

NATIONAL CENTER FOR ASSISTED LIVING

BYLAWS

SECTION I - NAME

This document is hereby adopted as the Bylaws of the "National Center for Assisted Living" hereinafter also referred to as "NCAL."

SECTION II - MEMBERSHIP

NCAL membership shall consist of American Health Care Association/National Center for Assisted Living (AHCA/NCAL) Affiliate Associations that represent assisted living/residential care facilities and their assisted living/residential care Member Facilities.

- A. AHCA/NCAL Affiliate Associations that represent assisted living or residential care facilities in their respective states shall be considered NCAL's Affiliate Association in that state.
- B. Each Affiliate Association shall appoint, elect or designate one individual who is not a member of the NCAL Board of Directors to serve as the Affiliate Association's NCAL State Leader.
- C. No more than one AHCA/NCAL Affiliate Association from each state may be part of the AHCA/NCAL federation.
- D. AHCA/NCAL Affiliate Associations shall give attribution to NCAL on all materials and intellectual property developed by NCAL for AHCA/NCAL Affiliate Associations or their member facilities and shall not distribute these materials to non-members without the express permission of NCAL.
- E. Any assisted living or residential care facility that is a member of an AHCA/NCAL Affiliate Association shall also pay dues to AHCA/NCAL through the AHCA/NCAL Affiliate Association at the level recommended every three years by the NCAL Board of Directors and approved by the AHCA Council of States.
- F. In recognition of distinguished service to NCAL, former NCAL Chairs shall be made Honorary Life Members of NCAL. Such individuals will receive full benefits of membership. In order to be eligible, former NCAL Chairs must be members in good standing if they still own or operate facilities.

SECTION III – EXECUTIVE COMMITTEE AND ELECTION OF OFFICERS

- A. NCAL shall select its own leadership in accordance with its Bylaws.

1. NCAL will have a Chair, a Vice Chair and a Secretary/Treasurer, who may serve a maximum of two consecutive one-year terms in any one office, and who shall be referred to as officers of NCAL's Executive Committee.
 2. With the exception of the Immediate Past Chair, no two NCAL officers shall be from the same state or corporation or group of affiliated entities.
 3. Individuals who serve as NCAL officers must own, operate or manage, as a full-time employee, a member AHCA/NCAL facility and be a member of an AHCA/NCAL state affiliate in good standing, and shall continue to do so during their term of office.
 4. NCAL's Board of Directors shall establish policies and procedures necessary for conducting the election of NCAL's officers.
 5. NCAL's officers shall be the NCAL Chair, Vice Chair and Secretary/Treasurer.
- B. Should the NCAL Chair vacate his/her office through resignation, death or any other cause, the NCAL Vice Chair shall serve the remainder of the NCAL Chair's unexpired term. If the Vice Chair is unable or unwilling to perform the duties of the office of the Chair then the NCAL Secretary/Treasurer shall serve the remainder of the NCAL's Chair's unexpired term. Should the NCAL Secretary/Treasurer be unable or unwilling to perform the duties of the chair, then the Immediate Past Chair shall call a special meeting of the NCAL Board of Directors and NCAL State Leaders to hold an in-person or electronic election of a new NCAL chair who will serve the remaining portion of the unexpired term. Partial terms of office shall count as part of the term limits that a person may serve as an NCAL officer.
- C. Should the NCAL Vice Chair vacate his/her office through resignation, death or any other cause, NCAL's Secretary/Treasurer shall serve the remainder of the unexpired term. If the Secretary/Treasurer is unable or unwilling to perform the duties of the office of the Vice Chair, then the Immediate Past Chair shall call a special meeting of the NCAL Board of Directors and NCAL State Leaders to hold an in-person or electronic election of a new NCAL Vice chair who will serve the remaining portion of the unexpired term.
- D. Should the NCAL Secretary/Treasurer vacate his/her office through resignation, death or any other cause, then the Immediate Past Chair shall call a special meeting of the NCAL Board of Directors and NCAL State Leaders to hold an in-person or electronic election of a new NCAL Secretary/Treasurer who will serve the remaining portion of the unexpired term.
- E. Should the NCAL Immediate Past Chair vacate his/her office through resignation, death or any other cause, then the NCAL Chair shall call a special meeting of the NCAL Board of Directors and NCAL State Leaders to hold an in-person or electronic election of a new NCAL Immediate Past Chair who will serve the remaining portion of the unexpired term.
- F. NCAL's officers shall be elected annually by NCAL's Board of Directors and NCAL State Leaders at a meeting either in-person or electronically. For purposes of electing officers, each member of NCAL's Board of Directors will have one vote and each NCAL State Leader will have one vote.

- G. The members of the Board of Directors and NCAL State Leaders present at an annual meeting designated for the election of officers shall establish a quorum. Officers will be elected by majority vote of those present.
- H. All elections shall be by secret ballot, except where there is but one candidate for office. Whenever more than one candidate is seeking the same office, the Board of Directors at its discretion may request that the President appoint a Certified Parliamentarian as defined by the American Institute of Parliamentarians and who is conversant with the adopted parliamentary authority to serve during sessions of the Council of States. NCAL's Immediate Past Chair shall cast his/her ballot separately and the ballot shall be marked as the Immediate Past Chair's ballot and presented to the Certified Parliamentarian or through a confidential electronic voting mechanism. Only in the case of a tie vote shall the Immediate Past Chair's ballot be opened by the Certified Parliamentarian. The Certified Parliamentarian shall not disclose whether the Immediate Past Chair's ballot was opened. Regardless of whether the Immediate Past Chair's ballot was opened, that ballot shall be destroyed along with the other secret ballots in accordance with the established procedures of the election.
- I. The individual elected as the NCAL Chair shall serve as the NCAL representative to the AHCA Board of Governors.
- J. NCAL's Executive Committee shall consist of at least NCAL's officers, the NCAL Immediate Past Chair, the Chair and Vice Chair of AHCA, and the ASHCAE Vice President. The AHCA Chair shall serve as a non-voting member of NCAL's Executive Committee. The NCAL Chair may also appoint other non-voting members to NCAL's Executive Committee. Only members in good standing may serve on the Executive Committee.
- K. NCAL's Executive Committee Shall:
 - 1. Act in the absence of the NCAL Board of Directors and report to the NCAL Board of Directors;
 - 2. Serve between meetings of the NCAL Board of Directors as the major channel of communication between the leadership of Affiliate Associations and NCAL; and,
 - 3. Perform such other duties as directed by the NCAL Board of Directors.
- L. A quorum of the Executive Committee shall consist of a simple majority of the voting members.
- M. NCAL's officers and Executive Committee shall perform their duties as outlined in the NCAL Bylaws.

SECTION IV – NCAL STATE LEADERS

- A. Each AHCA/NCAL Affiliate Association that represents assisted living/residential care facilities shall designate one individual from the state who owns, operates or manages, as a full-time employee, a member AHCA/NCAL facility and be a member of an AHCA/NCAL state affiliate in good standing serve as the AHCA/NCAL Affiliate Association's NCAL State Leader.
- B. NCAL State Leaders shall perform their duties as outlined in NCAL's Bylaws.
- C. NCAL State Leaders shall serve on NCAL committees as assigned by the Chair or NCAL Board of Directors; elect NCAL's Board of Directors; and, vote on amendments to NCAL's Bylaws in conjunction with the NCAL Board of Directors.
- D. Each NCAL State Leader should be responsible for designating a substitute from his/her state who owns, operates or manages a member NCAL facility or who is employed by his/her NCAL state affiliate to vote in-person on his/her behalf if the NCAL State Leader is unable to participate at a NCAL meeting or proceeding.

SECTION V – COMMITTEES

- E. NCAL's Executive Committee shall annually establish the committees deemed necessary for NCAL to conduct business that year.
- F. Taskforces, workgroups and other committees may be created and eliminated as deemed necessary throughout the year by the NCAL Chair and with the approval of the NCAL Executive Committee.
- G. Each individual committee member shall have one vote. A simple majority vote of committee members and designated substitutes present shall establish a quorum for conducting Committee, task force or work group business.
- H. Each committee shall be responsible for developing policies in its respective area of jurisdiction as defined annually by NCAL's Executive Committee.

SECTION VI – COMMITTEE CHAIRS

- A. The NCAL Chair shall appoint all Committee Chairs and committee members in consultation with the NCAL Executive Committee, except as otherwise noted in this section.
- B. Individuals who serve as Committee Chairs must own, operate or manage a member NCAL facility and be a member in good standing.

SECTION VII – BOARD OF DIRECTORS AND BOARD MEMBER ELECTIONS

- A. The NCAL Board of Directors shall consist of the NCAL Executive Committee and 14 at-large Directors who will be elected to two-year staggered terms with seven directors being elected in odd calendar years and seven directors being elected in even calendar years.
- B. All members of the AHCA or NCAL Boards must own, operate or manage, as a full-time employee, a member AHCA/NCAL facility and be a member of an AHCA/NCAL state affiliate in good standing, and shall continue to do so during their term of office.
- C. The election of the 14 at-large Board Directors shall be held in conjunction with the annual election of NCAL's officers, at a meeting either in-person or electronically.
- D. Directors will be elected by the NCAL Board of Directors and NCAL State Leaders. For purposes of electing the 14 at-large Directors, each member of NCAL's Board of Directors will have one vote and each NCAL State Leader will have one vote.
- E. At-large members of NCAL's Board of Directors shall be limited to three consecutive two-year terms.
- F. Should an at-large Board member vacate his/her office through resignation, death or any other cause, then the NCAL Chair shall call a special meeting of the NCAL Board of Directors to hold an in-person or electronic election of a new at-large member who will serve the remaining portion of the unexpired term.

SECTION VIII – DUTIES OF THE OFFICERS

- A. The Chair shall:
 - 1. Preside at Executive Committee and Board of Directors meetings;
 - 2. Appoint Committee Chairs and members of standing and ad hoc committees, boards or task forces;
 - 3. Appoint liaisons to AHCA committees as deemed necessary and appropriate by the NCAL Chair and AHCA Chair;
 - 4. Report at least annually to the NCAL Board of Directors and the AHCA Council of States about NCAL's activities;

5. Be an ex-officio member of all NCAL Committees
6. Serve as the NCAL representative to the AHCA Board of Governors; and,
7. Serve on other AHCA governing bodies as directed by AHCA's Constitution and Bylaws or as requested by AHCA's Chair.

B. The Vice Chair shall:

1. Perform the duties of the office of the Chair whenever the Chair is unable to do so; and
2. Serve as Chair during the remainder of the term should the office of Chair become vacant for any reason.

A. The Secretary/Treasurer shall:

1. Keep a record of all proceedings of NCAL;
2. Maintain a current roster of all members of NCAL's Board of Directors;
3. Notify all members in writing of the Annual Meeting and other duly called meetings;
4. Develop the recommended annual budget, including dues assessments and expenditures for NCAL, for inclusion in the AHCA/NCAL budgetary process;
5. Report to the NCAL Board of Directors on the status of NCAL's income and expenditures; and,
6. Serve as NCAL's representative on AHCA's Business Management Committee or similar body.

2. The Immediate Past Chair shall:

1. Be available to assist other officers as called upon;

2. Coordinate the annual election of officers and Board Directors; and,
3. Serve in such capacity as the Chair and NCAL Board of Directors request.

SECTION IX – ASSOCIATE BUSINESS MEMBERS

- A. Associate Business Members shall be entitled to designate an Associate Business Member as the Associate Business Member NCAL Board Representative, who will sit on the Board of Directors. Any individual Associate Business Member or representative of an Associate Business Member in good standing shall be eligible to serve as the assisted living Associate Business Member and thus Board Representative.
- B. Associate Business Members shall be ineligible to serve as an officer or to vote in the affairs of NCAL.
- C. In the event of a vacancy in the position of the Associate Business Member Board Representative, a replacement Associate Business Member Board Representative shall be appointed by the Chair. Any replacement Associate Business Member Board Representative shall serve for the remaining term of the Associate Business Member Board Representative who vacated such position. The time served by this appointed Associate Business Member Board Representative will not limit this individual from serving future two consecutive two-year terms as the Associate Business Member Board Representative.
- D. The Associate Business Member Board Representative shall be a representative of an Associate Business Member in good standing at the time of their election and shall continue to be so during their term of office.
- E. The Associate Business member shall serve for a term of two years and shall be limited to having a representative serve as Associate Business Member Board Representative for up to two consecutive two-year terms, provided that no individual may serve in such position for a period of more than four continuous years. Such member shall become again eligible for service on the Board of Directors after two years of non-service. Terms begin at installation at the annual meeting of AHCA/NCAL.

SECTION X – REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS AND NCAL STATE LEADERS

- A. NCAL's Board of Directors shall have the authority to terminate the tenure of any elected or appointed member of the NCAL Board of Directors or NCAL State Leader for cause. "Cause" is defined as conduct which is substantially prejudicial or contrary to the maintenance of high

standards of professional conduct or to the interest and objectives of NCAL or AHCA. Such disciplinary action may be taken by a two-thirds vote at any meeting of the NCAL Board of Directors at which quorum is established as defined by NCAL's Bylaws.

- B. Any elected or appointed member of NCAL's Board of Directors or NCAL State Leader will temporarily relinquish his or her office upon indictment, or its equivalent, for any felony under state or federal law. Should the individual be exonerated, the individual shall be reinstated to complete his or her term.
- C. Any elected or appointed member of NCAL's Board of Directors or NCAL State Leader will relinquish his or her official duties if the individual is convicted of or pleads guilty to a felony under federal or state law.

SECTION XI – DUTIES OF THE NCAL BOARD OF DIRECTORS

- A. The Board of Directors shall, in concert with the Chair, conduct the business of NCAL.
- B. The Board of Directors shall meet at least annually and at other such times as called by the Chair.
- C. The Board of Directors shall be responsible for approving an annual NCAL budget of revenues and expenditures. The annual NCAL budget will be submitted for inclusion in the annual AHCA/NCAL budgetary process.
- D. The Board of Directors shall develop policy for NCAL. Should differences arise between NCAL's position and AHCA's position on a particular issue, those differences will be negotiated between AHCA's Executive Committee and NCAL's Executive Committee.

SECTION XII – DUES, FEES AND ASSESSMENTS

- A. Due rates for assisted living/residential care facilities will be recommended every three years by the NCAL Board of Directors and approved by a majority vote for inclusion in the AHCA/NCAL budgetary process.
- B. Dues will be collected from AHCA/NCAL Affiliate Associations by AHCA in conjunction with the collection of AHCA dues and in accordance with AHCA's Bylaws.

SECTION XIII - VOTING

Only individuals who own, operate or manage, as a full-time employee, a member AHCA/NCAL facility and be a member of an AHCA/NCAL state affiliate in good standing, may vote in NCAL proceedings. This requirement does not apply to the ASHCAE Vice President or AHCA Vice Chair.

SECTION XIV - MEETINGS AND QUORUMS

- A. The Board of Directors and NCAL State Leaders shall meet at least once each year. Other meetings may be held as required.
- B. Meeting attendance shall be limited to members in good standing and others invited by the NCAL Chair.
- C. A quorum shall be established for all meetings with the members present unless otherwise stated in NCAL's Bylaws.
- D. A simple majority of votes is required to elect officers or to pass any motion at meetings where a quorum is established.
- E. All meetings, regardless of purpose, may be held in person, via conference call or other electronic communication vehicle as deemed appropriate by the NCAL Chair.

SECTION XV - RULES OF ORDER

In cases of procedure, the Bylaws shall prevail. In case of procedural disputes, Roberts Rules of Order shall govern.

SECTION XVI - DISTRIBUTION OF ASSETS

Should NCAL be dissolved, remaining assets shall be distributed to AHCA.

SECTION XVII - AMENDMENTS TO THE BYLAWS

- A. Only members of the NCAL Board of Directors or NCAL Affiliate Associations may offer amendments to the NCAL Bylaws. Proposed amendments shall be presented in writing by the NCAL Chair to the NCAL Board of Directors and NCAL Affiliate Associations prior to a meeting designated for such purpose.
- B. It shall take a vote of two-thirds of the NCAL Board of Directors and NCAL State Leaders present at a meeting to amend NCAL's Bylaws. Each NCAL State Leader and member of the NCAL Board of Directors shall have one vote.
- C. Amendments to NCAL's Bylaws shall not contravene AHCA's Bylaws.