

**AMENDMENTS ADOPTED – October 16, 2012**

**AMENDED AND RESTATED BYLAWS  
OF  
MISSISSIPPI HEALTH CARE ASSOCIATION, INC.  
ADOPTED DECEMBER 10, 2003**

**ARTICLE I - NAME AND LOCATION**

**Section 1.** The name of this corporation shall be the Mississippi Health Care Association.

**Section 2.** Its principal office location shall be determined by the Board of Directors.

**ARTICLE II - BYLAWS  
DEFINITIONS**

**Section 1.** Unless the context in which they are used clearly indicates that a different definition is intended for the following terms, when used in these bylaws, shall have the following meanings:

(a) Act. The term “Act” means the Mississippi Nonprofit Corporation Act, Section 79-11-101, *et seq.* of the Mississippi Code Annotated of 1972, as presently or subsequently amended, as well as any corresponding successor statutes thereto and provisions thereof.

(b) Articles. The term “Articles” means the Articles of Incorporation of the corporation and Articles of Merger of the corporation in which the corporation is the surviving corporation, then currently in effect from time to time.

(c) Board. The term “Board” means the Board of Directors of the corporation, except that no person or group of persons either constitute or are members of the Board because of the authority delegated to that person or group, pursuant to the Articles to exercise some or all of the powers which would otherwise be exercised by the Board.

(d) Corporation. The term “corporation” means the incorporated nonprofit entity referred to in Section 1 of Article I of these bylaws.

(e) References to “such other jurisdictions approved for membership in the corporation” or “such other jurisdictions affiliated with the corporation” shall mean a long term care facility or assisted living facility licensed in another jurisdiction which has been approved for membership in the corporation.

(f) Regular member. When used in these bylaws, regular member means an entity admitted to regular membership as described in Article V, Section 1(a).

**Section 2.** Bylaws Construction. These bylaws are the Code of Rules adopted pursuant to the Act for the regulation or management of the affairs of the corporation. Any conflicts between the provisions of these bylaws and the non-discretionary provisions of the Act shall be resolved in favor of and be controlled by the applicable provisions of the Act and these bylaws shall be interpreted and construed consistently with the applicable provisions of the Act.

### **ARTICLE III - PURPOSE**

**Section 1.** This corporation shall issue no shares of stock, shall divide no dividends or profits among its members, shall make the loss of membership by death or otherwise the termination of the interest of such member in the corporation, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. This corporation is for non-profit purposes.

**Section 2.** The corporation is formed to further the formation and operation of long term care and assisted living facilities within the State of Mississippi and such other jurisdictions which may be affiliated and to promote the high standards of professional care, operation and administration of licensed long term care facilities and assisted living facilities in Mississippi and such other jurisdictions which may become affiliated with the corporation.

**Section 3.** Notwithstanding any other provisions of the bylaws, the corporation shall not conduct or carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any other organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations.

**Section 4.** Upon the dissolution of the corporation, the assets of the corporation shall be distributed exclusively to organizations which would then qualify under 501(c)(3) of said Code and regulations.

**Section 5.** It shall be the duty of the Board to establish all policies governing the administration of the fiscal assets of said corporation and to determine the services to be rendered by this corporation.

### **ARTICLE IV - MEMBERS' MEETINGS**

**Section 1.** The annual meeting of the members of the corporation shall be held at such time and on such day as shall be fixed by the Board of Directors, at the principal office of the corporation or such other place, either within or without the State of Mississippi. At the annual meeting, the members shall elect directors and officers and conduct such business as may be appropriate. Members shall be notified in writing not less than 30 days prior to the meeting. The failure to hold an annual meeting at the time stated shall not affect the validity of any corporate action. The Board of Directors may

call a business meeting for the purpose of receiving the report on the activities and financial condition of the corporation.

**Section 2.** Special meetings may be called by the President with at least (10) days advance notice to membership by mail or such other electronic means with proof of delivery. He/she shall specify in general terms the matters and things to be considered; final action shall be taken on no other matters at such meetings.

**Section 3.** A quorum for the transaction of business at any meeting shall consist of representation on the part of not less than fifty percent (50%) of the voting membership. The affirmative vote of a majority of those present and voting shall be required for the adoption of any proposal.

**Section 4.** The President, or in his/her absence the Vice-President, or in the Vice President's absence, the Secretary or Treasurer, or in his/her absence any designee of the attending Area Vice-Presidents, shall preside at all meetings of the corporation.

## **ARTICLE V - CLASSES OF MEMBERSHIP**

**Section 1.** There shall be four classes of membership:

(a) **Regular Membership** - Open to any entity (including an individual, sole proprietor, partnership, professional association, corporation, etc.) which owns or manages any long-term care facility or personal care/assisted living facility licensed and/or approved by the State in which it operates or an appropriate Federal agency, which shall subscribe to the purpose of this corporation; and which shall signify its intention to abide by the corporation's bylaws and those of the American Health Care Association; and which, prior to its application for membership, shall have conducted itself in a manner consistent with the purposes of the corporation.

(b) **Non-Resident Membership** - A long term care facility or personal care/assisted living facility which is licensed by a jurisdiction outside of Mississippi and which otherwise meets the requirements of membership set forth in the bylaws may, upon application, be admitted to membership in this corporation, subject to the approval by the Board of Directors and by compliance with such conditions which the Board of Directors may adopt.

(c) **Associate Membership** - Associate Membership is available to businesses or individuals who are engaged in activities which relate to the objectives of the Mississippi Health Care Association, and who are not affiliated by ownership or management with a nonmember Mississippi long-term care facility. Associate Membership conveys no voting rights, and acceptance of applicants is subject to the approval of the Board of Directors.

(d) **Special Membership for Long-Term Care or Personal Care/Assisted Living Facilities which are state owned.** There is created a special category of

membership for those long term care or personal care/assisted living facilities licensed and/or approved by the State of Mississippi and which are a subdivision of the State of Mississippi. The Board of Directors may admit as special members such state owned facilities upon such terms and conditions as may be set by the Board of Directors. (Amended May 15, 2007)

(e) **Member in Good Standing** shall refer to a member which, having been admitted, subscribes to the purpose of this corporation; has membership dues either paid in full by April 1 of each year, or has a dues installment plan approved by the Board of Directors by April 1 of each year; and is not the subject of an corporation suspension, expulsion or termination.

(f) **All Facility Membership.** Applications for membership shall be submitted to and considered by the Board of Directors or such committee as the Board of Directors may assign, which shall make an appropriate recommendation to the Board of Directors. Each member shall pay dues for each long-term health care facility which it owns or manages in the State of Mississippi or such other jurisdiction approved for membership in the corporation, and each member shall have one vote for each such facility. A member shall be deemed to “own” a facility if it has a majority or controlling interest in that facility. A member shall be deemed to “manage” a facility if it has been granted sole responsibility for management of said facility.

Notice of any change of ownership, management, or exchange of stock shall be forwarded to the Association office within thirty (30) days.

## **ARTICLE VI CERTIFICATES OF MEMBERSHIP**

**Section 1.** The Board of Directors is empowered to approve a design for a Certificate of Membership suitable for display attesting to membership in this corporation, for the dues year.

## **ARTICLE VII TERMINATION AND SUSPENSION OF MEMBERSHIP**

**Section 1.** Membership may be terminated for non-payment of dues. In its sole discretion, the Board of Directors may defer termination or suspension of a membership of a member otherwise in good standing, upon a request by a member who furnishes satisfactory evidence that the member is suffering temporary financial hardship caused by a bankruptcy, receivership, debarment, or governmental action resulting in interruption of the member's business, or any other financial situation as approved by the Board of Directors.

A member may be expelled or suspended or reprimanded for deliberate and flagrant violation of the bylaws of this corporation or those of the American Health Care Association, or for conduct deemed prejudicial to the long term care profession. Such

action may be taken by the Board of Directors.

### **ARTICLE VIII - VOTING RIGHTS**

**Section 1.** Each member in good standing shall have one vote for each long-term health care or assisted living facility which it owns or manages in the State of Mississippi. The privileges of casting **votes** at Members' Meetings shall be limited to the administrator or alternate of each facility owned or managed by a member or its duly appointed proxy, each administrator or alternate casting the member's vote for that facility. (Amended June 26, 2006.)

**Section 2.** The vote or votes of a member shall be cast in person or by proxy by the administrator of each facility or his/her alternate designated in writing or in person as registered with the corporation, prior to voting. In addition to the foregoing methods of voting, each eligible member may vote by electronic means pursuant to procedures approved by the Board of Directors in advance of any meeting.

### **ARTICLE IX - DELEGATES**

**Section 1.** Each member shall be entitled to be officially represented at each Members' Meeting by one Delegate from each facility which it owns or manages in the State of Mississippi. Each such Delegate, or in his/her absence, the Alternate, if any, shall cast the vote of the member's facility which he/she represents; but to be eligible to do so, he/she must have paid the annual meeting registration fee and must be registered as a Delegate or Alternate with the corporation. All voting Delegates or Alternates must be separated from non-voting participants before ballots are cast.

### **ARTICLE X -PROCEDURAL RULES**

**Section 1.** All deliberations and proceedings of this corporation shall be governed by Roberts' Rules of Order, when not inconsistent with the bylaws.

### **ARTICLE XI ELIGIBILITY OF OFFICERS AND COMMITTEE MEMBERS**

**Section 1.** Officers: To be eligible for election to any office or to serve in any office, including that of Past President, in the corporation, an individual must be either an individual member, an official of a member entity owning or managing more than one facility or an administrator of a long-term health care facility owned or managed by a member in the State of Mississippi or such other jurisdiction affiliated with the corporation, and must meet the following requirements:

- (a) Individual must be affiliated with a facility owned or managed by a member in good standing at the time individual is elected to office, and
- (b) Individual must be affiliated with a facility owned or managed by a member

in good standing at the time individual assumes office. In the event any officer after being duly installed and assuming office ceases to meet any of the conditions in Section 1 of this Article for a period not to exceed ninety (90) days, that officer shall forfeit his/her office and service on the Board of Directors, and his/her successor shall be elected and installed in accordance with the provisions established by these bylaws.

(c) No more than two officers of the Board of Directors (President, First Vice President, Secretary, Treasurer, Past President, or Area Vice President), may serve on the Board of Directors at any one time if they are affiliated by ownership, in whole or in part, by management, in whole or in part, with the same member. Special provision for interpretations of this subsection may be made at the discretion of the Board of Directors.

(d) Must have been a licensed administrator, manager or owner of a long-term care facility in Mississippi or some other jurisdiction affiliated with the corporation for at least one (1) year.

**Section 2.** Committee Members: To be eligible for appointment to any committee in the corporation, an individual must be either an owner/member, employee of a member owning or managing more than one long-term health care facility, or a licensed administrator of a facility owned or managed by a member, and be affiliated with a member in good standing at the time of appointment and service.

**Section 3.** Any committee member who is absent for two (2) consecutive meetings without an excused absence, as determined by the Committee Chairman, the Board of Directors will remove the member from the committee. Replacements will be made in the same manner as original appointments.

## **ARTICLE-XII OFFICERS AND THEIR DUTIES**

**Section 1.** The officers shall be as follows: President, First Vice-President, Secretary, Treasurer, and one Area Vice-President each for Areas I, II, III, IV, V, and VI. Upon approval by the members of addition of jurisdiction(s) from which members may be admitted to membership in the corporation, the Areas may be added by the Board of Directors in its sole discretion and the Areas then shall be drawn and numbered accordingly.

**Section 2.** The Nominating Committee shall submit a slate of one candidate each for President, for First Vice-President, for Secretary, and for Treasurer to be voted on at the Annual Meeting. Nominations may be made from the floor, and a majority of all votes cast shall be necessary for election. A run-off between the two candidates with the highest number of votes for a given office shall be held if a majority is not won in the first voting.

**Section 3.** The Area Vice-Presidents shall also be elected at the annual meeting,

voting being limited to delegates from within the appropriate geographical areas as determined by the Board of Directors, See Article XV. Such election shall be held during the Annual Meeting after election of general officers. To be eligible to vote, an individual must be either a Delegate or an Alternate representing a facility owned or managed by a regular member in good standing of this corporation; and in the case of the election of an Area Vice-President, must be affiliated with a member's facility located within the appropriate geographical area.

**Section 4.** Terms of all officers shall begin upon election and the taking of the Oath of Office, and shall expire upon the election and taking of the Oath of Office of a successor. Vacancies of any office occurring during the year shall be filled by appointment of the Board of Directors. All persons appointed by the Board of Directors to fill vacancies in an officer position shall meet the requirements to occupy that office.

In the event a Past President becomes ineligible to serve as a member of the Board of Directors, the next eligible Past President shall assume the office, and shall continue to serve in this capacity until the time of the next election and installation of officers.

**Section 5.** An officer or board member can be removed from office by a two-thirds vote of the other members of the Board of Directors for misfeasance or malfeasance in office or for failure to adhere to the bylaws of this corporation, or for failure to attend four (4) regular meetings of the Board of Directors during any calendar year. [Amended by Board of Directors April 18, 2006.]

### **ARTICLE XIII - DUTIES**

The duties of officers shall be as follows:

**Section 1.** President: The President shall be a Director of the corporation and in his/her absence the First Vice President, or in the First Vice-President's absence the Treasurer or in his/her absence, a designee of the attending Area Vice-Presidents, shall preside at all Official Meetings of the corporation and of the Board of Directors, shall be responsible for the conduct of the affairs of this corporation, and for the proper functioning of all committees.

He/she shall appoint all Standing and Special Committees, with the exception of the Nominating Committee, and shall be an ex officio member thereof. He/she shall also perform or cause to be performed all duties not specifically delegated to other offices. In the absence of the Treasurer, the President shall assume all responsibilities for disbursement of funds. He/she shall furnish a surety bond in an amount to be determined by the Board of Directors, but not less than \$5,000.00, the annual premiums for such bond being paid by this corporation. If the office of President shall be vacated during the term of office, the First Vice-President shall immediately assume the functions, duties, and title of President for the remainder of the vacated term after being duly sworn in by the Executive Director at a called meeting of the Board of Directors.

**Section 2.** First Vice-President: The First Vice-President shall be a director of the

corporation and, in case of disability of the President, discharge the duties of that office. In the absence of the First Vice-President, the Treasurer or in his/her absence a designee of the attending Area Vice-Presidents shall preside over all Official Meetings. He/she shall furnish a surety bond in an amount determined by the Board of Directors, but not less than \$5,000.00, the annual premiums for such bond being paid by this corporation.

**Section 3.** Treasurer: The Treasurer shall be a director of the corporation and receive all funds of this corporation and shall make disbursements thereof pursuant to budget authority established at the Annual Meeting or special meetings of the membership called by the President. He/she shall furnish a surety bond in an amount to be determined by the Board of Directors, but not less than \$5,000.00, the annual premiums for such bond being paid by this corporation.

**Section 4.** Secretary: The Secretary shall be a director of the corporation and shall: (a) keep and prepare the minutes of the meetings of the Board in one or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these bylaws and as required by law; (c) be custodian of the corporation's records and of the seal of the corporation and be responsible for authenticating records of the corporation; (d) keep or cause to be kept and filed or cause to be filed such reports except financial reports and statements, as the corporation is required to keep and maintain pursuant to the Act; and (e) in general, perform all duties incident to the office of secretary and such other duties as from time to time as may be assigned to the Secretary by the President or the Board. The duty to record the minutes may be delegated to an appointed secretary of a particular meeting in the sole discretion of the President, in which the Secretary shall be relieved of such duty at such meeting.

#### **ARTICLE XIV- BOARD OF DIRECTORS**

**Section 1.** There shall be a Board of Directors consisting of the President, the three Immediate Past Presidents, the First Vice-President, the Treasurer, the Secretary and the Area Vice-Presidents, each of whom shall have equal voting rights. A quorum shall consist of a majority of the number of Directors in office immediately before the meeting.

**Section 2.** The Board of Directors shall have general management of the funds and affairs of this corporation, and shall fix the amount of all surety bonds. They shall determine the date and place of the Annual Meeting; they shall have the authority to authorize specific expenditures of funds within general budget authority; and they shall act on applications for membership in this corporation.

**Section 3.** The Board of Directors shall be empowered to carry out any responsibilities placed upon them by action of the members at meetings with respect to the employment, supervision, and discharge of the Executive Director of this corporation, and the provision of necessary facilities for the conduct of its business. They shall also act on recommendations for disciplinary action against members of the corporation. The Board of Directors shall adopt a schedule for regular meetings and such other meetings as may be called with the date, time and place to be determined by the President.



**Section 4.** There shall be an Executive Committee of the Board of Directors, consisting of the President, the three Immediate Past Presidents, the First Vice President, the Secretary and the Treasurer. The Executive Committee shall meet at the call of the President; shall inquire into any matters at the request of the President; shall advise and consult with the President on any matters referred for its consideration; shall make reports and recommendations to the Board of Directors; and shall perform other duties entrusted to it by the President. The Executive Committee shall have no authority to take final action except by express delegation of the Board of Directors.

**Section 5.** An Executive Director shall be appointed by the Board of Directors, who shall determine his/her duties and remuneration. The Board of Directors shall also have the authority to terminate the appointment. He/she shall have no voting privileges and should the Board of Directors place on him/her any responsibilities for the handling of money, it shall require that he/she be insured for employee theft in such amount as the Board of Directors shall determine to be proper, but not less than \$5,000, the annual premiums for such insurance to be paid by the corporation. The Executive Director may be designated by the Board of Directors to act on behalf of the corporation and to serve as Assistant Secretary of the corporation.

**Section 6.** Job descriptions for employees of the corporation shall be maintained with the personnel policies in the corporation's offices.

#### **ARTICLE XV - GEOGRAPHICAL AREAS**

**Section 1.** The membership of the corporation shall be divided into geographical areas, comprised of the counties as indicated on Appendix A hereto. Should long term care or assisted living facilities located in a jurisdiction outside the State of Mississippi be approved for membership in the corporation, each additional jurisdiction may be considered a geographical area for all purposes and may elect an Area Vice President, subject to adoption by the Board of Directors acting in its sole discretion.

**Section 2.** Each area shall have a Vice-President to be elected as prescribed heretofore. It shall be the responsibility of each Area Vice-President to call and preside over meetings of representatives of facilities within his/her area. In the event the Area Vice-President cannot be present, then the President or his/her designee shall preside.

#### **ARTICLE XVI - STANDING COMMITTEES**

**Section 1.** Permanent Standing Committees shall be:

Legislative	Education/Convention	Public Relations
Finance	Reimbursement	Nominating
Disaster	Licensure & Certification	

**Section 2.** The President shall appoint the members of the Standing Committees and of such temporary committees as he/she from time to time shall find necessary, with the

exception of the Nominating Committee. Members of the Standing Committees shall serve from the date of their appointment until their successors are named. A change in the Presidency between Members' Meetings shall not necessitate reconstitution of Standing Committees. The President shall appoint the chairman of each committee.

## **ARTICLE XVII – EDUCATION/CONVENTION COMMITTEE**

**Section 1.** The Convention Committee shall be composed of at least three (3) members. This committee will follow the procedures outlined by the Board of Directors for planning and conduct of annual conventions. It shall be their duty to arrange throughout the year a series of workshops and symposiums from time to time on appropriate and timely subjects in order to promote efficiency, economy, and an increasingly high level of professional care in the member facilities.

## **ARTICLE XVIII- LEGISLATIVE COMMITTEE**

**Section 1.** The Legislative Committee shall consist of at MHCA Board members. It shall be the responsibility of this Committee to arrange for the introduction and passage by the State Legislature of any bills which may appear necessary in order that the State may have a vigorous, efficient system of long-term care facilities, operated on the highest ethical and professional level. It shall also be the responsibility of this committee to see that the Legislature is kept informed of the needs of the Long Term-Care Profession, and to encourage each member to establish and maintain contact with its own legislators and to keep them aware of its needs. The Board of Directors may assume the role of the Legislative Committee and act in accordance with this provision.

## **ARTICLE XIX – PUBLIC RELATIONS**

**Section 1.** The Public Relations Committee shall consist of at least three (3) members. It shall be the responsibility of the Committee to study ways to improve the public perception of long term care and to make recommendations to the Board of Directors on issues involving public relations.

## **ARTICLE XX - FINANCE COMMITTEE**

**Section 1.** The Finance Committee shall consist of at least three (3) members, one of whom shall be the Treasurer. It shall be the responsibility of the committee to advise and make recommendations to the Board of Directors on financial matters. It shall be the further duty of this committee to prepare a proposed budget for the ensuing year for presentation to the Board of Directors. Upon approval by the Board of Directors, the proposed budget shall be presented to the membership by the Treasurer at a meeting of the members. The Finance Committee may authorize the Executive Director to render a financial audit of the corporation, at the discretion of the Board and copies shall be made available to the membership.

## **ARTICLE XXI NOMINATING COMMITTEE**

**Section 1.** The Nominating Committee shall be composed of the Area Vice-Presidents who will determine nominations for the offices of President, First Vice President, and Secretary and Treasurer. These nominations may be individuals qualified to be candidates, whether or not they are from the area nominating them. The Nominating Committee will meet and select a slate of candidates for the offices of the Association based on recommendations from the six (6) geographical areas of the state. This committee will present its recommended slate of candidates and receive additional nominations from the floor at the initial business session. Election of officers for the Association will be conducted during the business session of the Annual Meeting.

**ARTICLE XXII  
REIMBURSEMENT COMMITTEE**

**Section 1.** The Reimbursement Committee shall consist of at least three (3) members whose responsibility it shall be to study, plan and make recommendations to the Board of Directors on all issues affecting reimbursement.

**ARTICLE XXIII  
LICENSURE AND CERTIFICATION COMMITTEE**

**Section 1.** The Licensure and Certification Committee shall consist of at least three members whose responsibility will be to meet at least quarterly with representatives of the Division of Licensure and Certification to discuss regulatory issues and to make recommendations to the Board of Directors on regulatory issues.

**ARTICLE XXIV  
DISASTER COMMITTEE**

**Section 1.** The Disaster Committee shall consist of at least three members whose responsibility will be to meet as needed to address disaster planning issues as well as to provide support in times of disaster.

**ARTICLE XXV  
ADOPTION OF BYLAWS**

**Section 1.** The Bylaws shall become effective immediately upon its adoption by majority vote of those delegates present and voting at an annual meeting or at a special meeting with required notice or upon a majority vote of the Board of Directors at a meeting called for the purpose of adopting or amending these Bylaws.

**ARTICLE XXVI  
AMENDMENT OF BYLAWS**

**Section 1.** Bylaws: The bylaws of this corporation may be adopted or amended by a majority vote of those present and voting at any Annual or special meeting called by the President. Fifty percent (50%) of the voting membership shall be required for a quorum for the amendment to the bylaws. The bylaws may also be amended at a meeting of the Board of Directors with written notice of proposed amendments given to the Board thirty (30) days in advance of the meeting at which the proposed amendments are to be considered. A quorum at such meeting shall be greater than fifty (50) percent of the total board membership.

## **ARTICLE XXVII DUES**

**Section 1.** Dues shall be assessed on a per bed basis. The determination of the number of beds of all facilities owned or managed by a member within the State of Mississippi or such other jurisdiction approved for membership in the corporation shall be based on the total number of beds licensed by the proper State Licensing Agency.

**Section 2.** The rate of dues for regular and associate membership shall be determined at the Annual Meeting or at a special called meeting, in accordance with Article IV, where there is a quorum of the voting membership of the corporation. The affirmative vote of a majority of those present and voting shall be required for the adoption of any proposal.

**Section 3.** The Board of Directors may set the dues each year for those long-term care or personal care/assisted living facilities admitted to membership as special members under Article V, Section 1(d) and may take into consideration in setting the amount of dues the ability of the state owned facilities to pay, the number of employees who would utilize the resources of the Association, the location of the facilities on a single campus, and other factors which the Board of Directors in its discretion may deem appropriate. (Amended May 15, 2007.)

## **ARTICLE XXVIII EXPULSION OF MEMBERS**

**Section 1.** Loss or suspension of state license with regard to a facility owned or managed by a member shall result in the immediate suspension of all of that member's privileges related to its ownership or management of the facility in question; including revocation of the vote for said facility, entitlement to a delegate at official meetings from said facility, the right of individuals affiliated with said facility to hold office, etc. If the license is regained or suspension lifted within twelve (12) months, the Board of Directors may at their discretion remove the suspension and restore all rights and privileges to the member flowing from its ownership or management of the facility in question. If the license is regained after twelve (12) months, the member owning or managing the suspended facility must apply to the Board of Directors for reinstatement of all privileges flowing from its ownership or management of the facility in question. A member suspended under this section shall continue to receive mailings and notices from the offices of this corporation and shall be liable for dues for the facility in question

during the period of suspension.

**Section 2.** A member may be expelled from this corporation, for failure to abide by the bylaws of this corporation, the American Health Care Association, or for conduct deemed prejudicial to the Long Term Care Profession. Action to expel a member shall be initiated by notice by the Board of Directors notifying the member of the proposed action and of the charges against the member. The member shall have an opportunity to reply to the charges, it being within the discretion of the Board whether an oral hearing shall be afforded the accused member or whether only written statements shall be considered. The Board shall be empowered to conduct such investigations as it may consider necessary and proper for the discharge of its responsibility in such a proceeding.

**Section 3.** Upon the conclusion of its investigation and hearing, if any, the Board of Directors shall then consider the matter and take final action. A member having been expelled shall not be entitled to refund of dues and cannot re-apply for membership until the elapse of twelve (12) months from the date of expulsion, at which time its application, if submitted, shall be processed as that of a reinstated applicant. The decision of the Board shall be final.