

PENNSYLVANIA  
DEPARTMENT OF AGING

# LONG-TERM CARE COUNCIL

EST. 2015

## Bylaws

### **ARTICLE I. Name and definitions**

#### Section 1 – Name

The name of this body shall be the Pennsylvania Long-Term Care Council.

#### Section 2 – Definitions

The following words and phrases when used in these bylaws shall have the meanings given to them in this section unless the context clearly indicates otherwise.

“Act” The Pennsylvania Long-Term Care Council Act, also known as the Act of Nov. 24, 2015, P.L. 232, No. 64.

“Council chairperson” or “chairperson” The Secretary of Aging.

“Council” The Pennsylvania Long-Term Care Council.

“Department” The Department of Aging of the Commonwealth.

### **Article II. Purpose, Powers and Duties, and Scope**

#### Section 1 – Purpose

The purpose of the council shall be to provide informed recommendations that improve regulations, licensing, financing, and delivery of the commonwealth’s long-term care services and supports system. This shall be accomplished by working from an operational, financial, and person-centered perspective.

#### Section 2 – Powers and Duties

The council shall have the following powers and duties:

- (1) To consult with various departments and agencies and to make recommendations on regulations, licensure, financing or any other responsibilities of those departments or agencies relating to long-term care.
- (2) To perform such other duties as the Governor may assign relating to long-term care.
- (3) To approve reports produced by any committee established under Article VI before release to the public or the General Assembly.

- (4) To develop and adopt rules for conducting council meetings, including, but not limited to, the procedure for formally adopting the approval of committee reports before release to the public.
- (5) To develop and adopt rules for conducting committee meetings. This power includes, but is not limited to, determining the scope of responsibilities for each committee, the number of members for each committee and the procedure for formally adopting the approval of committee reports before release to the council.
- (6) To assign topics for research and study to each committee. Nothing in this paragraph shall be construed to prohibit a committee from proposing topics for consideration to the council.

### Section 3 – Scope

All the powers and duties enumerated in Article II, Section 2 shall be performed in a manner that addresses all areas of long-term care, including, but not limited to, institutional care and home-based and community-based services.

## **Article III. Membership, Chairperson, and Designees**

### Section 1 – Membership

The council shall be comprised of the following members:

- (1) The Secretary of Aging.
- (2) The Secretary of Health.
- (3) The Secretary of Human Services.
- (4) The Insurance Commissioner.
- (5) The Adjutant General.
- (6) The Secretary of Transportation.
- (7) The Executive Director of the Pennsylvania Housing Finance Agency.
- (8) Two members of the Senate, one appointed by the President pro tempore and one appointed by the Minority Leader.
- (9) Two members of the House of Representatives, one appointed by the Speaker of the House of Representatives and one appointed by the Minority Leader.
- (10) The following members to be appointed by the Governor, in consultation with the Secretary of Aging:
  - i. One representative from the Pennsylvania Council on Aging.
  - ii. One member who represents the local area agencies on aging.
  - iii. Six members who represent consumer advocacy groups, with at least two being consumers of long-term care services.
  - iv. One member who represents the elder law section of the Pennsylvania Bar Association.
  - v. One member who is a licensed insurance producer with at least 10 years' experience in the long-term care insurance market.
  - vi. Seven members who represent providers throughout the long-term care continuum, with no more than one member representing a single provider group, as follows:
    - a. One member representing nonprofit skilled nursing facilities.

- b. One member representing for-profit skilled nursing facilities.
- c. One member representing assisted living residences or personal care homes.
- d. One member representing homecare or hospice.
- e. One member representing older adult daily living centers.
- f. One member representing senior community centers.
- g. One member representing long-term care managed care.
- vii. Two members with caregiver experience, at least one of whom has personal experience as a family caregiver.
- viii. Two members who represent the medical community, one of whom must be a physician with at least five years' experience in a long-term care setting and the other of whom must be a nurse with at least five years' experience in a long-term care setting.
- ix. Two members who represent an academic research institution.
- x. One member who represents the County Commissioners Association of Pennsylvania.

#### Section 2 – Chairperson

The Secretary of Aging shall serve as chairperson and appoint an executive director of the council.

#### Section 3 – Designees

- (1) With the exception of the chairperson, governmental members may appoint a designee to attend and vote at meetings of the council.
- (2) Each governmental member who appoints a designee shall do so by sending a letter to the chairperson stating the name of that designee.

### **Article IV Terms of Members, Reappointment, Vacancies, Removal, Resignations, and Expenses**

#### Section 1 – Terms of Members

- (1) The terms of those members who serve in accordance with (1), (2), (3), (4), (5), (6), and (7) of Article III, Section 1 shall be concurrent with their service in the office from which they derive their membership.
- (2) Members appointed in accordance with 8) and (9) of Article III, Section 1 shall serve terms conterminous with their respective appointing authorities.
- (3) Members of the council shall serve for terms of four years after completion of the initial terms as designated in the act.

#### Section 2 – Reappointment

- (1) Members shall be eligible for reappointment but shall serve no more than two consecutive full terms.

- (2) Members shall serve until their successors are appointed and qualified, provided they represent the interests of the membership class for which they were appointed.

### Section 3 – Vacancies

- (1) Any vacancy on the council shall be filled by the original appointing authority.
- (2) An individual appointed to fill a vacancy shall serve the balance of the previous member's term.

### Section 4 – Removal

In addition to the provisions of Article IV, Section 1 (1) and (2), members may be removed from the council for the following reasons:

- (1) A member who fails to attend three consecutive meetings shall forfeit his or her seat unless the chairperson, upon written request from the member, finds that the member should be excused from a meeting.
- (2) A member shall forfeit his or her seat if he or she no longer represents the interests of the membership class for which he or she was appointed. Specifically, a member meeting this threshold shall no longer be employed or associated with the interests of the respective qualification for which he or she was appointed.

### Section 5 – Resignations

Any member desiring to resign from the council shall submit his or her resignation in writing to the chairperson.

### Section 6 – Expenses

- (1) Members may not receive compensation or remuneration for their service as council members or as committee members.
- (2) Nongovernmental council members shall be entitled to reimbursement for travel and related actual expenses accrued in the performance of their duties as members, in accordance with Commonwealth travel policy.
- (3) Committee members who are not members of the council may not receive reimbursement.

## **Article V Meetings, Quorum, Voting, and Amendment of Bylaws**

### Section 1 – Meetings

- (1) The council shall meet at least six (6) times per year.
- (2) Meetings shall be held at such times and places as scheduled by the chairperson.
- (3) The chairperson may call special meetings of the council, provided notice is sent to members at least fourteen (14) calendar days in advance.

### Section 2 – Quorum

- (1) A simple majority of the current council membership shall be present to constitute a quorum in order to vote on any matter during regular or special meetings.
- (2) Under extraordinary circumstances, a council member may request permission to participate in a council meeting via teleconference or a similar communication

device. The granting of such requests shall be at the discretion of the chairperson. A member participating by teleconference or a similar communication device shall count towards a quorum provided approval is given by the chairperson.

- (3) If a quorum is not established, the council may conduct any business that does not require a vote, including, but not limited to:
  - a. Acceptance of reports from committees;
  - b. Informational updates; and
  - c. Presentations.

### Section 3 – Voting

- (1) Each member, or designee appointed in conformance with Article III, Section 3, shall be entitled to one (1) vote on each matter submitted to a vote of the members.
- (2) A simple majority of the quorum is needed in order to approve any matters requiring a vote, including approval of committee reports and recommendations, with the exception of amendments to the bylaws as outlined in Article V, Section 4.
- (3) With the exception of Article V, Section 4, any matter that requires a vote by the council shall be provided to the members at least seven (7) calendar days prior to the meeting at which the vote will be taken.
- (4) With the exception of Article III, Section 3, the voting rights of the members shall be exercised by the member personally and may not be exercised by alternates, by proxy, or the like.
- (5) All votes shall be conducted by voice.

### Section 4 – Amendment of Bylaws

- (1) The bylaws may be amended by a two-thirds vote of the current council membership at any regular or special meeting duly convened.
- (2) In order to be considered, proposed amendments must be submitted to each council member in writing at least fourteen (14) calendar days prior to the meeting at which the vote will be taken.
- (3) Amendments will go into effect immediately upon passage.

## **Article VI Establishment, Composition, Duties, and Rules of Committees**

### Section 1 – Establishment

The council shall establish committees which may research and study the following areas:

- (1) Regulatory review and access to quality care.
- (2) Community access and public education.
- (3) Long-term care services models and delivery.
- (4) Work force.
- (5) Housing.
- (6) Behavioral health issues of senior citizens who are at least 60 years of age.

### Section 2 – Composition

- (1) The council chairperson shall appoint committee members, who may include those who are not members of the council and who have expertise pertaining to

- the specific topics and tasks assigned.
- (2) The council chairperson shall appoint council members to serve as chairperson and, as needed, vice chairperson for each committee.
  - (3) Each committee shall be comprised of at least five members.
  - (4) The terms of committee members shall be concurrent with their service on the council.
  - (5) Any member desiring to resign from a committee shall submit his or her resignation in writing to the council chairperson and committee chairperson.
  - (6) Committee members may receive reimbursement to the extent permitted under Article IV, Section 6.

### Section 3 – Duties

The council committees shall have the following powers and duties:

- (1) To study and report on the topics assigned by the council.
- (2) To facilitate the creation of the reports and, with the permission of the council, invite individuals to assist in preparation of reports for the council.
- (3) To approve reports and recommendations for submission to the council. Only members appointed to each committee may participate in approving reports and recommendations to the council.
- (4) Nothing in this section shall be construed to prohibit the chairperson, with concurrence by the council, from establishing additional committees or ad hoc work groups to assist the council or committees.

### Section 4 – Rules

- (1) Committees shall meet at the discretion of the committee chairperson.
- (2) Committee meetings shall be held at such times and places as the committee chairperson shall decide.
- (3) A simple majority of the current committee membership shall be present to constitute a quorum in order to vote on any matter.
- (4) Participation at a meeting may be done by means of teleconference or a similar communication device. A member participating by teleconference or a similar communication device shall count towards a quorum.
- (5) Each committee member, or designee appointed in conformance with Article III, Section 3, shall be entitled to one (1) vote on each matter submitted to a vote of the members.
- (6) A simple majority of the quorum is needed in order to approve any matters requiring a vote, including approval of reports and recommendations.
- (7) With the exception of Article III, Section 3, the voting rights of the committee members shall be exercised by the member personally and may not be exercised by alternates, by proxy, or the like.
- (8) All votes shall be conducted by voice.