

## NATIONAL CONTINUING CARE RESIDENTS ASSOCIATION BYLAWS

### ARTICLE I Name and Office

The name of the organization shall be **National Continuing Care Residents Association Inc.** It shall also be known as NaCCRA. Its principal office shall be in Washington, D.C. or such other place as may be established from time-to-time by the Board of Directors.

### ARTICLE II Mission

NaCCRA collaborates nationwide with residents and prospective residents of Continuing Care Retirement Communities (CCRC's) and allied organizations for the purpose of promoting, protecting and improving the CCRC lifestyle.

### ARTICLE III Membership

- Sec 1. NaCCRA combines association membership and individual membership in a common organization with a shared vision and common aims.
- Sec 2. Individuals who are residents, of CCRCs or Life Care Communities may become Individual Members upon receipt and acceptance of an application for affiliation and payment of dues as determined by the Board of Directors.
- Sec 3. Individuals who are not such residents but who are supportive of the purposes of NaCCRA may become Supporting Members upon payment of dues as determined by the Board of Directors and can participate as provided in these Bylaws.
- Sec 4. State Associations serving residents of CCRCs and Life Care Communities may become members upon receipt and acceptance of an application for affiliation with NaCCRA and the payment of dues as set by the Board of Directors. Individual members of such member State Associations, upon certification of their membership in good standing of the member State Association, and upon receipt of such bulk enrollment dues as the Board shall from time to time determine, shall be Individual Members of NaCCRA.
- Sec 5. Resident Associations representing the residents of a single community may become Community members upon receipt and acceptance of an application for affiliation and payment of dues as set forth by the Board, of Directors. Individual members of such member Resident Associations, upon certification of their membership in good standing of the member Resident Association, and upon receipt of such bulk enrollment dues as the Board shall from time to time determine, shall be Individual Members of NaCCRA.

Sec 6. Upon petition a group comprising at least fifty (50) Individual Members may apply to constitute a Participating Association Member of NaCCRA.

Sec 7. The Board of Directors shall establish the dues and enrollment fees from time to time for each category of membership.

ARTICLE IV Fiscal Year

Sec 1. The fiscal year shall be the calendar year.

ARTICLE V Nominations for Directors

Sec 1. No later than the First Day of October the President shall activate a Nominating Committee to be comprised of the Presidents (or other senior officers) of the State Association Members. The President shall also appoint a Chair for the Nominating Committee, who ordinarily shall also be the President of one of the member State Associations.

Sec 2. The Nominating Committee shall develop criteria for Board service and shall then assemble a slate of Board candidates from among those members deemed to be most qualified for such service. For the purpose of assisting the Nominating Committee in developing a slate of nominees, at least ninety (90) days before the Annual Meeting, a call for suggested nominations will be sent to the membership. Such call may be published in the Lifeline and such publication shall suffice to meet this requirement. An Individual Member may volunteer for consideration or may suggest another.

Sec 3. Elections shall be at the Annual Meeting and Individual Members may vote by proxy or electronic means during the thirty (30) day period preceding the Annual Meeting.

Sec 4. An Election Committee, which may be the same as the Nominating Committee, shall be appointed by the President to oversee the balloting, to count the votes, and to certify the election results. The Election Committee shall oversee the election process during the Annual Meeting including the counting of proxy and electronic votes.

ARTICLE VI Board of Directors

Sec 1. The Board of Directors shall be comprised of between nine (9) and eleven (11) persons.

- Sec 2. The Directors shall be nominated by the Nominating Committee and confirmed by the membership as hereafter provided.
- Sec 3. Only Individual resident Members in good standing can be Directors.
- Sec 4. To ensure continuity of leadership there shall be three classes of Director with one third of the Directors elected at each Annual Meeting. Directors shall serve for a three year term. The classes shall be determined by lot with the terms staggered so that one third (computed as nearly evenly as possible) of the terms of the Directors expire each year.
- Sec 5. The Board of Directors shall meet during every General Membership Meeting at a time and place determined by the President. The Board may also convene at other times by electronic means. The President shall determine the place and time of such meetings, although the Board shall also meet in special session if requested by three or more Directors. Electronic participation shall also be facilitated for any such special meetings.
- Sec 6. A simple majority shall constitute a quorum for the Board.
- Sec 7. Directors shall be reimbursed for the expenses of their participation to the extent that the Treasurer certifies annually that the organization can afford without impairment of its mission.

#### ARTICLE VII Officers

- Sec 1. The Officers shall be a President, President-Elect, Secretary, and Treasurer. The immediate Past-President shall be an honorary officer.
- Sec 2. At the Board's first meeting after its election, the first order of business shall be the election of NaCCRA Officers with the expectation that in the ordinary course the President-Elect will accede to the office of President. Ordinarily, such Officers shall also be Directors, but under unusual or extenuating circumstances, an Individual or Supporting Member, who is not a Director, may be elected to an Officer position.
- Sec 3. As an honorary officer the immediate Past-President shall be allowed to be present at all Board meetings (including Executive Sessions of the Board), and shall be permitted to speak, but the Past-President shall not have a vote.
- Sec 4. If non-Director Officers are elected by the Board, then such Officers shall be allowed to be present at all Board meetings (including Executive Sessions of the

Board unless the performance of the non-Director Officer is the subject of the Executive Session), and shall be permitted to speak as though the Officer were a Director, but the non-Director Officer shall not have a vote.

Sec 5. The Officers collectively shall comprise the Executive Committee which shall have all of the authority and power of the Board to act between meetings of the Board, except that all acts of the Executive Committee shall be fully reported to the Board at its next meeting and shall only continue in effect if ratified by the Board

Sec 6. The Officers shall assume their offices immediately upon election and shall serve a one year term or until their successors take office, if later. Officers may be reelected.

Sec 7. Officers shall be reimbursed for the expenses of their participation to the extent that the Treasurer certifies annually that the organization can afford to reimburse such expenses without unduly impairing its mission.

#### ARTICLE VIII Duties of Officers

Sec 1. The President shall preside at all meetings of the Board and all General Membership Meetings; shall set the agendas for those meetings with input from Directors, State Association Members, Resident Association Members, and Individual and Supporting Members; shall, with majority approval from Council members, appoint an Individual Member to fill the unexpired term of a Director unable to fulfill his or her term; and shall, with approval of the Board, appoint all Committee Chairs who shall serve from the time of appointment until such time as a successor is appointed.

Sec 2. Committee Chairs shall be reimbursed for the expenses of their participation to the extent that the Treasurer certifies annually that the organization can afford without impairment of its mission.

Sec 3. The President-Elect shall assist the President, perform all such duties on which the President and the President-Elect may agree, and shall perform all of the duties of the President in the President's absence or inability to serve. Unless the Board finds that there are compelling reasons to the contrary, the President-Elect shall succeed to the office of President when the President's term ends or sooner if the President is no longer able to perform the duties of that office or elects to resign.

Sec 4. The Secretary shall maintain an accurate record of the proceedings of all General Membership and Board meetings. Minutes of all meetings will be made available on a timely basis after meetings and will be posted on the NaCCRA website; and the Secretary shall serve as editor and facilitator for any official correspondence that the Board or Executive Committee may direct. The Secretary shall also ensure the maintenance of a master file of Policy and Procedures Bulletins with such content and changes as the Board may from time to time adopt. All Officers shall diligently comply with the Policy and Procedures directives.

Sec 5. The Treasurer shall oversee the integrity and proper use of all funds accruing to NaCCRA and will arrange for necessary disbursements; shall arrange the prompt deposit of all funds in a Federal Deposit Insurance Corporation insured bank account; shall oversee the accounting for all receipts and disbursements; shall provide a financial statement of income, expenses, and balance sheet status at appropriate intervals; shall propose annually a Budget for adoption by the Board; shall monitor expenditures of the Officers and Committees in keeping with the Budget, reporting regularly to the Executive Committee, the Board, and the Membership on budgetary conformance; and shall annually certify at least 60 days before the Annual Meeting the extent that the Treasurer determines, in the Treasurer's sole judgment, that the organization can afford for reimbursement of Director, Officer, and Committee Chair expenses without impairment of its mission.

Sec 6. The interest of each Member in the funds, investments and other assets of the Association shall terminate, ipso facto, upon dissolution or termination of the existence of the Association and no Member shall have any interest or right in such assets individually. Upon dissolution of the Association, the funds, investments and other assets shall be distributed among other 501(c)(3) qualified nonprofit charitable organizations having similar purposes.

Sec 7. The Board may contract with an association administrator or retain other outside assistance for any of the routine duties or responsibilities of the Board or of any Officer, and the appropriation of funds for such purpose shall be considered as part of the budget that the Board may from time to time adopt.

#### ARTICLE IX Meetings of the Membership

Sec 1. There shall be General Membership Meetings that may coincide with meetings of other organizations offering programs that the Board determines are of potential interest to NaCCRA Members.

- Sec 2. The President is authorized to change the place and date of the General Membership meetings with the consent of the Executive Committee and upon adequate notice to the Members.
- Sec 3. There shall be an Annual General Membership Meeting to be held near a major airline hub in the Spring of each year. The President shall determine the place and time of such meeting with the consent of the Executive Committee and with sufficient advance notice to allow attendance by Members from all parts of the nation.
- Sec 4. Other Meetings may be called by the President as needed and may be in person or by electronic means. Decisions may also be reached by electronic (phone, e-mail, etc.) consensus provided all qualified participants, i.e. Board Members, Executive Committee, or other Committee Members, consent and are able to participate and all such participants indicate assent, dissent or abstention concerning decisions reached.
- Sec 5. A quorum shall consist of the members present and no less than a simple majority of the Directors.
- Sec 6. All Individual and Supporting Members shall be entitled to vote provided that they are in good standing and do not have a conflict of interest concerning the matter at issue.
- Sec 7. In order to encourage as wide participation as possible, and recognizing the mobility challenges of aging, electronic and other means of participation shall be encouraged to the extent that NaCCRA is able to provide the technology required. It shall be a priority for the Board to encourage the use of technology to extend participation in meetings and voting beyond in-person attendance.

ARTICLE X Dues and Contributions

- Sec 1. The Board of Directors shall determine the dues based on the operational needs of the organization.
- Sec 2. The Board shall encourage donations to advance the aims of the organization.

ARTICLE XI Committees

- Sec 1. The Board of Directors shall have the power to create, combine or dissolve all committees except the Nominating Committee.

Sec 2. The President shall appoint members of a committee and designate the chairperson. When appropriate, a committee may be a committee of one, in which case the committee member shall be deemed to be the chairperson. The President and President-Elect shall be ex-officio members of all committees except the Nominating Committee. The immediate Past-President may also participate. The President shall provide a mission statement for each committee stating the duties and responsibilities of each committee.

Sec 3. Each committee shall submit a written report of their activities to the Board in advance of each Board meeting and to the membership at the Spring and Fall General Membership Meetings. Such reports shall be posted on the website with electronic notification of their availability and a sufficient number of copies shall be prepared for the expected attendance at any such meeting.

#### ARTICLE XII Amendments

Sec 1. Future amendments to these Bylaws shall be approved by a vote of two-thirds of all Individual Members voting after notice to the last known mailing address of all such members in good standing.

Sec 2. The Individual Members shall be given two months within which to record their votes either electronically or by paper ballot.

Sec 3. Copies of the by-laws and proposed amendments shall be posted on the website and Individual Members shall be notified of their availability. Paper copies shall be mailed to any Individual Members requesting such.

Sec 4. Amendments can be initiated by two-thirds vote of the Board or by petition from 5% of the membership.

#### ARTICLE XIV Parliamentary Authority

Sec 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern NaCCRA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order NaCCRA may adopt.

#### ARTICLE XV Effective Date

Sec 1. These Bylaws became effective initially 3/18/97 when they were approved by three (3) State Association members and they have been revised since. This

revision, adopted as required by two-thirds vote of the Board, is effective  
February 14, 2013.

R. M. Sparks, Coordinator/President

03/19/97 Amendments

01/26/01 Revised.

04/10/02 Amendments

10/25/02 Amendments

04/06/06 Revised

Xx/xx/11 Revised in their Entirety

Ruth H. Walsh, President

February 14, 2013