

# **NCAL's Bylaws**

## *A Quick Reference to Key Provisions*

**NCAL Board of Directors** – Comprised of NCAL's Executive Committee and 14 at-large members who are elected to two-year staggered terms beginning in October 2006 (with seven at-large Board members being elected each year beginning in 2007). At-large Board members may serve a maximum of three consecutive two-year terms. This Board is the primary body responsible for developing NCAL's policy positions and approving NCAL's annual dues rate and budget. NCAL's Board of Directors also votes in NCAL's elections and on any amendments to NCAL's Bylaws.

**NCAL Executive Committee** – Comprised of NCAL's Chair, Vice Chair, Secretary/Treasurer, Immediate Past Chair, AHCA Vice Chair, and ASHCAE Vice President. The AHCA Chair also sits on NCAL's Executive Committee in a non-voting capacity. NCAL's Executive Committee acts in the absence of the NCAL Board of Directors, implements NCAL's policies, communicates with affiliates and annually approves NCAL's committee structure.

**NCAL's Officers** – Includes NCAL's Chair, Vice Chair and Secretary/Treasurer. Officers are elected annually to one-year terms by NCAL's Board of Directors and NCAL State Leaders by secret ballot. No two officers may be from the same state and no officer may serve more than two consecutive years in any officer position. Beginning with the 2007/2008 election, the Secretary and Treasurer positions were combined into one position.

**NCAL State Leaders** – Each NCAL state affiliate designates an assisted living provider member to serve as the state's NCAL State Leader. One individual from each NCAL state affiliate may be designated to serve in this capacity; however, this individual cannot be a member of NCAL's Board of Directors. Responsibilities include the election of NCAL officers and 14 at-large NCAL Board members, and voting on any amendments to NCAL's Bylaws. NCAL State Leaders may also be asked to serve on various NCAL committees as assigned by the NCAL Chair or NCAL Board of Directors. State executives are notified when a NCAL State Leader's attendance falls below the minimum attendance requirements set forth in NCAL's Bylaws.

**NCAL State Affiliates** – AHCA state affiliates that actively represent assisted living or residential care facilities are also considered NCAL state affiliates. Each NCAL state affiliate is required to designate a NCAL State Leader.

**NCAL Committees** – Determined annually by NCAL's Executive Committee. Responsible for developing policies within their areas of jurisdiction as defined annually by NCAL's Executive Committee.

**NCAL Committee Chairs** – Appointed annually by NCAL's Chair in consultation with the NCAL Executive Committee.

**Meetings** – All NCAL meetings may be held in-person or via conference call or other electronic communication vehicle as deemed appropriate by the NCAL Chair.

**Quorums** – Generally, a majority of those present. Each NCAL State Leader may designate an alternate if he/she cannot participate in a meeting; NCAL Board members cannot designate substitutes. A quorum for NCAL’s Executive Committee is a simple majority of the voting members.

**Voting** – Only individuals who own, operate, or manage assisted living/residential care facilities and are members in good standing with their NCAL state affiliate may vote in NCAL proceedings with the exception of the AHCA Vice Chair and ASHCAE Vice President.

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