



National Association
of Long Term Care
Administrator Boards

**NATIONAL ASSOCIATION OF LONG
TERM CARE ADMINISTRATOR BOARDS**

BYLAWS

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BYLAWS

(Revised 6/10/11)

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Authority:

Bylaws

ARTICLE XV – Amendments

Section 1. Upon approval by the board of governors, these bylaws may be amended, repealed, or altered in whole or in part, (a) by a two-thirds (2/3) vote at any meeting of the association, provided that a copy of any proposed amendments shall be mailed to the last recorded address of each member at least sixty (60) days prior to the date of the meeting; or (b) by approval of two-thirds (2/3) of the member states through mail vote in accordance with the provision in Article.

Procedure:

IV. COMMITTEES

C. Bylaws, Policies, and Procedures Committee

Procedures

1. Bylaws - Recommended changes must be submitted to the bylaws committee at least ninety (90) days prior to a meeting of the association. The committee reviews, analyzes, and develops a proposal based upon individual recommendations. It sends the proposal(s) to the NAB national office in time to be mailed to the membership at least sixty (60) days prior to an annual meeting or thirty (30) days prior to a special meeting.
 - a. If the bylaws committee recommends and the Chairman concurs, the Chairman may direct that the proposal(s) be submitted to the board of governors by mail ballot.
 - b. Amendments are approved by a two-thirds (2/3) vote at any meeting or by two-thirds (2/3) of the member states through mail ballot.

Approved: June 20, 1985

June 12, 1986; June 5, 1987; June 9, 1988; November 10, 1988; June 9, 1989; November 10, 1989; June 28, 1991; November 15, 1991; June 12, 1992; November 6, 1992; June 11, 1993; November 18, 1994; June 7, 1996; November 22, 1996; June 20, 1997; November 14, 1997; June 19, 1998; June 25, 1999, November 5, 1999; June 15, 2001; November 9, 2001, June 14, 2002, November 8, 2002, June 13, 2003, June 18, 2004, June 15, 2007

BYLAWS

ARTICLE I - Name

The name of the association shall be the NATIONAL ASSOCIATION OF LONG TERM CARE ADMINISTRATOR BOARDS, hereinafter referred to as the association, or NAB.

ARTICLE II - Definition

NAB is a not-for-profit corporation developed by the long-term care administrator boards of examiners and/or licensing authorities of the states, commonwealths, territories of the United States of America and the District of Columbia.

ARTICLE III -- Mission Statement and Objectives

Section 1: Enhance the effectiveness and success of member boards and agencies.

Section 2: The objectives of the association shall be in accordance with the NAB Strategic Plan

ARTICLE IV -- Membership

Section 1. Types: The membership of the association shall be composed of regular, associate, subscribing, and distinguished service members.

Section 2. Regular: The boards of examiners and/or licensing authorities of a state, commonwealth, territories of the United States of America and the District of Columbia charged with the examining, licensing and/or registration of long term care administrators shall be eligible for regular membership in the association.

- A. Regular dues paying members are eligible to name a delegate to serve on the board of governors and to purchase and use any credentialing examination(s) authorized and developed by the association.
- B. All members of member state boards and their executive director/secretary or the designated representative of a state licensing authority shall be eligible to hold office, to serve on committees, to attend regular and special meetings of the association at the member rate and to vote, if so designated by the board of examiners and/or licensing authority, as defined in Article VI, Section 1. Each regular member shall be limited to one designated voting delegate.

Section 3. Associate: Board members upon the expiration of their term on a regular member state board and the executive director/secretary upon termination of employment by the board shall be eligible for associate membership in the association.

Associate members shall be eligible to hold office, to serve on committees, and to serve as committee chair, but shall be ineligible to vote, or serve as a state delegate.

Section 4. Subscribing: The representative, or members of the faculty, holding academic rank at any university, college, or school offering a course of instruction approved for training of long term care administrators by any board of examiners and/or licensing authority charged with the licensing and registration of long term care administrators, representatives or paid staff members of any business or professional organization engaged in activities which relate to the objectives of NAB and who are not eligible for active or associate membership shall be eligible for subscribing membership in the association.

- A. Subscribing members shall be eligible to serve on any committee except the nursing home administrator (NHA) and residential care/assisted living administrator (RC/AL) examination committees, unless approved by the NAB executive committee.
- B. Subscribing members shall be ineligible to serve on the board of governors, and to hold office.

Section 5. Distinguished Service: A member who has served the association with distinction for at least five years and has made significant contributions to the operation and growth of the organization, and/or a person who has made significant contributions to the goals, philosophy and ethics of the long term care administrator profession shall be eligible for the distinguished service award(s).

Distinguished service members are entitled to attend meetings and serve on committees, but cannot hold office or vote unless otherwise eligible/qualified.

Section 6. Suspension and Expulsion: Members may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws and/or lawful rule or practice duly adopted by the association. The entire membership shall be notified of a proposed suspension or expulsion thirty (30) days prior to a regularly scheduled board of governors meeting. Suspension or expulsion shall be by two-thirds vote of the membership in attendance of the board of governors; provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least forty-five (45) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the board of governors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

If the offending person is a regular member or executive director/secretary of a regular member, the chair of his/her board shall first be notified. If the jurisdiction takes no action in thirty (30) days, the association shall proceed with action as described under this section.

ARTICLE V -- Dues

Section 1. Amount: The board of governors shall determine annual dues for all types of membership of the association. Past chairman of NAB shall be exempt from paying membership dues. Membership dues are due and payable January 1st of each year.

Section 2: Regular Member Dues: Payment of dues assessed for each state, commonwealth, district, or territory shall entitle regular members to name a delegate and to use the examinations as defined in Article IV, Section A. Payment of dues also entitles all members of regular member state boards and their executive director/secretary or designated representative of a state licensing authority the privileges defined in Article IV, Section 2.

Section 3. Associate Member Dues: Payment of dues assessed for associate members entitles the individual to associate membership privileges as defined in Article IV, Section 3.

Section 4. Subscribing Member Dues: Payment of dues assessed for subscribing members entitles the individual to subscribing membership privileges as defined in Article IV, Section 4.

Section 5. Distinguished Service Member Dues: Distinguished Service Members pay no dues.

Section 6. Failure to Pay Dues: Members who fail to pay their dues sixty (60) days from the time the same becomes due shall be notified. If payment is not made within the next succeeding thirty (30) days that member shall, without further notice and without a hearing, be dropped from the rolls

and thereupon forfeit all rights and privileges of membership, provided that the board of governors may by rule prescribe procedures for extending the time of payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE VI -- Board of Governors

Section 1. Membership: The membership of the board of governors shall consist of:

- A. One (1) delegate from each regular member. Each regular member shall verify the jurisdiction's representative to the secretary of NAB on forms furnished by the association. The representative may cast one vote on all matters on the basis of one vote per State, Commonwealth, Territories and the District of Columbia.
- B. The elected officers of the NAB

Only designated delegates from each regular member, as provided in Article IV, Section 2, shall be eligible to serve on the board of governors. The delegate continues to serve until a successor is appointed.

Section 2. Duties: The board of governors shall have supervision, direction, and control of the affairs of the association. It may appoint such agents, as it may consider necessary to assist in the execution of the powers granted.

- A. The board of governors shall have power to buy, lease, or contract and maintain an executive office.
- B. The board of governors shall employ, contract and/or terminate the president and CEO. It shall adopt policies, which delineate the qualifications, duties, authority, and tenure of the president and CEO. The president and CEO, who is the general manager of the association, shall act on the directions of the board of governors through the chairman.
- C. The board of governors at its regular meetings or by mail ballot, as it deems advisable, shall adopt policies which delineate the:
 - (1) duties and authority of the chairman, chairman-elect, secretary, treasurer, and past chairman;
 - (2) duties, authority, and conduct of meetings of the executive committee and each of the standing committees;
 - (3) ethical standards governing the behavior of officers and employees; and,
 - (4) manner in which all association business and activities shall be conducted.
- D. The board of governors shall review and approve the association budget.
- E. The board of governors shall provide for the audit of the books of account of the association by a certified public accountant at the end of each fiscal year and at such other times as deemed necessary.

- F. The board of governors may delegate such duties, as it deems advisable to the executive committee.

If an urgent matter arises which is not covered by policy, is within legal provisions and the association bylaws, and a decision is required, the executive committee may act on it and submit it for approval of the board of governors at its next meeting.

Section 3. Meetings: The board of governors shall meet during the annual and special meetings of the association as defined in Article VII.

Section 4. Compensation: Members of the board of governors, including its officers, shall not receive any compensation for their services as governors and/or officers, but the board of governors shall reimburse expenses incurred in the performance of their duties as specified by the association's policies. Payment of expenses shall be approved by the chairman of NAB as prescribed by the board of governors. Nothing herein shall preclude a governor or officer from serving the association in any other capacity and receiving compensation for his/her services.

ARTICLE VII -- Meetings

Section 1. Annual: There shall be an annual meeting of the association between May 1st and June 30th, for biennial election of officers, receiving reports, meetings of committees, and transaction of business. The executive committee shall determine the place and specific time of the meeting. Notice of the meeting, signed by the chairman, shall be communicated to the membership as directed by the executive committee at least ninety (90) days prior to the time appointed for the meeting.

Section 2. Special Meetings: Special meetings of the association may be called by the chairman, the executive committee, or upon written request of one-third (1/3) of the members of the board of governors. Notice of any special meeting shall be communicated to the membership as directed by the executive committee at least thirty (30) days in advance. The notice shall contain time, place, and information on the specific subject or subjects to be considered.

Section 3. Quorum: A majority of the voting delegates present of the board of governors shall constitute a quorum. Any less number may adjourn from time to time until a quorum is present.

Section 4. Order of Business: The chairman shall develop the order of business to be followed at meetings. The board of governors shall review and approve the agenda as the first item of business at all meetings of the association. The order of business may be altered or suspended at any meeting by a majority vote of voting members present. The parliamentary rules of "Roberts Rules of Order" shall govern all deliberations when not in conflict with the association bylaws.

ARTICLE VIII -- Officers

Section 1. Elected Officers: The elective officers of the association shall be a chairman-elect, secretary, and treasurer. These officers shall be elected biennially by the members of the board of governors at the annual meeting held in the even-numbered years. Election shall be by ballot, and a majority of the votes cast shall elect the officers.

Section 2. Terms of Office: Each elective officer shall take office at the close of the annual meeting of the association in the even-numbered years. Each officer shall serve for a term of two years or until his/her successor is duly elected and qualified. In the event an incumbent officer loses status as a regular member of the association, the officer assumes associate member status without payment of dues for duration of the term, and may serve out his/her term of office.

- A. The chairman may not succeed himself/herself. Other officers may serve no more than two consecutive terms in any one office. For purposes of determining eligibility to continue in office, an officer who has served half or more of a two-year term is considered to have served a full term in that office.
- B. A member of the association may hold only one elective office at any one time.
- C. For purposes of continuity, the chairman-elect shall automatically succeed to the office of chairman.

Section 3. Vacancies: If an officer other than the chairman is unable to serve in the office to which elected, the chairman upon approval of the executive committee, shall appoint a successor to fill the un-expired term. The appointment shall be subject to approval at the next meeting of the board of governors.

Section 4. Chairman: The chairman shall be the principal officer of the organization, serving as chair of the board of governors and the executive committee. S/he shall preside at meetings of the association, of the board of governors, and of the executive committee. S/he shall be an ex-officio member, with the right to vote, of all committees, except the nominating committee. At the annual meeting, and at such other times as the chairman deems proper, s/he shall communicate to the association and to the board of governors such matters and suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the association. The chairman shall perform such other duties as are necessarily incident to the office of chairman, or as may be assigned by the board of governors.

Section 5. Chairman-elect: The chairman-elect shall automatically succeed to the office of the chairman. In the event the chairman is unable to serve on a permanent basis, the chairman-elect shall immediately succeed to the office of the chairman. The chairman-elect may be delegated by the chairman to perform the chairman's duties in the event of the chairman's temporary disability or absence from meetings and shall perform such other duties as assigned by the chairman or the board of governors.

Section 6. Secretary: The secretary shall attend all meetings of the association to keep a record of all proceedings and to attest documents, and to carry out such other duties as are assigned by the chairman or the board of governors.

Section 7. Treasurer: The treasurer shall be responsible for ensuring that proper records are kept of all receipts and disbursements of funds of the association, that an annual audit is compiled, and financial reports are made to the board of governors, and shall perform such other duties as are assigned by the chairman or the board of governors.

Section 8. Immediate Past Chairman: The immediate past chairman shall serve in an advisory capacity and perform such other duties as assigned by the chairman or the board of governors.

Section 9. Removal from Office: Any officer of the association may be removed for cause as determined by the board of governors by two-thirds (2/3) vote of the member states. Such voting may be by mail referendum.

Section 10. Office Administration: The administration and management of the association shall be by a contractual or salaried president and CEO employed by the board of governors. The president and CEO shall be directly responsible to the chairman whose administrative actions are subject to approval by the board of governors. The president and CEO shall also serve as the assistant secretary-treasurer of the association.

Section 11. Bonding: At the direction of the board of governors, any officer or employee of the association shall furnish, at the expense of the association, a fidelity bond, in an amount prescribed by the board of governors.

ARTICLE IX -- Committees and Task Forces

Section 1. Committees: There are nine standing committees: (1) Executive; (2) Bylaws, Policies and Procedures; (3) NHA Examination; (4) Education; (5) Budget and Finance; (6) Continuing Education; (7) State Governance; (8) RC/AL Examination; and (9) Marketing and Public Relations. The board of governors and/or the chairman assigns duties and delegates authority to each committee. All activities and decisions of the committees are made within legal provisions, the association bylaws, and policies and procedures.

Section 2. Executive Committee: The executive committee shall consist of the chairman, chairman-elect, secretary, treasurer, and immediate past chairman. The president and CEO shall be an ex officio, nonvoting member of the executive committee.

- A. The executive committee shall adopt procedures and rules, within legal provisions and the association bylaws, which delineate the qualifications, duties, authority, and tenure of the president and CEO and other staff.
- B. The executive committee at its regular meetings or by mail ballot, as it deems advisable, shall adopt procedures and rules, within legal provisions and the association bylaws, which delineate the:
 - (1) duties and authority of the chairman, chairman-elect, secretary, treasurer, and past chairman;
 - (2) duties, authority, and conduct of meetings of the executive committee and each of the standing committees;
 - (3) ethical standards governing the behavior of officers and employees; and,
 - (4) manner in which all association business and activities shall be conducted.
- C. The executive committee shall have authority within policies, procedures, and rules, within legal provisions and the association bylaws, to act for the association and shall have charge of its routine affairs in the intervals between meetings of the board of governors. Such actions shall be subject to review and confirmation by the board of governors.
- D. The executive committee shall meet at such times as may be determined by the chairman of the association or at the written request of three (3) members of the executive committee. Executive committee meetings shall be open to any official representative of a member state.

Section 3. Standing Committees: The chairman shall determine the number of members for standing committees. S/he shall appoint committee members within one month after taking office and notify association members as soon as feasible. The chairman may delegate the appointment of members to the chairman of a standing committee. Additional members may be added to standing committees, as the chairman deems necessary and advisable unless otherwise provided by the bylaws.

- A. The chairman shall appoint a regular, or associate member, as chair of each standing committee. A subscribing member may chair the Education Committee or the RC/AL Exam Committee.
- B. Duties and authority of each committee and chair shall be defined by the chairman as approved by the board of governors.

- C. Term of appointments of chair and committee members shall be concurrent with the term of the appointing chairman.
- D. Elected officers may not chair standing committees, except the treasurer may chair the budget and finance committee.

Section 4. Task Force: The chairman may appoint Task Forces and a chair of each committee.

- A. The chairman shall define duties and authority of Task Forces in addressing special problems that are of interest to the association.
- B. Task Forces shall serve in an ad hoc capacity with terms of members to expire when the committee's assignment is complete.

Section 5. Nominating Committee: At the annual meeting held in odd-numbered years the board of governors shall elect a nominating committee comprised of the immediate past chairman, two (2) regular and/or associate members, and an alternate, to nominate candidates for the officers of the association.

- A. A slate of nominees for each office as defined in Section 1 of Article VIII shall be mailed to each member state at least sixty (60) days prior to the annual meeting at which the election shall occur.
- B. Independent nominations may be made from the floor for the offices of chairman-elect, secretary, and treasurer at the time of the election.
- C. The slate of nominees may not include member(s) of the nominating committee.

ARTICLE X -- Mail Vote

Section 1. Whenever, in the judgment of the executive committee, any question shall arise which it believes should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such purpose, the committee may, unless otherwise required by these bylaws, submit such matter to the membership in writing by certified mail for vote and decision. The question thus presented shall be determined by the majority vote of the board of governors. Votes shall be returned to the association office by certified mail within twenty (20) days after such submission to the membership. Any and all action taken in pursuance of a majority vote in each such case shall be binding upon the association in the same manner as would be taken at a duly called meeting.

The delegates serving on the board of governors cast the mail vote.

ARTICLE XI -- Finance

Section 1. Use of Funds: The association shall use its funds only to accomplish the objectives specified in these bylaws, and no part of said funds shall inure, or be distributed to the members of the association.

Section 2. Fiscal Year: The fiscal year of the association shall be January 1st through December 31st.

Section 3. Budget: After preparation of the proposed budget by the budget and finance committee, a copy shall be mailed to each member thirty (30) days prior to the mid-year meeting.

Section 4. Banking: The executive committee shall approve the financial institutions in which the funds of the association shall be deposited and all funds should be insured by the Federal Deposit Insurance Corporation or other similarly insuring institutions.

Section 5. Payments: All financial obligations of the association provided for in the annual budget shall be paid by in accordance with policies and procedures adopted by the executive committee.

Section 6. Grants: The association may accept financial grants and contributions from any source as shall be approved by the executive committee.

ARTICLE XII -- Indemnification

The corporation shall indemnify its officers and members of the board of governors to the extent permitted by the Not-for-Profit Corporation Law of the State of New York for all expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, or liability arising therefrom in which they or any of them are made parties by reason of having been officers or members of the board of governors of the corporation.

ARTICLE XIII -- Dissolution

Upon the dissolution of the corporation, the board of governors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all assets of the corporation exclusively to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of governors may determine.

ARTICLE XIV -- Parliamentary Authority

Any question arising in the association that is not covered by these bylaws or "Roberts Rules of Order, Newly Revised," shall be decided by a majority vote of the members of the board of governors in attendance at the meeting in which the matter is considered.

ARTICLE XV – Amendments

Section 1. Upon approval by the board of governors, these bylaws may be amended, repealed, or altered in whole or in part, (a) by a two-thirds (2/3) vote at any meeting of the association, provided that a copy of any proposed amendments shall be mailed to the last recorded address of each member at least thirty (30) days prior to the date of the meeting; or (b) by approval of two-thirds (2/3) of the member states through mail vote in accordance with the provision in Article X.