



Bylaws of the California Association for Adult Day Services 501 (c) (6)

Article I. Principal Office

Section 1. Principal Office. The principal office for the transaction of business of the Association shall be located in Sacramento, California.

Section 2. Fiscal Year. The fiscal year of the corporation shall be January 1 to December 31.

Section 3. Books and Records. The corporation shall keep correct books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

Article II. Membership

Section 1. Membership. Membership shall be open to any public or private organization that applies for membership in and supports the mission and policies of the Association, upon approval by the Membership Committee, based upon qualifications and criteria set forth by the Board of Directors. Denial of an application for membership by the Membership Committee is subject to appeal to the Board of Directors, according to appeal criteria and procedures set forth by the Board of Directors. The decision of the Board of Directors shall be final. Membership in the Association is not transferable.

Section 2. Membership Categories. The general categories of membership shall be Provider, Provisional, Associate, and Honorary. The Board of Directors may adopt from time to time other membership classifications consistent with the mission of the organization.

Section 3. Provider Membership. The applicant for Provider Membership shall be a legally constituted entity that operates one or more licensed adult day services centers unless specifically exempt from licensure by law. Provider membership shall be limited to Adult Day Services centers that conform to the licensing standards of any of the California State Departments under the Health and Human Services Agency. A Provider applicant that operates more than one adult day services center has a choice of one of the following two options for membership:

- a. A single corporation membership, with dues based on the combined budgets of each and every adult day services center and a single vote.
- b. A separate membership for each and every adult day services center in the corporation with each center paying dues based on the budget of that center and a single vote for each center.

Section 4. Provisional Membership. Provisional Membership may be granted to an unlicensed Adult Day Services center or to an entity in the planning phase and to all Applicants, pending approval of their respective membership applications by the Membership Committee. Provisional Membership may be granted for a maximum period of two membership years from the date of initial application to the Association.

An applicant qualifying for Provisional Membership shall:

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

Section 5. Associate Membership. Associate Membership may be granted to other corporations or individuals interested in supporting the mission and policies of the Association. Associate Membership shall not be granted to corporations, partnerships or individuals with an ownership / employment relationship with any adult day services center, unless each center is a CAADS member.

Section 6. Honorary Membership. The Board of Directors may bestow Honorary Membership upon those persons or agencies so designated by vote of the Board of Directors based on outstanding contributions to the adult day services industry.

Section 7. Official Representative. Each member shall designate one person as an official representative to the Association.

Section 8. Definition of Membership in Good Standing. Members in good standing are those who have paid their dues in full or have an approved written payment plan on file with the Association and who have agreed to conform to and abide by the Bylaws, Code of Ethics, Rules and Policies of the Association, as well as decisions of duly constituted committees of the Association.

Section 9. Voting Rights. Each Provider Member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Associate Members, Provisional Provider Members and Honorary Members shall not be entitled to vote on Association business, but may serve as active voting members of committees, except that Associate Members may serve as an appointed Member-at-Large on the Board of Directors with all voting rights of that position.

Section 10. Voting at General Membership Meetings. Votes may be taken by voice, by show of hands, or by ballot. Members shall have no right to cumulate their votes.

Section 10A. Voting by Mail Ballot. The Board of Directors or Executive Committee may direct that all or some association business and/or policy matters, including election of directors, be addressed via mail ballot, according to the rules and procedures set forth in the Corporations Code.

Section 11. Proxies. At all meetings of members, a member may not vote by proxy.

Section 12. Termination of Membership. A member may be dropped from membership for the following reasons:

- a. Non-payment of dues or other financial obligations. Non-payment of dues or other significant financial obligations shall result in termination of membership consistent with policies established by the Board of Directors and carried out by staff without further action by the Board.
- b. Conduct which tends to injure the Association or which is contrary to or destructive of its purpose. Allegations of misconduct shall be stated in writing to the member who shall be given full opportunity for a hearing and the opportunity to respond to those allegations before the Board of Directors or a body designated by it. Such termination may be achieved by a two-thirds (2/3) vote of the Board of Directors.
- c. Failure to conform to and abide by the Bylaws, Code of Ethics, rules and policies of the Association, as well as decisions of duly constituted committees of the Association.

Section 13. Dues. Dues for the Association shall be approved by the Board of Directors. Dues are for the calendar year and are payable on January 1st and are delinquent after 90 days. Members joining after October 1st will be considered a member for the following year.

Article III. Meetings

Section 1. Annual Meeting. There shall be one regular Annual Meeting during the year. A portion of this Annual Meeting shall be given over to business matters pertaining to the membership at large.

Section 2. Other Meetings. Other meetings are to be held as determined by the Board of Directors. Members shall be notified of the exact dates, times, and places such meetings will be held.

Section 3. Quorum. The presence in person of one-third of members entitled to cast a vote at any meeting shall constitute a quorum for the transaction of business.

Section 4. Rules. Meetings of members shall be governed by Robert's Rules of Order, Newly Revised.

Section 5. Resolutions. All resolutions offered for the consideration of the members shall be presented to the members in writing at least 14 calendar days prior to vote of the membership.

Article IV. Directors

Section 1. Number. The number of elected Directors of this Association shall be at least 12 and no more than 15 until changed by amendment of the Articles of Incorporation by a By-Law duly adopted by the members.

Section 2. Election. Board members shall be nominated from Provider Members in good standing. No more than one person from any member organization shall serve on the Board of Directors at any one time. Directors shall be selected by the members via mailed ballot prior to the Annual Meeting. Persons selected by the members shall be elected by the then-current Board of Directors, and shall serve until their successors are elected. Ballots shall be mailed to each Provider Member in good standing at his/her address as it appears in the membership records, at least forty (40) days prior to the Annual Meeting. Valid votes will be counted from ballots received at the office of the Association or at an address designated by the Board of Directors, no later than ten (10) days before the Annual Membership Meeting. The ballots of at least one-third of the members entitled to vote must be received for the selection to be valid. Newly elected directors shall be installed at the annual meeting.

Directors shall be elected for a three (3) year term. Directors may not be elected for more than two (2) consecutive terms.

Section 3. Members at Large. In addition to the elected Directors, the President shall appoint 3 members at-large from the membership to serve for a period of one (1) year with voting privileges of a regular Board member. These members may be known as President's Appointments.

Section 4. Ex-Officio Member. In the event the Immediate Past President is no longer a regular Board member, he/she shall serve as an ex-officio member on the Board of Directors for one (1) year or until an election creates a new Immediate Past President.

Section 5. Absence. Any member of the Board who shall be absent from two (2) consecutive meetings without adequate excuse may be regarded as thereby resigning from the Board subject to review by the Board of Directors.

Section 6. Filling Vacancies. Vacancies in the Board of Directors shall be filled by the majority vote of the remaining members of the Board. Those Directors appointed or elected to fill an unexpired term, upon completion of the unexpired term, are then eligible for election to two (2) regular three (3)-year terms. The Board of Directors is composed of people elected as individuals, not agency representatives. Therefore, should a vacancy occur during the year, that vacancy is not automatically/necessarily filled by the new representative from that agency. If a Director no longer is employed by a Provider Member organization and there is not an expectation that employment with a CAADS provider member will occur within thirty (30) days of termination of employment, then that Director shall be disqualified from serving on the Board of Directors.

Section 7. Removal of Directors. A Director may be removed with cause at any meeting of the Board of Directors by the affirmative vote of two-thirds of all of the Directors.

Section 8. Powers. Subject to the limitations of the Articles of Incorporation or the Bylaws, and of the California General Non-profit Corporation Law as to action to be authorized or approved by the members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

First: To elect and/or appoint and remove all officers, agents, and employees of the Association and to prescribe such powers and duties for officers, agents, and employees as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.

Second: To conduct, manage and control the affairs and business of the Association, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.

Third: To designate any place for the holding of any membership meetings; to change the principal office of the Association for the transaction of its business from one location to another in the State of California; to adopt, make, and use a corporate seal and to alter the form of such seal from time to time as in their judgment they may deem best, provided such seal shall, at all times, comply with the provisions of law.

Fourth: To borrow money and incur indebtedness for the purposes of the Association and to cause to be executed and delivered therefore in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt, and securities therefore.

Fifth: To manage in such manner as they may deem all funds and property, real and personal, received and acquired by the Association and to distribute, loan, or dispense same and/or the income and profits therefrom.

Sixth: To elect the directors and oversee the activities of all subsidiaries of this corporation.

Section 9. Quorum. A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business at any meeting and the act of a majority of the Directors present shall be the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is achieved.

Section 10. Telephonic Meetings. Any action required or permitted to be taken by the Board of Directors under any provisions of law or these Bylaws may be taken telephonically or via similar technology, provided all members can hear one another speaking, and provided a quorum is established and present. A written report of the action taken shall be filed with the minutes of the proceedings of the Board. Such action by verbal or written consent shall have the same force and effect as a majority vote of such Directors.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Article V. Committees

Section 1. Authorized Committees. The Board of Directors, by the affirmative vote of the majority of the whole Board, may appoint committees of the Board of Directors ("authorized committees"). Said committees shall have and may exercise such power as shall be conferred or authorized by the Board as may be consistent with law, the Articles of Incorporation, and the Bylaws. Authorized committees shall include as a member at least one Board Member. Individual members are to be considered when constituting a committee utilizing areas of expertise to assist in development of committee recommendations to the Board of Directors.

Section 2. Standing Committees and Duties. The Standing Committees of this Corporation shall be:

A. Executive Committee

The Executive Committee shall consist of the officers of the association. The Board of Directors may appoint other members to the Executive Committee.

B. Nominating Committee

The Nominating Committee shall be chaired by the Immediate Past President, or in the absence of an Immediate Past President the President shall appoint a Provider Member in good standing, and shall consist of at least two (2) other members who may be board members, staff or members chosen by the chair.

The committee shall make nominations for Directors. The membership shall be polled prior to the working session of the committee for suggestions of nominations.

The slate of nominees, whose consent has been secured, shall be mailed to each member of the Association, entitled to vote thereat, at least forty (40) days prior to the Annual Meeting.

After election of new Board members, the Nominating Committee shall present a slate of candidates for Officers of the Board of Directors.

C. Finance Committee

The Finance Committee shall consist of the Treasurer who shall be Chair, and at least two (2) members of the Board and one member of the Association who shall be chosen by the Chair.

This committee shall make recommendations to the Board as to the Association's budget, dues, fee to be charged for services, investments, insurance, and other financial matters.

D. Legislative and Public Policy Committee

This committee shall consist of at least three (3) Association members, at least one of whom is on the Board of Directors.

This committee shall keep the Association informed of legislation and maintain liaison with such statewide groups as appropriate in regard to pending and/or new legislation.

E. Education and Conference Committee

This committee shall plan and conduct workshops and educational programs including the Annual Conference and Membership Meeting.

F. Membership Committee

This committee shall be composed of at least one Board member, who shall be the Chairman. This committee shall review and make recommendations, to the Board, of appropriate Applicants to be considered for membership or termination in the Association and of related membership service matters.

Article VI. Officers

Section 1. Officers Responsible to the Board of Directors. All officers are subordinate and responsible to the Board of Directors.

Section 2. Officers. The officers of the Association shall be President, Vice President, Secretary, and Treasurer. The Board of Directors may elect or appoint such other officers as the business of the Association may require, each of whom shall hold office for such period and have authority and perform such duties as are provided in the Bylaws or as the Board of Directors may determine. Any two (2) or more offices except those of President and Secretary may be held by the same person.

Section 3. Election. The officers of the Association shall be chosen annually by the Board of Directors, and each shall hold his/her office until the next annual election of officers or until his/her successor shall be elected and qualified, or shall be removed or otherwise disqualified to serve. Each above named officer shall serve for a term of one (1) year and shall serve no more than three (3) consecutive terms in that office.

Section 4. President. In addition to the authority to exercise all powers of the office of President, the President shall be ex-officio member of all standing committees and shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws including, the following duties:

1. To preside at all general membership meetings and meetings of the Board of Directors.
2. To serve on and preside over meetings of the Executive Committee.

Section 5. Vice-President. In the absence of or disability of, or failure of the President to act, the Vice President shall have all of the powers and duties conferred upon the President.

Section 6. Secretary. The Secretary shall keep or cause to be kept, at the principal office of the Association, records of minutes of meetings of Directors and members. The Secretary shall also keep or cause to be kept at the principal office of the Association membership records including minutes, membership accounts, and notice of the regular and special meetings of the members. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

Section 7. Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and the business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains and losses as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

Section 8. Executive Director. The Executive Director shall be employed by the Board of Directors, and shall be the executive head of the office of the Association. He/she shall have the authority to employ, define terms of employment for, and terminate employment of staff personnel. He/she shall serve as an ex-officio member of the Board of Directors and all committees of the Association, without the right to vote. The duties and responsibilities of the Executive Director shall be determined by the Board of Directors. The Board of Directors shall evaluate the Executive Director's performance on a regular basis, according to an evaluation cycle and process set forth explicitly in Board policy.

Section 9. Removal of Officers. Officers may be removed with cause at any meeting of the Board of Directors by the affirmative vote of seventy-five (75%) of all of the Directors.

Article VII. Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, or the Executive Director, to enter into any contract or execute and deliver any instrument in the name of the and on behalf of the Association, and such authority may be general or confined to specific business.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents, or the Executive Director of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors shall select.

Article VIII. Personal Liability and Property Interest

Section 1. Liability of Members. No member of the Association shall be personally liable and any and all creditors shall look only to the Association's assets for payment.

Section 2. Dedication of Assets. The properties and assets of this Association are irrevocably dedicated to mutual benefit purposes as set forth in the Articles of Incorporation. No part of the net earnings, properties, or assets of this Association on dissolution or otherwise, shall inure to benefit of any private person or individual, or any member or director of the Association.

Section 3. Dissolution of Assets. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to any existing nonprofit subsidiary of this Corporation or, in the absence of such an entity, to an organization dedicated to charitable purposes.

Section 4. Indemnification By Corporation Of Directors, Officers, Employees And Other Agents .To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Article IX. Amendments to Bylaws

Section 1. Bylaws. New Bylaws may be adopted, amended or repealed, or these Bylaws may be amended or repealed by the written consent of the members entitled to exercise a majority of the voting power or by a majority of a quorum at a meeting duly called for the purpose of amending the articles of Bylaws or by the Board of Directors subject to the power of the members to change or repeal the Bylaws.

Section 2. Ratification. All amendments to the Bylaws when adopted by the Board of Directors must be ratified by the vote of the active members holding a majority (in excess of 50% of the membership) of the voting power present at a regular meeting of the members of the Association and shall be effective only upon such ratification.

These Bylaws were approved at a meeting of the Board of Directors on November 20, 2003 and ratified by the membership on January 7, 2004.

Secretary