



**Maryland Continuing Care Residents Association**

# **Bylaws**

**MARYLAND CONTINUING CARE RESIDENTS ASSOCIATION (MaCCRA)****BYLAWS as of November 14, 2009 amended**

- 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. Efforts are to be made to inform the membership of existing and pending state laws and regulations, 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. To realize this purpose, the Association will utilize any appropriate means of communication.
- 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 Membership in the Association may be active, associate, and/or other classification created by the Council.
- Section 2 To be eligible for Active membership, an individual must be a resident in a Maryland continuing care retirement community and have paid his or her dues, as set by the Council. Active members are entitled to participate in all aspects of the Association, including voting and holding office.
- Section 3 Associate members are (i) formerly active members who are no longer residing in a Maryland continuing care retirement community, but show continued interest in the Association, or (ii) other individuals who want to support its objectives. Associate members may receive all public communications, make suggestions, serve on committees, but may not hold office or vote.
- Section 4 Each application for membership shall be in writing and be accompanied by payment of the appropriate dues, which shall be established by the Council upon recommendation by the Executive Committee. Applications for membership shall be made, and dues payment be remitted, to the treasurer of the local chapter, otherwise to the Treasurer of MaCCRA. The local and state treasurers shall maintain appropriate membership rolls.
- Section 5 All members may make donations in addition to paying dues. Donations may also be accepted from chapters and others. The chapter treasurer shall remit the dues and

donations to the state treasurer, but may withhold up to 15% of the dues for the needs of the chapter.

#### ARTICLE IV ORGANIZATIONAL STRUCTURE

Section 1 MaCCRA shall operate in local chapters, with an Executive Committee (see Art. VI, Sec. 1), and a Council (see Art. V, Sec. 1) at the state level. Chapters may be formal, under development, and/or other classification created by the Council. The chapters as such are not members of the Association. Chapters and individual members may not make public statements or take positions in the name of MaCCRA without the prior adoption or approval by its Council, Executive Committee, or President.

Section 2 A Formal Chapter with its own bylaws and elected officers consists of at least twenty (20) Active Members residing in a specific Maryland continuing care retirement community. Chapter officers may serve concurrently as officers of the Association. Formal Chapters are represented at the Council by the chapter president and two delegates. The names of the delegates shall be submitted to the Secretary of the Association.

Section 3 A Chapter under Development is formed by a group of Members residing in a specific Maryland continuing care retirement community organizing to create their own bylaws and elect officers, and so notify the President of the Association. Since the members of a Chapter under Development remit their dues to the Treasurer of MaCCRA (see Art. III, Sec. 5), that treasurer will refund up to 15% of the dues for the year in which the Chapter under Development turns into a Formal Chapter. Chapters under Development are represented at the Council by two elected delegates, whose names shall be submitted to the Secretary of the Association.

Section 4 Members, who reside in a Maryland continuing care community without a chapter, may attend Council sessions if they can be accommodated.

#### ARTICLE V COUNCIL

Section 1 The Council is the governing body of the Association. The Council consists of the presidents and delegates of the chapters, plus the members of the Executive Committee.

Section 2 The Council shall meet at least once per year, in June, preferably at one of the chapters that can accommodate the group. The President shall prepare an agenda and submit it to the membership at least ten days before the date of the Council meeting. The agenda shall contain at least the following: (i) a report on the events of the current year, including the finances of the Association; (ii) an outline of plans for the following year, including a proposed budget; (iii) a presentation of a slate of officers standing for election or replacement for retiring or vacant positions.

Section 3 The President shall call a Council meeting upon (i) the vote of the Executive Committee or (ii) the written request to the Secretary by at least 20% of the membership. At least two weeks' notice shall be given before the date of the meeting.

Section 4 Every attending member shall have one vote. In case of a tie, the President's vote determines the outcome. If a chapter president, delegate, or member of the Executive

Committee cannot attend a Council meeting in person, they may appoint a proxy to vote for them and so notify the Secretary.

Section 5 For decisions of a Council meeting to be valid, the attendance of at least 51% of the eligible votes present, either in person or by proxy, shall constitute a quorum.

Section 6 Each chapter shall be responsible for the expenses incurred by their president and/or delegates for attending the Council meeting.

#### ARTICLE VI OFFICERS

Section 1 The officers of the Association, who together form the Executive Committee, shall be elected by the Council for two-year terms, which are to coincide with the fiscal year. They may stand for reelection for two additional terms. After that they can be elected to a different office, but at least one year must expire before they can be elected to the same office again.

Section 2 The officers shall be President, First Vice President, Second Vice President, Secretary, and Treasurer. Their duties shall be those customary for the office.

Section 3 Specifically, the President shall be the sole spokesperson for MaCCRA, and preside at meetings of the Executive Committee. In the absence of the President or his or her inability to act, the First Vice President shall perform all the duties of the President's 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 President's office. Other specific duties of the First and Second Vice President shall be as designated by the President.

Section 4 Specifically, the Secretary shall: (i) record and keep the minutes of the meetings of the Council and the Executive Committee; (ii) keep all official records of the Association and reproduce and disseminate them as needed; (iii) keep a record of chapters, chapter officers and delegates; (iv) announce meetings of the Council; and (v) perform such other duties that are customary to the office.

Section 5 Specifically, the Treasurer shall: (i) receive and deposit all funds in an account or accounts approved by the Executive Committee; (ii) write checks to expend from these funds amounts approved by the Executive Committee or according to a budget approved by the Council; (iii) produce a detailed financial accounting for meetings of the Executive Committee and/or the Council; and (iv) perform such other duties that are customary to the office. The President shall be a co-signatory on all accounts approved for deposits and may designate an Assistant Treasurer to receive and make payments in the absence or inability of the Treasurer. No disbursements are to be made prior to deposit from funds received, but a petty cash fund may be established by the Executive Committee to cover small expenditures.

#### ARTICLE VII EXECUTIVE AND OTHER COMMITTEES AND CONSULTANTS

Section 1 Between sessions of the Council, the affairs of the Association shall be managed by the

Executive Committee, whereby the President generally should be in the lead position. If the President acts on his or her own without prior knowledge of the Executive Committee, he or she shall report such activity to the Executive Committee at their next meeting.

Section 2 The President shall call a meeting of the Executive Committee on occasion but at least quarterly. Any three Executive Committee members, acting jointly, may call a meeting of the Executive Committee. The meeting may be conducted with members physically convening, or by telephone, e-mail, or other electronic communication. For decisions to be valid, the attendance of at least three members shall constitute a quorum.

Section 3 The President or the Executive Committee may set up ad hoc or permanent committees to deal with specific topics. Any willing member may serve on a committee. The committees shall set up their own operating rules under the guidance of the President or Executive Committee. The committees shall report their findings, conclusions, and recommendations to the Executive Committee or the Council, as appropriate.

Section 4 The President shall establish a Nominating Committee, selected from active members, to recommend replacements at the June meeting to fill all vacancies occurring due to the expiration of terms. The Nominating Committee shall submit the proposed slate at that meeting of the Council. Any group of twenty (20) or more active members may propose additional active members as candidates, provided such petition is received by the Nominating Committee by the deadline for submitting the agenda. If the vacancy occurs during an officer's term due to death, resignation, or removal from office, the President shall appoint a successor for the remainder of the officer's term. An officer may be removed from office if he or she, in the determination of the other members of the Executive Committee, is no longer fit to discharge his or her duties.

Section 5 The members of the Executive Committee and any other committee shall serve without remuneration. However, expenditures necessarily incurred in performance of their duties may be reimbursed by the local or state treasurer, respectively.

Section 6 The Executive Committee may engage outside consultants if inside resources are not adequate to the task to be resolved. The Executive Committee shall inform the Council at its next meeting of the work of the consultants for further action, as appropriate. If their work will continue past the current fiscal year, the Council shall vote on extending their services.

#### ARTICLE VIII MISCELLANEOUS

Section 1 The Association's Fiscal Year shall start on July 1 and end on June 30.

Section 2 The Association's financial Records shall be audited expeditiously as of the end of each fiscal year by competent members who are independent of the Executive Committee.

Section 3 Any active member who is willing to serve as an officer of the Association should submit a brief statement about his or her qualification and determination to serve out the intended term. Any officer who is resigning before the expiration of his or her term should give written notice to the Secretary.

Section 4 Unless otherwise specified, all business of the Association shall be conducted according to Robert's Rules of Order, Newly Revised.

ARTICLE IX AMENDMENTS

Section 1 These bylaws may only be amended by the Council by a vote of at least two-thirds of the members attending the meeting, provided that the notice and quorum requirements of Article V have been met. The Executive Committee may correct obvious spelling, grammatical, or other errors that do not alter the meaning of the text, and then inform the next Council.

ARTICLE X DISSOLUTION

Section 1 Upon the dissolution of the Association, all remaining 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 XI EFFECTIVE DATE

Section 1 These bylaws and any Amendments become effective on the date specified by the Council adopting them.

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

Amendment to (former) 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 how many chapter members may be invited to attend the meeting in addition to their three delegates.)

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

Amendment to various segments of the 10-16-2016 text, enacted December 4, 2020

(Overall rationale – (i) conform the wording where the actual practice differs from the text; (ii) group scattered items that belong to the same topic; (iii) clarify/simplify the text where possible for greater ease of understanding; (iv) change some provisions to operate more effectively, e. g., two-year terms for officers, quorum requirements, chapters under development.)

This amendment becomes effective as of January 1, 2021

Amended: 12-04-2020 President: (s) Ann MacKay Date: 12-04-2020 Secretary: (s) Dave Hall Date: 12-04-2020

**APPENDIX 1: REFERENCES TO POLICIES & PROCEDURES**

<b>Bylaws</b>	<b>Policies &amp; Procedures</b>
<b>Article II, Section 1</b>	<b>Topic A: Means of Communication</b>
	<b>Appendix 1: Other Entities involved in Senior Living</b>
<b>Article III, Section 2</b>	<b>Topic B: Dues and Donations</b>
<b>Article III, Section 4</b>	<b>Topic C: Increasing the Membership</b>
<b>Article IV, Section 2</b>	<b>Topic D: Chapter Bylaws</b>
<b>Article VI, Section 5</b>	<b>Topic E: Cash Accounting</b>
	<b>Topic F: Financial Reporting</b>
<b>Article VII, Section 4</b>	<b>Topic G: Nominating Committee</b>
<b>Article VII, Section 5</b>	<b>Topic H: Reimbursement of Expenses</b>
	<b>Topic I: Honoraria and Memorials</b>
<b>Article VIII, Section 2</b>	<b>Topic J: Audit</b>
<b>Article VIII, Section 3</b>	<b>Topic K: Notice of Acceptance of, or Resignation from, Office</b>