

**ARKANSAS RESIDENTIAL  
ASSISTED LIVING ASSOCIATION  
BY-LAWS**

(revised, October 2010)

**ARTICLE I: NAME AND PURPOSE**

Section 1. Name

The name of this Association shall be Arkansas Residential Assisted Living Association.

Section 2. Fiscal Year

Fiscal year of this Association shall be from January 1 through December 31.

Section 3 Purpose

The Purpose of this Association is: TO PROMOTE the cause of assisted living/residential care, TO EDUCATE the public to the advantages of assisted living/residential care and its members to better professional practices, TO PROVIDE services needed to accomplish our goals, TO MAINTAIN QUALITY OF LIFE for our residents and ourselves To Promote, To Educate, To Provide, To Maintain Quality of Life.

**ARTICLE II: MEMBERSHIP**

Section 1. Types

A. Voting Membership

1. A voting member of this Association is a person, corporation, partnership, or nonprofit association duly licensed under the laws of the State of Arkansas to operate an Assisted Living or Residential Care Facility and is a member in good standing of this Association

2. Membership will be on a per facility basis with one (1) facility having one (1) vote.

3. Members in good standing shall be those licensed Assisted Living or Residential Care Facilities that are current in payment of all dues to the Association. Reinstatement of delinquent members may be made by the Nominating and Credentials Committee after full payment of the current year's outstanding dues has been made to the Treasurer.

4. Dues will be recommended by the Board of Directors subject to the approval of a majority of the membership voting on the question.

## B. Non-Voting Membership

1 Agencies or individuals having a bona fide association with assisted living/residential care may apply for limited associate membership.

2. Associate membership applications from agencies and individuals shall be approved by a majority vote of the Board of Directors.

3. The dues structure shall be determined by the Board of Directors.

## Section 2. Termination

### A. Voluntary

Membership in the Association may be terminated by voluntary resignation, provided that the member (at the time of his/her resignation) is in good standing. A member whose dues have not been paid and are not current may not resign, but may be dropped from membership by a majority vote of the Board of Directors.

### B. Involuntary

1. A member may be expelled by a two-thirds (2/3) vote of the Board of Directors, provided that adequate notice has been given to the member of the proposal of expulsion and an opportunity has been given the member to have a hearing before the Board of Directors on said proposed action. The presence of the member whose expulsion is being considered shall be requested at the meeting of the Board of Directors at such time that action on the question of expulsion is to be considered.

2. Any member of the Association, having been charged with conduct unbecoming a member of the Association, shall be given adequate notice and an opportunity for a discipline hearing before the Board of Directors if determined by a majority vote of the Board of Directors that discipline is necessary and shall come to pass, such discipline shall consist of suspension of membership or reprimand or any other form of discipline approved by a majority vote of the Board of Directors.

### C. Cessation of Interests

Termination of membership for any cause whatsoever, shall operate as a release of all rights and titles to, or interest in, the property and assets of the Association, including the ownership or exhibition of any official emblem, plaque or other insignia of membership.

## Section 3. Grievances

Any member having a grievance against another Association member is requested to bring that complaint to the attention of the Association's Membership and Grievance Committee before notification is given to any other office or governing board. Failure to do so may result in the complainant being expelled from the Association. In the event that the Chairperson of the Membership and Grievance Committee cannot be reached, the Board of Directors Chairperson or

any member of the Membership and Grievance Committee should be notified.

### **ARTICLE III: MEETING AND QUORUM**

#### Section 1. Annual Meeting

An annual business meeting of the Association shall be held between October 1 and November 30 of each year. All business of the Association shall be presented, including the election of Board of Directors, the approval or disapproval of any proposed amendments to the By-Laws, and adoption of the annual budget

#### Section 2. Notice of Annual Meeting

Notice of the annual business meeting shall be mailed to each member of the Association, not less than thirty (30) days prior to said meeting, setting forth the date, time, place, and general agenda to be followed. Notice shall include the Nominating and Credentials Committee's slate of nominees for the Board of Directors.

#### Section 3. Special Meetings

A special meeting of the membership of the Association may be called by the Board of Directors or twenty-five percent (25%) of the voting members of the Association with notice given to each member in good standing at least one (1) week in advance, setting forth the time, place, date, and business to be considered.

#### Section 4. Open Meetings

All meetings of the Association shall be open to the membership of the Association. Representatives of voting members and guests who have been invited by the Board to speak shall have privileges of the floor. Others may be recognized to address the Association by consent of a majority of members present.

### **ARTICLE IV: BUSINESS AUTHORITY**

#### Section 1. Conduct of Association Business

The Board of Directors shall have power and authority to conduct the business of the Association. This power and authority shall be subject to the provisions of the By-Laws of the Association.

#### Section 2. Statements of Association Policy

No person shall express a position on behalf of the Association unless authorized by a majority of the Board to do so.

## **ARTICLE V: BOARD OF DIRECTORS**

### Section 1. Number and Qualifications

The Board of Directors shall consist of nine (9) persons who are owners or operators of an Assisted Living or Residential Care Facility which is a member in good standing. Directors shall be elected to represent the following areas:

- One (1) Representative of Large Facilities (16+ licensed beds) housing the elderly.
- One (1) Representative of Small Facilities (-16 licensed beds) housing the elderly.
- One (1) Representative of Large Facilities ((16+ licensed beds) housing the mentally ill.
- One (1) Representative of Small Facilities (-16 licensed beds) housing the mentally ill.
- One (1) Representative of Not-for Profit Facilities regardless of size or type of service.
- Four (4) Representatives elected at large.

### Section 2. Officers

1. The Board of Directors shall meet immediately following their election and shall elect from its members a Chair, a Secretary, and a Treasurer who shall serve for the balance of their current term as Directors.

### Section 3. Duties

Directors shall perform the duties usually performed by such Directors and additional duties specified in the By-Laws of the Association.

The Chair shall act as the presiding officer at all meetings of the Board and the membership of the Association and shall perform the duties usually performed by such officer.

The Secretary shall keep a record of all meetings of the Board and the Association and a current mailing list of Association members. The Secretary shall also be responsible for providing notice of meetings and elections as prescribed in these By-Laws, and shall preside at meetings in the absence of the Chair.

The Treasurer shall keep an accurate accounting of the fiscal concerns of the Association and shall maintain bank accounts, a record of membership dues, and all accounts receivable and payable. The Treasurer shall report regularly to the Board the financial condition of the Association.

### Section 4. Reports

All actions of the Board of Directors shall be reported, in summarized form, quarterly, to the membership.

### Section 5. Meetings and Quorum

The Board shall meet immediately following their election for the purpose of electing officers and thereafter at least once each calendar quarter. Other meetings are subject to the call of the

Chair or at the request of three or more Directors. Meetings may be conducted by conference call. Five Directors shall constitute a quorum. Unless otherwise stated in these By-Laws, the Board may take action by a vote of a majority of the Directors present and voting. Only members in good standing will be permitted to attend meetings of the Board of Directors, unless specifically invited by a member of the Board of Directors.

#### Section 6. Executive Sessions

The Board of Directors, by a majority vote, may call an Executive Session of the Board for the discussion of personnel and financial matters only.

#### Section 7. Attendance at Meetings

Directors will attend all called Board of Directors meetings. Any Director missing more than two (2) consecutive duly called non-emergency meetings, without a valid preventative reason for absence, will be subject to expulsion from the Board of Directors.

#### Section 8. Notice of Meetings

Written notice shall be given to each member of the Board of Directors at least ten (10) calendar days prior to the meeting. In the case of an emergency, all members of the Board of Directors may sign a waiver of notice, or the Chairperson or Secretary of the Association may give actual notice by telephone or fax of the meeting, and of the items to be discussed at the emergency meeting. Documentation of actual notice shall be filed with official minutes of the special emergency meeting of the Board of Directors. Only items stated in the call for the special emergency meeting may be addressed at the special meeting.

#### Section 9. Term of Office

Directors shall be elected at the annual business meeting of the Association. The term of office for Directors shall be two (2) years and shall begin at the close of business of the meeting at which his or her election occurred.

#### Section 10. Release of Records and Funds.

Immediately upon the termination of the Directors, they shall turn over all records and/or funds to the incoming Directors.

#### Section 11. Vacancies

A vacancy on the Board of Directors shall be deemed to exist if a person elected to the Board shall cease to be affiliated with a member in good standing. Vacancies may also occur in the event of death, illness, resignation, or failure to attend Board meetings as stated in these By-Laws. A vacancy may also be deemed to exist in the event the Nominating and Credentials Committee fails to secure a full slate of nominees for Board of Director positions. A vacancy on the Board shall be filled by a vote of five of the remaining Board members. The newly elected Director shall serve the balance of the unexpired term. Vacancies in any office of the Board shall be filled by a majority of the directors present and voting.

Should the position of a Director, who also served as an officer of the Board, become vacant, the question of the vacancy in the office of Chair, Secretary or Treasurer shall be resolved independently of the filling of the vacancy on the Board.

## **ARTICLE VI: COMMITTEES**

### Section 1. Standing Committees

The Chairperson of the Board shall appoint the following standing committees:

- A. Membership and Grievance Committee  
Purpose: Increase the membership of the Association and resolve or refer conflicts of the membership.
- B. Nominating and Credentials Committee  
Purpose: Stated in Article VII.
- C. Finance Committee  
Purpose: Monitor the financial affairs of the Association and recommend changes in the dues structure as needed.
- D. Legislation Committee  
Purpose: Monitor state and federal issues that affect the members and assist lobbyist to communicate Board policy on these issues.
- E. Education Committee  
Purpose: Monitor Administrator Certification Program, as well as continuing education opportunities for Association members.

### Section 2. Term of Appointment

The above committees will serve two (2) year terms, subject to reappointment.

### Section 3 Special Committees

The Board of Directors Chairperson shall have the authority to appoint special committees to accomplish objectives as determined by the Board of Directors of the Association.

## **ARTICLE VII: ELECTIONS**

### Section 1. Nominations

The Nominating and Credentials Committee shall submit to the Association a slate of nominees

for the Board of Directors of the Association.

#### Section 2 Deadline for Nominations

The Committee shall submit its slate of nominees to the Secretary of the Board at least fifteen (15) business days prior to the annual business meeting at which the election shall occur, for the purpose of having ballots printed and informing the membership of the election. The Secretary shall provide each member of the Association a list of those nominees at least ten (10) business days prior to the election.

#### Section 3. Write-in Candidates.

Any group of not less than five (5) members of the Association may, not less than five (5) business days prior to the meeting set for the election of officers, file, in writing, with the Executive Director, the name or names of any member or members in good standing whom they desire to nominate.

#### Section 4. Voting

The candidate receiving the most votes for each position will be the Board of Directors. In the event there is a tie, the nominees in question shall be voted upon again in a run-off

#### Section 5. Enforcement of Qualifications

It shall be the duty of the Nominating and Credentials Committee to enforce the By-Laws of the Association regarding qualifications of members of the Board and to certify those qualified to vote during the election.

#### Section 6. Voting Delegates

Each member facility shall designate one (1) person to the Nominating and Credentials Committee as their voting delegate and spokesperson during the general business sessions of the Association, a ballot shall be issued to the voting member by the Nominating and Credentials Committee as the role is called. The voting delegate must be one who shares actively in the business, enterprise, or undertaking of the member facility as the owner, partner, stockholder, colleague, or fellow worker. Each member facility shall have one vote and no proxies will be recognized.

#### Section 7. Counting of Ballots

The Nominating and Credential Committee shall select five (5) members of the Association in attendance at the Annual Meeting to count votes. Vote counters shall not be candidates for Association office.

### **ARTICLE IX: RECORDS**

### Section 1. Examination of Records

The Board of Directors shall examine the records of the Association as often as they deem necessary.

### Section 2. Financial Audit

The Board of Directors may require a financial audit thirty (30) days before the annual business meeting of the membership or at any other time that a majority vote of the Board of Directors deem such an audit necessary.

### Section 3. Expenditure of Funds

No financial obligation shall be incurred in the name of or on behalf of the Association except by expressed authority of the Board of Directors.

The funds of the Association may be expended for all normal operation expenses authorized by the Board of Directors and not inconsistent with the laws of the State or with any of these By-Laws.

## **ARTICLE X: BY-LAWS AMENDMENTS**

### Section 1. Amendment Procedures

Amendments to the By-Laws of this Association may be made, adopted, amended or repealed by a majority of members present and voting at any duly called business meeting of the Association. The substance of any proposed changes shall be furnished in writing to each voting member thirty (30) days prior to the meeting at which time such amendments are to be considered by the membership. This requirement may not be waived.

### Section 2. Effective Date

Any amendment to these By-Laws, unless otherwise stated in the text of such amendment, shall be effective at the time of adjournment of the membership meeting, at which meeting the amendment was duly approved by the membership of the Association.

## **ARTICLE XI: PARLIAMENTARY AUTHORITY**

Robert's Rules of Order (revised) shall govern all procedural matters at meetings of the Board of Directors and Association meetings. Different procedural rules may be invoked by majority vote of all Association members present.