



Massachusetts Council for Adult Foster Care

By-Laws:

January 20, 2017,

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Article I. Name, Location, Seal & Definitions

Section 1. The Corporation shall be known by the name of **Massachusetts Council for Adult Foster Care, Inc.** (hereinafter, referred to as the “Council”). “Adult Foster Care”, may be referred to as “AFC.”

Section 2. Its principle place of business shall be in Danvers, Massachusetts or at such other place(s) in the Commonwealth of Massachusetts as the Board of Directors may designate.

Section 3. The Council shall have a logo of such design as the Board of Directors may adopt. The Board of Directors may change the form of the logo.

Section 4. Definitions

Section 4.01 The name of this association shall be Massachusetts Council for Adult Foster Care Inc., hereinafter referred to as "the Council," business location shall be in Danvers, Massachusetts or at such other place in the Commonwealth of Massachusetts as the Board of Directors may at time designate.

Section 4.02 The "Board" shall mean the Board of Directors of the Council.

Section 4.03 The "Provider" shall be the Mass Health AFC Provider agency.

Section 4.04 "Voting Members" shall mean AFC provider agency staff designated by their agency to represent their Provider Agency vote.

Section 4.05 "Members" shall mean any AFC Provider agency who are in good standing with the Mass Council for AFC.

Section 4.06 "Good Standing" is defined as an organization or member who is active and attends MCAFC meetings and has paid MCAFC membership dues for the current year (or be affiliated with an organization that has paid MCAFC membership dues on the individual's behalf). At the Board's discretion, a member and/or an organization's "standing" may be challenged by the Board if, in the opinion of the Board, the member and/or organization's character, reputation creates an appearance of an impropriety having a negative impact on this Council.

Section 4.07 "Executive Committee" will consist of the Board President, Immediate Past President, Vice President, Treasurer and Secretary.

Article II. Purposes.

Section 1. The purpose for which the Council is formed are as follows:

- To foster, develop, encourage and promote the fundamental belief that people have a right to remain at home, in a community setting through the sound, economical, safe and efficient operations of its Active Members' services;
- to encourage, maintain and promote the inherent advantages and availability of effective Adult Foster Care as a care option and outlining the benefits for qualifying MassHealth members;
- to improve and enhance the public image, opinion and perception of the industry;
- to foster and maintain just and lawful practices in the business and related businesses;
- to support Adult Foster Care provider agencies by promoting integrity in service delivery and providing opportunities for ongoing training;

- to afford representation of the interests of its Active Members, and presentation of their points of view before governmental bodies, commissions, bureaus and administrative agencies, and in all matters of public relations and legislation, local, regional or national;
- to advocate on behalf of its Active Members with the state legislature and state agencies relative to interpreting and implementing regulations, developing best practices, establishing networking connections with like agencies and appropriate funding for the Adult Foster Care program and its caregivers;
- to furnish its members with information concerning matters arising in said business and afford them facilities for meetings and discussions of such matters;
- to encourage highest standards of practice;
- to strive for and encourage uniformity in Adult Foster Care and affiliated business practices and reciprocity among states with respect thereto;
- and, in general, to do any and all things within the Mass. Gen. Laws, and all applicable state and federal laws, as amended, deemed necessary or appropriate to accomplish the forgoing purposes.

Article III. Membership.

Section 1. Membership in this Council shall consist of the following membership categories:

Active Membership. Any business entity currently approved by the Commonwealth of Massachusetts as an Adult Foster Care provider agency. Organizations must be in good standing with MassHealth at the time of application for membership and remain in good standing, as defined in Section 4 throughout their membership. Rights and privileges of membership include voting on all matters and if elected, serving as an elected representative for any office of the Board. Active Membership will be held in the name of the applying company, and the company may designate one or more representatives to participate in activities that constitute Active Membership, provided that each Active Member is entitled to no more than one vote on a single matter.

Honorary Membership. Honorary Memberships may be granted upon a majority vote of the Board to persons who have made significant contributions to the Council, including but not limited to service as a member of the Board of Directors. Honorary Members may participate in all member privileges of the Council, except that Honorary Members cannot hold any office and do not maintain the right to vote on any matters of consideration. Honorary Members are waived from payment of dues for a lifetime period.

Section 2. Membership Application. Annual applications for membership must be addressed to the Treasurer, or his or her designee submitted by the applicant and accompanied by a check, credit card or postal money order covering dues for one year as called for under Article IV. All applications shall designate the person who is to represent the member in activities of the Council, and an alternate representative, if desired. The representative or alternate representative shall be considered the voting member at meetings of the Council for the Active Member and the point of contact for the Council Members. This representative or alternate representative may be changed by notification in writing filed with the Secretary or his or her designee by the representative or alternate representative. No person shall be eligible to concurrently represent more than one Active Member.

Section 3. Acceptance to Membership. Such acceptance of the applicant's dues shall constitute membership, and will be reviewed as needed. If an applicant is rejected, its membership dues shall be returned promptly.

Section 4. Resignation. A member may resign by submitting a written resignation to the Secretary or his or her designee, but this action shall not exempt such member from any indebtedness to the Council existing upon receipt of its resignation.

Section 5. Suspension and Expulsion. Any member may be suspended or terminated for cause after notice and opportunity for a hearing before the Board of Directors. Sufficient cause for such suspension or termination of membership shall be:

- violation of the By-Laws;
- violation of any statutory or regulatory requirement;
- violation of any practice duly adopted by the Council;
- or any violations of the Council's current Code of Conduct.

Suspension or expulsion shall be determined by two-thirds vote of the Board of Directors present, provided that a statement of the charges shall have been mailed by postal mail or electronic mail to the last recorded address of the Member at least fifteen (15) days before final vote is taken on the matter. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the Member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such matters before action is taken thereon.

Section 6. Rights of Expelled Members. A member expelled shall be deemed to have expressly, and by the application for Membership, does expressly waive all rights of Membership and all claims to recover dues, funds, or damages from the Council, its Members, Directors or Officers, concerning its suspension or expulsion. Organizations that have been terminated have the right to reapply in the next membership year.

Article. IV. Organizational Partnerships

Section 1. Organizational Partnership. Any person, firm or association having an interest in the Adult Foster Care business and engaged in the manufacturing or selling of equipment or services to the Adult Foster Care business or engaged in any other allied business or service to Adult Foster Care, and that is otherwise eligible for membership and approved as required by the Executive Committee. Organizational Partners may participate in all member privileges of the Council, except that Organizational Partners cannot hold any office or board position and do not maintain the right to vote on any matters of consideration. Organizational Partners will be held in the name of the applying company, and the company may designate one representative to participate in Council activities.

Article V. Dues.

Section 1. Dues. The Board of Directors is authorized and directed to prescribe a schedule of dues, and may from time to time modify the schedule of dues. Arrangements may be made for accommodations in payment schedule. Special assessments upon members may be levied by the Board of Directors, subject to the approval of a majority of the Active Members present at a membership meeting, provided that due notice of such proposal was included in notice of the meeting.

Section 2. Voluntary Funds. The Board of Directors is authorized and directed to establish such additional funds dedicated to special projects, not regularly funded as part of the annual budget, that may, from time to time, be needed and for which members are voluntarily requested to contribute. These funds will only be used for the stated special projects approved by majority vote of the Board of Directors. No funds shall be expended from these special accounts without first having received approval by the Board following a recommendation by the Executive Committee. Members requesting assistance with matters that may affect the entire Adult Foster Care business can petition the Board of Directors to designate a special project.

Section 3. Members who fail to pay their dues or assessments within thirty (30) days may be notified by the Executive Director or other Officer designated and, if payment is not made within the next succeeding thirty (30) days may, without further notice and without a hearing, be expelled from the Council and thereupon forfeit all rights and privileges of Membership. Board of Directors may establish procedures for extending the time for payment of dues and continuation of Membership privileges for good cause shown.

Article VI. Meetings of the Council.

Section 1. Notice of Meetings. Notice shall be given at least ten (10) days prior to the meeting by written notice, delivered personally, mailed, faxed, or emailed to each member at the business address on file. If mailed, such notice

shall be deemed to be delivered when deposited in the United States mail in a sealed envelope correctly addressed with sufficient postage thereon. If notice is given by e-mail or fax, such notice shall be deemed to be delivered when the text of such e-mail or fax is transmitted by the sender.

Section 2. Monthly Meetings. Regular meetings of the Membership shall be held at the discretion of the Executive Committee, unless otherwise changed by prior vote of the Board of Directors. Monthly meetings shall be held no more than once per month at such place(s) as determined by the Executive Committee. Regularly scheduled Meetings will be held on the third Wednesday of each month. Active Members in good standing with the Council and not in arrears for non-payment of dues or assessments may each cast one vote. A checklist of such members shall be furnished by the Secretary or his or her designee. and considered as a true list of the members entitled to vote.

Section 3. Annual Meetings. The annual meeting of the members of the Council shall be held at the discretion of the Executive Committee, unless otherwise changed by prior vote of the Board of Directors. Annual meetings shall be held no more than once per year at such place(s) as determined by the Executive Committee. Members in good standing with the Council and not in arrears for non-payment of dues or assessments may each cast one vote. A checklist of such members shall be furnished by the Secretary or his or her designee and considered as a true list of the members entitled to vote.

Section 4. Special Meetings. Special meetings of the membership of the Council may be called by the President of the Board, or upon request of the Board of Directors, or upon the written request of fifteen (15) members when filed with the Secretary or his or her designee. Notices of the time, place and purpose of such special meetings shall be given at least five (5) days prior to the special meeting by written notice delivered personally, mailed, faxed, or emailed to each member at the business address on file. At special meetings, only the business for which the meeting was called shall be considered.

Section 5. Quorum. At all meetings of the Council, fifteen (15) Active Member representatives shall constitute a quorum. The designated alternate representative of an Active Member, as provided in Article III, Section 2, may vote in the absence of the Active Member's representative.

Section 6. Mail and Electronic Vote. Whenever, in the judgment of the Board of Directors, any questions shall arise which it believes should be put to a vote of the membership and when the Board of Directors deems it inexpedient to call a special meeting for such purpose, the Board of Directors may, unless otherwise required by these By-Laws or by law, submit such a matter in writing by mail or electronic mail to the membership for a vote and decision. The question thus presented shall be determined according to a majority of the votes received by mail within fifteen (15) days after such submission to the membership by mail or by electronic mail within three (3) days after such submission to the membership by electronic mail, provided that in each case, votes of at least fifteen (15) members shall be received. Any and all actions taken in pursuance of a majority mail or electronic mail vote in each such case shall be binding upon the Council in the same manner as any action that would be taken at a duly called meeting.

Section 7. Proxy Voting. When any Active Member's representative or alternate representative is unable to participate in a meeting of the membership, the Active Member may designate in writing to the Secretary or his or her designee a person from the member's company to attend and vote on all matters taken up at the meeting.

Article VII. Board of Directors.

Section 1. The Council shall have a Board of Directors consisting of the President, Vice President, First Vice President, Treasurer, Secretary and Immediate Past President, and not less than five (5), nor more than eleven (11) additional Directors. All Directors must be Active Members of the Council, have at least two years of direct AFC program experience and be in good standing with the Council. An organization's good standing may be challenged by the Board if the organization is not in compliance with the Council's current Code of Conduct and ethical business practices or the organizations character or reputation has the appearance of impropriety and would have a negative impact of the reputation of this Council. The Directors shall be chosen by ballot at the annual meeting of the Council for a term of two (2) years, and shall take office upon the first of July to coordinate with the Council's fiscal year.

Section 2. Board Policies. The Board of Directors shall have supervision, control and direction of the affairs of the Council. The Board of Directors shall determine its policies within the limits of these By-Laws. The Board of Directors shall actively pursue its purposes and shall have discretion in the disbursements of the Council's funds. The Board of Directors may adopt such rules and regulations for the conduct of Board business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it considers necessary.

Section 3. Vacancies. Vacancies of any Director may be filled for the balance of their respective term by a candidate who presents to the Board Directors, and subject to a majority vote of the Directors present at any regular or special meeting of the Board provided that the matter is properly brought before it for consideration and a quorum is present.

Section 4. Conflict of Interest. Subject to the Articles of Organization and any applicable law, the directors shall adopt a Conflict of Interest policy covering the Council's Directors, Officers, and such staff as may be specified in the policy.

Section 5. Nondiscrimination Policy. The Council will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, gender, sexual orientation or any other basis prohibited by law.

Section 6. Limitations on Activity. No part of the activities of the Council shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Council operate a social club or carry on business in general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Council shall not carry on any activity not permitted to be carried on by an association exempt from federal income tax under Section 501 (c)(3) and Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax law.

Article VIII. Meetings of the Board of Directors

Section 1. Notice of Board Meetings. Notice shall be given at least five (5) days prior to the meeting by written notice delivered personally, mailed, faxed, or emailed to each Director at the business address on file. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope correctly addressed with sufficient postage thereon. If notice is given by e-mail or fax, such notice shall be deemed to be delivered when the text of such e-mail or fax is transmitted by the sender.

Section 2. Board Meetings. Meetings of the Board of Directors shall be held monthly, and the Secretary or his or her designee shall notify the Directors of such meeting. Notice shall be given at least five (5) days prior to the Board Meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Attendance at all Board of Directors meetings is a duty, privilege, and an obligation. No Board member can miss more than three (3) meetings per year unless approved by the Executive Committee after making a statement to the Secretary. Notice will be made after two (2) missed meetings by the Secretary or his or her designee.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held as often as the needs of the Council may in the Board's opinion require, and may be called by the President or any three (3) Directors. The Secretary or his or her designee shall notify the Directors of such meeting whenever requested in writing by the President or the Directors calling such a meeting.

Section 4. Quorum. A quorum shall consist of the simple majority of the those Directors currently in office. If less than a quorum of Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 5. Electronic Vote. Whenever, in the judgment of the President or any three (3) Directors, any questions shall arise which it believes should be put to a vote. Board of Directors may submit such a matter in writing by electronic mail to the Board of Directors for a vote and otherwise prohibited by law. The question thus presented shall be determined according to a majority of the votes received within three (3) days after such submission to the Board of Directors by electronic mail, provided that in each case, votes of at least the simple majority of the those Directors currently in office shall be received. Any and all actions taken in pursuance of a majority mail or electronic mail vote in each such case shall be binding upon the Council in the same manner as any action that would be taken at a duly called meeting.

Section 6. Appeal Process. Any decision made by the Board can be appealed by using the Appeals Process as outlined in these bylaws in Article 15.

Article IX. Fiscal Year.

The Council's fiscal year shall be July 1st through June 30th.

Article X. Officers

Sections 1. Officers. The Officers of the Council shall consist of a President of the Board, Vice President, First Vice President, Treasurer, Secretary and Immediate Past President. The Officers shall be appointed following the annual election of board members for a term of two (2) years, and shall take office upon the first of July to coordinate with the Council's fiscal year. An Officer may be elected for up to three (full) consecutive terms. Following completion of his/her terms of office, a director is eligible for re-election beginning two (2) years after his/her last term ended. If re-elected, such director is eligible for re-election as set forth in the previous sentences.

Section 2. Vacancies. In case of a vacancy or temporary absence of an officer, the Nominating Committee of the Board of Directors may appoint a member to fill the office for the balance of their respective term upon a majority vote of the Directors present at any regular or special meeting of the Board where the matter is properly brought before it for consideration.

Section 3. President of the Board. The President of the Board shall preside at all member meetings, Executive Committee meetings and Board of Directors meetings, shall perform all duties commonly incident to the office of President, and shall perform such other duties and have such other powers as the Board of Directors may from time to time designate and assign. The President shall appoint all committees of the Council, except the Executive Committee. The President shall serve as ex-officio, with a vote, on all appointed committees. He or she shall also attend all national meetings required by virtue of his or her office. The President has the authority to execute a contract or renewal on behalf of the Council, provided that the Board has voted to approve such contract. The office of the President of the Board shall carry no fixed salary but the President shall be reimbursed for expenses incurred in the performance of his or her duties as President with prior approval of the Executive Committee.

Section 4. Vice Presidents. Vice Presidents may, in order of their designation by the President, be delegated by the President to perform the President's duties, in the event of the President's temporary disability or absence from meetings, and shall have such other duties as the President or the Board of Directors may assign.

- a. Vice President. The Vice President shall act as Membership Chair for the Council and shall be in charge of keeping the members and the Board of Directors apprised of all of the Council's membership matters. The Vice President is assumed to run for the position of President upon the expiration of the President's term and shall assume such position after having been duly elected.

- b. First Vice President. The First Vice President shall act as Legislative Chair for the Council and provide support to the President and Vice President as needed. The First Vice President is assumed to run for the position of Vice President upon the expiration of the Vice President's term and shall assume such position after having been duly elected.

Section 5. Treasurer. The Treasurer shall be responsible for all funds of the Council and shall keep full and accurate records of accounts and books belonging to the Council showing the transactions of the Council, its accounts, liabilities, commitments and financial records. Such books and records shall be maintained by the Treasurer, but shall at all times remain the property of this Council. The Treasurer shall see that the expenditures are duly authorized and are evidenced by proper receipts or vouchers. The Treasurer shall secure and maintain in effect Directors and Officers insurance and a fidelity bond annually. The Treasurer shall provide a written report, which includes; starting balances, expenditures of the month and current balance, to detail the financial condition of the Council at the regular Board of Directors meetings, at regular monthly, membership meetings, and at the Annual Meeting of the Council and shall make such other reports and statements as may be required of the Treasurer by the Board of Directors.

The Treasurer, with the approval of the Board of Directors, may designate other Officers and/or the Executive Director to receive and disburse funds, manage insurance and liability policies, and otherwise act for the Treasurer as may be required. The Treasurer, and/or outside management by any other person or persons entrusted with the handling funds or properties of the Council, shall furnish a fidelity bond at the discretion of, and upon approval by, the Board of Directors. Such fidelity bond must be furnished at the expense of the Council in the sum that the Board prescribes.

Section 6. Secretary. The Secretary, his or her designee, shall keep accurate minutes of all meetings of the Board of Directors and shall perform such other duties and have such other powers as the Board of Directors may from time to time designate. The Secretary shall be responsible for the annual corporate non-tax filings, including annual reporting requirements and periodic updates required to be filed with the Secretary of State. In the Secretary's absence, an Assistant Secretary if one is elected, shall perform his or her duties. Absent the election of an Assistant Secretary, the Secretary's designee, as verified in writing to the Board of Directors, shall assume the duties of the Secretary for the time specified in the writing.

Section 7. Immediate Past President. The Immediate Past President shall be a non-voting member of the Board of Directors and the Executive Committee unless an additional vote is needed to break a tie, and shall serve as the Chair of the Nominating Committee.

Section 8. Executive Director. The administration and management of the Council may be in a salaried staff head, engaged or appointed by, and directly responsible to, the Board of Directors. The salaried staff head shall have the title of Executive Director or such other title as the Board shall from time to time designate, and the Executive Director may act as Secretary of the Council. Subject to the President and the Board of Directors, the Executive Director may employ and terminate the employment of members of staff necessary to carry on the work of the Council. When the administration and management of the Council is vested in an Executive Director, such Executive Director shall manage and direct all functions and activities of the Council and perform such other duties as may be specified by the Board. The Executive Director may execute a contract or renewal on behalf of the Council, provided that the Board has voted to approve such contract. The Board of Directors may at their discretion hire such consultants to the organization as deemed necessary.

Section 9. Resignation or Removal of Officers. Any officer may resign at any time by giving written notice to the President, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President. Any officer may be removed by two-thirds vote of the Board of Directors, provided that such officer was given notice and an opportunity for a hearing before the Board of Directors, provided that notice has been sent at least fifteen (15) days before final action is taken on the matter. Notice shall consist of a statement informing the Officer that the Officer's removal will be considered and voted upon at a meeting of the Board of Directors. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the matter shall be considered. The Officer

shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to removal and may be afforded fifteen (15) days to cure before action is taken on the matter.

Article XI. Committees

The Council shall have standing committees as follows:

Section 1. Executive Committee. The Executive Committee shall consist of the minimum of four (4) and up to six (6) Officers of the Council. All members of the Executive Committee shall be entitled to vote except the Immediate Past President who can vote only to break a tie. The members of the Executive Committee shall serve concurrently with the terms of their respective offices. Two (2) members shall constitute a quorum of the Executive Committee. The President shall preside at Executive Committee meetings when present. The Executive Committee shall have the full powers of the Board of Directors in between meetings of the Board, except to amend the By-Laws. The Executive Committee shall review any proposed contracts or renewals presented to the Council and vote on whether to submit such contract or renewal to the Board for approval. Attendance at all Executive Committee meetings is a duty and an obligation of Officers. No Executive Committee member can miss more than three (3) meetings per year unless approved by the Executive Committee after requesting said permission to the Secretary or his or her designee in writing. Notice will be made after two (2) missed meetings.

Section 2. Nominating Committee. The President shall on a biennial basis appoint a Nominating Committee, consisting of two or more members. The Nominating Committee shall be chaired by the Immediate Past President or designee of the Board. The Nominating Committee shall submit nominations for directors of the Council for the ensuing election. To be eligible for election, the individual representative of an Active Member must have at least 3 years of direct AFC experience or other relevant experience may be considered, and must have attended at least six (6) out of ten (10) of membership meetings in the Council's most recently concluded fiscal year. Fifteen (15) business days prior to the Annual Meeting, the Secretary or his or her Assistant shall provide to each member a list of all nominations on a form of the Secretary's choosing.

Section 3. Finance Committee. The President shall appoint a Finance Committee of three (3) or more members. The Finance Committee shall be chaired by the Treasurer. After the Finance Committee consults with the Council's active committees, the Executive Director, and the President, estimates for the calendar year commencing the following July 1st, including the income and expenses of the Council, shall be submitted to the Board of Directors for approval prior to the June Board Meeting. The Finance Committee shall have the right to check the expenditures made by all committees or officers from time to time for the purpose of insuring that such committees or officers stay as close as possible within their respective annual budgets. The Finance Committee must submit its recommendations regarding any proposed purchase or expenditure by a committee or officer in excess of that committee's annual budget to the Board of Directors before the Board can take any action in relation thereto. Any proposal that seeks to utilize the Council's funds outside of the annual budget, must be proposed to the Finance Committee. The Finance Committee shall report its recommendations at the next regular or special meeting of the Board of Directors of any proposal referred to it, but not less than ten (10) days after such proposal has been submitted to the Chair of the Finance Committee; however, this ten (10) day requirement may be waived by the Chair of the Finance Committee. The Finance Committee, with the approval of the Board of Directors, shall be empowered to recommend the appropriation of monies from the future year's income.

Section 4. Communications Committee. The President shall appoint a Communications Committee of three (3) or more members. The Communications Committee shall be chaired by the Secretary. The Communications Committee shall determine, formulate, recommend and implement, subject to the approval of the Board of Directors, policies and programs that will enhance and improve the public image and perception of the Adult Foster Care industry, generally, and the goals and objectives of the Council, specifically.

Section 5. Legislative Committee. The President shall appoint a Legislative Committee of three (3) or more members. The Legislative Committee shall be chaired by the First Vice President. The Legislative Committee shall determine, formulate and recommend, subject to the approval of the Executive Committee, such legislative actions

and proposals, which in the view of the Legislative Committee, will enhance, assist and otherwise benefit the Adult Foster Care industry, generally, and the goals and objectives of the Council, specifically.

Section 6. Membership Committee. The President shall appoint a Membership Committee of three (3) or more members. The Membership Committee shall be chaired by the Vice President. The duties of this Committee shall be to determine, formulate, recommend, subject to the approval of the Executive Committee, such policies and programs which will enhance and improve the membership and member benefits of the Council. The subcommittees included under the Membership Committee shall be the Associate Member Subcommittee and the Member Relations Subcommittee. The President of the Membership Committee shall appoint the members of the subcommittees.

- a. Associate Member Subcommittee. The Associate Member Subcommittee shall enhance and improve the membership experience of associate members. The Associate Member Subcommittee shall also be charged with encouraging associate member participation in events, sponsorship and membership in the Council.
- b. Member Relations Subcommittee. The Member Relations Subcommittee shall create a member mentor program for all new, renewing and potential members. The Member Relations Subcommittee shall interact with all members annually, and with new members upon application, for the purpose of integration into the activities and benefits of the Council.

Section 7. Ad Hoc. The President shall appoint such other committees as he or she deems necessary for the conduct of the Council's business and achievement of its goals, unless otherwise designated by vote of the membership. The term of standing committees will be concurrent with the terms of the President. Special Committees shall serve at the pleasure of the Board of Directors but in no event shall serve beyond the President's term.

Article XII. Rules of Order.

Unless otherwise provided in these By-Laws, all proceedings are to be guided by Robert's Rule of Order.

Article XIII. Amendments.

Section 1. These By-Laws may be amended, added to, altered or repealed at any annual, regular or special meeting of the Board of Directors, provided notice of the proposed amendment, addition, alteration or repeal is given in the notice of the meeting and is sent by email or postage prepaid to each ~~member~~ Director at the business address on file at least fifteen (15) days before any such meeting.

Article XIV. Indemnification.

Section 1. The Council shall, by resolution of the Board of Directors, provide for indemnification by the Council of any and all of its Directors, Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Council, except in relation to matters as to which such Director, Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XV. Dissolution.

Section 1. The Council shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall be distributed to the Members of the Council. Upon dissolution of the Council, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific, or philanthropic organizations to be selected by the Board of Directors. Dissolution of the Council shall only be considered at a meeting of the members called for that expressed purpose with notice at least fifteen (15) days in advance to the last recorded address of all Active Members.

Article XVI. Appeals Process

Any member or Director impacted by a Board vote and/or action may appeal that decision subject to the following process:

Step 1: Within 14 days from the publishing of the Board's vote and/or action the aggrieved member and/or Director must file a complaint in writing to the President/Chairman of the Board of Directors. The complaint must identify the aggrieved action/vote and the remedy sought.

Step 2: Within 30 days of receipt of notice of the filing of a complaint, the Board will schedule a meeting on this matter.

Step 3: Following the Board meeting to hear the filed complaint the Board will render its' decision. The Board's decision is final and binding.

Article XVI. Logo, Seal, or Trademark.

Section 1. The Council shall have a logo, seal, or trademark of such design as the Board of Directors may adopt. The Council maintains exclusive copyright ownership of such logo, seal, or trademark. Members of the Council that are in good standing shall have permission to copy and utilize the logo, seal, or trademark of the Council in marketing materials, and on such member's website, provided that such use takes place while the Member remains in good standing and is limited to use in marketing or other materials for the Member's business or organization as it relates to Adult Foster Care. Termination of membership results in the immediate forfeiture of any and all rights to use of the Council's logo, seal, or trademark. Members who fall into delinquent status, who are not in compliance with the Council's current code of conduct and ethical business practices, or whose membership terminates due to suspension, expulsion, or who are otherwise determined not to be members in good standing shall terminate any and all rights to use the Council's logo, seal, or trademark immediately upon notification. Failure to remove the Council's logo, seal, or trademark from any and all marketing materials and the member's website thereafter results in a violation of the Council's copyright and entitles the Council to pursue relief through any and all legal, administrative and other avenues of recourse available. At all times, the Council retains the right to require that Members in good standing immediately terminate any improper use of the Council's logo, seal, or trademark.