

By-Laws of the National Continuing Care Residents Association (NaCCRA)

ARTICLE I Name

The name of the organization is the National Continuing Care Residents Association, Inc. It is also known as NaCCRA.

ARTICLE II Mission

NaCCRA seeks to advance the quality of life for older Americans and to promote and improve congregate living and continuing care.

ARTICLE III Membership.

Any individual who supports NaCCRA's mission may become a member upon application and payment of such dues as the Board determines.

ARTICLE IV Affiliation.

1. NaCCRA affiliates with state, region, and community resident organizations, which meet the requirements delineated in NaCCRA's Standing Rules.
2. NaCCRA enters into cooperative Affiliation Agreements with other organizations when two-thirds of the whole Board agrees that affiliation can serve the members and advance NaCCRA's mission.
3. Sponsors are affiliates which, or who, agree to support NaCCRA financially without seeking to influence the policy positions of the organization aside from general support for NaCCRA's mission.

ARTICLE VI Nominations and Elections

1. The affiliated State Association Presidents, or their representatives, comprise the Nominating Committee. They also form the Council of State Presidents when acting in their advisory role apart from the functions of the Nominating Committee.
2. When meeting as the Nominating Committee, the State Association Presidents are convened by the Vice President, at the direction of the President, but choose a presiding officer who is neither an Officer nor a Board member.
3. The Nominating Committee develops criteria for Board service based on needed skills and then assembles a slate of Board candidates from among those members deemed to be most qualified for such service. Preference in the selection of CCRC-resident Board members is to be given to those members from State or Community Affiliates.
4. Nominating Committee actions are by majority vote with by at least three members of the Nominating Committee, resident in at least three separate states, concurring in any action of the Committee. If the Nominating Committee fails to act after reasonable notice of not less than 15 days from the President, with Board assent, that nominees are needed, the Board itself acts as the Nominating Committee.
5. The Nominating Committee will propose candidates for each existing Board vacancy as determined by the Board. Candidates are vetted by the Nominating Committee for suitability and availability and the

number of candidates nominated shall be equal to the number of vacancies. Selection of Directors is merit-based and is not expected to be contested.

6. Nominees will take office as soon as the Board confirms the nomination.

ARTICLE V Board of Directors

1. The Board of Directors has the authority to conduct all NaCCRA business subject to these Bylaws, the Standing Rules, and by rulings by the Secretary on matters of procedure as described in Article XIV.
2. The Board of Directors consists of such number of people as the Board determines is appropriate to the mission. A majority forms a quorum.
3. Terms of office commence immediately upon confirmation of appointment by the Board. Directors serve two year terms, renewable twice, for a total of six years. Term limits for individual Directors may be suspended by unanimous action of the whole Board. In the absence of resignations or other terminations, terms of office shall end when a successor Director is confirmed.
4. Recognizing the realities of aging, Directors can be retired at any time by action of the President, with the concurrence of at least one other major Board Officer, and with confirmation by the Board of a successor Director or by majority Board action.

5. In appointing Directors, the President first requests Nominating Committee suggestions and allows 15 days for the Nominating Committee to act. The appointments are made from those suggested by the Nominating Committee, or by others if the Nominating Committee fails to act in a timely manner. Such appointments must be ratified by the Board.
6. Board actions are by majority vote of the Directors except for matters of advocacy or amendment of the Bylaws, each of which requires a two-thirds vote; Directors not present may vote in absentia after certifying that they have listened to the recording of the Board's discussion of the matter on which they are voting. If there is no recording, then only in person votes shall count.
7. Routine business, other than those matters requiring a two-thirds vote, is by majority vote of those present. At the request of any two Directors, however, the majority requirement for any given matter can be elevated to a majority of the whole Board and not just of those present.

ARTICLE VII Officers

1. The Board elects the officers who serve at the pleasure of the Board for their term or until their successors are elected if later. The Board can elect new officers at any time upon motion by a Director, duly seconded, and enacted by a majority of the Directors.

2. The major Board Officers consist of the President, the Vice-President, the Secretary and the Treasurer. The President with Board approval may appoint additional officers from time to time as operations require and may designate such titles for them as convey the office to which they are appointed. Such titling, may include "Vice President" hyphenated with a functional description, e.g. Vice President – Membership, to differentiate it from the corporate Vice President. Past Presidents are honorary non-voting members of the Board but need not meet attendance or other requirements for Board service.
3. Officers serve two year terms, renewable once. Officers may complete four years in an Officer position regardless of the six-year limit as a Director. Term limits for individual Officers may be suspended by unanimous action of the whole Board.
4. The Officers have the duties and responsibilities designated in the Standing Rules.
5. The Council of State Presidents consists of the Presidents of the affiliated state organizations, or their designated representatives, and is advisory to the President and the Board. The Council is convened regularly and presided over by the major Vice President.

ARTICLE IX Meetings of the Membership

1. There is to be at least one meeting of the General Membership each year.

2. The President determines the place and date of the General Membership meetings with Board consent and upon adequate notice to the Members to facilitate their attendance and participation.
3. Other Meetings are called as needed by the responsible Officer or Committee Chair and may be in person or by electronic means. Decisions may also be reached by electronic (phone, e-mail, etc.) means provided adequate notice is given to allow those affected to participate.
4. The Board acts for the Membership at all times except that the Membership can revoke or reverse any action of the Board at any time upon petition of 5% of the membership, delivered to and verified by an association management firm at the expense of the petitioners, and confirmed by a majority of the members voting after mailing of ballots, also at the expense of the petitioners, to the addresses of all members as recorded on the membership rolls of the association. The absence of any such petition constitutes ratification of all actions of the Board.

ARTICLE X Dues and Contributions

1. The Board shall determine the dues based on the operational needs of the organization.
2. The Board shall encourage donations, including non-binding sponsorships, to advance the aims of the organization.

ARTICLE XI Committees

1. The Board has the power to create, combine or dissolve all committees except the Nominating Committee.
2. The President or the Committee Chair may appoint members of a committee; designate the chairperson; and develop applicable organizational titles, all with Board approval. When appropriate, a committee may be a committee of one, in which case the committee member shall be deemed to be the chairperson. Committee chairs serve at the pleasure of the President and may be removed or replaced at any time.
3. The President and Vice-President shall be ex-officio members of all committees except the Nominating Committee. Past-Presidents may also participate upon request confirmed by the Board. The President provides a mission statement for each committee stating the duties and responsibilities of each committee.
4. Each committee submits a written report of their activities to the Board in advance of each Board meeting and to the membership. Such reports are included in the Minutes and posted on the website with electronic notification of their availability.

ARTICLE XII Amendments

1. These amended Bylaws take effect when adopted by two-thirds vote of the Board following exposure for thirty days on a NaCCRA website to allow members to comment to the Board. Future amendments to

these Bylaws shall likewise take effect after exposure when approved by two-thirds of the Directors.

2. Amendments can be initiated by two-thirds vote of the Board or by petition from 50 or more members subject to affirmation by two-thirds vote of the Board.

ARTICLE XIV Miscellaneous

1. NaCCRA is guided by these Bylaws, by its Standing Rules, by its Administrative Rules, and by Rules of Procedure adopted by the Board. When an issue arises for which there is no rule, the Secretary decides the proper procedure which is then memorialized by the Secretary in a written Rule and presented as soon as is convenient to the Board for ratification and for inclusion in the appropriate governing document.
2. In cases of dispute during deliberations of the Board or of the Membership, the ruling of the Secretary shall be immediate, final and binding on all parties. The Secretary is free to consult whatever authorities concerning procedure that the Secretary deems applicable and appropriate. The Board can revise the Secretary's ruling prospectively for future matters but the Secretary's ruling governs the matter at hand.
3. The interest of each Member in the funds, investments and other assets of the Association shall terminate, *ipso facto*, upon dissolution or termination of NaCCRA and no Member shall have any interest or

right in such assets individually. Upon dissolution any funds, investments and other assets shall be distributed among other 501(c)(3) qualified nonprofit charitable organizations having similar purposes.

ARTICLE XV Effective Date

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 Xxxxx xx, 201x.

03/19/97 Amendments
01/26/01 Revised.
04/10/02 Amendments
10/25/02 Amendments
04/06/06 Revised
02/14/13 Revised
Xx/xx/xx Revised in their Entirety

XXXX X. XXXXX, Secretary
XXXXXXXX xx, 201x