

**THE PENNSYLVANIA ASSOCIATION OF COUNTY AFFILIATED HOMES**  
**BY-LAWS**

**ARTICLE I**

The name of this organization shall be the Pennsylvania Association of County Affiliated Homes, hereinafter referred to as the "Association".

**SECTION 1**

The Association shall adhere to the terms and condition of Affiliation between CCAP and PACAH, effective August, 1982 and as amended from time to time. Said statement of Affiliation shall be attached to and be a part of these BY-LAWS, RULES AND REGULATIONS.

**SECTION 2**

Members of the Association shall accept and support the Association's Code of Ethics, attached to and a part of these BY-LAWS, RULES AND REGULATIONS.

**SECTION 3**

The means, assets, income and other property of the ASSOCIATION shall not be employed, directly or indirectly, for any other purpose whatsoever than to accomplish the legitimate objects of the Association by the Executive Board.

**ARTICLE II**  
**PURPOSE**

The corporation was incorporated under the Pennsylvania Nonprofit Corporation Law of 1972. The corporation's affairs are governed by the Pennsylvania Nonprofit Law of 1988, as amended. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The corporation shall be operated exclusively for the promotion of social welfare within the meaning of Section 501 (c) (4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the 'Code'). Without limiting the generality of the foregoing, the purposes of the corporation shall be:

- (a) To assist and support members of the Association and County owned and affiliated health care facilities in their ongoing efforts to provide the best possible comprehensive health care and the highest possible quality of life for individuals in need of short term skilled nursing and rehabilitation services as well as those individuals with chronic, long term health care needs.
- (b) To promote and support educational activities for Nursing Home Administrators and other health care personnel related to the holistic care of both short and long term residents.

- (c) To assist County Commissioners Association of Pennsylvania (“CCAP”) in its decision-making process by formulating position paper(s) to provide reference information for its dealings with legislators and appropriate State Agencies.
- (d) To participate in Activities designed and to promote the general welfare of residents of the Commonwealth of Pennsylvania.
- (e) To promote the welfare and interest of the members of the Association through advocacy efforts at the State and Federal levels and with those divisions of the Executive Branch whose activities may impact the delivery of skilled and long term care.
- (f) To secure continued recognition of the Association.

### **ARTICLE III** **MEMBERSHIP**

#### **SECTION 1**

Membership is a privilege which shall be extended to interested member facilities and individuals who meet the qualifications, standards and requirements set forth by these By-Laws. Upon approval of the Executive Board of the Association, admittance to membership in one of the following categories shall occur:

**FULL VOTING** - Membership shall include long term health care facilities owned by or affiliated with a County Government located within the Commonwealth of Pennsylvania that are approved or licensed by the Commonwealth of Pennsylvania. The Chief Administrative Officer, in good standing and however designated, and the members of the Governing Body of a member facility shall automatically qualify and be entitled to membership. Each facility, through its designated representative, shall have the right to one (1) vote on any motion or resolution.

Affiliation with a County Government shall include a county guarantee of a bond issue under a 501 (c) 3 arrangement; a contractual relationship for the facility to serve a certain percentage of indigent residents within the county; a management contract signed by the county; or other similar arrangements that link the nursing facility to County Government.

**ASSOCIATE** - Associate Members shall be non-county nursing facilities, nursing facility management companies, vendors, or other firms interested in Long Term Care facilities' operations. They will have demonstrated to the satisfaction of the Association a bona fide interest in and support of the purposes of the Association. The Executive Board, in its sole and absolute discretion, shall have the authority to terminate the membership in all respects of an associate member. If so, terminated, the associate member shall be entitled to a pro rata portion of any annual dues already paid for the period in which the termination occurs.

**PERSONAL** - Individuals not associated with any nursing home but interested in PACAH and maintaining membership. Examples could be a retiree from a PACAH facility or the Commonwealth, an individual between employment or someone that was associated with a PACAH

member facility at some point but is no longer in the long term care field. Personal Members shall have no vote and shall not hold office in the Association. They may, however, serve on special committees as authorized by the Executive Board. Decision on membership in this category will be at the discretion of the Executive Director.

HONORARY - The Executive Board may, by a two-thirds (2/3) vote at any board meeting at which a quorum is present, designate and elect as Honorary Members individuals who are deemed to be outstanding in the field of health care and management. Honorary Members shall be entitled to all privileges of membership except the right to vote or hold office. No more than two (2) Honorary Members shall be accepted in any one year. There shall be no annual dues applicable to this category of membership.

## SECTION 2

Applications for full voting membership shall be addressed to the PACAH Executive Director, in writing, signed by a duly authorized representative of the County Affiliated facility or County Government. Upon approval by the Executive Director and payment of applicable dues, the facility, administrator and/or governing body shall become members

## SECTION 3

Application for Personal and Associate membership shall be addressed to the PACAH Executive Director in writing, signed by the applicant. Such applications shall be approved by the Executive Director. The applicant shall become a member upon receiving the approval of the Executive Director and upon payment of dues for the first year as hereinafter provided.

## SECTION 4

In any case where the status of a member in good standing changes during the year so that he or she becomes eligible for a different category of membership than that in which he or she is enrolled, the Executive Board, upon receipt of such information, shall reclassify such members.

## SECTION 5

A member not in default in payment of dues, and against whom or which no complaint or charge is pending, may file his or her resignation in writing with the Executive Board, and it shall become effective as of the date it was so filed.

## **ARTICLE IV** **CORRECTIVE ACTION**

### SECTION 1

PACAH hereby accepts the provisions of Section 12, Act 122, SB 387, Disciplinary Proceedings, as the method of review and due process to be adopted and stated in Article IV, Corrective Action, of the Association By-Laws.

## SECTION 2

The Association, its Executive Board, and its membership formally recognize, support and pledge adherence to all of the stipulations of this amendment and will assist the Licensure Board in its efforts to fulfill the intent of established law.

## **ARTICLE V** **DUES**

### SECTION 1

The annual dues of a Full Voting Member shall be established according to an established per county fee plus an established cost per bed. The amount of such dues shall become effective at the beginning of the next operating year and shall remain in effect for each succeeding year unless and until changed.

### SECTION 2

The annual dues of Full Voting, Associate and Personal members shall be established by a majority of the eligible voters enrolled and attending any annual meeting. Such dues shall become effective at the beginning of the next operating year following their establishment and shall remain in effect for each succeeding year unless and until changed.

At the time any Associate member is approved for membership, they shall pay dues for the entire year in which they are elected, except that any Associate member who becomes a member after April 1 in any year shall have their dues prorated.

### SECTION 3

The annual dues shall be due and payable at the beginning of the operating year or, for new members, on the date of admission.

If dues are not paid within ninety (90) days of the date on which they become due and payable, PACAH shall notify the member in default and, if said dues are not paid within ninety (90) days thereafter, all privileges of membership shall be suspended until all arrears are paid in full.

## **ARTICLE VI** **REGIONS**

### SECTION 1

In order to facilitate the work of the Association, upon approval of the Executive Board, members shall organize themselves into groups which shall be based on geographical sections.

## SECTION 2

The Commonwealth shall be divided into four (4) geographical regions:

### Northwest - Counties of:

Erie Warren McKean Potter Tioga  
Crawford Venango Forest Elk Cameron  
Mercer Clarion Jefferson Clearfield  
Lawrence Butler Armstrong

### Southwest - Counties of:

Beaver Allegheny Westmoreland Indiana  
Cambria Blair Huntingdon Washington  
Greene Fayette Somerset Bedford Fulton

### Northeast - Counties of:

Bradford Susquehanna Wayne  
Clinton Lycoming Sullivan Wyoming  
Lackawanna Pike Monroe Luzerne  
Columbia Montour Union Snyder  
Northumberland Schuylkill Carbon  
Northampton Berks Lehigh

### Southeast - Counties of:

Centre Mifflin Juniata Perry Dauphin  
Lebanon Lancaster Bucks Montgomery  
Chester Delaware Philadelphia York  
Cumberland Franklin Adams

## SECTION 3

Each region shall elect, by fifty-one per cent (51%) majority vote, a Full Voting Member in good standing, as Regional Representative. The Representative's term of office shall be for a two (2) year period.

#### SECTION 4

If the region fails to act and/or elect a Representative, the President of the Association shall appoint a Full Voting Member in good standing to the position.

#### SECTION 5

Regional Representatives, by virtue of their election/appointment, shall sit on the Executive Board as voting members. Regional Representatives may be appointed to serve on committees as directed by the Executive Director.

### **ARTICLE VII** **EXECUTIVE BOARD**

#### SECTION 1

The Executive Power of the Association shall be vested on the Executive Board which shall have the power and authority to do and perform any and all acts and functions consistent with these By-Laws or with any action taken by the membership in annual or special meetings. The Executive Board shall transact all business not otherwise provided for when the membership is not in session.

#### SECTION 2

The Executive Board shall consist of the President, who shall be the Chairperson, the President Elect, the First Vice President, the Second Vice President, the Secretary, the Treasurer, the Immediate Past President, two (2) Associate Nursing Facility Members, and one (1) Commissioner Representative appointed by the Commissioners' Association, and the four Regional Representatives.

Standing Committee Chairpersons are considered ex-officio members of the Executive Board and may be invited to the Executive Board meetings. The PACAH representative to the CCAP Human Services Committee may also be invited to the Executive Board meetings to insure proper communication between the two groups.

#### SECTION 3

Board Members shall serve two-year terms of office starting with the date of their election or appointment at an annual meeting, and shall serve until the close of the annual meeting at the end of their two-year term.

#### SECTION 4

The Executive Board shall normally meet no less than four (4) times annually. Other meetings may be called at any time by the President or three (3) members of the Executive Board. Notice of all meetings shall be given at least two (2) weeks in advance thereof.

#### SECTION 5

Executive Board members who miss three or more meetings during their term may be removed from the board at the discretion of the Executive Board.

#### SECTION 6

Travel, lodging and food expenses incurred to attend meetings by Board Members will be approved at the discretion of the Executive Board. Telephone conferences are also reimbursable with authorization of the President.

#### SECTION 7

A majority of the Executive Board shall constitute a quorum.

#### SECTION 8

If the office of any of the Executive Board except the President-Elect shall become vacant between annual meetings, such office may be filled by the Executive Board until the next annual meeting. If the office of President-Elect shall become vacant at any time during the two-year term of office, it shall remain vacant until a special election at the next scheduled business meeting of the organization. The person who is elected to this position will finish the remainder of the term.

#### SECTION 9

In the event that an active member of the Executive Board leaves his/her position at the member institution, his/her term of office as a Board Member shall automatically terminate. This provision shall not apply if the Board Member accepts the same position in another Full Voting Member facility in Pennsylvania, provided there is no break in service.

### **ARTICLE VIII** **OFFICERS**

#### SECTION 1

Officers shall be selected for their ability to participate effectively in fulfilling the Executive Board's responsibilities. All individuals to be considered for election to the Board shall be at least 21 years of age. Only Chief Executive Officers in good standing, however designated, of member institutions, may hold office in the Association. The membership shall endeavor, through their selections, to provide broad representation of the Association.

## SECTION 2

There shall be the following officers of the Association:

President  
President-Elect  
First Vice President  
Second Vice President  
Secretary  
Treasurer

## SECTION 3

The foregoing officers shall be elected, with the exception of President and the two Associate Members, at the Annual Meeting, following completion of their two-year term, by a majority vote of those present and entitled to vote.

The office of President will be filled by the President-Elect at the time other officers of the organization are elected for their two-year terms.

The two Associate members will be elected on a PACAH Regional basis. One Associate Member will be elected by the Associate Members in the Northwest and Southwest Regions, and One Associate Member will be elected by the Associate Members in the Northeast and Southeast Regions. The Associate Members will be elected from a vote taken within two weeks after the conclusion of the PACAH Annual Conference. Associate Members will serve a two-year term. For the purposes of membership on the Executive Board, Associate Members will be defined as Administrators of nursing facilities who are Associate Members in good standing.

## SECTION 4

The PACAH Membership shall be notified in writing, by means of the newsletter, of the positions on the Executive Board that will be up for election at the appropriate annual meeting. This will be done in the July newsletter preceding the meeting. Members interested in available elected positions shall make their intentions known in writing to the Chairperson of the Nominating Committee. The Chairperson will ascertain that the member seeking office is qualified by virtue of employment and will report to the Executive Board at its pre-annual meeting the names of all candidates for office.

All members attending the annual meeting will be notified during the opening General Session of the members seeking office.

The chairperson of the Nominating Committee shall present the candidates at the annual business meeting in the year in which elections will be held.

Only individuals who have signified in writing or are nominated from the floor shall be on the ballot. A majority of all votes cast for a particular office shall constitute election.

## SECTION 5

The following officers shall have the following duties:

A. PRESIDENT - The President shall preside at all meetings of the Association and the Executive Board. He/she shall appoint all standing committees and such special committees as shall be authorized by the membership in annual or special meetings or by the Executive Board. He/she shall be an ex-officio member of all standing and special committees.

B. PRESIDENT-ELECT - The President-Elect shall, in the absence or incapacity of the President, perform the duties of the President, subject to the provisions of these By-Laws. The President-Elect shall be the Education Committee Chairperson.

C. FIRST VICE PRESIDENT - The First Vice President shall, in the absence or incapacity of the President and President-Elect, perform the duties of the President, subject to the provisions of these By-Laws. The First Vice President shall assist the President in coordinating the activities of the Association. The First Vice President shall coordinate any special committees and shall serve as the ex-officio chairperson of any such committees.

D. SECOND VICE PRESIDENT - The Second Vice-President shall assist the President in coordinating the activities of the Association. The Second Vice President shall be the Membership Chairperson responsible for maintaining and increasing the membership of the Organization.

E. SECRETARY - It is the duty of the Secretary to notify officers, committees, and delegates of their appointment and to furnish committees with all papers referred to them. He/she should also keep one book in which the By-Laws and other important material should all be written. He/she is the recording officer and the custodian of the records except such as specifically assigned to others. He/she shall keep a record of the proceedings of all annual and special meetings.

F. TREASURER - The Treasurer shall render to the Executive Board at each regular meeting and from time to time as the Board may require of him/her, an account of all his/her transactions as Treasurer and of the financial condition of the Association, and at the annual meeting of the members, a general report covering the same matter for the year. The Treasurer shall aid the Executive Director in the preparation of the annual budget.

## SECTION 6

Officers elected by the members at any business meeting shall serve until the close of their two year term, with the exception of the President, who shall assume the responsibilities of the Presidency immediately following the installation of officers. A President shall be eligible to serve no more than one (1) consecutive term as President. In filling a vacancy for unexpired terms of office for any officer, an officer who has served more than half of a term shall be considered to have served a full term in that office.

**ARTICLE IX**  
**COMMITTEES**

**SECTION 1**

Special committees may be authorized by the Association in annual or special meetings or by the Executive Board for any purpose for which there is no existing committee. The President shall appoint the members of any such committee from within the membership of the Association.

**SECTION 2**

The President shall appoint the following standing committees:

By-Laws, Nominating, Fiscal Management, Human Resources, Education, and Legislative. The members of these committees shall hold office for one (1) year.

COMMITTEE ON BY-LAWS - The Committee on By-Laws shall consist of three (3) members and have such duties as are generally assignable to such a committee and shall have specifically the duties outlined in Article IX of these By-Laws. The President shall appoint the Chairperson of the By-Laws Committee and the other two (2) members of the committee immediately after their induction into office.

NOMINATING COMMITTEE - The Nominating Committee shall consist of three (3) members, two (2) appointed members and the most recent ex-president who shall be the Chairperson. The President shall appoint two (2) members who shall not be members of the Executive Committee. The President shall notify the three (3) members of the Nominating Committee of their assignment one hundred twenty (120) days prior to the annual meeting at which officers are to be elected. It shall be the duty of the Nominating Committee to present names of members as nominees for office. No person's name may be placed in nomination without his expressed current consent.

FISCAL MANAGEMENT - The Fiscal Management Committee shall consist of nine (9) members, a Chairperson and eight (8) other members to be appointed by the President immediately after induction into office. It shall be the duty of the Fiscal Management Committee to analyze and make recommendations to the Executive Board, Executive Director, and the General membership on any and all issues deemed to be of financial importance to the membership. This could include, but not be limited to, Medicare and Medicaid payment issues, State and Federal budget proposals, case-mix changes, and certified public expenditure discussions. The Committee will also assist the Executive Director in preparing the annual PACAH operating budget, and review audits of the Association.

HUMAN RESOURCES COMMITTEE - The Human Resources Committee shall consist of four (4) members, a Chairperson and three (3) other members, representing each PACAH region, to be appointed by the President immediately after assuming office. . This committee shall be responsible for the wage, hour and benefit survey of the Association. These surveys are to be

completed at intervals of not less than twelve (12) months and not more than twenty-four (24) months.

LEGISLATIVE COMMITTEE - The Legislative Committee shall consist of five (5) members, all appointed by the President. It shall be the duty of the Legislative Committee to review proposed legislation that is introduced in the State House or Senate that may have an impact on nursing homes and make recommendations to the Executive Board and the general membership on any and all legislation deemed appropriate.

EDUCATION COMMITTEE - The Education Committee shall consist of four (4) members, the Chairperson of which will be the current President-Elect. The other three (3) members shall be appointed by the President. It shall be the duty of the Education Committee to plan the educational component of the Spring and Annual PACAH meetings, to act as moderators during these meetings, and to conduct follow-up evaluations of the meetings.

### SECTION 3

The President shall have power to fill vacancies on any committee.

### SECTION 4

A majority of the members of any committee shall constitute a quorum.

### SECTION 5

Alternate members may be added to any Committee as deemed appropriate by the President. They shall attend all Committee meetings as assigned. Only in the absence of full voting Committee Members shall they have a vote on any issues.

## **ARTICLE X** **MEETINGS**

### SECTION 1

There shall be an annual meeting of the Association held in the Commonwealth of Pennsylvania as may be fixed by the Executive Board. The annual meeting shall normally be held any time between August 1 and November 30 of each year. The place of the annual meeting shall be designated by the Executive Board and announced at least sixty (60) days before the date so fixed. Failure to hold an annual meeting shall not work any forfeiture or dissolution of the Association.

### SECTION 2

Special meetings of the Association may be called by the President, or in his absence, by the President-Elect, upon approval of the Executive Board or upon the written petition of not few-

er than five (5) Member Institutions. This petition shall recite the object of the call. The President or President-Elect, as the case may be, through the Secretary, shall give notice in writing to each voting representative of each Institution of the Association not less than ten (10) days before the date fixed for such special meeting, which notice shall recite the object of the meeting, and no other business shall be transacted at such special meeting.

### SECTION 3

The operating year for fiscal purposes shall be defined as October 1 to September 30.

### SECTION 4

A majority of the total number of eligible voters enrolled and attending any annual or special meeting is required to support or deny a motion. Eligible members shall vote by general consent. (Affirmative answer AYE; Negative answer NO.) If the voice vote does not make the chair positive as to the results, the chair shall then request a roll call vote. Any authorized voting representative may move for a roll call vote on any issue before the body. If properly seconded, the chair shall hold such a vote.

### SECTION 5

All resolutions, except those of appreciation, condolences, congratulations, or other non-controversial nature shall first be submitted to the Executive Board for its recommendation before being considered and acted upon at any annual or special meeting of the members of the Association unless such resolution shall have been presented in writing to the President not less than thirty (30) days prior to the convening of such annual or special meeting.

### SECTION 6

The order of business at the annual meeting of the members of this Association shall be:

- a. Call to Order
- b. Reading of Minutes of Previous Meeting
- c. Report of Treasurer
- d. Report of President
- e. Report of Committees and Regional Associations
- f. Old Business
- g. New Business
- h. Announcements
- i. Adjournment

### SECTION 7

The rules contained in "Robert's Rules of Order - Revised" shall govern the Association in all cases to which they are applicable, and in which they are not consistent with these By-Laws.

## SECTION 8

Members of the Association may have the privilege of inviting special guests for a specific purpose to the annual or any special meeting with the consent of the President. Guests thus invited shall be permitted to participate in the discussions at such meetings to the extent of the purpose of their attendance only.

## **ARTICLE XI** **DUALITY OF INTEREST**

### SECTION 1

Any Full Voting, Personal, Honorary, or Associate Member having an interest in a contract or other transaction presented to the Executive Board or a committee thereof for authorization, approval or ratification shall give to the Executive Board prompt, full and frank disclosure of his interest prior to its acting on such contract or transaction. The body to which such disclosure is made 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 personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may not 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. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and where applicable, the abstention from voting and participation, and whether a quorum was present.

## **ARTICLE XII** **INDEMNIFICATION**

### SECTION 1

No assignment, referral or delegation of authority by the Association's Executive Board shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the Association. The Executive Board shall retain the right to rescind any such delegation.

### SECTION 2

The Association shall have power to indemnify any present or former member, officer, or agent engaged in the organization's business through committee service or otherwise (hereinafter, "official") for the expenses and costs actually and necessarily incurred by him in connection with the defense or settlement of any pending or threatened action, suit, or proceeding to which he is made a party by reason of his/her being or having been such official, except in rela-

tion to matters as to which he shall be finally adjudged to be liable of willful misconduct amounting to bad faith. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Charter, these By-Laws, or any Agreement, vote of the Executive Board, insurance purchased by the Association, or otherwise.

### **ARTICLE XIII** **AMENDMENTS**

#### **SECTION 1**

These By-Laws may be amended at the Annual Meeting or Special Meeting of the Association by a two-thirds (2/3) vote of the Membership present and entitled to vote, providing that members have been notified, in writing, of all proposed amendments four (4) weeks in advance. The Committee on By-Laws shall report the proposed amendments together with its recommendation to the Members for approval or disapproval.

### **ARTICLE XIV** **REPEALER**

#### **SECTION 1**

All previous By-Laws, Rules of Order and other regulations of the Association pertaining to its organization, government and procedures at meetings are hereby repealed.

### **ARTICLE XV** **RESTRICTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The net earnings of the corporation shall be devoted exclusively to the promotion of social welfare within the meaning of Section 501 (c) (4) of the Code. The corporation shall not, directly or indirectly, participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. The corporation shall not operate a social club for the benefit, pleasure or recreation of its members or carry on a business with the general public in a manner similar to organizations which are operated for profit. Any other provisions of these Bylaws to the contrary notwithstanding, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Sections 501 (a) and 501 (c) (4) of the Code. These Bylaws shall not be altered or amended in derogation of the provisions of this Article.

### **ARTICLE XVI** **TERMINATION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (4) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

Updated 4/29/2008