

State of New York
By-laws of the ~~Life-Care~~ Continuing Care Retirement Community Council

I. **Officers**

The officers of the Council shall be a Chairperson, and a Vice-Chairperson. The Chairperson shall be the Commissioner of Health or his/her designee. The Vice-Chairperson shall be elected by the Council at the annual meeting and shall serve for one year or until his or her successor has been elected.

The Council may elect one of its members to preside during the absence of the Chairperson and Vice-Chairperson from any meeting.

II. **Duties**

The officers of the Council shall perform the duties ordinarily associated with their respective offices.

The Chairperson shall have the responsibility for the general supervision of the work of the Council. He or she shall have the power, unless otherwise provided for by the Council, to represent the Council before the Governor, committees of the Legislature, or other public authorities. He/She may request any member(s) of the Council to appear with him/her or to appear in his/her stead.

The Vice-Chairperson, in the absence or disability of the Chairperson, shall perform the duties of the Chairperson.

III. **Code of Ethics**

Members shall comply with section 74 (Code of Ethics) of the Public Officers Law.

No member of the Council should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties as a Council member. Members should exercise their duties and responsibilities as Council members in the public interest of the inhabitants of the State, regardless of their affiliation with, or relationship to, any ~~life-care~~ continuing care retirement community, facility, agency or program, category of provider, or interest group. The principles which should guide the conduct of Council members include, but are not limited to, the following:

1. A Council member should endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be

engaged in acts that are in violation of his or her trust as a Council member.

2. No Council member should permit his or her employment to impair his or her independence of judgment in the exercise of his or her duties as a Council member.
3. No Council member should disclose confidential information acquired by him or her in the course of his or her duties as a Council member or by reason of his or her position as a Council member, nor use such information to further his or her personal interests.
4. No Council member should use, or attempt to use, his or her position as a Council member to secure unwarranted privileges or exemptions for himself or herself or others.
5. No Council member should engage in any transaction as a representative or agent of the State with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his or her duties as a Council member.
6. A Council member should refrain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by him or her as a Council member or which will otherwise create substantial conflict between his or her duty as a Council member to act in the public interest and his or her private interest.

IV. Conflicts of Interest

A.) Annual Statement. Prior to the annual meeting of the Council, each member shall submit to the Chairperson a written statement in form provided to him or her identifying each Article 46 of the Public Health Law continuing care retirement life-care community, and each facility, agency or program governed by Articles 28 and 36 of the Public Health Law or Article 7 of the Social Services Law, in which he or she or a member of his or her family has an interest, financial or otherwise, whether as owner, officer, director, fiduciary employee, consultant or supplier of goods or services. For purposes of this Article, "family" shall include a spouse, children under 21 years of age, and any other relative living in the member's household. Prior to the annual meeting, the Chairperson shall distribute to each member a copy of the annual statement submitted by all other members.

B.) Pending Applications. This section applies both to activities of the full Council and activities of the committees of the Council.

1. **Absolute Disqualifications.** When a member or his or her family has an interest, financial or otherwise, whether as owner, officer, director, fiduciary employee, consultant or supplier of goods or services regarding a continuing care retirement life-care community, whose application under Article 46 of the Public Health Law is before the Council or a committee of the Council for consideration or determination, that member shall (i) identify such interest to the Council or committee at any meeting when the application is to be considered, (ii) absent himself, or herself from any portion of any meeting when such application is considered, and (iii) not participate in any vote of the Council or committee on that application. The same protocol shall be adhered to in the event that any such application has a component which is governed by Article 28 or 36 of the Public Health Law or Article 7 of the Social Services Law and a Council member, or his or her family has an interest in any such component of a community.
2. **Disclosure and Possible Disqualification.** When a member of his or her family has (i) any of the above noted interests in a continuing care retirement life-care community, governed by Article 46 of the Public Health Law, or an agency or program component of such a community which is governed by Articles 28 or 36 of the Public Health Law or Article 7 of the Social Services Law, the status of which might reasonably be affected by another continuing care retirement life-care community, the application of which is before the Council, or a committee of the Council, and which serves, or is proposed to serve, the same community or service area as does the continuing care retirement life-care community, facility, agency or program in which the member or his or her family has an interest, (ii) any other interest or association which might reasonably be construed as tending to embarrass the Council or elicit public suspicion that he or she might be engaged in acts in violation of his or her trust as a Council member, he or she shall, at the time of formal consideration of such application by the Council or committee, disclose such interest or association so that the Chairperson and, if necessary, the Council or committee can then determine whether his or her participation in the discussion of such application or the vote of the Council or committee thereon would be proper.
3. **Procedure.** After a motion is made concerning an application and prior to discussion or vote, and at the request of the Chairperson, the Council members shall disclose all actual or potential conflicts and, when appropriate, explain the conflicts. In the case of conflicts constituting Absolute Disqualification, the members with such conflicts shall immediately leave the meeting and remain absent during the period when the application is under consideration. In the case of conflicts constituting Possible Disqualification, the Chairperson shall rule upon such conflicts subject to appeal by motion by any Council member to the Council or

committee which may override the Chairperson's decision by the affirmative vote of a majority of those present, excluding those members who are the subject of the vote.

C.) Pending Regulations and Policy Matters – Committees.

1. **Disclosure at Committee Meetings.** When a member of a committee of the Council or his or her family has any of the interests noted in section (A.) of this Article in a ~~continuing care retirement life care~~ community, governed by Article 46 of the Public Health Law, or a facility, agency or program governed by Articles 28 or 36 of the Public Health Law or Article 7 of the Social Services Law, or in any other community, facility, program or activity, the status of which might reasonably be affected by a regulation or policy matter which is before the committee, or when a member has an interest or association which might reasonably be construed as tending to embarrass the Council or committee or elicit public suspicion that he or she might be engaged in acts in violation of his or her trust, he or she shall, at the time of formal consideration of such regulation or policy matter by the committee, disclose such interest or association to the committee so that the committee is fully aware of such member's interest or association. A committee member who discloses such interest or association may, but shall not be required to, abstain from participation in the discussion of or vote on such regulation or policy matter at the committee meeting.

2. **Disclosure at Council Meetings.** When the Chairperson of any committee which considered a regulation or policy matter reports the committee's deliberations and recommendations to the Council, the committee Chairperson shall indicate in the report all interests or associations disclosed by committee members and state how such members voted with respect to the committee's recommendations. A committee member who disclosed such interest or association may, but shall not be required to, abstain from participation in the discussion of or vote on such regulation or policy matter at the Council meeting.

V. Meetings of the Council

~~Council meetings shall be held at least four times per year.~~ The Council shall meet as often as deemed necessary. The Council or Chairperson may request additional meetings as necessary. ~~The annual meeting shall be in January.~~

~~Additional m~~ Meetings may be called by the Chairperson, at his or her discretion, or on the request of two members, and shall be called by the Chairperson upon the written request of three members. The Chairperson

shall notify the Council members at least one week in advance of any meeting other than a regularly scheduled meeting.

The Chairperson shall notify each member of all meetings of the Council by forwarding an agenda to his or her usual address not less than five calendar days before the meeting.

Council members are expected to attend all meetings of the Life-Continuing Care Retirement Care Community Council. In the event that a Council member is unable to attend a meeting, he or she shall give the Chairperson at least a 24 hour prior notice, except in emergency situations in which notice shall be provided as soon as it is practicable.

Each Council member or designee may send an alternate as their representative. However, this representative shall not be counted in the establishment of a quorum and shall not be able to cast any votes, should a vote be required on any issues being considered.

A majority (6 members) of the full Life-Care-Continuing Care Retirement Community Council (11members) shall constitute a quorum, and all matters requiring action shall be passed by a vote of not less than six votes. (Each abstention shall be counted as a vote for the purpose of establishing a quorum.) All meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised, and a record of each vote shall be maintained. Members present at a meeting shall be recorded as voting with the majority unless a member specifically requests that he or she be counted as voting with the minority, or abstaining. The normal method of voting shall be by voice. If the Chairperson or any other member expresses a doubt about the outcome of a voice vote, such member may require that the vote be verified. To verify a vote, the vote shall be retaken by a show of hands or by rising. On the request of any member, the aye and no votes shall be counted, abstentions noted, and entered in the Minutes. On the request of any member of the Council, a roll call vote on any question shall be taken by ayes and noes, abstentions noted, and a record of how each member voted entered in the Minutes.

Meetings of the Council shall be noticed and conducted in accordance with the requirements of Article 7 (Open Meetings Law) of the Public Officers Law. Such meetings shall be open to the public except when otherwise provided by law. Guidelines for observers shall be adopted by the Council.

VI. Committees

The Council may, at any time, provide for the appointment of a committee on any subject. All such committees shall be considered discharged at the next

annual meeting following their appointment, unless the Council shall determine otherwise or shall move to continue them.

Each standing committee shall consist of one or more members of the Council and may include non-Council members. The Chairperson of the Council shall appoint all standing committees and designate their Chairpersons. Duties of standing committees shall be prescribed by the Chairperson with approval by a majority of Council members.

A majority of the members appointed to serve on a committee shall constitute a quorum and all matters requiring action or a formal committee recommendation shall be passed by a vote of a majority of the members appointed to serve on the committee.

VII. Office of the Council

The official Headquarters of the Council, at which the official copy of its minutes, records, documents, and other papers shall be kept, shall be within the Department of Health's ~~Division of Alternative Long Term Care Systems~~ Bureau of Nursing Home Licensure and Certification.

The Chairperson shall be responsible for the safekeeping of all minutes, papers, records, documents, correspondence, and other things belonging to the Council. Every member of the Council shall have access at all times, during the ordinary business hours of the Department of Health, to all such minutes, papers, records, documents, correspondence, and other things belonging to the Council.

A copy of the minutes of each meeting of the Council shall be forwarded to each member of the Council as soon as practicable after the meeting. An official transcript from Council meetings webcast under Open Meetings Law may be used as minutes for Council meetings and adopted as such.

VIII. Amendment of Bylaws

These Bylaws may be amended by the affirmative vote of a majority of the members of the full Council at any meeting provided that notice of the proposed amendment has been given at a prior meeting and that a copy of the proposed amendment has been sent by the Chairperson to each member of the Council at least five calendar days prior to the vote.