BYLAWS
FOUNDATION OF THE NATIONAL ASSOCIATION
OF LONG TERM CARE ADMINISTRATORS BOARDS

ARTICLE I- NAME AND LOCATION

Section 1 - Name. The name of this organization is the Foundation of the National Association of Long Term Care Administrator Boards (the “Foundation”), a nonprofit corporation incorporated under the District of Columbia Nonprofit Corporation Act.

Section 2 - Offices. Offices of the corporation shall be located in the District of Columbia and/or in such other localities that may be determined by the Board of Trustees and approved by the Executive Committee of the National Association of Boards of Examiners of Term Care Administrators (the “Association”).

ARTICLE II- PURPOSES

The purposes of the Foundation are as stated in the Articles of Incorporation, including but not limited to the following specific purposes:

1. To conduct both research and educational studies and make recommendations on issues of common interest to nursing home administrator’s licensing boards and authorities throughout the United States.

2. To study and recommend educational and health care standards for nursing home administrators in order to promote and protect the public health and welfare.

3. To promote uniform procedures necessary for public health and welfare concerning state examining and licensing agencies.

4. To engage in any other conduct permitted by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code as amended.

ARTICLE III- MEMBERSHIP

The Board of Trustees may establish one or more classes of non-voting member donors, or benefactors with designated privileges for each class.

ARTICLE IV- BOARD OF TRUSTEES

Section 1 - General Powers. The affairs of the Foundation shall be managed by its Board of Trustees.

Section 2 - Composition, Tenure, and Qualifications. The number of Trustees, including the officers shall not be less than five nor more than 15. Each Trustee shall be appointed by the
Executive Committee of the Association. Each Trustee shall hold office until the next annual meeting of the Board of Trustees and until his or her successor has been appointed and qualified.

Section 3 - Duration of Office. Trustees shall be appointed for two-year terms. Each Trustee appointed shall take office at the first Board meeting following appointment. No Trustee may serve more than two consecutive full two-year terms excluding terms served as officers of the Foundation. A minimum of one year’s absence from the Board is required before a Trustee who has served two full consecutive terms may again serve as a member of the Board.

Section 4 - Meetings. The Board of Trustees of the Foundation shall hold its annual meeting in conjunction with or within 60 days of the Annual Meeting of the Association. Additional meetings of the Board of Trustees may be called by the Chairman or by the written request of a majority of the members of the Board of Trustees provided that a written notice is sent to each member of the Board of Trustees five days prior to the meeting.

Section 5 - Quorum and Voting

a. At any meeting of the Board of Trustees, a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of the Foundation.

b. Unless otherwise specifically provided by these Bylaws, a majority vote shall govern.

c. The members of the Board of Trustees may participate in any meeting by conference telephone call or other electronic communications by which the participating Trustees may hear one another, and such participation shall constitute presence in person at such meeting.

d. The Chairman may request action by the Board of Trustees between meetings of the Board by mail ballot, subject to approval at the next meeting of the Board of Trustees.

Section 6 - Vacancies. Any vacancy occurring in the Board of Trustees or any Trusteeship to be filled by reason of an increase in the number of Trustees shall be filled in the same way appointments to the Board are made pursuant to these Bylaws. A Trustee appointed to fill a vacancy shall be appointed for the unexpired term.

Section 7 - Advisory Council. All NAB Past-Chairman/Presidents shall be members of the Board of Trustees Advisory Council. All Advisory Council members are invited to attend the Board of Trustee meetings.

ARTICLE V- OFFICERS

Section 1 - Officers. The officers of the Foundation shall be Chairman, Chairman Elect, Secretary, Treasurer, and such other officers as may be determined by the Board of Trustees.
Section 2 - Board of Trustee Members. In addition to the officers mentioned above, the Board of Trustees shall consist of the current Chairman Elect of the Association and other members appointed by the Executive Committee of the Association.

Section 3 - Removal. Any officer may be removed by the Board of Trustees whenever, in its judgment, the best interests of the Foundation would be served thereby.

Section 4 - Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5 – Chairman. The Chairman shall be the principal executive officer of the Foundation and shall, in general, supervise the affairs of the Foundation. The Chairman shall preside at all meetings of the Board of Trustees and shall be the chairperson of the Board. The Chairman shall also serve as an ex officio member of all committees and shall make all required appointments of standing and special committees. The Chairman shall perform such other duties as are necessarily incident to the office of Chairman or as may be prescribed by the Board of Trustees. The Chairman of the Foundation shall be the Immediate Past Chairman of the Association.

Section 6 - Chairman Elect. The Chairman Elect shall assume the duties of the Chairman whenever that officer is absent or unable to act. The Chairman Elect shall perform such duties as are delegated or assigned by the Chairman or the Board of Trustees. The Chairman Elect of the Foundation shall be the Chairman of the Association.

Section 7 - Secretary. The Secretary shall keep a record of the procedures of the Board of Trustees; have charge of the records of the Foundation; give notice to the Trustees of the meetings of the Board; submit to the Trustees any matters requiring their attention; and annually, and at such other times as may be required, present to the Board reports upon the affairs of the Foundation. The Secretary of the Foundation shall be the Secretary of the Association.

Section 8 - Treasurer. The Treasurer shall, under the general supervision of the Board of Trustees, have custody of the financial transactions of the Foundation; receive and receipt for any monies belonging to the Foundation and deposit same, in the name of the Foundation, with a bank or banks to be designated by the Board; make disbursements in accordance with regulations prescribed by the Board; keep proper books of accounts; and annually, and at such other times as may be required, submit to the Board of Trustees a report of receipts and disbursements and the financial condition of the Foundation. The Treasurer of the Foundation shall be the Treasurer of the Association.

Section 9 - Assistant Secretary-Treasurer. The President/CEO of the Association shall be the Assistant Secretary-Treasurer to assist the Treasurer and Secretary in addition to performing such duties as may be assigned by the Chairman or by the Board of Trustees. The Assistant Secretary-Treasurer shall be an ex-officio member of the Board of Trustees without voting rights.
Section 10 - President/CEO. President/CEO of the Foundation shall be the President/CEO of the Association, or another individual as designated by the Executive Committee of the Association.

ARTICLE VI - COMMITTEES

Section 1 - Committees of Trustees. The Board of Trustees may designate one or more committees, including an Executive Committee, each of which shall consist of two or more Trustees, which committees shall have and exercise the responsibility specifically designated by the Board of Trustees, in the management of the Foundation.

Section 2 - Other Committees. Other committees may be designated by the Board of Trustees. Members of such committees may or may not be members of the Board of Trustees. Any member thereof may be removed by the Board of Trustees whenever, in their judgment, the best interests of the Foundation shall be served by such removal.

Section 3 – Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

ARTICLE VII - FISCAL AND LEGAL PROCEDURES

Section 1 - Fiscal Year. The fiscal year of the Foundation shall be the calendar year.

Section 2 - Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 3 - Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the Foundation.

Section 4 - Annual Budget. The Board of Trustees shall adopt a budget each fiscal year.

Section 5 - Non-Compensation. No member of the Board of Trustees acting in the capacity as an officer or Trustee shall receive compensation for services rendered. Travel expenses personally incurred by the Trustees attending to the business of the Foundation shall be paid by the Foundation in accordance with rules and procedures adopted by the Board of Trustees.

Section 6 - Annual Financial Report and Audit.

a. The Treasurer shall provide to the Board of Trustees at each regular meeting a report of all receipts and disbursements of the Foundation’s funds. An annual financial report subsequently shall be published by the Board of Trustees.
b. The Board of Trustees shall appoint an independent Certified Public Accountant to audit the financial records of the Foundation and submit an annual audit report.

Section 7 – Indemnification. Every officer, Trustee, employee of the Foundation, and such others as may be specified from time to time by the Board of Trustees, shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party or in which they may become involved, by reason of being or having been an officer, Trustee, or employee of the Foundation, or any settlement thereof, whether the person is an officer, Trustee, or an employee at the time such expenses are incurred, except in such cases wherein the officer, Trustee, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which the indemnified may be entitled.

ARTICLE VIII-AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by a two-thirds affirmative vote of the Trustees present and voting at any meeting of the Board of Trustees, provided that at least 15 days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting, subject to approval by the Executive Committee of the Association.