

**BY-LAWS OF THE BOARD OF TRUSTEES**  
**OF THE VERMONT VETERANS HOME**

**ARTICLE I. NAME**

This Corporation shall be known as "THE VERMONT VETERANS' HOME".

**ARTICLE II. TRUSTEES**

SECTION 1. The Board of Trustees of the Vermont Veterans' Home shall consist of twenty-one trustees, at least fifteen of whom shall be honorably discharged veterans of the armed services of the United States, and at least one shall be elected from classified employees at the Home, in accordance with 20, V.S.A. § 1713 (2)(A)

SECTION 2. One third of the trustees shall be appointed by the Governor of the State of Vermont each year for terms of three years beginning February 1 and shall serve until their successors have been appointed and qualified. Should a Trustee miss two (2) consecutive regular meetings without a valid reason, the President shall meet with that individual to review his/her continued commitment to the Board. Board members who are consistently unable to attend meetings shall be asked by the President to increase their participation or consider resignation. If such a member continues to be unable to meet the obligations of board membership, the President, with the consent of the other elected officers, may recommend to the Governor that such member not be reappointed to the board.

SECTION 3. When a vacancy occurs on the Board, the President of the Board of Trustees will request that the Governor appoint a replacement trustee whose term of office shall be for the unexpired term.

SECTION 4. Trustees shall have the powers and duties as set forth in 20 V.S.A., Chapter 87, § 1714.

SECTION 5. The trustees shall be subject to such duties and liabilities and shall have the powers and privileges set forth in all general laws which are now or hereinafter may be in force applicable to the corporation so far as they are not inconsistent with 20 V.S.A., Chapter 87.

SECTION 6. The Director of the Vermont Office of Veterans Affairs shall serve as an ex officio Trustee, without voting rights.

**ARTICLE III. OFFICERS OF THE BOARD**

SECTION 1. The Board of Trustees of the Vermont Veterans' Home at its annual meeting shall elect from its members, by ballot, a President, a Vice President, and a Secretary. When there is only one candidate nominated for an office, voting by ballot may be dispensed with. Officers shall hold office for one year or until successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected. In the event of a vacancy, a successor shall be elected to complete the term, by a majority vote of the Board at its next meeting.

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SECTION 2. The President shall preside at all meetings of the Board. In the absence of the President, the Vice President shall preside. In the absence of the President and the Vice President, a President pro tem shall be chosen by those present. The President shall act as agent of the Home in the execution of all legal documents pertaining to the property of the Home, as authorized by the Board of Trustees as well as serving as chief spokesperson for the Board regarding any public utterances or announcements. In the absence of the President, the Vice President or another member authorized by the Board will be designated to perform this duty. As approved by the Board, the President, or designee, is authorized to represent the Home at regional or national meetings or events.

SECTION 3. The Secretary shall keep a full and accurate record of all transactions at every meeting of the Board, and shall perform such other duties as usually pertain to the office of the Secretary. When the Secretary is absent, a Secretary pro tem shall be appointed by the Board President.

SECTION 4. Any vacancy in any office shall be filled by vote of the Board at any meeting noticed for the purpose.

SECTION 5. The President will report to the Governor at least once annually on all matters concerning the Board and the Home. Further, the President will file annual audited financial statements with the Commissioner of Finance and Management.

**ARTICLE IV. STAFF OF THE HOME**

SECTION 1. The Board of Trustees shall recommend for appointment by the Governor a licensed nursing home Administrator to serve as Chief Executive Officer of the Home.

(a) It is preferred, although not a requirement, that the Chief Executive Officer and Deputy (Chief Operating Officer) shall be veterans of the United States Armed Forces and have received an honorable discharge.

(b) It is preferred, although not a requirement, that the Chief Operating Officer shall be a licensed nursing home administrator or eligible for licensure.

SECTION 2. The Chief Executive Officer shall perform the duties set forth in 20 V.S.A., Chapter 87, § 1716. The Chief Executive Officer, the Chief Operating Officer, the Chief Executive Officer's Secretary, the Marketing and Admissions Coordinator, the Financial Director, the Environmental Services Manager, and the Nursing Services Director shall be exempt from the State's classified service, as provided in 20 V.S.A §1714(4) and §1716(4). No member of the staff shall be a member of the Board of Trustees, except the elected employee representative, as authorized in 20 V.S.A. §1713 (2) (A).

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SECTION 3.

(a) The Chief Executive Officer shall prepare all policies subject to the approval of the Board of Trustees.

(b) The Chief Executive Officer, or Chief Operating Officer, as directed by the Board, shall be the Treasurer to collect all monies due and payable to the Home and to transfer same to the Treasurer of the State of Vermont as received; also shall receive, have charge of and hold all monies and valuables for the members of the Home if so requested by them. Any special funds for the use of the members of the Home, or for the betterment of the Home, shall be under the supervision of the Treasurer subject to the approval of the Board of Trustees.

(c) The Chief Executive Officer shall be subject to an initial performance evaluation at the end of a six (6) month probationary period, followed by performance evaluations on an annual basis.

(d) The Chief Executive Officer is appointed for an indefinite term and shall be subject to removal, after consultation with the Governor, upon a majority vote of the Board.

SECTION 4.

(a) The Chief Operating Officer and Secretary shall assist the Chief Executive Officer as directed.

(b) In the absence of the Chief Executive Officer, the Chief Operating Officer shall assume the duties of the Chief Executive Officer.

(c) The Chief Operating Officer, the Secretary, the Marketing and Admissions Coordinator, the Financial Director, the Environmental Services Manager, and the Nursing Services Director, shall be appointed by the Administrator, subject to approval of the Board, and shall be subject to an initial performance evaluation at the end of a six (6) month probationary period, followed by performance evaluations on an annual basis.

(d) Should the Chief Operating Officer, the Secretary, the Marketing and Admissions Coordinator, the Financial Director, the Environmental Services Manager, or the Nursing Services Director, not perform the duties of their respective job, to the satisfaction of the Chief Executive Officer, the incumbent individual may be dismissed by the Chief Executive Officer, subject to approval upon a majority vote of the Board.

(e) Should the Chief Operating Officer, when performing duties as Acting Chief Executive Officer, not perform to the satisfaction of the Board, the Chief Operating Officer may be dismissed upon a majority vote of the Board.

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SECTION 5. The Medical Director shall be a qualified physician licensed to practice in the State of Vermont who shall be responsible for the overall coordination of the medical care in the facility to ensure the appropriateness of the medical services provided to the members and patients.

SECTION 6. The Nursing Services Director shall be a qualified Vermont-licensed registered nurse who will be responsible for the overall nursing care rendered to all residents. The Nursing Services Director will be responsible for the day-to-day care of all residents and for overall supervision of all licensed nursing personnel. The Nursing Services Director reports to the Chief Executive Officer or, in the Chief Executive Officer's absence, to the Chief Operating Officer.

**ARTICLE V. COMMITTEES**

SECTION 1. The President annually shall appoint the following committees:

- (a) Buildings and Grounds Committee
- (b) Budget and Finance Committee
- (c) By-laws and Nominating Committee
- (d) Quality Assurance Committee
- (e) Strategic Planning Committee
- (f) Marketing and Outreach Committee
- (g) Executive Committee

Special Committees may be appointed from time to time by the President when circumstances require.

SECTION 2. The President and Vice President shall serve as member ex-officio on all committees with the exception of the Nominating Committee.

SECTION 3. Any vacancy may be filled by appointment by the President. The officers and the members of all committees shall hold office for one year or until their successors shall have been appointed. The President may change appointments at any time to serve the best interests of the Home.

**ARTICLE VI. DUTIES OF COMMITTEES**

SECTION 1. The Buildings and Grounds Committee shall act in an advisory capacity to the Board concerning facility needs, improvements, capital budget needs, and identification and prioritization of major maintenance requirements. The Committee will also oversee the Veterans Home cemetery and will provide representation to the facility Safety Committee. The Committee shall be responsible to oversee leases of facility property to outside entities.

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SECTION 2. The Budget and Finance Committee shall act in an advisory capacity to the Board regarding 20 V.S.A., Chapter 87, §1717 and, in concert with the Executive Committee, through its management of the following:

- (a) The Trust/Endowment Funds
- (b) The Trust/Donations Accounts Funds
- (c) The Residents' Fund
- (d) The Budget and Finance Committee will appoint from among its members an audit subcommittee to meet with members of the Executive committee and financial auditors in advance of audits, and to review post audit findings with the auditors in order to provide guidance to the Home's management to ensure that appropriate corrective actions are initiated based on the audit.

SECTION 3. The By-laws and Nominating Committee Chair shall be appointed by the President from among members of the Executive Committee, not otherwise excluded by Article V, Section 2, and will meet as needed. It shall review the By-laws periodically, but not less than every two years. The Committee shall be responsible to nominate members of the Board for positions of President, Vice President, Secretary, and two (2) Board Members for the Executive Committee at the Annual Meeting of the Board, or whenever there is a vacancy required to be filled under Article III, Section 4. The Committee shall oversee the election of the employee representative to the Board.

SECTION 4. The Quality Assurance Committee shall act in an advisory capacity to the Board and focus to establish oversight of activities that have the effect of improving the overall patient care and to adopt goals that will create a high rate of efficiency to implement services among the various departments.

The Committee also makes recommendations to the Board on policies relative to patient care and professional practices.

A sub-committee will hold a hearing at the Home, if requested by a resident, within fifteen days following that resident's discharge from the Home for violation of rules and regulations.

SECTION 5. The Strategic Planning Committee shall act in an advisory capacity to the Board and will prepare a strategic plan for the Board that will ensure the accomplishment of the Vision and Mission statements for the years to come. The plan will include inputs from management and staff, and will be reviewed annually in advance of the budget.

SECTION 6. The Outreach and Marketing Committee shall act in an advisory capacity to the Board and will manage a strategy to communicate with the local community and the Vermont Legislature with regard to any issues that may affect the Vermont Veterans' Home, and report to the Board of Trustees at each meeting.

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SECTION 7. The Executive Committee shall consist of the elected officers of the Board plus two members elected annually by the members of the Board. The Executive Committee shall meet at the call of the presiding officer of the Board, and shall advise the presiding officer as circumstances dictate. In time sensitive situations where action is required before the next meeting of the Board, the Executive Committee may take action on behalf of the Board. Any action taken shall be presented to the full Board for approval at its next special or regular scheduled meeting. The Executive Committee shall have authority to commit Board controlled funds up to Five Thousand Dollars (\$5,000.00).

The Executive Committee shall also review the budget before submission and report to the Board at the next regular meeting.

The Executive Committee shall also hear and review complaints of unprofessional conduct and malfeasance involving management staff of the Home and ensure that allegations are thoroughly investigated, and that both parties of any issue have the opportunity to be heard by the Board, before any action is voted upon.

**ARTICLE VII. MEETINGS OF THE BOARD OF TRUSTEES**

SECTION 1. The Annual Meeting of the Board of Trustees shall be held at the Home during the months of August, September or October at the call of the President and at such time as the President may direct.

SECTION 2. Regular meetings of the Board of Trustees shall be held at the Home at a minimum of four times per year, or otherwise at the call of the President. Committee meetings may be scheduled by the Committee Chair, or by the President, and will normally be held prior to any regular Board meeting, or as otherwise directed by the President. Meetings may be held via video conferencing with the authorization of the President as needed, and during infectious outbreaks to maintain compliance with group gatherings as outlined by the Centers for Disease Control, the Vermont Department of Health, the Centers for Medicare and Medicaid Services, or the Veterans Administration.

SECTION 3. Special Meetings may be held at any place at the call of the President or a majority of the Board. A written or printed notice shall be served on any member at least five full days before the time at which the meeting is called; and no business shall be transacted at such meetings except that specified in the call.

SECTION 4. Members shall not vote by proxy at any meeting.

SECTION 5. Eleven members shall constitute a quorum at all meetings provided, however, if there is a vacancy on the Board, the number of trustees constituting a quorum shall be one more than one-half the number of appointed trustees.

SECTION 6. Meetings shall be warned and conducted in accordance with 1 V.S.A., Chapter 5.

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**ARTICLE VIII. SALARIES**

SECTION 1. No member of the Board shall receive any salary for services in connection with duties as a member of the Board. Members of the Board who are not State employees shall be entitled to per diem and reimbursement for actual and necessary expenses incurred in connection with performing their duties pursuant to 32 V.S.A., §1010 and 20 V.S.A., Chapter 87, § 1713(d).

**ARTICLE IX. RECORDS, ETC.**

SECTION 1. All records (including electronic), expense accounts and papers belonging to the general management of the Home and business affairs of the Board shall be kept at the Home, or in accordance with Vermont Statutes as amended.

**ARTICLE X. ADMISSION ELIGIBILITY**

SECTION 1. No person, otherwise eligible, shall on the grounds of race, color, creed, sex, or national origin be excluded from participation in, be denied benefits of, or be subject to, discrimination under any program.

SECTION 2. Eligibility. Admission is open to eligible veterans of the Armed Forces of the United States, spouses of eligible veterans and Gold Star parents on the following conditions:

(a) Eligible Veterans. These are individuals who served their country in the military and were released and discharged under conditions other than dishonorable. They must have served at least 90 days unless they were discharged for reasons such medical, (discharged for an injury that occurred in the military or an injury that occurred before enlisting in the military which was aggravated by an injury in the line of duty), early out, or hardship case. Veterans who enlisted after September 7, 1980, or who entered active duty after October 16, 1981, must have served 24 continuous months or the full period for which they were called to active duty (whichever is less), in order to be eligible. The minimum duty requirement may not apply to veterans discharged for hardships, early out, or a disability incurred or aggravated in the line of duty.

Veterans determined by the US Veterans Administration to be eligible for VA hospitalization benefits are also eligible for admission.

(b) Spouses of veterans and Gold Star Parents: Up to 25% of beds at the Home may be allocated to spouses, widows or widowers of veterans who themselves would be eligible for admission, and to Gold Star Parents as outlined in federal regulations at 38 CFR 51.210(d) and defined as: “parents any of whose children died while serving in the Armed Forces”.

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(c) Armed Forces of the United States. For purposes of admission, the armed forces of the United States shall include the Army, Navy, Air Force, Marine Corps, Coast Guard, Space Force, and Merchant Marines members who had Federal service, and their related reserve and guard components, provided that the member served on active federal service for the periods set forth in paragraph (1) above. It may also include those serving in the Public Health Service, or the National Oceanic and Atmospheric Administration if called to national service to assist any of the armed forces during hostile wartime conflicts and are defined as veterans under federal rules or statutes allowing them eligible for benefits as a veteran under the Department of Veterans Affairs.

SECTION 3. Priority for Admission. In all cases, preference shall be given to eligible applicants whose service member was inducted, enlisted, or appointed from the State of Vermont, or who has become a permanent resident of the State of Vermont.

- (a) Veterans and spouses of veterans returning from a hospital stay or whose health and safety are in immediate danger if not admitted as soon as possible.
- (b) Wartime veterans
- (c) Non-wartime veterans
- (d) Spouses of veterans
- (e) Gold Star Parents

SECTION 4. Exceptions. Applicants otherwise qualified for admission will not be eligible if they have been discharged from a State or National or similar facility for disciplinary or non-payment reasons within the preceding six months or applicants whose needs cannot be met.

SECTION 5. Application. The Chief Executive Officer shall establish policies and procedures governing the process for admission consistent with State and Federal law and regulations with the approval of the Board of Trustees. Every applicant's guardian or legal representative shall complete an application which shall be accompanied by proof of terms of military discharge.

**ARTICLE XI. BY-LAW AMENDMENTS**

SECTION 1. These By-laws may be amended by a vote of the majority of the Board present at any regular or special meeting at which a quorum is present, provided the proposed amendment has been distributed to the Board no later than seven (7) days prior to the meeting at which such amendment is to be approved.

**ARTICLE XII EMERGENCIES**

SECTION 1. Under emergency conditions as determined by the Board, the office of the Chief Executive Officer and Chief Operating Officer may remain vacant and the duties of both offices be carried out by a licensed nursing home administrator designated by the Board to manage the Home.



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**ARTICLE XIII LEGAL ACTIONS**

SECTION 1. The Board has no independent authority to sue, be sued, complain, or defend on its own name or on behalf of the Home. The Attorney General shall represent the Board and the Home in all civil actions as provided by law and in accordance with 20 V.S.A., Chapter 87, §1719.

SECTION 2. Each Trustee shall be considered a "state employee" for purposes of 3 V.S.A., Chapter 29, and an "employee of the state" for purposes of 12 V.S.A., Chapter 189.

SECTION 3. The Home shall be entitled to the sovereign immunity of the State, except as waived by the State in 12 V.S.A., Chapter 189 or in any other provision of law.

Effective May 5, 1987  
Amended September 25, 1991  
Amended January 27, 1992  
Amended January 14, 1998  
Amended September 23, 1998  
Amended January 11, 1999  
Amended September 22, 1999  
Amended May 23, 2001  
Amended June 20, 2002  
Amended September 8, 2004  
Amended December 13, 2006  
Amended September 10, 2008  
Amended September 8, 2010  
Amended March 14, 2012  
Amended February 13, 2013  
Amended August 14, 2013  
Amended August 10, 2016  
Amended August 9, 2023  
Amended December 13, 2023