

BYLAWS
OF
NATIONAL ASSOCIATION OF
LOCAL LONG-TERM CARE OMBUDSMEN

As Adopted as of
May 24, 2022

ARTICLE I
NAME AND PURPOSES

- Section 1.01 Name: The name of the Corporation is National Association of Local Long-Term Care Ombudsmen (“NALLTCO” or the “Corporation”).
- Section 1.02 Purposes: The purpose for which the Corporation is organized is set forth in its Articles of Incorporation. The Corporation shall not: (a) participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(6) of the Internal Revenue Code, or (b) engage any activities that would otherwise disqualify it from tax exemption under section 501(c)(6) of the Internal Revenue Code.

ARTICLE II
MEMBERSHIP

- Section 2.01 Qualifications. Membership shall be open to individuals who are current and/or former Long-Term Care Ombudsmen, and current and/or former Volunteer Ombudsmen who do not have a conflict of interest as defined by the Older Americans Act. A Long-Term Care Ombudsman is defined as someone who performs Ombudsman duties with 50% of his/her/their time spent providing resident advocacy, intake, investigations/resolution and facility visits. Ombudsmen appearing on the Administration for Community Living’s list of State Ombudsmen (current or former) may not be members of NALLTCO. Except for initial members appointed in accordance with Section 2.02 of these Bylaws, membership shall be contingent upon the payment of dues, and without a conflict of interest.
- Section 2.02 Initial Members. The Board of Directors may appoint the initial members, whose memberships shall expire after a period of time established by resolution of the Board but no later than one year after admission. The terms of the initial members need not expire on the same date. The initial members who continue to qualify for membership under Section 2.01 of these Bylaws may renew their membership by payment of dues in accordance with Section 2.03 of these Bylaws.

Section 2.03 Dues, Fees and Assessments. The Board may by resolution establish classes of membership and the rate of dues to be paid by each class of membership. The Board may also establish discounts and/or promotional offers for dues payments, and may issue special assessments. Dues shall be paid annually.

Section 2.04. Term. Except for initial members appointed in accordance with section 2.02 of these Bylaws, each member's term of membership shall expire one year from the last day of the month in which that member's dues payment was received.

Section 2.05 Non-Transferable. Memberships are not transferable.

Section 2.06 Meetings of the Members.

- a. Annual Meeting. A general meeting of the members shall be called annually. The date, time and place of each annual meeting shall be established by the Board of Directors. Notice of the annual meeting shall be sent to all members at least 30 days prior to the date on which the meeting is scheduled to begin.
- b. Special Meetings. The Board of Directors may call a special meeting, to be held at a date, time and place established by the Board of Directors. Notice of a special meeting shall include a description of the purposes or which the meeting is called, and such notice shall be sent to all members at least 3 days prior to the date on which the meeting is scheduled to begin. Only business within the purposes set forth in the notice of the special meeting shall be conducted at that special meeting.
- c. Quorum. The members present at any annual meeting or special meeting of the members shall constitute a quorum for the transaction of any business.
- d. Meeting by Electronic Means. A meeting of the members need not be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology by use of which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.
- e. Action without a Meeting. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is taken by written consent of a majority of the members. A consent signed under this section 2.06(e) shall have the effect of a meeting vote and may be described as such.
- f. Record Date for Meetings. The record date for determining members entitled to notice of and to vote at an annual or special meeting of the members is the day before the first notice is given to members.

- g. Conduct of Meeting. The Chair of the corporation shall preside at each meeting of the members, and shall determine the order of business. The Board of Directors has the authority to establish rules for the conduct of the meeting and such rules shall be fair to the members. The Chair shall announce at the meeting when the polls close for each of the matters voted upon.
- h. Voting by Members. Each member is entitled to one vote on each matter to be voted on by the members. No member may vote by proxy.

ARTICLE III
AUTHORITY AND DUTIES OF DIRECTORS

- Section 3.01 Authority of Directors: The management of the corporation shall be vested in a Board of Directors (“the Board”). The Board may exercise all the powers and authority granted to the Corporation by law. The Board shall oversee the Corporation’s policies and procedures.
- Section 3.02 Number of Directors: The Board shall consist of no fewer than nine (9) and no more than thirteen (13) Directors. The number of Directors may be increased or decreased within this range from time to time by Board resolution; however, a change in the number of Directors shall not remove a Director from his/her or their position as a Director prior to the expiration of his/her or their term of office.
- Section 3.03 Qualifications: Only members in good standing may be elected as Directors. No individual may be a Director if he/she or they or a household family member has been employed by or received compensation from a long-term care facility at any time during the previous twelve (12) months. There shall not be more than one (1) Director from any one (1) state at the same time. Directors shall be elected from a slate of nominees selected by the Nominating Committee, except that if the Nominating Committee selects fewer nominees than positions to be filled by election at an annual meeting, the members attending the annual meeting may, by majority vote of those present and voting, elect otherwise qualified Directors for those positions.
- Section 3.04 Election and Term of Directors:
- a. Terms and Classes: Directors, other than any initial Directors named in the Articles of Incorporation or elected by the incorporator, shall be elected for a term of two (2) years. Directors shall be divided into two (2) classes (Class A and Class B) of as equal a number as possible. Directors shall be elected by the members at the annual meeting for staggered terms of two (2) years, with a class of Directors being elected each year. The first class of Directors (Class A) shall be elected to a two-year (2-year) term at the first annual meeting following the adoption of these Bylaws, and the second class

of Directors (Class B) shall be elected to a two-year (2-year) term at the second annual meeting following the adoption of these Bylaws.

- b. Election by Members. Directors shall be elected by a majority of all votes cast. Votes may be cast electronically, by mail, by fax, or in person at the annual meeting. Each member may vote once for each Director's position to be filled at the election.

Section 3.05 Resignation and Removal: Resignations are effective upon receipt by the Secretary (or receipt by the Chair or other Officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Directors may be removed, on good cause, by two-thirds (2/3) vote of the remaining Directors.

Section 3.06 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by majority vote of the Board. If the Directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by the affirmative vote of the majority of the Directors remaining in office. A Director elected to fill a vacancy shall be elected for the remainder of the unexpired term of his/her or their predecessor and shall hold office until his/her or their successor is elected and qualified. A vacancy that will occur at a specific later date, by reason of resignation effective at a later date or otherwise, may be filled before the vacancy occurs but the new Director shall not take office until the vacancy occurs.

Section 3.07 Meetings: The Board shall hold at least four (4) regular meetings annually, one of which shall be designated as the Annual Meeting. The Chair shall determine the date and time of each meeting of the Board. Notice of regular meetings shall be provided at least five (5) days in advance, except that the Chair may set a schedule for meetings at the beginning of each one-year (or shorter) period, and notice of that schedule shall be sufficient notice of all regularly scheduled meeting for that period.

Special meetings may be called by the Chair or by any three (3) Directors. The notice of a special meeting must precede the meeting by at least two (2) days. Notice of any Board meeting shall be communicated in person or by delivery. Notice shall be effective at the earliest of (1) when received; (2) when left at the recipient's residence or usual place of business; (3) five days after deposit in the US mail or with a commercial delivery service; (4) on the date shown on a return receipt; or (5) if sent electronically to an address provided by the Director for the purpose, when it enters the information processing system designated for receipt of electronic communications.

The Chair shall preside at all meetings of the Board.

Section 3.08 Waivers of Notice: Whenever notice is required to be given to any Director under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The waiver must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records. A Director's presence at a meeting, in person or by teleconference, waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 3.09 Quorum and Voting: Unless a greater proportion is required by law, a quorum shall consist of a majority of the total number of Board members in office. Unless otherwise stated in these Bylaws or required by law, all actions shall be by majority vote of those present at a meeting at which a quorum is present.

Section 3.10 Emergency powers: In the event of an emergency, the Board of Directors may:

- a. Modify lines of succession to accommodate the incapacity of any Director, Officer, employee, or agent; and
- b. Relocate the principal office, designate alternative principal offices or regional offices, or authorize the Officers to do so.

An emergency exists for purposes of this section if a quorum of the Directors cannot readily be assembled because of some catastrophic event.

Section 3.11 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board or of any committee may be taken without a meeting if all of the members of the Board or committee consent in writing to the specific action and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this section is effective when the last Director signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 3.12 Meeting by Electronic Means: Any or all members of the Board may participate in a meeting by communications technology, so long as members of the Board participating in the meeting can hear one another simultaneously, and such participation shall constitute presence in person at the meeting.

Section 3.13 Inspection: Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of this corporation to the extent reasonably related to the performance of the Director's duties as a Director.

Section 3.14 Compensation of Directors: Directors shall not be compensated for serving on the Board, but the Corporation may reimburse Directors for documented reasonable expenses incurred in the performance of their duties to the Corporation. In addition, Directors who also serve as employees of the Corporation may be compensated for their service as employees.

ARTICLE IV COMMITTEES

Section 4.01 Composition: Those committees which exercise the authority of the Board (“Board committees”) shall consist only of Directors and include at least two (2) individuals. The creation and appointment of Directors to Board committees shall be approved by the affirmative vote of a majority of all Directors in office when the action is taken.

Those committees (“Advisory Committees”) that do not have or exercise the authority of the Board shall consist of at least two (2) individuals, who need not all be Directors. The Chair shall appoint with the advice and consent of the Executive Committee such Advisory Committees as are deemed necessary.

All Directors shall serve on at least one (1) committee.

Section 4.02 Procedures and Authority: For Board committees, the Board may make provisions for appointment of the committee chair, establish procedures to govern committee activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, and/or activities of the Corporation. Notwithstanding the foregoing, the sections in Article III of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board apply to committees and their members as well. The Executive Committee shall establish procedures to govern Advisory Committee activities or may delegate such authority to the Chair or the Advisory Committee.

Section 4.03 Executive Committee: There shall be an Executive Committee which shall be a Board committee under Section 4.01. The Executive Committee shall consist of the Chair, the Vice Chair, the Secretary and the Treasurer. The Executive Committee shall have and may exercise the full authority of the Board of Directors between meetings of the Board, except that the Executive Committee shall not have the power to approve a dissolution or merger, or the sale or of all or substantially all of the Corporation’s assets; appoint or remove Directors; appoint and remove members of committees; authorize distributions; amend the Articles of Incorporation or these Bylaws.

Section 4.04 Nominating Committee: There shall be a Nominating Committee which shall be an Advisory Committee under Section 4.01. The Nominating Committee shall

consist of not less than five (5) members: three (3) Directors and two (2) general members, to be appointed by the Chair. The Nominating Committee shall seek input from members to select a slate of nominees to fill the positions of Directors whose terms are expiring, to be presented at the annual meeting. The Nominating Committee shall be responsible for ensuring that the slate selected meets the requirements for Directors as described in Section 3.03 of these Bylaws, and shall consider diversity, in its many forms, in selection of the slate. Whenever possible, nominees shall be selected to ensure a geographical balance.

ARTICLE V ELECTRONIC MAIL

Section 5.01 Action by Electronic Mail: Any requirement in these Bylaws of writing or that something be in written form may be met by any form of information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

ARTICLE VI OFFICERS

Section 6.01 Officers: The Officers of the Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer and such other Officers as the Board may designate. No individual may hold more than one (1) office concurrently.

Section 6.02 Election of Officers; Terms of Office: Officers (other than the initial Officers) shall be elected by the Board of Directors at the first meeting of the Board following each election of Directors. Officers shall serve one-year (1-year) terms. Officers may succeed themselves.

Section 6.03 Powers and Duties of Officers: Subject to the control of the Board of Directors, all Officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board. An Officer shall discharge his/her or their duties in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the Officer reasonably believes to be in the best interests of the Corporation.

- a. Chair: The Chair shall determine the dates and times of and preside at all meetings of the Board of Directors and all meetings of the members. The Chair shall appoint with the advice and consent of the Executive Committee such Advisory Committees as are deemed necessary. The Chair may sign with the Secretary or other Officer any instruments which the Board has authorized to be executed. In general, the Chair shall perform all duties incident to the office of chief executive officer of the corporation (unless such duties shall be reserved by the Board for itself or assigned by it to some other Officer) and

such other duties as are assigned to him/her or them by the Board from time to time.

- b. Vice Chair: The Vice Chair shall perform such duties as may be assigned by the Chair or the Board, and in the temporary absence of the Chair shall preside over the meeting of the Board and of any meeting of the members and shall fulfill other responsibilities of Chair.
- c. Treasurer: The Treasurer shall be responsible for all funds and securities of the Corporation; shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation; and shall deposit or cause to be deposited all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The duties of the Treasurer shall include collection of membership dues and overseeing the maintenance of membership records. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He/She or They shall at all reasonable times exhibit the books and accounts to any Officer or Director of the Corporation and shall perform or delegate and supervise the performance of all other duties traditionally incident to the office of treasurer, subject to the supervision of the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his/her or their duties as the Board may require, for which the Treasurer shall be reimbursed. The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- d. Secretary: The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and the Secretary shall have the authority to affix the same to any instruments requiring it; and when so affixed, it may be attested to by his/her or their signature. The Board of Directors may give general authority to any Officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her or their signature.

Section 6.04 Resignation: Resignations are effective upon receipt by the Secretary (or receipt by the Chair or other Officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

Section 6.05 Removal: One or more Officers may be removed by the Board at a meeting called for that purpose, with or without cause.

Section 6.06 Vacancies and Temporary Absences: In the event of a vacancy in an office existing by reason of resignation, death, incapacity, or removal before the expiration of a term, the Chair shall appoint a member Board to fill the vacancy for the remainder of the unexpired term. In the event of a temporary absence or inability of any Officer to perform the prescribed duties, the Chair shall appoint a member of the Board to serve in the office on a temporary basis or until the next annual meeting.

ARTICLE VII INDEMNIFICATION

Section 7.01 Indemnification: Any person who was or is a Director or Officer of the Corporation or who, while a Director or Officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another entity, shall to the fullest extent permitted by law be indemnified by the Corporation against all liabilities and expenses reasonably incurred by him/her or them arising out of or in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action pursuant to D.C. Code Title 29, Chapter 4, Subchapter VI, Part E.

Section 7.02 Contractual Rights of Other Persons: Nothing contained in this Article VII shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 7.03 Limitation of Liability: A Director shall not be liable to the Corporation for any money damages for any action taken, or any failure to take action, as a Director, except for liability for:

- a. Receipt of a financial benefit to which the Director is not entitled;
- b. An intentional infliction of harm;
- c. A violation of section 29-406.33 of the D.C. Code; or
- d. An intentional violation of criminal law.

Section 7.04 Insurance: The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provisions of this Article VII; provided, however, that the Corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the Corporation where such indemnification would be prohibited by law.

ARTICLE VIII
FINANCIAL ADMINISTRATION

- Section 8.01 Fiscal Year: The fiscal year of the Corporation shall be July 1 to June 30 but may be changed by resolution of the Board.
- Section 8.02 Checks, Drafts, and Contracts: The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.
- Section 8.03 Annual Financial Statements: Complete financial statements shall be presented to and reviewed by the Board after the close of each fiscal year.

ARTICLE IX
CONFLICT OF INTEREST POLICY

- Section 9.01 Conflict of Interest Policy: The Board shall by resolution adopt a conflict of interest policy applicable to Officers, Directors, members of committees of the Board, and employees that shall (i) define conflicts of interest (including competing financial interests or fiduciary duties); (ii) require that conflicts be disclosed; and (iii) require that the conflicted person be recused from any decision-making with regard to the matter. This policy shall be attached as an exhibit to these Bylaws and shall be annually distributed to all Officers, Directors, and members of committees of the Board.
- Section 9.02 Annual Distribution, Acknowledgment and Disclosure. This conflict of interest policy shall be distributed annually to all Directors, Officers, members of Board committees. All covered individuals shall sign an annual acknowledgment that they have received a copy of this policy, understand it, and agree to abide by its terms.

ARTICLE X
COMPENSATION AND BUSINESS RELATIONSHIPS POLICY

- Section 10.01 Compensation Policy: In establishing appropriate compensation levels, whether as employees or under contractual arrangements, for an individual who is a Director, Officer, member of a committee with Board-delegated powers, or anyone else exercising substantial influence over the Corporation, the Board or committee shall: (i) recuse and exclude any persons who receive directly or indirectly a substantial portion of their income from the Corporation; (ii) rely on appropriate comparative data, including comparable agreements in similar organizations; compensation levels for similar positions in both exempt and taxable organizations; and regional economic data; (iii) document the bases upon which the Board (or committee) relies for its compensation determinations; and (iv) record the names of the persons who were present for discussions and votes

relating to the compensation and tallies of any votes taken during consideration of the compensation.

Section 10.02 Compensation Committee: The Board, may, if it chooses, establish a compensation committee as provided in Section 4.01 to set appropriate levels of compensation. A compensation committee shall consist solely of disinterested persons with respect to the transaction in question and shall follow the above outlined procedures.

ARTICLE XI RECORDS

Section 11.01 Recordkeeping: The Secretary or his/her or their designee shall keep or cause to be kept adequate minutes of all Board meetings and all meetings of committees with Board-delegated powers that shall, at a minimum, contain (i) in general, the names of those in attendance, any resolutions passed, and the outcomes of any votes taken; (ii) with regard to potential conflicts of interest, the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings. The Corporation shall maintain and keep as permanent records the following documents: minutes of all meetings of the Board; a record of all actions taken by the Directors without a meeting; a record of all actions taken by committees of the Board on behalf of the Corporation; and appropriate accounting records.

ARTICLE XII AMENDMENTS

Section 12.01 Amendments to Bylaws: These Bylaws may be amended either:

- a. by a majority vote of the members voting, whether in person at any duly called annual or special membership meeting and/or by those by members who cast votes electronically, by mail and by fax within a specified time period connected to such meeting. Copies of the proposed changes to these Bylaws must be sent to the members not less than thirty (30) days prior to the date of the meeting at which they will be considered; or
- b. by two-thirds (2/3) of the Directors then in office at any duly called regular or special meeting of the Board. Copies of the proposed changes to these Bylaws must be sent to all members not less than thirty (30) days prior to the date of the Board meeting at which they will be considered.

Section 12.02 Amendments to Articles: The Articles of Incorporation may be altered or amended, or new Articles adopted, in the manner set forth in Title 29, Chapter 4, Subchapter VIII, Part A of the D.C. Code.

Certification of Adoption

The undersigned, Secretary of the Corporation, hereby certifies that these Bylaws were duly adopted as the Bylaws of the Corporation by the Board of Directors on May 24, 2022.

 _____ Heather Armstrong, Secretary	<u>May 24, 2022</u> Date
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Amendments:

June 26, 2024