

MLCRA BYLAWS

(Revised May 4, 2026)

ARTICLE I – Name

The name of this organization shall be the **Massachusetts Life Care Residents Association (MLCRA)**.

MLCRA represents communities of seniors where there is a large initial deposit and where independent living and at least one other level of care are provided. These communities are referred to in these Bylaws as **Continuing Care Retirement Communities (CCRCs)**.

ARTICLE II – Purpose

The purpose of MLCRA is to promote communication, education, advocacy, and collaboration among members, Resident Associations, and other organizations to support the well-being of seniors living in CCRCs or similarly organized independent living communities throughout Massachusetts.

The specific purposes of MLCRA are:

Section 1.

To promote the exchange of ideas among residents and leaders of CCRCs.

Section 2.

To educate members regarding laws, regulations, and issues affecting CCRCs.

Section 3.

To advocate for state and federal legislation that benefits CCRCs and their residents.

Section 4.

To enhance the quality of life and financial security of residents living in CCRCs.

Section 5.

To encourage the growth and development of CCRCs as desirable communities for older adults.

ARTICLE III – Membership

Section 1.

Any individual living in a CCRC or similarly organized independent living community may become a member by paying the dues established by MLCRA.

Members in good standing may serve as Officers and may represent their communities at the Annual Meeting.

Section 2. Active Communities

An Active Community is a member community designated by the Board of Directors.

In determining whether a community qualifies as an Active Community, the Board shall consider the circumstances of the community and any factors it believes support the purposes and goals of MLCRA.

Section 3.

Each Active Community shall provide the Corresponding Secretary with the names and contact information of its Resident Association President and MLCRA Representative no later than March 1 of each year.

If changes occur after March 1 and before the Annual Meeting, the Corresponding Secretary shall be notified promptly.

Section 4.

The Board of Directors shall encourage each member community to conduct an annual membership campaign to recruit residents to join MLCRA.

ARTICLE IV – Fiscal Year

The fiscal year of MLCRA shall be the calendar year.

ARTICLE V – Meetings

Section 1. Annual Meeting

MLCRA shall hold an Annual Meeting in May of each year, or at another time determined by the Board of Directors.

The Annual Meeting may be conducted:

- In person;
- By virtual means; or
- Through a hybrid combination of in-person and virtual participation.

The Board of Directors shall determine the meeting format each year, taking into consideration logistical, technological, and other relevant factors.

Notice to the membership shall include information regarding the meeting format and how members may participate.

Section 2.

Newly elected Officers shall begin their terms on June 1 of each year, or at another time authorized by the Board of Directors.

Section 3. Special Meetings

Special meetings may be called by the President or upon the written request of at least five (5) voting members of the Board of Directors.

Section 4. Delegates

Each community shall be asked to send four (4) MLCRA members as delegates to the Annual Meeting, including:

- The Resident Association President (or designee);
- The MLCRA Representative (or designee); and
- Two (2) Members-at-Large.

Each delegate shall have one vote.

Section 5.

Members of the Board of Directors shall also attend the Annual Meeting and shall have voting privileges.

Section 6. Quorum

A quorum for an Annual Meeting or Special Meeting shall consist of representatives from at least one-half ($\frac{1}{2}$) of the Active Communities and one-half ($\frac{1}{2}$) of the Board of Directors.

ARTICLE VI – Board of Directors

Section 1. Composition

The Board of Directors shall consist of:

- The Officers;
- Members-at-Large;
- The Editor of The Massachusetts Patriot, if serving; and
- The Webmaster, if serving.

The Board of Directors shall oversee the business and day-to-day affairs of MLCRA.

Section 2. Immediate Past President

Upon completion of his or her term, the outgoing President may serve for up to one (1) additional year as Immediate Past President in an ex officio capacity on the Board of Directors.

Service as Immediate Past President shall not count toward Board term limits.

Section 3. Appointments

The Board of Directors may, by majority vote, appoint additional Directors to fill vacancies or serve for the remainder of an unexpired term.

Section 4. Board Action

Unless otherwise specified in these Bylaws, a majority vote of the Board of Directors shall constitute action by the Board.

Section 5. Meetings

The Board of Directors shall meet on a schedule determined by the Board, but not fewer than six (6) times each year.

Section 6. Terms of Directors

Directors shall serve terms of three (3) years.

Directors may serve no more than two (2) consecutive terms, for a maximum of six (6) consecutive years of Board service.

After serving six (6) consecutive years, a Director must leave the Board for at least one (1) full year before becoming eligible to serve again.

To provide continuity and leadership development, Director terms shall be staggered so that approximately one-third ($\frac{1}{3}$) of the Board is elected each year.

During the initial implementation of staggered terms, Directors shall be assigned to one of three classes:

- **Class A:** One-year initial term;
- **Class B:** Two-year initial term; and
- **Class C:** Three-year initial term.

After the initial staggered terms are completed, all Director terms shall be three (3) years.

Section 7. Voting

Voting by the Board of Directors may occur:

- In person;
- By voice vote;
- Through approved electronic platforms; or
- By email.

Votes cast electronically or by email shall have the same force and effect as votes cast in person.

The Board shall ensure that all voting methods allow reasonable participation and accurate recording of votes.

ARTICLE VII – Officers

Section 1. Officers

The Officers of MLCRA shall be:

- President;
- Two or more Vice Presidents;
- Treasurer;
- Recording Secretary; and
- Corresponding Secretary.

Section 2. Election and Qualifications

Officers shall be elected by a majority vote at the Annual Meeting.

Officers must be members of MLCRA and residents of a Continuing Care Retirement Community (CCRC) or similarly organized independent living community.

Officers shall begin their terms on June 1 of each year, or at another time authorized by the Board of Directors.

If a vacancy occurs in an Officer position, the Board of Directors may appoint an individual to serve until a successor is elected.

If a member of the Board of Directors is unable to fulfill the responsibilities of the position, that individual may be removed by a two-thirds (2/3) vote of the Board members not subject to the removal vote.

Section 3. President

The President shall:

- Perform the customary duties of the office;
- Preside at meetings of MLCRA and the Board of Directors;
- Appoint the chairs of committees;
- Serve as an ex officio member of all committees.

The President may appoint the Editor of The Massachusetts Patriot and the Webmaster, who shall become eligible to serve on the Board of Directors upon ratification by the Board.

Section 4. Vice Presidents

a. Vice President for Membership

The Vice President for Membership shall:

- Promote and expand membership;
- Foster communication among member communities; and
- Perform the duties of the President when the President is unable to serve.

b. Vice President for Education and Advocacy

The Vice President for Education and Advocacy shall:

- Identify and research issues affecting MLCRA members; and
- Encourage and coordinate advocacy efforts related to legislation and policies that benefit CCRCs and their residents.

Section 5. Secretaries

a. Recording Secretary

The Recording Secretary shall:

- Prepare or obtain minutes of all meetings;
- Distribute minutes and reports as appropriate; and
- Maintain the official records of MLCRA.

b. Corresponding Secretary

The Corresponding Secretary shall:

- Assist the President with correspondence;
- Maintain official contact information for member communities; and
- File all corporate documents required by the Commonwealth of Massachusetts and the federal government.

Section 6. Treasurer

a.

The Treasurer shall:

- Collect dues from members;
- Pay bills approved in accordance with these Bylaws; and
- Present financial reports at Annual Meetings and Board meetings.

b.

The Treasurer shall pay all ordinary and usual expenses.

Extraordinary expenses of five hundred dollars (\$500) or less may be approved by the President.

Extraordinary expenses exceeding five hundred dollars (\$500) shall require approval by the Board of Directors.

c.

The Treasurer shall perform all other duties associated with the office.

Section 7. Terms of Office

Officers shall serve terms of two (2) years.

An Officer may serve no more than two (2) consecutive terms in the same office.

No individual may serve as a Director for more than six (6) consecutive years, except as provided for the Immediate Past President under Article VI. The six-year Board service limitation shall control if it conflicts with an Officer term. After leaving an office, an individual may be elected to a different office if otherwise eligible under these Bylaws.

ARTICLE VIII – Committees

Section 1.

The President, with the advice of the Board of Directors, may establish standing committees or ad hoc committees as needed.

The chair or chairs of standing committees may be appointed by the Board of Directors, subject to ratification by the members at the Annual Meeting.

Section 2.

Committee chairs shall report on the activities of their committees at Board meetings and at the Annual Meeting.

Section 3. Nominating Committee

The President, with the approval of the Board of Directors, shall appoint a Nominating Committee no later than March 1.

The Nominating Committee shall prepare a slate of candidates for MLCRA offices and shall make every effort to distribute the slate and notice of the Annual Meeting to members by April 15.

Additional nominations may be made by any member, preferably with notice to the Nominating Committee at least one week before the Annual Meeting.

Nominees must consent to their nomination.

ARTICLE IX – Amendments

Section 1.

Amendments to these Bylaws may be proposed by the Board of Directors or by written petition signed by at least four (4) members.

Proposed amendments shall be distributed to the membership and voted upon at the next Annual Meeting.

These Bylaws may be amended by a majority vote of those present and voting at the Annual Meeting.

Section 2.

Emergency amendments may be adopted by a majority vote of the Board of Directors, subject to ratification at the next Annual Meeting or at a Special Meeting called for that purpose in accordance with Article V, Section 3.

ARTICLE X – Parliamentary Authority

The most recent edition of Robert's Rules of Order shall govern MLCRA in all matters not addressed by these Bylaws.

ARTICLE XI – Effective Date

These Bylaws shall become effective upon adoption by the membership at an Annual Meeting or Special Meeting called for that purpose in accordance with Article V.

Certification

These Bylaws were adopted by the membership of the Massachusetts Life Care Residents Association (MLCRA) at the Annual Meeting held on May 4, 2026, and supersede all prior versions of the MLCRA Bylaws.