

# NATIONAL CONTINUING CARE RESIDENTS ASSOCIATION (NaCCRA)

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## **Bylaws Committee Meeting (A Single Purpose Committee of the Whole Board) March 12, 2016; 9:00 a.m. Eastern**

*All members of the Board are now also members of the Bylaws Committee. This will not be a meeting of the Board. It is a meeting of the Bylaws Committee of which all Directors are members.*

### **Background.**

The Bylaws Committee has been reconstituted by President Bob Nicholson as a Committee of the Whole Board for the purpose of building on the work done heretofore in the meetings of the predecessor Committee – Judy Moss of California, Chair; Daniel Seeger of Pennsylvania, Member, and Pete Straub of Virginia, Member – in its meetings principally in Nashville, TN; Springfield, VA; and in transition at Boston, MA.

Most recently, Walton Boyer of North Carolina has suggested a new structure in which NaCCRA's governing documents would be extended beyond the Articles of Incorporation and the Bylaws to include Standing Rules and Policies. In the short time since Walt Boyer's suggestions were offered, there has been an inquiry concerning life memberships, which further suggests that it would be desirable to have Administrative Procedures as well to ensure that administrative actions are consistently carried out from one instance to another.

### **Agenda.**

Previously, the Bylaws Committee has shared with the Board a working draft of revised Bylaws for the Board's review (See Supporting Document E which accompanied the Agenda for the January 6, 2016 Board Teleconference). The Agenda etc. are on [www.naccrau.com](http://www.naccrau.com) under the NaCCRA at Work heading and the year 2016.

Working with Walt Boyer's suggestion, Jack Cumming has woven most of Walt's recommendations into the Committee's prior work as a revised draft for consideration during the March 12<sup>th</sup> meeting of the Bylaws Committee. That working draft, consisting of four parts, [Simplified Bylaws](#), [Standing Rules](#), [Policies](#), and [Administrative Procedures](#), can be accessed by clicking each document just named. [These documents can also be access on www.naccrau.com under NaCCRA at Work and the Bylaws heading or directly by clicking on this sentence.](#)

Walt Boyer's working draft, together with other relevant material, can also be found on [www.naccrau.com](http://www.naccrau.com), also under NaCCRA at Work and the Bylaws heading. The primary differences between the Boyer Revision and the Committee's work include the following.

1. The separation of the Bylaws into Bylaws, Standing Rules, and Policies.
2. Provision that Standing Rules can be changed by a simple majority of the Board while Bylaws revisions and advocacy positions require a two-thirds vote (Walt suggested a two-thirds vote for Standing Rules as well, which would obviate the advantage of separating them from the Bylaws).
3. Walt added the Partners in Association Management address into the primary Bylaws, though the address is not required in Bylaws, and the address can be changed from time to time by notifying the authorities, say, if Partners were to relocate within Tallahassee.
4. The Bylaws presented now include the President's authority to appoint functional officers, such as a Vice President – Membership, which Walt moved to the Standing Rules.
5. Walt included a requirement for face-to-face meetings, which are costly and less necessary in today's connected world; this was omitted on the grounds that the Board can decide for itself when, where, and how to meet.
6. Walt included a requirement that Committee Chairs etc. should have the consent of all before requiring electronic meeting technology, e.g. some might demand snail mail or paper documents; this was eliminated on the grounds that electronic literacy should be expected of those who hold themselves out as suited for leadership.
7. Walt reinstated the Executive Committee (the four major Officers) which the Bylaws Committee had eliminated to avoid past abuses and in the belief that a powerful Executive Committee is unnecessary in today's era of instant, ubiquitous connectivity. The Executive Committee was used in one instance to elevate a relative NaCCRA newcomer to the Presidency, which ended badly, and was used in another instance by the President as a device to frustrate the will of the Board majority. Eliminating the Executive Committee restores full authority to the Board which can meet on short notice in the event of an emergency.