

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 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.
2. Any State Association having 100 or more NaCCRA Members in 3 or more Community Chapters and choosing to affiliate with NaCCRA qualifies as a State Affiliate subject to such other qualifications as the Board requires. There can be more than one State Affiliate in any given state and multiple states can band together to form a State Affiliate on a regional or other basis.

3. Any Continuing Care Retirement Community Resident Association or Chapter having 25 or more NaCCRA members and choosing to affiliate with NaCCRA qualifies as a Community Affiliate subject to such other qualifications as the Board requires. A Continuing Care Retirement Community Resident Association shall be deemed to include all residents or participants in a lifetime continuum of care arrangement regardless of the term used to describe such an entity or organization.
4. Regardless of Section 2 and Section 3 above, any State or Community Association in affiliation as of October 31, 2015 may retain that status until December 31, 2016.
5. 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. 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.

3. 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 from the President, with Board assent, that nominees are needed, the Board itself acts as the Nominating Committee.
4. 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.
5. Nominees will take office as soon as the Board confirms the nomination.

ARTICLE V Board of Directors

1. The Board of Directors consists of such number of people as the Board determines is appropriate to the mission. On the effective date of these Bylaws, the Board consists of nine Directors.
2. 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 with the close of the Annual General Membership Meeting.

3. 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. 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 President presides at all meetings of the Board and all General Membership Meetings; sets the agendas for those meetings with input from Directors, affiliated associations, and individual members; appoints Directors to fill unexpired terms when vacancies occur; and appoints, with Board approval, all Committee Chairs and Officer designations beyond the major Officers.
5. In appointing Directors for unexpired terms 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. The President shall be available at all times for NaCCRA needs or will be represented by another, following the line of progression in Section 7 below, until such time as the President is able to resume the responsibilities of office. The President serves the membership

through a consensus of the Board. The President's personal views are secondary to the views of the Board reflecting the membership, and the President avoids imposing personal views on agendas or otherwise. The President is expected to be a neutral presider and only voices opinion after all others.

7. The Vice-President assists the President and acts as President when the President is not present or is unavailable. The Vice-President also convenes the Council of State Presidents at least bi-monthly. If neither President or Vice-President is available, the duties and powers of President devolve to the Secretary. In the absence, of all three, the duties and powers pass to the Treasurer, followed successively by the non-Officer Directors in order of seniority of Board Service or in order of the eldest for those Directors with common appointment dates. In the event of a vacancy in any major office, the same line of progression is followed.
8. The Secretary serves as the designated Corporate Secretary pursuant to law; attends and records minutes of all Board and committee meetings; facilitates Board communications; serves as editor and facilitator for any official correspondence that the Board or Executive Committee may direct; advises the Board on its fiduciary responsibilities and legal constraints; orients new Directors and assists in Director training and development; oversees the maintenance of key corporate documents and records; is responsible for corporate disclo-

sure and compliance with all applicable laws; oversees member relations including membership recordkeeping and related correspondence; suggests to the Board policies and procedures to enhance the integrity of NaCCRA governance; oversees compliance with law, with these Bylaws, and with any supplemental policies or procedures that the Board may affirm. Minutes of all meetings will be made available on a timely basis after meetings and will be posted on the NaCCRA website.

9. The Treasurer oversees the integrity of accounting for receipts and disbursements, the proper use of funds, and prompt disbursements to meet NaCCRA obligations; accounting is to favor accrual matching of revenues to commitment rather than cash basis, though such accruals are merely an accounting principle and need not conform rigidly to the technicalities of GAAP; arranges the prompt deposit of all funds received in a secure depository; provides a financial statement of income, expenses, and balance sheet status at appropriate intervals; proposes annually a budget for Board consideration; monitors expenditures in keeping with the budget, reporting regularly to the Board and the Membership; and manages financial risk to ensure that NaCCRA operates soundly.
10. 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.

11. The Board may retain 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. Such services, and reimbursement of Officer and Director expenses, are suspended when, in the judgment of the Treasurer, confirmed by the Board, it appears that such payments jeopardize the financial soundness of the organization.

ARTICLE IX Meetings of the Membership

1. General Membership Meetings may coincide with meetings of other organizations offering programs that the Board determines are of potential interest to NaCCRA Members.
2. The President is authorized to change 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. 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.

4. There shall be an Annual General Membership Meeting to be held near a major airline hub ordinarily in the Spring of each year. The President determines the place and time of such meeting with Board consent and with sufficient advance notice to allow attendance by Members from all parts of the nation. When possible, the Annual Meeting shall be available remotely by electronic means to ensure the largest possible participation by the membership. It shall be a priority for the Board to encourage the use of technology to extend participation in all meetings and voting beyond in-person attendance.
5. 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.

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 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. 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.
3. Each committee is expected to 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 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 Parliamentary Authority

1. NaCCRA is guided by these Bylaws and by Rules of Procedure adopted by the Board or, 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 Policy and Procedures among the Rules of Procedure.
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 parliamentary 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.

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 Xxxxxx 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

Xxxxxxxxxx xx, 201x