

Bylaws

Assisted Living Association of Alabama

Article I - Name and Purpose

Section 1: Name

This not-for-profit corporation shall be known as the Assisted Living Association of Alabama, Inc., (hereinafter referred to as ALAA).

Section 2: Mission, Commitment, and Purposes

The Mission of ALAA is: To promote and encourage excellence in every aspect of the assisted living industry in Alabama and to be an advocate for the dignity and wellbeing of Alabama's senior adults as well as advocate for the members of ALAA.

The commitment and purposes of ALAA shall be to:

- A. Foster quality care in Alabama assisted living facilities (hereinafter referred to as ALF);
- B. Be the leading, recognized source of information, education and advocacy for the assisted living industry;
- C. Respond promptly and responsibly to each member of ALAA and to any individual or organization seeking information or assistance related to assisted living;
- D. Educate the public and increase awareness of the assisted living industry;
- E. Promote utilization of existing ALAA programs;
- F. Provide mechanisms for communication, planning, cooperation, education and research; and,
- G. Develop, communicate and enforce a Code of Ethics for ALAA members.

Article II - Membership

Section 1: Eligibility

Eligibility for membership shall be defined and determined by the Board of Directors (hereinafter referred to as Board) in each of the following categories and shall not be defined by reason of race, religion, color, sex, age, or national origin. The Board will receive all membership applications and take action thereon. No ALF or SCALF which is owned, leased and/or operated by a multi-facility corporation, a partnership or a proprietorship shall be approved in this Association as an ALF/SCALF member unless all other ALFs and SCALFs which are owned,

leased and/or operated by that corporation, partnership or proprietorship and which qualify for membership are Active Members or ALF/SCALF Members of this association.

A. Active Member (Voting)

Assisted living facilities licensed by the State of Alabama who have applied for and been granted membership in ALAA by vote of the Board of Directors. Each active facility member shall have a primary representative and a secondary representative registered with the Association office not later than thirty (30 days prior to the annual meeting). Said designee may assign their active facility proxy to the second named individual should they be unable to be present for a scheduled voting session. Each active member facility may assign a single owner representative (non-voting) that shall be registered with the Association office once a year with renewal of Active Member dues.

B. Provisional Member (Non-Voting)

Membership in this category shall be granted to individuals or organizations seeking to meet state licensure requirements to provide ALF services. Membership shall be granted in this category annually, but for a period not to exceed twenty-four (24) months.

Payment of prorated dues, calculated on a monthly basis, as an active member shall be required upon a provisional member becoming licensed and any extension of membership in this category shall require a majority vote of the Board.

C. Associate Members (Non-Voting)

Businesses, associations, organizations and/or groups, which have an interest in the purpose of ALAA, but not to include licensed ALFs. Membership in this category provides up to two Individual Memberships for representatives of the Associate Member.

D. Individual Members (Non-Voting)

Individuals employed by an active member other than the primary representative, individuals in related professions or individuals interested in promoting the assisted living industry and not eligible for any other category of membership.

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Section 2: Duration

Membership of a person or organization eligible under Article II, Section 1, shall commence with the acceptance of an application by the Board and payment of dues per Article II, Section 4, and shall continue until terminated as stated in Section 3 of this Article II.

Section 3: Termination or Suspension

- A. Any provisional, associate or individual member may cancel membership at any time by written notice to the Board.**
- B. Active members may cancel membership at any time by submitting to the Board of Directors either a written notice to such effect signed by the primary representative of the member organization, or a copy of a resolution authorizing termination of membership duly adopted by the governing body of the member organization.**

- C. The Board may cancel membership if it finds the member does not meet the criteria, as outlined in Articles I, II-2, or XIX (Code of Ethics) of these Bylaws.
- D. Members that cancel membership shall not have dues refunded. Memberships cancelled by the Board for justifiable cause shall not be prorated or refunded.

Section 4: Dues

- A. Annual dues as determined by the voting membership shall be due and payable by each member at the commencement of the fiscal year of ALAA, or at such other times as may be provided by the Board. Dues will be prorated for new members who have not been a member within the previous eighteen (18) months.
- B. Dues unpaid after 30 days shall be delinquent. Dues unpaid after 60 days may result in automatic termination of membership at the discretion of the Board.
- C. The Secretary/Treasurer shall send or cause to be sent written notification of delinquency after 30 days and of possible termination of membership after 60 days of nonpayment of dues. Termination of membership notices shall be sent by certified mail.

Section 5: Meetings

A. Annual Meeting

An Annual Meeting of the membership shall be held at such time, date and place as determined by the Board for the purpose of electing directors and officers and transaction of such other business as may properly be brought before the meeting.

B. Special Meeting

Special meetings of the membership may be called by the Board or by signed petition of at least twenty-five (25) of the voting membership of ALAA, at a time, date and place fixed by the Board.

C. Notices

Notices of all meetings of the membership shall be mailed at least ten (10) days prior to the meetings to each member at the last address shown on the records of ALAA. Such notice shall be sent or directed to be sent by the Chairperson or Executive Director and shall state the purpose, time, date and place of the meeting.

Section 6: Quorum

- A. The presence of at least twenty-five (25) voting members shall constitute a quorum.
- B. Each active member shall be entitled to one vote at any meeting of the membership of ALAA by either their primary or secondary representative.

- C. A majority of those voting at a meeting at which a quorum is present shall be necessary for the adoption of such matters unless a greater proportion is required by law or is otherwise provided in these Bylaws.
- D. A primary representative of an active member unable to attend an Annual or special business meeting shall be presumed to have deferred their voting proxy to the duly registered secondary representative.
- E. In no event shall a proxy representative be allowed to exercise proxy-voting privileges for more than one active member. An individual registered and present at a meeting may cast only the number of votes equal to the number of facilities for which the individual has been designated the primary representative (prior to the beginning of the Annual or special meeting which includes a business session) plus one (1) vote as an appointed proxy.

Article III - Board of Directors

Section 1: Numbers

There shall be a Board composed of all duly elected officers of the Association, the Immediate Past Chairperson of the Association (if remaining a representative of an active member), (8) At-Large Directors, one of which should be an associate member, and the Executive Director. The Board of Directors may, by majority vote, appoint or remove ex-officio (non-voting) consulting members of the Board of Directors. The Board of Directors may also appoint/remove up to two additional voting members of the Board where improved representation of the membership will result. The Board of Directors shall not, in any event, exceed fourteen (14) voting members not including the Executive Director. No organization, company or individual that owns, manages or controls more than one voting member of ALAA may have more than one (1) member on the Board of Directors.

Section 2. Eligibility

Voting members of the Board of Directors shall be the primary representative of an Active member and shall serve as administrator or in another key administrative position(s) for at least one year with an Active member of ALAA within 2 years preceding the date of the consideration request. Any primary representative who is not also the owner of an Active member facility who wishes to be placed in nomination for a Board or Officer position shall submit a letter of support from the Owner/Supervisor/Governing Authority prior to being nominated. Provisional Members, Associate Members and Individual Members shall not be eligible for the Board of Directors, with the exception of one (1) associate member who may serve on the Board if nominated.

Section 3: Powers

The Board shall manage the affairs of the corporation. Without limitation of general powers, it is expressly declared that the directors shall have the following powers:

- A. To employ and discharge the Executive Director of ALAA and to prescribe such powers and duties for officers and employees as may not be inconsistent with law, the Articles of Incorporation or these Bylaws.
- B. To change the office of ALAA for the transaction of its business from one location to another in Alabama.
- C. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as, in their judgment, they may deem best, provided such seal at all times complies with the provisions of Alabama law.
- D. To cause an independent Certified Public Accountant to submit appropriate audited/reviewed reports on the accounts of ALAA at least annually.
- E. To take any action required or permitted without meeting, provided each director shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such actions, by written consent, shall have the same force and effect as a unanimous vote of such directors. Any certificate or other documents filed under any provision of law which relate to actions so taken shall state that the action was taken by unanimous written consent of the Board without a meeting, and such statement shall be *prima facie* evidence of such authority.
- F. To create, designate and/or confer special honors or recognition for either ALAA members or non-members that have made exceptional contributions to the assisted living industry.

Section 4: Meetings

A. Regular Meetings

- 1. A minimum of four (4) meetings of the Board shall take place during each fiscal year.
- 2. The Secretary/Treasurer shall send, or cause to be sent, written notices by mail, email or facsimile to each member of the Board of Directors at least ten (10) days before any regularly scheduled meeting.

B. Special Meetings

- 1. Special meetings of the Board, for any purpose, may be called by the Chairperson, or upon written request of two-thirds (2/3) of the voting members of the Board.
- 2. Special meetings shall require a minimum of 72 hours' notice, given personally or by telephone, facsimile or e-mail unless waived in writing at or prior to such meeting.
- 3. Special meetings called at the request of Board members shall be confirmed in writing to the Chairperson and remaining Board members by such Board members requesting the special meeting prior to commencement of the special meeting.

C. Time and Place

Any meeting of the Board may be held at such time and place, within or without the State of Alabama, as may be fixed by the Board or as shall be specified in the notice of the meeting or in the waiver of notice of the meeting.

D. Open Meetings

All meetings of the Board shall be open to voting members, provisional members and invited guests; provided, however, that the affirmative vote of two-thirds (2/3) of the Board members present at a meeting at which a quorum remains, may cause an executive session.

E. Quorum

A majority of the members of the Board shall constitute a quorum for the transaction of business. Proxies will be counted in making a quorum. Board members not able to attend the physical board meeting location may participate via electronic means. Any vote taken at a meeting utilizing electronic means shall be taken as a roll call vote that allows each participant to vote individually in a manner audible to all persons participating or present at the physical location.

F. Waiver of Notice

Attendance of a Board member at a meeting of the Board shall constitute a waiver of notice of such meeting. Notice may be waived by written instrument filed with the Secretary/Treasurer prior to the commencement of said meeting.

G. Voting

A vote of the Board may be taken by email or telephone so long as all Board members are polled in exactly the same way and the results of the vote are affirmed at the next regular meeting of the Board. A majority vote of the Board, either voting in person at a meeting at which a quorum is present, or by special vote, shall decide all questions. The Chairperson, as provided for in Robert's Rules of Order, is allowed to vote only to make or break a tie vote.

H. Proxies

Any member of the Board of Directors not in attendance at a regular or special meeting may give their proxy, in writing, to any voting member of the Board prior to such meeting.

I. Referendum

The Board may refer any question to the active membership for decision by written ballot. In each case, the Secretary/Treasurer shall define the question(s) and the effect of an "Aye" and "Nay" votes. Proponent and opponent statements, if available, will be furnished. A majority vote of respondents shall determine the question(s).

J. Compensation

Officers and members of the Board, other than the Executive Director, shall receive no compensation for their services unless authorized by the voting ALAA membership. The

Board shall make no loans to any officer or director, nor shall it guarantee the obligations of any officer or director. Reimbursement for expenses incurred on behalf of ALAA will be reimbursed as finances permit. The Board shall establish the limits of any reimbursement. Nothing herein contained shall be construed to preclude any Director from serving ALAA in any other Board approved capacity and receiving reasonable and customary compensation therefore.

Section 5: Removal from Office

- A. Any Board member or Officer who is absent from three (3) consecutive meetings of the Board, shall be considered as having resigned from the Board unless, prior to the next regular meeting of the Board, a request for reinstatement is submitted in writing and accepted by the Board. Any Board member or Officer who is absent from more than half of any meeting without adequate cause shall be considered absent from the meeting. The minutes of each meeting of the Board of Directors shall indicate those present and absent. Any Board member or Officer having resigned under these conditions shall be notified by certified mail.
- B. Any Board member or Officer elected in accordance with the provisions of these Bylaws may be removed from office, for cause, by a vote of two-thirds (2/3) of the Board.
- C. In addition to any other reason outlined in these By-laws, any Board member or Officer who is no longer actively associated with a voting ALAA member for greater than 90 days shall be regarded as having resigned from the Board.
- D. Any Board member or Officer representing an ALAA Active Member that has any adverse licensure action while serving on the Board, shall resign immediately. Any Board member or Officer representing an ALAA Active Member that serves in a corporate oversite position that has an adverse governance licensure action while serving on the Board, shall resign immediately.
- E. Any Board member or Officer representing an ALAA Active Member that has any adverse licensure action while serving on the Board, on any professional license or certificate shall resign immediately.

Section 6: Vacancies

Vacancies may be filled by the majority vote of the remaining members of the Board even if an original quorum does not remain. Persons interested in vacant positions shall submit a resume and letter of support from the Owner/Supervisor/Governing Authority. Persons so appointed shall serve the unexpired term of the person they are replacing until the next annual meeting of the membership.

Article IV - Officers

Section 1: General Responsibilities

All officers are responsible to the Board and to the membership for the performance of duties of their respective office.

Section 2: Number

The officers of ALAA shall be: a Chairperson, a Vice-Chairperson, the Immediate Past Chairperson, a Secretary/Treasurer and the Executive Director. No two positions on the Board may be held by an individual from member facilities with shared ownership.

Section 3: Qualifications

An officer of ALAA must be a primary representative of an active member and must have previously served or is currently serving on the Board of Directors.

Section 4: Terms

- A. The Executive Director shall be exempt from the provision of this section.
- B. The elected term of office for all officers shall be a one (1) year term.
- C. Officers shall not serve more than three (3) full consecutive terms in the same office.
- D. Elections shall be held at the Annual Meeting and the term of office shall commence on January 1. Elected members from the Annual Meeting shall attend the Annual Retreat and any subsequent meetings for orientation and training before the term begins on January 1.

Section 5: Vacancies

As provided in Section 3, Article 4, vacancies shall be filled for the unexpired term of the office by the affirmative vote of two-thirds (2/3) of the remaining entire Board. Any officer elected to fill a vacancy shall be eligible for full terms as outlined in Section 4 of this Article.

Section 6: Duties

The following is a description of the duties of each officer:

- A. Chairperson

The Chairperson of the Board shall be the principal Executive Officer of the Corporation and subject to the control of the Board, shall have general supervision of the affairs of the Corporation. The Chairperson shall, subject to the approval of the Board, appoint the Chairperson and members of all committees, except as otherwise provided. He/she shall preside at all meetings of the Board of Directors, Executive Committee and the membership. He/she shall be a non-voting ex-officio member of all standing committees

of this corporation, except that he/she shall not be a member of the Nominating Committee but shall be a voting member of the Executive Committee.

B. Vice Chairperson

The Vice Chairperson shall preside in the absence of the Chairperson and assist the Chairperson with other duties as assigned.

The Vice Chairperson shall not automatically assume the office of Chairperson by either succession or vacancy.

C. Immediate Past Chairperson

The Immediate Past Chairperson shall serve as a member of and consultant to the Board of Directors and shall perform such duties as assigned by the Chairperson and/or the Board. The Immediate Past Chairperson shall not have full voting privileges. The most Immediate Past Chairperson shall serve as Chairperson of the Nominating Committee. In the event that the Immediate Past Chairperson's office is vacated, the Chairperson shall assume these duties and the vacancy shall not be filled.

D. Secretary/Treasurer

The Secretary/Treasurer shall keep or cause to be kept at the principal office of ALAA, or at such other place as the Board may order, the official records of the corporation and the corporate seal and shall in general perform all duties incidental to the responsibilities of a Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board.

The Secretary/Treasurer shall serve as the Chief Financial Officer of ALAA and shall exercise general supervision over the receipts, custody, disbursement, and investment of funds. The Secretary/Treasurer shall also supervise the maintenance of the records of assets, liabilities and transactions and shall have such further duties as may be conferred upon him/her from time to time by the Chairperson or Board. The Secretary/Treasurer shall prepare or cause to be prepared monthly written statements of operations and shall submit it to the Chairperson and Executive Director for appropriate distribution. The Secretary/Treasurer shall also make the recommendation regarding selection of an auditor as required in Article III, Section 3, D.

Article V - At-Large Directors

Section 1: General Responsibilities

At-Large Directors serve as voting members of the Board of Directors but also have specific responsibilities as designated by the Board. At-Large Directors shall be the primary representatives of a voting member. Duties shall also include: regular attendance at meetings of the Board and meetings of the membership; reporting concerns of the membership to the Board; convening committee meetings related to the respective position responsibilities; and serving on standing or special committees as required by the Bylaws or appointed by the Chairperson.

Section 2: Number

The number of At-Large Directors shall be determined by the Board but shall not exceed eight (8).

Section 3: Terms

The term of office of At-Large Directors shall be two (2) years. At-Large Directors may not serve more than two (2) full consecutive terms. An At-Large Director may be reelected after one (1) year subsequent to serving two (2) full terms.

Section 4: Election

- At-Large Directors shall be nominated by the Nominating Committee and elected by majority vote of the ALAA membership voting at the Annual Meeting. Their nomination shall be based upon their expertise, experience, corporate relationships, geographic location and other factors, so as to assure as broad a representation as possible.
- At-Large Directors shall take office at the beginning of the next calendar year at which they are elected. At-Large Directors will begin an orientation period effective from the election at the Annual Meeting until December 31.

Article VI - Organizational Accountability

Section 1: Board Conflict of Interest Policy

The Board of Directors shall adopt and enforce a Board Conflict of Interest Policy for the purpose of protecting the Association's legal and financial interests. The policy shall provide for specific procedures governing instances when the Association is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director or that might result in a possible excess benefit transaction. The policy shall conform to any applicable state and federal laws governing conflict of interest. Board member eligibility shall be contingent on annual signed agreement with this policy.

Section 2: Document Retention and Destruction Policy

The Board of Directors shall adopt and enforce a Document Destruction Policy which shall govern the terms of retention of documents including governance records, tax records, intellectual property records, financial records, pension and benefit records, governmental relations records, employee and employment records, lease, insurance, real property, and contract license records, as well as other records as deemed necessary by the Board of Directors

Section 3: Whistleblower Policy

The Board of Directors shall adopt and enforce a Whistleblower Protection Policy designed to protect any director who reasonably believes and reports his or her belief that any Association

policy, practice, or activity is unethical or in violation of the law. The policy shall provide for a procedure for this reporting and protection against retaliation.

Article VII - Advisory Committee

The Board of Directors may appoint, with no limit on number or constituency, an Advisory Committee of persons interested in and/or associated with the assisted living industry. Such committee shall meet as deemed desirable by the Board, but no less than annually. The primary purpose of the Advisory Committee shall be to provide advice and counsel to the Board and membership of ALAA on issues of interest to the assisted living industry. The appointed members of the Advisory Committee shall elect a chairperson annually and the person elected shall be invited to attend Board meetings as an ex-officio member.

Article VIII - Elections

A slate of nominees shall be proposed by the Nominating Committee and mailed to active members thirty-(30) days prior to the Annual Meeting. Each nominee proposed by the Nominating Committee will be requested to submit a resume and current photo to be displayed at the Annual Meeting.

Elections shall be by written ballot and shall be decided by a majority of the votes cast by primary representatives, or proxies, present and voting.

Article IX - Executive Director

Section 1: Appointment

The Board shall have the authority to appoint and discharge a Executive Director who shall be the Chief Administrative Officer of ALAA.

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Section 2: Duties

The Executive Director shall be responsible for implementing the policies of the Board, shall report regularly to the Chairperson, be responsible for the day to day operations, employ, supervise, and discharge personnel, report to the Board at designated intervals and regularly report to the Board and membership on the activities of ALAA.

Section 3: Board Status

The Executive Director shall be an ex-officio member without vote of the Board, Executive Committee, and Standing Committees, as well as, other committees when so requested by the Chairperson.

Section 4: Compensation

The Board shall determine the compensation for services to be performed by the Executive Director.

Article X - Committees

Section 1: Appointment and Powers

- A. The Chairperson of the Board shall appoint and replace the Chairperson and members of standing committees with the approval of the Board except as otherwise provided. The Chairperson may appoint special committees as may be required from time to time.
- B. Standing committees shall have and may exercise such powers as shall be conferred or authorized in these Bylaws. Special committees may exercise such power as conferred by and within the approved constraints of the Chairperson.
- C. Actions of appointed committees, standing and special, shall be subject to the approval of the Board.
- D. Ex-officio members may be appointed by the Chairperson, subject to approval of the Board, to any standing or special committee with exception of the Nominating Committee. Ex-officio members shall not be voting members.
- E. A person appointed to serve as a Chairperson or a member of any committee, whether standing or special, must be associated with an active facility or an associate member of ALAA, but not necessarily the primary voting representative. The Chairperson of the Advisory Committee is exempt from this requirement.
- F. Committees may meet in person, by mail, teleconference, computer e-mail, facsimile or any means that allows for the interchange of ideas that meets the purpose of the committee.

Section 2: Standing Committees and Duties

The standing committees of the Association shall be:

- A. Executive Committee
 - 1. The Executive Committee shall be composed of the elected Officers, the Immediate Past Chairperson, Executive Director.
 - 2. The Executive Committee may act for the Board in between meetings of the Board.
 - 3. The Chairperson or a majority of the Executive Committee may call a meeting of the Executive Committee with three (3) days written notice. All members of the Board shall be notified of such meeting and a statement of the purpose for the meeting shall be provided.
 - 4. All transactions of the Executive Committee shall be reported at the next meeting of the Board.

B. Nominating Committee

1. The members of the Nominating Committee shall be appointed by the Chairperson with approval of the Board and shall be composed of the following representatives: most recent available past-Chairpersons of the Board who shall serve as Chairperson of the Committee and four (4) other voting members. The Committee shall be appointed at least sixty (60) days before the Annual Meeting.
2. A majority of the members of the Nominating Committee shall constitute a quorum.
3. The Committee shall make nominations for all Board positions as determined by the provisions of these By-laws. Based on interest from the membership, the committee may nominate more than one person for each available position. A slate of nominees shall be mailed to all active and corporate members at least thirty- (30) days prior to the Annual Meeting.
4. The Executive Director shall initiate the first Nominating Committee meeting no later than forty-five (45) days in advance of the Annual Meeting, with at least two weeks notice to the members of the Committee.

C. Bylaws Committee

1. The Bylaws Committee shall consist of no fewer than three (3) primary representatives of active members. The Chairperson shall be a member of the Board of Directors.
2. This Committee shall suggest and receive all proposed amendments to the Bylaws of the Association. Upon approval of such amendments by the Board, the proposed amendments shall be submitted for action to the Annual Meeting of the Association in accordance with the provisions for amendments in these Bylaws.
3. The Committee shall review the Bylaws on an annual basis to determine the need for changes, clarifications or amendments.

D. Legislative/Regulatory Committee

1. The Legislative/Regulatory Committee shall be composed of a Chairperson, who shall be a member of the Board of Directors, and at least three (3) primary representatives of active members.
2. The Legislative/Regulatory Committee shall be responsible for following and assessing pending or new legislation or rules and regulations relating to the purposes of the Association; for advising the Board concerning such legislation and rules and regulations; and for coordinating and developing advocacy efforts concerning such legislation and
3. rules and regulations in accordance with the purposes of ALAA and the directions of the Board.

4. This committee shall also be responsible for meeting with fiscal intermediaries; collecting data; reviewing and analyzing fiscal intermediary concerns; reporting fiscal intermediary developments to membership; and recommending appropriate action to the Board.

E. Education Committee

1. The Education Committee shall be composed of a Chairperson who shall be a member of the Board of Directors, at least three (3) active members of ALAA and others, as may be co-opted at the discretion of the Executive Director.
2. The Education Committee shall be responsible for planning ALAA's statewide meetings and for assessing continuing education needs of members and developing programs to meet such needs.
3. The Education Committee shall also develop and recommend for approval the Administrator-In-Training curriculum in cooperation with the Board of Examiners for Assisted Living Administrators.
4. The Chairperson of the Education Committee shall work with the Board of Examiners in assuring that Administrators are given sufficient opportunities for securing CEUs in order to keep their licenses current and for other purposes as may be in the best interest of ALAA and the BOE

F. Membership Committee

1. The Membership Committee shall be composed of a Chairperson who shall be a member of the Board of Directors, and at least three representatives from various areas of the state.
2. The Committee shall have the responsibility for promoting membership in the Association.

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Section 1: Contracts

The Board may, by majority vote when a quorum is present, authorize any officer or officers, agent or agents of ALAA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the association, and such authority shall be general or confined to specific instances.

Section 2: Checks, Drafts, etc.

All checks, drafts or orders for the payment of money or notes or other evidence of indebtedness issued in the name of ALAA, shall be signed by such officer or officers, agents or agents of the association and in such manner as shall from time to time be determined by the

Board of Directors by resolution of the Board. Any such instrument over \$5,000.00 shall be signed by a Board Designee with prior written notification to the Board Chairperson.

Section 3: Deposits

All funds of ALAA shall be deposited from time to time in the credit of ALAA in such banks, trust companies or other depositories as the Board may select.

Section 4: Gifts

The Board may accept on behalf of the association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the association.

Article XII - Certificates of Membership

Section 1: Certificates of Membership

The Board may provide for the issuance of certificates evidencing membership in ALAA that shall be in such form as may be determined by the Board. Such certificates shall be signed by the Chairperson and the Executive Director and shall be sealed with the seal of ALAA. The name and address of each member and the date of issuance or renewal of membership certificates shall be entered on the records of ALAA.

Section 2: Issuance of Certificates

When a member has been approved for membership and has paid any dues that may be required, a certificate of membership shall be issued in the member's name and delivered to the member's primary representative or designate, if the Board shall have provided for the issuance of membership certificates under Section 1. of this Article XII.

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Article XIII - Resolutions

A resolution requiring a vote of the membership must be submitted, in writing, to the Executive Director no later than the first day of the Annual Meeting. The Board shall review all resolutions and determine if such are appropriate for consideration by the membership. Resolutions related to the purpose of a special meeting of the membership shall be submitted with the notice of the meeting.

Article XIV - Liability of Members

In accordance with the non-profit corporation laws of the State of Alabama, no members of ALAA shall be personally liable for any debts or obligations of ALAA by virtue of being members of ALAA.

Article XV - Bonding

Adequate bonding shall be provided or assured for any officer or employee responsible for the receipt or disbursement of funds or assets of ALAA.

Article XVI - Fiscal Year

The fiscal year of ALAA shall be January 1 to December 31.

Article XVII - Amendments to the Bylaws

Section 1: Adoption

Bylaws may be adopted, amended, or repealed at any meeting of the voting members provided due notice has been given members of ALAA as provided for in Section 2 below or without notice as provided in Section 4 below.

Section 2: Notification of Members

The Secretary/Treasurer shall send to each voting member the proposed amendments or changes at least thirty- (30) days prior to the meeting where the vote is to be taken. The amendments or changes shall be adopted upon a majority vote.

Section 3: Mail Ballots

- A. Amendments determined by mail ballot require that the Secretary/Treasurer mail or cause to be mailed to each voting member, at least thirty (30) days prior to the time the ballot is to be counted, the proposed amendment or change.
- B. Mail ballots shall be returned to the Secretary/Treasurer in the time allotted, sealed inside an unmarked envelope and enclosed within an outer envelope clearly marked with identification of voting member.
- C. Mail ballots shall be adopted by a majority vote of the voting membership

Section 4: Amending without Notice

These Bylaws may be amended without previous notice at any Annual Meeting by a seventy-five percent (75%) affirmative vote of the primary representatives of active and corporate members, or proxies, present and voting.

Section 5: Acceptance of Bylaws

These Bylaws or amendments thereto shall become effective upon acceptance at any Annual Meeting or upon passage by written ballot.

Article XVIII - Parliamentary Authority

Except as otherwise provided in these Bylaws or in policies established by the Board, Robert's Rules of Order, current edition, shall govern all procedural matters at meetings of the Board, or member

Article XIX - Code of Ethics

1. Membership in the Assisted Living Association of Alabama, Inc. (hereinafter referred to as Association) is afforded to all Alabama Licensed Assisted Living Facilities who are in good standing with all local, state and Federal laws.
2. Members of the Association shall abide by and be governed by its Bylaws.
3. Members agree to uphold foremost the rights, privileges and dignity of residents within the member's facilities.
4. Members agree to uphold the standards and practices of the Association as beacons in business affairs.
5. Members shall exemplify conduct and professionalism that will project a positive voice and image for the Association in all endeavors of participation.
6. Members shall promote the ideals of the Association through the media of communication, planning, education, and research.
7. Members shall develop their capacities for leadership and utilize them responsibly in their facilities to improve overall the assisted living industry.
8. Members shall not use or disclose confidential information related to the Association that could result in unethical or immoral business practice gains.
9. Members shall not receive funds or solicit such or any other items of value through the use of the good name of the Association that could or does result in personal or financial gain.
10. Members are refrained from intentionally and knowingly filing, or committing to file, a false complaint against the Association, or any members of the Association.

Amendment History:

Revised Fall Conference October 1992
Revised Fall Conference September 1997
Revised Fall Conference August 2000
Revised Fall Conference September 2002
Revised Fall Conference September 2016
Revised Fall Conference September 2019
Revised Fall Conference September 2023
Revised Fall Conference September 2025

Revised Fall Conference October 1994
Revised Fall Conference September 1999
Revised Fall Conference August 2001
Revised Spring Conference March 2004
Revised Fall Conference September 2018
Revised Fall Conference September 2022
Revised Fall Conference September 2024

I hereby certify that this document, containing 18 pages including this one, and with each page initialed by me, is a true copy of the By-laws of the Assisted Living Association of Alabama, Inc., as adopted by its membership on September 9, 2025, during its Annual Meeting.

Secretary/Treasurer

