

By-Laws of the Florida Alliance of Home Care Services, LLC

A non-profit Corporation

ARTICLE ONE

INTRODUCTION

1.01 These By-laws constitute the code of rules adopted for the Florida Alliance of Home Care Services, LLC (the Entity) for the regulations and management of its affairs.

Purposes and Powers

1.02 This 501 (c)(6) registered entity, will have the purpose or powers as may be stated in this Article of Incorporation and such powers as are now or may be granted hereafter by law. The purposes for which the Entity is organized is to be a tool for home medical care providers in Florida, to educate them as to issues that will affect their business and to educate others as to the services provided patients and the community by the industry, and to pursue the best interests of members and as liaison with government, both on state and federal level concerning home medical equipment providers and home care suppliers and for other purposes.

ARTICLE TWO

OFFICERS AND AGENCY

Principle and Branch Offices

2.01 The Principle place of business of the Entity will be located at the discretion of the President and approved by the Board. In addition, the Corporation may maintain other offices either within of without the State of Florida as its business requires.

2.02 The location of the initial registered office of this Corporation is in the State of Florida. Such offices will be continuously maintained in the State of Florida for the duration of the Corporation. The Board of Directors may, from time to time, change the address of its registered office by duly adopted resolutions and filing the appropriate statement with the State of Florida.

ARTICLE THREE

MEMBERSHIP

Definition of Membership

3.01 The members of this Corporation are those persons, firms, partnerships, corporations or associations made up of members who engage in the commercial rental, sale or distribution of any type of home medical equipment, services and/or care, in the United States and having membership rights in accordance with the provision of these By-laws.

Class(es) of Members

3.02 This corporation will have three (3) class(es) of membership, which are designated as:

- (a) *Members* – a Member shall be a partnership, legal entity or corporation whose primary business is currently engaged in the retail, rental or sale of any type of home medical equipment, orthotics, /prosthetics, respiratory equipment, diabetic supply, and or any other medical supplies and those engaged in patient home care services. Each Corporation shall be considered one member and shall only have one vote.
- (b) *Honorary Members*- An honorary member shall be one who is awarded such membership by a majority vote of the Board of Directors. An honorary member shall not have the power to vote at a membership meeting. Honorary members shall not have the privilege of holding elective or appointed office, but may be appointed to serve on committees at the discretions of the Board of Directors. A honorary membership, with the exception of a lifetime honorary membership, may be terminated by a majority vote of the Board of Directors.

Associate Member – An associate member is a person, partnership, or corporation that is engaged in the wholesale manufacture, or other non-retail type business related to home medical equipment, services or care. An Associate Member shall have voting rights for Associate board members. Associates are eligible to serve as officers of the entity if the majority of the Board votes to approve. Certificates of membership evidencing membership in such class(es) will be issues by the Entity

Election of Members of the Board of Directors

3.03 Persons, Firms, partnerships, corporations or associations as qualified heretofore may be elected as members by the Board of Directors upon filing written application with the President.

3.04 (a) no company may have more representatives running for a position on the Board of Directors than would be able to serve their terms if elected.

3.05 (b) any member running for a position as an officer must be a current member of the Board of Directors.

Members Dues

3.06 The annual dues payable to the Entity by regular members, sponsors and alike will be in such amounts as may be determined from time to time by resolution of the Board of Directors. The first annual dues will be payable and submitted in full with the application for membership. Future annual dues will be payable annually on the date of the initial application. Membership dues and terms of payment may be altered by Board approval.

Assessments

3.07 (a) Membership may be subject to assessment of special dues as determined by the Board of Directors.

(b) The amount of dues fixed by the Board of Directors shall become, on and after notice, an indebtedness to the Corporation collectible by due course of law. The failure to pay any dues or special assessment shall render the members liable to expulsion.

Location of Members Meetings

3.08 Meetings of members will be held at such places that the Board of Directors designates and if possible ratified by the membership. Locations may include teleconferences and/or virtual video meetings.

Regular Members' Meetings

3.09 The regular meeting of the members will be held at a time and place that the Board of Directors designates.

Special Members' Meeting

3:10 Special Meetings of the members may be called by either of the following:

1. The majority of the Board of Directors.
2. The President
3. Members of at least 15% of the votes which all members are entitled to cast.

Notice of Member's Meeting

3:11 Written or printed notice to members, stating the location, day and hour of the meeting must be delivered not less than thirty (30) days before the date of a members meeting. In the case of a teleconference, notice stating the day and hour of the meeting, including telephone access information, must be forwarded to all members seven days before the meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than 14 days prior to the date of the meeting.

Voting Rights of Members

3:12 Each Member will be entitled to one vote on each matter submitted to a vote of members. Associate members will be entitled to no voting rights except to vote for Associate Member Board seat in election.

Members; Proxy Voting

3:13 A Member may vote either in person or by proxy executed in writing via mail or via facsimile machine in accordance with State and Federal laws, by the members. No proxy will be recognized as valid after thirty (30) days from the date of its execution unless expressly provided otherwise in the proxy.

Quorum of the Members

3:14 The numbers of members entitled to vote represented in person or by proxy which constitutes a quorum at a meeting of members will be one-tenth (1/10) of the votes entitled to be cast in such a manner. The vote of a majority of the votes entitled to be cast by the members presented or represented by proxy at a meeting at which quorum is presented is necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by law, the Articles of incorporation of this Corporation, or any provision of these by-laws.

Termination of Membership

3:15 Membership will terminate in this Entity, or member will agree to resign on either of the following events:

1. Receipt by the Board of Directors of the written registration of member, executed by such member.
2. The failure of a member to pay dues, fines, or assessments within 45 days of their due date. Notice will be sent after (30) days by regular mail and automatic termination will occur (15) days thereafter if still unpaid.

3. Conviction of a felony related to the business of retail, wholesale, rental, or distribution of medical equipment, products, services or supplies for home use in the care and treatment of patients in the State of Florida,
4. By majority vote of the Board of Directors, upon exclusion by Department of Health and Human Services of a member from participation in the Medicare or Medicaid programs.
5. By a majority vote of the Board of Directors, for behavior or conduct that is unbecoming of the industry, and for violation of the Entity's printed Code of Conduct.
6. The death of an individual proprietor, dissolution of a corporate member, or the merger of acquisition of a member by or with another member.

Before a membership is terminated for any reason other than resignation or death of the member, the member will be given an opportunity to be heard before the Board of Directors by phone or virtually. A member terminating membership status for reasons other than death may be completely and automatically reinstated if correcting the cause of termination before formal adoption by the Board of Directors of a resolution acknowledging such termination. After formal termination, a former member must follow application procedures for new members and pay and unpaid dues before being accepted for membership.

ARTICLE FOUR

DIRECTORS

Definition of Board of Directors

4.01 The Board of Directors is that group of persons vested with the management of the business and affairs of the Entity subject to the law, the Articles of Incorporation, and these By-Laws. The Directors are elected by the membership at the annual meetings based upon recommendations from a Nominating Committee named by the President or nominations may be made from the floor by any regular member in good standing. The nominees receiving the greatest numbers of votes shall be elected. The slate of officers can be elected at the annual meeting or by electronic means should and in-person meeting not occur. No more than one (1) Board member per company is allowed to hold office at the same time and each company must have a physical location in the state of Florida.

4.02 The Board of Directors will consist of the offices and the other directors. The President of the Corporation will chair the meetings of the Board of Directors.

4.03 The number of Directors of this Corporation shall be no more than seventeen (17) or less than (8), including the officers of the Corporation. The number of Directors may be changed by the amendments to these By-Laws. The term shall begin at the end of the

annual meeting. No more than two (2) Board seats may be occupied by a national company.

Terms of Directors

4.04

1. The Directors shall be elected at the annual meeting by the membership to serve for three (3) year terms. The slate of officers and Directors will be approved by majority vote of the Board of Directors and presented to membership at the annual meeting for approval by majority vote.

2. The terms of the Initial Board of Directors shall be as follows; three (3) year and one third of the Directors will rotate off if not elected to another term of three (3) years.

3. A Director may be removed from office by the membership when such action will serve the best interests of the Corporation. Such removal may only come after an investigation and an opportunity for the Director to confront their accusers.

4. Any Director who misses any two of the four proceeding meetings may be asked by the President to resign, and must adhere to such a request. Any Director who misses three of the four proceeding meetings will automatically relinquish his or her positions of the Board of Directors. He or she may appeal, giving the circumstances and reason for the absence, and the Board will then accept or deny the appeal by secret ballot of the Board.

Resignations of the Directors

4.05 Resignations of the Directors will become effective immediately or on the date specified therein and vacancies may be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors may be filled by appointment by the President, subject to approval of the Board of Directors, and the appointee will serve out the original Directors' term.

Time and Place of Directors' Meetings

4.06 Meetings of the Board of Directors, regular or special, will be held at a time and place designated by the President, or by written request of the Board of Directors.

Quorum of Directors

4.07 Majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Article of this Corporation, or any provision of these By-Laws.

Notice of Meetings

4.08 Not less than seven (7) days and not more than sixty (60) days written notice will be given of every regular or special meeting of the Board. Notice of the Board meeting may

be waived when a Board member attends a meeting without objection and absent members sign a written consent thereto.

Action with Meetings

4.09 Any action required or permitted to be taken of the Board of Directors may be taken without a meeting and with the same force and effect as if taken by vote of the Directors, either upon ratification by the Board or authorized written consent, or by telephone.

4.08 No company may have more than two representatives on the Board of Directors unless a majority of the sitting Board approves.

4.09 Directors will be allowed to finish the remainder of their terms if they no longer fulfill the definition of a member or only with approval of a majority of the sitting Board.

4.10 Officers will have a 90-day period to reinstate regular member status, otherwise they will become a director of the corporation.

ARTICLE 5

5.01

The Executive Officers of the Corporation shall be President, President Elect, Vice President(s), Secretary Treasurer, Immediate Past-President and such other offices as the Board from time to time considers necessary for the proper conduct of the business of the Association. The Executive Officers, except for the immediate past President, shall be elected at the annual meeting by the membership if the term shall begin at the end of the annual meeting and will serve for two (2) years. Vice-Presidents may be elected during alternate years; and the Secretary and Treasurer's position may be elected during alternate years. The Executive Officer shall hold office for a term of two years. With reference to the offices of President, President Elect, Vice Presidents, Secretary, and Treasurer, no person shall hold either of these offices for a period of longer than three consecutive elected terms for two (2) years each.

President

5.02 The President shall be the Chief Executive Officer of the Corporation. The President shall, when present, preside at all meetings of the members and directors, shall have general management and direction of the business of the Corporation and all powers ordinarily exercised by the president of a corporation; shall have authority to sign and execute, in the name of the corporation, all authorized deeds, mortgages, bonds, contracts, or other instruments which will be co-executed by the secretary. In the event that the office of President is vacated, the Board of Directors shall elect the President Elect to serve until the next annual meeting, when the membership will elect a them as President.

Vice –Presidents

- 5.03 There may be more than one Vice President but no more than four Vice Presidents. Should the President Elect be unable, The Vice-Presidents shall, in the absence of the President, perform all the Duties of the President, and when so acting, shall have the powers of the President. The Vice- President shall (if provided by resolution of the Board of Directors) have the authority to sign and execute in the name of the Corporation, all authorized deeds mortgages, bonds contracts or other instruments, co executed by the secretary and shall have additional powers and duties as may be assigned by the Board of Directors.

Secretary

- 5.04 The Secretary shall keep minutes of meetings or the members of the Board of Directors shall see that all notice are duly given in accordance with the provisions of the By-Laws or as required by law; shall be custodian of the records and of the corporate seal or seals of the Corporation; Shall see that the corporate seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized, and when so affixed may attest the same; may sign the membership cards of the Corporation and in general shall perform all duties ordinarily incident to the office of Secretary of the Corporation and such other duties as from time to time may be assigned to him by the Board of Directors or by the President. The Secretary will be the co-signatory on those powers listed in section 5.02. The Secretary may delegate any of these duties to the Executive Director, including co-signing of documents.

Treasurer

- 5.05 The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Entity and shall deposit, or cause to be deposited, in the name of the Entity, all monies or other valuable effects in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board of Directors; Shall render to the President and to the Board of Directors, whenever requested, and account of the financial condition of the Corporation and such other duties as may be assigned to him by the Board of Directors or by the President. The Treasurer shall annually review a full and true statement of the affairs of the Association, including a Balance sheet and Operating statement, which shall be submitted at the annual meeting of the members and shall be filed within twenty (20) days thereafter and the Principal office of the Corporation. This may be provided and overseen by the Executive Director and/or accounting firm hired to do so.
- 5.06 The immediate Past-President shall advise the President, The immediate past president will serve on the executive committee as a voting member. Any Past-President may serve as honorary member(s) of the Board of Directors and will have no voting power.

Executive Director

5.07 The Board of Director may employ an Executive Director, who shall hold office for such period and have such authority, and perform such duties as the Board of Directors may prescribe. The Executive Director may be subject to annual review by the Board of Directors.

Removal of Officers

5.08 Any Officer Elected or appointed may be removed by the Board authorized under these By-Laws to elect or appoint such Officer whenever in their judgment the best interest of the Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE SIX

COMMITTEES

Standing Committees

6.01 The President shall appoint Chairmen of Committees, subject to the approval of the Board of Directors. The Committee may include but not be limited to:

- Executive Committee
- Finance Committee
- Legislative Committee
- Membership
- Insurance
- Annual Meeting
- Nominating Committee
- By-Laws & Ethics

The Committee Chairman may be a member of the Board and conduct the affairs of the Committee under the supervision of the President and the Board of Directors. Each Chairman will prepare a report of the Progress of the Committee for presentation at each Board meeting. Committee member may be appointed by the respective Committee Chairman.

ARTICLE SEVEN

OPERATIONS

Fiscal Year

7.01 The fiscal years of the Corporation will begin on January 1 and end on December 31st of each year.

Books and Records

7.02 The Secretary will keep correct and complete books and records of accounts based on the Entity's fiscal year and will keep minutes of the proceedings of its members. Board of Directors and Committee. The Entity will keep at its State office a membership register giving the names and addresses showing classes and other detail of the membership of each member, and the original, or a copy, of its By-Laws, including amendments to date. Certified by Secretary of the Corporation

Inspection of Books and Records

7.03 All books and records of this Corporation may be inspected by any members, or his agent or attorney, for any purpose at any reasonable time on written demand under oath stating such purpose.

7.04 The Treasurer, in accordance with the Finance Committee, may annually recommend a Certified Public Accounting firm which will audit the Corporation's books.

Non-Profit Operations- Compensation

7.05 This Corporation will not have or issue shares of Stock, no Dividend will be paid and no part of the income of this corporation will be distributed to its members, Directors or Officers.

Loans to Management

7.06 The Corporation will make no loans to any of its Directors or Officers.

7.07 No member or incorporation of this Corporation may have any vested rights, interest or privilege of, in, or any right, interest, or privilege which may be transferable or inheritable or which will continue if his membership ceases, or while he is not in good standing.

Expelled members shall have no property rights to assets of the corporation.

On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation will be returned to the members on record of the date of the dissolution in the same ration that the dues were last paid.

The Directors of this Corporation may authorize secured transaction or other dispositions of corporate assets without approval by the members.

ARTICLE EIGHT

AMENDMENTS

Amendment of the Article of Incorporation

8.01 The power to alter, amend, or repeal the Article of Incorporation of the Corporation is vested in the Members. Such action must be taken pursuant to a resolution approved by a majority of the Directors and by two-thirds (2/3) of the members present at a general meeting.

Modification of By-Laws

8.02 The power to alter, amend or repeal these By-Laws or to adopt new By-Laws, insofar as is allowed by law is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by two thirds of the Board of Directors. The Membership may amend these By-Laws. Such action must be taken pursuant to a resolution approved by two-thirds of the members present at a general meeting and a majority of the Board of Directors.

ARTICLE NINE

INDEMNIFICATION

9.01 Every Director, Officer, or Employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason to his being or having been a Director, Officer, or Employee at the time such expenses are incurred, except in such cases wherein the Director, Officer, or Employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right or indemnification shall be in addition to and not exclusive of all other rights to which such Directors, Officer or Employee may be entitled.

Adoption of By-Laws

Adopted by the Board of Directors by resolution and unanimous vote on June 20, 2014.

Amendments proposed and adopted by resolution and unanimous vote of the Board of Directors on June 8, 2021.