting of the Board of Directors, or a special meeting may be called by the President upon written or verbal notice to each director. The notice shall state the~~

~~time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary/Treasurer in like manner and on like notice 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 shall constitutes a quorum for the transaction of business, and the acts. The Board takes action by vote of the a majority of directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a larger number is required by law, the Articles of Incorporation, or by this Code of Regulations.~~

~~Section 10. Bylaws Executive Session. The Board of Directors shall adopt and maintain bylaws necessary for the conduct of its business 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 VI IV. OFFICERS

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

~~Section 2. Election of Officers. All officers except the President, the Immediate Past President, and the Executive Director shall be elected annually by the 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 shall automatically ascends to the Presidency and shall serves for two terms unless he or she the President decides not to serve a second term or he or she is removed from office under Section 3 of this Article. Excluding the Immediate Past President, no more than one officer elected may represent facilities active members with the same common ownership and/or control. Officers shall be elected as soon as practical following the installation of directors. The Board may establish additional qualifications for officers.~~

~~No Except as provided in this section, no officer except the Executive Director shall be eligible to 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 in that office. The Board shall develop other criteria to be an officer as it deems appropriate.~~

~~All officers except the Executive Director shall be 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.

~~Any~~ The Board fills a vacancy occurring in the office of President-Elect or Secretary/Treasurer ~~must be filled by the Board of Directors~~ within sixty days of ~~the occurrence thereof~~. 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. ~~The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officer.~~

Section 3. Removal. ~~By affirmative~~ The Board of Directors may remove an officer for cause by vote of two-thirds of all members of the entire Board of Directors, any officer may be removed either with or without cause and a successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose. "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. ~~President 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 shall:~~

~~(A) Preside presides~~ at meetings of the Board of Directors, Executive Committee, and membership;

~~(B) Direct the activities of the OHCA and assign to other officers and committee chairmen such other duties as the President may deem necessary, in addition to those specifically described in this Code of Regulations;~~

~~(C) Appoint chairmen of committee;~~

~~(D) Appoint representatives of the OHCA to other associations or joint committees with other organizations where appropriate;~~

~~(E) Serves as an ex officio member on all committees.~~

~~Section 5. President-Elect.~~ The President-Elect shall:

~~(A) In the absence or disability~~ serves in place of the President, ~~performs the duties and exercise the powers of~~ when the President is unavailable;

~~(B) Serve as member of the Executive Committee;~~

~~(C) Perform such other duties as shall be prescribed by these regulations or by the Board of Directors;~~

~~(D) Automatically ascend to the Presidency.~~

~~Section 6. Secretary/Treasurer. The Secretary/Treasurer shall:~~

~~(A) Cause to be recorded the minutes of all meetings of the Board of Directors and of the membership;~~

~~(B) Certify to the membership, through the President or presiding officer, a list of representatives eligible to vote;~~

~~(C) Certify as to the accuracy and official adoption of such minutes;~~

~~(D) Provide for the safe keeping of the books and records of the OHCA as the Board of Directors may require;~~

~~(E) Serve on the Executive Committee;~~

~~(F) Be responsible for carrying out all fiscal policies and procedures adopted by the Board of Directors;~~

~~(G) Be responsible for preparation of financial statements in reasonable detail and presentation to the Board of Directors;~~

~~(H) Submit written periodic reports to the Board of Directors;~~

~~(I) Be responsible for the annual financial report to the membership;~~

~~(J) Furnish, at OHCA expense, a surety bond and comprehensive theft policy as approved by the Board of Directors.~~

~~(K) Perform such other duties as may be prescribed by these regulations or by the Board of Directors.~~

~~Section 7. Immediate Past President. The Immediate Past President shall:~~

~~(A) Serve on the Executive Committee;~~

~~(B) Perform such other duties as may be prescribed by these regulations or by the Board of Directors.~~

~~Section 8. Executive Director. The Executive Director shall manage the day to day operations of the OHCA under the general direction of the Board of Directors. As chief administrative officer, the Executive Director shall be responsible for the operation of the corporate offices and carry out the policies and~~

~~determinations of the Board of Directors. The Executive Director shall employ, supervise, and fix the compensation of necessary staff personnel and consultants, subject to the policies of the Board of Directors. The Executive Director shall serve as an ex officio non voting member of the Board of Directors and all committees except for the Executive Committee. The Executive Director shall keep accurate records and accounts of all transactions of the OHCA. The Executive Director shall conduct the correspondence of the OHCA, shall mail notices of meetings to all members, collect and receive all monies due to the OHCA, and shall keep an accurate account thereof.~~

ARTICLE VH. COMMITTEES

~~Section 1. OHCA may have such committees as it deems necessary. Except for the Executive Committee or and other committees as determined by the President, OHCA committees shall be are open to any interested OHCA member. The President shall may appoint the chairmen chair of all any committees.~~

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

~~The Executive Committee shall acts in the interval between meetings of the Board of Directors and shall be, subject at all times to the control and direction of the Board of Directors. The Executive Committee may act by a majority of its members. Any act or authorization of any act by the Executive Committee within the scope of the powers delegated to it by the Board of Directors shall be as effective for all purposes as the act or authorization of the Board of Directors. Meetings of the Executive Committee shall be held at such time and place as may, from time to time, be determined by the President. Meetings may be called by the President or at the request of three members of the Executive Committee. Such meetings shall be held upon giving of notice in writing or verbally.~~

~~The Executive Committee is responsible for reviewing and making makes recommendations of on amendments to the OHCA Code of Regulations and is concerned with all matters related to OHCA incorporation, Code, and bylaws.~~

~~The Executive Committee shall make recommendations to the Board of Directors respecting the budget, fiscal policy, management of resources, and dues structure of on the OHCA budget and financial matters.~~

~~The Executive Committee shall solicit and certify determines the eligibility of all candidates for office in accordance with these regulations and the bylaws and policies of the Board of Directors, and sets the compensation, terms, and conditions of employment for the Executive Director.~~

ARTICLE VIII.
DISTRICT ORGANIZATION

(A) ~~The OHCA shall be~~ is divided into at least ten districts as determined by the Board of Directors. ~~There shall not be less than ten districts. The territorial boundaries of each district may be changed from time to time by the Board of Directors. Each district shall be subject to and bound by this Code of Regulations and the bylaws of the Board of Directors~~ is a component of OHCA and is subject to the same requirements and policies as OHCA.

(B) ~~District membership shall be limited to active members of the OHCA. Every active member of the OHCA shall~~ is automatically be a member of ~~their~~ respective the district where the member is located. ~~The district shall~~ Districts may not assess dues, unless authorized by the Board of Directors.

(C) Each district ~~shall~~ elects every other year one director who ~~shall~~ represents that the district on the Board of Directors. District elections ~~must be~~ are held ~~prior to~~ before or at the OHCA convention. The even-numbered districts shall hold elections in ~~the~~ even-numbered years and the odd-numbered districts shall hold elections in ~~the~~ odd-numbered years. ~~The district directors shall assume their seats on the Board of Directors upon installation during the annual convention. In the event a district chairman is unable to complete his or her term, a special election shall be conducted by the district within ninety days of such vacancy to elect a successor.~~

(D) ~~The district shall keep the OHCA informed of its activities by submitting meeting notices and minutes of any district meetings to the Executive Director of the OHCA. The OHCA office will send out notices as requested by the district chairman. Districts may conduct meetings by telephone or other electronic means.~~

(E) ~~The Board of Directors shall adopt bylaws, not inconsistent with these regulations, governing the organization and operation of districts.~~

~~ARTICLE~~ IX ~~VII.~~
OHIO CENTERS FOR ASSISTED LIVING AND OHIO CENTERS FOR
INTELLECTUAL DISABILITIES
CONSTITUENCY ORGANIZATIONS

Section 1. ~~Within OHCA there shall be established, the Ohio Centers for Assisted Living, which shall be known as OCAL. OCAL shall serve as a representative body of~~ constituency organizations represent assisted living members that are residential care facilities. OCAL shall provide a forum for the exchange of ideas and the dissemination of information among its members. It shall devise and support programs to improve the quality of life for residents in assisted living/residential care facilities as well as program and product development for 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.

~~OCAL shall~~ Each constituency organizations selects its own Board of Directors and officers in accordance with its bylaws and this Code of Regulations. The officers and Board of Directors shall perform their duties as outlined in the OCAL bylaws.

~~OCAL shall~~ Each constituency organization adopts ~~or~~ and revises its bylaws in accordance, consistent with this Code of Regulations and shall furnish a copy of the bylaws to OHCA. The OCAL bylaws shall not contravene the Code.

~~OCAL will recommend~~ Each constituency organization adopts a dues/dues assessment structure for its members ~~to be forwarded annually to the OHCA Board of Directors~~ and policy positions on issues relevant to its members.

The OCAL Board of Directors shall meet at least once each year in an annual meeting as defined in OCAL's bylaws. Action by OCAL shall be taken by a majority vote at all meetings where a quorum is established and as specified in OCAL's bylaws.

OCAL may have such committees as it deems necessary. The OCAL bylaws shall govern the appointment, duties, and powers of the committees within OCAL.

Section 2. ~~Within OHCA there shall be established, the Ohio Centers for Intellectual Disabilities, which shall be known as OCID. OCID shall serve as a representative body of members that are intermediate care facilities for individuals with intellectual disabilities (ICFs/IID) or providers of waiver services to individuals with intellectual disabilities. OCID shall provide a forum for the exchange of ideas and the dissemination of information among its members. It shall devise and support programs to improve the quality of life for residents in ICFs/IID as well as program and product development for members.~~

~~OCID shall select its own Board of Directors and officers in accordance with its bylaws and this Code of Regulations. The officers and Board of Directors shall perform their duties as outlined in the OCID bylaws.~~

~~OCID shall adopt or revise its bylaws in accordance with this Code of Regulations and shall furnish a copy of the bylaws to OHCA. The OCID bylaws shall not contravene the Code.~~

~~OCID will recommend a dues/dues assessment structure for its members to be forwarded annually to the OHCA Board of Directors.~~

The OCID Board of Directors shall meet at least once each year in an annual meeting as defined in OCID's bylaws. Action by OCID shall be taken by a majority

~~vote at all meetings where a quorum is established and as specified in OCID's bylaws.~~

~~OCID may have such committees as it deems necessary. The OCID bylaws shall govern the appointment, duties, and powers of the committees within OCID.~~

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 X VIII. AFFILIATION

~~The OHCA shall be is an affiliate member of the American Health Care Association (AHCA). Each active member of the OHCA must also be is a member of the American Health Care Association or must be a member of the Alliance for Quality Nursing Home Care as of October 1, 2005 AHCA.~~

~~The OHCA may withdraw from its affiliate membership with the American Health Care Association, provided each active member is given at least ten days written notice, and in AHCA by two-thirds vote of the active members in good standing present at a duly called membership meeting have voted in favor of such action. Should the active members vote to withdraw affiliation with the American Health Care Association, that association shall be notified within ten days of the decision. The resignation shall be effective ninety days following the date of notification.~~

~~The OHCA representative to the governing body of the American Health Care Association shall be the President or his/her designee approved by the Board.~~

ARTICLE XI IX. PROCEDURE

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

ARTICLE XII. COMMENCEMENT OF OFFICE

~~All officers and members of the Board of Directors shall be installed and shall take office immediately upon their election or automatic ascension to office and when they have been duly qualified at the OHCA convention and shall assume and exercise all the powers and prerogatives of their offices at such time; except the outgoing Secretary/Treasurer shall be permitted a reasonable time within which to transfer funds, accounts, and financial records to the Secretary/Treasurer Elect.~~

~~ARTICLE XIII.
AMENDMENTS~~

~~Section 1. Except as otherwise required by law, the membership may amend this Code of Regulations may be amended at any regular or special membership meeting or any special membership meeting called for such purpose, provided that written by two-thirds vote of the active members present at the meeting. Written notice of the proposed amendment shall have been is given in writing to all active members at least ten days prior to such before the meeting. Such amendment shall require an affirmative vote of two-thirds of the active members present at any membership 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 shall become effective thirty days after their adoption. The amendments to Article V, Section 1, and Article VI, Section 2, made May 1, 2012, shall be effective immediately.~~

~~ARTICLE XIV.
FISCAL MANAGEMENT~~

~~Section 1. Fiscal Year. The fiscal year of the OHCA shall begin on the first day of January of every year, except that the first fiscal year of the OHCA shall begin at the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.~~

~~Section 2. Books and Accounts. Books and accounts of the OHCA shall be kept under the direction of the Secretary/Treasurer in accordance with the requirements of the OHCA and the government.~~

~~Section 3. Auditing and Reports. At the close of the fiscal year, the books and records of the OHCA shall be audited every other year in accordance with the requirements of the OHCA and the requirements of the government by a CPA. The Secretary/Treasurer shall cause to be prepared annually a full and correct statement of the affairs of the OHCA, including a balance sheet and financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the members and filed with the Secretary/Treasurer.~~

~~Section 4. Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes, contracts, and other legal documents shall be executed on behalf of the OHCA by either the President or the Executive Director. Checks will be executed by the Secretary/Treasurer or another director approved by the Board of Directors. The Executive Director may execute checks within limits set by the Board of Directors.~~

~~Section 5. Fidelity Bonds. The Board of Directors shall require that all officers and employees of the OHCA having custody or control of OHCA funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the OHCA.~~

~~Section 6. Indemnity. Except as otherwise provided herein, every person who is or has been a director, officer, or employee of the Association, and his or her heirs and legal representatives, shall be indemnified against expenses and liabilities actually and reasonably incurred by virtue of being a party of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of service as a director, officer, or employee of the Association, or by reason of service at the request of the Association as a director, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise.~~

~~Without limitation, the term "expenses" includes attorneys' fees, judgments, fines, and amounts paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability, other than any amount paid or agreed to be paid to the Association itself; provided, such expenses were incurred in connection with any above-described action, suit, or proceeding, where the director, officer, or employee acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, the director, officer, or employee had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and in a manner reasonably believed to be in, or not opposed, to the best interests of the Association, and with respect to any criminal action or proceeding, that such person had reasonable cause to believe that the conduct was unlawful.~~

~~The Association shall not, however, indemnify any director, officer, or employee with respect to any claim, issue, or matter as to which such person shall be finally adjudged to be liable for negligence or misconduct in the performance of the duties of such director, officer, or employee, or in the case of a settlement, unless such settlement shall be found to be in the interest of the Association by either the court having jurisdiction of the action, suit, or proceeding against such director, officer, or employee involving the right to indemnification, or the majority of the directors of the Association then in office other than those involved in such matter (whether or not such majority constitutes a quorum), or if there are not at least two directors of the Association then in office, other than those involved in such matter, by a majority of a committee (selected by the Board of Directors) of three or more persons (not including any person involved in such matter), who are, to the extent possible, active members of the Association and who may be directors, officers, or members of the Association; provided, that indemnity in case of a~~

~~settlement shall not be allowed by such directors or committee unless it is found by independent legal counsel (meaning a lawyer who is not a director, officer, or employee of the Association and is not a partner or professional associate of a director, officer, or employee of the Association), that such settlement is reasonable in amount and in the interest of the Association.~~

~~The foregoing right of indemnification shall be in addition to all rights to which any director, officer, or employee may be entitled as a matter of law.~~

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