

BY-LAWS OF
VOICES FOR QUALITY CARE (LTC)
[Hereinafter the "Corporation"]

ARTICLE I

PURPOSE

The Corporation is organized exclusively for social welfare purposes within the meaning of Section 501(c)(3)/501(h) of the Internal Revenue Code of 1986 and as the same may hereafter be amended (the "Code") and shall further the common good and general welfare of the communities it serves. References to sections of the Code shall be construed to include corresponding sections of any future federal tax code.

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

- a. to coordinate the efforts and resources of member individuals and groups to improve the long-term care system and quality of life for residents of long-term care facilities;
- b. to provide resources and information relative to long-term care reform to members and the general public;
- c. to solicit, apply for and receive funding to finance the Corporation's activities;
- d. To study long-term care issues, and report and make recommendations to members and the public at large; and
- e. to advocate the improvement of the quality of life and care for long-term care consumers.

ARTICLE II

BOARD OF DIRECTORS

Section 1: Number and Powers: The activities and the property of the corporation shall be managed and controlled by a Board of Directors. This Board shall consist of not less than three and not more than twenty-one members always maintaining an odd number of members. The Board of Directors shall have the power and authority to make rules and regulations not inconsistent with the laws of the State of Maryland and the By-Laws and Articles of Incorporation of the corporation and for the transactions of the corporations' activities by a 60% majority.

Section 2: Election: The Directors shall be elected at an annual meeting of the membership by a 60% majority vote of the members present and votes received from the members' email list serv. The term of office of the Directors shall begin immediately and they shall serve a term of three years.

ARTICLE III

OFFICERS

Section 1: Officers: The officers of this corporation shall consist of the Chair, Vice Chair, Secretary and Treasurer and shall serve for a term of one year.

Section 2: Duties of Officers:

a. Chair:

The Chair shall be the Chief Executive Officer and Chairperson of the Board of Directors and shall be responsible to the Board of Directors. The Chair shall preside at all meetings of the Board of Directors and membership meetings. The Chair shall call special meetings of the Board of Directors or of the membership when required. The Chair shall have full power to appoint from among the members committees, as the Chair may deem appropriate and advisable to carry out the purposes and objectives of the Corporation.

b. Vice-Chair:

The Vice-Chair shall serve as the Vice-Chairperson of the Board of Directors and shall perform other duties as assigned by the Chair from time to time. In the case of the absence or disability of the Chair, the Vice-Chair shall perform all the duties of the office of the Chair.

c. Secretary:

The Secretary shall record the minutes of all meetings of the Board of Directors and membership meetings; shall have custody of all documents, conduct such correspondence as is necessary issue such notices as are required by these By-laws, maintain the Membership record, keep the seal of the Corporation (if one as adopted) and affix the same to all instruments which may require it, and generally perform all such duties pertaining to the office of the Secretary and as may be required.

d. Treasurer:

The Treasurer shall be the Chief Financial Officer of the Corporation and legal custodian of all the corporate funds and securities, evidences of indebtedness and other valuable documents of the Corporation; shall deposit all funds in the name of the Corporation; shall receive and give receipts for monies paid in for the account of the Corporation; shall disburse all funds of the Corporation as may be directed by the Board of Directors; and shall keep proper books and present them for annual audit by a committee appointed by the Board of Directors.

Section 3: Compensation and Expenses

Unless otherwise established by the Board of Directors, no Officer shall be compensated for his or her services as an Officer. Expenses incurred in connection with performance of an Officer's official duties may be reimbursed upon approval of the Board of Directors.

Section 4: Resignation or Removal

Any Officer of the Corporation may resign from such position by delivering written notice of the resignation to the Board of Directors. Any Officer or agent elected or appointed by the Board of Directors may be removed by a 60% vote of the Board of Directors, with or without cause, when in its judgment the best interests of the Corporation would be served thereby.

Section 5: Vacancies

Vacancies in any office caused by any reason shall be filled by the Board of Directors at any meeting by selecting a suitable and qualified person to act for the duration of the unexpired term.

ARTICLE IV

MEMBERSHIP

Section 1: Membership: The membership of the Corporation shall consist of the following:

- a. Full Voting Members - Voting members include the following:
 - 1.) residents in long-term care facilities
 - 2.) family members of residents in long term care facilities past or present
 - 3.) friends of residents in long term care facilities past or present
 - 4.) volunteer ombudsmen
 - 5.) citizen advocates
- b. Full Voting Group Members-
 - 1.) independent Family Councils in long term care facilities
 - 2.) independent Resident Councils in long term care facilities
- c. Associate Members- (Non-voting members)
 - 1.) anyone working in a paid or unpaid position within the long-term care industry who may have a conflict of interest with regard to the goals of the group
 - i. In cases where the employment or association is so minimal that a conflict of interest is not of concern, the Board of Directors, by special vote and on a case by case basis, may grant full membership. In these cases, the possibility of a future conflict of interests will be noted in the membership records.
 - 2.) paid ombudsmen and state and local regulators
- d. Non-voting Supporting Organizations

Owners, members of the governing board and administrators of long-term care facilities are not eligible for membership.

ARTICLE V

MEETINGS

Section 1: Quorum and Voting:

Half of the Board of Directors plus One shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Responding votes on the email listserv plus the number of members attending the meeting shall constitute a quorum for the transaction of business at any meeting of the membership.

Section 2: Action by Board Without a Meeting

Any action required to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Board entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect and force as a unanimous vote of said Board.

ARTICLE VI

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 members.

Section 2: Eligible Voters

Only Voting Members 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 Members responding by mail within 30 days of mailing of proposed change.