

PROPOSED BYLAWS CHANGES – OCT 2011

BYLAWS OF NCCNHR: The National Consumer Voice for Quality Long-Term Care (formerly the National Citizens' Coalition for Nursing Home Reform) [Hereinafter the "Corporation"]

ARTICLE I - PURPOSES

The purposes for which the Corporation is organized are as follows:

- (a) To operate exclusively for charitable and educational purposes;
- (b) To coordinate the efforts and resources of member organizations and individuals to improve the long-term care system and quality of life for residents of long-term care facilities;
- (c) To provide resources and information relative to long-term care reform to members and the general public;
- (d) To solicit, apply for and receive funding to finance the Corporation's activities;
- (e) To develop and implement long-term care advocacy training programs;
- (f) To study long-term care issues, and report and make recommendations to members and the public at large; and
- (g) To advocate the improvement of the quality of life and care for long-term care consumers.

ARTICLE II - PROHIBITED ACTIVITIES

Section 1: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to the benefit of any private individual, within the meaning of the prohibition described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or its successor provisions. The Corporation shall have authority to pay reasonable compensation for services actually rendered to or for the Corporation.

Section 2: No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation as proscribed by Section 501 (c) (3) of the Internal Revenue Code of 1954 except to the extent that the organization elected to under section 501 (h) of the IRS rules. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3: The Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Sections 501 (c) (3) and 509 (a) (1) of the Internal Revenue Code of 1954 or their successor provisions.

ARTICLE III - MEMBERSHIP

Section 1: Membership: The membership of the Corporation shall consist of two categories:

(a) Voting Member Groups - Voting Member Groups must meet both of the following:

- 1) Must have a program that includes, as a major priority, specific activities directed to long-term care reform, and
- 2) Must pay dues and subscribe to the purposes of this Corporation as set forth in the corporate bylaws.

In addition, Voting Member Groups must either:

- 1) Be consumer-controlled, receiving direction from a body of which no more than 25% of the members are: owners, employees, contractors, governing body members, or regulators of long-term care corporations or facilities, or
- 2) Be a long-term care ombudsman program pursuant to the Older Americans Act of 1965, as amended.

No Voting Member Group may be a direct provider of long-term care services, except advocacy services, or be an association of direct providers of long-term care.

(b) Other Members who do not qualify as Voting Member Groups are any interested individuals, organizations or agencies that pay dues and subscribe to the purposes of this Corporation as set forth in these bylaws.

Section 2: Voting: **Except as provided under Article IV, Section 4(b),** only Voting Member Groups eligible under Article III, Section 1(a), shall have voting rights in the election of the Board of Directors (see Article IV), in the election of a minimum of 50% of the Leadership Council (see Article V Leadership Council) representatives, over Public Policy Resolutions proposed by the Leadership Council and for any other votes as authorized by these Bylaws. All members shall have voting rights within Committees of which they are members. Notwithstanding Article VIII, Section 3, all members' dues must be paid in full in order to be eligible to vote.

Section 3: Admission: Application for membership shall be made by sending to the Executive Director of the Corporation, a completed application form and appropriate fees as determined in accordance with these bylaws.

- (a) Under direction from the Membership Committee, the Executive Director of the Corporation shall determine if an applicant is eligible for membership, if so, to which category, and notify applicants of the decision made on their application and their right to appeal to the Board.
- (b) The Board of Directors (hereinafter "Governing Board") and Leadership Council shall create a Membership Committee comprised of at least two (2) representatives from each group to guide the Corporation in decisions relating to membership and to review and determine eligibility for any questionable membership referred to it by the Executive Director. The President of the Governing Board shall appoint the Chair of the Membership Committee.
- (c) Any applicant denied admission to membership shall have a right to a written appeal to the Board of Directors. Said applicant shall have 30 days from the denial of admission to file a written appeal with the President of the Board. The Board shall act upon this appeal at the first Board meeting held after submission of the appeal.

The President shall send the appeal decision to the applicant within 30 days after the decision has been made by the Board.

- (d) The Board of Directors shall have the right to deny any application which does not meet the specifications in Article III, Section 1.

Section 4: Rights and Privileges: All members shall be entitled to:

- (a) Access to the periodic newsletter, any publications, minutes, and reports of actions of the Governing Board and Leadership Council at such cost as the Board shall determine,
- (b) Attend the annual business meeting,
- (c) Attend Governing Board meetings,
- (d) Attend Leadership Council meetings,
- (e) Each Voting Member Group (as defined in Article III, Section 1 of the Bylaws) is entitled to one vote at the annual business meeting or in any vote as authorized in these Bylaws.

Section 5: Resignation: Any member may resign from membership by delivery of a written resignation to the Membership Committee Chair or Executive Director. Such resignation is effective upon its receipt by the Corporation. The Chair shall report all such changes in membership to the Committee, Governing Board, and Leadership Council.

Section 6: Suspension and Removal: A member may be suspended for any period or removed permanently for cause if five Voting Member Groups petition the Governing Board for suspension or removal of that member. A member shall be suspended or removed if $\frac{3}{4}$ of the Board then in office shall so vote either in person or by mail.

Section 7: Change in Membership Status: Individuals or groups who believe their membership eligibility status has changed shall report that fact to the Membership Committee as soon as possible. The Committee shall then re-determine their membership category to become effective upon payment of dues appropriate to their new category. The Board of Directors may on its own initiative, or at the request of any member, change the membership status of a member if a majority of the Committee determines a change in status is necessary. Members contesting said change in status may appeal to the Board pursuant to the procedures at Article III, Section 3.

ARTICLE IV - BOARD OF DIRECTORS (“GOVERNING BOARD”)

Section 1: Powers and Duties: Management and conduct of the affairs of the Corporation shall be vested in and controlled by the Governing Board except as otherwise required by law or provided in these Bylaws. The Governing Board (including the Executive Committee) shall possess, and may exercise, any and all powers granted to corporations under the District of Columbia Non-Profit Corporation Act, its Articles of Incorporation and these Bylaws. The Governing Board shall: act as trustees of the Corporation on behalf of its members, donors and/or funding sources; determine goals and objectives; establish policies, other general guidelines and limits for corporate operations; be legally accountable for all aspects of corporate operation; authorize programs sponsored by the

Corporation; and evaluate the results of the Corporation's operation. In addition, the Governing Board shall: 1) provide fiscal oversight; 2) conduct fund development; 3) select and evaluate the Executive Director; 4) conduct and implement strategic planning; 5) serve as a spokesperson and/or represent the Corporation as appointed, and 6) ratify the public policy and programming agenda, developed by the Leadership Council.

Section 2: Number: The number of Directors shall be a minimum as determined by law and up to twelve (12) members, plus the immediate Past President for one year after his/her term as President expires. The Governing Board will initially be composed of current members of the Board of Directors who choose to become members of the Governing Board.

The Chair of the Leadership Council and the Executive Director of the Corporation shall serve as ex-officio members of the Board and have no voting rights. The Executive Director shall in no case be a member of the Nominating Committee.

The President of the Board shall report the activities of the Board to the Leadership Council at least quarterly. The Chair of the Leadership Council shall report the activities of the Leadership Council to the Board at least quarterly. The report of the Chair of the Leadership Council to the Board shall include updates on the public policy and programming agenda that the Board is responsible for ratifying.

Section 3: Annual Composition Plan: The Governing Board is charged with developing an annual composition plan. The annual composition plan is a written document that will summarize the fiscal, operational, and other goals for the Corporation for the upcoming year and will put forth a list of the skills needed to strengthen the Board to achieve those goals. The Nominating Committee will use the annual composition plan to identify qualified candidates for nomination.

Section 4: Election of Directors and Officers:

- (a) Up to eight (8) Directors shall be elected through a Board nomination process and voted on by the Voting Member Groups in accordance with Article IV, Section 16. At least one of these eight directors must be a resident or former resident of a long-term care facility.
- (b) Up to four (4) Directors shall be elected through a Board nomination process and voted on by the Governing Board at a time of their choosing.
- (c) By majority vote the Governing Board shall elect Officers, including the President-Elect (who shall become President), Vice-President, Secretary and Treasurer. The election of President-Elect will take place every other year at the annual board meeting (held in the same general timeframe as the annual business meeting). The election of the Vice-President, Secretary and Treasurer shall take place every year at the annual board meeting. Such Officers (as described in Article V) shall serve on the Executive Committee.

Section 5: Officers: Officers shall include the President, Past-President (during the President's

first year of office), President-Elect (during President's second year of office), Vice-President, Secretary and Treasurer. The Officers, shall be selected according to the provisions in Article IV, Section 4, and shall constitute the Executive Committee. The Vice-President, Secretary and Treasurer shall not serve as such for longer than his or her term of office as a board member unless duly re-elected to the office in accordance with Article IV, Section 4 of these bylaws.

(a) Tenure: The tenure of the President shall be two years. The tenure of the President-Elect shall be one year. The immediate Past President shall serve for one year. The tenure of the Vice-President, Secretary and Treasurer shall be one year.

(b) Duties of the Executive Committee: The Governing Board by majority vote shall designate the duties and functions of the Executive Committee and of each Officer. Any emergency action taken by the Executive Committee shall be reported on at the next meeting of the Board.

(c) The Board shall elect by a majority vote a new Officer to fill any vacancy of an office for the duration of the unexpired term.

(d) Suspension and Removal: An Officer may be removed by the Governing Board when in its judgment the best interests of the Corporation will be served thereby. The procedure for removal of Officers will be pursuant to Article IV, Section 11 of these bylaws.

Section 6: Eligibility: Irrespective of their other qualification under Article IV, Section 3, in order to be eligible for Governing Board nomination, individuals must be current members with dues of the Corporation paid in full, in good standing and must be free of conflict of interest in accordance with Article IX, Section 2. Eligible individuals must have a commitment to the Corporation's mission and goals. Owners, officers, board members, administrators, and management of long-term care facilities will not be eligible to serve on the Board under any circumstances.

Section 7: Tenure: The tenure of each Director, other than the President, President-Elect and Past-President, shall be three year terms.

Section 8: Consecutive Term Limits: Each Director shall serve no more than two full consecutive terms except for the President, President-Elect or Past-President who may serve out his or her term of office. Any Director having served two consecutive terms must sit out for one full year prior to re-nomination, unless filling a vacancy.

Section 9: Vacancies: The President shall notify the Board and the Nominating Committee when a vacancy of the Board of Directors occurs.

Nominations for a replacement Director shall be recommended by the Nominating Committee. Vacancies on the Board of Directors shall be filled by the affirmative vote of a majority of the Governing Board members present at a duly constituted meeting. A

Director designated or elected to fill a vacancy shall hold office until the term of the Director whose vacancy he or she has filled has expired.

Section 10: Resignation: Any Director may resign from his or her office by a letter of resignation addressed to the President of the Board (or Vice-President if the Director resigning is the President), and the resignation shall be effective when received. The President (or Vice-President if the Director resigning is the President) shall notify the rest of the Board immediately of the resignation.

Section 11: Removal: The procedures for removal of a member of the Governing Board shall be as follows:

- (a) Absence. If a Director is absent from two regular Board meetings, the Secretary, if so directed by the President, shall mail a notice to that Director stating that he or she may be removed from the Board upon failing to attend the next meeting. In this subsection the President shall take into consideration the extenuating circumstances of any Director. If that Director does not attend the next meeting, the Board shall have the authority to give notice of removal.
- (b) Change in Member Status. If a Director no longer meets the criteria of Article IV, Section 6, the Board shall have the authority to give notice of removal.
- (c) Cause. Any five (5) Directors or 50% of the Board if the size of the Board is less than five (5) Directors, may petition the Board to remove a Director for cause. That petition shall be in writing and mailed to the President of the Board and the Director in question at least 30 days in advance of the meeting at which the removal will be considered. At the meeting at which the removal will be considered, the Director in question will have the right to a hearing. The petition shall then be acted upon. A three-quarters vote in favor of removal by the Board shall constitute removal of the Director in question. Written notice of the decision shall be sent to the Director in question.

Section 12: Committees: The Governing Board, by resolution adopted by a majority of the Board, may appoint committees, except as provided otherwise in these Bylaws, as it shall deem advisable and with such functions and duties as the Governing Board shall prescribe. The President of the Board shall select the member of the committee to serve as chairperson of that committee. All Committees shall include at least one (1) Director and may include members of the Leadership Council and other individuals with the necessary expertise outside the Board and Council. Standing committees of the Board will include: Executive, Fund Development, Board Operations, Fiscal Oversight, Nominating, and Membership (a joint committee with the Leadership Council).

Section 13: Meetings of the Board:

- (a) General. Except as otherwise provided in these Bylaws, decisions of the Governing Board shall be made at duly constituted meetings. Regular meetings shall be held at such times and in such places as the Governing Board by resolution determines

in advance. A simplified form of Roberts Rules of Order shall be used to conduct meetings. Special meetings may be convened by the President or 50% membership of the Board.

(b) Notice. Both regular and special meetings of the Governing Board, or any change in the time or place thereof, must be preceded by written notice thereof to each Director. Such notice shall specify the date, time, and place of the meeting, and the purposes for the meeting, if known. Such notice must be given not less than two weeks prior to the meeting date, and must be delivered to each Director. A Director may waive, verbally or in writing, notice of the time and place of any regular or special meeting. Attendance at a regular or special meeting shall constitute a waiver of notice. It shall not constitute a waiver of notice if a Director attends a meeting for the express purposes of objecting to the conduct of business on the ground that the meeting was not lawfully called or is not lawfully convened.

(c) Frequency and Method. The Governing Board will meet four (4) times per calendar year, one (1) time per quarter, including the annual board meeting. The President of the Board may call additional meetings as necessary. Regular meetings shall be in-person, at the Directors' expense. The Board President shall have authority to grant permission for Directors to join regular meetings by telephone. Special meetings may be in-person, at the Directors' expense, or by telephone.

Section 14: Quorum: A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 15: Nominating Committee: There shall be a Nominating Committee of six (6) total members, comprised of three (3) Directors, appointed by the Board President, and three (3) Leadership Council Members, which includes one (1) Citizen Advocacy Group representative and one (1) Long-Term Care Ombudsman Program representative, appointed by the Council Chair. The third member from the Leadership Council shall be appointed by the Council Chair.

(a) Term of Committee Members: Duly appointed members of the Nominating Committee shall serve for one year. Members may be re-appointed at the discretion of the Board President or Council Chair.

(b) Chairperson: The Board President shall appoint a Chair of the Nominating Committee.

(c) Quorum and Voting: An affirmative vote of the majority of the Committee present at which a quorum is present shall be necessary and sufficient to the making of a decision of the Nominating Committee.

(d) Duties: The Nominating Committee shall identify nominees responsive to the annual

composition plan (Article IV, Section 3). The Nominating Committee must confirm that nominees meet all eligibility criteria.

Section 16: Election of Directors: One month prior to an annual business meeting, at which Directors voted on by the Voting Member Groups are to be elected, the Nominating Committee shall send the Voting Member Groups a slate of candidates for a vote and an official ballot. Ballots **must** be received by the Corporation one week before the start of the annual business meeting. Election results will be announced at the annual business meeting.

Section 17: Voting:

- (a) The affirmative vote of a majority of the Directors present and voting at a Governing Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board, except:
 - 1) If a larger vote at any time be otherwise specifically required by these Bylaws, and
 - 2) If the vote of a greater number of proportions of the Governing Board is, or may at any time be, required by the Non-Profit Corporation Act for the taking of specific actions. Decisions made in accord with the above provisions shall be the act of the Governing Board for any and all purposes.
- (b) In the event of a tie, the President shall cast the deciding vote.

Section 18: Action by Consent: Any action required or permitted to be taken at any meeting of the Governing Board may be taken without a meeting if a written consent to such action is signed by a majority of the members of the Board and is received by the Secretary within 30 days of mailing of notice of the proposed action to the Board members. In the event of emergency situations, action may be taken on behalf of the Board by approval from three (3) of the five (5) members of the Executive Committee, with the proviso that written confirmation of the action be given to all Directors. The written confirmation must also include a written statement listing the pros and cons of the question presented.

ARTICLE V – LEADERSHIP COUNCIL

Section 1: Powers and Duties: The Leadership Council shall: 1) develop the public policy and programmatic agenda of the Corporation (pursuant to Article IV, Section 1) including the development of public policy resolutions, 2) serve as a spokesperson and/or represent the Corporation as appointed and 3) provide support and input on national workgroups and committees.

Section 2: Number: The number of Council Members shall be a maximum of thirty-nine (39) and a minimum of twenty-one (21). A minimum of seven (7) and a maximum of thirteen (13) Council Members shall be comprised of Citizen Advocacy Group representatives and a minimum of seven (7) and a maximum of thirteen (13) Members

shall be comprised of Long-Term Care Ombudsman Program representatives, for a minimum of 50% total representation on the Leadership Council. The remaining slots, and no less than three (3) upon amendment of the July 2007 Bylaws and seven (7) by the 2012 election, with a maximum of thirteen (13), will be filled by a balance of consumer/family representatives and policy experts. The Leadership Council will initially be composed of current members of the Board of Directors who resign from the Board and choose to become members of the Leadership Council.

The Governing Board President and President-Elect are ex-officio members of the Leadership Council and have no voting rights. The Executive Director of the Corporation and additional staff liaisons appointed by the Executive Director shall serve as ex-officio members of the Council and have no voting rights. The Board/Council Liaison will also participate in Council meetings as referenced in Article IV, Section 2.

Section 3: Annual Composition Plan: The Leadership Council is charged with developing an annual composition plan. The annual composition plan is a written document that will summarize the policy and program goals for the Corporation for the upcoming year and will put forth a list of the skills needed to strengthen the Leadership Council to achieve those goals. The Nominating Committee will use the annual composition plan to identify qualified candidates for nomination.

Section 4: Election of Leadership Council Members and Leadership:

- (a) Voting Member Groups shall by majority vote elect the Citizen Advocacy Group and ombudsman program representatives.
- (b) Leadership Council members shall by majority vote elect the consumers/families and policy expert representatives.
- (c) Leadership Council shall include a Chair, Vice-Chair, Secretary and other leadership positions (hereinafter the "Leaders") as determined by the Leadership Council.
 1. The Leaders must have served on the Council for a minimum of one year prior to being elected. The tenure of the Chair shall be two years. The tenure of the Vice-Chair, Secretary and any other elected Leaders shall be one year.
 2. Voting for Chair, Vice-Chair, Secretary and any other Leaders shall occur at the in-person annual council meeting (held in the same general timeframe as the annual business meeting).
 3. A Member may be removed by the Council when in their judgment the best interests of the Corporation will be served thereby. The procedure for removal of Council Members shall be pursuant to Article V, Section 11.

Section 5: Eligibility: In order to be eligible for Leadership Council nomination, an individual must be: 1) a current member with dues of the Corporation paid in full and in good standing, must be free of conflict of interest in accordance with Article IX, Section 2, and 2) a representative of a Citizen Advocacy Group, long-term care ombudsman program, consumers/families and/or policy expert.

Section 6: Nominating Committee: The Leadership Council shall have a Nominating Committee comprised of Leadership Council Members, appointed by the Council Chair, and one (1) member of the Governing Board, appointed by the Board President.

- (a) Term of Committee Members: Duly appointed members of the Nominating Committee shall serve their appointment for one year. Members may be re-appointed at the discretion of the Council Chair.
- (b) Chairperson: The Council Chair shall appoint a Chair of the Nominating Committee.
- (c) Quorum and Voting: A majority of Committee representatives constitute a quorum. An affirmative vote of the majority of the Committee present at which a quorum is present shall be necessary and sufficient to the making of a decision of the Nominating Committee.
- (d) Duties: The Nominating Committee shall prepare a slate of nominees. The Nominating Committee shall send out a call for nominations to all supporting and voting members in accordance with a set process approved by the Council. Should there be remaining slots open in the slate that are not filled by self-nominations or other member nominations, the Nominating Committee shall identify nominees to complete the slate. In its preparation of a slate, the Nominating Committee must confirm that nominees are eligible in accordance with the annual composition plan and with Article V, Section 4.

Section 7: Election of Council Members: One month prior to an annual business meeting, the Nominating Committee shall send each Voting Member Group a final list of all eligibility approved Citizen Advocacy Group and Ombudsman Program nominees and an official ballot. One month prior to the annual business meeting, the Nominating Committee shall send each Leadership Council Member a final list of all eligibility approved consumer/family and policy expert nominees and an official ballot. Ballots of Voting Member Groups and Leadership Council Members must be received by the Chair of the Nominating Committee one week before the start of the annual business meeting. Election results will be announced at the annual business meeting. In the case of tie, there shall be a run-off election. A tie of Citizen Advocacy Group representatives or Long-Term Care Ombudsman representatives shall be broken by a majority vote of eligible Voting Group Member representatives voting at the annual business meeting. A tie of consumer/family or policy expert representatives shall be decided by a majority vote of Leadership Council Members present at the annual council meeting.

Section 8: Vacancies: The Chair shall notify the Leadership Council when a vacancy of the Council occurs. The Council will determine whether to fill the vacancy. If the vacancy is to be filled, the Nominating Committee will be notified. The Nominating Committee will identify nominees and the Leadership Council will appoint new Members by majority vote. Newly appointed Members will serve out the remaining term of the vacancy.

Section 9: Tenure: The tenure of each Council Member shall be three year terms.

Section 10: Consecutive Term Limits: Each Council Member shall serve no more than two full consecutive terms, except for the Chair who may serve out his or her term of office. Any Council Member having served two consecutive terms must sit out for one full year prior to re-nomination, unless filling a vacancy.

Section 11: Resignation: Any Council Member may resign from his or her role by a letter of resignation addressed to the Chair of the Leadership Council (or Vice-Chair of the Member resigning is the Chair), and the resignation shall be effective when received.

Section 12: Removal: The procedures for removal of a member of the Leadership Council shall be as follows:

- (a) Absence. If a Member is absent from three consecutive Council meetings or a maximum of three absences annually, the Secretary if so directed by the Chair, shall mail a notice to that Member stating that he or she may be removed upon failing to attend the next meeting. In this situation the Chair shall take into consideration the extenuating circumstances of any Member. If that Member does not attend the next meeting, the Council shall have the authority to give notice of removal.
- (b) Change in Member Status. If a Leadership Council Member no longer meets the eligibility criteria, the Council shall have the authority to give notice of removal.
- (c) Cause. Any five members of the Council may petition the Council to remove a Member for cause. That petition shall be in writing and mailed to the Chair of the Council and the Member in question at least 30 days in advance of the meeting at which the removal will be considered. At the meeting at which the removal will be considered, the Member in question will have the right to a hearing. The petition shall then be acted upon. A $\frac{3}{4}$ vote in favor of removal by the Council shall constitute removal of the Member in question. Written notice of the decision shall be sent to the Member in question.

Section 13: Committees: The Leadership Council, by majority vote, may appoint committees, except as provided otherwise in these Bylaws, as it shall deem advisable and with such functions and duties as the Council shall prescribe. The Chair of the Council shall select the member of the committee to serve as chair of that committee. All Committees shall include at least one (1) Council Member and may include members of the Governing Board and other individuals with the necessary expertise outside the Council and Board. Standing committees of the Leadership Council will include: Nominating, Council Operations and Membership (a joint committee with the Governing Board).

Section 14: Meetings of the Leadership Council:

- (a) General. Except as otherwise provided in these Bylaws, decisions of the Leadership Council shall be made at duly constituted meetings. Regular meetings shall be held at such times and in such places as the Leadership Council determines in advance. A simplified form of Roberts Rules of Order shall be used to conduct meetings.
- (b) Notice. Meetings of the Leadership Council, or any change in the time or place thereof, must be preceded by notice thereof to each Member. Such notice shall specify the date, time, and place of the meeting, and the purposes for the

meeting, if known. Such notice must be given not less than two weeks prior to the meeting date.

(c) Frequency and Method. The Leadership Council will meet six (6) times per calendar year. The Chair of the Council may call additional meetings as necessary. The Council will have at least one in-person meeting per year at the annual council meeting and remaining meetings may be conducted by telephone.

Section 15: Quorum: A majority of the Council Members shall constitute a quorum for the transaction of business at any meeting of the Council, provided that if less than a majority of the Council Members are present at said meeting, a majority of the Members present may adjourn the meeting without further notice.

Section 16: Voting:

(a) The affirmative vote of a majority of the Members present and voting at a Council meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Council, except:

1. As a larger vote at any time be otherwise specifically required by these Bylaws, and
2. Decisions made in accord with the above provisions shall be the act of the Leadership Council for any and all purposes.

(b) In the event of a tie, the Chair shall cast the deciding vote.

Section 17: Public Policy Resolutions: The Council will designate a process for the development and submission of public policy resolutions, for discussion of resolutions at the annual business meeting, and for voting on resolutions subsequent to the annual business meeting. Only resolutions representing a national perspective shall be considered. The Council shall report to the Voting Member Groups and the Board the results of the voting and make recommendations for action, if appropriate.

ARTICLE VI - ANNUAL BUSINESS MEETING

Section 1: Annual Business Meeting: The annual business meeting of the members of the Corporation shall be held at a place and time designated by the Governing Board.

Section 2: Notice: Notice of the annual business meeting shall be mailed to all supporting and voting members, the Governing Board and Leadership Council at least two months before the date of the meeting, stating the time, place and purposes thereof.

Section 3: Quorum: The voting members groups actually present shall constitute a quorum.

Section 4: Vote: All matters requiring a vote of voting member groups shall be decided by the affirmative vote of the majority of voting member groups present at the meeting at which

a quorum is present.

Section 5: Rules: Order of proceedings shall be determined by Robert Rules of Order (except as conflicting with these Bylaws), which may, however, be suspended upon a majority vote of those Voting Member Group members present at the annual business meeting.

Section 6: Exigent Circumstances. Should holding an in-person annual business meeting be impossible due to war, acts of God, or other exigent circumstances, the Board and Council will ensure that the functions prescribed by these by-laws to occur at the annual business meeting occur by mail or other reasonably feasible means consistent with applicable law.

ARTICLE VII - DUES, FINANCES, REPORTS

Section 1: Dues: Dues will be set by the Governing Board at the recommendation of the Membership Committee on an annual basis.

Section 2: Payment: Dues are payable on the anniversary of joining.

Section 3: Delinquency: If the dues of any member are unpaid for a period of sixty days after due, the Executive Director shall send a notice of delinquency. If the dues are not paid within thirty days after notice, the membership shall automatically terminate on that date by reason of nonpayment, but the Executive Director may provide for reinstatement upon subsequent payment of dues.

Section 4: Disbursement: The funds of the Corporation shall be deposited in a bank or trust company in the Corporation's name. Such funds shall be disbursed upon the order or orders of such Officers as may be prescribed by the Governing Board.

Section 5: Fiscal Year: The fiscal year of the Corporation shall be the Calendar Year unless otherwise determined by the Governing Board. At the beginning of each fiscal year, the Governing Board shall provide for an audit of the prior fiscal year.

ARTICLE IX - CONFLICT OF INTEREST

Section 1: Disclosure: Any possible conflict of interest on the part of any Board Director, Leadership Council Member or Officer shall be disclosed, in writing, to the Board, each time a conflict arises, except for a continuing disclosed conflict, whenever any contract or transaction involving a conflict becomes a matter of Board action.

Section 2: Policies: The Governing Board and the Leadership Council shall create an ad hoc joint committee to develop Conflict of Interest policies to govern the leadership of the organization.

Section 3: Voting: Any Director or Council Member having a possible conflict of interest in any

contract or transaction being considered at a meeting of the Board or Council shall give prompt, full and frank disclosure of his or her interest to the Board or Council prior to its acting on such contract or transaction. The Board or Council shall thereupon determine by majority vote whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on or participate (other than to present factual information or to respond to questions) in, the discussions or the deliberations with respect to such contract or transaction. Such person may, at the discretion of the Board President or Council Chair, remain present for the discussion. Such person shall, however, be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. This section shall not be construed so as to prevent the interested Director or Council Member from briefly stating his/her position regarding the contract or transaction, nor from answering pertinent questions of the Directors or Council Members, since his or her knowledge may be of great assistance. The minutes of the meeting shall record compliance with these requirements.

Section 4: Notice: All new Officers, Council Members or Directors shall be advised of the requirements of this Article.

ARTICLE X - AMENDMENTS

Section 1: Amendments. Subject to applicable laws, proposed amendments to these Bylaws must be submitted in writing to the Directors in advance of a Board meeting at which they will be considered for submission to Voting Member Groups.

Section 2: Only Voting Member Groups shall vote to amend, alter, repeal, add to, or in any way change these Bylaws.

Section 3: Voting. Changes in the Bylaws shall be determined by a 2/3 vote of Voting Member Groups' members responding within 30 days of mailing of proposed change.

ARTICLE XI - DISSOLUTION

Section 1: Vote: The Corporation may be dissolved at any time by an affirmative vote of the Governing Board and a vote of 3/4 of the Voting Member Groups' membership. This voting may be done either by mail or in person.

Section 2: Upon dissolution or final liquidation of the Corporation, a majority of the Governing Board shall, after paying or making provisions for the payment of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations, which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 or its successor provisions. The exempt organization will be chosen by a majority vote of

the Governing Board.

Bylaws adopted by the member groups of the National Citizens' Coalition for Nursing Home Reform at the Second Annual Meeting, June 1978.

Amended at the Third Annual Meeting, May 31, 1979.	Secretary, Pamela Parker.
Amended by mail vote, October 1981, (Article V, Section 2).	Secretary, Pamela Parker.
Amended at the Seventh Annual Meeting, May 1983.	Secretary, Marjorie Blood.
Amended by mail vote, October 1984.	Secretary, Joan Knowlton.
Amended at the Ninth Annual Meeting, September 3, 1985.	Secretary, Joan Knowlton.
Amended at the Seventeenth Annual Meeting, Oct. 24, 1993	Secretary, Kathy Gannoe
Amended by mail vote, March 1998	Secretary, Kathy Gannoe
Amended at the Twenty-third Annual Meeting, Nov. 3, 1999	Secretary, Joani Latimer
Amended by mail vote, July 2002	Secretary, Kathy Gannoe
Amended by mail vote, September 2004	Secretary, Patricia McGinnis
Amended by mail vote, September 2005	Secretary, Steven Kilpatrick
Amended by mail vote, May 2006	Secretary, Steven Kilpatrick
Amended by mail vote, January 2007*	Secretary, Robyn Grant
Amended by mail vote, July 2007	Secretary, Robyn Grant
Amended by mail vote, March 2010**	Secretary, Sherry Huff Culp

President, Norma Harrison Atteberry

Secretary, Sherry Huff Culp

* The NCCNHR membership voted to change the organization's name from National Citizens' Coalition for Nursing Home Reform to NCCNHR, January 27, 2007. The Government of the District of Columbia issued a certificate of amendment for the name change on June 12, 2007. The organization began using the tag line "The National Consumer Voice for Quality Long-Term Care" starting January 27, 2007.

** The organization applied for and received permission to do business as ("DBA") The National Consumer Voice for Quality Long-Term Care in April 2010, while leaving "NCCNHR" as the legal name for tax, financial and other copyright purposes.