

**CODE OF REGULATIONS
OF
THE LOVING CARE HOSPICE, INC.**
A Non-Profit Corporation
London, Ohio
Dba Loving Care Hospice & Home Health

Adopted: _____, 2011

ARTICLE I

Section 1 – Principal Offices: The principal offices of the corporation shall be located in London, Madison County, Ohio. Other office locations may be authorized by the Board of Trustees as situations and affairs of the corporation may require.

Section 2 – Purpose: The purpose of the corporation shall be as stated in the Articles of Incorporation as filed with the Ohio Secretary of State's Office.

Section 3: Fiscal year. The fiscal year of the corporation shall be from January 1 through December 31.

ARTICLE II

MEMBERSHIP

Section 1 – Membership Classifications: There shall be two classifications of members of the corporation. The classifications shall be Individual Members and Business Members. All members must be of legal age. Members who are corporations, partnerships or business entities must be in good standing in the State of Ohio.

1. Individual Membership: shall be open to any individual of legal age, resident of the State of Ohio upon payment of annual dues of \$25.00 to be paid no later than two (2) weeks prior to the annual meeting date. Default in payment of dues shall cause said member's name to be automatically dropped from the membership list. Only individual members in good standing are eligible to vote.

2. Business Membership: shall be open to any corporation, partnership or business entity that supports Loving Care Hospice upon payment of annual dues of 200.00 to be paid no later than two (2) weeks prior to the annual meeting date. Default in payment of dues shall cause the said business name to be automatically dropped from the membership list. Business members in good standing must designate one individual to vote for the business at the time annual dues are paid.

Section 2 - General membership meeting: There shall be a voting membership meeting each year at the call of the Trustees to be presented by the Board of Trustees. Only voting members shall elect Trustees.

Section 3 – Membership Committee: There shall be a committee comprised of not less than three individual members, one of whom is a past member of the Board of Trustees. All committee members must have been voting members of the corporation for at least two years. The nominating committee shall be elected by the membership at the annual meeting and shall present the slate of candidates at the next annual meeting in accordance with this Code of Regulations.

Section 4 - Quorum. Five percent (5%) of the voting members with a minimum of 10 voting members shall constitute a quorum for business to be conducted at a general membership meeting.

Section 5 - Proxy vote. There will be no allowance for vote by proxy.

ARTICLE III

BOARD OF TRUSTEES

Section 1 - General Powers: All corporate powers will be vested in and exercised by the Board of Trustees except as otherwise expressly provided by law or by the Articles of Incorporation or by this Code of Regulations.

Section 2 – Number and Term: Until changed as provided by this Code of Regulation, the number of Trustees shall be nine. Each Trustee shall hold office for a three year term or until his earlier resignation, removal from office, or death. A Trustee may be re-elected for one additional three year term. An individual must be off the Board of Trustees for at least one year before being eligible for re-election.

At least five (5) trustees on any given Governing Board shall have completed hospice training no later than ninety (90) days after their election to that Board.

Section 3 – Election of Trustees: Each year the board vacancies shall be elected by the voting membership at the annual meeting of the Trustees or at such other meeting as shall be determined by the Board of Trustees. Board members elected to fill an unexpired term having eighteen (18) months or less remaining, will be eligible to be re-elected for two additional three (3) year terms. The candidates receiving the greatest number of votes at such election shall be elected Trustees. Individuals nominated by the Board of Trustees as well as any nominations from the floor, made by one or more voting members at the annual meeting, are eligible for election.

Section 4 – Officers and their Election: The officers of the corporation shall be President of the Board of Trustees, Secretary, Treasurer and such Vice-Presidents as the Board deems necessary. The offices of the Secretary and Treasurer may be combined.

The officers of the corporation shall be elected annually by the Board of Trustees following the regular annual meeting of the membership. Vacancies may be filled or additional offices created at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and qualified.

Section 5 – Duties of Officers: The duties of the officers shall be those which usually apply to such offices and in addition such further duties as may be designated from time to time by the Board of Trustees. General duties are designated as follows:

a.) President. The president shall be the principal executive officer of the corporation. The president shall preside at all meetings of the members and of the Board of Trustees. The president may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these regulations or by statute to some other officer or agent of the corporation; and in general, he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees from time to time.

b.) Vice-President. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president (or in the event there be more than one vice-president, vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers or and be subject to all the restrictions of the president. Any Vice-president shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

c.) Treasurer. The treasurer shall serve as Chairman of the Finance Committee and shall have access to any and all records involving the receipt and disbursement of all funds and securities of the corporation and bank records of such banks, trust companies, or other depositories as shall be selected by the Board of Trustees; and, in general, perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Trustees. Specific duties of the Treasurer may be delegated by the Board of Trustees or by this Code of Regulations or by statute to some other officer or agent of the corporation.

d.) Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of this Code of Regulations or as required by law; oversee the custody of the corporate records which are maintained at the principal office, keep a register of the post-office address of each member which shall be furnished to the Secretary by such member and in general perform all duties incident to the office of secretary and such

other duties as from time to time may be assigned to him by the President or the Board of Trustees or by this Code of Regulations or by statute to some other officer or agent of the corporation.

Section 6 – Removal from Office: A board member may be removed from office by a majority vote of the remaining board members when the board member has missed three (3) or more board meetings without proper notification.

Section 7– Regular Meetings: There shall be an annual meeting of the Board of Trustees on the second Wednesday of February, unless another date is designated by the Board of Trustees, and such other regular meetings not less than quarterly as the Board of Trustees may determine. Unless waived, written notice of any regular meeting shall be given to each member of the Board of Trustees not less than seven (7) days prior to the date of any such meeting. Board members are expected to attend all board meetings. Any board member who cannot attend a board meeting is responsible to notify the President of the board or the Executive Director prior to the meeting date.

Section 8 – Duties of the Board of Trustees: The Board of Trustees assumes full legal authority and responsibility for the operation of the corporation. The Board of Trustees, at a minimum:

1. Appoints and annually evaluates the qualified administrator who reports directly to the Board of Trustees and who is responsible for the day-to-day operation of the corporation;
2. Arranges for professional advice as required under 42 CFR 484.16
3. Adopts and periodically reviews written By Laws, Code of Regulations or the equivalent;
4. Adopts and periodically reviews all written policies and procedures;
5. Periodically reviews and approves all job descriptions;
6. Periodically reviews and approves the Organizational Chart;
7. Oversees the management and fiscal affairs of the corporation;
8. Regularly reviews patient outcomes;
9. Regularly reviews and participates in continuous quality assessment and performance improvement;
10. Participates in the Annual Program Evaluation;
11. All other duties required by federal or state law or regulations.

Section 9 - Special Meetings: Special meetings of the Board of Trustees may be called by the Chairman or upon the written request of any two (2) members of the Board of Trustees. Notice for such special meetings shall be three (3) days and shall specify the reason for the special meeting.

Section 10 - Quorum: A simple majority of the Board of Trustees shall constitute a quorum which shall be necessary for the transaction of business at any meeting of the Board of Trustees.

Section 11 - Committees: The Board of Trustees shall designate a Finance Committee and such other committees as it deems necessary to conduct the business of the corporation and the chairman shall appoint the members of such committees with the approval of the Board of Trustees. Persons may be appointed as members of the committees who are not members of the Board of Trustees.

ARTICLE IV

MISCELLANEOUS

Section 1 – Contracts: The Board of Trustees may authorize by resolution any officer or officers or agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2 – Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3 – Deposits: Funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4 – Gifts: The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Section 5 – Investments: The Board of Trustees, or any officer or agent empowered by them, shall have authority to invest and reinvest any funds of the corporation in such manner and in such property or securities as the Board of Trustees shall approve, and to change investments thereof from time to time as the Board of Trustees may deem expedient.

Section 6 – Records: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the Trustees. All books and records of the corporation may be inspected by any Trustee, or his agent or attorney for any proper purpose at any reasonable time. There shall be an annual audit of the financial records of the corporation in such manner as directed by the Board of Trustees.

Section 7 – Roberts Rule of Order: All meetings of the membership and the Board of Trustees shall follow the then current version of Roberts Rule of Order.

ARTICLE V

AMENDMENTS

This Code of Regulations may be altered, amended or repealed and a new Code of Regulations may be adopted at any meeting by the affirmative vote of at least two-thirds (2/3) of voting members present for the vote, provided that at least 30 days written notice to each voting member of corporation is given of the intent to alter, amend or repeal or adopt a new Code of Regulations at such meeting. The notice of such meeting shall contain a complete statement of the proposed alterations, amendments or other changes.

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