

## BY-LAW REVISION

Note: Highlights indicate new language

### ARTICLE IV - MEMBERSHIP

**Section 4.1 Classes Of Membership.** The Corporation shall have one (1) class of membership called voting membership. As used in these Bylaws, the term "member" shall mean a voting member of the Corporation, the term "members" shall mean the voting members of the Corporation, and the term "membership" shall mean the voting membership of the Corporation.

#### Section 4.2 Eligibility For Voting Membership

##### 4.2.1 Eligibility Requirements.

**4.2.1.1 Persons Providing Medical or Non-Medical Private Duty Services.** Persons that provide medical or non-medical ~~private duty services~~ **home care services** in the United States of America by

their own employees shall be eligible to become voting members of the Corporation, provided they:

- (a) employ the majority ~~not less than one hundred percent (100%)~~ of all of their direct care staff;
- (b) do not, directly or indirectly, operate a registry model agency to provide medical or non-medical private duty services (~~for this purpose, a "registry model agency" means a person that employs less than one hundred percent (100%) of its direct care staff~~);
- (c) ~~follow and/or execute a plan of care, service plan, or care plan for each of their clients;~~
- (d) ~~conduct a criminal background check and check references for each of their direct care staff;~~
- (e) ~~perform periodic supervisory visits for each of their clients;~~
- (f) ~~meet appropriate organization and administration requirements, such as those set forth in Schedule 4.2.1.1;~~
- (g) ~~conduct appropriate orientation and training for their direct care staff, such as the orientation and training set forth in Schedule 4.2.1.1;~~
- (h) ~~conduct appropriate quality assessment, quality assurance, and risk management functions, such as those set forth in Schedule 4.2.1.1; and~~
- (i) ~~meet appropriate private duty services operational requirements, such as those set forth in Schedule 4.2.1.1.~~

##### 4.2.1.2 Corporate Membership Program.

A franchisor or other entity:

- (a) which has franchisees or offices that provide medical or non-medical **home care services** ~~private duty services~~ in the United States of America as stated in Section 4.2.1.1, above;
- (b) whose own policies and procedures are consistent with the requirements of Section 4.2.1.1, above.

- (c) ~~which submits to the Executive Director a list, which is satisfactory to the Executive Director in his or her sole discretion, of the franchisees or offices located in the United States of America for which it will pay an additional amount, as established from time to time by the Board of Directors or its designee, for each of those franchisees or offices to become a Corporate Member Associate (see, Section 12.2(a) (As used in this Section 4.2.1.2 (c), Executive Director includes his or her designee or, in the event there is no Executive Director, by the President or his or her designee); and,~~

~~(d) which, itself, will become a voting member of the Corporation.~~

**4.2.2 Certification; Proof.** ~~An applicant for voting membership or renewal of voting membership must~~

~~certify that it complies with the eligibility requirements stated in Section 4.2.1, above, and must, in fact, comply with those requirements to maintain voting membership in the Corporation. The Board of Directors, at any time or times, may require an applicant for voting membership or a voting member to prove, to the Board's satisfaction, that it meets the criteria for eligibility for voting membership in the Corporation.~~