

**2009-2010**  
**BY-LAWS**  
**OF**  
**Inland Association for Continuity of Care**  
**(AKA I.A.C.C.)**  
**A Non-Profit Public Benefit Corporation**

**ARTICLE 1**

**NAME AND LOCATION**

**Section 1.01 Names.** The name of the Corporation shall be Inland Association for Continuity of Care (hereafter "Association").

**Section 1.02 Principal Office.** The principal office of the Association for the transaction of its business shall be located in the county of San Bernardino or Riverside, California.

**Section 1.03 Other Offices.** The Association may have offices at such other places, within the State of California, where it is qualified to do business, as its business may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE 2**

**PURPOSES AND OBJECTIVES**

**Section 2.01 Purposes and Philosophy.** The purpose and philosophy of the Association will include:

- a). promoting the concept that continuity of care is an essential component of the health care delivery system and that this care should be delivered in the most cost effective manner;
- b). promoting the concept that every patient has the right to quality, coordinated health care beginning prior to and upon admission to a health care facility, including, but not limited to, discharge planning, patient and/or family involvement in the discharge planning process;
- c). promoting and supporting the philosophy that continuity of care is an interdisciplinary health care approach that is centered on the patient and family, specifically to ensure that the preventative, therapeutic, rehabilitative, psychosocial, and medical needs, as well as continuity of care needs in the community, are considered during discharge planning and the delivery of care process;
- d). supporting the concept that professionals involved in the continuity of care should have access to an educational and supportive network;
- e). promoting communication and collaboration among health care professionals, health care providers, and community resources who are involved with continuity of care.

**Section 2.02 Objectives.** The Objectives of the Association shall be:

- a). to provide for educational needs and professional growth of the Members and health care professionals responsible for continuity of care;
- b). to act as a patient/client advocate to effect changes in the health care delivery system as related to continuity of care;
- c). to provide informational and advisory services for Members, health care providers, government agencies, consumer groups and the community;
- d). to promote professional competence and expertise in the assessment, planning, intervention, and evaluation process of health care provision;
- e). to promote the awareness of the right to access health services as it relates to continuity of care;
- f). to promote and enhance communication and linkages between those involved in the discharge planning, case management and continuity of care processes.

### **ARTICLE 3**

#### **RESTRICTIONS**

**Section 3.01 Restrictions.** All policies and activities of the Association shall comply with, and be consistent with:

- a). applicable federal, state and local, antitrust, trade regulation or other legal requirements; and
- b). applicable tax-exemption requirements, specifically including, but not limited to:
  - 1. The Association shall not be organized for profit; and
  - 2. No part of the Association's net earnings shall inure to the benefit of any private individual.

### **ARTICLE 4**

#### **ANNUAL MEMBERSHIP**

**Section 4.01 Membership Qualifications.** Membership in the Association is available to any professional person who is involved in, or associated with the continuity of care process and who is committed to the Philosophy and objectives of the Association (hereafter "Membership" or "Member").

There shall be two (2) types of Annual Membership: General and Associate.

- a). General Membership. General Membership in the Association is open to anyone who is licensed or a professional who is actively involved in or responsible for continuity of care processes, as determined by the Board of Directors, who is currently employed in the health care field, and who also agrees with the philosophy and objectives of the Association. General Members shall have full voting status and may serve as Board or Committee Members. Actively involved shall include, but not be limited to, directly related employment of no less than an average of 20 hours per week. A

General Member in good standing is defined as one who has attended six (6) out of the last ten (10) meetings, or as determined by the Board of Directors.

b). Associate Membership. Associate Membership in the Association is available to any representative of a firm, partnership, corporation, or other entity which has a mutual interest in continuity of care through the delivery of services and products, or any person who wishes to contribute to the on-going efforts of the Association, and who agrees with the purpose and philosophy of the Association (hereafter "Associate Member"), but who does not qualify as a General Member and does not have voting rights at General meetings. Associate Members may serve on the Board with voting rights; they shall be eligible to attend monthly meetings, and they may serve on committees or subcommittee.

**Section 4.02 Application and Admission for Membership.** One wishing to gain at-will Membership of the Association must complete the application form provided by the Association, as approved by the Board of Directors, and submit such application to the Membership Chairperson, who shall submit such to the Board of Directors for its review. Applicants meeting Membership qualifications will be admitted for Membership upon a majority vote of the Board of Directors.

**Section 4.03 Termination.**

a). Voluntary Termination. A Member may voluntarily terminate Membership, at any time, by submitting a notice of such termination to an officer of the Association with a copy to the Membership Chairperson, such notice to be served in person or by depositing it in the United States mail.

b). Involuntary Termination. Membership may be terminated at-will at the discretion of the Board, by a two thirds majority vote of the Board of Directors, taken at a duly called meeting, occurring no less than fifteen (15) days after the Member has received notice of the pending consideration to terminate Membership, and such member has been given the opportunity to submit his/her written opposition to, or request to be heard by, the Board of Directors. Grounds for such termination include, but are not limited to the following:

1. Failure to meet the qualifications for Membership for a period exceeding 30 days after receiving notice of such failure by the Board of Directors.
2. Payment of dues with bad faith tender not resolved within 30 days.
3. Revocation or suspension of professional license.
4. Conviction of crime of moral turpitude.
5. Conviction of felony.
6. Successful judgment against Member for malpractice or gross negligence.

A Member who is terminated shall remain responsible for liabilities accrued and unpaid as of the date of termination.

**Section 4.04 Membership Transfer.** General, Associate and Corporate Memberships or any right hereunder, are not transferable, without approval from the Board of Directors.

**Section 4.05 Dues.** All Members of the Association shall be required to pay dues, in an amount to be determined from time to time by a two thirds vote of the Board of Directors, upon approval of Membership and annually thereafter. Members who are delinquent in payment of dues, for more than a thirty day period, shall automatically have all voting or other privileges or rights of Membership suspended until such dues are paid in full. Dues shall not be refundable.

## **ARTICLE 5**

### **FISCAL YEAR**

**Section 5.01 Fiscal year of the Association.** The fiscal year of the Association shall begin on the first day of September and end on the last day of August of the following year.

## **ARTICLE 6**

### **DIRECTORS**

**Section 6.01 Authority.** The governing management of the Association is the Board of Directors, which shall have authority of, and is responsible for, the supervision, control and direction of the Association.

**Section 6.02 Officers.** The Officers of the Association shall consist of President, Immediate Past President, President-Elect, Secretary, Treasurer, Program Chairperson, Vendor Chairperson(s), Membership Chairperson(s) Education/CEU Chairperson and up to four(4) Directors-at-Large. All members who serve as Officers on the Board of Directors have voting rights.

**Section 6.03 Composition of Board of Directors.** The Board of Directors shall consist of all elected Officers of the Association.

**Section 6.04 Qualifications.** Officers may be General or Associate Members in good standing of the Association for a period of at least one year. Officers may serve two consecutive terms in the same office, which may be extended upon approval of a two-thirds vote of the Board.

**Section 6.05 Compensation.** Directors shall serve without compensation except that they shall be reimbursed for actual, ordinary and necessary pre-approved expenses incurred in attending Board of Directors meetings, and shall be entitled to reasonable expenses, advance or reimbursement for pre-approved expenses incurred in the performance of their regular duties as specified in Article 7, Section 7.01 of these By-Laws.

**Section 6.06 Attendance.** All voting Board Members are expected to attend the majority of monthly Board Meetings and the majority of the monthly Membership meetings. Notification of absences is to be cleared by the President prior to all meetings.

**Section 6.07 Vacancies.** If a vacancy occurs on the Board of Directors for any reason, the vacant position shall be filled for the remainder of the term by appointment from the remaining Board Members.

**Section 6.08 Resignation and Removal.** Any Director may resign at any time by giving written notice to the Board of Directors or the President of the Association. Any such resignation shall take effect at the date of the notice, or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed at-will by a majority vote of the Board of Directors. Failure to comply with the meeting attendance requirements or failure to perform the required tasks may result in termination, at the Board's discretion.

**Section 6.09 Non-Liability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association, except however, those individual Directors shall be personally liable for tortuous conduct.

**Section 6.10 Insurance for Corporate Agents.** The Board of Directors, in its discretion may adopt a resolution authorizing the purchase and maintenance of liability insurance on behalf of any agent of the Association.

**Section 6.11 Board of Director's Meetings.** The Board of Directors shall meet monthly, at such time and place it selects from time to time. Additional meetings or cancellations may be arranged by the President of the Association at any time, with the consent of the majority of the Board Members, and with 3 days notice or waiver of such notice by a majority of the Members of the Board of Directors. A quorum is required for action to be taken at Board meetings.

**Section 6.12 Action by Directors Taken Other Than at Meetings.** Unless specifically prohibited by the Articles of Incorporation or the Bylaws, any action required to be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by a majority of Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by the majority of Directors shall have the same effect as a unanimous vote and may be stated as such. In addition, business of the Board of Directors may be conducted by telephone conference call or electronic messaging. A written record shall

be made by the President (or person designated by the President) of all such conference calls and votes, which record shall be approved at the next duly convened meeting of the Board of Directors.

**Section 6.13 Quorum.** A quorum shall consist of 50% of the Board of Directors.

## **ARTICLE 7**

### **DUTIES OF OFFICERS**

**Section 7.01 Duties.** The officers shall perform those duties that are usual to their positions and, in addition to any other duties set forth in these By-Laws and signed Job Descriptions, those duties that are assigned to them from time to time by the President. Specific duties are as follows:

- a). **President.** The President shall be responsible for conducting the business of the Association, preside at the Board of Directors' and General Members' Meetings, and appoint the chairperson of all committees. The President shall, in consultation with committee chairs, appoint committee members, and shall serve as an ex-officio member of all committees. The President shall also be the official community representative of the Association; if he/she is unable to fulfill this duty, he/she shall assign another officer or general member to fulfill this duty. The President, after his/her term of office, shall continue to serve as Past President to the newly elected officers.
- b). **President-Elect.** The President-Elect shall, in the absence of the President, preside at all meetings. The President-Elect shall, at the direction of the President, assist the President in his/her duties.
- c). **Secretary.** The Secretary shall be responsible for recording the proceedings of all Board and General meetings and for providing a copy of all such minutes to the Board of Directors in a timely manner. The Secretary will provide one copy of the minutes at all meetings. The Secretary shall Chair the By-Laws Committee.
- d). **Treasurer.** The Treasurer shall be responsible for the receipt of all Association monies, budgeting, payment of bills incurred on behalf of the Association and keeps and maintain adequate and correct accounts of the Association's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall be responsible for preparation of a monthly financial report, which shall be available monthly at the Board and General meeting, and shall be responsible for preparing a year-end financial statement, which will be reviewed by the Audit Committee.
- e). **Membership Chairperson.** The Membership Chairperson shall assist the Treasurer in the collection of Membership dues and in maintaining a current Membership roster.

- f). Past President. The Past President will serve as a consultant to the newly elected President, and perform delegated special projects as assigned by the President.
- g). Program Chairperson(s). The Program Chairperson(s) shall organize and make all arrangements for the Holiday Networking Luncheon and the Annual Spring Conference. The Program Chairperson(s) will find and confirm all General meeting locations, upon approval of the Board of Directors.
- h). Vendor Chairperson. The Vendor Chairperson is responsible for finding and organizing the vendors for the Annual Spring conference as well as sponsorship opportunities for the Holiday Networking Luncheon.
- i). Education/CEU Chairperson. The Education/CEU Chairperson is responsible for securing all speakers for General meetings and the Spring Conference, and all relevant information for CEU. The Education/CEU Chairperson is responsible for submitting all CEU information to appropriate credentialing agencies.

**ARTICLE 8  
COMMITTEES**

The President of the Association as deemed necessary to carry out the work shall form committees. They shall be given a charge by the President at their formation and will be dissolved at the completion of their Assignment.

**Section 8.01 Qualification of Committee Chairpersons.** Chairpersons of committees shall be Board Members.

**Section 8.02 Audit Committee.** The President at the end of each fiscal year will appoint an Audit Committee Chairperson. This committee will consist of two (2) Board Members who are not signatories and at least one General Member. The function of this committee will be to audit the financial record prior to October 31.

**ARTICLE 9  
ELECTION AND TERMS OF OFFICE**

**Section 9.01 Voting.** Each General Member and Board of Director shall have one vote. Election of Directors shall be by secret ballot.

**Section 9.02 The Ballot.** The ballot with the names of consenting nominees for the offices will be presented to the Board of Directors prior to notifying all General Members and Board of Directors. In the event of a tie for an office, an immediate vote of General Members will be taken to break the tie by simple majority. Voting will be repeated until the tie is broken.

Announcements will be made in June. The President shall retain all ballots for a period of one year following the election and then destroy them.

**Section 9.03 Term of Office.** Officers will serve a term of one fiscal year, beginning on September 1 and ending on August 31 of the following year.

**Section 9.04 Commencement of Term.** The term of office for newly elected officers shall commence with Strategic Planning, with the exception of the position of Treasurer, for the purpose of closing the books. The Treasurer's term of office shall commence on September 1.

## **ARTICLE 10**

### **MEMBERSHIP MEETINGS**

**Section 10.01 Conduct of Meetings.** Meetings of the Board of Directors and Membership Meetings will be presided over by the President, or in his/her absence, by the President-Elect. In the absence of either of these persons, the President will delegate a Board Member. The Secretary shall act as Secretary of all meetings, and in his/her absence; the Past-President shall act as Secretary of the meeting. Meetings shall be governed by Roberts' Rule of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the Articles of Incorporation of this Association, or with any provision of law.

**Section 10.02 Monthly Meetings.** Membership meetings shall be held monthly, September through June, at a determined place, time and date, as determined by the Board of Directors.

**Section 10.03 Special Meetings.** The Board of Directors may call special meetings of the Association at any time.

**Section 10.04 Notice and Quorum.** The Board of Directors must give all Members reasonable notice of all General Membership meetings. The notice will include an agenda of the upcoming meeting. Included in this notice shall be a copy of the minutes from the previous meeting. A quorum shall consist of 50% of the Board of Directors.

**Section 10.05 Votes.** Votes on a business policy or procedure of the Association, not otherwise provided for in these By-Laws, shall be determined by a simple majority of the General Members and Board of Directors present.

**Section 10.06 Minutes.** Accurate written minutes shall be kept of all Membership and Board of Directors' meetings of the Association for three (3) years by the President and Secretary.

## **ARTICLE 11**

### **RULES**

**Section 11.01 Rules.** The Board of Directors may establish rules that are consistent with the Articles of Incorporation, these Bylaws, and applicable law for the policies, procedures and programs of the Association.

**Section 11.02 Financial records.** Should be kept by the treasurer for a period of 7 years or as required by IRS.

**Section 11.03 Membership applications.** Should be kept by Membership Chairperson for a period of 2 years.

**ARTICLE 12**

**EDUCATION REIMBURSEMENT**

As specified in ARTICLE 4, one of the objectives of this Association is to provide educational opportunities for its General Members. In keeping with this goal and philosophy there will be educational reimbursement for General Members.

**Section 12.01 Qualifications.** There will be educational reimbursement for the Board Members and for the General Members in good standing as defined in Article 4, section 4.01a, of these bylaws. The level of educational reimbursement will be set by the Board of Directors at the beginning of each fiscal year and all General Members will receive written Notification of the reimbursement guidelines and requirements. The Board of Directors may, by majority vote make changes in the educational reimbursement budget according to the present financial status of the Association.

**ARTICLE 13**

**DISSOLUTION**

**Section 13.01 Dissolution.** If the Association should be dissolved, no member will receive any portion of its remaining assets or property; upon dissolution, the balance of any assets or property of the Association which remains after all debts or obligations are paid will be distributed to any other non-profit Association which has been determined by Board approval.

**ARTICLE 14**

**AMENDMENTS**

The Bylaws of the Association may be modified, amended or repealed only after approval by ballot of majority General Membership. Proposed changes may be made by the Board of Directors. A proposed change, and changes, which are adopted, shall become effective immediately.