

BY-LAWS of the PERSONAL CARE ATTENDANT QUALITY HOME CARE WORKFORCE COUNCIL

ENABLING ACT

The Personal Care Attendant Quality Home Care Workforce Council (the “PCA Workforce Council”) is created by and exercises its powers and responsibilities in accordance with Massachusetts Law, including the provisions of Chapter 118E, §§ 70 to 75 of the Massachusetts General Laws (“M.G.L.”), as added by Chapter 268 of the Acts of 2006 (the “Enabling Act”). The purpose of the PCA Workforce Council is to insure the quality of long-term, in-home, personal care by recruiting, training and stabilizing the work force of personal care attendants. In the performance of its duties, as specified in Chapter 118E, § 73.(a), the PCA Workforce Council shall recognize the rights of consumers to select, hire, schedule, train, direct, supervise, and terminate any personal care attendant providing services to them. As specified in Chapter 118E, § 75, the PCA Workforce Council shall file a performance review report with the Governor and the Legislature every two years.

ARTICLE I (M.G.L. Chapter 118E, see §§ 71 and 74)

1.1 Membership of the PCA Workforce Council

The PCA Workforce Council shall consist of nine members whose appointments, terms, and qualifications shall be governed by the provisions of Chapter 118E, § 71. Any appointed member may resign by sending a written letter of resignation to the Chairperson and his/her appointing authority. A resignation shall be effective upon acceptance.

In the event of a vacancy among the appointed members of the PCA Workforce Council, the Chairperson shall promptly notify the appointing authority, who shall appoint a replacement.

All members of the PCA Workforce Council shall perform their duties diligently, including attending meetings, and keeping themselves informed about matters relating to the PCA Workforce Council. If an appointed member fails to attend three successive meetings without notifying the Chairperson as to the reason for the absences, the Chairperson, at her/his discretion, may notify that member’s appointing authority regarding the absences.

Members of the PCA Workforce Council shall serve without compensation. Members shall be reimbursed for their actual expenses necessarily incurred in the performance of their Council duties to include transportation costs to and from Council meetings, subject to appropriation and pursuant to reimbursement policies approved by the PCA Workforce Council.

1.2 Chairperson

The Secretary of Health and Human Services, or his/her designee, shall serve as Chairperson of the PCA Workforce Council. The Chairperson shall have the powers and duties as are commonly incident to the office, powers and duties as may be imposed by law, or powers and duties as the PCA Workforce Council may from time to time delegate by vote. The Chairperson shall establish the agenda for all meetings of the PCA Workforce Council, shall preside over all meetings of the PCA Workforce Council, and shall have other powers and duties as the members of the PCA Workforce Council shall determine.

1.3 Vice Chairperson

When appropriate, the members of the Council shall annually elect one of its members to serve as Vice Chairperson for a one-year term. The Vice Chairperson shall perform the duties of Chairperson in the

absence or incapacity of the Chairperson, unless there is another individual designated to perform the functions of the Chairperson. In the absence or incapacity of the Vice Chairperson, or in the case of his/her resignation or death, the members shall elect a new Vice Chairperson, who shall serve the remainder of the Vice Chairperson's one-year term. A member serving as Vice Chairperson may be removed from his/ her capacity as Vice Chairperson by a vote of the members of the Council, with or without cause. The Vice Chairperson may resign by sending a written letter of resignation to the Chairperson.

1.4 Other Officers and Duties

The PCA Workforce Council may appoint other officers that are necessary to the functioning of the PCA Workforce Council. Any officer who may be appointed by the PCA Workforce Council shall each have the powers and duties as are commonly incident to his/her office, the powers and duties as may be imposed by law, or the powers and duties as the PCA Workforce Council may from time to time delegate by vote. Any officer appointed by the PCA Workforce Council may be removed from his/her capacity as an officer by a vote of the members of the PCA Workforce Council, with or without cause. Any officer appointed by the PCA Workforce Council may resign by sending a written letter of resignation to the Chairperson.

ARTICLE II (M.G.L. Chapter 118E, see §§ 71 and 74; G.L. c. 30A, §§ 20 to 25, the "Open Meeting Law")

2.1 Regular Meetings

Regular meetings of the PCA Workforce Council for the transaction of any lawful business of the PCA Workforce Council shall be held with such frequency as the Chairperson and the PCA Workforce Council may determine, but at least once each calendar quarter. The Council shall annually establish its meeting schedule for the year.

2.2 Annual Meeting

An Annual Meeting of the PCA Workforce Council shall be held in or around the month of June in each year for all purposes, including the election of any officers, review and reauthorization of all committees, subcommittees and technical advisory committees, and review of Open Meeting and Conflict of Interest laws. The Annual Meeting can be combined with a regular meeting of the PCA Workforce Council.

2.3 Notice

The notice of a regular or annual meeting shall describe in broad terms the business to be conducted at the meeting. At least two business days before the time of the meeting, the Chairperson, or the Chairperson's designee, shall provide notice of the time and place of each meeting to each member of the PCA Workforce Council, and shall also provide each member with a copy of the agenda and any documents that are related to an agenda item scheduled for a vote. If a subcommittee of the PCA Workforce Council would like to have the Council consider an issue, the subcommittee shall provide the Chairperson, or the Chairperson's designee, with written notice of its request, accompanied by any documents that it would like the PCA Workforce Council to consider, at least three business days before the meeting.

In emergency circumstances, less than two business days' notice may be given by such means as will reasonably inform members of the time, place, and subject of the meeting. Notice of all meetings shall be given by mail, facsimile, electronic mail, telephone, or hand delivery or other delivery in writing to each member at their last known business or residential address, or by handing the member a written notice. Whenever any notice is required, a waiver of notice in writing, signed by the person entitled to

the notice, whether before or after the time of event noticed, shall be deemed equivalent to timely and effective notice and shall be retained with the records of the meeting.

Public notice of meetings shall be given by the Chairperson, or the Chairperson's designee, in accordance with the provisions of the Open Meeting Law.

2.4 Special Meetings

Special meetings of the PCA Workforce Council may be held at any time and at any place within the Commonwealth when called by the Chairperson for the purpose of transacting any business. In the event that the Chairperson fails or refuses to call a special meeting, five members of the PCA Workforce Council may call a meeting by submitting a written request to the Chairperson. The Chairperson shall schedule the special meeting within three business days of receipt of the written request, and the meeting shall be held within ten business days of receipt of the written request. Reasonable notice of any special meeting shall be given to each member of the PCA Workforce Council by the Chairperson, or the Chairperson's designee. Notice shall be deemed sufficient if sent by mail, facsimile, electronic mail, telephone, or hand delivery at least three business days before the time fixed for the meeting. Notice of a special meeting shall include a general summary of the business expected to come before the meeting. At such special meeting, no business shall be considered other than as designated in the notice, but if all members either are present at the special meeting or have signed a waiver of notice and consent to the consideration of other business at the special meeting, any and all business may be transacted at the special meeting.

2.5 Transaction of Business

Except as otherwise provided in these By-laws, at any meeting the PCA Workforce Council may consider and act upon any business described in the notice of the meeting and any additional business if no member present objects to such consideration or action prior to adjournment.

2.6 Conduct of Meetings

Meetings of the PCA Workforce Council shall be conducted in accordance with the Open Meeting Law. Meetings shall be open to the public, except as otherwise provided in the Open Meeting Law.

2.7 Quorum

Five members of the PCA Workforce Council shall constitute a quorum. No vacancy in the membership of the PCA Workforce Council shall impair the right of a quorum to exercise all the rights and duties of the PCA Workforce Council. In the absence of a quorum, the Chairperson may recess a meeting to some other time or until a quorum is obtained. The affirmative vote of a majority of the members of the PCA Workforce Council participating at a meeting shall be necessary and sufficient for any action to be taken by the PCA Workforce Council.

2.8 Participation by Telephone or Telecommunications Device

If a quorum of the members of the PCA Workforce Council is physically present at a meeting of the PCA Workforce Council, one or more other members may participate by means of a conference telephone or similar communications equipment so that all persons participating in or attending the meeting can speak to and hear each other. Such remote participation shall be in compliance with the Open Meeting Law. Any Council member participating remotely in a meeting of the PCA Workforce Council shall still be entitled to vote at that meeting.

ARTICLE III (M.G.L. Chapter 118E, see § 74)

3.1 Contracts

The PCA Workforce Council may make and execute contracts and all other instruments necessary or convenient for the performance of its duties or exercise of its powers, including contracts with public and private agencies, organizations, corporations and individuals to pay them for services rendered or furnished.

Except as otherwise provided by law or by vote of the PCA Workforce Council, any contracts or other written instruments or documents may be signed, acknowledged, and delivered, in the name of and on behalf of the PCA Workforce Council, by the Chairperson or other individual designated by the Workforce Council, as approved or ratified by the Workforce Council.

3.2 Subcommittees and Technical Advisory Committees

The PCA Workforce Council, or the Chairperson, may create and define the duties of standing and temporary subcommittees and technical advisory committees for any purpose as may be necessary to the functioning of the PCA Workforce Council (“subcommittees”). The Chairperson shall appoint the members of any such subcommittees from among the members of the PCA Workforce Council, and may also appoint individuals who are not members of the Council. The PCA Workforce Council may elect, or the Chairperson may appoint, a chairperson from among the members of that subcommittee. Subcommittees shall report regularly on their activities to the members of the PCA Workforce Council. Any such subcommittees shall be advisory and shall make recommendations to the PCA Workforce Council. These subcommittees shall have all of the powers and duties as determined by the PCA Workforce Council. No action of a subcommittee shall in any way bind the PCA Workforce Council. The PCA Workforce Council or Chairperson as appropriate may disband any subcommittee at any time, with or without cause. Any subcommittee that the PCA Workforce Council creates shall comply with the provisions of the Open Meeting Law.

3.3 Office

The PCA Workforce Council may from time to time establish and maintain a principal office or offices at a place or places within the Commonwealth of Massachusetts as it determines to be necessary or convenient.

3.4 Books and Records

Except as may be otherwise required or permitted by vote of the PCA Workforce Council, or as the business of the PCA Workforce Council may from time to time require, all of the PCA Workforce Council’s books, documents, papers, and minutes shall be kept at its principal office. These documents shall be available at all reasonable times for inspection by any member of the PCA Workforce Council and as otherwise required by law.

3.5 Fiscal Year

The fiscal year of the PCA Workforce Council shall commence with the first day of July and end with the ensuing thirtieth day of June.

ARTICLE IV

4.1 Amendment

These By-laws may be amended, added to, altered, or repealed in whole or in part by the affirmative vote of at least five members of the PCA Workforce Council at any meeting of the PCA Workforce Council, provided that the notice to the members shall specify the subject matter of the proposed amendment or the Article or Articles of the By-laws to be affected.