

**AMENDED AND RESTATED BYLAWS
OF
HOME CARE AND HOSPICE ASSOCIATION OF COLORADO**
(a Colorado nonprofit Corporation)

ARTICLE I

Name

The name of the entity is the Home Care and Hospice Association of Colorado. The organization may be referred to in these Bylaws as the Corporation, the Association, or HHAC.

ARTICLE II

Mission, Goals, and Core Functions

A. Definition and Composition

The Home Care and Hospice Association of Colorado is a nonprofit, non-partisan association of companies that provide health, hospice, palliative, or personal care services or products in a person's place of residence. Association members also include companies that supply services to the home care and hospice industry but do not provide direct patient or client care. The Association is supported by voluntary membership dues.

B. Mission

It is the mission of the Association to provide leadership and information to the home care and hospice industries in Colorado and the surrounding region and to assist its members in addressing the changing environment affecting those industries.

C. Purpose

The primary purpose for which the Corporation is formed is to provide a single-organization to help make home care and hospice an essential part of a comprehensive health and palliative care delivery system for all people of Colorado and the surrounding region.

D. Core Functions

1. Promote quality home care and hospice services;

2. Provide a vehicle for the exchange of information and communication among companies, health care disciplines, individuals, and institutions furnishing health, palliative, or personal care services;
3. Educate and inform members regarding the applicability of state and federal rules and regulations governing the delivery and financing of home care and hospice services;
4. Promote the inclusion of coverage for home care and hospice benefits in medical plans;
5. Communicate the collective concerns of members to legislators and policymakers;
6. Maintain systems and processes that ensure meaningful input from all members;
7. Connect individuals and communities with information and resources related to home care and hospice services;
8. Define and communicate the Association's vision to relevant publics; and
9. Support home care and hospice initiatives at the national level.

ARTICLE III

Status

The Association shall be a nonprofit Corporation organized and existing under the Colorado Revised Nonprofit Corporation Act (the "Nonprofit Act").

The Corporation shall be recognized by the Internal Revenue Service as exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (otherwise referred to as the "Code") or the corresponding provision of any future federal law, and shall be organized and operated exclusively as a professional association or business league within the meaning permitted by the Code.

ARTICLE IV

Purposes and Powers

A. Purposes

Consistent with its status under Article III of these Bylaws and the Corporation's Articles of Incorporation, as amended, the purposes of the Corporation are to promote the mission, goals, and core functions set forth in Article II.

In furtherance of those purposes, the Corporation may promote, establish, conduct, and maintain activities on its own behalf and may contribute to or otherwise assist other

Corporations, organizations, or institutions conducting activities consistent with the Corporation's purposes as permitted by law.

B. Powers

Subject to the limitations contained in the Nonprofit Act, the Articles of Incorporation, and these Bylaws, the Corporation shall have and may exercise all rights, powers, and privileges now or hereafter conferred upon nonprofit Corporations under the laws of the State of Colorado.

The Corporation may do all things necessary, convenient, or appropriate to accomplish its lawful corporate purposes.

ARTICLE V Offices

A. Principal Office

The principal office and place of business of the Corporation shall be designated from time to time by the Board of Directors (hereafter also referred to as "the Board"). The principal office may be located within or outside the State of Colorado, as determined by the Board.

The Corporation may also have other offices, either within or outside the State of Colorado, as the Board may designate or as the business of the Corporation may require from time to time.

B. Registered Office

The Corporation shall continuously maintain a registered office in the State of Colorado, which office may be, but need not be, the same as the principal office.

The registered agent and the address of the registered office may be changed from time to time by the Board in accordance with the Colorado Revised Nonprofit Corporation Act.

ARTICLE VI Rules of Order

Meetings of the members, Board, Executive Committee, and other committees of the Corporation shall be conducted in accordance with Robert's Rules of Order Newly Revised, except to the extent such rules are inconsistent with the Colorado Revised Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, in which case the latter shall control.

ARTICLE VII
Members

A. Classes of Membership

The Corporation shall have the following classes of membership, the qualifications, rights, and privileges of which are as set forth below and as may be further established by the Board consistent with these Bylaws:

1. Provider Members

Provider members are companies that provide health care, hospice, palliative, or personal care services or products to individuals in their place of residence who have health-related or palliative-related needs, thereby providing a continuum of comprehensive client care.

Provider members shall have the following rights and privileges:

- a. To appoint one representative authorized to cast one (1) vote on behalf of the provider member for any official business at any annual or special business meeting of the members;
- b. To appoint one representative authorized to cast one (1) ballot on behalf of the provider member in the election of members of the Board and members of the Nominating Committee;
- c. To designate employees of the provider member to attend Association-sponsored meetings, programs, and events at member rates;
- d. To participate in committees, project teams, and task forces in accordance with procedures established by the Board and subject to ratification processes adopted by the Corporation; and
- e. To receive such other benefits and privileges as may be authorized by the Board from time to time.

2. Allied Members

Allied members are companies that supply goods or services to the home care or hospice industries but are not provider members as defined in these Bylaws.

Allied members shall have the following rights and privileges:

- a. To appoint one representative authorized to cast one (1) vote on behalf of the allied member for any official business at any annual or special business meeting of the members;
- b. To appoint one representative authorized to cast one (1) ballot on behalf of the allied member in the election of members of the Board and members of the Nominating Committee;
- c. To designate employees of the allied member to attend Association-sponsored meetings, programs, and events at member rates;
- d. To participate in committees, project teams, and task forces in accordance with procedures established by the Board and subject to approval and appointment by the Board or the applicable Committee Chair, provided, however, that service on the Executive Committee, Finance Committee, and Government Affairs Committee shall be excluded; and
- e. To receive such other benefits and privileges as may be authorized by the Board from time to time.

3. Honorary Members

Honorary Members are individuals recognized by the Association for outstanding contributions to the Association or the home care and hospice industries.

Honorary Members may:

- a. Serve in a non-voting advisory capacity to the Association;
- b. Receive member communications and attend Association-sponsored meetings, programs, and events at member rates; and
- c. Not have any voting rights.

4. Student Members

Student Members are individuals attending a higher education or entry-level program related to the home care and hospice industries.

Student Members may:

- a. Receive member communications and attend Association-sponsored meetings, programs, and events at member rates;
- b. Serve on Association committees, project teams, and task forces in accordance with procedures established by the Board and subject to approval and

appointment by the Board or the applicable Committee Chair, provided, however, that service on the Executive Committee, Nominating Committee, Finance Committee, and Government Affairs Committee shall be excluded; and

- c. Not have any voting rights.

B. Application for Membership

1. Application for membership shall be submitted in writing or electronically and shall contain such information as the Board may require.
2. The Board shall establish procedures for determining eligibility for each class of membership and, consistent with these Bylaws, shall determine the rights and privileges applicable to each class.

C. Forfeiture of Membership

Membership may be forfeited for nonpayment of dues that remain unpaid for sixty (60) days after becoming due, subject to procedures established by the Board.

D. Geographic Boundaries

Provider members must maintain offices in, or reside within, the State of Colorado or an adjoining state.

E. Dues

Annual membership dues shall be established by the Board and assessed for a full twelve (12)-month membership period.

F. Changes in Dues

1. Any change in the dues structure shall be implemented at the beginning of the next fiscal year.
2. No dues shall be refunded or prorated, nor shall additional dues be assessed, as a result of a change in membership classification during a membership year.

G. Membership Meetings

1. Annual Business Meeting

An annual business meeting of the provider members shall be held in person or by electronic means at a date, time, and place designated by the Board.

Written notice stating the date, time, place, and matters to be considered shall be delivered electronically to all provider members not less than thirty (30) days prior to the meeting.

The general membership may discuss policies and issues of a broad nature and provide direction to the Board of Directors for implementation.

2. Special Meetings

Special meetings of the provider members may be called by the Board. Written notice stating the purpose, date, time, and place of the meeting shall be delivered electronically not less than ten (10) days prior to the meeting.

3. Quorum

A majority of those provider members represented in person or by electronic means at an annual or special meeting and entitled to vote shall constitute a quorum for the transaction of business.

H. Conflicts of Interest

If any member, guest, or other participant in Association activities has a conflict of interest with respect to a matter under consideration, such individual shall disclose the conflict and abstain from voting. The presiding officer may require the individual to refrain from participating in discussion or to leave the meeting if deemed appropriate.

ARTICLE VIII Directors and Officers

A. General Powers

Except as otherwise provided in the Colorado Revised Nonprofit Corporation Act (the “Nonprofit Act”), the Articles of Incorporation, or these Bylaws, the Board shall exercise all corporate powers and manage the business and affairs of the Corporation.

B. Responsibilities

1. Standard of Conduct

The Corporation’s directors and officers are fiduciaries in control of the property of others, with their duties running primarily to the Corporation and with their powers derived from the Nonprofit Act, the Corporation’s Articles of Incorporation, and these Bylaws. In the exercise of their management functions, directors must use independent

judgment and discretion and are responsible for determining and executing corporate policy, including, without limitation:

- a. Policy decisions with respect to services, fees, wages, and labor relations;
- b. Selection, supervision, and removal of officers and other executive personnel;
- c. Determination of executive compensation, pension, and retirement plans;
- d. Establishment of budgets, financing, and capital changes;
- e. Delegation of authority for administrative and other action;
- f. The adoption, amendment, and repeal of Bylaws, subject to the limitations contained herein;
- g. Participation, along with members, in approving various extraordinary corporate matters; and
- h. Supervision and vigilance for the welfare of the Corporation's business as a viable economic entity in the marketplace.

2. Duties and Good Faith

Each director and officer shall discharge their duties, including duties as a member of any committee of the Board, in good faith, in a manner the director or officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

3. Indemnification

a. The directors, officers, and employees of the Corporation, including any such party's estate or personal representative, shall not be liable to the Corporation or its members for any action they take or omit to take on behalf of the Corporation if, in connection with such action or omission, the party acted in good faith, reasonably believed the conduct was in the best interests of the Corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe the conduct was unlawful. Nor shall the directors, officers, and employees of the Corporation be liable for the acts, debts, liabilities or obligations of the Corporation. The Corporation shall indemnify such parties to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. However, no person shall be entitled to indemnification under this Section in connection with a proceeding brought by or in the right of the Corporation in which the party was adjudged liable to the Corporation.

- b.** A director, officer, or employee regardless of title, shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.
- c.** The Corporation shall indemnify other employees and contracted staff of the Corporation to the same extent and in the same manner as is provided above with respect to directors and officers.
- d.** If the Corporation indemnifies a director, officer, employee, or contracted staff, the Corporation shall give written notice of the indemnification to all directors and officers in advance of the next Board meeting.
- e.** The Board may authorize the Corporation to purchase and maintain directors' and officers' liability insurance covering directors and officers of the Association, employees, contracted staff, or other persons deemed appropriate by the Board, including coverage for legal expenses and costs incurred in defending any claim, proceeding, or lawsuit arising from activities with the Corporation. The Board may furthermore obtain a fidelity bond at the Corporation's expense covering the President, Treasurer and any other person deemed appropriate by the Board.

C. Officer Descriptions

1. President

The President shall preside at all meetings of the members and of the Board; ensure that all resolutions of the members and of the Board are carried into effect; and perform all other duties incident to the office of President and as may be assigned by the Board.

The President shall have authority to execute on behalf of and in the name of the Corporation any deed, contract, bond, debenture, note, proxy, or other instrument requiring the signature of an officer, except where execution is expressly delegated by the Board to another officer or agent.

2. Vice President

The Vice President shall assist the President and perform such duties as may be assigned by the President or by the Board. At the request of the President, or in the President's and President-Elect's absence, inability, or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

3. President-Elect

The President-Elect shall, at the request of the President, or in the President's and Vice President's absence, inability, or refusal to act, perform the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

4. Immediate Past President

The Immediate Past President shall serve as a voting member of the Board and Executive Committee for one (1) year immediately following their term in office as President.

5. Secretary

The Secretary shall keep, or cause to be kept, the records of the Corporation and a record of minutes of meetings; shall attend to correspondence and notices; and shall perform such other duties as required by the Board.

6. Treasurer

The Treasurer shall be the principal financial officer of the Corporation with general responsibility for oversight of the financial affairs of the Corporation. The Treasurer shall have or ensure custody and control of all funds, tangible assets, and property of the Corporation; shall keep or cause to be kept accurate accounts of receipts and expenditures; shall present a written financial statement at every meeting of the Board, at the annual meeting of the Corporation, and at other times when requested; and shall perform all other duties incident to the office and such other duties as may be assigned by the President or the Board.

D. Qualifications, Number, and Classification

1. Qualifications

Each director and officer shall be a natural person who is eighteen (18) years of age or older and a member of the Association in good standing.

2. Number

The number of directors of the Corporation, including officers, shall not be less than nine (9) or more than fifteen (15). No more than three (3) director positions may be filled by allied members. The Board shall determine from year to year the number of director

positions available in the next election. Any action of the Board to change the number of directors beyond these bounds shall constitute an amendment to these Bylaws.

E. Nominations, Elections, Tenure, and Limitations

1. Nominations

- a.** Nominations for persons to serve as members of the Board may be submitted electronically to the Nominations Committee by any interested party during the nominations period.
- b.** If there are not sufficient qualifying nominations for the Board to maintain at least nine (9) directors in a given year, the Board may pass a motion to extend the nominations process and to hold a special election once the required number of potential directors have been nominated.

2. Elections and Tenure

- a.** Provider member and Allied member representatives in good standing will be eligible to vote in elections. Elections may be conducted electronically and in absentee.
- b.** A plurality vote shall constitute an election; in case of a tie, the choice shall be determined by a majority of the Board.
- c.** Elected directors shall hold office for a term of three years and until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.
- d.** The officers of the Association must be provider members and shall be elected by the Board. Each officer so elected shall hold office until such officer's term expires and thereafter until such officer's successor shall have been elected and qualified, or until such officer's earlier death, resignation or removal.
 - i.** No officer may be elected without having served as an elected director for at least one year.
 - ii.** A President shall be elected in even years to serve successively as President-Elect for one year, President for two years and Immediate Past President for one year. He or she shall assume office as President-Elect on January 1 of the odd year following their election.

- iii. A Vice President shall be elected in even years to serve a two-year term and shall assume office on January 1 of the odd year following their election.
- iv. A Treasurer shall be elected in odd years to serve a two-year term and shall assume office on January 1 of the even year following their election.
- v. A Secretary shall be elected in odd years to serve a two-year term and shall assume office on January 1 of the even year following their election.
- vi. If an office's term shall end prior to their natural term on the Board, they will continue as a Board member in good standing until the end of their regular Board term.

3. Limitations

- a. No director or officer, except President, who may serve only one (1) consecutive term, shall serve more than two (2) consecutive terms in the same office nor more than twelve (12) consecutive years on the Board.
- b. A director or officer who has served more than half a term shall be considered to have served a full term.
- c. No officer shall hold two (2) or more offices concurrently.
- d. Directors and officers shall not receive compensation for their services as such; however, reasonable expenses related to attendance at meetings of the Board may be paid or reimbursed by the Corporation to directors and officers, as determined by the Executive Committee. Neither directors nor officers shall be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

F. Resignations, Removal, and Vacancies

1. Resignations

- a. Any officer or director may resign at any time, by giving written notice to the President or to the Board. Any such resignation shall take effect upon receipt by the Corporation unless the notice specifies a later effective date.
 - i. If the resignation of an officer or director is made effective at a later date, the Board may remove the person from office-at any time before the effective date and fill the resulting vacancy or permit the person to remain in office until the effective date.

- b.** If a director leaves home care or hospice employment or the company he or she represents discontinues membership, the director must tender his or her resignation, effective on the date of the next meeting of the Board. If the director plans to remain in home care or hospice, the Board may extend the effective date of the resignation or re-appoint the member if he or she meets Bylaw requirements.

2. Removal

- a.** Any officer or director may be removed by the Board at any time by the affirmative vote of at least three fourths (3/4) of the voting members of the Board present at a meeting at which a quorum is present.

 - i.** Any person proposed to be removed from office shall be entitled to at least fourteen (14) days' written notice of the meeting at which such removal is to be considered for vote and shall be entitled to be heard at such meeting.
 - ii.** The President shall send written notice of the removal of a director to the director being removed and to the Board Secretary and Association Executive Director, by electronic communication or registered or certified mail, addressed to the director's last known mailing address.

3. Vacancies

- a.** If a vacancy occurs in the office of the President, the Vice President immediately assumes office as President for the entire unexpired portion of the term, unless a President-Elect has been elected. In that case the President-Elect immediately assumes the office as President for the entire unexpired portion of the term. If neither the Vice President nor the President-Elect is available or willing to assume the position of President, the Board shall fill the office of President with another director by voting at any regular or special meeting for the entirety of the unexpired portion of the term.
- b.** If a vacancy occurs in any of the offices other than the office of President, the Board shall fill the office at any regular or special meeting for the entirety of the unexpired portion of the term.
- c.** If a vacancy occurs in the Board, the directors may, at their discretion, leave the position open, as long as the vacancy would not result in less than the minimum required number of directors, or vote to appoint another provider member or allied member to serve for the unexpired portion of the term. The appointed term shall not be considered an elected term, and the appointed member may later be

nominated and elected to the Board or as an officer per the terms of these Bylaws. Board vacancies must be filled by an individual whom the Nominating Committee has determined to fairly represent the membership and who meets all criteria and qualifications for the position as described in these Bylaws.

- d. An Officer or Director may continue to serve beyond the expiration of their designated term without penalty or adverse consequence if:
 - i. The Nominating Committee determines that no qualified alternative candidate is available for nomination to such position; or
 - ii. The Board approves an extension of the term by formal action due to extenuating circumstances.

G. Non-Voting Directors

The Board may appoint non-voting directors for specialized expertise, provided such appointees do not exceed one-third (1/3) of the total Board positions. Non-voting directors shall serve identical terms and be subject to the same resignation and removal provisions as elected directors, except they shall have no voting rights.

H. Meetings, Notices, and Actions

1. Regular meetings of the Board and of the Executive Committee shall be held in person or by electronic means on such dates during the calendar year as determined by the Executive Committee. The time and place of regular meetings shall be designated by the Executive Committee.
2. Special meetings of the Board or Executive Committee may be called by the President or by a majority of the directors or officers then in office, as applicable. The person or persons calling a special meeting may fix the time and place of the meeting, whether within or outside the State of Colorado, and whether conducted in person or by electronic means.
3. Notice of Meetings
 - a. Notice of each special meeting stating the date, time, and place shall be given to each director or officer entitled to participate at least twenty-four (24) hours prior to the meeting by electronic mail, telephone, or personal delivery, or at least five (5) days prior to the meeting by written notice sent to the individual's business or residential address. The method of notice need not be the same for each individual.

effect as action taken at a meeting and shall be filed with the minutes.

8. For all purposes under these Bylaws, the terms “writing” and “signature” include electronic records and electronic signatures as defined in the Colorado Uniform Electronic Transactions Act. Votes, consents, waivers, and other actions may be transmitted by electronic mail or other authorized electronic means.
9. Attendance at meetings of the Board and the Executive Committee is mandatory for directors and officers, respectively. Directors and officers shall notify the Secretary in advance of anticipated absences. Any director or officer who misses fifty percent (50%) or more of the scheduled meetings applicable to their role in a calendar year may be subject to removal in accordance with these Bylaws. Written notice of removal shall be provided, and any appeal rights shall be exercised as otherwise provided herein.

I. Conflicting Interest Transactions

1. As used in the section, “conflicting interest transaction” means: A contract, transaction, or other financial relationship between the Association and a director, or between the Association and a party related to a director, or between the Association and an entity in which a director of the Association is a director or officer or has a financial interest.
2. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member of by or in the right of the Association, solely because the conflicting interest transaction involves a director of the Association or a party related to a director or an entity in which a director of the Association is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Association’s Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director’s vote is counted for such purpose if:
 - a. The material facts as to the director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board, and the Board in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or

- a. Executive Committee
- b. Nominating Committee
- c. Education Committee
- d. Government Affairs Committee

2. Other committees may be organized as needed and approved by the Board.

a. Executive Committee

The Executive Committee shall consist of the officers of the Association as described in these Bylaws and the Immediate Past President, who shall serve in an advisory and non-voting capacity.

The Executive Committee shall have all the power and authority of the Board of Directors between meetings of the Board, except as prohibited by the Colorado Nonprofit Act, including matters requiring approval of the full Board.

b. Nominating Committee

The Nominating Committee shall consist of four (4) members of the Board and be elected by the directors. The President, Past President nor President-Elect shall be members of the Nominating Committee.

c. Education Committee

The Education Committee shall be responsible for planning and supporting the Association's annual conference and assisting the Association Board and management in the planning of other education events throughout the year.

d. Government Affairs Committee

The Government Affairs Committee shall consist of provider members who are in a position to officially speak on behalf of their organization and to work with the Association Board and lobbyists to help formulate positions on pending rules and regulations. The Government Affairs Committee Chair shall make efforts to maintain as close to equal representation as possible for the provider member industries represented by the Association.

e. Other Committees

Other committees shall consist of directors and general members of the Association in good standing, as appointed by the committee chair.

The number of members participating in any committee shall not exceed fifteen (15), unless otherwise authorized by the Board.

3. Allied Member Participation

Allied members, or individuals who work with both a provider member and an allied member or prospect allied member, shall not be appointed to the Executive Committee, Government Affairs Committee, or the Finance Committee, if such committee is organized.

C. Project Teams and Task Forces

Ad hoc project teams and task forces may be appointed by committee chairs or by the President as deemed necessary.

D. Meetings

Committees, project teams, and task forces may meet at such times as determined by the committee chair or appointing authority.

ARTICLE X

Sections and Special Interest Groups

A. Formation and Dissolution

Sections and Special Interest Groups may be formed and dissolved by the Board of Directors.

B. Purpose

Members of the Association having a common interest may meet, confer, and promote their interests and the interests of their respective Section or Special Interest Group to the Board.

C. Organization

Each Section or Special Interest Group may have representation on the Board of Directors according to the nominating and election process or through a director liaison appointed by the Board.

D. Limitations

Sections and Special Interest Groups shall be subject to the following limitations:

1. Sections and Special Interest Groups shall comply with the Articles of Incorporation, these Bylaws, and policies of the Association; and
2. No Section or Special Interest Group shall profess or imply that it speaks for or represents the Association or any of its members unless authorized to do so in writing by the Board.

E. Special Dues

The Association may assess special dues on behalf of a Section or Special Group as approved by the Board.

ARTICLE XI Management

A. Contracted Services

The Board of Directors may enter into contracts or agreements with third parties to provide goods or services necessary or appropriate to conduct the purposes of the Corporation, including management services.

B. Hiring or Contracting of Management

The Board shall hire or contract with, and supervise, management for the Corporation. Management shall administer and direct the day-to-day operations of the Corporation and shall perform such other duties as may be assigned by the Board. The scope of management's duties shall be set forth in a written service agreement, or agreements, approved by the Board, as such agreement may be amended from time to time.

C. Executive Director

The Board of Directors shall hire or contract with an Executive Director as part of the management team.

The Executive Director shall not be an officer or director of the Board and shall have no Association voting rights.

The Executive Director shall:

1. Have the duties and obligations set forth in a job description approved by the Board;
2. Be generally responsible for all matters and activities of the Corporation;
3. Perform such other duties as may be assigned by the Board or the President;

4. Assist the officers in the performance of their duties;
5. Collect and disburse funds of the Corporation and maintain accurate accounts of fiscal affairs, subject to review by the Treasurer, the President, and the Board; and
6. Report to the Board at least quarterly regarding the affairs of the Corporation.

D. Management Review

The Executive Committee of the Board of Directors shall conduct the formal annual performance evaluation of management and establish salary, benefits, or contractual terms, as applicable.

ARTICLE XII Finances

A. Contributions and Gifts

Consistent with the Corporation's tax-exempt status, the Board of Directors may accept any contribution, gift, bequest, or devise on behalf of the Association. Such contributions are not tax deductible as charitable donations.

B. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks or depositories as the Board may select.

C. Budgetary Authority and Expenditure Limitations

1. Annual Budget Approval

The Board of Directors shall adopt an annual operating budget for the Corporation at the first Board meeting of each fiscal year. The approved budget shall constitute the authorized financial plan for the Corporation.

2. Limitation on Authority

No director, officer, committee, employee, or agent of the Corporation shall incur expenses, obligate funds, or enter into contracts on behalf of the Corporation except as authorized by the approved annual budget or by specific action of the Board of Directors.

3. Expenditures Outside the Budget

Any expenditure or financial commitment not included in the approved annual budget, or that would cause a line-item or aggregate budget overrun, shall require prior approval of the Board of Directors or the Executive Committee.

4. Emergency Authority.

In the event of an unforeseen emergency requiring immediate action to protect the assets, legal compliance, or operations of the Corporation, the President (or Executive Director, if applicable) may authorize expenditures outside the approved budget, provided that such expenditures are reported to the Board at its next meeting for review and ratification.

D. Checks, Drafts, and Orders for Payment

All checks, drafts, or orders for payment issued in the name of the Association shall be signed by such officer or officers, agent or agents, and in such manner as determined by resolution of the Board. Any officer or agent of the Association, as determined by resolution of the Board, may have viewing privileges into the accounts of the Association.

E. Distributions

Subject to the Articles of Incorporation and applicable law, the Association shall not make any distribution except:

1. To pay reasonable compensation to the Executive Director for services rendered;
2. To reimburse directors or officers for expenses incurred as permitted by these Bylaws;
3. To confer benefits upon third parties in conformity with its purposes; and
4. To make distributions upon dissolution in compliance with the Articles of Incorporation and applicable law.

F. Loans

No loans shall be contracted on behalf of the Corporation unless authorized by resolution of the Board. No loan shall be made to any director or officer.

G. Sale or Encumbrance of Property

Subject to the Articles of Incorporation, the Board may authorize the sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the Corporation's property.

H. Investment Managers

The Board may designate banks, trust companies, brokerage firms, or investment advisors to manage the assets and investments of the Corporation.

I. Execution of Instruments

Unless authorized by the Board, no director shall have authority to bind the Corporation or pledge its credit.

J. Fiscal Year

The fiscal year of the Corporation shall be determined by the Board.

K. Financial Review

There shall be an annual review of the finances of the Association as determined and directed by the Board.

ARTICLE XIII

Corporate Documents and Records

A. Financial Statements

Upon written request of any director, the Corporation shall deliver its most recent annual financial statements and most recently prepared interim financial statements showing assets, liabilities, and results of operations.

B. Corporate Records

The Corporation shall maintain permanent records of:

1. Minutes of all meetings of the Board of Directors;
2. Records of all actions taken by the Board without a meeting;
3. Records of actions taken by the Executive Committee in place of the Board; and
4. All waivers of notice of meetings.

The Corporation shall also maintain:

1. Appropriate accounting records;
2. Articles of Incorporation and Bylaws;
3. Board resolutions;

4. Written communications to the Board within the past three (3) years;
5. A list of current directors and officers with addresses;
6. The most recent annual report filed with the Colorado Secretary of State; and
7. Financial statements for the past three (3) years.

C. Inspection and Copying

Upon written demand delivered at least five (5) business days prior to inspection, a director or the director's attorney may inspect and receive copies of corporate records for a proper purpose, subject to reasonable cost reimbursement.

These rights may not be abolished or limited by the Articles of Incorporation or these Bylaws.

ARTICLE XIV

Emergency Powers and Emergency Bylaws

A. Emergency Defined

An emergency exists for purposes of this Article if a quorum of the Board of Directors cannot readily be obtained because of a catastrophic event.

B. Additional Emergency Powers

In addition to those authorities granted to the President and Executive Director under Article VII. C.4, during an emergency, the Board may perform the following tasks, consistent with the Colorado Revised Nonprofit Corporation Act:

1. Modify lines of succession to accommodate the incapacity of directors, officers, employees, or agents; and
2. Relocate the principal office, designate alternative principal offices, or authorize officers to do so.

C. Emergency Meetings

During an emergency, notice of a meeting of the Board needs to be given only to those directors whom it is practicable to reach and may be given in any practicable manner.

One or more officers present at a meeting may be deemed directors for purposes of establishing a quorum, in order of rank and within the same rank in order of seniority, as necessary.

D. Effect of Emergency Actions

Corporate action taken in good faith during an emergency binds the Corporation and shall not be the basis for imposing liability on any director, officer, employee, or agent on the ground that the action was not authorized.

E. Emergency Bylaws

The Board may adopt emergency bylaws, subject to amendment or repeal after the emergency ends, to address matters necessary to manage the Corporation during the emergency, including:

1. Procedures for calling meetings of the Board;
2. Quorum requirements for such meetings; and
3. The designation of additional or substitute directors.

Emergency bylaws shall remain effective only during the emergency and shall not amend or permanently affect these Bylaws.

ARTICLE XV Miscellaneous

A. Corporate Seal

The Board of Directors may adopt a corporate seal, which may be circular in form and shall contain the name of the Corporation and the words "Seal, Colorado."

B. Gender

Words used in the masculine gender in these Bylaws shall be deemed to include the feminine and neuter genders, as the context requires.

C. Conflicts

In the event of any irreconcilable conflict between these Bylaws and the Articles of Incorporation or applicable law, the Articles of Incorporation or applicable law shall control.

D. Definitions

Except as otherwise specifically provided in these Bylaws, all terms used herein shall have the meanings assigned to them in the Colorado Revised Nonprofit Corporation Act.

E. Receipt of Notices by the Corporation

Notices, written consents, waivers, and other communications shall be deemed received by the Corporation when actually received:

1. At the registered office of the Corporation in the State of Colorado;
2. At the principal office of the Corporation, addressed to the Executive Director;
3. By the Executive Director wherever the Executive Director may be found; or
4. By any other person authorized by the Board or the President to receive such communications.

**ARTICLE XVI
Amendment of Bylaws**

Subject to the Articles of Incorporation, these Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the directors then in office.

Notice of any proposed amendment, alteration, or repeal shall be delivered to each director with the notice of the meeting at which such action is to be considered.

CERTIFICATE OF ADOPTION

The undersigned Secretary of the Corporation certifies that the foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors of the Home Care and Hospice Association of Colorado on April 24, 2026, to be effective immediately.

Gail Nehls, Secretary



Secretary (Signature)