

2020 BYLAW PROPOSED CHANGES

**The red, strikeout sections are being deleted... the
yellow highlighted areas are being added...**

**BYLAWS
OF
OKLAHOMA PROFESSIONALS FOR HOME CARE**

Effective: October 2015

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**BYLAWS
OF
OKLAHOMA PROFESSIONALS FOR HOMECARE**

ARTICLE I: NAME

Section 1.1. Name

The name of the Corporation is "OPHC".

ARTICLE II: PURPOSE

Section 2.1 Purpose

The purposes for which the Corporation is formed are: to function as a trade association for entities providing medical and non-medical private duty home care; to provide leadership, representation, and education for the advancement of medical and non-medical private duty home care; and, to provide a strong, unified voice to speak to the issues of concern for individuals and entities providing medical and non-medical private duty home care. In furtherance of its purposes, the Corporation shall have all general powers provided and permitted by the laws of the state of Indiana and may do any and all things necessary in furtherance of its purposes subject to the laws of the state of Indiana.

Recognizing that medical and non-medical private duty home care is a vital component of the health care system, the Corporation shall represent the membership by:

- (a) Being a recognized resource for information about medical and non-medical private duty home care practice;
- (b) Fostering and encouraging communication among members;
- (c) Enhancing the strength and professionalism of medical and non-medical private duty home care providers;
- (d) Monitoring and influencing state and national legislation and regulations affecting the membership; and,
- (e) Providing educational opportunities to the membership.

ARTICLE III: MEMBERSHIP

Section 3.1 Classes Of Membership

The Corporation shall have one (1) class of membership called: (1) Chapter Member.

Section 3.2 Chapter Members

The Chapter Members of the Corporation shall be composed of those persons that provide or are interested in medical or non-medical private duty services in the geographic area of the Corporation primarily by their own employees, that are voting members of the Oklahoma Professionals for Home Care (hereafter referred to as the OPHC), and that are accepted to be Chapter Members by the Corporation's Board of Directors.

Section 3.3 Chapter Member and Associate Eligibility

Section 5.4.1 Eligibility for Chapter Member

Persons that provide medical or non-medical private duty services in the geographic area of the Corporation primarily by their own employees and that are members of the OPHC shall be eligible to become Chapter Members of the Corporation.

Section 3.4 Meaning of "Person" and "Entity"

As used in these Bylaws, the terms "person" and "entity" shall have the following meanings:

- (a) "Person". The term "person" means an individual or entity.

- (b) "Entity". The term "entity" means: a domestic or foreign corporation; a limited liability company; an unincorporated association; a partnership; a sole proprietorship; a state; or, the United States.

Section 3.5 Election To Chapter Membership or Associate

An applicant for Chapter Membership or Associate shall be admitted to membership under the procedures developed under the OPHC's authority to process membership applications for the Corporation as provided for in the OPHC's Bylaws. An application shall be submitted to the OPHC, signed by the applicant, and shall be accompanied by the required dues. The Corporation's Board of Directors shall either approve or disapprove the applicant. An applicant who is approved by the Board of Directors shall become a Chapter Member or Associate.

Section 3.6 Voting Rights and Privileges Of Membership

Section 3.6.1 Voting Rights

All members shall have the right to vote for the election of a Director of the Corporation. and to vote on any other matter which is required to be voted on by the membership of the Corporation by the Articles of Incorporation, or these Bylaws as amended. Provided, however, unless otherwise required by law, only OPHC shall have the right to approve or disapprove:

- (a) The dissolution or merger of the Corporation.
- (b) The sale, pledge, or transfer of all or substantially all of the Corporation's assets.
- (c) The adoption, alteration, amendment, or repeal of the Corporation's Articles of Incorporation or the adoption of new Articles of Incorporation.

Section 3.6.2 Privileges

Members shall be given: notice of annual and special meetings of members; notice of all Corporation sponsored educational programs; and, copies of newsletters of the Corporation. Members may attend any meeting of the Board of Directors but do not need to be given notice of such meetings.

Section 3.7 Designation of Representative and Alternate

Each member of the Corporation shall designate in writing to the Secretary or to the Executive Director (if any) the name of the person authorized by the member to act as the member's representative in affairs of the Corporation and the name of the person authorized by the member to act as the member's alternate representative. At any meeting of members, such a member shall be considered to be present if either its designated representative or its designated alternate representative is present; if such a member is so present at a meeting of members and is entitled to vote with respect to an item of business coming before the meeting, that member's vote shall be cast by the member's designated representative, or in the absence of the designated representative, by the member's designated alternate representative. A member may change from time to time the persons so designated by it by giving written notice to the Secretary or to the Executive Director (if any) of the name of its new representative or alternate; such a change shall be effective on the date stated in the written notice but may not be prior to the date the Secretary or the Executive Director (if any) receives the written notice.

Section 3.8 Dues and Assessments

Section 3.8.1 Dues

The Board of Directors shall determine from time to time the amount of the annual dues, if any, payable to the Corporation. The Board of Directors shall approve and accept prorated dues for Chapter Members and Associates beginning during a year. Dues shall not be refundable.

Section 3.8.2 Assessments

Special assessments may be levied upon the Chapter Members of the Corporation by a two-thirds (2/3rds) vote of a quorum of the Chapter Members at any annual or special meeting of the members, provided:

- (a) The special assessment has been recommended by the Board of Directors;
- (b) The notice of the meeting of members states that a special assessment will be considered at the meeting; and,
- (c) The notice of the meeting of members states the proposed amount and date, or dates, of payment of the special assessment.

At the meeting of member, both the amount and date, or dates, of payment as recommended by the Board of Directors shall be subject to amendment from the floor irrespective of whether or not the amendment increases or decreases the proposal as stated in the notice of the meeting.

Any assessment so approved by the members shall be due and payable as stated in the resolution approving the assessment.

Section 3.9 Suspension of Chapter Members or Associates

If a Chapter Member or Associate fails to make payment of the dues or assessments on or before the date the dues or assessment is due, all rights and privileges incident thereto shall be suspended until all its delinquent dues and assessments are paid. The Secretary or the Executive Director (if any) shall give such a Chapter Member not less than fifteen (15) calendar days prior written notice of the suspension and the reason for the suspension; the notice must be given by first class or certified mail or in person and sent to the last address shown on the Corporation's records. The Chapter Member shall be given the opportunity to be heard, orally or in writing, not less than five (5) calendar days, before the effective date of the suspension, by the Secretary, the Executive Director (if any), or such other person designated by the Board of Directors to decide that the proposed suspension should not take place.

Unless the Secretary, the Executive Director, or other person designated by the Board of Directors to decide that the proposed suspension should not take place, determines the suspension should not take place, suspension shall be effective on the effective date stated in the written notice.

A Chapter Member or Associate who has been suspended may be liable to the Corporation for dues and assessments as a result of obligations incurred or commitments made before the suspension.

Section 3.10 Termination of Chapter Members or Associates

A Chapter Member may be terminated by action of the Board of Directors for any of the following reasons:

- (a) In the event the Chapter Member fails to make payment of its dues or assessments on or before the date the dues or assessments are due;
- (b) In the event the Chapter Member ceases to meet the eligibility requirements as stated in Section 5.4 of these bylaws;
- (c) In the event the Chapter Member ceases to be a member in good standing of the OPHC;
- (d) In the event the Board determines the Chapter Member falsified its application to the Corporation;
or,
- (e) In the event the Board determines the Chapter Member committed a fraudulent act or violated any local, state or federal criminal or civil monetary penalty statute, regulation or similar law.

The Secretary or the Executive Director (if any) shall give such a Chapter Member not less than fifteen (15) calendar days prior written notice of the proposed termination and the reason for the proposed termination; the notice must be given by first class or certified mail or in person and sent to the last address shown on the Corporation's records. The Chapter Member shall be given the opportunity to be heard by the Board of Directors, orally or in writing, not less than five (5) calendar days, before the effective date of the proposed termination. Termination shall be effective on the date established by the Board of Directors but may not be earlier than five (5) days after the opportunity to be heard by the Board of Directors.

A terminated Chapter Member may be liable to the Corporation for dues and assessments as a result of obligations incurred or commitments made before the termination.

Section 3.11 Transfer of Membership or Status

A Chapter Member or Associate or the Corporation may not transfer their membership or Associate status

Section 3.12 Resignation of Membership or Associate Status

A Chapter Member's membership status in the Corporation, and all rights and privileges incident thereto, may be terminated and canceled by the resigning of a Chapter membership status provided that all indebtedness to this Corporation has been paid. Dues are non-refundable upon resignation from the Corporation. The resignation shall be communicated to the Board of Directors or its representative, and shall be accepted by the Corporation.

ARTICLE IV: MEETINGS OF MEMBERS

Section 4.1 Place of Meetings

All meetings of the members shall be held within the State of Oklahoma, at such place as may be determined from time to time by resolution of the Board of Directors.

Section 4.2 Annual Meeting

Section 4.2.1 When Annual Meetings Are Held

~~The annual meeting of the members of the Corporation shall be held within six (6) months after the close of each fiscal year of the Corporation for the purpose of electing Directors and Officers, and the transaction of such other business as may properly come before the meeting.~~
The annual meeting of the members of the Corporation shall be held in November each year. The date, time, and place of the annual meeting shall be determined by the Board of Directors.

Section 4.2.2 Business Transacted

At the annual meeting:

- (a) The President and the Treasurer, or their designees, shall report on the activities and financial condition of the Corporation; and,
- (b) The members shall consider and act upon other matters as may be raised consistent with the notice requirements stated in of these Bylaws.

Section 4.3 Special Meetings

Section 4.3.1 When Special Meetings Will Be Held

Special meetings of the members of the Corporation must be held:

- (a) On call of the President or the Board of Directors; or,
- (b) If the holders of at least ten percent (10%) of all the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary at least one (1) written demand for the meeting describing the purpose for which the meeting is to be held. The close of business on the thirtieth (30) day before delivery of the demand for a special meeting is the record date for the purpose of determining if the ten percent (10%) requirement has been met. Within thirty (30) calendar days after such a written demand for a special meeting has been delivered to the Secretary, the Secretary shall give notice of the special meeting. The time, date and place of the meeting shall be determined by the Board of Directors.

Section 4.3.2 Business Transacted

Only those matters that are within the purposes described in the notice of the special meeting may be conducted at that special meeting.

Section 4.4 Notice of Meetings and Waiver of Notice

Section 4.4.1 Notice of Meetings

Notice of all annual and special meetings of the membership shall be given to each member entitled to vote at the meeting in any one of the following manners: (1) in writing by mail; (2) in writing by email; (3) in writing as part of a newsletter regularly sent to members by the Corporation; or, (4) orally in person or by telephone. The notice shall state the place, date and time of the meeting and, in the case of a special meeting, a description of the purpose for which the meeting is called.

The Corporation shall notify members of the place, date and time of each annual and special meeting not less than ten (10) days, or if notice is mailed by other than first class mail or registered mail, it shall be given thirty (30) to sixty (60) days, before the meeting date.

Section 4.5 Quorum

At any annual or special meeting of the membership of the Corporation, a quorum shall be constituted by those members entitled to vote at that meeting and that are present at the meeting in person. Provided, however, unless at least one-third (1/3) of the voting power present in person, the only matters that may be voted upon at an annual meeting of members are those matters that are described in the meeting notice.

After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date must be set under of these Bylaws for that adjourned meeting.

Section 4.6 Voting

Each member of the Corporation entitled to vote concerning an item of business at a meeting of the membership who is present in person at the meeting shall have one (1) vote concerning that item of business; provided, however, no members whose membership is suspended shall be entitled to vote on that item.

If a quorum exists, action on a matter other than the election is approved if the votes cast favoring the action exceed the votes cast opposing the action unless the Nonprofit Corporation Act of 1991, the Corporation's Articles of Incorporation or these Bylaws require a greater number of affirmative votes.

Section 4.7 Proxies Prohibited

No member may vote the member's membership by proxy.

Section 4.8 Mail Ballot Vote

Section 4.8.1 Authorization by Board of Directors

The Board of Directors may authorize, in lieu of an annual or special meeting or a vote at such a meeting, a mail ballot vote on any matter or matters that could be voted upon at an annual or special meeting. If such a mail ballot vote is approved by the Board of Directors, the Board shall determine the specific procedure by which the mail ballot vote shall be conducted consistent with the requirements stated below.

Section 4.8.2 Content of Ballot and Solicitation

The written ballot must: (1) set forth each proposed action; and, (2) provide an opportunity to vote for or against each proposed action.

The solicitation for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than the election of Directors and Officers; and (3) specify the time by which the ballot must be received by the Corporation to be counted.

Section 4.8.3 Approval By Written Ballot

A written ballot shall be delivered to every member entitled to vote on the matter. A written ballot may not be revoked.

Approval of a matter by written ballot shall be valid only when: (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and, (2) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 4.9 Members Action Without a Meeting

Any action which is required or permitted to be approved by the membership or a class of membership may be taken without a meeting of the membership or of that class of membership if the action is approved by members holding at least eighty (80%) of the votes entitled to be cast on the action. The action must be evidence by at least one (1) written consent describing the action taken that meets the following conditions: (a) is signed by the members representing at least eighty (80%) percent of the votes entitled to be cast on the action; and, (b) is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Action taken under this is effective when the last member necessary to meet the eighty (80%) requirement signs the consent unless a prior or subsequent effective date is specified in the consent.

Requests for written consents must be delivered to all members entitled to cast votes on the action. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE V: BOARD OF DIRECTORS

Section 5.1 Number and Classes

The Board of Directors of the Corporation shall consist of seven (7) individuals. The seven (7) Directors shall be divided into two (2) classes such that three (3) of the Directors are elected every

other year for a term of two (2) years and four (4) of the Directors are elected every other alternate year for a term of two (2) years. The members shall determine the class of each Director at the time of the Director's election.

Section 5.2 Eligibility

Any individual, age eighteen (18) or older who is designated (pursuant to these Bylaws) as a Chapter Member's representative or alternate representative, shall be eligible to be elected and serve as a Director.

Notwithstanding anything in this to the contrary, no individual is eligible to be elected as a Director if that individual is the designated representative or alternate of a Chapter Member and another designated representative or alternate of that same Chapter Member would be Director during a portion of that individual's term as a Director.

Section 5.3 Term of Office

A full term of office for a Director shall be for two (2) years, beginning at the beginning of the calendar year of the members and ending at the end of the calendar year two (2) years later. Despite the expiration of a Director's term, the Director continues to serve until: (a) a successor is elected and qualifies. No director may serve more than three (2) consecutive terms of office, unless there are no other chapter members willing to serve as a director at the time the incumbent's term expires.

Section 5.4 Ex-Officio, Non-Voting Members

The immediate Past-President, or the Executive Director (if any), shall each serve as an ex-officio, non-voting member of the Board of Directors; provided, however, in the event the person holding any such position is also a Director, that person's status on the Board shall be as a Director rather than as an ex-officio, non-voting member

Section 5.5 Election

Directors shall be elected by a plurality of the votes cast by the members at the annual meeting of the members.

Section 5.6 Vacancies

Any vacancy occurring on the Board of Directors caused by death, resignation, loss of eligibility, removal, or otherwise, shall be filled by the Board of Directors by election of a new Director to fill the un-expired term. Provided however; a vacancy occurring through an increase in the number of Directors by amendment of these Bylaws shall be filled by a vote of the members of the Corporation. And, provided further; a vacancy which will occur at a specified later date because of a resignation effective at a later date, may be filled before the vacancy occurs; however, the new Director may not take office until the vacancy occurs.

Section 5.7 Regular Meetings

Regular meetings of the Board of Directors may be held at such date, time and place as shall be approved by resolution of the Board for the transaction of such business as may come before the meeting.

Section 5.8 Special Meetings

Special meetings of the Board of Directors may be held whenever called by the President or upon written request of any three (3) Directors. The business to be transacted at any special meeting of the Board shall be limited to those items of business stated in the notice of the meeting.

Section 5.9 Notice of Meetings and Waiver of Notice

Section 5.9.1 Notice of Meetings

Meetings of the Board of Directors shall be preceded by notice to each Director and to each ex-officio member of the Board of Directors, which notice shall state the date, time, and place of the meeting and, in the case of a special meeting, the items of business to be transacted. The Secretary shall cause such notice to be given to each Director and ex-officio member not less than three (3) calendar days prior to the meeting.

Such notice may be communicated by any of the following:

- (a) Orally or in writing in person
- (b) Orally or in writing by telephone, telegraph, teletype, or other form of wire or wireless communication; or

(c) In writing by mail.

If given by mail, the notice must be directed or addressed to the Director or ex-officio member at the individual's address as listed in the most current records of the Corporation.

Section 5.10 Place of Meetings

All meetings of the Board of Directors shall be held at such place as may be determined from time to time by resolution of the Board of Directors, but shall be held within the State of Oklahoma.

Section 5.11 Quorum

One-third (1/3rd) of the number of Directors in office, but not less than two (2) Directors, shall constitute a quorum for the transaction of business. Provided, however, when filling vacancies, if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the remaining Directors may fill the vacancies by the affirmative vote of a majority of the Directors remaining in office. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present when the act is taken is the act of the Board of Directors. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time.

Section 5.12 Board Action Without a Meeting

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors entitled to vote. The action must be evidenced by at least one (1) written consent: (a) describing the action taken; (b) signed by each Director; and, (c) included in the minutes or filed with the corporate records reflecting the action taken. An action taken under this Section is effective when the last Director signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 5.13 Participation by Telephone or Other Means

The Board of Directors may permit any or all of the Directors to participate in a meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 5.14 Resignation

A Director of the Corporation may resign at any time by delivering written notice of his or her resignation to one (1) of the following: (a) the Board of Directors; (b) the President; or, (c) the Secretary.

Unless the resignation specifies a later effective date, a resignation is effective at the earliest of the following: (a) when received; (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the corporation; (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 5.15 Removal

Section 5.15.1 Removal By Members

The members may, with or without cause, remove a Director from office prior to the normal expiration of the Director's term of office. Such removal may only occur at a meeting called for the purpose of removing the Director; the meeting notice must state that the purpose of the meeting is the removal of the Director. A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors, i.e., it shall be assumed that the votes against removal are cast in an election for the number of Directors of the class to which the Director to be removed belonged on the date of the Director's election.

Section 5.15.2 Removal By Board of Directors

The Board of Directors may remove a Director from office prior to the normal expiration of the Director's term of office due to the Director's failure, for whatever reason, to attend three (3) consecutive regular meetings of the Board of Directors, failure to serve, malfeasance, or conduct unbecoming a member. The Board of Directors may remove such a Director from office only if a majority of the Directors then in office votes for the removal.

The provisions of this Section shall apply only to the removal of a Director whose term of office on the Board of Directors begins after the effective date of these Bylaws.

Section 5.16 Compensation

Directors shall not receive compensation for any services rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as a Director or in any other capacity.

Section 5.17 Directors Conflict of Interest

No contract or other transaction between the Corporation and a Director or any other corporation, firm, association or entity in which a Director is a director or officer or is financially interested, shall be either void or voidable because of this relationship or interest or because the Director is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies the contract or transaction or because the Director's votes are counted for such purposes, if:

- (a) The fact of the relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director;
- (b) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify the contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies the contract or transaction.

Section 5.18 Limitations on Powers of Board of Directors

Notwithstanding anything in these Bylaws that could be interpreted or construed to the contrary, the Board of Directors does not have the power to do any of the following:

- (a) Initiate and approve the dissolution or merger of the Corporation.
- (b) Initiate and approve the sale, pledge, or transfer of all or substantially all of the Corporation's assets.
- (c) Initiate and adopt, alter, amend, or repeal the Corporation's Articles of Incorporation or adopt new Articles of Incorporation.
- (d) Initiate and adopt, alter, amend, or repeal the Corporation's Bylaws, adopt new Bylaws or, except as permitted by Article XIX, Section 19.1, or other Bylaws.

Section 5.19 Interpretation of the Bylaws

Decisions of the Board of Directors shall ~~in the absence of contrary interpretation by the HCAOA Board of Directors,~~ be final and binding except as set forth in the following sentence. All decisions of the Board of Directors shall be final and binding upon the Corporation, except that upon notice by a minority of one less than 50% of the Board, filed with the Secretary within twenty-four (24) hours of any decision, the action may be stopped and the matter referred for final determination by the general membership, at the next regular or special meeting.

ARTICLE VI: OFFICERS

Section 6.1 Term of Office

The officers of the Corporation shall consist of a Director-President, a Director-Vice-President, a Director-Secretary, a Director-Treasurer, and the Association Executive ex officio (if any).

The initial officers of the Corporation shall be elected by the initial Board of Directors named by the Incorporator and shall hold office until the beginning of the annual meeting of the membership held in [Insert the calendar year after the year these Bylaws are adopted] and until their successor is elected and qualified, except in the event of their earlier death, resignation, ineligibility or removal.

Thereafter, the officers shall be elected by the members of the Corporation at its annual meeting and shall hold office for a term of one (1) year until the beginning of the annual meeting one (1) year later and until their successor is elected and qualified, except in the event of their earlier death, resignation, ineligibility or removal. No Officer shall hold the same elected office for more than three (3) consecutive terms.

Section 6.2 Eligibility

Officers must be Directors of the Corporation. An individual may simultaneously hold more than one (1) office in the Corporation.

Section 6.3 Election

Officers shall be elected by a majority vote of a quorum of the Board of Directors members at their first meeting of the year. ~~the annual meeting of the Corporation.~~

Section 6.4 Vacancies

A vacancy in any office because of death, resignation, ineligibly, removal or otherwise shall be filled by the Board of Directors for the un-expired term of such office. A vacancy which will occur at a specified later date because of a resignation effective at a later date, which is accepted by the Corporation, may be filled by the Board of Directors before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 6.5 Resignation

An officer may resign at any time by delivering written notice of the resignation to the Board of Directors, the President, or the Secretary. Resignation as a Director automatically constitutes resignation from any office held by that Director.

Section 6.6 Removal

An officer of the Corporation may be removed from office at any time by the Board of Directors by a vote of not less than a majority of the whole number of Directors at any meeting of the Board, whenever the Board, in its judgment, believes such removal is in the best interest of the Corporation. Removal as a Director automatically constitutes removal from any office held by that Director.

Section 6.7 Duties of Officers

Section 6.7.1 Director-President

The Director-President shall preside at all meetings of members, at all meetings of the Board of Directors, at all meetings of the Executive Committee, and shall have general supervision over the work of the Corporation. The Director-President shall perform such other duties as prescribed from time to time by law, by these Bylaws, by the Board of Directors or by the members.

Section 6.7.2 Director-Vice President

The Director-Vice-President shall assist the Director-President in that office, the Director-Vice-President shall exercise and perform the powers and duties of the Director-President until a successor is elected. The Director-Vice-President shall perform such other duties as prescribed from time to time by law, by these Bylaws, by the Board of Directors or by the members.

Section 6.7.3 Director-Secretary

The Director-Secretary shall keep, or cause to be kept, all corporate records, the membership lists as required by these Bylaws, and minutes of all meetings of the members and of the Board of Directors. The Director-Secretary shall cause to be sent notices of meetings of the Board of Directors and of meetings of the members and shall authenticate records of the Corporation when necessary or desirable. The Director-Secretary shall perform such other duties as prescribed from time to time by law, by these Bylaws, by the Board of Directors or by the members.

Section 6.7.4 Director-Treasurer

The Director-Treasurer shall be responsible for all funds and securities of the Corporation, shall keep or cause to be kept regular books of account, and in general shall perform all duties as prescribed by law, by these Bylaws, by the Board of Directors or by the members. The Director-Treasurer shall be responsible for the disbursement of the funds of the Corporation as authorized by the Board of Directors. The Director-Treasurer shall provide a report at the annual meeting of the members. If applicable, the Director-Treasurer shall serve as Chairperson of the Finance Committee.

Section 6.8 Compensation

No officer of the Corporation shall receive compensation for services performed by her/him as an officer. However, nothing herein shall be construed to preclude any officer from receiving compensation from the Corporation for other services actually rendered to the Corporation or for expenses incurred for serving the Corporation as an officer.

ARTICLE VII: EXECUTIVE DIRECTOR

Section 7.1 Executive Director

An Executive Director may be appointed and employed by the Board of Directors. If this option is exercised, the Executive Director shall be responsible for the general direction of the affairs and operation of the Corporation in accordance with policies and a job description approved by the Board of Directors. The Executive Director may not be an officer of the Corporation or a Director, but shall serve as an ex officio, nonvoting member of the Board of Directors.

ARTICLE VIII: COMMITTEES OF THE BOARD

Section 8.1 Executive Committee

The only standing committee of the Board of Directors shall be the Executive Committee.

Section 8.1.1 Composition

The Executive Committee shall consist of the Director-President, the Director- Vice President, the Director-Secretary, and the Director-Treasurer. The President shall serve as chairperson of the Executive Committee.

Section 8.1.2 Duties

The Executive Committee shall have the power to exercise all of the authority of the Board of Directors in the management of the Corporation during the interim between the regular meetings of the Board of Directors, provided that the Executive Committee may not modify any action taken by the Board of Directors.

Section 8.1.3 Meetings and Reports

The Executive Committee shall meet as necessary or desirable, shall maintain a permanent record of its proceedings and actions, and shall make a report thereof to the Board of Directors. All actions taken by the Executive Committee shall be reported to the Board of Directors at the Board's next regular meeting and become a part of the minutes of that Board meeting.

Section 8.2 Special Committees

From time to time, the President, with the approval of the Board of Directors, may appoint additional committees and define the duties and purpose thereof as the President and the Board may determine to be necessary or desirable for facilitating or carrying out any of the purposes or functions of the Corporation. The membership of any such additional committee shall be Directors.

The members of each special committee shall be appointed and serve for each term as the Board of Directors shall determine.

Section 8.3 Regular Meetings of a Committee

A regular meeting of a committee of the Board of Directors is one for which the time and place of the meeting is fixed by the committee. Subject to these Bylaws, regular meetings of a committee may be held at such place and time as shall be approved from time to time by the committee.

Section 8.4 Special Meetings of a Committee

A special meeting of a committee of the Board of Directors is any meeting of the committee which is not a regular meeting. Special meetings of a committee may be held whenever called by the chairperson of the committee, the President, the Secretary, the Executive Director (if any) or upon written request of any two (2) committee members.

Section 8.5 Committee Action Without a Meeting

Any action that may be taken at a meeting of a committee of the Board of Directors may be taken without a meeting if the action is taken by all members of the committee entitled to vote. The action must be evidenced by at least one (1) written consent: (a) describing the action taken; (b) signed by

each committee member entitled to vote; and, (c) included in the minutes or filed with the corporate records reflecting the action taken.

An action taken under this Section is effective when the last committee member entitled to vote signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 8.6 Participation by Telephone or Other Means

A committee may permit, any or all of the voting members of the committee to participate in a meeting of the committee by, or conduct the meeting through the use of, any means of communication by which all voting members of the committee participating may simultaneously hear each other during the meeting. A committee member participating in a meeting by this means is considered to be present in person at the meeting.

Section 8.7 Limitations on Powers of Committees

Committees shall have no power to take any action whatsoever to commit the Board of Directors or the Corporation to any course of action except as specifically directed by and with approval of the Board of Directors.

ARTICLE IX: CORPORATE RECORDS

Section 9.1 Permanent Records

The Corporation shall keep as permanent records a record of the following: (a) minutes of meetings of the Corporation's members and of the Board of Directors; (b) a record of actions taken by the members or by the Directors without a meeting; and, (c) a record of actions taken by committees of the Board of Directors.

Section 9.2 Accounting Records

The Corporation shall maintain appropriate accounting records.

Section 9.3 Membership List

The Corporation shall maintain a record of the Corporation's members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.

Section 9.4 Form of Records

The Corporation shall maintain the Corporation's records in written form or in another form capable of conversion into written form within a reasonable time.

Section 9.5 Records at Principal Office

The Corporation shall keep a copy of the records at the Corporation's principal office in Indiana and at the Corporation's principal office in the State of Oklahoma.

ARTICLE X: INSPECTION AND COPYING OF RECORDS BY MEMBERS

Section 10.1 Records At Principal Office

A member of the Corporation is entitled to inspect and copy the records of the Corporation described in these Bylaws if the member gives the President, Secretary or the Executive Director (if any) written notice of the member's desire to inspect and copy at least five (5) business days before the date on which the member desires to inspect and copy. Any inspection or the copying of any records or financial statements of the Corporation shall be done in compliance with the laws of Oklahoma and shall occur at the Corporation's principal office in Oklahoma during normal business hours or at such other reasonable time and location specified by the Board of Directors.

Section 10.2 Conditions Which Must Be Met

A member may inspect and copy such records only if the following conditions are met: (a) the member's request is made in good faith and for a proper purpose; (b) the member describes with reasonable particularity the purpose and the records the member desires to inspect; and, (c) the records are directly connected to that purpose.

ARTICLE XI: NATIONAL AFFILIATION

Section 11.1 Use of Logo

The logo of the Corporation shall be the official logo as adopted from time to time by the OPHC. Only the addition of the Corporation's name may be added to the logo. Any use of the OPHC logo by the Corporation shall be subject to approval by the Board of Directors of the OPHC.

ARTICLE XII: LIABILITY OF MEMBERS

Section 12.1 Liability of Members

In accordance with the Indiana Nonprofit Corporation Act of 1991 a member of the Corporation is not personally liable for the acts or debts of the Corporation. However, a member may become personally liable because of the member's own acts or conduct.

ARTICLE XIII: LOANS AND ADVANCEMENTS

Section 13.1 Loans and Advancements

The Corporation shall not lend money to, or guarantee the obligation of, a Director or officer of the Corporation.

ARTICLE XIV: FISCAL YEAR OF THE CORPORATION

Section 14.1 Fiscal Year of the Corporation

The fiscal year of the Corporation shall coincide with the calendar year of January 1 through December 31 of each year.

ARTICLE XV: DISSOLUTION OF THE CORPORATION

Section 15.1 Dissolution of the Corporation

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to any other nonprofit corporation or corporations organized for purposes substantially the same as those of this Corporation.

ARTICLE XVI: RULES OF ORDER

Section 16.1 Rules of Order

In all matters not covered by these Bylaws, the proceedings of the Corporation shall be governed by Robert's Rules of Order - newly revised.

ARTICLE XVII: EMERGENCY BYLAWS

Section 17.1 Emergency Bylaws

The Board of Directors of the Corporation may adopt bylaws to be effective only in an emergency as defined below. The emergency bylaws may make all provisions necessary for managing the Corporation during an emergency, including the following: (a) procedures for calling a meeting of the Board of Directors; (b) quorum requirements for the meeting; and, (c) designating additional or substitute directors.

Provisions of these regular Bylaws consistent with emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

Section 17.2 Definition of "Emergency"

An emergency exists for the purposes of this Article if an extraordinary event prevents a quorum of the board of Directors from assembling in time to deal with the business for which the meeting has been or is to be called.

ARTICLE XVIII: AMENDMENTS

Section 18.1 Amendments

These Bylaws may be amended if said amendments are adopted by a two thirds (2/3) vote of the Board of Directors present at any meeting of the board where a quorum is present and written notice of the meeting and the proposed amendments shall have been sent to the board members at least one month prior to the meeting.

~~These Bylaws, and any bylaw amendments, shall be effective only when submitted to and approved by the HCAOA.~~