

**By-laws of: Association of Senior Referral Professionals of Washington (ASRP) – aka “The Association” approved May 8, 2012.**

**ARTICLE I – NAME AND LOCATION**

The name of this organization shall be Association of Senior Referral Professionals of Washington (ASRP) and its principal place of business shall be the temporary address of: A Change is Afoot, 9224 Slater Ave NE, Suite 215 Kirkland, WA 98033 and may be changed by the Board at a later date.

**ARTICLE II – PURPOSE**

ASRP is committed to establishing and promoting professional and ethical standards within the senior housing and care referral industry; as well as to those who provide supportive and ancillary services for older and other frail adults within the state of Washington.

A common business interest of all members is to create a unified and consistent voice which promotes, develops and facilitates:

- 1) Ethical standards which create a quality experience for seniors, frail adults, and the people who support them.
- 2) Recommended best practices and the education of members, with a shared goal of improving consumer awareness of options and increasing the ability of consumers to make informed decisions.
- 3) Education to increase the knowledge and skills of members regarding aging, aging related products and services, communication, decision-making and conflict resolution.
- 4) Education to increase consumer awareness of aging, senior housing and care options, effective processes for making life transition decisions, and to improve communication amongst family members, and with health care professionals and insurance carriers.
- 5) A means for consumers, senior housing and care providers, health care professionals, other professionals or community members to provide feedback to the entire referral industry.
- 6) The use of referral professionals as a means of making effective use of time, energy and resources for consumers and senior housing and care providers.
- 7) Transparency, disclosure, accuracy of information, and effective, recommended business practices within the senior housing and care referral industry.
- 8) Protection of consumers by communicating residents’ rights, current and future RCWs & WACs impacting consumers.
- 9) Collaborative opportunities for consumers and members of the association to have a voice in future legislation and regulation regarding senior housing and care services.
- 10) Protection of consumers by communicating the option to file complaints to the Ombudsman, The Department of Social & Health Services, Adult Protective Services, The Attorney General, and other regulatory or social service agencies.

### **ARTICLE III – MEMBERSHIP**

Section 1. The Association shall consist of membership, without stock, and shall be operated on a non-profit basis. All income of the Association shall be devoted to the afore-stated purpose. For the purposes of membership, “member” shall be defined as “a single business entity, legally licensed to operate in the state of Washington.” Franchises of the same company, operating in separate locations by separate owners within the state, shall register separately as a distinct “member”.

Section 2. Membership of the Association shall be composed as follows:

- a. Members (having voting authority in membership-related matters); and Affiliate Members (with no voting authority in any Association matters)
- b. Members must currently offer referral services to the senior housing and care industry within the state of Washington.
- c. Affiliate Members must offer services which enhance the ability of the referral professional to serve clients; or, alternatively, must work in an industry which offers products or services to the senior housing and care industry within the state of Washington.

Section 3. Membership criteria shall be set forth by the Membership Committee. Applicants must be reviewed by the Membership Committee and approved by the Board of Directors prior to being accepted as members of the Association.

- a. A Company or affiliate member that resigns from ASRP will not be able to re-apply for membership for at least 12 months.

### **ARTICLE IV. – DUES**

Association membership dues shall be established by a majority vote of the membership annually.

### **ARTICLE V. – MEETINGS OF THE MEMBERS**

Section 1. Annual Meeting. The Association shall hold an annual meeting for the election of Board members-and the transaction of business that may properly come before the membership. The Executive Committee will determine place and time of the annual meeting.

Section 2. Regular Meetings. The Association will hold regular meetings at such time and place as the Association Board directs.

Section 3. Special Meetings. Special meetings may be called at any time by a majority vote of the Association Board at such time and place as the Association Board directs.

Section 4. Meeting Notice. Notice of meetings shall be sent to all members at their last known email address at least thirty days prior to the date of the meeting. Notification of special meetings shall be delivered via telephone or email at least 48 hours prior to the date of the meeting.

Section 5. Quorum. In the event a quorum is not present for member-related decisions at any meeting, the members may adjourn the meeting to a later date without further notice. A quorum shall consist of twenty five percent (25%) of the voting membership.

Section 5. Voting. Each Member (“single business entity”) is entitled to one vote, with voting governed by parliamentary procedure according to Robert’s Rules of Order. Members may vote by mail ballot sent to the Secretary on amendments to these By-Laws, on assessments, and on any other mail balloting of the membership. Members may vote by proxy at all meetings, inclusive of the Annual Meeting.

## **ARTICLE VI – BOARD OF DIRECTORS**

Section 1. Directors. The business of ASRP shall be conducted by a Board of not less than three nor more than 15 members in good standing. Directors shall be elected for designated terms as noted in Section 2 and may generally not serve more than three consecutive years. After serving three years, Directors shall be required to leave the Board and wait at least one year before they are eligible again for election to the Board. An exception to this shall be if the Board member is serving as President-Elect, President or Past President, which then makes this individual eligible to continue serving on the Board until they complete the cycle of leadership.

Directors shall consist of the Officers of the Executive Committee as well as the Chairpersons of the five standing committees: Ethics and Best Practices Committee, Education Committee, Membership Committee, Legislative Committee, Communications Committee.

Board Members are elected by the voting Membership. From the roster of elected Board Members or from members at large, the Executive Committee appoints chairpersons of standing and ad hoc committees as vacancies exist.

Section 2. Officers. The voting Membership shall elect a President, President Elect, Secretary and Treasurer. The President and President Elect shall each serve one year terms. The Past President shall serve a one year term. The Secretary may serve up to two years, and the Treasurer may serve up to three years.

The first year’s ASRP Officers and Board of Directors shall agree to serve the following staggered terms:

### Officers /Executive Committee

President	one year term
President Elect	one year term
Past President	open, then one year term the following year
Treasurer	up to three year term
Secretary	up to two year term

### Directors

1 Board member	2 year term – 2012-2014
3 Board members	2 year term – 2012-2014
2 Board members	2 year term – 2012 -2014
1 Affiliate	2 year term, elected annually by the affiliate members

Section 3. Exception to maximum length of service time. In instances where an officer is running unopposed or in instances where the Board is unable to find a candidate willing to chair a specific committee, the maximum allowable service times noted in Section 1 above may be broadened for an additional year of service with approval by a majority of the current Board of Directors.

Section 4. Vacancies. The Board of Directors shall fill by appointment any vacancy occurring in its membership, until the next annual meeting when the voting members shall fill unexpired terms by election.

Section 5. Quorum. A quorum shall consist of a minimum of fifty percent of the Board of Directors.

Section 6. Removal. Any director may be removed from the Board due to unsatisfactory service or non-performance of duty by a 2/3 majority of the Board.

Section 7. Compensation. No officers or director shall receive any salary or payment for their services.

Section 8. Resignation. Directors may resign at any time by delivering written notice, or by giving oral or written notice at any meeting of the Board of Directors. The acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE VII – DUTIES OF DIRECTORS**

Section 1. Management of Business. The Association Board shall have general supervision and control of the business and affairs of ASRP, and shall make all necessary rules and regulations not inconsistent with applicable laws. It shall be their duty to require proper records to be kept of all business transactions.

Section 2. A Liability Insurance policy shall be instated and premiums paid on a timely basis to protect the Directors of ASRP.

Section 3. Meetings. The Association Board shall meet once each quarter at such time as they may agree upon. The President or two directors may convene a meeting of the directors at any time. Notice of such meeting shall be communicated to each director not less than 48 hours before the meeting is to take place, provided that meetings of the directors may be held at any time, without formal notice, if all directors are present in person or via conference telephone call, or those absent have waived notice or have signified their consent to the meeting being held in their absence. Director presence at a meeting via conference telephone call shall also constitute presence in person at a meeting.

Section 4. Annual Review. At least once in each fiscal year the Association Board shall review the books of the Treasurer.

Section 5. President. The President shall preside over all meetings of the Association and of the Board, sign as President with the Treasurer all notes, deeds, contracts, conveyances, agreements, and other instruments requiring such signatures, call special meetings of the Association and of the Board, and perform all acts and duties typically required of an executive and presiding officer.

Section 6. President Elect. The President Elect shall be vested with all the powers of the President in his/her absence and is charged primarily with the planning, organization and management of each meeting.

Section 7. Past President. The Past President shall serve the Board in an advisory and association development capacity.

Section 8. Treasurer. The Treasurer shall be vested with all the powers of the President or President Elect in his/her absence or disability, and shall perform other duties as shall be prescribed by the Board. The Treasurer shall be the custodian of the permanent funds and securities of the Association; shall keep or cause to be kept a full and complete record of all receipts and disbursements; shall pay out money upon the approval of the Board and with the joint signature of the President; shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; shall sign as Treasurer with the President, all notes, deeds, contracts, conveyances, agreements, and other instruments requiring such signature; shall present a report of receipts and disbursements at each meeting of the Board; and shall present a yearly financial summary at each annual meeting.

Section 9. Secretary. The Secretary shall keep a complete record of all meetings of the Association and of the Board; serve all notices required by law and by these By-laws; shall keep a complete record of all business of the Association and make a full report of all matters and business pertaining to his/her office to the members at the annual meeting; shall make all reports required by law and perform such other duties as may be required of him/her by the Association or by the Board.

#### **ARTICLE VIII – FINANCIAL MATTERS**

Section 1. Contracts. Except as otherwise provided in these By-laws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association and such authority may be general or confined to specific business. No debts shall be contracted against the Association except by order of the Board or persons specifically authorized by the Board.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer.

Section 3. Deposits. All funds of the Association shall be deposited in a timely manner to the credit of the Corporation in such bank or banks as the Board may select.

Section 4. Fiscal Year. The fiscal year of the Association shall be calendar year, beginning January 1 and ending December 31. Determination of fiscal year may be amended by a majority vote of the Board of Directors.

Section 5. Accounting System and Reports. The Board shall cause to be established and maintained, an appropriate accounting system including written reports.

Section 6. Non-Liability for Debts. No member shall be liable or responsible for any debts or liabilities of the Association. The private property of the members shall be exempt from execution or liability for any debt of the Association.

Section 7. Loans Prohibited. The Association shall make no loans to any officer, director, or member.

#### **ARTICLE IX – COMMITTEES**

Section 1. Standing Committees. A chairperson for the following committees shall each be appointed by the Directors from among the Board Members to serve during his/her term of office: an Ethics and Best Practices Committee, Education Committee, Membership Committee, Legislative Committee, and Communications Committee. The chairperson of each standing committee may call other members of the Association to his/her assistance as desired as well as representatives from the community at large (non Members and non-Affiliate Members). A Nominating Committee of two members is to be appointed by the president sixty days prior to annual meeting where a Director vacancy must be filled.

Section 2. Ad Hoc Committee. An Ad Hoc Committee of at least two members shall be appointed by the Board, as needed.

#### **ARTICLE X – BY-LAWS**

The Board shall have the power to make such by-laws as may seem expedient, but such by-laws shall be subject to repeal or amendment by any meeting of this Association. The Board shall not have the power, however, to pass any by-laws that would alter the status of the Association beyond the ability of the members to restore the former status at any annual meeting.

#### **ARTICLE XI – AMENDMENTS**

These By-laws may be amended at any regular or special meeting by a two-thirds (2/3) vote of the membership, in person, or by email, provided that no amendment shall be adopted unless a copy of such proposed amendment shall have been included in or enclosed with the notice of such meeting.

#### **ARTICLE XII – DISSOLUTION**

After fulfillment of the requirements of the law on dissolution or after discontinuance of business and payment of debts, any net assets shall be transferred as a gift to a senior related non-for-profit organization chosen at the discretion of the Board of The Association.

**ARTICLE XIII – INDEMNIFICATION**

This Association shall, to the full extent permitted by law, indemnify any Director or Officer of this Association against expenses including attorney's fees, judgments, fines and amounts paid in settlement reasonably incurred in the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been such Director or Officer of this Association, except in matters in which it is finally adjudged in such action, suit or proceeding that he/she is liable for negligence or willful misconduct in the performance of his/her corporate duties.

Certification:

The Board of the ASRP hereby certifies that the foregoing By-Laws were duly adopted by the Board on October 11, 2011.

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Heidi Sheldon, President

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Stan McKenzie, President Elect

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Kathy McLaughlin, Treasurer

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Kris Griffith, Co-Secretary

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Abby Durr, Co-Secretary

And approved October 11, 2011 the additional Board members:

Open Position - Ethics and Best Practices  
Tammi Reeser- Membership Chair  
Tracey Fitzgerald- Communications Chair  
Heidi Sheldon- Legislative Chair  
Lisa Satin - Education Chair