

BYLAWS OF THE NATIONAL ASSOCIATION OF STATES UNITED FOR AGING AND DISABILITIES, INC.

ARTICLE I. GENERAL

SECTION 1. NAME – The name of the corporation is the National Association of States United for Aging and Disabilities, Inc., herein called “the Association.”

SECTION 2. ORGANIZATION – The Association has been organized as a nonstock corporation under the laws of the state of Wisconsin, including Chapter 181 of the Wisconsin Code, and in accordance with Section 501(c)(3) of the Internal Revenue Code.

SECTION 3. MISSION – The mission of the National Association of States United for Aging and Disabilities is to design, improve, and sustain state systems delivering home and community-based services and supports for people who are older or have a disability, and their caregivers.

SECTION 4. CONDUCT OF THE ASSOCIATION – *Robert’s Rules of Order Newly Revised* shall govern the Association, except when inconsistent with these bylaws.

SECTION 5. FISCAL YEAR – The Fiscal Year of the Association shall be July 1st to June 30th.

ARTICLE II. MEMBERSHIP

SECTION 1. ADMISSION – Members of the Association shall be the state agency on aging and/or disabilities, as identified by the state. Members shall also include the division or department within the single state Medicaid agency that is responsible for aging and disability programming. The term “state” includes the District of Columbia, the Virgin Islands, Guam, American Samoa, the Trust Territory of the Pacific Islands, and the Northern Mariana Islands.

SECTION 2. REPRESENTATION – Members shall be represented by the director of the state agency on aging and/or disabilities and the director of the division of the single state Medicaid agency that is responsible for aging and disability services.

SECTION 3. ANNUAL ASSESSMENTS – All Members of the Association will pay annual assessments. The assessment structure is tiered, based on the population over 60 years of age in each state as determined by the most recent decennial United States Census. The assessments include an annual CPI increase, based on the CPI-U.

SECTION 4. CHANGES TO ASSESSMENTS – The assessments will be re-evaluated every ten years to reflect

the most current Census data, and at the request of a majority of the Board of Directors during the interim.

SECTION 5. PENALTY FOR NONPAYMENT OF ASSESSMENTS – Any Member which does not pay its allotted annual assessment for one full Fiscal Year will be ineligible to serve on the Board of Directors, will not be allowed to vote, may not participate on any Committees of the Association, and may not serve as host to convened meetings of the Association in its state. When such a Member pays its assessments in full for the current Fiscal Year, the suspended rights and obligations will be reinstated.

ARTICLE III. MEMBER MEETINGS AND VOTING

SECTION 1. ANNUAL MEMBERSHIP MEETINGS – Annual Meetings of the Members shall be held at the time and place as the Board of Directors may designate.

SECTION 2. SPECIAL MEETINGS – Special Meetings of the Association may be called by the Board of Directors, the President, or upon the written request of not less than 20 percent of the Members of the Association. The Meeting will be held at the time and place as designated by the entity calling Meeting.

SECTION 3. NOTICE – All Members will be given at least 30 days written or oral notice of the time and place of the Annual Membership Meeting. For Special Meetings, notice shall be sent or communicated to each Member at least 30 days prior to the date set for such Meeting.

SECTION 4. QUORUM – 33 percent of the active Members,¹ or their proxies, shall constitute a quorum at a Membership Meeting. A simple majority is required to adopt a motion or resolution at a Meeting at which a quorum is present, unless Chapter 181, the articles, or the bylaws provide for a greater majority.

SECTION 5. ELECTION OF DIRECTORS – The Officers will be elected at the Annual Membership Meeting. The elections of Officers will occur each year, and Officers will serve a term of one year.

SECTION 6. VOTING – Each active Member is entitled to one vote on each matter for consideration. If the Membership is in the name of two or more persons, one vote binds all.

SECTION 7. ACTION BY WRITTEN CONSENT – Action required to be approved by the Members may be approved without a Meeting of the Members if the action is approved by Members holding at least 50 percent of the voting power.

SECTION 8. ACTION BY WRITTEN BALLOT – Any action that may be taken at an Annual, Regular, or Special Meeting of the Members may be taken without a Meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. Approval by written ballot is valid when the number of votes cast equals or exceeds the quorum required to be present at a Meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

SECTION 9. PROXIES – A Member may appoint a proxy to vote or otherwise act for the Member by signing an appointment form either personally, or by an attorney-in-fact.

¹ An active member is defined as a member that participates in group meetings/calls and remains in good standing with regard to paid state assessments.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. POWERS OF THE BOARD – The management of the Association shall be vested in its Board of Directors.

SECTION 2. COMPOSITION AND TERMS OF THE BOARD OF DIRECTORS – The Board of Directors is composed of the Officers, Immediate Past President, and Past President. The Officers will be Members of the Board for the duration of their term, either one year or until their successors are elected. The Immediate Past President and the Past President will be a Member of the Board for a period of three years after their presidency has ended, as long as they remain in the state agency.

SECTION 3. VACANCIES – All vacancies occurring on the Board of Directors shall be filled for the unexpired terms of the vacated office at the time of the Annual Membership Meeting. Vacancies occurring between Annual Membership Meetings may be filled until the next succeeding annual election by a majority vote of the Board of Directors then in office, although less than a quorum.

SECTION 4. COMPENSATION AND EXPENSES – Directors shall not receive any compensation for their services, but Members of the Board of Directors will be reimbursed for travel expenses associated with attending all Membership and Board Meetings throughout the Fiscal Year, and other Meetings representing the Association.

SECTION 5. CHECKS, DRAFTS, AND DEPOSITS – All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories the Board of Directors may select. Disbursements shall be by check, signed by two Officers or Agents of the Association as determined by resolution of the Board of Directors.

ARTICLE V. STANDING COMMITTEES

SECTION 1. COMMITTEES OF THE BOARD – The Board shall have the authority to create Committees, including, but not limited to: Nominating and Election, Finance, and Public Policy, for such purposes and periods of existence as the Board sees fit.

SECTION 2. THE NOMINATING and ELECTION COMMITTEE – The Nominating and Election Committee, consisting of a Chairperson and two Members, will be appointed by the President. The Committee will propose a slate of Officers whose terms will expire; advise the Board of Directors in filling any vacancies that may occur during the year; set election procedures; and supervise elections at the Annual Membership Meeting, subject to the Board of Directors.

SECTION 3. THE FINANCE COMMITTEE – The Finance Committee will study and make recommendations to the Board of Directors on assessments and income resources, auditing and accounting policies, and audit reports. The Treasurer will be the Chairperson of the Committee, with other Members appointed by the President.

SECTION 4. THE PUBLIC POLICY COMMITTEE – The Public Policy Committee will be comprised of member representatives. The member representatives will provide guidance to the Board and Association staff in the development and implementation of the Association’s annual public policy agenda. The First and Second Vice-Presidents shall serve as chairs of the Public Policy Committee. The full Public Policy Committee shall meet electronically, at least quarterly, or as often as necessary, to review the work of the two subcommittees and to make recommendations on actions to take to the full membership.

SECTION 5. PUBLIC POLICY SUB-COMMITTEES – The Public Policy Committee shall have two standing sub-committees: the Sub-Committee on Older American Act (OAA) and other related aging issues; and the Sub-Committee on Medicaid Long Term Services and Supports.

SECTION 6. PUBLIC POLICY SUB-COMMITTEE LEADERSHIP – From the slate of member representatives, the President will appoint the chairs of the Sub-Committees. The First Vice President of the Board of Directors and the Second Vice President of the Board of Directors will serve as ex officio members of the Public Policy Sub-Committees.

SECTION 7. PUBLIC POLICY SUB-COMMITTEE PARTICIPATION – Member representatives may self-select their participation on each sub-committee. Each public policy committee will meet on a monthly basis and provide guidance to the Association staff and Board. Participation on the Public Policy Committees is limited to active member representatives. Active member representatives may request, in advance of meetings, for staff from their agencies to participate in the calls to serve as “experts” and to assist in the development of policy. Active member representatives may not allow for permanent substitutions by staff members and staff members will not be allowed to vote as proxy for members.

SECTION 8. PUBLIC POLICY SUB-COMMITTEE PARTICIPANTS ROLES – Active member representatives serving on the Public Policy Committees have the responsibility for seeking input and feedback from the states in their region to help shape and guide the association’s public policy agenda.

ARTICLE VI. DIRECTOR MEETINGS AND VOTING

SECTION 1. REGULAR MEETINGS – The Board of Directors shall meet as often as necessary to transact the business of the Association, at the time and place as the Board of Directors may designate.

SECTION 2. SPECIAL MEETINGS – Special Meetings of the Board may be called by the Board at the request of the President, or by two or more Members of the Executive Committee.

SECTION 3. ACTION WITHOUT MEETING – Any action required or permitted to be taken at a Board Meeting may be taken without a Meeting by written action, provided it is signed by two-thirds of the Directors then in office. Such consent has the same force and effect as a vote of the Board of Directors taken at a Meeting.

SECTION 4. CALL AND NOTICE OF MEETINGS – Regular Meetings of the Board may be held without notice. For Special Meetings, each Director will receive at least two days’ notice as to the time, place, and date of the Meeting.

SECTION 5. QUORUM AND VOTING – A quorum of any Meeting of the Board of Directors shall be constituted by a majority. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board.

ARTICLE VII. OFFICERS

SECTION 1. OFFICERS – The Officers of the Association shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, and two At-Large members.

SECTION 2. ELECTION, QUALIFICATION, AND TERMS OF OFFICERS – The Officers will be Members of the Association, and shall be elected at the Annual Membership Meeting to a term of one year. The terms shall commence at the close of the Annual Membership Meeting at which the Officers are elected.

SECTION 3. NOMINATIONS – The Nominating and Election Committee will send the proposed slate of Officers to the Membership at least ten days prior to the Annual Membership Meeting. Nominations shall be accepted from the floor, and the Membership at large is entitled to vote on each nomination.

SECTION 4. PRESIDENT – The President shall preside at Meetings of the Board of Directors; at all Meetings of the Association; and shall appoint, with the advice and consent of the Board, such Committees as are deemed necessary to carry out the functions of the Association.

SECTION 5. FIRST VICE PRESIDENT – The First Vice President shall perform such duties as may be assigned by the President and will co-chair the Public Policy Committee, specifically chairing one of its two subcommittees. In the temporary absence, death, resignation, or inability of the President to perform his or her duties, the first Vice President shall assume the responsibilities of the office of President.

SECTION 6. SECOND VICE PRESIDENT – The Second Vice President shall co-chair the Public Policy Committee, specifically chairing one of the two subcommittees. In the temporary absence, death, resignation, or inability of the President to perform his or her duties, the second Vice President shall assume the responsibility of the First Vice President.

SECTION 7. SECRETARY – The Secretary shall have the duties as described in *Robert's Rules of Order Newly Revised*.

SECTION 8. TREASURER – The Treasurer shall have the duties as described in *Robert's Rules of Order Newly Revised*, and will be included on all bank accounts and fiduciary notes.

SECTION 9. AT-LARGE – The two At-Large members shall have the duties as described in *Robert's Rules of Order Newly Revised*.

ARTICLE VIII. CORPORATE RECORDS

SECTION 1. CORPORATE RECORDS – The Association will keep correct and complete books and records of account. This includes minutes of its Board and Membership Meetings, a record of all actions taken by the Members or Directors without a Meeting, and a record of all actions taken by Committees of the Board.

SECTION 2. COPIES AT PRINCIPAL OFFICE – The Association shall keep at its principal office copies of the articles of incorporation; bylaws; and resolutions adopted by the Board; minutes of all Meetings of the Members; records of all actions approved by the Members for the past three years; the financial statements furnished for the past three years under Wisconsin Statutes, Chapter 181.1620; a list of the names and businesses or home addresses of the Association’s current Directors and Officers; and its most recent annual report under Wisconsin Statutes, Chapter 181.1622.

SECTION 3. INSPECTION OF RECORDS BY MEMBERS – A Member is entitled to inspect and copy any of the records held at the Association’s principal office at a reasonable time and place as determined by the Association, if the Member gives the Association written notice of at least five business days before the date on which the Member wishes to inspect and copy the records.

ARTICLE IX. AMENDMENTS

SECTION 1. AMENDMENTS – These bylaws may be amended by a vote of a majority of the Members present at any duly called and constituted Meeting of the Association, which was called for that purpose and at which a quorum is present, or by written ballot.

SECTION 2. NOTICE – Copies of the proposed changes to the bylaws must be sent to each Member not less than thirty days prior to the date of the Meeting of the Association at which they will be considered. If the vote is to be taken by written ballot, the ballot and the proposed changes must be sent to a majority of the Members not less than thirty days prior to the date specified for the return of the ballot.

As voted upon and approved February 19, 2016 by the NASUAD Board and membership