

Bucks County Long Term Care Consortium

BYLAWS

(Approved by BCLTCC Board of Directors on July 12, 2016)
(Approved by BCLTCC General Membership on January 25, 2017)
(Revised and approved by BCLTCC Board of Directors on January 9, 2018)
(Revisions approved by BCLTCC General Membership on January 24, 2018)
(Revisions made on March 19, 2018)
(Approved by BCLTCC Board of Directors on April 11, 2018)
Waiting for Membership Approval on January 23, 2019

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 approval by the Membership Committee and subsequent consent approval 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 the responsibility of the Governance Committee. 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 and quarterly to the Board.
- 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: *Finance Committee:* This committee is responsible for monitoring and communicating to the board about the organization's overall financial health. Core duties include: participating in and overseeing the development of the organization's budget; the

creation of internal controls; the preparation and distribution to the board of timely, accurate, and user-friendly financial reports; and the implementation of safeguards to protect the organization's assets. The Treasurer is usually the Chair of the Finance Committee.

- Section 4: *Governance Committee:* This committee is responsible for the ongoing review and recommendations to enhance the quality and future viability of the board of directors. The work of the committee is focused on five major areas: board role and responsibilities; board composition; board knowledge & education; board effectiveness; and board leadership.
- Section 5: *Membership Committee:* This committee is responsible for developing and maintaining the organization's membership. Duties include: develop and revise annual membership recruitment and retention plan; determine and respond to members' needs; determine and implement methods to recognize and reward members; and determine and implement methods to involve members in committees, programs and activities of the organization.
- Section 6: *Education Committee:* Meetings will be convened by committee chair at a date, time and location determined by the chair. Duties include: oversight of program development for General Meetings; maintenance of website; coordination and supervision of the Assisted Living/Personal Care Home work group, the Nursing Home work group, and the Home and Community Based Services work group.

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 would 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.

ARTICLE 9: DISSOLUTION

Section 1: *Dissolution:* In the event of the dissolution of the BCLTCC, the board of directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.