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# **BY-LAWS**

Of The

## **Illinois Long-Term Care Council**

Amended and Restated February 2023

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## ARTICLE I: Membership

**Section 1-1.** The members of the Council shall be appointed by the Director of the Illinois Department on Aging (“Department”) in accordance with the requirements of the Illinois Act on Aging. The State Ombudsman is a permanent voting member of the council.

**Section 1-2.** Members shall serve for a term of four years unless a member is appointed to fill a vacancy, in which case the appointment shall be for the remainder of the term vacated.

**Section 1-3.** Members may be appointed to a second term, but no member may be appointed to more than two consecutive terms.

**Section 1-4.** Members appointed by the Director shall be legal residents of the State of Illinois.

**Section 1-5.** Members are expected to attend meetings. If unable to attend, the Member is expected to provide a proxy designation and let the Chairperson know in advance of the meeting. If a Member has two unexcused meetings absences with no proxy designation in a year, the Member may be removed from the Council. The Chairperson will notify the Member that they risk being removed from the Council. Excused absences may include illness, conflicting job schedules, severe weather conditions, family emergencies, a death in the family, child care issues, conflicting vacation schedules, and the like.

## **ARTICLE II: Council Chairperson**

**Section 2** The Chairperson shall be a voting member of the Council and shall be nominated and approved by a majority of the voting members of the Council. Upon a vacancy in the positions of the Chairperson, the State Ombudsman shall issue to all members a notice of the vacancy, a call for candidates, and set the date of the election of the Chairperson.

## ARTICLE III: Council Meetings

**Section 3-1.** The Council shall meet a minimum of three times per year. An annual meeting schedule will be developed by the Department with the concurrence of the Council. The Council may schedule a disproportionate share of the meetings in the first one-third of the calendar year, in order to focus the agenda of the regularly scheduled meetings of the Council on legislative matters.

**Section 3-2.** A meeting may be rescheduled, or a special meeting called, by the Chairperson of the Council.

**Section 3-3.** The Council shall hold all meetings in accordance with the Open Meetings Act. Meetings may be conducted in person, by video conference or by telephone conference and any voting Council members who appear by videoconference or telephone conference shall have the right to vote for any motion or other business presented by the Council.

**Section 3-4.** An Agenda shall be prepared prior to each meeting. Any Council member may recommend an item for inclusion on the agenda. The approval of Minutes from the previous meeting shall be included on each agenda.

**Section 3-5.** The Department shall record and prepare the Minutes of Council meetings. The Department shall be responsible for informing Council members of meeting dates, times and locations, and for distributing agenda, minutes and other materials required to conduct the meetings.

**Section 3-6.** A representative of the Department must be present at all meetings of the Council and may be present at meetings of its committees.

**Section 3-7.** An opportunity for public input shall be provided at each scheduled Council meeting. The duration of public comments shall be at the Chairperson's discretion.

## **ARTICLE IV: Conducting Business**

**Section 4-1.** A quorum must be present in order to conduct the business of the Council. A quorum shall consist of the majority of voting members and designated proxies at the meeting. In calculating a quorum, vacant positions will not be counted.

**Section 4-2.** All business shall be conducted in accordance with Robert's Rules of Order, latest edition.

**Section 4-3.** The Chairperson shall preside at all Council meetings and shall be responsible for conducting the meeting in accordance with the Opening Meetings Act, By-laws and the Agenda.

**Section 4-4.** Each voting member (or a designated proxy voting on behalf of a member) shall have one vote on each Motion.

**Section 4-5.** Any action, recommendation or decision of the Council shall be proposed as a Motion. A Motion shall be considered adopted by the Council upon an affirmative vote of a majority of voting members and designated proxies at the meeting. All Motions adopted by the Council shall be recorded in complete and final form in the minutes of the meeting.

## ARTICLE V: Duties of the Council

**Section 5-1.** The Council's responsibilities shall include making recommendations and commenting on issues pertaining to long-term care and the State Long-Term Care Ombudsman Program to the Department. By a ruling of the Chairperson, the State Long-Term Care Ombudsman may be asked to withdraw during portions of the discussion of matters involving the policies, staffing, operations, and actions of the State Long-Term Care Ombudsman.

**Section 5-2.** The Council shall advise the Department on matters pertaining to the quality of life and quality of care in the continuum of long-term care.

**Section 5-3.** The Council shall review and evaluate proposed legislation presented to the Illinois General Assembly. The Council shall, as early in the annual legislative process as possible, take formal positions in support or opposition, or suggest specific changes, to proposed legislation, and may propose draft legislation to the Department. The focus of the legislative interests of the Council shall be legislation affecting the State Long-Term Care Ombudsman Program; the rights, benefits, or quality of life of residents of long term care facilities and persons in home and community based long term care; and related matters.

**Section 5-4.** The Council shall evaluate, comment on reports regarding, and make recommendations on, the quality of life and quality of care in long-term care facilities and on the duties and responsibilities of the State Long-Term Care Ombudsman Program.

**Section 5-5.** The Council shall prepare and circulate an annual report to the Governor, the General Assembly, and other interested parties concerning the duties and accomplishments of the Illinois Long-Term Care Council and all other related matters pertaining to long-term care and the protection of residents' rights.

**Section 5-6.** The Council shall make recommendations to the Director, upon his or her request, as to individuals who are capable of serving as the State Long-Term Care Ombudsman and who should make appropriate application for that position should it become vacant.

**Section 5-7.** Any formal recommendation of the Council shall be voted upon in the same manner as any other action, recommendation or decision of the Council.

## ARTICLE VI: Committees

**Section 6-1.** The Council may form committees upon a majority vote of Council members. The Chairperson is also authorized to form committees.

**Section 6-2.** The Chairperson shall be responsible for selecting the chairperson(s) of each committee. The committee shall be comprised of Council members.

**Section 6-3.** The committee chairperson(s) shall coordinate scheduling of meetings and other committee activities.

**Section 6-4.** A quorum shall be present in order to conduct committee business. A quorum shall consist of a majority of the voting members of the committee. All Motions shall be passed by majority vote of the voting members present.

**Section 6-5.** All committee business shall be conducted in accordance with the Open Meetings Act and the current edition of Robert's Rules of Order.

**Section 6-6.** Preparation and distribution of committee minutes shall be the responsibility of the chairperson(s) or designated secretary of the committee. The minutes of each committee meeting will be filed with the chairperson(s) of the Council.

**Section 6-8.** At each Council meeting, any committee that has conducted business subsequent to the previous Council meeting shall present an oral or written report to the Council. The report shall include any motions passed by the voting members of the committee, and a summary of any advice or recommendations by the non-voting members of the committee.

**Section 6-9.** The Chair and the Committee Chairs shall constitute an Executive Committee for the Council. Such Executive Committee may meet between Council meetings, either in person or by electronic means in accordance with the Open Meetings Act. The Executive Committee may be authorized by the full Council to conduct Council business in the period between meetings of the Council. Delegations of authority to the Executive Committee by the full Council shall be as specific as possible. Such actions by the Executive Committee shall be reported to the Council at its next regularly scheduled meeting.



## **ARTICLE VII: Remuneration and Reimbursement**

**Section 7-1.** The members of the Council shall receive no compensation for their services, but shall be reimbursed by the Illinois Department on Aging for any ordinary and necessary expenses incurred in the performance of their duties.

## **ARTICLE VIII: Bylaws**

**Section 8-1.** Adoption or amendment of these By-laws requires a majority vote of the voting members of the Council.