

**BY-LAWS
OF
DELAWARE ASSOCIATION FOR HOME AND COMMUNITY CARE, INC.**

ARTICLE I

OFFICES AND OBJECT

Section 1. The registered office shall be in the County of New Castle, State of Delaware.

Section 2. The corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

Section 3. The objects of the corporation shall be to promote charitable, scientific, educational and other activities described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, including but not limited to promoting high standards of patient care in home and community care, and promoting home and community based health services in order to encourage provision of high quality and comprehensive health care to residents of the State of Delaware.

ARTICLE II.

MEMBERSHIP

Section 1. There shall be two classes of members of the corporation: provider and individual.

A: Providers. Any organization which provides direct or indirect care to clients in Delaware may become a member by submitting an application and paying the current membership fees.

B. Individuals. Any group or person having an interest in health care but not eligible as a provider may become a member by submitting an application and paying the current membership fees. Individual members will have no vote.

Section 2. Each provider member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Individual members shall not be entitled to vote.

Section 3. Membership in the corporation is not transferable or assignable.

Section 4. Dues changes will be recommended to the membership by the Board of Directors. Notice of these changes must be sent to all members at least 15 working days prior to voting on dues changes. A majority of voting members must approve the proposed changes. Voting may be in person or by written ballot, delivered prior to the meeting.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. The biennial meeting of the members for the election of directors shall be held in the State of Delaware at a time and place designated by the Board of Directors and stated in the notice of the meeting. At this meeting, members shall elect by a plurality vote a Board of Directors and transact such other business as may properly be brought before the meeting. Meetings of members for any other purpose may be held at any time and place, as stated in the notice of the meeting. Notice of all meetings shall be in writing, sent at least 15 working days prior to the meeting via mail or e-mail.

Section 2. The Secretary, as the officer who has charge of the member ledger of the corporation, shall prepare a current list of the provider members eligible to vote prior to each meeting. This list will be open to the examination of any member during the meeting.

Section 3. Special meetings of the members, for any purpose, may be called by the President, by the Secretary or Vice President at the request of a majority of the Board of Directors, or at the written request of a majority of the provider members. Written notice of the time and place of the special meeting and its purpose shall be given at least 5 working days prior to the meeting. Business transacted at any special meeting shall be limited to the purpose stated in the notice.

Section 4. A quorum for the transaction of business at a membership meeting shall be constituted when 40% of provider members are present, in person or by proxy, except as otherwise provided by statute or the certificate of incorporation.

Section 5. When a quorum is present at any meeting, a majority of the members eligible to vote who are present in person or by proxy, shall decide any question brought

before the meeting, unless statute or the certificate of incorporation expressly requires a different vote, in which case the method required by statute or certificate of incorporation shall govern the decision of the question.

Section 6. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney in fact. No proxy shall be valid after 3 years from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV

DIRECTORS

Section 1. The number of Directors which shall constitute the Board shall not be less than 6 or more than 9. Subject to this limitation, the number may be fixed from time to time by action of the Directors. Both provider members and individual members may be elected to the Board, with not more than one third of the Directors being individual members. No provider organization may have more than one Director on the Board at any given time. Directors shall be elected at a biennial meeting of the members, except as provided in Section 2 of this article. Directors will be elected for 2 year terms and may be reelected. Directors may be removed for cause by the unanimous vote of all other Directors then in office at a duly called meeting of the Board of Directors with notice of the proposed removal. Any Director who misses three meetings per year will forfeit his elected office.

Section 2. Vacancies and newly created directorships resulting from an increase in the authorized number of Directors may be filled by a majority of Directors then in office, though less than a quorum, or by a sole remaining Director, and the Directors so chosen will hold office until the next biennial election, and until their successors are duly elected. If there are no Directors in office, an election may be held as provided by statute.

Section 3. The business of the corporation shall be managed by its Board of Directors, which shall have and exercise full power in the management and conduct of the business and affairs of the corporation.

Section 4. The making of grants and contributions or other financial assistance for the purposes of the corporation will be within the exclusive power of the Board of

Directors. In furtherance of these purposes, the Board of Directors shall have the power to make grants to any organization operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended. The Board shall review all grant requests from other organizations, shall require the organization specify the use to which the funds will be put, and if the request is approved, shall authorize payment of funds to the grantee. The Board shall require periodic accounting to show the funds were spent for the purposes for which they were approved. The Board may refuse to make grants or contributions for any or all of the purposes for which funds are requested.

Section 5. The Directors may be paid their expenses, if any, for attendance at each meeting. Directors shall not receive any salaries.

ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular meetings of the Board of Directors may be held without notice at such time and place as the Board determines.

Section 2. Special meetings of the Board of Directors may be called by the President, or by the Secretary or Vice President on the written request of two Directors, with one day's notice to each Director, provided either personally, by telephone or by e-mail.

Section 3. At all Board meetings, a majority of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 4. Unless restricted by the certificate of incorporation, any action required or permitted at any meeting of the Board or any committee of the Board may be taken without a meeting, if all the members of the Board or committee consent in writing, and the written agreements are filed with the minutes of the Board or committee.

ARTICLE VI

COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors may designate one or more committees, to be chaired by provider members of the corporation. Any member may serve on the committees. The Board of Directors may delegate to the committee specific powers of the Board of Directors in the management of the business and affairs of the corporation. Each committee shall keep minutes of its meetings and report to the Board of Directors when required.

ARTICLE VII

NOTICES

Section 1. Whenever notice is required to be given to any Director or member, such notice may be given in writing by mail or email addressed to the member or Director at the address of the member or Director given in the records of the corporation.

Section 2. Whenever notice is required to be given to any Director or member, a waiver of notice signed by the person entitled to notice, shall be deemed equivalent to notice.

ARTICLE VIII

OFFICERS

Section 1. The officers of the corporation shall be chosen by the Board of Directors and shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may choose additional Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers. Any number of offices may be held by the same Director, unless the certificate of incorporation provides otherwise. Officers will hold their offices for two years. The length of such terms may be changed from time to time by a majority vote of the Board.

Section 2. The Board of Directors must choose the officers of the corporation at the first Board meeting after the election of the Board.

Section 3. The President shall be the chief executive officer of the corporation, shall preside at all meetings of the members and the Board of Directors, shall see that all orders and resolutions of the Board are carried into effect, and shall perform the duties that usually pertain to this office.

Section 4. In the absence of the President, or in the event that the President is unable or refuses to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and restrictions to which the President is subject. The Vice President shall perform any other duties and have such powers as the Board of Directors prescribes.

Section 5. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members to record minutes of the proceedings, and will maintain a book of those minutes. The Secretary will maintain a list of all members, and give or cause to be given notice of all meetings, and shall perform such other duties as may be

prescribed by the President of the Board of Directors. The Secretary shall have custody of the corporate seal, and have authority to affix the seal to any instrument requiring it.

The Assistant Secretary, if any, in the absence of the Secretary, or in the event that the Secretary is unable or refuses to act, shall perform the duties of the Secretary. The Assistant Secretary shall perform any other duties and have such powers as the Board of Directors prescribes.

Section 6. The Treasurer shall have the custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuables in the name and to the credit of the corporation in such depositories as designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, and shall render to the President and Board of Directors at their regular meetings, or as required, an account of all transactions made as Treasurer and the financial condition of the corporation.

The Assistant Treasurer, if any, in the absence of the Treasurer, or in the event that the Treasurer is unable or refuses to act, shall perform the duties of the Treasurer. The Assistant Treasurer shall perform any other duties and have such powers as the Board of Directors prescribes.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. The Board of Directors may authorize any officer or agent of the corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances.

Section 2. All checks, drafts or orders for the payment of money issued in the name of the corporation shall be signed by the Treasurer and one other Director.

Section 3. All funds of the corporation shall be deposited to the credit of the corporation in such banks or other depositories the Board of Directors may select. This shall not be construed as allowing the Board of Directors to authorize the retention of any funds in any manner that would prevent the corporation from continuing to be exempt from Federal taxation under section 501(c)(3).

Section 4. The Board of Directors may accept on behalf of the corporation any contribution, gift or bequest for any purpose of the corporation. This shall not be construed as allowing the Board of Directors to accept any gifts in any manner that would prevent the corporation from continuing to be exempt from Federal taxation under section 501(c)(3).

FISCAL YEAR

Section 5. The fiscal year of the corporation shall end on the last day of December each year unless the Board of Directors shall determine otherwise.

Seal

Section 6. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, Delaware”. The seal may be used by causing it or a facsimile thereof to be impressed, affixed or reproduced otherwise.

Indemnification

Section 7. The corporation shall indemnify its officers and directors to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware.

ARTICLE X

LIQUIDATION / DISSOLUTION

Section 1. In the event of the liquidation, dissolution or winding up of the affairs of the corporation, the Board of Directors shall, except as may be otherwise provided by law, transfer all the assets of the corporation in such manner as the directors may determine by a majority vote, provided that its assets shall be distributed to one or more organizations described in Section 501(c)(3) of the code, to the Federal government or a state or local government for a public purpose, or if ordered by a court, to another organization to be used in such a manner as in the judgment of the court will best accomplish the general purposes for which the corporation was organized.

ARTICLE XI

AMENDMENTS

Section 1. These by-laws may be adopted, amended or repealed by a simple majority vote at any membership meeting at which a quorum is present. Voting may be in person or by mail prior to the meeting. Mailed votes must be received by the Secretary at least 24 hours before the meeting.

ARTICLE XII

PARLIAMENTARY AUTHORITY

Section 1. *Robert's Rules of Order, Newly Revised*, will be the authority for the corporation on all matters of procedure not specifically covered by these by-laws. At the discretion of the president, a parliamentarian may be appointed.