

ASSOCIATION OF RESIDENTIAL CAREHOME ADMINISTRATORS
(ARCA) BYLAWS

ARTICLE I

OFFICIAL NAME

Section 1. This non-profit organization is registered under its official name: Association of Residential Carehome Administrators, also known as ARCA. It is the association of community-based care facilities: adult residential care homes (ARCH) and the adult foster care homes under the DOH DDD program.

ARTICLE II

PURPOSE AND MISSION

Section 1. PURPOSE AND MISSION.

- a. To provide assistance to members with respect to continuing education, client referrals, low rate group insurance, legislative actions, government relations and general support.

Section 2. Goals

- a. Recruit and retain members to enable ARCA as the leading organization in the industry and able to maximize benefits to members such as insurance premiums.
- b. Enhance competency of members by attending in-services to be able to provide care to all elderly clients with compassion, respect and dignity.
- c. Encourage members to network with each other to assist in marketing strategies and client referrals.
- d. Collaborate with other caregiving organizations for greater support of any legislative initiatives that beneficial to the community-based care facilities industry or oppose bills that are detrimental to the industry.
- e. Establish a collegial relationship with the Office of Health Care Assurance to (OHCA) keep us abreast with policy changes and at the same time allow the organization to channel members' issues and concerns.

ARTICLE III

OFFICE AND ADDRESS

Section 1. Principal Office.

The principal office of the Organization shall be in the City and County of Honolulu, State of Hawaii at such place designated by the Board of Directors.

Section 2. Mailing Address. The mailing address of the organization shall be:

P.O. Box 758, Pearl City, Hawaii 96782.

ARTICLE IV

MEMBERSHIP

Section 1. Eligibility.

A. Regular Members.

1. Shall be limited to two (2) persons per ARCH or adult foster home under DOH DDD program as designated by the Administrator/Owner (i.e., Administrator/Owner and spouse or significant other and/or Primary Caregiver/Secondary Caregiver).
2. Administrators must be currently licensed/certified to operate an ARCH or adult foster home under DOH DDD program.
3. Regular members shall have the right to vote and shall be eligible to serve as voting members of the Board of Directors and/or hold a position as an Officer of the Organization.

B. Associate Members.

Members of different caregiving associations who are affiliated with ARCA for limited benefits. Associated members pay membership dues determined by the Board. Associate members have are not eligible to vote.

Section 2. Dues and Funds.

- a. All regular members shall pay annual dues in the amount set by the Board of Directors.
- b. Bereavement funds shall be appropriated and financial assistance in the amount of \$100.00 to the immediate families (parents, spouses, children) of officers and members.
- b. Discretionary funds. The Board shall appropriate \$500.00 per year for the President to spend for a good purpose for the organization. The President will submit receipts of the discretionary spending to the Treasurer and it is subject to audit.
- d. Special funds. Funds shall be appropriated for monthly Board Meeting expenses. Any services rendered by an officer who is considered to be as subject-matter-expert which is a short-term in nature, shall be compensated with a reasonable amount approved by the Board.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The Board of Directors is composed 20 of the elected and appointed Officers and Board Members of the Association. All the Officers and Board Members are referred to as “Directors.”

Section 2. The Board of Directors referred to as “the Board” shall be the governing body of the association. It consists of the President, 1stVice-President, 2nd Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Auditor, Public Relations Officer, (2) Sergeant-at-Arms, nine (9) Board Members.

Section 3. Duties of the Board of Directors shall:

- a. Directs the business and financial affairs of the Association.

- b. Establishes the Association's administrative policies.
- c. Fosters growth and development of the Association.
- d. Authorizes the formulation and awarding of contracts.
- e. Reviews recommendations of the President and determines actions to be taken.
- f. Reviews committee reports and determines action to be taken on recommendation.
- g. Suspends or expels members of the Association for due cause.
- h. Fills all vacancies of the Board unless otherwise specified by the Bylaws.
- i. Authorizes the representation and participation of the Association in activities other than the non-profit activities and functions of the Association.
- j. Performs such other duties and exercises authority as prescribed in these By laws.

ARTICLE VI

OFFICERS AND MEMBERS OF THE BOARD

Duties and Responsibilities

A. President

- 1. Presides over the Board meetings and General Membership meetings. May call for emergency meeting or special meeting when needed which could be conducted electronically.
- 2. Appoints members of the Board with the approval of the Board of Directors when vacancy arises.
- 3. Appoints committee chairpersons with the approval of the Board of Directors
- 4. Ex officio member of all the committees as described in Article VII.
- 5. Co-signs checks issued by the Treasurer in any amount greater than two hundred and fifty dollars (\$250).
- 6. All checks issued by the Treasurer in the greater than \$500.00 must be approved by the Board countersigned by the President.

B. 1st Vice-President

- 1. Assumes and performs the duties of the President in his/her absence, disability and incapacity.
- 2. Performs additional duties delegated by the President or Board.

C. 2nd Vice-President

1. Assumes and performs the duties of the 1st Vice-President in his/her absence, disability and incapacity.

D. Secretary

1. Gives notices of all meetings. Establish and develop secretarial log book for proper recording and archiving of documents. All records must be kept in archives for 5 years.
2. Records the minutes of all the meetings. Maintain the records of all meeting minutes and correspondences for a smooth turn over to the next Secretary. Minutes of the meetings and correspondences should be disseminated to the Board or members in timely manner.
3. Maintains and updates general membership record and report updated report of membership at the monthly Board Meeting and at the annual membership meeting.
4. Responsible for mailing in-service notices and all correspondence related to organization.
5. Performs additional duties delegated by the President or Board.

E. Assistant-Secretary

1. Establishes working relationship with the Secretary and to be able to perform fully the duties in the absence of the Secretary.
2. Performs additional duties delegated by the President or Board.

F. Treasurer

1. Responsible for the financial matters of the association. Using standard book keeping practices, the Treasurer will maintain a financial record of the organization and ensure all financial transactions are properly documented.
2. Receives funds (cash or check) and deposits said amount to the association bank account. Current financial status will be reported monthly to the Board.
3. Pays all the association's financial obligations.
4. Maintains all financial statements and records of business
5. Acts as the Chair of the Budget Committee
6. Performs additional duties delegated by the President or Board.

G. Assistant Treasurer

1. Establishes working relationship with the Treasurer and able to fully perform the duties of the Treasurer in his/her absence.
2. Performs additional duties delegated by the President or Board.

H. Auditor

1. Conducts bi-annual audit of all financial transactions and records of the association
2. Submits audit reports to the Board every six months. May conduct special or emergency audit under circumstances as directed by the Board.

3. Performs additional duties delegated by the President or Board

I. Public Relations Officer

1. Upholds and improves the image of the association.

2. Prepares all statement for release to media outlets, including all social medias, as approved by the President or Board

3. Performs additional duties as delegated by the President or Board

J. Sgt-at-Arms (2)

1. Maintain order at all meetings, events and association-related activities

2. Perform additional duties as delegated by the President or the Board

K. Board Member

1. Assists in the overall planning and implementation of the goals of the association.

2. Participates actively in creating programs that are appropriate and consistent with the association's mission and goals.

3. Ensures that association's assets and resources are well-protected with strong oversight.

4. Strong proponents of high legal standards to maintain association's integrity.

5. Carries out other duties and responsibilities as delegated by the Board.

ARTICLE VII MEETINGS AND QUORUM

Section 1. Meeting

a. Board Meeting. The Board of Directors shall meet monthly on a specific day and time, first Monday of the month, unless the President, with the approval of the Board, decides to change the Board meeting date. The Board shall conduct monthly meeting but not less than eight (8) times a year.

b. General Membership Meeting. An annual meeting of the members shall be held at such place and time designated by the Board of Directors. The even year annual meeting shall be designated for elections of officers. The odd year annual meeting shall be designated as an Organization Day to include in services for members and activities for family members and their residents.

c. Special or Emergency Meeting. When the Board or the President requests for a Special or Emergency meeting, a telephonic conference meeting will be allowed provided it meets the quorum requirement under Section 2.a.

Section 2. Quorum

a. Board Meeting. There shall be a quorum to conduct a meeting. A quorum is 8 of the Board present. Affirmative vote requires majority (half +1 of the Board members present at the meeting.

b. Even Year Annual Membership Meeting. There must be at least two thirds (2/3) of the regular Members present to conduct an annual meeting.

Section 3. Notice of Meeting.

The notice of the next Board meeting is issued at the end of the last Board meeting.

The Secretary sends reminder/notice of the next Board meeting at least 7 days prior to the meeting through all available means of communication to include social media as authorized by the BoD. Notice of the annual membership shall be sent 7 days prior to the meeting for the date, time and place of the meeting via all available means of communication to include social media.

Section 4. Conduct of Meeting.

The presiding officer of any meeting shall conduct the meeting under parliamentary procedure using Robert's Rule as the guideline. All officers and members must be familiar with the parliamentary procedure.

ARTICLE VIII

COMMITTEES

Section 1. The President appoints Chairpersons of the standing Committees with the approval Board. The Chairperson may select the members of the committee.

A. Programs and Continuing Education Committee

1. Responsible for the continuing education
2. Solicits speakers for every in-service session
3. Secures and sets-up venue for in-service
4. Prepares certificates of completion for each in-service
5. Prepares sign-in sheets for every in-service

B. Social Functions and Special Events Committee

1. Plans and coordinates all social functions and specials events in particular the installation of new officers
2. Secures venue and date for events
3. Prepares tickets for printing and distribution
4. Responsible for preparing the program and entertainment procurement of each event

C. Membership, Communication and Publicity Committee

1. Responsible for increasing association membership
2. Conduct information drive to all current licensed care homes

D. Ways and Means Committee

1. Plans and coordinates all fund-raising events
2. Secures venue and date for the events
3. Prepares tickets for printing and distribution
4. Responsible for overseeing and collection of the proceeds of the event

E. By-laws Committee

1. May initiate amendments to the Bylaws for review by the Executive Board. But any

member may submit a proposal to amend a section(s) of the By-laws.

2. Submits proposed amendments to the bylaws with the Committee's recommendation for action.
3. Presents the proposed amendments to the general membership after approval by the Executive Board at least thirty (30) days prior to voting.
4. Reviews and recommends changes of Chapter-Bylaws. Every Officer and Member are responsible in reviewing the Bylaws.

F. Legislative Committee

1. In preparation for upcoming legislative session, brainstorm legislative initiatives beneficial to the care home business in general and to the ARCA members in particular
2. Educate members of legislative issues and train them to support initiatives
3. Establish relationships with key or major members of the legislature to gain support for the legislative initiatives

G. Budget Committee

1. Prepares a proposed annual budget for the upcoming calendar year which starts January 1 and ends on December 31. Proposed annual operating budget must be submitted to the Board no later than 30 days before the end of the year.
2. Updates the board on the proposed budget and gets approval to adopt the budget.

H. Website Committee

1. Appoints Web Master as an Administrator of the Website and has the authority in managing the Website.
2. Updates content of the ARCA website. Responsible for screening what to be posted and has the authority to refuse or ban a member from posting
3. Solicits postings to the website and formulates policies and procedures.
4. Prepares an annual report during annual meetings.

I. Nominations and Elections Committee

1. Solicits written nominations of candidates for all the elected officers 90 days prior to election. Nominees shall acknowledge nominations with written consent.
2. Reviews nominees' eligibility and submit nominations to the Board for review 60 days prior to election. If there are no enough nominees solicited, there will be open nomination on the floor before the election.
3. Prepares and issues the official ballots directly to all eligible voting members. Members not present during the election may mail the ballot. Mailed ballots must be received 15 days prior to the election.
4. Tabulates ballots immediately after the closing of the election, and results be announced immediately thereafter.
5. Settles all issues and disputes about the election results. Issues disputing election results

must be conveyed to the Committee within and no later than seven (7) days after the election.

6. Destroys ballots immediately upon approval or motion by the BOD, or until the election issues have been settled.

ARTICLE IX

TENURE OF OFFICE AND VACANCIES

A. Section 1.

a. Tenure of Office

All elected and appointed positions may have two two-year term of office. Tenure of office shall start the next day after the new set of Board of Directors is sworn in. An officer may run for the same office for two consecutive terms only. In the event that there is a no nominee for a particular office, the incumbent officer may run for another term at the discretion of the Board.

b. End of Tenure

At the end of each term of office, all officers are responsible to prepare necessary documents for proper endorsement to the next installed set of officers. The endorsement must be signed off by the concerned officer.

c. Succession of Office

When the presidency is vacated for any reason, the 1st Vice-President assumes office. The 2nd Vice-President assumes the office of the 1st Vice-President when it becomes vacant. All other vacancies will be appointed by the President with the approval of the Board. An officer to a vacancy will assume position and serve for the remainder of the term.

Section 2. Vacancies

a. Resignation

All elected and appointed officers may resign any time with a written notice or by a telephonic communication with the President. The resignation becomes effective upon receipt of the written notice or upon communicating with the President.

b. Removal or expulsion from office

1. An officer or Board Member may be removed from a position when missing more than half of the least number of meetings required by the Board.
2. An officer or Board Member may be removed from the position or from the Association for acts in violation of the By-laws and/or acts detrimental to the Association provided a due process is given and a 2/3 vote of the Board of Directors.

c. Reinstatement

1. An officer or Board Member removed or expelled from the organization maybe reinstated when cleared by the Board of Directors.
2. A simple majority vote is required for reinstatement.

ARTICLE X ADVISORY COUNCIL

Section 1. Circle of Past Presidents

- a. The Advisory Council is composed of the past Presidents. The Council is part of the Board of Directors with advisory capacity. Members of the Council represent one (1) count for the quorum and one (1) vote when an item is considered for vote during a Board meeting.

ARTICLE XI AMENDMENTS

Section 1. These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted

- a. Upon the recommendation of the By-laws Committee.
- b. 2/3 vote of the Board of Directors
- c. Ratified by a simple majority affirmative vote of the members in a general membership meeting.

ARTICLE XII DISSOLUTION OF THE ORGANIZATION

Section 1. Board Approval

- a. The Board of Directors may propose dissolution of the organization if it is in the best interest of the members.
- b. An emergency meeting will be called stating the purpose of the meeting. All regular members will be notified and entitled to vote on the proposed dissolution of the organization. If the proposal to dissolve is adopted, the board of directors shall proceed in the dissolution.
- c. All financial income and assets of the association shall be donated to charitable non-profit organization before the final dissolution.

Submitted by the Committee:
October 216
Board of Directors Approval
November 2016
Ratified by the General Members

Signed: _____
President, ARCA 2016-2018