

BY-LAWS OF THE KENTUCKY ASSOCIATION OF ADULT DAY CARE CENTERS

ARTICLE I. NAME

The name of this organization shall be the Kentucky Association of Adult Day Care Centers, Inc. (KAAD)

ARTICLE II. PURPOSE

The purpose of the Association is to promote quality adult day services throughout Kentucky. The Association defines adult day services as programs designed to serve adult persons with social, physical and/or mental impairments who need supervised care during a portion of the day for the purposes of personal maintenance, restoration, and growth.

ARTICLE III. ORGANIZATIONAL OBJECTIVES

The objectives of the Association shall include the following:

- 1) To facilitate the exchange of information about adult day services among centers across the state and nationally.
- 2) To work toward uniformity of high quality and standards of practice in adult day services.
- 3) To pursue adequate and equitable, statewide funding for adult day services.
- 4) To promote public awareness and understanding of adult day services and to give guidance to the development of public policy related to these services.
- 5) To support, encourage and conduct research, data acquisition and evaluation activities of adult day programs.
- 6) To maximize the independent living of older, physically or mentally challenged persons.
- 7) To undertake other roles related to the coordination or quality of adult day programs.
- 8) To provide public and professional education for the purpose of informing providers and consumers about the benefits of adult day programs.

ARTICLE IV. MEMBERSHIP

Section I. Membership. Membership shall be open to all interested individuals and groups in Kentucky who wish to affiliate with the Association and who supports the purpose and policies of the Association upon approval of the Membership Committee based upon qualifications and

criteria set forth by the Board of Directors. An application needs to be completed and dues paid in full for voting privileges.

Section II. Membership Categories. The general categories of Membership shall be Center, Provisional, Individual, Honorary, and Associate. The Board of Directors may adopt from time to time other membership classifications consistent with the purpose and objectives of the organization.

Section III. Center Membership. The applicant for center membership shall be a legally constituted entity that operates at least one licensed adult day services program and whose primary purpose is to provide quality adult day services.

There are two Group Membership options:

1. Combined Revenue Method: Dues rate is based on the total of combined gross revenue of all centers in the group.
2. Separate Revenue Method: Dues rate is based on the separate gross revenue for each and every center.

Section IV. Provisional Membership. Provisional Membership may be granted to an unlicensed program or to an entity in the planning phase and to all Applicants, pending approval of their respective membership applications by the Membership Committee. Provisional Membership may be granted for a maximum period of two years from the date of initial application to the Association.

An applicant qualifying for Provisional Membership shall:

- a. Have a current application for licensure or a valid, current license on file with an appropriate licensing authority or,
- b. Agree to apply for and receive licensure from an appropriate licensing authority within two years from the date of application to the Association, and
- c. Agree to conform to and abide in the Bylaws, code of ethics, rules and policies of the Association, as well as decisions of the committees of the Association.

Section V. Individual Membership. Any person interested in Adult Day and who directly provides adult day services, except an individual who is an employee or a principle of an organization qualifying as a center, provisional, or associate member shall not be accepted as an individual member unless the employing agency is a current member in the appropriate member class.

Section VI. Honorary Membership. Honorary Membership may be granted to individuals based on the following criteria:

- 1) An active member of KAAD for at least 10 years.
- 2) A past officer or committee chairperson.
- 3) Influence in the field of adult day beyond the Commonwealth of Kentucky.
- 4) Extraordinary influence with at least five years as an active KAAD member.

Individuals must qualify in three of the four categories listed above. Candidates nominations must be submitted in writing to the Membership committee for review and may be made by the candidates or any member of KAAD. Upon approval by the Membership committee, candidates will be presented to the Board of Directors. The board will then vote on the recommendation.

Section VII. Associate Membership. Associate Membership may be granted to other corporations or organizations interested in supporting the mission and policies of the Association but that do not engage in direct Adult Day Care Services.

Section VIII. Official Representative. Each member shall designate one person as an official representative to the Association.

Section XIX. Voting Rights. Each Center Member, Individual Member, Honorary Member, or its individual representative, in good standing, shall be entitled to one vote at Regional Meetings, the Annual Conference meeting and Special Meetings. Note: Only the Regional Representative or the alternate representatives and officers vote at Board of Directors meetings. Any individual cannot vote for more than one center.

Provisional Members and Associate Members shall not be entitled to vote on Association business, but may serve as active voting members of committees.

Voting must be done in person by the member. Proxy voting is not permitted at any meeting of the membership or Board of Directors.

Section X. Membership Dues. Membership dues for the Association shall be established for each class of membership by the Board of Directors. Dues are payable from September 1 through August 31. Members whose dues are delinquent by (3) months shall be dropped.

Section XI. Termination of Membership. A member may be dropped from membership for the following reasons:

- a. Non-payment of dues or other financial obligations.
- b. Conduct which tends to injure the Association or which is contrary to or destructive of its purpose. Allegations of misconduct shall be state in writing to the member who shall be given a full opportunity to respond to those allegations before the Board of Directors or a body designated by it. Such terminations may be achieved by a two-thirds vote of the Board of Directors.

ARTICLE V. MEMBERSHIP BENEFITS

Section I. Members shall be entitled to receive the Association newsletter, publications, educational and training programs, and other materials authorized for distribution in the name of KAAD & NADSA.

Section II. Members shall receive membership certificates.

Section III. The Association shall award certificates for completion of education and trainings.

Section IV. All ADC's with paid membership are eligible to participate in the Annual Awards competitions.

ARTICLE VI. EXECUTIVE COMMITTEE

Section I. Officers. The Executive Committee of the Association shall consist of the President, President-Elect, Secretary/Treasurer, and Past President.

Section II. Terms of office. A term shall begin October 1 and end September 30.

The President-Elect is elected for a six (6) year term: President-Elect (2 years), President (2 years), Past President (2 years).

The Secretary/Treasurer is elected for a two (2) year term and may not succeed her/himself.

The Past President must wait one year prior to being considered for re-election as President-Elect.

Section III. Election. The Officers shall be elected by the Association at the Annual Conference meeting. Election of officers shall be by majority vote.

Section IV. Filling Vacancies. In the event of vacancy in office, the Board of Directors shall choose a replacement by a vote at the next Board of Directors meeting. Persons selected will serve until the next annual election.

ARTICLE VII. OFFICERS

Section I. Duties of the President. The president shall preside at all Association meetings (Board of Directors, Annual Conference, and all Special Meetings); shall prepare agendas for meetings; shall coordinate Association activities including communications; shall have the right to vote in all committees except the nominating committee. He/She shall also, at the annual conference meeting of the association and at such other times as he/she shall deem proper, communicate to the association such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of president.

Section II. Duties of the President-Elect. Shall represent Executive Committee on the Conference Committee, preside in absence of President, coordinate membership drive, train and provide guidance to Regional Representatives.

Section III. Duties of the Secretary/Treasurer. The Secretary/Treasurer shall have general charge and supervision of minutes of all Association meetings; shall maintain oversight of membership records, shall conduct Association correspondence in conjunction with the President; oversee the receipt, deposit and account for all monies of the Association; shall establish a checking account for disbursement of moneys (all checks require two separate signatures), shall give a report to the membership at each meeting; may not disburse more than \$100.00 without Executive Committee approval; shall annually secure the services of an independent auditor or accountant with Executive Committee approval to prepare and submit a report in writing to the Board of Directors; shall perform all other duties as may be prescribed by the Executive Committee.

Section IV. Immediate Past-President. The immediate Past-President shall chair the Nominating and Bylaws Committee. The Immediate Past-President shall perform other duties as may be prescribed by the Board of Directors.

Section V. Communication. The officers shall handle any communication and/or emergency matters that may arise between Association meetings. No action of the officers shall conflict with action taken by the Association.

Section VI. Only voting members may be officers.

ARTICLE VIII. BOARD OF DIRECTORS

Section I. The affairs of the Association shall be governed by the Board of Directors.

Section II. The Board shall consist of the following members: ~~each Regional Representative, one member at large,~~ seven (7) Board Members, the President, Secretary/Treasurer, Past President, and President-Elect. Four (4) Board members will be nominated and elected for a two-year term at the annual conference in even years and three (3) Board members will be nominated and elected for odd years. Elections will take place during the Annual Conference. The maximum number of board members shall be eleven (11).

Section III. In order to carry out the Association's objectives, the Board shall organize and Coordinate committees and task forces as needed.

Section IV. The Board shall meet in an open forum at least on a quarterly basis for the purpose of transacting appropriate business of the Association.

Section V. Board members shall be expected to attend all board meetings. Board members may attend in person or opt to attend via electronic communication. The member will still be required to attend a minimum of two board meetings per year in person. If the member attends less than 2 yearly meetings in person those absences shall constitute grounds for asking the region to replace its representative.

Section VI. A quorum constitutes a majority of the Board of Directors present at regularly scheduled meetings.

Section VII. Membership Communication. The Board of Directors must report all actions taken in Board meetings to the membership via each member's written stated preference of communication.

ARTICLE IX. ASSOCIATION MEETINGS

Section I. Annual Conference Meeting. There shall be an annual conference meeting of the general membership each year for the purpose of transacting appropriate business of the Association. Thirty days written notice shall be sent to the membership prior to any general membership meeting. Meeting locations for the next calendar year will be determined. At such meetings, the President shall present the annual report to the membership. Other business matters may also be transacted. Board members and officers, after being installed at the Annual meeting, will assume their duties on October 1.

Section II. Special Meeting. A special meeting of KAAD may be called by the President or any other Officer of KAAD in his or her absence or upon written request of not less than ten percent (10%) of the general membership. The call of the Special Meeting shall include written notice of the time, place, and business to be transacted and shall be transmitted in writing to the membership not less than fifteen (15) days prior to such meetings. The business of the Special Meetings shall be restricted to the stated agenda.

Section III. Conference. KAAD shall have at least one statewide annual conference of at least 2 days in format of workshops and/or general sessions. The Conference Committee Chairperson shall be appointed by the President and make regular reports to the Board of Directors. The conference committee will be responsible for planning, organizing, and implementing the Annual Conference. The location of the Annual Conference shall be in either Lexington or Louisville.

Section IV. Quorum. A quorum shall consist of twenty percent (20%) of the membership OR one hundred percent (100%) participation from the Board Members at any Annual Conference meeting or Special Meeting.

Section V. Notices. Members shall receive appropriate notices of all meetings of the general membership as prescribed above. Communication in an electronic form shall be deemed to meet this requirement. A member shall indicate in writing their preference regarding correspondence from KAAD (U.S. Postal Service, fax, or email). It shall be the member's responsibility to provide the most accurate address information to KAAD.

ARTICLE X. COMMITTEES

Section I. Executive Committee. The Executive Committee shall consist of the officers of the Association.

Section II. Standing Committees. Each standing committee shall be chaired by a voting member of the Association. The Committee Chairperson must conduct at least one meeting quarterly by some form of communication and report to the Board. The Association shall have the following committees:

A. Legislative: This committee is charged with the responsibility of keeping the Association informed of all legislation and regulation relating to Adult Day Programs. It shall maintain a liaison with appropriate state and national groups with regard to pending or proposed legislation. The committee shall recommend courses of action to be taken regarding such legislation.

€. B. Membership: This Committee is charged with the responsibility of coordinating the ongoing membership drive and maintaining records. The committee shall review all applications for membership to KAAD. The Chairperson shall inform the Board of the results of the review of applicants at regular Board of Director meetings.

Ð. C. Bylaws: This committee will review the Bylaws of the Association and recommend changes when appropriate.

Ë. D. Finance/Development: This committee is responsible for developing fund-raisers for the purpose of generating income to support and expand the goals of the Association. The Committee is also responsible for working with the Treasurer to develop the Association's budget as well as collaborating with the Treasurer on other financial matters. The treasurer will chair this committee.

ƒ. E. Nominating: This committee is charged with the responsibility of nominating individuals for office and recommending appointees to fill vacancies that occur between elections. The immediate Past President will chair the committee and select one person from each region to be on the committee. The committee will be called not less than ninety (90) days prior to the Annual Meeting. The committee will be responsible for obtaining biographical information of nominees and providing members with that information.

€̂. F. Education: This committee is responsible for providing continuing education to organization members and members of the health care provider community. The committee will conduct periodic needs assessments to determine topics of interest for nurses, social workers, nursing home administrators, certified therapeutic recreation specialists, or other health care professional working in an adult day care setting. The committee will be responsible for compiling requests for scholarships to be presented to the Board. A registered nurse with a Bachelors' of Science in Nursing/equivalent will serve as chair and keep all necessary records. All revenue generated by the provision of continuing education units will be returned to the general education fund.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in the Modern Edition of Robert's Rules of Order shall govern the Association in all cases where they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XII. AMENDMENTS

These bylaws may be amended at Annual Conference Meeting or any special meeting of the Association by a two-thirds vote, provided that previous written notice of the amendment was given to all members at least ten days in advance.

ARTICLE XIII. DISSOLUTION OF CORPORATION

Section I. Distribution of Income. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, Officers, or other private persons except that the corporation shall have the power to reimburse officers expense as budget permits to be determined by the Board of Directors.

Section II. Organization Dissolution. Upon the dissolution or termination of KAAD, after paying outstanding liabilities, the remaining assets will be distributed for charitable, or education purposes as shall qualify under Section 501(c) 3 of the Internal Revenue Code, to the federal government, or to a state government for public purpose.