

**CALIFORNIA ASSOCIATION OF
HEALTH FACILITIES
(Revised November 11, 2014)
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**BYLAWS
OF
CALIFORNIA ASSOCIATION OF HEALTH FACILITIES
(As adopted on November 11, 2014)**

ARTICLE I - GENERAL

This corporation shall be conducted as a nonprofit corporation and shall not contemplate any pecuniary gain or profit to the members thereof. It shall devote its services to the carrying out of the objects and purposes of the corporation as set forth in the Articles of Incorporation and these Bylaws.

ARTICLE II - MEMBERSHIP

SECTION 1.

Membership shall be of four categories: Institutional, Associate, Personal and Life.

A. Institutional Membership. The following are eligible for institutional membership:

1. A skilled nursing facility, intermediate care facility, nursing home, convalescent hospital or other similar or related facility licensed by the state of California, including those serving persons with developmental disabilities or with psychiatric diagnoses.

2. Each institutional member shall be a member of the appropriate local chapter and statewide conference(s) of this association and, as approved by the Board of Directors, shall also be enrolled as a member of the American Health Care Association or other association or organization recognized to represent the Institutional Member, nationally, in carrying out the objectives similar to those referred to in Article I of these Bylaws. Each institutional member shall be provided notice as to those associations or organizations that qualify for this requirement and any changes to the list shall be made to the Institutional Member within thirty (30) days of such change.

3. a. Application for membership shall be prescribed by the Board of Directors, who also shall prescribe any fees to apply for membership as an institutional member.

b. A facility requesting membership following a membership termination by the CAHF Board of Directors for cause, must repay all unpaid dues owed up to the date of the termination of the membership.

c. A facility requesting membership following voluntary withdrawal approved by the CAHF Board of Directors, must repay all unpaid dues owed up to the date of the request for termination of membership.

d. A facility requesting membership following its membership termination for cause or withdrawal of membership by the CAHF Board of Directors shall be considered a new membership application.

4. Membership is not transferable. In the event a facility that was previously a member in good standing is sold or transferred, a new owner who elects to apply for membership shall not incur any additional fees to apply for membership.

B. Associate Membership. The following are eligible for associate membership:

1. An organization or person providing consulting services, therapeutic services, education services, products, and other services or is a related health care association interested in the objectives of the Association, but which is not eligible for institutional membership.

2. An organization or individual associated with a facility which is in the planning or construction stage and which, when completed, would be eligible for institutional membership, provided that such facility is not owned by a nonmember organization.

3. Applications for membership shall be prescribed by the Board of Directors, who also shall prescribe any fees to apply for membership as an associate member. Associate members shall have the right to attend open meetings of the membership and the Board of Directors but shall not have the right to hold office in this corporation or vote in this association.

4. Associate membership dues and/or assessments shall be paid annually. Dues and/or assessments that are not paid in full as agreed shall result in termination of the associate membership.

C. Personal Membership. The following are eligible for personal membership:

1. Persons formerly associated with an institutional member, now retired, or persons currently associated with an institutional member type no longer represented by the association or persons who have left the health care field;

2. Application for membership shall be prescribed by the Board of Directors, who also shall prescribe any fees to apply for membership as a personal member. Personal members shall have the right to attend open meetings of membership and the Board of Directors but shall not have the right to hold office in this corporation or vote in this association.

3. **Persons not eligible for personal or associate membership:** Notwithstanding paragraph C. (1) above, a person who is associated with a nonmember facility or nonmember associate is not eligible for either personal or associate membership.

D. Life Membership. The Board of Directors may prescribe appropriate rules and regulations and, pursuant thereto, designate a person or persons as Life Members, exempt from any payment of membership dues. Life members shall have the right to attend open meetings of the membership and the Board of Directors but shall not have the right to hold office in this corporation or vote in this association.

SECTION 2.

Individuals or entities owning, operating, managing or controlling two or more facilities shall make a membership application for each such facility. Failure to make a membership application or maintain membership for each such facility, as provided for in this section, shall subject all the facilities to

proceedings for the termination of membership. The requirement under this section may be waived for a period not to exceed twelve months as approved by CAHF's CEO.

SECTION 3.

Institutional membership in this Association may be terminated by the Board of Directors of this Association (a) by the voluntary withdrawal of a member upon notice given this Association and the payment in full of all dues and assessments to the date of withdrawal; (b) for nonpayment of dues and assessments by those members who are one hundred twenty (120) days or more in arrears unless such members shall have made arrangements approved by the Board of Directors for and agreed to a systematic repayment of said delinquent dues. Such termination shall not relieve the member from liability for payment of dues and assessments up until the date of termination, (c) for any violation of any of the Articles, Bylaws, orders and/or directives of this Association when, after a thirty (30) calendar day written notice from this Association, the member has failed to comply.

SECTION 4.

The definition of good standing for purposes of these bylaws shall be that a member is in compliance with Article VII - Annual Dues and Assessments, Section 3. The single exception shall be that the definition of good standing for the House of Delegates is defined in Article III, Section 5.

SECTION 5.

Whenever these Bylaws provide for the termination of an institutional member, termination of membership shall not take effect until the following procedures have taken place. First, the Board of Directors shall determine the effective date thereof, in the event such termination is finally determined to be appropriate. Second, the member shall be given at least fifteen (15) days written prior notice of such termination, together with the effective date and a statement of the reasons. Third, the member shall be given an opportunity, either orally or in writing, not less than five (5) days before the effective date, to present its facts, reasons and arguments to the Board of Directors as to why such termination should not take place.

SECTION 6.

Each member shall submit pertinent statistical data to the Association as requested by the Executive Office.

ARTICLE III - VOTING RIGHTS AND MEETINGS

SECTION 1.

All voting rights of this corporation are hereby vested in a House of Delegates.

SECTION 2.

The House of Delegates shall consist of persons certified by the chapters according to the ratio specified in Section 3 below. No person shall be eligible to be certified as a delegate unless at such time that person is an officer, director/trustee, owner or employee of an institutional member facility or of an owner of an institutional member facility, which institutional member facility is in good standing as a member of this corporation.

SECTION 3.

The number of delegates from each chapter shall be established based on the total number of beds in each chapter as a ratio of the total number of beds in all chapters as of August 31st prior to the Annual Meeting or sixty days prior to a special meeting of the House of Delegates. The total number of delegates of the House of Delegates shall not exceed 200 delegates from chapters in addition to the voting members of

the Board of Directors. Notwithstanding the foregoing, each chapter shall have at least one delegate. In no event shall any person who is a delegate at the House of Delegates be entitled to cast more than one vote in any matter upon which the House of Delegates is entitled to vote.

SECTION 4.

Members of the Board of Directors shall have a vote in the House of Delegates, but shall not also be a delegate representing a chapter. Each Board member may choose to vote in one regional election and must notify the Bylaws and Credentials Committee of this intent prior to the annual meeting. Each Board member must be a qualified delegate under Article III, Section 2 of an institutional member in the region they select.

SECTION 5.

A. Each chapter shall certify to this corporation its voting delegates and alternate voting delegates. No person shall be eligible to be certified as a delegate unless such person is qualified to represent an institutional member who is in good standing with all fees, dues and assessments paid at the time of such certification. Good standing is defined for the purposes of the Annual Meeting as all fees, dues and assessments paid as of August 31 of the current year. Good standing is defined for the purposes of a special meeting of the House of Delegates as all dues, fees and assessment paid as of sixty days before a special meeting.

B. Delegates for each chapter shall be determined by the ratio established in Article III, Section 3. Chapter Presidents or their representatives will be informed of the number of delegates assigned to the chapter during the first week of September. Within two weeks of notification by the CAHF office, multi-facility organizations will be required to submit their recommended delegates to the CAHF office for placement in eligible chapters. To be eligible to serve as a chapter delegate, that delegate must be an owner, director/trustee or an employee of an institutional member or of an owner of an institutional member facility in the chapter.

C. Proxy voting is prohibited in any vote of the House of Delegates.

SECTION 6.

The annual meeting of the House of Delegates shall be held between October 1 and December 1, at a place and time designated by the Board of Directors.

SECTION 7.

Special meetings of the House of Delegates, for any purpose, may be held upon call made by the Chairman of the Board or Board of Directors, or by a majority of the chapters, and at a time appointed by those calling the meeting. The call for meeting shall state the time, place, and the purpose for which the meeting is called. No other business shall be transacted other than that noticed.

SECTION 8.

Notice of the annual meeting of the House of Delegates shall be given by the Secretary/Treasurer at least thirty (30) days prior to the meeting date, and notice of special meetings of the House of Delegates shall be given by the Secretary/Treasurer at least fifteen (15) days prior to the date of the special meeting. These notices shall be given in writing and mailed, electronically transmitted or personally delivered to each member of this corporation. Each member of this corporation shall notify the executive offices of the association in writing where notices shall be sent, and if no such notification has been given, the executive offices of the association shall send such notices to the last address appearing upon the records of this corporation. The effective date of such notice shall be the date of mailing, electronic transmission or personal delivery.

SECTION 9.

An entry of the service of notice of the meeting of the House of Delegates, given in the manner specified above, shall be made in the minutes of the proceedings of the House of Delegates, and if such entry is read and approved at a subsequent meeting of the House of Delegates, it shall be conclusive on the question of such service.

SECTION 10.

A quorum for the transaction of all business by the House of Delegates shall be constituted when at least fifty percent (50%) of all the chapters are represented by at least fifty percent (50%) of their authorized number of delegates and delegates present are eligible to cast a total of fifty-one percent (51%) of the votes, except that a majority of such delegates to constitute a quorum cannot be representatives of any one chapter. Delegates present at a duly called meeting at which a quorum is present may continue to do business until final adjournment of the meeting, notwithstanding the withdrawal of enough delegates to leave less than a quorum, provided that a majority of the remaining delegates are not representatives of any one chapter and that fifty percent (50%) of the chapters represented by at least fifty percent (50%) of their authorized number of delegates continue to be represented.

SECTION 11.

Any annual or special meeting of the House of Delegates may recess from day to day, or from time to time, without further notice until its business is completed. Any annual or special meeting of the delegates may recess without further notice, if, there is not a quorum present. Until a quorum is present, this recess and the reasons for it shall be recorded in the minutes of the House of Delegates. When a quorum is attained, business may be transacted which might have been transacted had the meeting been held on the day on which it was originally appointed or called. Notwithstanding the foregoing provisions of this section, if any recess is for a period in excess of forty-five (45) days, or if after recess a date or place is fixed for a subsequent meeting other than that announced at the meeting, a notice pursuant to Section 8 of this Article of the new meeting shall be given to each member of the corporation entitled to vote at such meeting.

SECTION 12.

Good standing as described in Article III is for the purpose of serving as a member of the CAHF House of Delegates and defines good standing only for purposes of Article III - Voting Rights and Meetings.

ARTICLE IV - BOARD OF DIRECTORS AND ITS MEETINGS

SECTION 1.

The corporate powers of this corporation shall be vested in, and exercised and controlled by, a Board of Directors composed as follows: (a) the elected officers of the corporation and the Immediate Past Chairman thereof, (b) five (5) Regional Chairs, (c) the Chair of each statewide conference and (d) the Chair of the Nurses Council.

SECTION 2.

The Directors' terms of office shall begin immediately following installation, and they shall remain in office until they resign or a duly elected/appointed successor takes office, unless they are removed for cause under Section 11 of this Article, in which case they shall vacate the office immediately upon vote of the Board of Directors.

SECTION 3.

A regular meeting of the Board of Directors shall be convened at each general membership meeting, and one or more regular meetings of the Board of Directors shall be convened between successive general membership meetings. Special meetings may be held at other times on the call of the Chairman of the Board or one-third (1/3) of the members of the Board of Directors.

SECTION 4.

A general membership meeting may be convened by a majority of the Board of Directors. Notice of a general membership meeting shall be given to all members by the Secretary/Treasurer at least (30) days prior to the meeting date.

SECTION 5.

Notices of regular or special meetings of the Board of Directors, stating time and place thereof, shall be mailed, electronically transmitted or personally delivered to each Director not later than five (5) days before the day appointed for the meeting. The effective date of such notice shall be the date of mailing, electronic transmission or personal delivery. An entry of the service of notice, given in the manner provided above, shall be made in the minutes of the proceedings of the Board of Directors. Such entry, if read and approved, shall be conclusive on the question of service. If a quorum is present at any meeting of the Board of Directors, and if none of the Directors present at such meeting protests the holding thereof in the absence of proper call or notice, prior to such meeting or at its commencement, and if all Directors not present at such meeting sign a waiver of notice or a written consent to the holding of such meeting, or a written approval of the minutes thereof, whether before or after the meeting, then any business may be transacted at such meeting, and the transaction shall be valid, irrespective of the manner in which the meeting is called or the place where it is held.

SECTION 6.

Each Director shall inform the executive offices of the association in writing where notices shall be sent, and if no such information has been given, the executive offices of the association shall direct such notice to the last address of such Director appearing on the record of this corporation.

SECTION 7.

If a vacancy occurs on the Board of Directors, other than those who are members of the Board by virtue of being the elected officers by reason of the withdrawal, resignation or expulsion of an elected representative, such vacancy shall be filled by the respective Region, Conference or Nurses Council represented by said Director. If they fail to fill such vacancy at the next statewide meeting, such vacancy shall be promptly filled by a majority vote of the remaining Directors.

SECTION 8.

With regard to non-officer positions on the Board of Directors, a member of the Board may hold a maximum of two positions. A member holding more than one position shall have only one vote.

SECTION 9.

A majority of the actual number of voting Directors shall constitute a quorum for the transaction of business. Every act or decision of a majority of the voting Directors present at a meeting at which a quorum is present, made or done when duly assembled, shall be valid as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

SECTION 10.

Each Director present and voting at a meeting shall have one vote on each matter presented to the Board of Directors for action. No Director may vote at any meeting by proxy.

SECTION 11.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation.

SECTION 12.

The Board of Directors may remove a Director and declare the office of such Director vacant, whenever such Director has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty to this corporation set forth in Chapter 2, Article 3 of Part 1 of the California Nonprofit Corporation Law, commencing with California Corporations Code Section 5230. No person shall be eligible to be or continue as Director of this corporation except at such time as they are an officer, director, owner or employee of an institutional member facility or of an owner of an institutional member facility, which member facility is in good standing as an institutional member of this corporation and that person is also eligible to be certified as a delegate to the House of Delegates as defined in Article III Section 5A.

ARTICLE V - OFFICERS

SECTION 1.

A. The officers of this corporation shall be elected at the annual meeting by a majority vote of a quorum of the House of Delegates. If no candidate receives fifty-one percent (51%) of the votes cast, the two candidates receiving the highest number of votes shall engage in a runoff election. Election shall be by secret ballot, except in the event of only one nominee for an office.

B. The officers shall be the Chairman of the Board, Vice Chairman of the Board, and Secretary/Treasurer.

C. A separate election shall be held for each officer.

SECTION 2.

The officers' term of office shall begin immediately following installation and shall remain in office for one year, or until their successors take office.

SECTION 3.

No person shall be eligible to be or continue as an officer or director of this corporation, except at such time as they are an officer, director, owner or employee of an institutional member facility or of an owner of an institutional member facility, which member facility is in good standing as an institutional member of this corporation.

SECTION 4.

A. The Board of Directors may remove an officer and declare the office vacant, whenever such officer has been declared of unsound mind by a final order of court or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty to this corporation set forth in Chapter 2, Article 3 of Part 1 of the California Nonprofit Corporation Law, commencing with California Corporations Code Section 5230.

B. No persons shall be eligible to be or continue as an officer of this corporation except at such time as they are an officer, director, owner or employee of an institutional member facility or of an owner of an institutional member facility, which member facility is in good standing as an institutional member of this corporation. Any officer may be removed at any time by the House of Delegates, acting at any regular or special meeting in the manner provided by law.

C. Each Director, including a director elected or appointed to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, unless the director has been removed from office.

SECTION 5.

The Board of Directors may require security or bonds from any officer or employee or other person for the faithful performance of the duties of their office, or for the faithful performance of their service to this corporation.

SECTION 6.

Nominations for the positions of Chairman of the Board, Vice Chairman of the Board and Secretary/Treasurer will be conducted by mail or electronic mail. All candidates meeting the criteria for candidacy as presented in Article VI, Officers, Section 3 will be submitted in a report to the House of Delegates on the first day of the annual meeting by the Immediate Past Chairman of CAHF's Board of Directors, at which time additional nominations may be made from the floor. Elections shall not be held prior to the second day of the annual meeting of the House of Delegates. At the time of each election, additional nominations may be made.

SECTION 7.

The Chairman of the Board shall:

- A.** preside at all meetings of the House of Delegates and of the Board of Directors;
- B.** carry out, or cause to be carried out, the policies, resolutions, rules, regulations, motions and orders of the Board of Directors;
- C.** perform such other duties as are otherwise provided by the law, by the Articles of Incorporation, and by these Bylaws, and as may be prescribed from time to time by the Board of Directors.

SECTION 8.

The Vice Chairman shall:

- A.** During the absence or inability of the Chairman of the Board to perform the duties or exercise the powers of office, the Vice Chairman of the Board shall perform the duties of Chairman of the Board.
- B.** If the Vice Chairman of the Board is absent or unable to perform the duties of the Chairman of the Board, the Secretary/Treasurer shall perform the duties of the Chairman of the Board during such absence or inability.
- C.** Perform such other duties incident to the office or as prescribed by the Chairman of the Board or the Board of Directors.

SECTION 9.

The Secretary/Treasurer shall:

- A. keep, or cause to be kept, the minutes of the meetings of the House of Delegates and of the Board of Directors, which shall be open to the inspection of members at all reasonable times;
- B. keep, or cause to be kept, the Bylaws of this corporation, as amended or otherwise altered to date, which shall be open to the inspection of members at all reasonable times.
- C. keep, or cause to be kept, the corporate seal and affix it to all papers and documents requiring the seal;
- D. Insure that the financial accounts of the corporation shall be audited annually by a Certified Public Accountant appointed by the Board of Directors.
- E. render a financial report at every meeting of the Board of Directors and an annual financial report to the Board of Directors, and give to the Chairman of the Board, the Board of Directors or the membership any additional and further financial reports as may be requested from time to time by the Chairman of the Board or the Board of Directors.
- F. perform such other duties incident to the office, or as may be prescribed or assigned by the Chairman of the Board or the Board of Directors.

ARTICLE VI - EXECUTIVE COMMITTEE

SECTION 1.

There shall be an Executive Committee of the Board of Directors that shall be composed of the Chairman, the Vice Chairman and the Secretary/Treasurer and the immediate past Chairman of the Board.

SECTION 2.

The Executive Committee may meet as necessary between Board of Directors meetings to conduct the business of the association that could not be delayed until the next scheduled Board meeting without a negative impact upon the association. Any action taken by the Executive Committee shall be ratified at the next scheduled meeting of the Board of Directors.

SECTION 3.

At regular Board of Directors meetings the Executive Committee shall make a report of its activities since the last Board meeting.

SECTION 4.

The Executive Committee may not modify any action taken by the Board of Directors.

ARTICLE VII - ANNUAL DUES AND ASSESSMENTS

SECTION 1.

Each member shall pay all annual dues and assessments of this association, and as determined by the Board of Directors, shall also pay the dues and assessments of the American Health Care Association or other association or organization referred to in Article II Section 1 A. 2.

SECTION 2.

Annual dues and/or assessments shall be established by the House of Delegates at the annual meeting each year, and shall be effective from January 1 to December 31 of the following year, and if not fixed at such meeting, the then current annual dues shall continue for another year. Annual dues shall not be changed within the year. The Board of Directors may, from time to time, levy assessments in addition to annual dues and/or assessments established by the House of Delegates, provided there is approval by a majority of the House of Delegates voted at a special meeting called for that purpose.

SECTION 3.

The monies due under Article VII Section 1 shall be billed and payable on a monthly basis in twelve equal payments. If those monies are not paid when due, members may be subject to a service charge as determined by the Board of Directors. If a member has not paid those monies within one hundred twenty (120) days of the due date, membership may be terminated by the Board of Directors unless such member has made arrangements for and agreed to a systematic repayment of said delinquent monies. The Board of Directors may authorize discounts for those members who make payment of those monies in full for the year by February 28 of that year.

SECTION 4.

Notwithstanding any other provisions of this Article VI, no member shall be terminated, except in accordance with the procedures set forth in Article II, Section 5 of these Bylaws.

ARTICLE VIII - CHAPTERS

SECTION 1.

A chapter shall be a local, incorporated or unincorporated association of institutional members of this corporation, as approved by the Board of Directors. The number of chapters in this corporation shall be approved by the Board of Directors.

SECTION 2.

A chapter shall function autonomously and in accordance with its own internal structure and organization, provided, however, that its organization and activities shall conform to and not contravene the Bylaws and the Articles of Incorporation of this corporation. All institutional members of chapters shall be enrolled as institutional members of this corporation.

SECTION 3.

The chapter shall concern itself with specific local needs of its members in accordance with the established policies of this corporation.

SECTION 4.

Changes by institutional facilities of their chapter membership within a region shall be determined by ballot, as approved by the Board of Directors. Annual chapter dues collected by this corporation on behalf of the chapters shall be paid to the chapters whose boundaries include the institutional facility.

SECTION 5.

There shall be periodic meetings, but not less than three (3) per year, of the Regional Chairs with the Chapter Presidents and the Officers of this corporation. These meetings shall occur at the call of the Chairman of the Board or at the request of a majority of the Regional Chairs. Each Chapter will also name delegates to the

annual House of Delegates meeting; the number is to be computed based on the formula set forth in Article III, Section 3 of these bylaws.

SECTION 6.

Annual chapter dues shall be set by and for each chapter. This may be increased or decreased by a two-thirds (2/3) vote of the members of each chapter. Such annual chapter dues shall be billed and collected at the same time and as otherwise provided in Article VII.

SECTION 7.

The chapters shall each obtain and maintain tax-exempt status with IRS and the Franchise Tax Board.

ARTICLE IX - REGIONS

SECTION 1.

There shall be five (5) Regions in this Association.

SECTION 2.

The five (5) Regions shall consist of the following counties by Region:

A. Region 1 - Alameda, Contra Costa, Del Norte, Humbolt, Lake, Marin, Mendocino, Monterey, Napa, San Benito, San Francisco, San Mateo, Santa Clara, Santa Cruz, Solano, Sonoma and Trinity counties.

B. Region 2 - Alpine, Amador, Butte, Calaveras, Colusa, El Dorado, Glenn, Lassen, Merced, Modoc, Nevada, Placer, Plumas, Sacramento, San Joaquin, Shasta, Sierra, Siskiyou, Stanislaus, Sutter, Tehama, Tuolumne, Yolo and Yuba counties.

C. Region 3 - Fresno, Kern, Kings, Madera, Mariposa, San Luis Obispo, Santa Barbara, Tulare and Ventura counties.

D. Region 4 - Los Angeles County.

E. Region 5 - Imperial, Inyo, Mono, Orange, Riverside, San Bernardino and San Diego counties.

SECTION 3.

At the annual meeting of this Association, the delegates from Regions I, III and V shall elect a Regional Chair and a Regional Vice Chair in years ending in an odd number and delegates from Regions II and IV shall elect a Regional Chair and a Regional Vice Chair in years ending in an even number. Each Regional Chair and Vice Chair shall be an officer, director, owner or employee of an institutional member facility or of an owner of an institutional facility in their Region, which member facility is in good standing as an institutional member of this corporation. The Regional Chair shall serve as a member of the Board of Directors. The term of office shall be two years.

SECTION 4.

The incumbent Regional Chairs, as members of the Board of Directors, may choose to vote in one regional election and must notify the Bylaws and Credentials Committee of this intent prior to the annual meeting. Each Regional Chair must be an owner, director/trustee or an employee of an institutional member or of an owner of an institutional member facility in the region they select to participate in the election.

SECTION 5.

Each region shall have a nominating committee consisting of the Chapter Presidents from the region, or their representatives, to select nominees for Regional Chair and Regional Vice Chair. Each nominating committee shall elect its own committee chair. At the time of each election, additional nominations may be made.

SECTION 6.

The duties of the Regional Chair shall consist of but not be limited to:

- A. presiding over any regional meetings;
- B. being the liaison officer from the Board of Directors to each Chapter President in their region;
- C. such other duties as the Chairman of the Board of the Association may direct.

SECTION 7.

There shall be periodic meetings, but not less than three (3) per year of the Regional Chairs, with the Chapter Presidents and the Officers of this corporation. These meetings shall occur at the call of the Chairman of the Board or at the request of a majority of the Regional Chairs.

SECTION 8.

During the absence or inability of the Regional Chair to perform his/her duties the Regional Vice Chair shall perform the duties of the Regional Chair.

ARTICLE X - STATEWIDE CONFERENCES

SECTION 1.

There will be five (5) statewide conferences, or such other number as may be designated from time to time by the Board of Directors.

SECTION 2.

The five (5) statewide conferences will consist of the following:

- A. Statewide Conference of Independent Owners and Operators, consisting of institutional members that have individuals and entities owning, operating, managing or controlling one or more facilities with a total of less than five hundred (500) beds.
- B. Statewide Conference of Nonproprietary Facilities consisting of institutional members that are governed by entities that are organized as not for profit, religious or government.
- C. Statewide Conference of Behavioral Health consisting of institutional members operating primarily special care programs.
- D. Statewide Conference of Facilities for Developmental Services consisting of institutional members operating primarily developmental services.
- E. Statewide Conference of Multi-Facilities consisting of institutional members that have individuals and entities owning, operating, managing or controlling two or more facilities with a total of five hundred (500) beds or more.

SECTION 3.

Each statewide conference shall concern itself with statewide issues particularly related to the kinds of facilities which are members of the conference.

SECTION 4.

Each statewide conference shall meet in conjunction with the Annual Meeting of this Association, and at such times as the conference deems necessary. At such meetings, each institutional member of the conference shall have one vote.

SECTION 5.

The officers of each statewide conference shall be at least the Chair and Vice Chair/Secretary. The Statewide Conference of Behavioral Health and the Statewide Conference of Multi-Facilities shall elect officers in years ending in an even number. The officers of the Statewide Conference of Independent Owners and Operators, the Statewide Conference of Nonproprietary Facilities and the Statewide Conference of Facilities for Developmental Services shall be elected in years ending in an odd number. All Conference Chairs serve as members of the Board of Directors. The term of office shall be two years. Each officer of the statewide conferences shall be an officer, director, owner or employee of an institutional member facility or of an owner of an institutional facility, which member facility is in good standing as an institutional member of this corporation and each conference officer shall be a member of their respective statewide conference.

SECTION 6.

Each statewide conference shall promulgate rules and regulations for its internal organization, which shall not conflict with these Bylaws or the Articles of Incorporation of this corporation, and which shall be approved by the Board of Directors.

SECTION 7.

Notwithstanding anything herein contained to the contrary, each statewide conference shall act and be governed according to the policies of the Board of Directors as may be determined from time to time.

ARTICLE XI - CAHF NURSES COUNCIL

SECTION 1.

There shall be a Council made up of CAHF Nurses. The members of the Council shall be licensed nurses who are officers, director/trustees, owners, or employees of an institutional facility or of an owner of an institutional member facility or associate member which is in good standing as an institutional member of this corporation.

SECTION 2.

At the Annual Meeting of the Association, the Nurses Council shall elect the Chair of the Council in years ending with an even number. The Chair of the Council shall be an officer, director/trustee, owner, or employee of an institutional facility or of an owner of an institutional member facility which is in good standing as an institutional member of this corporation. The term of office shall be two years. The majority of officers of the Nurses Council shall be an officer, director/trustee, owner, or employee of an institutional facility or of an owner of an institutional member facility which is in good standing as an institutional member of this corporation.

SECTION 3.

The Nurses Council shall meet in conjunction with the Annual Meeting of this association, and at such other times as the council deems necessary. At such meetings, each nurse shall have one vote.

SECTION 4.

The Council shall promulgate rules and regulations for its internal organization, which shall not conflict with these Bylaws or the Articles of Incorporation of this corporation, which shall be approved by the Board of Directors.

ARTICLE XII - AUXILIARY ORGANIZATIONS

SECTION 1.

Auxiliary professional organizations with goals and objectives which are in agreement with those of the members of this association may be formed at any time.

SECTION 2.

The auxiliary professional organizations shall promulgate rules and regulations for their internal organizations, which shall not conflict with these Bylaws or the Articles of Incorporation of this corporation, and which shall be approved by the Board of Directors. Members of these auxiliary professional organizations may not hold office in this corporation nor vote in this Association.

ARTICLE XIII - COMMITTEES

SECTION 1.

The Board of Directors shall have the authority to create committees to assist in carrying out the activities of this corporation, and the Chairman of the Board, after creation of such committees, shall have the authority to appoint members thereof.

SECTION 2.

The Board of Directors shall determine the scope and power of such committees and may establish them at will. The Chairman of the Board shall be an ex-officio member of all committees except the Nominating Committee. Notwithstanding the establishment of committees, such committees shall not exercise the authority of the Board of Directors.

SECTION 3.

All committee meetings except Nominating Committees are open to all members of the organization. Executive sessions shall be allowed at the will of the majority of the committee to exclude persons who are not members of the committee.

ARTICLE XIV- INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

SECTION 1.

The association shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this association) by reason of the fact that such person is or was a director, elected or appointed officer, employee, or serving at the request of the association in such capacity, against expenses, judgment, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the association and, in the case of a criminal proceeding, such person had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation, nor that the person had reasonable cause to believe that the person's conduct was unlawful.

SECTION 2.

The association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed proceeding by or in the right of this association to procure a judgment in its favor by reason of the fact that such person is or was an officer, director or employee, as described in Section 1 of this article, of this association against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such proceeding if such person acted in good faith, in a manner such person believed to be in the best interests of this association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this section:

- A.** In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this association in the performance of such person's duty to this association, unless and only to the extent that the court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine.
- B.** Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- C.** Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

SECTION 3.

To the extent that an officer, director or employee, as described in Section 1 of this article, of this association had been successful on the merits in defense of any proceeding referred to in Sections 1 and 2 of this article or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses they actually and reasonably incur in connection therewith.

SECTION 4.

Except as provided in Section 3 of this article, any indemnification under this article shall be made by the association only if authorized in the specific case, upon a determination that indemnification of such person is proper in the circumstances because such person has met the applicable standard of conduct set forth in

Section 1 or 2 of this article, by a 2/3 vote of a quorum consisting of Board Directors who are not parties to such proceeding.

SECTION 5.

The foregoing rights of indemnification shall not be deemed to be exclusive of any other rights to which such person may be entitled under applicable law, and shall continue as to a person who has ceased to be a director, officer or employee as described in Section 1 of this article of the association and shall be to the benefit of the estate, executors, administrators, heirs, legatees or devisees of any such person. Nothing contained in this section shall affect any right to indemnification to which persons other than directors and officers of this corporation or any subsidiary hereof may be entitled by contract or otherwise.

SECTION 6.

The association shall have power to purchase and maintain insurance on behalf of any officer, director and employee as described in Section 1 of this article against any liability asserted against or incurred by the agent in such capacity or arising out of such person's status as such whether or not this corporation would have the power to indemnify the person against such liability under the provisions of this article.

ARTICLE XV - STAFF ORGANIZATION

The Board of Directors may establish an executive office, and such other field or regional offices as may be necessary, and may authorize the employment of a President who shall serve as the chief executive officer of the association and such other administrative personnel as may be necessary. Such field or regional offices shall be subject to the control and direction of the President. The President shall report to the Board of Directors at each meeting of that Board.

ARTICLE XVI - AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of a quorum of the House of Delegates at an annual meeting or at a special meeting called for that purpose, subject, however, to ratification by a majority of the chapters. The substance of any amendment shall be sent to all members of the House of Delegates at least thirty (30) days prior to the annual meeting, or fifteen (15) days prior to a special meeting called for that purpose, in accordance with the provisions of notice contained in Article III, Section 7, hereof. Each chapter shall give notice to the corporation in writing of its action in connection with such ratification or rejection of such amendment or amendments within ninety (90) days. However, any amendment may be made at any annual or special meeting without such notice and without such ratification, and is valid if a quorum is present at such meeting and if such amendment is adopted by resolution of at least three-quarters (3/4) of those persons present at such meeting.

ARTICLE XVII - GUIDING PRINCIPLES

The Board of Directors shall adopt Guiding Principles and all members shall adhere thereto.

ARTICLE XVIII- PARLIAMENTARY AUTHORITY

For all meetings of the House of Delegates and the Board of Directors, Robert's Rules of Order, most recently revised, shall be parliamentary authority in all areas not specifically covered by the Bylaws.

ARTICLE XX - BYLAWS REVISIONS

These Bylaws were originally adopted by the Board of Directors at the meeting on Incorporation held on September 14, 1950, at Fresno, California, and were last amended at the annual meeting of the House of Delegates, held on November 11, 2014, at Palm Springs, California.

certified by
/s/Lori Cooper
Secretary /Treasurer