

**BY-LAWS OF THE ARIZONA ASSISTED LIVING HOMES
ASSOCIATION
A NOT-FOR-PROFIT CORPORATION**

Article I – Organization

Section 1: The name of the corporation shall be the Arizona Assisted Living Homes Association (the “Corporation”.) The Corporation may at its pleasure by a vote of the Board of Directors change its name.

Article II - Purpose

Section 1: Vision Statement. The vision of the Arizona Assisted Living Homes Association is to raise the quality and standards of the assisted living home industry in the State of Arizona to be a model for the entire country.

Section 2: Mission Statement. The mission of the Arizona Assisted Living Homes Association is to support, educate and promote its members, and to be an information source for members and the public at large.

Article III - Members

Section 1: Membership. The Corporation shall consist of Members and Associate Members who shall elect the Board of Directors of the Corporation (the “Board”). No Member or Associate Member shall hold more than one seat on the Board of the Corporation.

Section 2: Types of Membership. Members shall be the owners of one or more Assisted Living Home(s) licensed in the State of Arizona by the Department of Health Services. Associate Members are those who provide goods or services to members.

Section 3: Dues. Dues shall be set by the Board and shall be due and payable on January 1 of each year. Any member who has not paid dues by January 31 shall be stricken from the membership roles and shall have to re-apply for membership.

Section 4: Voting Rights. Each member shall have one vote. If they own additional homes, and hold an additional membership for the home(s), they are entitled to one additional vote not to exceed two votes. Associate Members shall have one vote.

Section 5: Non-liability of Members. No Member, Associate Member or Board Member, by virtue of just being a Member of this Corporation, shall be personally liable for the debts, liabilities or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Member, Associate Member or Board Member be subject to the payment of the debts or obligations of this Corporation.

Article IV - Meetings

Section 1: Meeting Dates, Times and Places. General membership meetings shall be held monthly at a date, time and place as determined by the Board. The Board shall notify the membership of such information not less than one week in advance of the meeting.

Section 2: Agenda. General membership meetings shall follow an agenda as laid out by the President. At least 6 meetings per year will include an education section with one continuing education unit approved by the Board of Examiners of Nursing Care Institution Administrators and Assisted Living Facilities Managers of the State of Arizona (NCIA).

Section 3: Conduct of a Meeting. The president shall preside over the meeting as the chairman if present, and if not, then the president-elect shall preside. If the president or the president-elect is not present, the Board shall appoint a person to serve as the chairman. The secretary of the Corporation, if present and if not a person chosen by the Board, shall serve as the secretary of the meeting and be responsible for taking the minutes of the meeting.

Section 4: Annual Meeting. The meeting held in September of each year shall be the annual meeting.

Section 5: Rules of Order. The latest edition of Robert's Rules of Order shall govern the rules of order.

Article V - Board of Directors

Section 1. Board Role, Size and Composition. The Board of Directors shall have the control and management of the affairs and business of this Corporation. Such Board of Directors shall only act in the name of the Corporation when it shall be regularly convened by the president after due notice to all the directors of such meeting. The Board shall have no fewer than nine or more than thirteen members. The Board shall consist of at least fifty-one (51%) percent Members. The Board will be made up of an Executive Committee, which shall consist of the President, President-elect, Secretary and Treasurer, and the remainder of the Board will be elected at large and will fill such roles as designated by the President.

Section 2. Meetings. The Board shall meet monthly, at an agreed upon time and place. It may also meet in special session as designated by the President to address issues that may arise. Special sessions may be conducted in person, or by electronic means, and minutes must be recorded.

Section 3: Notice. An official board meeting requires that each Board Member have written notice (e-mail or otherwise) forty-eight (48) hours in advance.

Section 5: Quorum. The presence of fifty-one (51%) percent of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of this Corporation; but a lesser percentage may adjourn the meeting.

Section 6. Voting. At all meetings votes shall be by voice or hand. A simple majority is required for passage of any business brought before the board except as designated in Section 7.

Section 7. Contacts and Agreements. Any contract or agreement which requires an ongoing expenditure of Corporation funds or which requires an expenditure in excess of two thousand five hundred dollars (\$2500.00) requires approval by a two thirds (2/3) majority of the Board of the Corporation.

Section 8: Obligation. All members of the Board of Directors shall understand the responsibility and duty that accompanies the office. Board members are expected to attend and participate in all Board meetings. Failure of a Board member to attend three meetings without sufficient cause shall result in the removal of that Board member from the Board and a replacement shall be appointed by the President to finish the remaining term. Resignations from the Board shall be in writing and will be accepted with the effective date as stated in the resignation. A replacement will be appointed by the President to finish the remaining term.

Section 9: Selection. The President shall appoint a nominating committee to seek qualified nominees to serve on the Board of Directors. The nominating committee shall present the nominations to the membership at the August Membership meeting each year. Nominations will also be accepted from the membership. Written ballots shall be mailed to each Member and Associate Member not later than September 10 of each year. Ballots may be returned by mail or presented in person at the September Membership meeting. Ballots shall be tabulated after determining that the vote is legitimate and after any identifying information is removed from the ballot. The Board shall determine specific tabulation procedures.

Section 10: Term. The Board shall serve a one-year term commencing on October 1 of each year and concluding on September 30 of the following year.

ARTICLE VI – OFFICERS AND COMMITTEES

Section 1. Duties of Officers. The officers of the corporation are President, President-elect, Secretary and Treasurer and make up the Executive committee. The Executive committee may not contain more than two Associate members. The Executive Committee shall be responsible for the day-to-day operations of the Corporation. The Executive Committee shall have the authority to authorize expenditures of the Corporation without approval of the full Board up to one thousand dollars (\$1000.00).

1. **President.** The president shall convene regularly scheduled Board meetings and shall preside over the meetings as the chairman. The president shall present at each annual meeting of the Corporation an annual report of the work of the Corporation. The president shall see that all books, reports and certificates required by law are properly kept or filed. The president shall be one of the officers who may sign the checks or drafts of the Corporation.
2. **President-elect.** The president-elect must have served at least one term on the Board of Directors in some other capacity. The president-elect shall, in the event of the absence or inability of the president to exercise his/her office, become acting president of the Corporation with all the rights, privileges and powers as if he/she was president. The president-elect shall chair committees on special subjects as designated by the Board.
3. **Secretary.** The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board and membership meetings, sending out meeting announcements, distributing copies of minutes to each Board member, and assuring that corporate records are maintained. The secretary shall be responsible for handling the incoming mail and insuring that it reaches the appropriate person in a timely fashion. The secretary shall present to the Board at any meetings any communication addressed to the Corporation. The secretary shall attend to all correspondence of the Corporation as designated by the board or President and shall exercise all duties incident to the office of secretary. In assistance to the president, secretary shall see all books, reports and certificates required by law are properly kept or filed.
4. **Treasurer.** The treasurer shall have the care and custody of all monies belonging to the Corporation and shall be solely responsible for such monies or securities of the Corporation. The treasurer must be one of the officers who shall sign checks and drafts of the Corporation. The treasurer shall assist in the preparation of the budget, help develop fundraising plans and make financial information available to Board members and other required entities. The treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The treasurer shall exercise all duties incident to the office of Treasurer. The treasurer shall pay no bills unless they are properly certified as directed by the Board of Directors. The treasurer shall have the responsibility of paying the ongoing bills of the Corporation as approved by the board.

Section 2. Standing Committees. Standing Committees shall include Education, Conference and Event, Membership, Welcoming, and Information.

1. **Education.** The Education Committee shall be chaired by one of the Board of Directors at large, appointed by the President and will be responsible for obtaining qualified speakers for the education portion of the monthly meetings. They will also assist with selection of the speakers for the annual conference and other events. The Education chairperson will obtain speaker applications and insure that the proper credentialing is accomplished. A record will be maintained of available speakers and past speakers who may be recalled in the future. The Education

Committee chairperson shall have the authority to recruit committee members from the membership to assist with these duties.

- 2. Conference and Event.** The Conference and Event Committee shall be chaired by one of the Board of Directors at large, appointed by the president and will be responsible for the annual conference and other events determined by the board to be of benefit to the members of the corporation. The Conference and Event Committee will be responsible for all details of the annual conference other events produced by the corporation. The Conference and Event Committee chair shall have the authority to recruit committee members from the membership to assist with the duties of this committee.
- 3. Membership.** The Membership Committee shall be chaired by one of the Board of Directors at large, appointed by the President and will be responsible for attracting new members, collection of dues, welcoming and orienting new members, and assuring that members are in good standing. The committee will be responsible for ensuring that members agree to abide by the Code of Ethics established by the Board and investigate any complaints of alleged violations. Members who are found to be in violation of the Code of Ethics will be notified in writing of the violation and will have the opportunity to correct the violation. Should the violation not be corrected, the members violation and actions will be presented to the Board of Directors for action which may include loss of membership and the forfeiture of any dues paid. The member in question will have the right to argue their position before the Board of the Corporation prior to a final resolution. The Membership chairperson will be the voice of the membership on the Board and shall present any concerns or issues from the members before the Board. The Membership Committee chair shall have the authority to recruit committee members from the membership to assist with the duties of this committee.
- 4. Welcoming.** The Welcoming Committee shall be chaired by one of the Board of Directors at large, appointed by the President and will be responsible for acting as the host/hostess of meetings and other events of the corporation. Duties will include, but not be limited to, meeting check in, greeting and orienting guests, providing name tags, obtaining and providing water or other such refreshments as may be ordered by the Board, coordinating and introducing Associate Member presentations and monthly door prizes and obtaining sponsors to provide for other needs that arise. They will also assure that the meeting check in sheets are completed and provided to the Administrative Assistant or other officer as designated by the board so that official attendance records may be maintained. The Welcoming Committee chair shall have the authority to recruit committee members from the membership to assist with the duties of this committee.
- 5. Information.** The Information Committee shall be chaired by one of the Board of Directors at large, appointed by the President and will be responsible for monitoring of Department of Health, Nursing Board, Legislature, Governors office and other agencies that effect the operation of Assisted Living Homes in Arizona. As information becomes available, the committee shall ensure the dissemination of that information to the membership in a method to be determined by the Board. If regulatory bodies should form study or rules making groups, the Information Committee chairperson shall represent the Corporation in those groups. The Information Committee chair shall have the authority to recruit committee members from the membership to assist with the duties of this committee.

Article VIII - Amendments

Section 1: These by-laws may be altered, amended, repealed or added to when necessary by a two-thirds (2/3) majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

Article IX - Dissolution

Section 1: The Corporation shall be dissolved upon the president having presented a resolution recommending dissolution to the Board of Directors and that resolution having been passed by the Board of Directors. A proposal for dissolution may be considered at a regular or special meeting of the Board only after thirty (30) days notice in writing is given to each Member and Associate Member. Such notice shall be given either personally or by email. The resolution to dissolve will be deemed passed upon a two-thirds (2/3) majority of the Board of Directors present and voting at such meeting.

Section 2: Upon adoption of the resolution for dissolution, this Corporation shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof, and shall immediately cause a notice for the proposed dissolution to be mailed to each known creditor and shall proceed to collect its assets and apply and distribute them. The Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all its assets exclusively for the purposes of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United States internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Revised & Approved this ____ day of _____, 2009.

Daisy Urrea, President