

# MLCRA Bylaws

(Revisions presented and approved at the 5/23/2018 Annual Meeting)

## ARTICLE I Name

The name of the organization shall be MLCRA (Massachusetts Life Care Residents Association). MLCRA shall represent communities of seniors where there is a large initial deposit and where Independent Living and at least one other level of care are provided. All those communities are referred to in this document as CCRCs.

## ARTICLE II Purpose

The general purpose of MLCRA shall be communication, education, advocacy, and collaboration with members, Resident Associations and other organizations to support the well-being of seniors living in Continuing Care Retirement Communities (CCRCs) or similarly organized Independent Living Facilities throughout Massachusetts. The specific purposes of MLCRA are:

Section 1. To promote exchange of ideas among the officers and residents of CCRCs;

Section 2. To educate our members regarding laws and regulations concerning CCRCs;

Section 3. To advocate for the development and passage of state and federal legislation which will benefit CCRCs and their residents;

Section 4. To enhance the quality of life and financial security of the residents of CCRCs throughout Massachusetts;

Section 5. To foster and encourage the growth of CCRCs as desirable programs for seniors.

## ARTICLE III Membership

Section 1. Any individual living in a CCRC or similarly organized Independent Living facility may become a member upon paying the dues established by the organization. Individual members of MLCRA in good standing can serve as an Officer with all the rights and duties of officers and serve as a representative of his/her community at the Annual Meeting.

Section 2. An active community is one where at least 15 % of residents are members of MLCRA as of June 1 of that year. This percentage may be altered by the Board due to specific circumstances.

Section 3. MLCRA expects that each active community will send the Corresponding Secretary contact information for its Association President and MLCRA Representative no later than March 1 of each year. In the event of a change between March 1 and the Annual Meeting, the Corresponding Secretary should be duly notified.

Section 4. The MLCRA Board of Directors shall request each member community to hold an annual MLCRA membership campaign to recruit its residents to join MLCRA.

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#### ARTICLE IV Fiscal Year

The fiscal year of MLCRA shall be the calendar year.

#### ARTICLE V Meetings

Section 1. There shall be an Annual Meeting of MLCRA in May of each year, or at any other time called by the Board. of Directors.

Section 2. New officers shall begin their term on June 1 of each year, or at any other time authorized by the Board of Directors.

Section 3. Special meetings may be called by the President or at the written request of at least five (5) voting members of the Board of Directors.

Section 4. Each community shall be asked to send four (4) MLCRA members as delegates to the Annual Meeting, including the Association President (or their representative), the MLCRA Representative (or their representative), and two (2) Members at Large. Each delegate shall have one vote.

Section 5. MLCRA Board of Director members also shall attend the Annual Meeting, with voting privileges.

Section 6. A quorum for the Annual Meeting or a Special Meeting shall consist of representatives of at least one half of the member communities and one half of the Board of Directors.

#### ARTICLE VI Officers

Section 1. The Officers shall be a President, two or more Vice-Presidents, Treasurer, Recording Secretary, and Corresponding Secretary.

Section 2. The officers shall be elected by majority vote at the Annual Meeting to serve a term of one year or until their successors are elected. Officers must be members of MLCRA and residents of a continuing care or other similarly organized independent living community. Officers shall begin their term on June 1 or at any other time as authorized by the Board of Directors. In the event of a vacancy in an Officer's position, the Board of Directors may appoint an individual to fulfill the duties of Officer until such time as a permanent Officer is voted into office. In the event that a member of the Board of Directors appears to be unable to perform his/her duties, he/she can be removed after a 2/3 vote of the Board members who are not being considered for removal.

Section 3. President. The President shall perform the customary duties of the office, appoint the chairs of committees, and serve as an ex-officio member of each committee. The President may appoint The Editor and the Webmaster who automatically are eligible to become members of the Board of Directors after ratification by the Board.

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Section 4. Vice-Presidents.

a. The Vice-President for Membership shall endeavor to expand membership and develop connections among areas. The Vice-President for Membership shall replace the president in the event that the President cannot perform his/her duties.

b. The Vice-President for Education and Advocacy shall identify and research issues of concern to MLCRA members and shall engage members to advocate for legislation of benefit to CCRCs and their residents.

Section 5. Secretaries.

a. The Recording Secretary shall write and/or obtain and distribute, and retain the minutes and reports of all meetings.

b. The Corresponding Secretary shall assist the President in all correspondence. The Corresponding Secretary shall also file all corporate documents required by the Commonwealth of Massachusetts and by the federal government.

Section 6. Treasurer.

a. The Treasurer shall collect dues from individual members, pay bills approved by the Board of Directors, and present a financial report at the Annual and Board Meetings.

b. The Treasurer will pay all ordinary and usual expenses. Extraordinary expenses under \$200 can be approved by the President; over \$200 must be approved by the Board of Directors.

c. The Treasurer shall perform all other duties required by the nature of the office.

## ARTICLE VII Board of Directors

Section 1. The Board of Directors shall consist of the Officers and members-at-large, and the Editor of The Massachusetts Patriot and the Webmaster, if they desire to join the Board. The Board of Directors shall have the responsibility for the day-to-day operation of MLCRA.

Section 2. The immediate past President of MLCRA may serve on the Board of Directors for one term following his/her administration.

Section 3. The Board of Directors by majority vote may appoint additional Directors to the Board for the remainder of that administration.

Section 4. A majority vote of the Board of Directors is a binding vote unless a Bylaw specifies a more stringent voting criterion.

Section 5. The Board of Directors shall meet periodically in a schedule determined by the Board but not less than six times a year.

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#### ARTICLE VIII Committees

Section 1. The President, with the advice of the Board of Directors, shall form standing or ad hoc committees as the need arises. The chair(s) of each standing committee may be appointed by the Board of Directors, subject to the ratification of members at the Annual Meeting.

Section 2. Committee chairs shall report on the work of their committees at Board of Directors meetings and at the Annual Meeting.

Section 3. The President, with the approval of the Board of Directors, shall appoint a Nominating Committee no later than a target date of March 1st to prepare a slate of candidates for MLCRA offices. The Committee shall make every effort to send the slate to member residents by a target date of April 15th along with a notice of the Annual Meeting to be held in May. Additional nominations may be made by any member, preferably with notification to the Nominating Committee at least one week before the Annual Meeting. Nominations of candidates shall require consent of the nominees.

#### ARTICLE IX MLCRA Representatives to NaCCRA

The Bylaws of the National Continuing Care Residents Association state that "each State Association shall be entitled to two places on the National Board of Directors". The President and a Vice-President of MLCRA shall be the designated representatives. In the event that a designated representative cannot attend, the President may select a qualified substitute who shall be a member of the Board of Directors.

#### ARTICLE X Amendments

Section 1. Amendments in these Bylaws, whether proposed by the Board of Directors or by written petition of at least four members, shall be distributed to all members and voted on at the next Annual Meeting. These Bylaws shall be amended by a majority vote of those present and voting at the Annual Meeting.

Section 2. Emergency changes to the Bylaws may be made by a majority of the Board of Directors, subject to ratification at the next Annual Meeting or at a Special Meeting called for this purpose, in accordance with Article V, Section 3.

#### ARTICLE XI Parliamentary Authority

The rules according to the latest revision of Robert's Rules of Order shall govern the organization in all instances not set forth in these Bylaws.

#### ARTICLE XII Effective Date

These Bylaws become effective when adopted by members at an Annual Meeting or Special Meeting called for that purpose according to Article V.