

## **Standing Rules of the National Continuing Care Residents Association (NaCCRA)**

### **Affiliation.**

1. 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.
2. 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.
3. Regardless of Section 1 and Section 2 above, any State or Community Association in affiliation as of October 31, 2015 may retain that status until December 31, 2016.

### **Nominations to the Board of Directors**

1. The Nominating Committee shall develop criteria for Board service based on needed skills, aptitudes and attitudes, and then assemble 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. Candidates shall be vetted by the Nominating Committee for suitability and availability.
2. The Nominating Committee will nominate to the Board of Directors one candidate for each existing Board vacancy as determined by the Board from the slate of Board candidates so as to provide a balanced cross section of skills and attitudes on the Board of Directors. Nominating Committee actions shall be 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. Selection of Directors is merit-based and is not expected to be contested.
3. If the Nominating Committee fails to act after reasonable notice from the President, and with Board assent that nominees are needed, the Board itself

shall act as the Nominating Committee.

4. The President may, when he or she deems the need urgent, appoint temporary Directors to fill unexpired vacant terms. The President shall first request Nominating Committee suggestions and allow 15 days for the Nominating Committee to respond. 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 and confirmed by the Board at its next regular meeting.

#### Board of Directors

1. 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. Directors having completed three consecutive terms must leave the Board for one year before being eligible for election again. Term limits for individual Directors may be suspended by unanimous action of the whole Board.
2. Directors not present at any meeting may request to vote in absentia. Absentee Directors exercising this privilege shall vote 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.
3. Past Presidents are honorary non-voting members of the Board. The Board may invite other trusted persons as honorary non-voting members of the Board for the duration of the Board term.
4. 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.
5. The Board may retain outside assistance for any of the routine duties or responsibilities of the Board or of any Officer.

#### Officers

1. 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, and

must thereafter remain out of office for one year before being eligible to return to the same office. Term limits for individual Officers may be suspended by unanimous action of the whole Board.

2. When appointing additional officers as operations require the President shall designate such titles for them as to 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.
3. The President sets the agendas for Board and General Membership meetings with in-put from Directors, affiliated associations, and individual members; 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.
4. The Vice-President shall convene the Council of Presidents face-to-face complimentary to General Membership meetings called by the President, at other times on a regular basis as determined by the Council, and as appropriate to address specific issues at the request of the President or Board.
5. 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 disclosure 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.
6. 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.

7. 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 appropriation of funds for the purpose of outside assistance for any of the routine duties or responsibilities of the Board or of any Officer 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 Meetings of the Membership

#### General Membership Meetings

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. One of the Annual General Membership Meeting shall be held near a major airline hub ordinarily in the Spring of each year to mark the beginning and end of the Board year. The President shall determine 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.

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.
5. Members may request to 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. Such petitions will be submitted with ballots to the addresses of all members as recorded on the membership rolls of the association, again at the expense of the petitioners. A majority vote of the members voting after mailing of ballots will prevail, provided a minimum voting quorum of 30% of the registered membership occurs. The Board may set a deadline of no less than 60 days for receipt of responses.

#### Committees

1. 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 shall provide a mission statement for each committee stating the duties and responsibilities of each committee.
2. 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 General Membership Meetings. Such reports are included in the Minutes and

#### Parliamentary Authority

1. NaCCRA Proceedings shall be guided by the Bylaws and by Standard 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 NaCCRA's Standing Rules or Policies and Procedures.
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 shall govern the matter at hand.

#### Approval and Amendments

Adoption of these Standing Rules, and any future amendments thereto, shall require approval by a two thirds vote of the Board of Directors. Prior to any vote, the proposed Standing Rules 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, or by petition from 50 or more resident members