

# Oklahoma Association of Health Care Providers

## BY LAWS

### Article I

#### Membership Requirements

##### **Sec 1: Membership Types and Requirements:**

(A) **Full Membership:** Membership of this Association shall be composed of institutions, establishments, entities or homes operating as nursing homes, ICF/MR's, assisted living facilities, adult day care, home care agencies, hospices, residential care facilities, and which are licensed under the laws of the State of Oklahoma as such, which have been approved for membership by the Board of Directors.

- (1) A full member may be represented by any owner, officer or authorized representative of the member.
- (2) Full members or their designees shall have the right to attend Board of Directors and Business meetings of the Association and to serve on standing committees and task forces.
- (3) No entity may join this Association unless all entities affiliated by controlling ownership or management are also members. Disputes under this provision may be resolved by majority vote of the Board of Directors.
- (4) Full members must satisfy all dues, arrears, and assessments owed by them to the Association as designated by the Association Board of Directors.

(B) **Associate Membership:** Associate Members shall be composed of any shareholder, officer, director, consultant or employee of a long term care entity holding full Membership.

- (1) Associate Membership conveys no voting rights and acceptance of individual applicants is subject to the approval of the Board of Directors.
- (2) 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.
- (3) Associated members shall have the right to attend open meetings of the Association and to serve on standing committees and task forces.
- (4) Any Associate Membership may be revoked by a majority vote of the Board of Directors.

(C) **Business/Corporate Membership:** Business/Corporate Membership may be granted to any individual, organization, partnership, or corporation that is

interested in the advancement of the objectives of this Association.

(1) Business/Corporate Membership conveys no voting rights and acceptance of applicants is subject to the approval of the Board of Directors.

(2) Business/Corporate members shall have the right to attend open meetings of the Association and to serve on standing committees and task forces.

(3) Any Business/Corporate Memberships may be revoked by a majority vote of the Board of Directors.

(D) **Student/Educational Membership:** Student or Educational memberships shall include students currently participating in classes related to long term care, non-profit Educational Institutions that provide training in long term care and individuals seeking employment or seeking to maintain their knowledge of long-term care settings.

(1) Student/Educational Membership conveys no voting rights and acceptance of applicants is subject to the approval of the Board of Directors.

(2) Student/Educational Memberships shall have the right to attend open meetings of the Association and to serve on standing committees and task forces but shall have no voting rights.

(3) Student/Educational Membership conveys no voting rights and acceptance of individual applicants is subject to the approval of the Board of Directors.

(4) Any Business/Corporate Membership may be revoked by a majority vote of the Board of Directors.

(E) **Honorary Memberships** shall be designated by the Board of Directors to honor those individuals that have dedicated their lives to the advancement of long term care services in Oklahoma.

(1) Nominations for Honorary Members shall be made by Full Members of the Association.

(2) Honorary members shall not pay dues to the Association nor have the privilege to vote on Association business.

(3) Approved Honorary Members have the right to attend open meetings of the membership and to serve on standing committees and task forces.

## **Sec. 2: Membership Dues**

The amount of membership dues, and the method of calculation, shall be determined annually by the board of directors and may include amounts as necessary to meet any national organizational affiliation decision as also made by the board of directors.

**Sec. 3: Membership year and payment of dues:**

The membership year for all classes of membership shall be from January 1 to December 31. Membership dues shall be due and payable no later than 30 days after receipt of membership billing. Facility membership dues are to be payable at the discretion of the board. Members that are delinquent in payment by more than 45 days of any due date shall be deleted from the membership roll, so notified, and all services shall be curtailed until the delinquency is satisfied. A late fee shall be assessed if payment is not received 45 days after receipt of billing.

**Sec. 4:**

The annual membership fee for the current year shall be owed in full regardless of the date of the application for membership, except that the membership fee for a new faculty or for a facility applying following a change of ownership may be prorated.

**Sec. 5:**

Membership certificates shall be mailed after receipt of dues payment.

**Sec.6:**

No dues shall be refunded after a certificate of membership has been issued, unless such action has been taken by the Board and the member has been duly notified that membership has been revoked or applicant does not qualify for membership.

**Sec. 7:**

In the event a revocation of a member entity license is made by the Oklahoma State Department of Health, or a member entity is closed by same, said membership is automatically terminated.

**Sec. 8:**

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

**Sec. 9:**

Membership shall not be transferable without Board approval. All membership materials remain the property of the Association.

**Sec. 10:**

Membership may be refused, suspended, or terminated by the Board of Directors for cause. Sufficient cause shall be a violation of the Bylaws or of any rule or practice duly adopted by the Association; or any conduct prejudicial to the interest of the Association.

**Article II**  
**Meetings**

**Sec. 1: Regular Meetings:**

There shall be one general membership meeting held each calendar year. At least thirty

days notice must be given to the general membership prior to the commencement of the regular meetings.

**Sec. 2: Special Meetings:**

Whenever the best interests of the Association require it, a special meeting of the general membership may be called by the President, with a majority vote of the Board. The general membership must be given at least twenty four hours notice prior to commencement of any special meeting.

**Article III**  
**Rules of Order**

Business sessions of this Association shall be conducted in accordance with Roberts Rules of Order not inconsistent with the Constitution and By Laws of this Association.

**Article IV**  
**Standing Committees and Special Membership Sections**

**Sec. 1:**

There shall be the following Standing Committees and Special Membership sections:

- Executive
- Education, Events & Convention
- Legislative
- Membership
- Nominating
- Public Relations
- Strategic Planning and Finance
- Rates and Standards
- ICF/MR Facilities & Home and Community Based Services
- Additional Ad Hoc Committees designated by the President

**Article V**  
**Board of Directors**

**Sec. 1:** The Board of Directors shall consist of twenty seven members.

**Sec. 2:** The duties of the Board of Directors:

- a. Elect the officers of the association.
- b. General supervision over the property, affairs, business and concerns of this Association.
- c. Meet at the call of the President or by a majority vote of the Board.

**Sec. 3: Quorum requirement:**

There is no minimum quorum requirement for regularly scheduled board meetings or for special board meetings for which proper notice is given.

- a. Board meetings are held the third Wednesday of each month or at the discretion of the Board President. Board of Directors shall receive at least a five (5) day notice of any regular or special called Board meeting. When available, Board members can participate in Board meeting through teleconferencing or net meetings.

**Sec. 4: Board of Director Absenteeism:**

An officer or director who is absent without cause from three regularly scheduled meetings of the Board per year, shall automatically forfeit his position as an officer or director of the Association. Personal or familial illness/emergencies as well as emergencies resulting from business situations are considered excused absences. The Board member must notify the Association office as soon as possible regarding Board meeting absences.

**Sec. 5: Removal from the Board of Directors**

The Board of Directors shall, by a two thirds vote, taken by written ballot, or the total membership of Board, have the power and authority to remove any Officer or Director from office who is found to be in violation of the aims and objectives of this Association or of conduct unbecoming to his office or profession, or due to unacceptable operations of his/her business in comparison to stated regulations and requirements.

**Article VI**  
**Regional Boards**

**Sec 1. Regional Boards:**

The Association shall establish a Regional Board structure to promote broader industry input, increase Association membership, and establish a grassroots approach to further the mission of the Association. There shall be six (6) Regions in the Association. Each member shall be assigned to a region based upon the county in which the entity is located or the member resides. A member may attend meetings in any region.

**Sec 2.** The six (6) Regions shall consist of the following counties:

- A. **Region I-Oklahoma City Metro Region** – Oklahoma, Canadian, Cleveland, Logan and Pottawatomie Counties,
- B. **Region II- Tulsa Metro Region** – Tulsa Creek, Okfuskee, Okmulgee, Wagoner Counties,
- C. **Region III – Northwest Region** - Alfalfa, Beaver, Beckham, Blaine, Cimarron, Custer, Dewey, Ellis, Garfield, Grant, Harper, Kay, Kingfisher, Major, Noble, Roger Mills, Texas, Woods, and Woodward counties.

**D. Region IV Northeast Region** –Adair, Cherokee, Craig, Delaware, Lincoln, Mayes, Muskogee, Nowata, Osage, Ottawa, Pawnee, Payne, Rogers, and Washington Counties.

**E. Region V – Southeast Region** –Atoka, Bryan, Choctaw, Coal, Haskell, Hughes, Johnston, Latimer, Leflore, Marshal, McCurtain, McIntosh, Pittsburg, Pontotoc, Pushmataha, and Seminole and Sequoyah counties.

**F. Region VI – Southwest Region** – Caddo, Carter, Comanche, Cotton, Garvin, Grady, Greer, Harmon, Jackson, Jefferson, Kiowa, Love, McClain, Murray, Stephens, Tillman, and Washita counties.

**Sec 3. Regional Board Elections**

Each region shall elect eleven members to serve on the Regional Board. Regional Board members shall be owners, operators, administrators or facility staff employed in member entities of the Association. Only one person per facility may be a director of a Regional Board.

**Sec 4. Regional Board Terms and Officers:**

Each Regional Board member term shall be four years with staggered ending dates. Each Regional Board shall elect a President, Vice President and Secretary/Treasure to represent the region. The elected regional President shall serve as a regional liaison and full voting member on the Association Board of Directors. The regional President or his designee shall file written regional reports to the Association Board of Directors at least quarterly.

**Sec 5.** The Members of each region shall meet at least quarterly.

**Sec 6.** A quorum shall consist of six Regional Board Members.

**Sec 7. Regional Board Purpose:**

Each Regional Board shall assist the Association with disseminating information, improving communication, and participating in grassroots efforts that further the mission of the Association.

**Article VII  
Amendments to the By Laws**

**Sec. 1**

The By Laws may be amended by approval of a three-fourths majority of the Board members present, or by a majority vote of the general membership, at any regular or special membership meeting.

**Sec. 2**

Any and all proposed amendments to the By Laws shall be presented to the Board members at least thirty (30) days prior to the meeting at which such amendments are to be considered, or if to be considered at a general membership meeting, they shall be presented to the voting delegates, in writing, at least twenty four (24) hours prior to the

formal discussion and vote thereon.

## **Article VIII Code of Ethics**

It shall be the duty of the Membership and Nominating Committee to keep current the Code of Ethics as previously adopted by the Association by proposing changes in such code to the Board from time to time as may be appropriate.

The Code of Ethics heretofore adopted represents the standards of behavior in connection with the operation of long term care entities that are members of this Association. It is the duty of the Membership and Nominating Committee to foster, uphold and further the ideals set out in the Code of Ethics.

This code shall articulate a set of values and behaviors that the Association believes are appropriate standards of conduct for the organizations and its leadership. The Association believes it should be held accountable to its members and the general public.

The Association believes that its members have a right to expect the Codes ideals to be embodied in the Associations positions and polices. Further, the Association members have the right to expect the Association leaders to act in accordance with the values and standards of conduct articulated in this Code.

## **Article IX Nominating and Election Procedures**

### **Sec. 1 Nominations:**

Nominations will begin with the statewide announcement of a 15-day filing period. Any person interested in becoming a candidate for Director position should complete an application and file the same at the Oklahoma Association of Health Care Providers office. The application shall include a summary of qualifications in the candidate's words that can be placed on the ballot.

### **Sec. 2 Credentials:**

The applications will be reviewed within the ensuing 15 days and certified as meeting the requirements. The Committee will secure evidence of ownership interest or proof of employment with a member facility from available public and Association records. Where such information is not available, the Committee will contact applicants to obtain documentation prior to certifying eligibility. If certified, these names will be added to the ballot.

### **Sec. 3 Notice of Final Ballot:**

These names will appear on the Ballot at the Annual-election. The ballot will include a brief bio data as prepared by the candidate.

### **Sec. 4 Election:**

The top vote getting candidates will be declared the winners of the Director positions.