

By-Laws of the Ohio Person-Centered Care Coalition
A NOT-FOR-PROFIT CORPORATION
Final Approved

ARTICLE I ORGANIZATION

1. The name of the organization shall be Ohio Person-Centered Care Coalition, hereafter referred to as the Ohio PCCC, OPCCC or PC3.
2. Principal Office. The principle office of the organization shall be in a location where the state coordinator is located.
3. The organization shall have a logo that is used to brand anything associated with the PCCC including, but not limited to, all materials, letterhead,
4. The organization may at its pleasure by a vote of the membership body change its name and bylaws.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized:

1. Promote person-centered, individual- directed care in Ohio.
2. Provide educational opportunities and support to organizations in their journey in person-centered, individual - directed care.
3. Coordinate and disseminate resources on person-centered, individual - directed care.
4. Work with provider associations, regulatory agencies, consumers, advocates and providers to promote person-centered, individual - directed care in Ohio and to serve the mission of the OPC3, rather than an individual agenda.
5. And any other purpose or activity as decided upon by a majority vote of the OPC3.

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all individuals or organizations that support the philosophy of person-centered, individual-directed care and the OPC3. Any person, regardless of race, color, creed, gender, national origin, or physical handicap, may become a member of this OPC3 upon application. Upon joining the list serve Individuals or organizations shall become an Active Member of the OPC3 on an annual basis. Active Members shall be asked to serve on at least one standing committee, asked to volunteer their services for OPC3 projects when possible, and attend at least one meeting per year. They have full voting rights in OPC3 elections. All Members shall receive all OPC3's publications and mailings. Members will be made aware of all meetings.

The OPC3 board will establish membership dues annually. Currently there are no dues.

ARTICLE IV MEETINGS

There shall be an annual meeting of this organization. Notice of the annual meeting shall be mailed electronically to all members at their provided email addresses as they appear in the membership records at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the date, time and location of the meeting and the business to be transacted.

The President or when they deem it for the best interest of the organization may call special meetings of this organization. Notices of such meeting shall be mailed electronically to all members at their provided email addresses as they appear in the membership records at least ten (10) days before the scheduled date set for

such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called; and the date, time and location of the meeting. Meetings may be either in person or by conference call as appropriate to the need.

Any meeting of the OPC3 or its board, officers, or committees may be in person or by conference call as determined to be appropriate and necessary, upon established meeting notice is given.

ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. Each member with voting rights shall have the right to cast one vote, by voice using "aye" for yes and "nay" for no. If the State Coordinator determines that the voice vote is too close to call, the State coordinator will call for a show of hands or a roll call vote. For election of officers, ballots shall be provided and there shall not appear any place on such ballot anything that might tend to indicate the person who cast such ballot. Voting by proxy or by mail shall be prohibited at membership meetings and at all elections. Following any election using ballots, ballots will be destroyed.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the State coordinator of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. Electronic Voting will be offered as necessary.

No inspector of election shall be a candidate for office.

ARTICLE VI ORDER OF BUSINESS

For meetings of the Board of Directors or General Membership:

1. Roll Call.
2. Approval of the Minutes of the preceding meeting.
3. Treasurer's Report
4. Reports of Committees.
5. Reports of Officers.
6. Old and Unfinished Business.
7. New Business.
8. Adjournments.

The rules contained in Robert's Rules of Order, Newly Revised, shall govern meeting of the OPC3 in all cases in which they are not consistent with these by-laws.

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors not to exceed twenty-three [23], together with the officers of this organization. All directors shall work in Ohio and be a citizen of the United States. The voting board members must represent an organization that is, or him/herself be, an active member of OPCCC. There shall be no limit for directors from the same organization. Board members must be approved by criteria as set forth by those charged with this responsibility by the board.

The directors for the ensuing year shall be elected at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for 2 years. In the reestablishment of the OPCCC Half of first term directors will serve for three years and the other half will serve for two years to allow for recruitment of board directors.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

(51%) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held at a minimum twice a year in addition to the annual meeting and conference calls, as needed.

Each director shall have one vote and voting may be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

A director may be removed by 2/3-majority board vote when cause exists for such removal. The Board of Directors may entertain charges against any director. Counsel upon any removal hearing may represent a director. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization. The Board appoints committee chairs.

The Board of Directors may be comprised of the following categories: regional representatives (individuals that work in the regions outlined in the current Ohio Department of Health Survey District Map), provider associations, consumer advocates from the Ohio Office of Elder Rights and the Long-Term Care Ombudsman Program, consumers, non-providers, direct care workers, 4 officers, the Immediate Past President and the chairs of the standing committees. (23)

Representatives from each of the following organizations, the Ohio Department of Health, the Ohio Department of Job and Family Services, and the state of Ohio Quality Improvement Organization may hold one position each on the Board of Directors. The state coalition coordinator shall also be a non-voting member of the board.

ARTICLE VIII OFFICERS

The initial officers of the organization shall be as follows:

President-odd
Vice President-even
Secretary-odd
Treasurer-even

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The President shall preside at all membership meetings. He/She shall by virtue of his office be Chairman of the Board of Directors. He/She shall present at each annual meeting of the organization an annual report of the work of the organization. He/She shall appoint all committees, temporary or permanent. He shall see all books; reports and certificates required by law are properly kept or filed. He/She shall be one of the officers who may sign the checks or drafts of the organization. He/She shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He/She shall give and serve all notices to members of this organization. He/She shall be the official custodian of the records and seal of this organization. He/She may be one of the officers required to sign the checks and drafts of the organization. He/She shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization. He/She shall submit to the Board of Directors any communications, which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited any monies in excess of \$100 in a financial institution, in an interest bearing account, except that the Board of Directors may cause a certain portion of such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He must be one of the officers who shall sign checks or drafts of the organization. Two officers must sign all checks over the amount of \$500. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer. Officers shall by virtue of their office be members of the Board of Directors. The Treasurer shall be responsible for the filing of all necessary forms, reports, etc. as required by federal, state, or local laws.

The State Coalition Coordinator shall be present at membership meetings, shall assist the organization in coordinating meetings, educational opportunities and committee participation. State Coalition Coordinator shall be a board member but have no voting power.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

Election of Officers:

All officers except the Immediate Past President shall be elected in a rotation of 2 and 3-year terms by the Board of Directors. Excluding the Immediate Past President, no more than one officer elected may represent facilities with the same common ownership and/or control. Officers shall be elected as soon as practical following the installation of directors.

An officer shall be eligible to serve more than two consecutive terms in the same office. Any officer serving more than half a term in office is considered to have served a full term in that office. The Board shall develop other criteria to be an officer, as it deems appropriate. After serving as Immediate Past President, an individual shall not be eligible to serve as a director for two years. Any vacancy occurring in the office of Vice President, Secretary, or Treasurer the Board of Directors must fill as soon as possible. The Board of Directors shall

appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officer.

All officers are expected to be part of at least one OPCCC committee on which they wish to serve during any given year.

Nominations-Board Members may be nominated by membership. Nominations must be received 90 days prior to officer taking their position.

ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X COMMITTEES

All committees of this organization shall be created at the discretion of the President, and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The standing committees shall be approved and voted on by the board and may include some or all of the following individually or combined: Executive, Education, Technology, Outreach, Regulatory, and Lane.

Ad Hoc committees shall be created as needed, and may include: Bylaws, Nominating, Assessment, and Annual Conference, appointed at board's discretion. The Board President will appoint Ad-Hoc committee Chairs and Co-Chairs.

The President shall appoint the chairman and may appoint the vice chairman of each committee, subject to the approval of the Board of Directors. Chairmen and members of all committees shall be members in good standing of OPC3 at the time of their appointment and shall remain so during their terms of service.

Annually each committee shall submit a proposed budget and review and submit the committee's goals. This will be the responsibility of the Chair and Co-Chair.

All Active Members are encouraged to select the committee or committees on which they wish to serve during any given year. Committee membership is open to all members.

ARTICLE XI FISCAL POLICIES

Fiscal Year

The OPCCCs fiscal year shall be from January 1st to December 31st

Auditing and Reports:

At the close of the fiscal year, the books and records of the OPCCC shall be audited every year, in accordance with the requirements of the government by a Certified Public Accountant. The Treasurer shall cause to be prepared annually a full and correct statement of the affairs of the OPC3, including a balance sheet and financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the members and filed with the Secretary.

Dues

The dues of this organization shall be free.

ARTICLE XII DISTRIBUTION OF ASSETS

Upon the dissolution of OPCCC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The OPCCC shall indemnify, defend and hold harmless the OPCCC Officers and Directors to the fullest extent permitted by law. This plan of indemnification shall constitute a binding agreement of the OPCCC for the benefit of the Officers and Directors as consideration for their services to the OPCCC, and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification shall not be exclusive of any others right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of members, insurance, provision of law, or otherwise. (From NC by-laws).

ARTICLE XIII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than fifty-one percent (51%) of board members, and with not less than 30 days notification. By-law changes will take effect 30 days after the final approval. It shall be a duty of the Board of Directors to annually review these by-laws.