

Bucks County Long Term Care Consortium

DRAFT BYLAWS

(Approved by BCLTCC Board of Directors on July 12, 2016)

ARTICLE 1: NAME AND MISSION

Section 1: *Name:* The name of the organization is the Bucks County Long Term Care Consortium (BCLTCC).

Section 2: *Mission:* The Bucks County Long Term Care Consortium is organized exclusively to facilitate collegiality and collaboration to drive excellence within the long term care continuum in Bucks County, PA.

ARTICLE 2: MEMBERSHIP

Section 1: *Eligibility for membership:* Membership shall be open to any company, organization, facility or individual interested or involved in the delivery of long term care in Bucks County, PA.

Section 2: *Acceptance for membership:* Membership shall be subject to review by the Board.

Section 3: *Responsibilities of membership:* Membership requires participation in the annual meeting and the election of Officers and Board of Directors; membership also requires payment of annual dues to be determined by the Board of Directors.

ARTICLE 3: MEETINGS OF MEMBERS

Section 1: *Annual meeting:* An annual meeting of the members shall take place at a specific date, time and location determined by the Board.

Section 2: *Regular meetings:* Regular meetings of the members shall be held quarterly, at a time and place designated by the Board

Section 3: *Notice of meetings:* Notice of each meeting shall be given to each member not less than two weeks prior to the meeting.

Section 4: *Quorum:* One more than half the number of members shall constitute a quorum. A quorum must be present during the annual meeting to elect Officers and Board of Directors for the election to be valid.

Section 5: *Voting:* All issues, other than elections of Officers and Board of Directors, to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE 4: BOARD OF DIRECTORS

Section 1: *Board role, size and compensation:* The Board is responsible for overall policy and direction of BCLTCC and delegates responsibility for day-to-day operations to staff and committees. The Board shall have no fewer than eight (8) members and no more than sixteen (16) members. The Board receives no compensation other than reimbursement of reasonable expenses.

Section 2: *Terms:* All Board members shall serve three-year terms, but are eligible for re-election to a second three-year term. Terms of service begin immediately upon election at the annual meeting. The Board members' terms shall be staggered, so that the terms of approximately one-third of the Board members shall expire each year.

Section 3: *Meetings and Notice:* The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least two weeks in advance.

Section 4: *Board elections:* Board officers, new Board members and current Board members shall be elected or re-elected by a majority vote at the annual meeting where a quorum of members is present.

Section 5: *Quorum:* A majority of the Board members shall be necessary to constitute a quorum for business transactions to take place and motions to pass.

Section 6: *Officers, Terms and Duties:* There shall be four officers of the Board, consisting of a president, vice president, secretary and treasurer. Each officer shall serve for a term of one (1) year following her/his election and may be re-elected to that office for additional terms for so long as she/he is eligible to be a member of the Board. Each officer shall hold office until her/his successor is elected. Officer duties are as follows:

The president shall attend all meetings and provide overall leadership to the Board and organization. The president shall provide oversight of the business and affairs of the organization, convene and chair scheduled board meetings, and if unavailable, shall arrange for other Board officers to preside at a meeting in the following order: vice president, secretary, treasurer. The president may also be responsible for other such duties as the Board may assign.

The vice president shall attend all meetings, work closely with the president and will serve in the absence of the president. The vice president may also be responsible for other such duties as the Board may assign.

The secretary shall attend all meetings and shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each member, and assuring that corporate records are maintained. The secretary may also be responsible for other such duties as the Board may assign.

The treasurer shall attend all meetings and shall be responsible for managing the finances of the organization including bank account maintenance and bookkeeping, shall oversee all required filings for tax/legal compliance, shall develop budgets and shall prepare timely financial reports. The treasurer may also be responsible for other such duties as the Board may assign.

Section 7: *Vacancies:* When a vacancy on the Board exists, nominations for new members shall be sent to the Secretary from current Board members or organization members. These nominations shall be sent out to Board members, to be voted upon at the next Board meeting. All vacancies will be filled to the end of the particular Board member's term.

Section 8: *Resignation, termination, and absences:* Resignation from the Board must be in writing and received by the Secretary. A Board member may be terminated from the Board due to excess absences, as defined by the Board. A Board member may be removed for other reasons by a majority vote of the remaining Board members.

Section 9: *Special meetings:* Special meetings of the Board shall be called upon request of the President or a majority of the Board. Notice of special meetings shall be sent out by the secretary to each Board member at least two weeks in advance.

ARTICLE 5: COMMITTEES

Section 1: *Committee formation:* The Board shall create standing and ad hoc committees as needed. The Board president shall appoint all committee chairs. Each committee chair shall provide a report at annual meeting.

Section 2: *Executive Committee:* The four officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3: *Assisted Living/Personal Care Home Committee:* Meetings will be convened by committee chair at a date, time and location determined by the chair. Agenda for each meeting shall be sent out to Board and committee members prior to each meeting. Minutes of each meeting shall be taken and shared with Board and committee members.

- Section 4: *Nursing Home Committee:* Meetings will be convened by committee chair at a date, time and location determined by the chair. Agenda for each meeting shall be sent out to Board and committee members prior to each meeting. Minutes of each meeting shall be taken and shared with Board and committee members.
- Section 5: *Home and Community Based Services Committee:* Meetings will be convened by committee chair at a date, time and location determined by the chair. Agenda for each meeting shall be sent out to Board and committee members prior to each meeting. Minutes of each meeting shall be taken and shared with Board and committee members.

ARTICLE 6: DIRECTOR AND STAFF

- Section 1: *Executive Director:* The executive director is hired by the Board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.
- Section 2: *Staff:* In the absence of an Executive Director, the Executive Committee of the Board of Directors shall be responsible for the hiring and supervision of BCLTCC staff.

ARTICLE 7: CONFLICT OF INTEREST

- Section 1: *Conflict of interest:* Board of directors and officers of BCLTCC shall perform their duties in good faith, in a manner that they reasonably believe to be in the best interests of the organization. To assist in this regard, the Board shall develop and approve policies and procedures for appropriate and timely disclosure of potential conflicts of interest to ensure that Board members and officers are acting in the best interests of the organization at all times.

ARTICLE 8: AMENDMENTS

- Section 1: *Amendments:* Before any amendments to the bylaws are considered, a thorough review of the procedural guidelines should be undertaken to ascertain whether modification(s) to the procedural guidelines will suffice. These bylaws may be amended when necessary only by convening a bylaws committee, tasked with proposing changes. Proposed changes must be submitted to the Board for approval. If approved by the Board, amendment(s) are submitted to the full membership for approval.