**NORTH CAROLINA CONTINUING CARE RESIDENTS ASSOCIATION BYLAWS**

**As Amended October 10, 2023**

## ARTICLE I - Name and Location

North Carolina Continuing Care Residents Association ("NorCCRA") is a voluntary, IRS Section 501(c)(4), not-for-profit organization created and organized by residents of continuing care retirement communities ("CCRCs") in North Carolina that are licensed by the North Carolina Department of Insurance. The corporate address of this organization is as set forth in the N.C. Secretary of State's office. The organization shall operate in accordance with Chapter 55A of the North Carolina General Statutes and with the Bylaws incorporated herein.

## ARTICLE II - Purpose of the Organization

The purpose of NorCCRA is to further the interests of residents of continuing care retirement communities to live secure and useful lives and to monitor legislation in the North Carolina General Assembly to assure none is detrimental to the well-being of CCRC residents

## ARTICLE III - Associated Communities

Section 1. Definition

The residents of any CCRC that is licensed as such by the Department of Insurance of the State of North Carolina, may become an Associated Community of NorCCRA. This shall provide the residents with the right of representation in the operation of NorCCRA. At all times at least one of the residents must be an individual member in good standing of NorCCRA. Each Associated Community shall be assigned to one of NorCCRA's geographical regions within the State of North Carolina according to standards adopted by the Board of Directors.

Section 2. Community Representative

Each associated community shall select an individual to serve on behalf of its residents, as a representative to the state and region organizations of NorCCRA. This Representative shall serve as a member of the Board of Directors of NorCCRA and shall be the point of contact between the community and NorCCRA. The Representative shall be responsible, in person or with the assistance of other residents, for the promotion of membership; the collection and forwarding of membership dues; and the distribution of The Hotline. The community may optionally select two individuals to serve as Co-Representatives, sharing the duties, rights, and privileges of a single Representative. Both may attend and participate in debate at meetings of the Board of Directors, but they shall be entitled to only one vote. The community may also select an Alternate

Representative to serve in the absence of the Representative or Co-Representative at meetings of the Board of Directors with full rights of representation.

Section 3. Restrictions

The Community Representative and Alternate Representative must be members in good standing of NorCCRA. Other than this restriction, the community shall be at liberty to choose its representatives in whatever manner it pleases, to set the length of the term of office, and to set its own limits on the number of terms a representative may serve.

**ARTICLE IV - Membership**

Residents of licensed CCRCs are eligible for membership upon payment of annual dues or payment for a life membership. The amount and conditions for dues payment shall be established by the Board of Directors. The rights and privileges of membership shall be the same for each type of member so long as payments for annual membership are kept current.

**ARTICLE V - Officers and Elections**

Section 1. Officers

The officers of NorCCRA shall consist of a President, a Vice-president, a Secretary and a Treasurer. Alternatively, NorCCRA may elect two individuals to share the office of President as Co-Presidents in which case there shall be no Vice-President and all duties assigned hereafter to the Vice-President shall be assumed by the Co-Presidents. Similarly, NorCCRA may elect two individuals to share the office of Secretary as Co-Secretaries but there shall be only one Treasurer. When there are shared offices, each officer shall fully share all of the rights, privileges and duties of the single office and in this event, any reference to actions by the President or Secretary contained hereafter shall apply jointly to the appropriate Co-Officers.

The members of the organization shall elect each officer for a term of one year or until such time as a successor is elected. The term of office shall commence at the end of one Annual Meeting and terminate at the end of the next succeeding Annual Meeting. The Treasurer may be reelected for a total of three consecutive terms. The other officers may be re-elected for a total of two consecutive terms in the same office. For the purposes of determining eligibility, an officer who has served more than a half term is considered to have served a full term. If there be Co-Presidents, or Co-Secretaries, tenure restrictions shall apply to each person individually, not to the team. Officers shall be current members of NorCCRA in good standing and must remain as such throughout their term of office.

Section 2. Election of Officers

a. The chairperson of the Nominating Committee shall be the Past President (see Article VIII, Section 1). The President shall appoint one member from each region to this committee, in consultation with the Chairs of the regions.

b. The Nominating Committee, having secured the consent of the nominees, shall submit a list of candidates to the President at least 30 days prior to the Annual Meeting.
c. Further nominations, upon the prior consent of those being nominated, may be made from the floor at the time of the election.
d. Elections shall take place at the NorCCRA Annual Meeting by voice vote unless there is more than one nominee for any office in which case the vote for that office shall be by written ballot.
e. A vacancy in the position of President shall be filled by the Vice-President if that officer be willing and able to serve. Vacancies in the positions of other officers or of the President, if the Vice-President is not willing or able to serve, shall be filled by vote of the Executive Committee. Upon acceptance of an appointment, the appointee shall serve the balance of the term of the officer being replaced.

Section 3. Duties of Officers
a. The President shall preside at the Annual Meeting and meetings of the Board of Directors and the Executive Committee. The Board of Directors or the Executive Committee may assign other rights or responsibilities to the President.
b. The Vice-President shall preside in the absence of the President.
c. The Secretary shall keep an accurate record of all business conducted at the Annual Meeting, and of the meetings of the Board of Directors, and the Executive Committee. The Secretary will notify members of all meetings listed above.
d. The Secretary shall publish and distribute a Directory of the Officers and Representatives following both the Annual Meeting and the Spring Region Meetings.
e. The Treasurer shall be responsible for the receipt and disbursement of all funds and recording thereof on behalf of NorCCRA as provided in the Standing Rules.
f. The fiscal year shall be October 1 to September 30 of the following calendar year.

## ARTICLE VI - Annual Meeting

Section 1. Meetings
The Annual Meeting for all members will be held in October of each year. The agenda shall include, but is not limited to, the election of officers, approval of the budget, and when appropriate,
a vote on any proposed amendments to, or revisions of the Bylaws.

Section 2. Quorum
A quorum shall consist of fifty (50) members and representatives from at least ten (10) associated communities.

Section 3. Voting
Election of officers and approval of all business brought before the body will be

by majority vote of those present and voting.

Section 4. Notice
Notice of the Annual Meeting shall be given to members according to provisions contained in the Standing Rules.

## ARTICLE VII - Board of Directors

Section 1. Members
The Board of Directors shall consist of the four officers, the Chairperson of each of the regions or its designee, the Past President, and the Community Representative from each Associated Community so long as such representative is a current member in good standing. A community does not forego the right to a separate representative by virtue of one or more officers being from that community.

Section 2. Powers
The Board of Directors shall establish the policies, plans and directives for the organization, oversee the activities of the Executive Committee, and approve the organization's Standing Rules.

Section 3. Meetings
The Board of Directors shall meet in May or June of each year to review the actions of the Executive Committee and to conduct such other business as is brought before it. Board members are also expected to attend the Annual Meeting and may be called to meet in conjunction with this meeting should the President determine a need. Approval of all business brought before the body will be by majority vote of those members who are eligible to vote present and voting. The President or the Executive Committee may call a special meeting of the Board with twenty (20) days' notice. Notice for all meetings shall be according to provisions contained in the Standing Rules.

Section 4. Quorum
A quorum shall consist of fifteen (15) members.

Section 5. Reimbursement
Members of the Board or their authorized alternates shall serve without pay but, upon submission of evidence of itemized expenses, may be reimbursed for attendance at Board of Director meetings and for other reasonable out-of-pocket expenses incurred in connection with their service as a member of the Board.

Section 6. Attendance
All meetings are open to the full membership.

## ARTICLE VIII - Executive Committee

Section 1. Composition

The Executive Committee of the Board of Directors shall consist of the elected officers, the Chairperson of each region or its designee, and the Past President(s). The Past President is defined as being the individual(s) who at the time of annual elections last preceded the incoming President in office. In the event there were Co-Presidents, both individuals shall be designated as Past Presidents. The President may appoint one or more deputy members to the Executive Committee, who shall serve at the President's pleasure. Past President(s) and Deputies shall have the right to debate; but only one Past President may vote or shall be counted in establishing a quorum. If there are Co-Secretaries, both shall have the right to debate but only one may vote or be counted in establishing a quorum. Additionally, the President, with the concurrence of a majority of the elected officers and Chairperson of each region, may appoint a Communications Director, a Director of Membership Services, and a Chair of the Legislative Committee to serve on the Executive Committee of the Board of Directors. If appointed, these officers shall have the right to debate, may vote; and shall be counted in establishing a quorum. All appointed positions expire with the term of the outgoing president.

Section 2. Powers

The Executive Committee shall organize, promote, and oversee all activities of NorCCRA in support of its mission. In so doing it shall be guided by the plans, policies and directions of the Board of Directors and such additional direction as may be provided at Annual Meetings. All actions of the Executive Committee shall be reported to the Board of Directors. These may include but are not limited to the following:

a. The Committee shall oversee the publication of The *Hotline*, operate a public website, and assist and promote all activities related to membership recruitment and member education.
b. The Committee shall supervise the financial activities of the Treasurer including approving the choice of financial institutions used by NorCCRA, and approving expenditures of funds not included in the budget. The Committee shall have the authority to enter into contracts and to undertake any other financial action except setting the amount of member dues or apportioning state dues income to the Regions.
c. The Committee, between meetings of the Board of Directors and the Annual Meeting, shall have the authority to take action and speak on behalf of NorCCRA with respect to governmental legislation or proposed legislation only on those issues that may directly impact members financially or socially. Such action shall require an affirmative vote by at least two-thirds of the total number of eligible voters of the Executive Committee. This authority to speak or act on behalf of NorCCRA shall not extend to legislative matters that do not directly impact members, which authority shall only be granted by the Board of Directors or the general membership.

Section 3. Meetings
The Executive Committee shall meet at the call of the President. Five members shall constitute a quorum. All actions shall require the approval of a majority of those members eligible to vote present and voting unless restricted by other provisions within these bylaws. The first meeting of a new Executive Committee may be via teleconferencing or in person, at the option of the President. Teleconferencing includes Zoom and other virtual media.

**ARTICLE IX - Committees**
The Board of Directors may establish permanent Standing Committees with duties and responsibilities as defined in the Standing Rules. The Board of Directors, the Executive Committee or the President may establish ad hoc committees as and when needed. The chairperson of each standing committee shall be appointed by the President with the consent of the Board of Directors, which consent may be transmitted by e-mail. Members of the committee shall be appointed by the President or the Executive Committee, or when so empowered, by the chairperson of the committee. The term of office for all committee members shall extend from the date of one annual meeting to the next succeeding annual meeting. Renewal of appointment may be continued from. year to year. Any Standing or ad hoc Committee may choose to conduct meetings by electronic means so long as all members of the committee are included in the interchange.

**ARTICLE X - Regions**
Section 1. Definition To facilitate maximum participation by members, the State of North Carolina shall be divided geographically by the Board of Directors into two or more Regions based on the location of facilities and the travel time needed to reach them. The number of regions and the assignment of Associated Communities to each region shall be determined by the Board of Directors. The Board of Directors shall allocate a portion of annual member dues income to each region for the support of its program.

Section 2. Meetings
Each region shall hold an annual meeting of the members who reside in the CCRCs located within the region, at a time determined by the region, for the purpose of electing officers and conducting other business. The region may hold additional meetings or programs as it chooses for the benefit of its members. Attendance at meetings shall be open to all individual members of NorCCRA whether or not they reside within the region.

Section 3. Officers

Each region shall elect as officers a Chairperson, a Vice Chairperson, and a Secretary to serve for one year or until a successor has been elected. An officer may serve a maximum of two consecutive terms in any one office. Regions may elect a single individual serving as the sole officer or two individuals serving as co-officers for any position. If there are Co-chairpersons, there will be no need to elect a Vice Chairperson. A region officer must be a member of NorCCRA in good standing but may not be a state officer of NorCCRA. He or she may hold the office of Community Representative simultaneously.

Section 4. Representatives
The Chairperson of each region, or in his or her absence the Vice Chairperson, shall serve on the Executive Committee and the Board of Directors as the representative from the region. If there are Co-chairpersons, both individuals may attend and participate in debate, but only one may vote as a representative of the region. A region may select an alternate representative in place of the Chairperson or Vice Chairperson.

**ARTICLE XI - Parliamentary Authority**
The Parliamentary Authority shall be the current edition of Robert's Rules of Order Newly Revised, which governs all cases to which they are applicable, insofar as they are not inconsistent with the Bylaws.

**ARTICLE XII - Amendments**
These Bylaws may be amended at any Annual Meeting of the membership by a majority vote of those present and voting, provided that at least 20 days advance notice of the proposed amendments has been given to all members according to the requirements set forth in the Standing Rules.

Amendments may be initiated by either the Executive Committee or the Board of Directors. They may also be initiated by a petition from fifteen (15) members delivered to the Secretary with a copy of proposed text at least sixty (60) days prior to the date of the Annual Meeting.

Amendments by petition shall be subject to review by a facilitator appointed by the Executive Committee to assist the petitioners in integrating the proposed amendments functionally and editorially into the existing bylaws.

**ARTICLE XIII - Dissolution**
Upon dissolution of NorCCRA all assets and property of the corporation shall be distributed as required by North Carolina statutes relating to nonprofit corporations. Any remaining assets shall be distributed to the appropriate resident body of each of the participating continuing care retirement communities according to the number of paid members in each community.

## CERTIFICATION

I hereby certify that this document has been adopted in accordance with the provisions herein, and accurately states the Bylaws of North Carolina Continuing Care Retirement Community.



Charles M. Kingan, Jr., President

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