BYLAWS OF THE HOME CARE ASSOCIATION OF WASHINGTON

Revised March 2026

ARTICLE I NAME

The name of this association shall be the Home Care Association of Washington (HCAW), a 501(c)6, private non-profit corporation.

ARTICLE II PURPOSES

The Home Care Association of Washington is committed to fostering, advocating for, and promoting quality care in the home. The purposes of the Association shall be:

1. To promote care in the home (home health, home care, hospice, and other in- home services and service support) as a vital component of the health care system.
2. To provide information to members and to initiate, sponsor, and promote educational and informational programs for care in the home.
3. To foster, develop, and promote high standards of patient/client care in the home.
4. To promote a unified voice of organizations providing care in the home.
5. To heighten the visibility of issues related to care in the home through the legislative process.
6. To represent the industry providing care in the home to third party payors and others affecting the delivery and finance of home care services.
7. To engage in any activities that will enhance the progress of the industry providing care in the home.
8. To promote the diversity of our membership and equitable delivery of home-based healthcare, leading to a more inclusive association and a system where all feel a sense of belonging.

ARTICLE III MEMBERSHIP

There shall be the following membership categories:

1. *Provider Members*: Licensed home health agencies
    a. Individual Agency Provider Member (voting): Agencies operating a single NPI in Washington State. Provider members shall be entitled to vote at all membership meetings and in elections by mail ballot or other approved means.
    b. Corporate Provider Members (voting): Agencies with multiple National Provider Identifiers (NPIs) or branches operating under a single corporate umbrella. Corporate provider members shall be entitled to vote at all membership meetings and in elections by mail ballot or other approved means. This membership category will be limited to two (2) votes.
    c. Out-of-State Provider Agency Member (non-voting): Home health agencies licensed outside of Washington State.
2. Affiliate Organization Members (non-voting): Businesses that provide supportive care, social services, or supplies to patients in the home, or other home care agencies.
3. Individual Member (non-voting): Individuals, either providing in-home services or affiliate

supporters. Intended for frontline workers and retirees, not leadership roles. Limited to 5 from any non-member agency.

ARTICLE IV DUES

Dues shall be approved annually by the Board of Directors in accordance with published policies and procedures.

ARTICLE V QUORUM

A simple majority of the voting members represented shall constitute a quorum at any annual, regular, or special meeting of members. A simple majority of the members of the board shall constitute a quorum at any meeting.

ARTICLE VI MEETINGS AND VOTING

1. An Annual Business Meeting of the Association shall be held once per year. Special meetings of the membership may be called by the Board or by petition signed by representatives of twenty-five percent (25%) of the voting members.
2. Notice shall be sent to voting members no later than three (3) weeks prior to membership meetings.
3. Emergency membership meetings may be called by a two-thirds (2/3) vote of the Board of Directors who shall give five (5) days notice via telephone, fax, or email to all voting members.
4. At an annual business meeting of the Association, the Board will present to the membership the annual budget for review and discussion.
5. Electronic voting is permitted by the membership and by the Board of Directors to the extent permitted by law.

ARTICLE VII OFFICERS

Position	Term	Maximum Terms
President	2 Year	2
President-Elect	2 Year	2
Secretary/Treasurer	2 Year	2
Past President	1 year	2
Board Member	3 Years	2

1. The officers of the Association shall consist of a President, a President-Elect, a Secretary, a Treasurer, and the Immediate Past President. All officers must be members in good standing and have a minimum of 1-year prior service on the Association Board prior to their appointment. Officers may extend Board terms, as approved by the Board, in order to complete their officer term obligation. If an officer is not reappointed to the board of directors (for instance: after their third year, for their second two-year term), they are ineligible to continue their officer position.

2. The President shall serve a two-year officer term for a maximum of two terms.

3. The President-Elect shall be elected by the membership. The President-Elect shall succeed the President following their 2-year term. In the event that the President-Elect cannot serve as President, the voting members shall select a replacement from nominees presented by the

Governance & Nominating Committee, which could include the incumbent president if they have not exceeded their 2-term limit as President. Serving as President-Elect requires a minimum five-year commitment- two years as President-Elect, followed by two years as President, and one year as Past President.

4. The Secretary shall be elected by the Board from the members of the Board at the first duly called meeting of the Board. The Secretary supports the Nominating Committee chair and assumes the chair position if the Past President position is open.

5. The Treasurer shall be elected by the Board from the members of the Board at the first duly called meeting of the Board.

6. The Immediate Past President shall chair the Nominating Committee. The Immediate Past President shall serve one (1) or two (2) years, at the discretion of the board of directors.

7. The responsibilities of the elected officers shall be as follows:
    a. President: The President shall serve as the Chairperson of the Board and shall preside over meetings of the Association.
    b. President-Elect: The President-Elect performs the duties of the President in the absence of the President.
    c. Secretary: The Secretary shall be responsible for overseeing the records maintenance of the Association; is responsible for ensuring periodic review/approval of organizational documents such as the Board Bylaws, annual evaluation of the Strategic Plan, Annual Board Member Evaluation, and other directives. If not specifically noted, all documents must be reviewed/approved at least every three (3) years. The Secretary will preside in the absence of the President and President-Elect. The Secretary shall participate on the Nominating Committee and will preside in the absence of the President and President-Elect. The Secretary will review minutes prior to distribution to the board membership and will track attendance for board meetings. Anyone missing two (2) meetings within a 12-month period will be documented as a line item in the minutes.
    d. Treasurer: The Treasurer shall be responsible for overseeing the financial affairs of the Association and will serve as Chairperson of the Finance Committee. The Treasurer shall monitor revenue and expenses, oversee investments, and maintain financial records. The Treasurer will also prepare the Associations Annual budget proposal and presents such proposal to the Board of Directors. Position requirements: demonstrated knowledge and skill to provide oversight of financial documentation. Prior minimum service of 1-year on the Association board.

ARTICLE VIII BOARD OF DIRECTORS

1. The Board shall be responsible for:
    a. Establishing policy for directing the affairs of the Association.
    b. Hiring, evaluating, and discipline including termination of Executive Staff.
    c. Review, modification, and approval of Association contracts.
    d. Managing the Association’s assets, preparing, and adopting an annual budget.

e. Communicating the actions of the Board and the affairs of the Association to the membership.

2. The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, six to ten (6-10) Directors elected to three-year staggered terms, optional affiliate member(s) elected for a three-year team, and optional Ex-Officio member(s) elected to a one (1) year term. The affiliate and ex-officio Board members are non-voting and may not comprise more than 50% of the voting membership of the board. The Board, as far as possible, shall be composed in such a manner that it shall have proportionate representation of geographic and major provider types. No more than two (2) members from corporate entities shall be on the board at the same time, and they shall not have a direct reporting relationship.
3. The Ex-Officio is an optional, non-voting position, appointed by a simple majority vote of the board and serves a one-year term. The Ex-Officio member should be a leader with a discernable skillset and/or experience that the board deems valuable to the Association. Having experience or service with the National Alliance for Care at Home, unique legislative experience or relationships, operational expertise, or legal expertise are examples of qualities appreciated in an Ex-Officio board member. The Ex-Officio shall be responsible for sending/giving a report at Board meetings.
4. In the event of a vacancy, the President, with Board approval, shall appoint a director who is a voting member and, as far as possible, is representative of the same geographic and/or provider classification, to serve the unexpired portion of the term.
5. Should an Officer or Director sever employment with a voting member during their term of office, said Officer or Director shall have up to ninety (90) days to retain employment with another voting member before his or her position shall be declared vacant. However, if deemed by the Board of Directors to be in the best interest of the organization, a Director or Officer may be asked to remain the Board beyond the 90-day unemployment window.
6. Attendance: To enable maximum efficiency of the Board of Directors, meeting attendance is expected. After two (2) absences within a year, a vacancy may be declared.
7. Each Director shall serve a three (3) year term with 1/3 of the directors to be elected each year. Customary practice limits each Director to a maximum of two (2) consecutive terms. However, if deemed by the Board of Directors to be in the best interest of the organization, a Director or Officer may be asked to remain on the Board beyond the two-term limit.
8. The Board shall conduct an Annual board evaluation as part of the board's performance in executing our strategic goals and initiatives.

ARTICLE IX STANDING COMMITTEES

1. The Board shall establish the following Standing Committees: Governance & Nominating, Executive, Finance, Policy, Education & Annual Meeting.
2. The Chairperson of each Standing Committee shall be: Executive Committee--President; Finance Committee--Treasurer; Nominating Committee--Immediate Past President. Policy—Board member.
    a. GOVERNANCE & NOMINATING COMMITTEE

    The Nominating Committee shall be composed of the Immediate Past-President and four to eight (4-8) members in good standing appointed by the Board. The Nominating Committee shall develop a candidate slate for the positions of President-Elect, Treasurer, Secretary, and the directors of the Association.

b. EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the officers of the Association. It shall be empowered to act on issues of an emergency or time-sensitive nature when the Board of Directors cannot convene, after which a report will be made to the full Board. The Executive Committee shall meet at the call of the President and a majority shall constitute a quorum.

c. FINANCE COMMITTEE

The Finance Committee shall be composed of the officers of the Association. It shall be chaired by the Treasurer and shall review and make recommendations to the Board on all financial matters of the Association.

d. MEMBERSHIP COMMITTEE

The membership committee is a sub-committee of the Finance Committee and is responsible for recommending membership fee structure to the Finance Committee and board of directors as well and managing communication content to membership for annual renewal and be available for discussion with agency members related to membership status.

e. POLICY COMMITTEE

The Policy Committee provides a forum for members to receive consistent information in order to provide input regarding emerging state legislative and regulatory issues from the HCAW lobbyist, and federal regulatory issues from the HCAW Clinical Director. The Policy Committee is chaired by a member of the Board of Directors, appointed by the Board, and shall consist of at least ten (10) members from the general membership, or board directors.

f. ANNUAL MEETING AND EDUCATION COMMITTEE

The Education Committee provides a forum for members to access educational content applicable to in-home care in a variety of formats, both free and at reduced cost. The committee is responsible for organizing the annual conference, though it may be directed by the board to organize additional conferences. Annual meeting responsibilities include preparing for educational content, sponsorship, logistics/location, cost, etc., of the Annual Meeting. The Education Committee is chaired by a member of the Board of Directors, appointed by the Board, and shall consist of at least four (4) members from the general membership, or board directors.

ARTICLE X AD HOC COMMITTEES AND COUNCILS

1. The Board shall establish Ad Hoc Committees, Task Forces and Councils to carry out specific functions of the Association or address specific issues.
2. The President shall appoint committee, task force, or council chairpersons, who, with Board approval, will select a minimum of three (3) other members.
3. To the extent that it is possible, members of the committees or councils shall be composed in such a manner that they are representative of the major provider classifications and types.

ARTICLE XI ELECTIONS

1. Elections for Board Director positions shall be determined by a vote of the membership. Elections shall be held by mail or electronic ballot. This ballot will be sent to the membership in advance of our annual business meeting. The Governance & Nominating Committee shall announce its slate at least thirty (30) days prior to the sending of the ballot. Additional names may be placed on the ballot by petition of at least five (5) members eligible to vote in the ballot category seven (7) days prior to a vote. The approved candidate slate will be announced to the membership of the Association at our annual business meeting.
2. Elections for Officers of the Board will be determined by the Board of Directors. The Governance & Nominating Committee shall propose candidates for any Officer position vacancies to the Board of Directors for consideration. Standard voting procedures of the Board of Directors shall govern this process.

ARTICLE XII AMENDMENTS

1. The Bylaws may be amended in whole or in part at any board meeting by a two-thirds (2/3) majority of Officers and Directors that are present and eligible to vote. The Bylaws should be ratified by the membership of the Association at our annual business meeting, by mail, or by electronic ballot with a two-thirds (2/3) affirmative vote of voting responding delegates. Notice of amendments should be provided to the membership by email, mail, or in writing. This includes the text of any proposed changes and should be released a minimum of 15 days prior to the time the amendments are to be voted upon.
2. Amendments may be proposed by the Board of Directors or by petition of ten (10) percent of the voting members.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order (latest edition) shall govern all meetings of the Association.

ARTICLE XIV INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

1. No director or former director of the Association shall be personally liable to the Association or its members for monetary damages for any conduct as a director; provided, however, that this section shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director or for any transaction from which the director will personally receive a benefit in money, property or services to which a director is not legally entitled; and provided, this limitation shall not eliminate or limit the liability of a director for any act or omission prior to the date when this provision becomes effective.
2. Each officer or director shall be indemnified by the Association against all expenses reasonably incurred by him/her in connection with an action, suit or proceeding to which he/she may be a party defendant or with which he/she may be threatened by reason of his/her being or having been a director or officer of the Association or by reason of having acted pursuant to a resolution of the Board of Directors, but an officer or director shall not be indemnified for any matter for which he/she is held liable for gross *negligence or misconduct in the performance of his/her duties. The term "expenses"* includes the amount paid in satisfaction of a judgment or in the settlement of a claim if the settlement is approved by a majority of the members of the Board of Directors of the Association other than those involved or by a majority of a committee of five or more members of the Association who are not officers or directors so involved appointed by the President, subject to

the approval of the Board. The right of indemnification under this article shall not exclude any other right to which an officer or director may be entitled nor restrict the Association's right to indemnify or reimburse an officer or director in a proper case even though not specifically provided for herein.

ARTICLE XV DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more qualified charitable, educational, scientific or philanthropic organization to be selected by the Board of Directors.

(Revised 3/16/2026)