

North Carolina Association for Medical Equipment Services, Inc.
BYLAWS

Article I.
Offices

- 1.1 Name. The name of this organization shall be the North Carolina Association for Medical Equipment Services, Inc., a non-profit corporation incorporated in the State Of North Carolina (hereinafter referred to as "Association").
- 1.2 Principal Office. The principal office of the Association shall be located in Wake County, North Carolina, or at such other location designated by the Board of Directors.
- 1.3 Registered Office. The registered office of the Association required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
- 1.4 Other Offices. The Association may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Association may require from time to time.

Article II.
Purposes

- 2.1 Purposes. The purposes of the Association are:
 - a) To exchange information, promote professional interests, and develop, establish and expand the home medical equipment industry through activities which will enhance the efficiency and economic conditions of the industry and to inform the public of its scope and character.
 - b) To be an active liaison with government, both on a state and federal level, concerning the medical equipment and services industry.
 - c) To promote and encourage the formulation, adoption and establishment of such customs of business as will be just, equitable and honorable for the home medical equipment industry.
 - d) To promote and encourage, in every way, manner and form, the best interests of this Association for the establishment of a strong and sympathetic bond of friendship among the members, thereby securing unity of action and effort in the accomplishment of common purposes.
 - e) To encourage the obedience of the spirit and to the letter of the federal, state and local laws, regulations and ordinances for the control and conduct of the home medical equipment industry.
 - f) To adopt programs and activities that help members increase their knowledge and efficiency in sales and distribution of health supplies and equipment to the markets which the industry services and to conduct meeting and education programs developing management, sales, training, marketing and equipment service skills.

Article III.
Members

- 3.1 Classes of Members. The Association shall have three classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:
 - a) Regular Members. To be eligible for regular membership in the association, the applicant shall be a firm or corporation, which shall establish that it meets the following requirements.
 1. Be primarily engaged as a dealer providing medical equipment and services to the general public.
 2. Must attempt to maintain sufficient and properly trained personnel to provide education, mechanical and technical services to customers in areas in which they serve or operate in order to enhance the credibility of the HME industry.
 3. All members and their representatives agree to comply with the association's code of ethics.

4. Each regular member firm shall designate a representative for conducting association business, including casting its vote at association meetings and holding of elective office.
 - b) Associate Members. Individuals, allied health professionals, partnerships and corporations whom, as a result of their business, professional or academic situations, are interested in the activities of the medical equipment, supplies and services industry.
 - c) Honorary Members. The Board of Directors may elect honorary members whose qualifications and outstanding contributions merit such distinction.
- 3.2 Authority. The Board of Directors may establish policies to further clarify who is eligible for membership.
- 3.3 Rights and Privileges of Membership. Each Regular Member shall have one vote on each matter submitted to a vote of the members. Members of the other classes shall have no voting rights, except Associate Members have one vote each for the two Associate Member-At-Large seats on the Board of Directors; one elected each year for a two-year term.
- 3.4 Termination of Membership. The board of directors may terminate the membership of any member when one or more of the following apply:
 - a. Failure of a member to pay for dues within 90 days after their due date.
 - b. Conduct of the member prejudicial to the character and interests of the association or contrary to the Bylaws.
 - c. Upon public notice of exclusion of the member by any state or federal agency from participation in Medicare, Medicaid or other government health care program.
- 3.5 Resignation. Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Article IV. Fiscal Year

- 4.1 Fiscal Year. The fiscal year of the Association shall begin on January 1 and end on December 31.

Article V. Dues

- 5.1 Amount of Dues. The annual dues of the Association shall be determined by the Board of Directors at least thirty (30) days prior to the beginning of the fiscal year.
- 5.2 Payment of Dues. Notice of annual dues shall be given to the membership at least fourteen (14) days prior to the beginning of the fiscal year. Annual dues are payable on or before January 10th of each year.
- 5.3 No part of the net earnings of the organization shall inure to the benefit of its members, directors, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization.

Article VI. Meetings

- 6.1 Annual Meeting. The Annual Business Meeting of the Association shall be held during the Annual Convention for the purpose of electing officers and directors and other business pertinent to the annual administration of the Association. The time and place of the convention shall be determined by the Board of Directors. Notice of such meeting shall be communicated to the last recorded address of each member at least thirty (30) days prior to the meeting.

6.2 Special Meetings. Special Association meetings may be called by the President or at the written request of at least a majority of the members of the Board of Directors. Notice of any special meetings shall be communicated to each member at the last recorded address at least ten (10) days in advance with a statement of time and place and information as to the subject or subjects to be considered.

6.3 Quorum. A majority of the voting members present at a meeting will constitute a quorum.

6.4 Order of Business. The order of business at Association meetings shall be: 1) call to order; 2) reporting of the minutes; 3) report of the Treasurer; 4) reports of main topics of membership involvement; 5) reports of other committees; 6) old business; 7) new business; 8) good of the Association; 9) adjournment.

6.5 Parliamentary Authority. Roberts Rules of Order, latest edition, shall govern the deliberations of the Association on all points not provided for in these bylaws.

Article VII. Elections

7.1 - Elections

- b) Additional Board Members. At each Annual Meeting of the Association, the membership shall elect a Regular Member-At-Large and an Associate Member-At-Large, and a Rehab Member-At-large, each of which shall serve a two-year term. Regular Members may vote for all seats of the Regular Members-at-Large, the Rehab Member-At-Large and Associate Members-At-Large. just as Associate Members may vote for the Associate Members-At-Large, the Regular Members-At-Large the Rehab Member-AT-Large and the Associate Members-At-Large.

7.2 Nominations.

- a) Eligibility. Nominees for officers, the Regular Member-At-Large seats and the Rehab Member-At-Large seat must be a Regular Member. The Rehab Member-At-Large must be employed by a company that has a current certified ATS or ATP on staff. Associate Members-At-Large must be an Associate Member.
- b) Nominating Process. All nominations shall be made by the Board or from the floor during the Annual Business meeting. The Board shall notify the membership, in writing of its choices, not less then thirty (30) days before the Annual Business meeting.

7.3 Election. At the Annual Business meeting, the President shall submit the Nominating Committee's slate of candidates for the seats then open. If there are no further nominations from the floor, the President shall declare the slate of candidates recommended by the Nominating Committee as elected by acclamation.

If there are further nominations from the floor, the Regular Members shall have one vote for each officer, the Regular Member-At-Large seat, the Rehab Member-At-Large seat, and the Associate Member-At-Large seat; and the Associate Members shall have one vote for each officer, the Regular Member-At-Large seat, the Rehab Member-At-Large seat, and the Associate Member-At-Large seat. The nominee with a majority of the votes for each seat shall be declared the winner. If no nominee receives a majority of the votes, there shall be an immediate run-off election between the two candidates receiving the most votes. If the run-off election results in a tie vote, the incoming Board of Directors shall select by a majority vote the new officer or member-at-large from the two candidates receiving the most votes.

Article VIII. Executive Director

8.1 Executive Director. The Board of Directors may employ staff, or may contract with an association management firm, to provide assistance in managing the affairs of the Association. The chief staff officer shall be known as the Executive Director, and shall be an ex-officio, non-voting member of the Board of Directors.

**Article IX.
Board of Directors**

- 9.1 Composition. The Board of Directors shall consist of the President, the Immediate Past-President, Vice President, Secretary, Treasurer, two Regular Members-At-Large and two Associate Members-At-Large and one Rehab Member-At-Large. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors. All Board members shall be currently employed by or owner of a member company and that member company shall be a member in good standing with the association.
- 9.2 Voting. Each Board member shall be entitled to cast one vote in all matters coming before the Board, except the President may cast a vote only in the case of a tie, and the Executive Director may not cast any vote. Majority decision will prevail unless otherwise directed by these bylaws. Voting rights of a member of the Board of Directors may not be delegated to another nor exercised by proxy.
- 9.3 Voting by Mail. Action taken by a mail (or e-mail) ballot by the members of the Board of Directors, in which at least a majority of such directors indicate themselves in agreement, shall constitute a valid action by the Board if the action is reported at the next regularly scheduled meeting of the Board.
- 9.4 Authority. The Board of Directors shall supervise, control and direct the affairs of the Association, shall determine its policies or changes therein within the limits of these bylaws, shall actively pursue its purposes and shall, at its discretion, determine the disbursement of funds. The Board of Directors may adopt rules and regulations for the conduct of its business and may, in the execution of the powers granted, appoint such agents or employees as it may consider necessary.
- 9.5 Meetings. The Board of Directors shall meet upon the call of the President at such time and place as may be designated and shall be called to meet upon the demand of a majority of its members. The board shall meet at a minimum but not limited to 4 times a term. Meetings can be in person or by conference call. Notice of all meetings shall be given to each member of the Board of Directors at least thirty (30) days in advance and seven (7) days in advance for emergency meetings.
- 9.6 Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.
- 9.7 Absence. Any member of the Board of Directors who fails to attend two consecutive meetings may, at the request of the President, be asked to explain the absences in writing. The remaining members of the Board of Directors shall consider whether absences are excused and, if not, shall notify the affected Board member in writing. Prior to a final decision of the Board regarding the removal of a Board member for unexcused absences from the Board meetings, the affected Board member shall be given an opportunity to defend his/her absences, in person, at the next regularly scheduled Board of Directors meeting.
- 9.8 Vacancies. In the event there is a vacancy in the office of the President, the Vice-President shall become President. All other vacancies shall be filled by a majority vote of the Board of Directors.
- 9.9 If two members of the Board of Directors can be employed from the same company, only one member will have a right to vote and only the higher-ranking office is to hold this voting right.
- 9.10 Removal of Directors. Any director elected to the Board of Directors may be removed by a two-thirds voted of the members, whenever in their judgement the best interests of the Association will be served, at a meeting specifically called for the purpose of removing the named director(s). Written notice of such a meeting, stating that the purpose of the meeting is to vote upon removal of one or more directors specifically named in the notice, must be sent to all members 30 days prior to the date of the meeting.

**Article X.
Officers' Duties**

- 10.1 President. The President shall preside at all regular, special and Annual Meetings of the Association, at all meetings of the Board of Directors, and shall at all times direct the affairs of the Association. The President shall appoint members to the Main Topics of Membership Involvement. The President shall be an ex-officio voting member of all Main Topics of Membership Involvement. The President shall perform other such duties as are incident to the office of President or as may be prescribed by the Board of Directors.

10.2 Vice President. The Vice President shall preside at meetings of the membership and the Board of Directors in the absence of the President. The Vice President shall also direct the affairs of the Association should the President become incapacitated during his/her term of office for a period in excess of thirty (30) days, for as long a period as is required due to the President's incapacitation. The Vice President shall assist the President in all areas, especially in the areas of directing the affairs of the Association.

10.3 Secretary. The Secretary shall oversee the proper recording of the minutes of the Association and the Board of Directors.

10.4 Treasurer. The Treasurer shall oversee the Association's funds and records and the collection of membership dues and/or assessments. It will be his/her responsibility to assist the staff in establishing the proper accounting procedures for the handling of the Association's funds. The Treasurer shall report on the financial condition of the Association at all meetings of the Board of Directors, at Annual Meetings, and at all times as called upon by the President. The Treasurer shall be responsible for the signing of checks issued by the Association and then mailing the checks to the co-signer.

10.5 Immediate Past-President. The Immediate Past-President shall work closely with the President to ensure that programs and projects started during his/her tenure are carried forth in a timely manner. He/she shall assist the President in all areas, especially in the areas of communications with members.

Article XI.

Main Topics of Membership Involvement

11.1 Main Topics of Membership Involvement:

- a) Legislative – Federal and State
- b) Membership/Education
- c) Medicare/Medicaid Liaison
- d) Ethics – Board of Directors
- e) Board of Pharmacy
- f) Respiratory Care Board – NCAMES member of Respiratory Board
- g) Other

Article XII.

Amendments

12.1 Amendments. These bylaws may be amended, repealed, or altered in whole or in part by two-thirds votes of those present at any duly organized meeting of the Association, provided that a copy of any amendment proposed for consideration shall have been communicated to the last recorded address of each member at least thirty (30) days prior to the date of the meeting.

Article XIII.

Dissolution

13.1 Dissolution Procedure. Dissolution may occur at a meeting specially called to consider the subject providing prior authorization by a majority vote of the Board of Directors has been obtained. The consent of three-fourths of the Regular Members shall be required for dissolution. The Association shall then be dissolved in accordance with the statute under which it was organized.

13.2 Distribution of Assets. In the event of dissolution, distribution of the monetary assets of the Association shall be made in the following order: a) payment of outstanding debts; b) payment of any other legal obligations; and c) any balance remaining shall be dispersed as in Section 501(c)(6) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

Article XIV.
Indemnification

14.1 Indemnification. No officer or Director of the Corporation shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said Officer or Director performed for and on behalf of the Corporation. The Corporation shall and does hereby indemnify and hold harmless each person and his or her heirs and personal representatives who shall serve at any time hereafter as a Director or Officer of the Corporation from and against any and all claims, judgements and liabilities to which such persons shall become subject by reason of either heretofore or hereafter serving as a Director or Officer of the Corporation or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such Director or Office for all legal and other expenses reasonably incurred in connection with the defense of any such claim or liability; including the power to defend such person from all suits or claims as provided for under the provisions of any state in which the corporation transacts business; provided, however, that no such person shall be indemnified against or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person's own negligence or misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The Corporation, its Directors, Officers, employees and agents shall be fully protected in taking any action or making payment or in refusing so to do in reliance upon the advice of counsel.

Adopted January 2009