

MARYLAND CONTINUING CARE RESIDENTS ASSOCIATION (MaCCRA)

BYLAWS as of November 14, 2009

ARTICLE I NAME

Section 1 The name of the organization shall be the Maryland Continuing Care Residents Association, commonly referred to by the acronym MaCCRA and referred to below as the Association.

ARTICLE II PURPOSE

Section 1 The purpose of the organization shall be educational, civic, and charitable. It shall represent the interests of the residents of Continuing Care Retirement Communities in Maryland. Continuing efforts are to be made to keep abreast of state regulations and pending legislation, to keep the membership informed regarding these, and to seek through active involvement to educate and influence state legislators in the development of improved laws and regulations for the benefit of the membership and all Continuing Care Retirement Community residents.

Section 2. Pursuant to Maryland law 10-444(b)(15), MaCCRA was established by subscribers exercising their "right to organize and operate a subscriber association at the facility and to meet privately to conduct business."

ARTICLE III MEMBERSHIP

Section 1 Types of Membership. Membership in the Association may be active, associate, and/or such other classification as may be created by the Council.

Section 2 Active Member. Active membership shall be limited to individual residents of Maryland Continuing Care Retirement Communities.

Section 3 Associate Member. Associate membership shall be limited to former members who held active membership status for at least one year who are not currently residents of a continuing care retirement community, and to relatives or close friends of an active member, upon nomination by such active member for his or her interest in MaCCRA objectives. Any qualified member may be transferred to associate membership during his or her non-continuing care community residency. Associate members may participate and vote in all Chapter activities, such as meetings and committees, may serve as consultants to MaCCRA state committees, but may not hold office.

Section 4 Membership Application. Each application for membership shall be in writing and accompanied by payment of dues appropriate to the type of membership applied for. It shall also contain the applicant's agreement to abide by these bylaws.

Section 5 Action on Membership Applications and Renewals. Each application or

renewal, and dues payment, shall be transmitted to the Chapter Treasurer. The Chapter Treasurer shall maintain appropriate membership rolls.

ARTICLE IV GOVERNANCE

- Section 1 The primary governing body of the Association shall be a Council consisting of three delegates selected from each local Chapter, the President of which shall be one of the delegates (see Art V, Sec 1), and the Executive Board.
- Section 2 A group of 20 or more members who are residents of one or more continuing care communities shall be considered a chapter for the purposes of these bylaws. Local chapters shall give prompt notice, in writing to the Secretary of the Association of the names and terms of their president and selected delegates to the Council.
- Section 3 Proposed action to be taken in the name of MaCCRA shall be approved in advance by the Council.
- Section 4 At any Council meeting a quorum shall consist of at least one delegate from at least half of the Chapters.

ARTICLE V THE COUNCIL AND OFFICERS

- Section 1 The operation of MaCCRA shall be directed by a Council consisting of three delegates selected by each local chapter. Terms shall coincide with the fiscal year. Alternates may be designated by the local chapter to act on behalf of selected delegates when necessary. A delegate vacancy shall be filled, for the remainder of the unexpired term, by chapter selection. Participating CCRC's having at least 20 of their residents enrolled in MaCCRA but not having organized as a chapter, may designate two of their members to represent them on the Council as delegates.
- Section 2 The Council shall meet in person during the fourth quarter of each fiscal year. At least ten days notice of that meeting, giving time, place, and proposed agenda, shall be mailed to all Council members. The Council shall also meet at such other times as called by the President or the Executive Board, either in person or through emails and telephone calls.
- Section 3 The Officers of the Association are to be elected annually by the delegates at a Council meeting during the fourth quarter of the fiscal year for one year beginning July 1. The officers shall be President, First Vice President, Second Vice President, Secretary and Treasurer.
- Section 4 Duties of the officers shall be those customary for the offices. The President shall preside at meetings of the Council and the Executive Board. In the absence of the President or his inability to act, the First Vice President shall perform all the duties of that office. In the absence or inability to act of both the President and the First Vice President, the Second Vice President shall perform all the duties of the office. Other specific duties of the First and Second Vice Presidents shall be as designated by the President.

The Secretary shall: a) keep the minutes of the meetings of the Council and of the Executive Board; b) conduct, with the assistance of the President, official correspondence of MaCCRA; c) keep a record of chapters, chapter

officers, and Council members; d) announce meetings of the Executive Board and of the Council to those concerned; and e) perform such other duties as are customary to the office.

The Treasurer shall: a) receive and deposit all funds in an account or accounts approved by the Executive Board; b) write checks to expend from these funds amounts approved by the Executive Board or in accordance with a budget approved by the Council; and c) make a detailed financial accounting to each meeting of the Executive Board and annually to the council. The President may designate an Assistant Treasurer to receive and make payments in the absence of the Treasurer. Disbursements are never to be made from amounts received prior to deposit, but a petty cash fund may be established by the Executive Board to cover small expenditures.

ARTICLE VI EXECUTIVE BOARD AND COMMITTEES

Section 1 Between Council meetings the affairs of the Association shall be managed by an Executive Board, which shall consist of the five officers of the Association plus the chair of the Legislative Analysis Committee and any then active project or temporary committees.

These committee chairs are to be appointed by the President of the Association.

Meetings are to be called as necessary by the President or upon the request of at least four Executive Board members.

A majority of the members of the Executive Board shall constitute a quorum. Executive Board members are to receive no remuneration, but expenses necessary to the performance of their duties may be reimbursed by the Association as authorized by the Council.

Section 2 A Nominating Committee shall be established by the President to recommend replacements to fill any unexpired terms. The Nominating Committee members shall be selected by the President from among the members of the Council. New members of the Committee shall be proposed by the President, subject to confirmation by the Executive Board. Proposed slates shall be submitted to the Council at the meeting prior to the annual election. Additional candidates (taken from among members of the Council) may be proposed by petition to the Secretary by 20 or more members of the Association, provided such petition is received at least two weeks before the scheduled election, so local chapters can receive this information at least ten days before the meeting.

Section 3 A vacancy of an Executive Board officer position shall be filled for the remainder of the unexpired term by the Council, and a recommendation may be requested of the Nominating Committee if deemed advisable by the Council.

Section 4 There shall be an annual independent audit.

Section 5 Additional committees may be designated and appointed by the President, Council, or Executive Board as deemed necessary.

ARTICLE VII ANNUAL MEETING OF THE ASSOCIATION

- Section 1 Meetings shall be held at such time as is determined by the Council, with attendance extended to the three delegates of each chapter or his/her designee, to non-chapter members, the Executive Board, the legislative chair, and as many other members of the Association as can be rationally accommodated by the host facility.
- Section 2 Each chapter shall be responsible for expenses incurred by their delegates.
- Section 3 Notice shall be provided to the members at least ten days prior to the meeting.
- Section 4 Proxy voting shall be permitted in a manner approved by the Council.

ARTICLE VIII FUNDING

- Section 1 Annual dues shall be set by the Council
- Section 2 Expenses of the Association are to be covered by dues and voluntary contributions
- Section 3 Early in the fourth quarter of each fiscal year the Executive Board shall recommend to the Council for their adoption or revision (1) a program with goals and objectives for each of the Legislative Analysis, Membership Development, and Research and Planning Committees and (2) an annual budget for the ensuing year. The programs approved and the final budget shall be established by the Council early in the first quarter of each fiscal year.
- Section 4 The Executive Board may adopt a policy with the concurrence of the Council authorizing a portion of the annual membership dues to be returned to the chapters to assist in defraying their expenses.

ARTICLE IX FISCAL YEAR

- Section 1 The fiscal year shall be July 1 through June 30.

ARTICLE X AMENDMENTS

- Section 1 The Council may amend these bylaws by a two-thirds vote of those present and voting after a ten day mailed notice by the Secretary to all Council members.

ARTICLE XI RULES OF ORDER

- Section 1 Except as specified herein, all business shall be conducted in accordance with Robert's Rules of Order, Newly Revised.

ARTICLE XII DISSOLUTION

- Section 1 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed

to the federal government, or to a state or local government, for a public purpose.

ARTICLE XIII EFFECTIVE DATE

Section 1 These bylaws and any amendments become effective upon their adoption by the Council.

William Root, President 11/14/09 Opal J. Lyon, Secretary 11/14/09

Amended: 12-10-2016 President: Alma Smith Date: 12-10-2016 Secretary: Dave Hall Date: 12-10-2016
Alma Smith Dave Hall

Amendment to Article VII, Section 1 December 10, 2016

(Rationale – Implementation of amendment would vary depending on the availability of meeting space at each host facility. The process of the host facility would be to inform the Council how many members it can rationally accommodate. Dividing the available space to seat members by the number of chapters, the Council would inform each chapter how many chapter members may be invited to attend the meeting in addition to their three delegates.)