

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

ARTICLE I Name

The name of this organization is **the National Continuing Care Residents Association, Inc.** It is also known as NaCCRA. NaCCRA is incorporated under the laws of the State of Florida and with the IRS as a 501(c)(3) not-for-profit organization with headquarters at 325 John Knox Road, Suite L-103, Tallahassee, FL 32303.

ARTICLE II Mission

NaCCRA seeks to advance the quality of life for older Americans, and to promote and improve congregate living and continuing care for residents to live secure and useful lives.

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 may enter 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. Criteria for affiliation with resident groups including state, region and community resident organizations, and policies governing affiliation and relationships with non-resident organizations shall be established by the Board of Directors.
2. Sponsors are Affiliates or members 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 V Board of Directors

1. The Board of Directors shall have authority to conduct all business of the National Continuing Care Residents Association not otherwise directed in these Bylaws.
2. The Board of Directors consists of such number of people as the Board determines is appropriate to the NaCCRA mission.
3. The Board of Directors shall meet face-to-face twice annually at the call of the President, and at other times and by such means as the President may direct.
4. Board actions are by majority vote of the Directors present or requesting an

absentee vote except where otherwise required in this or other supplementary documents approved by the Board.

5. A Director presence of sixty percent shall constitute a quorum for the Board.

ARTICLE VI Nominations and Election to the Board of Directors

1. The Council of State Presidents, or their representatives, less the Vice-President, shall comprise the Board of Directors Nominating Committee. The Nominating Committee shall develop criteria for Board service based on needed skills and then assemble a slate of Board candidates from among those members deemed to be most qualified for such service.
2. Nominations to the Board shall be made from the slate of Board candidates by the Nominating Committee. Election from those nominated shall be by vote of the whole Board. Elected Directors will take office immediately upon election.

ARTICLE VII Officers

1. NaCCRA Officers shall be elected by the Board of Directors and shall consist of a President, Vice-President, Secretary and Treasurer. The officers shall serve at the pleasure of the Board for their term or until their successors are elected if later. The Board may elect new officers at any time upon motion by a Director, duly seconded, and enacted by a majority of the Directors.
2. The President presides at all meetings of the Board and all General Membership Meetings; manages and oversees the operations of NaCCRA and its officers and committees; and appoints, with Board approval, all Committee Chairs and Officer designations beyond the principal Officers.
3. The Vice-President acts as President when the President is not present or is unavailable, and assists the President as directed in the management and oversight of NaCCRA operations. The Vice-President shall chair the Council of State Presidents.
4. The Secretary serves as the designated Corporate Secretary pursuant to law; oversees the maintenance of key corporate documents and records; and attends and records minutes of all Board and committee meetings.
5. The Treasurer oversees the integrity of accounting for receipts and disbursements, the proper use of funds, and prompt disbursements to meet NaCCRA obligations; provides a financial statement of income, expenses, and balance sheet status at appropriate intervals; and proposes annually a budget for Board consideration.

ARTICLE VIII Council of State Presidents

Presidents of state resident organizations affiliated with NaCCRA shall form a

Council of State Presidents chaired by the Vice-President. The Council of State Presidents shall act as an advisory committee to the NaCCRA President and Board of Directors, and for the content and flow of information between NaCCRA and the several state, region and community organizations. When acting in their function as the Board of Directors Nominating Committee, the Vice-President shall remain absent and the Council elect its own chair.

ARTICLE IX Membership Meetings and Petitions

1. NaCCRA will hold at least two General Membership Meetings each year in accordance with provisions of NaCCRA's Standing Rules. The President, with Board approval, may call additional General Membership Meetings as circumstances warrant.

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.

ARTICLE XII Approval and Amendments

Adoption of these amended Bylaws, and any future amendments thereto, shall require approval by a two thirds vote of the Board of Directors and the Council of State Presidents, each body voting as a separate and independent entity. Prior to any voting, the proposed amended Bylaws shall be made available to all NaCCRA members via the NaCCRA website for a minimum of 30 days for comment to the Board of Directors. Amendments to these Bylaws may be proposed by a member of the Board of Directors, Council of State Presidents, or by petition from 50 or more resident members

ARTICLE XIII Dissolution

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 XIV 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 of Directors and Council of State Presidents, 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