

## AMENDED BYLAWS

### NEBRASKA NURSING FACILITY ASSOCIATION DIVISION BYLAWS

#### ARTICLE I. PURPOSE

The purpose of the Nebraska Nursing Facility Association (NNFA), a Division of The Nebraska Health Care Association (NHCA) shall be to advise and make recommendations to NHCA to fulfill the latter's stated purposes.

#### ARTICLE II. MEMBERSHIP AND MEMBERSHIP RIGHTS AND PRIVILEGES

Section 1. Eligibility for Membership. Membership shall include all nursing facilities, skilled nursing facilities and Intermediate Care Facilities licensed by the state of Nebraska which are members of NHCA.

Section 2. Voting Rights of Members. Each member shall be entitled to one vote in meetings of the membership. The member's vote shall be cast by a "designated person," as that term is defined in these Bylaws. The Board of Directors may establish guidelines for electronic voting by members, taking into consideration the issues, the ability to educate the membership on the issue, the need for debate, and the time constraints required for a decision. Uncontested elections may be completed electronically.

Section 3. American Health Care Association. Membership in the NNFA Division of NHCA includes and grants membership in the American Health Care Association for members meeting American Health Care Association's membership requirements.

#### Section 4. Other Membership Rights and Privileges.

A. Each member shall be entitled to the following rights which can only be exercised through a "designated person," as that term is defined in these Bylaws: 1) to attend membership meetings and address the meetings subject to the limitations the membership may impose; and 2) to attend and observe the NNFA Board of Directors meeting, except when the Board is meeting in executive session.

B. Each member shall be entitled to designate a "qualified person," who shall be eligible for consideration for nomination and election as an officer of NNFA, subject to the definition and limitations contained in this Article, Article V and Article VI.

C. Each member can receive all NNFA publications and attend all NNFA and NHCA conventions, conferences, workshops, and membership activities, provided that NHCA shall be entitled to establish and receive, in advance, reasonable fees for such activities as the Board of Directors, from time to time, shall determine.

Section 5. Designated Person. A "designated person" shall mean a person, who shall be over the age of 21, who is affiliated with the member and who is designated in writing by the management of the member as its representative. Management of each member may also designate an alternative

representative to serve in the absence of the designated representative. The name of the designated representative and alternate designated representative shall be reported to NNFA at the time of application for or renewal of membership. The designated representative or alternate may be changed prior to a business meeting by notice, including electronic notice, from management of the member to the Secretary of NNFA. No person may serve as a designated representative or alternate for more than one member at the same meeting.

Section 6. Certificates. Membership certificates shall be issued by the Secretary of NNFA to members in good standing.

Section 7. Termination of Membership. The termination for any reason of a NNFA member's membership in NHCA shall cause the termination of the member's NNFA membership as well. Such NNFA termination shall be effective immediately upon the termination of the membership in NHCA.

### ARTICLE III. HONORARY MEMBERS

Honorary membership in NNFA may be conferred by NNFA by a majority vote of the membership of any annual business meeting. The NNFA Board of Directors must nominate the groups or individuals, real or corporate, for honorary membership. Honorary membership shall not entitle the holder thereof to the right to vote in the affairs of NNFA.

### ARTICLE IV. MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual meeting of the NNFA membership shall be a regular meeting and shall be held at a date, time and place selected by the NNFA Board of Directors. Notice of the meeting shall be made in accordance with this Article.

Section 2. Elections Meeting. The annual meeting in each even numbered year shall be designated the Elections Meeting for the Division's officers and Directors-at-Large. All regular elections for the Division's officers and Directors-at-Large shall be held at the Elections Meeting pursuant to the procedure established in Article VIII. The first election pursuant to these Bylaws will be in 2014. The Officers and Directors-at-Large of NHCA elected in 2011 will automatically become the Officers and Directors of NNFA and the Bylaws of NHCA adopted in 2012 will be followed for its Board. Any time served on NHCA Board will not apply to the term limit applied herein.

Section 3. Special Meetings. Special meetings of the membership may be called at the Division Chairperson's discretion and shall be called by the Secretary upon receipt at the principal place of business of NNFA of a written request signed by the designated representatives of not less than ten (10) members or ten (10%) percent, whichever is greater, specifying the purpose(s) of the meeting. When called by the Division Chairperson, the Division Chairperson may specify the date, time and place of the meeting. When called by written request, the Secretary shall designate the date, time and a suitable location in the city where the NNFA's principal place of business is located.

Section 4. Notice of Meetings.

A. Notice of all regular annual meetings shall be given not less than thirty (30) days and

not more than fifty (50) days before the meeting. The notice for the Elections Meeting shall specify that the elections for officers will be held. Notices for other regular meetings may, but need not, specify the purposes of the meeting. Notice of all special membership meetings shall specify the purposes of the meeting and be given not less than ten (10) days before the meeting. All notices required by this Section shall be given by written notice delivered personally, sent by regular United States mail, or by facsimile or electronic transmission. When sent by mail, the notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member as shown on the records of the Association. When sent by facsimile, the notice shall be deemed to be delivered when completion of the facsimile transmission to the facsimile number shown on the records of the Association is confirmed by the telephone carrier. When sent electronically, the notice shall be deemed to be delivered when sent unless returned from the service provider as undeliverable.

B. Any member may waive notice of any meeting. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except when the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. Voting. All voting shall be by the designated representative, or by the alternate in the case of the absence of the designated representative. There shall be no voting by proxy or absentee ballot, however, electronic voting may be allowed based on the Board's guidelines established pursuant to Article II, Section 2.

Section 6. Quorum. Designated representatives, or their alternates, constituting not less than twenty-five (25%) percent of the membership of the Association shall constitute a quorum for the transaction of business at any membership meeting; but if less than a majority is present, a majority of the designated representatives present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of members present at a meeting at which a quorum is present shall be the act of the members unless a greater number is required by the Articles of Incorporation or these Bylaws.

## ARTICLE V. BOARD OF DIRECTORS

Section 1. Management of Affairs. The affairs of NNFA shall be managed by the NNFA Board of Directors, subject to the policies adopted by the membership.

Section 2. Composition. The Board of Directors shall consist of the Division Chairperson, the Division Vice Chairperson, the Division Secretary, the Division Treasurer, Immediate Past Division Chairperson, and the District Chairpersons. The Division Chairperson, Division Vice Chairperson, Division Secretary and the Division Treasurer shall be elected as provided in Article In addition, the Board shall have four members elected at large from Membership as follows:

A. Director-at-Large, representing independent long term care services providers, defined as individuals or organizations having long term care services financial interest in

and/or management control of five or fewer facilities.

B. Director-at-Large, representing nonprofit long term care services providers, defined as corporations no part of the income of which inures to the benefit of its members, directors and officers, except reasonable compensation for services, and does not include governmental entities.

C. Director-at Large, representing multi-provider long term care services organizations, defined as individuals or organizations having financial interest and/or management control of more than five facilities.

D. Director-at-Large, representing governmental long term care services providers, defined as owned and operated by a federal, state, county or city government.

Section 3. Ex-Officio. The President shall be an ex-officio member of the NNFA Board of Directors without voting privileges.

Section 4. Voting Rights. Each member of the NNFA Board of Directors other than the President shall have one vote, except that the Division Chairperson or acting Division Chairperson may vote only to break a tie, or when the vote is by secret ballot.

Section 5. Meetings and Notice. Regular meetings of the NNFA Board of Directors shall be held at least once every three months. Special meetings may be called by or at the request of the Division Chairperson or written request to NNFA's principal office of four (4) members of the NNFA Board of Directors. The Division Chairperson may designate location and time for such meetings, so long as the time is reasonable within or without the state of Nebraska. Written notice of the time and place of each regular meeting shall be given to the Members of the Board of Directors not less than seven (7) days before the meeting in the same manner as notices to members in Article IV, Section 4. Mailed, telephonic, electronic, or facsimile transmission notice of special meetings shall be given to members of the Board not less than 24 hours before the meeting. Mailed, electronic, or facsimile notice shall be given in the same manner as notices to Members. Telephonic notice shall be sufficient if the Board member is personally contacted. Board members may waive notice of any meeting.

Section 6. Qualified Persons. Only qualified persons of NNFA may serve as an officer or director of NNFA. Qualified shall mean a person affiliated with a member as the administrator, an owner, a director, or executive with supervisory authority over one or more members. Once elected or appointed as an officer, a person remains qualified for a 90-day period following any change in qualifying status. A person meeting these qualifications for more than one member must designate which member they represent for the purposes of these Bylaws. A qualified person cannot also serve as a designated representative for any other member. A member may have no more than one qualified director at one time.

Section 7. Limitations on Multiple Representation. Representation on the NNFA Board of Directors from any member provider or group of member providers shall be limited as follows:

A. There shall be no more than four (4) representatives on the Board of Directors from

any group of members having interlocking or common ownership or management.

B. There shall be no more than two (2) representatives from any group of members having interlocking or common ownership or management who shall serve at one time as either elected officers, or Directors-at-Large.

C. In the event that in the election of District Chairpersons, the composition of the Board of Directors would then include more than four (4) representatives from a group of members having interlocking or common ownership or management, the Division Chairperson shall determine which District Chairpersons shall be seated on the NNFA Board of Directors based on individual's most years of active involvement in NNFA.

D. Notwithstanding the limitation of subsections A and B above, individuals serving on the NNFA Board of Directors at the time of any merger or other combination of providers (including the establishment of any contractual combination creating interlocking or common ownership or management) may continue to serve on the Board until their terms expire.

E. In the event a Board member no longer meets the definition of a qualified person of any member, the NNFA Board of Directors shall declare a vacancy and replace said Board member according to this Article.

F. There shall be at least one member on the NNFA Board of Directors representing the following types of nursing facilities: independent, nonprofit, multi-provider and governmental.

G. No individuals may serve simultaneously on the Board of Directors of the Nebraska Assisted Living Association Division of NHCA and the Board of Directors of NNFA.

Section 8. Vacancies. The NNFA Board of Directors shall have the power to fill vacancies.

Section 9. Removal. Any Board member of the Board of Directors may be removed by the members, with or without cause, by a majority of those members qualified to vote at a meeting called for the purpose of removing the director. The meeting notice must state that its purpose, or one of its purposes, is the removal of the Board member. A Board member may be removed for missing more than fifty (50%) percent of the board meetings in any given twelve (12) month calendar year. A Board member elected by the Board may be removed, with or without cause, by a vote of two-thirds ( $\frac{2}{3}$ ) of the remaining Board members then in office.

Section 10. Quorum. The presence of a simple majority of the entire membership, voting and non-voting, of the NNFA Board of Directors shall constitute a quorum for conduct of business so long as no more than one-half ( $\frac{1}{2}$ ) of those present and voting are representation from a group of facilities having interlocking or common ownership or management.

Section 11. Travel Expenses. Reasonable travel and related expenses of members of the NNFA Board of Directors to attend Board meetings or other Association activities which they are required to attend by virtue of their office shall be reimbursed by the Association, in accordance

with policies adopted by NHCA Board of Directors.

Section 12. Meetings by Teleconference. If authorized by the Division Chairperson, or by the Vice Division Chairperson in the absence of the Division Chairperson, any regular or special meeting of the Board of Directors may be held by teleconference in which all members participating can hear one another speak. A Board member's participation by such means shall constitute presence at the meeting for any and all purposes including, but not limited to, a waiver of notice and the determination of a quorum in voting.

Section 13. Action by Unanimous Written Consent. In the absence of a regular or special meeting, the Board may act by the unanimous written consent of all voting members of the Board. "Written consent" may be given by electronic communication.

Section 14. Membership Attendance. Any member may attend a meeting of the Board of Directors.

## ARTICLE VI. OFFICERS AND THEIR DUTIES

Section 1. Composition and Qualifications. The elected officers of this Association shall consist of a Chairperson of the Board, hereinafter referred to as the "Division Chairperson," a Vice Division Chairperson, a Division Secretary and a Division Treasurer. Each must be a qualified person as defined in Article V, Section 6 and Section 7.

Section 2. Election. The officers of NNFA shall be elected by simple majority vote of the members present at the elections business meeting every even numbered year to serve until their successors have been elected and installed at the next even year.

Section 3. Division Chairperson. The Division Chairperson, or his/her designee, shall preside at all business meetings of NNFA and of the Board of Directors. He/she shall be responsible for the conduct of the business of NNFA and for the proper functioning of the other officers and members of the NNFA Board of Directors. The Division Chairperson shall serve as an ex-officio member with vote of all committees except the Nominating Committee. He/she shall perform or cause to be performed such duties as are not specifically assigned to other officers. With the exception of secret balloting, the Division Chairperson may not cast a vote at any business session of NNFA or the Board of Directors except to break a tie. The Division Chairperson shall be NNFA's representative to the American Health Care Association and is required to represent NNFA's members at the national level.

Section 4. Eligibility as Division Chairperson. No one shall be eligible for election as Division Chairperson of this Association without first having served at least one full year as a member of the NNFA Board of Directors.

Section 5. Division Vice Chairperson. The Division Vice Chairperson shall serve as an ex-officio member with vote of all committees except the Nominating Committee, and shall perform the duties of the Division Chairperson in his/her absence or disability. He/she shall also perform certain other duties not specifically assigned to other officers as delegated by the Division Chairperson.

Section 6. Vacated Division Chairperson. In the event of a vacancy in the office of Division Chairperson, the Division Vice Chairperson shall immediately assume the office of Division Chairperson for the remainder of the vacated term. If the Division Vice Chairperson declines to fill such vacancy or if the office of Division Vice Chairperson is also vacant, the Immediate Past Division Chairperson shall assume the office of Division Chairperson for the remainder of the vacated term and the office of Immediate Past Division Chairperson shall then remain vacant for the remainder of the term. If both the Division Vice Chairperson and the Immediate Past Division Chairperson decline to fill a vacancy in the office of Division Chairperson or such two offices are also then vacant, the Board of Directors shall have the power to fill the vacancy in the office of Division Chairperson for the remainder of the term from within the voting membership of the Board of Directors, subject to the restrictions of Article V, Section 6 and Section 7.

Section 7. Vacated Division Vice Chairperson. The Board of Directors shall have the power to fill the vacancy in the office of Division Vice Chairperson for the remainder of the term from within the voting membership of the Board of Directors, excluding the Immediate Past Division Chairperson, subject to the restrictions of Article V, Section 6 and Section 7.

Section 8. Division Secretary. The responsibilities of the Secretary shall include, but not be limited to, maintaining a current roster of NNFA's membership; preparing and keeping minutes of general business meetings and Board of Directors meetings; notifying members of the time and place of all meetings of the general membership; maintaining the records of NNFA; and certifying the eligibility of voting representatives at the business meetings. The Secretary shall serve as an ex-officio member with voting privileges of the Executive Committee. The President and his/her staff shall assist the Secretary in the performance of such duties.

Section 9. Division Treasurer. The Treasurer shall be responsible for carrying out all fiscal policies and procedures adopted by the Board of Directors and NHCA. He/she shall be responsible for the preparation of financial statements in reasonable detail for presentation at each semiannual meeting of NNFA. The Treasurer shall serve as an ex-officio member with voting privileges of the Executive Committee. The President and his/her staff shall assist the Treasurer in the performance of such duties.

Section 10. Vacancies in Offices of Division Secretary or Division Treasurer. The Board of Directors shall have the power to fill any vacancies occurring in the offices of Division Secretary and Division Treasurer.

Section 11. President. The President of NHCA shall also serve as the President of NNFA, and shall be the chief executive officer of NNFA.

## ARTICLE VII. LIMITATION ON TERMS OF OFFICE

Section 1. Term Limits. Anyone serving as the Division Chairperson, Division Vice Chairperson, Secretary, and Treasurer shall be limited to one, two-year term in such office. Anyone serving as a Director-at-Large shall be limited to two consecutive, two-year terms. Terms for such offices shall begin on January 1 following the annual meeting held during the even numbered years. Anyone serving as a District Chairperson and Vice Chairperson as outlined in Article XI, shall be

limited to two consecutive, two-year terms in such office. The terms for District Chairperson and Vice Chairperson begin on January 1 following the annual meeting held during the odd numbered years. No person may be elected to an office if such election would result in a violation of Article V, Section 7.

Section 2. Partial Terms. If a person is appointed to fill the vacancy of a current officer, the partial term does not constitute a term for purposes of the limitations in this Article.

## ARTICLE VIII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The nominating committee shall be chaired by the Immediate Past Division Chairperson. In the event there is not an Immediate Past Division Chairperson, the Executive Committee shall appoint a chairman for the nominating committee. It shall begin to function approximately three (3) months prior to the biennial elections meeting. The committee shall send out, at least thirty (30) days prior to the elections meeting, a slate of nominees consisting of one or more nominees for each office of NNFA that is elected by the membership at large, to be voted on at the biennial elections convention. The nominating committee shall not include on its slate of nominees, such nominees who, if elected, would create a violation of Article V, Section 7.

Section 2. Floor Nominations. Additional nominations may be proposed from the floor during the call for nominations at the biennial elections meeting by any member of NNFA in good standing who has been designated as a voting representative. The presiding officer shall not receive a nomination from the floor when Article V, Section 7 would be violated if that nominee were elected.

Section 3. Ballot. Election of members of the NNFA Board of Directors shall be held individually and shall be by written, secret ballot where two (2) or more nominations are involved. In the case where a single name has been nominated for election, the presiding officer may dispense with formal ballot procedure and instruct the Secretary to cast a unanimous ballot for the person nominated.

Section 4. Order of Election. The order of election shall be Division Chairperson, Division Vice Chairperson, Division Secretary, Division Treasurer and Division Directors-at-Large in the order stated in Article V. This order may be set aside and a new order established by majority vote of the membership.

Section 5. Election. Election of the NNFA Board of Directors shall be by majority vote of the membership present at the biennial elections meeting. In the event no nominee receives a majority on the first ballot, there will be a runoff between the top candidates who collectively received two-thirds ( $\frac{2}{3}$ ) or more of the ballots cast, with additional runoff ballots conducted in the same manner until a nominee is elected.

## ARTICLE IX. EXECUTIVE COMMITTEE

Section 1. Composition. There shall be an Executive Committee consisting of the Immediate Past Division Chairperson, Division Chairperson, Division Vice Chairperson, Division Secretary and Division Treasurer. The President will serve as ex-officio member without a vote.



All members of the NNFA Executive Committee, other than the President, shall be a “designated person” of a member in good standing at the time of their election and throughout their terms of office to remain on the Executive Committee.

Section 2. Meetings.

A. Special meetings of the NNFA Executive Committee may be called by the Division Chairperson whenever it is deemed necessary and must be called within fifteen (15) days of having been petitioned to do so, in writing, by a majority of the members of the Executive Committee. An emergency meeting of the Executive Committee may be called by the Division Chairperson whenever it is deemed necessary.

B. Notice of special or emergency meetings of the NNFA Executive Committee shall be given in the same manner as specified for a notice of a special meeting of the Board of Directors in Article V, Section 5, except upon not less than fifteen (15) days’ notice for a regular meeting, not less than twenty-four (24) hours’ notice for a special meeting and not less than one (1) hour notice for an emergency meeting.

C. The presence of a simple majority of the entire membership, voting and non- voting, of the Executive Committee shall constitute a quorum for conduct of business, so long as no more than one-half (½) of those present and voting are representatives from a group of facilities having interlocking or common ownership or management. If authorized by the Division Chairperson of the Executive Committee or by the Division Vice Chairperson in the absence of the Chairperson, any regular or special meeting of the Executive Committee may be held by teleconference in which all members participating can hear one another speak. A Committee member’s participation by such means shall constitute presence at the meeting for any and all purposes including, but not limited to, the determination of a quorum in voting.

Section 3. Duties. Under authority of the NNFA Board of Directors, the Executive Committee shall have charge of the property of NNFA and shall have the responsibility to control and manage affairs and funds of NNFA and subject to restrictions of the Nebraska Nonprofit Corporation Act, to:

A. Make policy decisions on financial matters; allocate NNFA resources and have responsibility for contracting agreements with the approval of NHCA Board of Directors.

B. Develop and recommend policies to the NNFA Board of Directors.

C. Recommend proposed amendments to the Articles of Incorporation or Bylaws to NHCA Board of Directors.

D. Make budget recommendations to the NNFA Board of Directors.

E. Act for the NNFA Board of Directors when time or circumstances do not permit a called meeting of the full Board. The NNFA Board of Directors shall be notified within ten

(10) days of any major policy decision or expenditure by the Executive Committee.

F. Perform such other activities as directed by the NNFA Board of Directors.

## ARTICLE X. COMMITTEES

Section 1. Standing Committees. Standing committees shall be as follows: Reimbursement, Budget, Bylaws, Quality and Regulatory, Education, Membership/Public Relations, Nominating, and Government Relations and Affairs. Committee appointments are for a one-year term commencing on January 1. Members of standing committees, except Nominating, shall be appointed by the Division Chairperson of NNFA no later than the final meeting of the NNFA Board of Directors in each calendar year, to serve the following calendar year. The Division Chairperson and Division Vice Chairperson shall serve as ex-officio members with vote of all committees except the Nominating Committee. The President shall be an ex-officio member without vote of all standing committees. Other committees of this Association shall be such as may be found necessary by the Board of Directors or general membership. When reasonably possible, a member of the NNFA Board of Directors will be the Chair of each committee.

Section 2. Nominating Committee. The Nominating Committee shall be composed of the District Chairpersons and the Immediate Past Division Chairperson.

Section 3. Special Committees. The Division Chairperson shall have the authority to establish special duty committees to perform special tasks in furtherance of the purposes of the Association. Such committees' actions shall be subject to ratification by the Board of Directors.

Section 4. Limitations on Committee Membership. Any person affiliated with member facilities or associate members, may be appointed to any committee of the NNFA, as set forth above. However, only "designated persons" of member facilities may serve as committee chairman.

Section 5. Quorum and Meeting Notice. The presence of a simple majority of the entire membership, voting and non-voting, of any committee shall constitute a quorum for conduct of business, so long as no more than one-half (1/2) of those present and voting are representatives from a group of facilities having interlocking or common ownership or management. Notice of any meeting of a committee shall be given in the same manner, but upon three (3) days' notice, as notice of a special meeting of the Board of Directors.

Section 6. Joint Meetings with NALA Committees. When appropriate, the NNFA committees may have joint meetings with corresponding committees of the NALA and/or other Divisions of NHCA.

Section 7. Meetings by Teleconference. If authorized by the Chairperson of any committee or by the Vice Chairperson in the absence of the Chairperson, a regular or special meeting of a committee may be held by teleconference in which all members participating can hear one another speak. A committee member's participation by such means shall constitute presence at the meeting for any and all purposes including, but not limited to, the determination of a quorum in voting.

Section 8. Action by Unanimous Written Consent. In the absence of a regular or special

meeting, any committee may act by the unanimous written consent of all voting members of the committee. "Written consent" may be given by electronic communication.

Section 9. Removal. Any member of a committee may be removed by a majority vote of the entire remaining members of the NNFA Board of Directors at a meeting called for that purpose whenever, in its judgment, the best interests of the Association would be served thereby. A meeting notice must state that its purpose, or one of its purposes, is the removal of a committee member. A committee member will be removed for missing more than fifty (50%) percent of the committee meetings in any given twelve (12) month calendar year.

## ARTICLE XI. DISTRICTS

Section 1. Districts. The membership of this Association shall be divided into geographical districts as determined by NHCA Board of Directors.

Section 2. Officers. The officers of each District shall be the Chairperson and Vice Chairperson and such other officers as the NNFA Board shall designate.

A. Only the following representatives of voting members shall be eligible to be elected or serve as the officers of a District: Nebraska administrators, owners, or executives having supervisory authority over one or more members.

B. The term of office shall be for two (2) years commencing on January 1 following the annual meeting held each odd numbered year. District elections shall be held no less than thirty (30) days before the annual meeting each odd numbered year.

C. The District Chairperson may designate a person, whether another District officer or not, to take minutes and otherwise assist as required at District meetings.

D. Removal: District officers may be removed by a majority vote of the Board of Directors present at a meeting called for this purpose. A meeting notice must state that its purpose, or one of its purposes, is the removal of the officer. The District officers may be removed for missing more than fifty (50%) percent of the district meetings in any given twelve (12) month calendar year. If the District Chairperson is removed from office for any reason, he or she will also lose his or her seat on the NNFA Board of Directors.

Section 3. District Chairperson. The Chairperson of each District shall serve as a prescribed member of the Board of Directors of NNFA unless otherwise prescribed in Article V, Section 7. The Chairperson of each District shall serve as an ex-officio member with vote of the Nominating Committee. In the event that the office of District Chairperson is vacated, the Vice Chairperson will assume the duties of the Chairperson. If there is no Vice Chairperson or he/she is unable or unwilling to serve, a special District meeting will be called within 60 days for the purpose of electing the new officer.

Section 4. Meetings and Quorum. Each District shall meet at a date and time approved by the NNFA Board of Directors. A quorum shall be not less than twenty-five percent (25%) of member facilities unless at least ten (10) days' notice is given to each designated person of member facilities

stating the place, time, and proposed agenda for the meeting. When the prior written notice requirement is met, the presence of five (5) voting designated persons constitutes a quorum.

Section 5. Secretarial Work. The President of the Association shall as much as possible relieve the Districts from secretarial work when requested by the District.

Section 6. Funds. Monies required for the operation of the District shall be provided from the general funds of the Association, at the discretion of NHCA Board of Directors.

Section 7. Rights. Payment of the state dues includes full membership in the District, but gives only voting members district voting privileges. Attendance at any District meetings by a representative of a non-member provider shall be by invitation of a member provider only. Representatives of a non-member provider may visit no more than three meetings. With a change of ownership or administration, a non-member provider may be allowed three additional visits, for the purposes of encouraging membership.

Section 8. Purpose of Districts. The Districts shall conduct business and fulfill the purposes of the NNFA under the authority of the Articles of Incorporation and Bylaws of NHCA.

## ARTICLE XII. ALLIED HEALTH CARE SECTIONS

Section 1. Definition. Within NNFA, there may be sections established which are concerned with the major activities and interests of NNFA and NHCA and whose purposes are consistent with those of NHCA, such as a gerontological nurse section, a dietary section, etc. These sections shall be composed of persons with specific similar responsibilities who are formally affiliated with a member provider.

Section 2. Section Composition.

A. The sections may be established by the President or his/her designee as needed or requested and these sections will be identified as State Sections.

B. The membership of each State Section is divided into District Sections, consistent with the Districts established under this Article of these Bylaws. District Sections shall not be mandatory.

C. Only designated individuals of member providers in good standing shall be eligible for membership in sections.

Section 3. Section Representatives. There may be a Steering Committee for each State Section, composed of one representative from each actively functioning District Section, such representative to be appointed by the respective District Chairperson, for a term consistent with those of District officers. The Steering Committee will assist NHCA staff with identifying issues for discussion as needed.

Section 4. Funding. Monies required for the operation of the sections shall be provided through the District Association from NHCA, at the discretion of the Board of Directors.

Section 5. Meetings. District Section meetings will be arranged as needed by the District Chairperson.

### ARTICLE XIII. FUNDS

All monies of the NNFA shall be deposited in the name of NHCA in a financial institution and/or financial instrument approved by NHCA Board of Directors.

### ARTICLE XIV. PARLIAMENTARY PROCEDURE

Section 1. Procedure. Robert's Rules of Order shall govern all deliberations and procedures of the NNFA when not inconsistent with the Bylaws of this Association.

Section 2. Opinion. When procedural or parliamentary questions and problems arise during sessions of the NNFA Board of Directors or at the conventions of this Association, they shall be referred to the Bylaws Committee for study and an opinion.


### ARTICLE XV. AMENDMENTS

Section 1. Procedure. The Bylaws of Nebraska Nursing Facility Association may be amended by an affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the membership present at any business meeting, provided written notice of the meeting is given to the members stating one of the purposes of the meeting is to consider the proposed amendment.

Section 2. Board Approval. Proposed amendments to the Bylaws must first be approved by the Board of Directors and then sent to each member at least ten (10) days prior to a business meeting.

Section 3. Member Amendments. Amendments to the Bylaws may be proposed at any general meeting of the membership of Nebraska Nursing Facility Association by the voting representative of any member provider. However, amendments proposed in this manner shall not be acted upon until the next general membership meeting. If the Board of Directors fails to recommend the amendment to be placed before the next meeting, notice must be sent to the originator of the amendment and the voting representative shall have the opportunity to place the amendment before the membership at the next business meeting without the Board of Directors' recommendation.

Amended by vote of the membership on September 20, 2017.

  
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Division Chairperson