

OHIO ASSOCIATION OF MEDICAL EQUIPMENT SERVICES

Bylaws

ARTICLE I

INTRODUCTION

Section 1.01 Name. The name and title of this association shall be the Ohio Association of Medical Equipment Services (OAMES).

Section 1.02 Definitions of Bylaws. These Bylaws constitute the Code of Regulations adopted by the Ohio Association of Medical Equipment Services for the regulation and management of the association.

Section 1.03 Object and Purpose. The Ohio Association for Medical Equipment Services is an association incorporated under the laws of the State of Ohio as a general not-for-profit corporation. The purpose for which this organization it is formed to pursue the best interests of the membership through an interchange of ideas by seminars, conventions, regular meetings of the members, and an active liaison with government, both on a state and federal level, concerning the medical equipment and services industry and for other purposes.

ARTICLE II

MEMBERSHIP

Section 2.01 Categories. This organization will have four categories of members that are designated as follows:

(a) **Regular membership** - Regular membership shall be open to individuals, partnerships, proprietorships and corporations other business entities who are actively engaged in the business of providing medical equipment services to the general public at their place of residence. Each regular member shall be entitled to one vote notwithstanding the fact that the regular member may share common ownership and/or management with another regular or associate member.

(b) **Associate membership** - Associate membership shall be open to all individuals, proprietorships, allied health professionals, partnerships, and corporations, and other business entities who are or have been in any way related to the activities of the medical equipment services industry. An associate member shall not be entitled to vote as a member on any action required to be taken or before any meeting of the members, but associate members may participate in any discussion or debate by and among the regular members at any meeting.

(c) **Honorary membership** - Honorary membership shall be open to individuals, partnerships, corporations, and other business entities who have faithfully served the Association in any category of membership, and who is no longer engaged in the operation of a medical equipment industry or related business and is awarded such membership by the Board of Directors. An honorary member shall have the same privileges and duties as any other member. An honorary member shall not be entitled to vote as a member on any action required to be taken or before any meeting of the members, but honorary members may participate in any discussion or debate by and among the regular members at any meeting. Honorary member shall not have the privilege of holding elective or appointive office, but may be appointed to serve on committees at the discretion of the Board of Directors.

Certificates of membership evidencing membership in such categories will be issued by the Corporation.

Section 2.02 Applications. Applications for membership shall be submitted for approval to the Membership Committee appointed for this purpose by the Board of Directors.

Section 2.03 Dues. The Board of Directors shall determine the annual dues to be paid by the regular, associate and subscription members and the time and place of payment.

Section 2.04 Special Assessments. The Board of Directors may determine to levy a special assessment upon the regular and associate members. If the assessment is in the amount of the current annual dues or less per member, then all members shall become liable for payment of said special assessment upon written notice stating a period of thirty (30) days within which the assessment may be paid. If the assessment is in an amount greater than the current annual dues per member, then all members shall become liable for payment of said assessment only if a majority of the members do not forward written objections to the assessment within a period of thirty (30) days from the date upon which notice of said assessment was mailed. In the event a majority of the members forward written objections to said assessment within a period of thirty (30) days from the date upon which written notice of said special notice was mailed, a special meeting of members of the corporation shall be called in accordance with Article III.

Section 2.05 Code of Ethics. By application and acceptance for membership in OAMES, the member agrees to abide by the OAMES Code of Ethics as set forth below:

These principles are established for suppliers of medical equipment services, to provide standards and guidance in carrying out their responsibilities towards patients, physicians, governmental health programs, and allied health care practitioners.

As a member in good standing of the Ohio Association of Medical Equipment Services, this provider of medical equipment pledges:

- To hold the health and safety of patients of first consideration, rendering the highest level of care promptly and competently.
- To serve all patients regardless of race, creed, national origin or reason of illness.
- To uphold the law in fact and intent, bringing dignity and honor to the provision of medical equipment services; and to expose, without fear or favor, illegal or unethical conduct.
- To explain fully and accurately to patients and caregivers their rights and obligations regarding the sale, rental and service of medical equipment.
- To seek only fair and reasonable remuneration for medical equipment and services provided.
- To respect the confidentiality of patient information, and not disclose such information without proper authorization, except as required by law.
- To strive to improve and expand professional knowledge of products and services, and make this knowledge available to patients.
- To associate with organizations having for their objective the betterment of the medical equipment services industry.

Section 2.06 Termination. Membership in OAMES may terminate and all rights, privileges and interests of a member in or to the Association may cease upon occurrence of any of the following:

- A. Receipt of the Board of Directors of the written resignation of a member executed by the member.
- B. Failure of a member to pay for dues or assessments within ninety (90) days after their due date.
- C. Upon public notice of failure of the member to operate with a license or registration from the Ohio Respiratory Care Board as required by Chapter 4761 of the Ohio Administrative Code and the Ohio Revised Code.

D. 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.

Section 2.07 Reinstatement. A member terminated under Section 2.07 of these Bylaws may be reinstated through the regular application process for new members. Members terminated by their own resignation (2.07A) or for non-payment of dues and assessments (2.07B) may be reinstated upon payment of said dues and assessments through the regular application process for new members.

Members terminated due to prejudicial conduct (2.07C) or exclusion from a government health care program (2.07D) may be reinstated not less than ninety (90) days after termination, through the regular application process for new members and upon payment of dues.

ARTICLE III

MEETINGS OF THE MEMBERS AND TRANSACTIONS OF BUSINESS WITHOUT MEETING

Section 3.01 Annual and General Meetings. The regular annual and general meetings of the members of the corporation shall be held at the place and date designated by the Education Committee.

Section 3.02 Special Meetings. Special meetings of the members of the corporation may be held at any time upon call of the President or a majority of the Board of Directors.

Section 3.03 Notice of Annual and General Meetings. Notice of the date, time and place of the annual and general meetings shall be given to each member at least thirty (30) days before the date of such meeting by depositing the notice in the United States mail, postage prepaid, or by electronic transmission which is sent to the members' last known business location. Notice of the meeting shall state briefly the purpose for which the meeting is called, and not business shall come before the meeting other than that stated in the notice.

Section 3.04 Notice of Special Meetings. Notice of the date, time and place of special meetings shall be given to each member at least ten (10) days before the date of such meeting by depositing the notice in the United States mail, postage prepaid, or by electronic transmission which is sent to the members' last known business location. Notice of the meeting shall state briefly the purpose for which the special meeting is called, and no business shall come before the special meeting other than that stated in the notice.

Section 3.05 Quorum. A majority of the regular members shall constitute a quorum for the transaction of business at any annual, general, or special meeting of the corporation members.

Section 3.06 Transaction of Business. The regular members may vote on elections and on all other business in person, or by mail, or electronic methods and without a meeting provided that notice of the election and/or other business and ballot relating thereto are sent to the last known business address location of each regular member.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 Definition. For the purpose of the Bylaws, "Director(s)" shall be the same as "Trustee" as the term is used in Chapter 1702 of the Ohio Revised Code.

Section 4.02 Number and Membership. The number of Directors shall be nine (9). Membership of the Board of Directors shall be open to regular members elected pursuant to Article IV. Membership shall be limited to one representative per regular member of the corporation. Director 10 shall be elected to the Board from among the associate members of the Association and shall have a vote on the Board.

Section 4.03 Term. Each Director shall hold office for three (3) years or until his or her successor is elected and qualified; or his or her earlier resignation, removal from office, or death; or his or her removal by a majority vote of the remaining Directors in their absolute discretion. Any Director may be elected to more than one (1) term. To allow continuity, elections are staggered with three (3) Directors per year elected per the following rotation:

Director 7	Director 1	Director 4
Director 8	Director 2	Director 5
Director 9	Director 3	Director 6
Director 10		

Section 4.04 Vacancies. Additional or substitute Directors may be elected to fill a vacancy by the agreement of the remaining Directors in office at a meeting of the Directors held for such purpose. Any substitute Director elected to fill a vacancy shall serve the remainder of the term of the Director he or she replaced.

Section 4.05 Officers as Board Members. The officers of the corporation, upon election pursuant to Article V, shall automatically become members of the Board of Directors in addition to the number identified in Section 4.02.

Section 4.06 Past Presidents as Board Members. All past presidents of the corporation automatically become non-voting members of the Board of Directors in addition to the number listed in Section 4.02.

Section 4.07 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 on less than 30 days prior to the date of the meeting.

Section 4.08 Regular Meetings. Unless waived by the agreement of all Directors, regular meeting of the Board of Directors shall be held at least four times a year at a time and place designated by the President. Regular meetings may be held by means of a telephone conference or by means of similar communications equipment if all persons in the meeting can hear each other at the same time.

Section 4.09 Special Meetings. Special meetings of the Directors may be called by the President, Vice President, or any Director, by special notice of the date, time, place of and purpose for which the special meeting is called, and not other business shall come before the special meeting unless all members of the Board of Directors are present. Special meetings may be held by means of a telephone conference or by means of similar communications equipment if all persons in the meeting can hear each other at the same time.

Section 4.10 Notice of Annual and Board Meetings. Notice of the date, time and place of the annual and Board meetings shall be given to each Director at least thirty (30) days before the date of the such meeting by depositing the notice in the United States mail, postage prepaid, or by electronic transmission which is sent to the Directors' last known business location.

Section 4.11 Notice of Special Meetings. Notice of the date, time and place of special meetings shall be given to each Director at least ten (10) days before the date of such meeting by depositing the notice in the United States mail, postage prepaid, or by electronic transmission which is addressed to the Director's last known address or by oral communication. Notice of the meeting shall state briefly the purpose for which the special meeting other than that stated in the notice,

Section 4.12 Quorum. A majority of the voting members of the Board of Directors shall be necessary to constitute a quorum for a meeting of the Directors. However, a majority of the Directors in office shall constitute a quorum for filling a vacancy in the authorized number of Directors or in the officers of the corporation. Any action taken by the Directors shall be communicated to any absent Director at the earliest possible date but in no event later than fourteen (14) days following the meeting at which action was taken.

DUTIES AND POWERS OF DIRECTORS

Section 4.13 General Duties. The Directors shall manage the business and affairs of the corporation.

Section 4.14 Corporate Funds. The Directors shall hold any money or property from time to time received by them. Such money or property shall, together with the income, and the gains arising therefrom, constitute the "Corporation Endowment". The Directors shall manage, invest or reinvest the Corporation Endowment and shall make payments from such Endowment in the manner hereinafter set forth. The Directors shall be responsible only for such money or property as shall actually be received by them as Directors hereunder. It shall not be the duty of the Directors to collect any sum, but they shall receive and hold as Directors hereunder such money and property paid over to them from time to time by the members and all other contributors to the corporation.

Section 4.15 Additional Duties and Powers. In addition to the general duties and power of fiduciaries, the Directors shall have the following duties and powers:

- (a) To invest and reinvest the Corporation Endowment in such debt obligations, stocks, or other securities, as they deem proper and suitable, without regard to any statute or rule of law permissible by an Ohio Nonprofit Corporation or an Ohio Fiduciary.
- (b) To retain, in their discretion, a reasonable portion of the Corporation Endowment in cash while temporarily awaiting investment, without liability for interest thereon.
- (c) To deposit the portion of the Corporation Endowment held in cash in any bank in the name of the Corporation in an account upon which the President and Treasurer may jointly draw.
- (d) To make such payments from the Corporation Endowment at such times and to such persons and in such amounts as they deem necessary to conduct the activities contemplated under the Articles in Incorporation in this corporation.

Section 4.16 Legal Counsel. The Directors may consult with legal counsel with respect to the meaning or construction of this Code of Regulations, the Articles of Incorporation of this corporation, their duties and powers, thereunder or with respect to any action, proceeding, or question of law.

Section 4.17 Standard of Care. The Directors shall use ordinary care and reasonable diligence in the exercise of their powers and the performance of their duties as Directors hereunder. The Directors shall not be held accountable for any mistake of judgement or other action taken in good faith, or for any loss, unless resulting from their own negligence or misconduct. The Directors shall not be accountable for any loss sustained by the Corporation Endowment by reason of the purchase, retention, sale or exchange of any investment by the Directors in good faith and in accordance with this Code of Regulations.

Section 4.18 Taxes. The Directors shall deduct from and charge against the Corporation Endowment, or the income or gains and profits therefrom, or the property of the corporation which this corporation is required to pay, if any.

ARTICLE V

OFFICERS

Section 5.01 Elections. At the annual meeting, the immediate past Board of Directors, Directors just elected and Past Presidents shall meet and organize the election of a President, Vice President, Secretary and Treasurer, who shall be elected and qualified. The offices of Vice President and Treasurer may be held by the same person. Vacancies on any office due to death, resignation, or removal shall be filled by the Board of Directors.

Section 5.02 Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President. The Executive Committee shall have the power to act on behalf of the Board of Directors when the Board is not in session. Such actions must be formally ratified by the Board of Directors at its next regularly schedule meeting.

Section 5.03 Removal of Officers. Any officer elected or appointed to office may be removed by the Board of Directors or member authorized under these Bylaws to elect or appoint such officer or Director whenever in their judgement the best interests of the Association will be served.

DUTIES OF OFFICERS

Section 5.04 President. The President shall preside at all meetings of Directors and perform generally all duties usually incident to such office, and such other and further duties as may be from time to time required of him or her by the members or Directors. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall have the authority to sign and execute, in the name of the corporation, all authorized deeds, mortgages, bonds, contracts, or other instruments only upon the specific authorization of the Board of Directors by resolution duly adopted, and all such deeds mortgages, bonds contracts, or other instruments in the name of the corporation shall be counter signed by one other office of the corporation. The President shall annually prepare a full and true statement of the affairs of the corporation including a balance sheet and operating statement which shall be available to members.

Section 5.05 Vice President. The Vice President shall perform all the duties of the President in case of the latter's absence or disability. In case both President and Vice President are absent or unable to perform their duties, the members or the Directors as the case may be, may appoint a President Pro Tempore.

Section 5.06 Secretary. The Secretary shall oversee the keeping of an accurate record of all transactions of the members and Directors. The Secretary shall assist association staff in giving notices required by law and all notices provided by the Bylaws of the corporation. The Secretary shall oversee the maintenance of a proper Secretary's book and shall properly record therein all minutes and directors meetings, and such other matters as shall be proper and necessary. The Secretary shall also perform such duties as may be required of him or her by the members or the Directors. At the expiration of the term, the Secretary shall direct the transition and provide orientation of these duties to the successor Secretary.

Section 5.07 Treasurer. The Treasurer and/or the Executive Director shall receive and safely keep all moneys, rights, and choses in action belonging to the corporation and the same shall be disbursed under the direction of and to the satisfaction of the Board of Directors. The Treasurer and/or the Executive Director may make deposits to savings, checking and other accounts held in the corporation's name, and all withdrawals, either by way of withdrawal slip, check or otherwise, must bear the signatures of the President, the Treasurer or, the Executive Director to the extent authorized by the Board of Directors, and shall be made only upon the specific authorization of the Board of Directors by resolution duly adopted. Proper vouchers shall be taken for all disbursements. It shall be the duty of the Treasurer to keep an accurate account of the finances of the corporation on the books of the corporation prepared and furnished for that purpose, and all books shall be open for inspection and examination by

the Board of Directors or any committee appointed for that purpose. The Treasurer shall render an account of the standing of the corporation at the annual meeting of the members and at such times as the Board of Directors may require. The Treasurer shall perform all such other and further duties as may be required by the President or Board of Directors. At the expiration of the term of office, the Treasurer shall deliver all moneys, properties, and rights of the corporation in his or her hands to the President or to the successor Treasurer.

ARTICLE VI

COMMITTEES

Section 6.01 Standing Committees. The Board of Directors may appoint members to serve on the following standing committees:

- Bylaws and Standards
- Education
- Infusion
- Government Relations
- Long Term Care
- Membership
- Nominating
- Third Party Liaison

Section 6.02 Special Committee. The Board of Directors may appoint members to serve on any additional committee which may be established by the Board of Directors from time to time.

ARTICLE VII

EXECUTIVE DIRECTOR

Section 7.01 Executive Director. The Board of Directors may appoint an Executive Director of the corporation to serve at the discretion of the Board of Directors.

ARTICLE VIII

ORDER OF BUSINESS

Section 8.01 Order of Business. Unless otherwise ordered by a majority vote of the members present, the order of all business at all regular and special meetings of the members and the Board of Directors shall be as follows:

- 1) Call to Order
- 2) Roll call, proof of notice
- 3) Approval of the minutes
- 4) Financial report or statement given by the Treasurer or his or her designee
- 5) Reports and statements of directors, officers and committees
- 6) Election
- 7) Old business
- 8) New or miscellaneous business
- 9) Adjournment

ARTICLE IX

INDEMNITY

Section 9.01 Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed cause of action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than a suit by or in the right of the director, officer, member, employee, or agent of the corporation) shall be indemnified by the corporation for expenses (including reasonable attorney fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such cause of action, suit or proceedings if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The determination of any action, suit or proceedings by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect of any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.

Section 9.02 Any person who was or is party or is threatened to be made a party to any threatened, pending, or completed cause of action or suit by or in the right of the corporation to procure a judgement in its favor by reason of the fact that he or she is or was a director, officer, member, employee or agent of the corporation, shall be indemnified by the corporation against expenses (including reasonable attorney fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation.

Section 9.03 Any indemnification under Sections 9.01 and 9.02 (unless otherwise ordered by a court of competent jurisdiction) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, member, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 9.01 and 9.02. Said determination shall be made (1) by the Board of Directors by a majority vote of a quorum proceedings, or (2) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Notwithstanding the provisions of Sections 9.01 and 9.02 of this Article, to the extent that a director, officer, member, employee, or agent of the corporation has been successful on the merits, or otherwise, in defense of any action, suit or proceedings referred to in such sections, or in the defense of any claim, or matter therein he or she shall, in any event, be indemnified against expenses (including reasonable attorney fees) actually and reasonably incurred by him or her in connection therewith.

Section 9.04 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation before the final disposition of such action, suit, or proceeding. Such expenses may be authorized by the Board of Directors in a specific case only upon receipt by the corporation of an undertaking by or on behalf of the director, officer, member, employee, or agent to repay any such amount unless it shall ultimately be determined that he or she is entitled to be indemnified in such amount by the corporation.

Section 9.05 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Ohio, as to action taken in his or her official capacity and as action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, member, employee, or agent and such rights shall insure to the benefit of such persons' heirs, executors and administrators.

ARTICLE X

AMENDMENTS

Section 10.01 Amendments. This Code of Regulations may be amended or repealed by a majority vote of the membership present and entitled to vote at any regular meeting or at a special meeting called for that purpose. Amendments may also be voted on by the membership by a mail or electronic ballot if this process is approved by the Board of Directors.

Record of Amendments:

May 1, 1981	- Adopted.
May 17, 1995	- Amended.
September 22, 1987	- Revised from Code of Regulations to Bylaws.
May 17, 1990	- Amended. Eliminated election of Directors from specific geographical regions.
January 26, 1993	- (effective date of June 1, 1994) - Association name change from the Ohio Association of Durable Medical Equipment Companies (OADMEC)
June 3, 1997	- Amended. Gave associate member representation on Board, allowed electronic communications, added Code of Ethics, membership termination and expulsion policies, assessment amount changed to current dues, changed standing committees, defined members and powers of Executive Committee, set-up removal method for officers and directors, eliminated Medical Advisory Council.
July 19, 2000	- Amended. Secretary duties redefined.
August 1, 2003	- Amended. Infusion Committee added to list of Standing Committees and added teleconference calls and electronic methods for conducting business.
August 1, 2005	- Amended. Renamed Legislative Committee to Government Relations Committee.
November 7, 2007	- Amended. Long Term Care Committee added to list of Standing Committees, numbering errors corrected in Articles VII-X, updated termination language to include Ohio's HME licensure law and eliminated "Subscription" category typos'