

New State Chapter Guide Book

Special Note To New State Chapters

In our many years of building new State chapters, one thing is sure: This handbook will present some of those ways. You may know of or find a way that fits your needs better. By all means, try it!!

The bottom line is **you must get started.**

This handbook will show you how to contact nurses to build your state chapter. It has been found that when you network with others you will build a stronger, more robust chapter in a shorter period of time.



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AALNA Adopted August 2005

The Board of Directors has adopted an official “New Chapter Building Philosophy” and has directed its effort with the National Center for Assisted Living (NCAL) to form affiliate partnerships to aid in formation of State AALNA Chapters.

The primary goal of AALNA in the area of growth is to build and develop chapters that contribute to the improvement of nursing in Assisted Living.

Chapters should be built to attain maximum strength for the chapter as well as AALNA. Strong, viable chapters are of paramount importance to AALNA.

A well-built properly structured chapter, with complementary leadership, will give strength to new Members. The ultimate goal is a chapter composed of Members proud to share their time, talents and experiences in AL.

Members must be given an opportunity to really understand the full benefits of affiliation. Chapters should be officially organized only after the membership has a through familiarization with the objectives of the organization as well as the real purpose of their state chapter.

Every chapter should be an active, contributing force in the national organization and in its respective state.

AALNA Chapter Building Philosophy

American Assisted Living Nurses Association State Chapters

Thank you for your support in the development of AALNA state chapters. Nurses, operators and especially residents will benefit from the collegial networking of local nurses. When assisted living nurses come together for collaboration, support and professional development, the outcome is positive.

Benefits of Chapterhood for Nurses

Collegial exchange of current nursing best practices information
Educational offerings/CEUs (i.e., contact hours)
Improved information exchange on current state specific regulatory requirements and practical methods for compliance
Sharing of new products and services appropriate to AL practice

Benefits for Providers

Improved nurse morale and retention because of decreased isolation
Improved risk management through better practice knowledge
Shared cost-effective learning opportunities
Access to innovative nursing practice information

What will a State Chapter do?

The state chapters will allow nurses to get together both formally and informally at regional levels. The state chapters will also facilitate information exchange. Once a state chapter is formed, AALNA will develop a special page on its national website for easy access to information and supportive materials.

AALNA will disseminate state affiliate information for members only. Additionally state affiliates will be encouraged to submit timely information to the Assisted Living Nurses Report, the official journal of AALNA.

The NCAL state affiliate meetings provide a superb opportunity for nurses to network and learn together.

There is no national mandate for Chapter meeting frequency or size. Some nurses may arrange something as simple as a brown bag lunch get-together once a month, while others, once established, may wish to conduct annual state meetings with speakers on diverse topics (e.g., state regulatory information and industry updates) and provide CEUs/contact hours.

MISSION:

1. To promote effective nursing practices in assisted living such that nurses as well as residents benefit.

VISION:

1. Assisted living nurses practice within a holistic framework that can maximize and maintain the older adult's well-being and pursuit of quality of life.
2. The American Assisted Living Nurses Association will be recognized as a specialty practice nursing organization.

PURPOSES OF AALNA:

1. To promote an active interest in assisted living nursing practice among professional and paraprofessional schools educating the present and future healthcare workforce.
2. To promote professional growth through education, research, and participation in public policy forums.
3. To improve information dissemination on current state-specific regulatory requirements and cost-effective methods for exemplary compliance.
4. To share evidence-based best practices and other insights with assisted living nurses and the public.
5. To provide access to a nation-wide network of assisted living nurses.
6. To develop and maintain credentials for specialty practice that includes a certification examination.

Foreword

Congratulations New State Chapter Builder! You are about to embark upon a project unlike any other: The building of a new state chapter!

Three statements best describe this undertaking: It takes the greatest commitment; it offers the greatest challenge; and it returns the greatest reward. You will also enjoy an enormous feeling of accomplishment and professional pride by helping another nurses reap the rewards of an AALNA chapter. In addition, you will make great life long friendships and, as a bonus, you will experience tremendous personal and professional growth.

Four basic components of a New Chapter Building program.

1. **Commitment/Getting Started:**
Making a commitment and planning the project.
2. **Roster Building/Developing Structure of Chapter:**
Building the chapter roster and developing the chapter organizational model.
3. **Charter Organizational Meeting:**
The official Organizational Meeting.
4. **Follow Up Support:**
Completing the "Follow up Program."

This handbook contains tested guidelines on the first three components. A new chapter-building project is not officially finished until the follow-up has been successfully completed. New chapter Follow-up and Follow-through programs are under the aegis of the AALNA National Organization.

Leave nothing to chance!

The reference material section contains forms, sample letters and invitations that are used in new-chapter building efforts. Be sure to plan well, pay close attention to the details and most of all keep the forward momentum going!

Starting A Chapter: Getting Started!

The key to success: Begin immediately!

1. Develop a Core Group of 5-6 people as soon as possible. They should be:
 - a. Well known in the assisted living community
 - b. Persons with good reputations, respected by everyone.
 - c. Present, interested and willing to help build an AALNA State Chapter.
 - d. Willing to accept you as leader, at least for start-up and contact.
2. Schedule a meeting with this core group.
 - a. Discuss reasons for a state Chapter.
 - b. Discuss and list the benefits of a Chapter.
 - c. Discuss if there is a need for a Chapter; and drawbacks to chapterhood.
 - d. Once the benefits and need for a chapter are determined, explain the next step of conducting informational meetings.
 - e. As a group, schedule the day, time and place for the first Informational meeting. The next meeting should be within 10 days; do not change the date.
3. Meeting Place. Select a well-located, easy to get to meeting place, a private room that can accommodate 35-40 people.
 - a. Meetings should last one hour, maximum.
 - b. Alcoholic beverages should not be served during meetings.
4. Publicize First Informational Meeting.
 - a. Use sample letter in Reference Material section in this handbook.
 - b. Ask each Member of the core group to contact three people and have them contact three people 7-10 days before the meeting.
5. Informational Meetings should be conducted at scheduled times & published.
 - a. AALNA banner, obtained from the AALNA National Office, should be displayed.
 - b. A committed person should be assigned to a "candidate" [**same as a potential member/prospect?**] at these meetings to help complete the invitation.
 - c. Be sure that needed supplies are available, such as pen, applications and brochures.
 - d. Invite different speakers to each meeting.
 - e. Be as informal as possible with ample opportunity for questions from prospects (i.e., potential Chapter members).
6. Building The Roster. Your goal is at least 25 charter members.
 - a. Start recruiting charter members as soon as possible.
 - b. A potential member must remit a membership fee of \$125.00.
 - c. Maintain a prospect list. Add to it regularly, use this list to help build membership.

- d. Get leads from everyone you talk with, even from a prospect who declines your invitation to join the Chapter.
 - e. Personal invitations work the best.
 - f. Ask Charter Chapter Members to personally recruit other Members.
7. Between Meetings. There is much to be done between meetings. Remember the following:
- a. Be pressuive. Work diligently and assertively at your project.
 - b. Contact your key people frequently.
 - c. Personally visit with your key people at least once between meetings.
 - d. Publish a Chapter bulletin and mail or email it on a timely basis to maintain interest among potential members.
 - e. Review your progress: get input from the AALNA National Organization on how to overcome the barriers and meet the challenges.
 - f. Mail your report (Chapter Organization) to AALNA National Organization.
 - g. Persist....Be Confident!!
 - h. Make sure everything is ready for your next meeting. Check details.
 - i. Have the core group take ownership of the project, by having them lead the informational meetings and inviting you to speak to the group.
 - j. Develop strong, local leaders by having them take personal control of the process of identifying prospective Members and recruiting them to attend meetings.

The Organization Meeting Process:

The most exciting moment of a new Chapter building process is the official birth of a new Chapter itself: the organization meeting.

1. When is your new chapter ready for formal organization status?

When you have:

- a. 25 bona fide Charter Members (25 completed applications and 25 submitted fees).
- b. Standard Chapter bylaws studied and ready for adoption.
- c. A Nominating Committee ready to present a slate of nominees for office. These will be your Chapter officers – President, Secretary and Treasure and Board of Directors.

2. Preparing for the organization meeting

- a. Call the AALNA National Office and negotiate a date for the official organization meeting. Do not set a date until you contact the AALNA National Office. So if a representative can attend we would like to.
- b. Once the date has been confirmed, notify all chapter members by special bulletin, telephone and/or email.
- c. Make sure that all Charter Members know about the meeting. No fewer than 15 charter members, signed and paid, must attend the organization meeting in its entirety before the club may be declared officially organized.
- d. Are the applications, fees, Bylaws and Nominating committee reports ready to be reviewed by the AALNA National Office? (Note: this should be done prior to meeting).

3. Pre-organization conference. The purpose of this meeting is to:

- a. Review progress to date
- b. Review applications/invitations
- c. Check that membership fees (minimum \$125 each) are in **Chapter hands (Treasurer)**.
- d. Confirm that Bylaws are ready – approved by Chapter
 - i. Chapter name
 - ii. Day of the month and time of meeting
 - iii. Membership fee (\$125)
 - iv. Regular meetings requirement
 - v. Voting
 - vi. Terms of office
 - vii. Fundraising
- e. Review Nominating Committee report
- f. Prepare for official organization meeting

4. Following the Organization Meeting, the first meeting of the Board of Directors is conducted to discuss in greater detail Board members responsibilities and to set policy.

AALNA Not-for-Profit Classification Status

The information provided will assist you in responding to questions regarding the not-for-profit status of your chapter.

AALNA National Organization is a not for profit organization

501(c) (6)

Non-profit organizations ruled tax exempt under section 501(c) (6) of the Internal Revenue Code include business leagues, chambers of commerce, trade associates, real estate boards, and boards of trade. Contributions to 501(c) (6) organizations are not deductible as charitable donations for federal income tax purposes. Donations may be deducted as a business expense if they are “ordinary and necessary” in the conduct of the taxpayer’s business.

How to expedite organization

1. At the first informational meeting set a target date of four to six weeks later for official organization. Point out that to be a charter member, members must be paid and signed by that date.
2. Keep the core group on a weekly meeting schedule. Conference calls are acceptable. This is the best method of maintaining enthusiasm and desire for organization at a productive level.
3. Begin collection of membership fees and acceptances at the first meeting. Don't delay this step. Money paid in is a personal investment in the Chapter.
4. Determine the regular meeting location and date of the new chapter and build the membership around that day.
5. Selection of those to receive invitations to become Charter Members should be the chief business at each preliminary meeting.
6. If the charter roster does not grow satisfactorily after one or two meetings, check your key people! Do they have the ability to attract others?
7. When the group numbers ten to fifteen members, Members of Chapter appoint and activate committees on bylaws and nominations to start preparation for formal adoption at the official organization meeting.
8. The initial Membership committee members should call or email Charter Members for each meeting. Remember: members have not yet acquired the regular meeting habit.
9. Provide the Bylaws Committee with standard AALNA Chapter Bylaws .
10. Make it clear to the core group that it is *their* Chapter, composed of individuals *they* select, and that they must assume leadership.
11. Maintain frequent contact with the temporary chair and key people to maintain interest high. Demonstrate your own interest by regular, frequent contact, calls and attendance – never let interest subside!

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Planning the New Chapter

The New-Chapter Building Committee

The new-chapter building committee should consist of one to no more than three people with the time and interest to devote to the task. They should be people capable of presenting the philosophy of AALNA. A small committee is usually more effective than a large committee that could outnumber prospective members of a new chapter at meetings.

Building a chapter requires desire; commitment; perseverance and pride; dedication to task; time and a strong, positive attitude to succeed. Your committee will turn these qualities into success. The new State Chapter Charter Members will thank you forever.

Selection of Meeting Location:

Locate a place that is easy to get to & has room space to accommodate a growing membership.

Dos And Don'ts

Do Make statements such as this about fees/dues:

“The \$125 represents your portion of the chapter – it’s like a single share of stock in the chapter.

“Every member pays the sum of \$125 – as their share of the Chapter administration dues and membership.”

“\$125 is a small amount to pay for what the Chapter does – and for what you’ll get out of it.”

Do be personal in all contacts. The chapter is a friendly fellowship.

Do be direct and open. Tell it like it is, emphasizing the strong points of the State Chapter.

Do be prompt and courteous. Remember, you are dealing with a busy people.

Do leave literature, especially with those who show the possibility of accepting the invitation. Members of other organizations are often interested in recommending a friend or associate to help establish a new chapter.

Do encourage development of the AALNA National Office.

Don't hand the potential member literature at the beginning of your conversation; it may cause distraction.

Don't talk down other organizations.

Building the Charter Roster

Building the Roster:

An AALNA Chapter must have an adequate Charter membership. It assures a chapter of better personnel, opportunity for good selection of leadership, adequate financing, and attendance conducive to good meetings.

1. Establish a core group of individuals of good community standing who have the ability to attract others of equal status.
2. It is important that the Charter members are involved in building the roster. Members of the new chapter should be the ones to invite other friends and associates to share with them in leadership. The selection and invitation to additional Charter Members should be an order of business at every meeting.
3. Set the Charter roster goal sufficiently high to guarantee an adequate Charter roster, from 35 to 50.
4. Hold regular meetings.
5. Membership fees (\$125) and acceptances should be collected. There is no better way to determine bona fide intent of a potential member than to obtain their acceptance and fee.

Most new chapters are built around a key individual in the selected community who has the necessary personality, stature and community prestige to attract other individuals.

However, a key individual of this type is not always available or may not emerge until later in the process.

Membership becomes “real” when the Charter invitation has been accepted, the application completed, and the Charter membership fee has been submitted.

What is a Charter Member?

The Charter membership of a new chapter consists of those individuals who establish bona fide membership and submit acceptances and fees as required by the new chapter’s bylaws at or before the official organization meeting.

Those individuals seeking Charter membership who, for good and legitimate reason, could not be present at the official organization meeting, may become Charter Members, providing their completed acceptances and required fees are approved and submitted to the Secretary-Treasurer in time to be included on the Chapter Charter roster.

New Chapter Finances

New Charter members must have a thorough understanding and awareness of the financial responsibilities of a member towards the Chapter and those of the chapter toward AALNA National Office.

Essential facts that every Chapter should make clear to Charter Members at meetings:

1. Amounts of fees and dues are tentative until finalized by adoption of Chapter bylaws at the official organization meeting, thus assuring every charter member an opportunity to participate in its adoption.
2. The temporary Secretary-Treasurer is to handle all funds until a permanent Secretary-Treasurer is appointed.
3. Fundraisers may also be used to assist with administrative costs of the Chapter.
4. Corporate sponsors may also be solicited.
4. If corporate sponsors are obtained a portion of sponsorship is returned to the State Chapter by the AALNA National Office.
5. Consider setting up a bank account at local bank. The following is required:
 - a. Copy of approved bylaws
 - b. Federal ID # (call the AALNA National Office for the number: 707-253-7299)
 - c. Bank may need copies of non-profit status (call AALNA National Office)

The need for the Meetings

A key step in the formation of the new Chapter is the establishment of a regular meeting schedule. It is the first thing that should be done once the key group, however small, is created. Regular meetings are a key factor in the rapid creation of a new Chapter.

Experience proves that nothing much happens until the core group of a new Chapter starts regular meetings. Once the key group is contacted, the first step is the establishment of a regular meeting schedule.

Study the sample agendas (located in Reference Material) designed to aid the Chapter in the conduct of meetings. Note that the first three agendas are preparation of meetings leading to the fourth meeting--the actual official organization meeting. Depending upon the rapidity with which preliminary steps are accomplished, these agendas may be combined for two or three meetings or spread out over several more meetings.

What to do between meetings

Certain things must be accomplished between meetings. The Chapter must assure that a high degree of activity is maintained from day to day.

1. Choose a competent available contact person as temporary chairperson.
2. Urge the core group to pursue its responsibilities between meetings. They should contact all those signed as members and call them just prior to each meeting.
3. Maintain close personal contact with the temporary chairperson checking in two days prior to each meeting to achieve maximum attendance.
4. Don't leave anything to chance. Constant checking on every point will help produce the desired results.
5. Keep the AALNA National Office advised of progress and decisions made at each meeting.

Regular bulletins and emails are of key importance to Charter Members including those already signed and others on the proposed membership list. They will serve as reports on the previous meeting and as an announcement of the next meeting.

A suggested invitational letter appears in this handbook (located in Reference Material). Use of these will contribute to the maintenance of interest and attendance at meetings.

Chapter Names

Chapter names should be simple, dignified and indicative of their location as to state/province and city. Most chapter names begin with the words "AALNA" Follows by the name of the state or province in which the chapter is located. However, certain variations are permissible when necessary for chapters **[in certain locales or States]** with more than one organizing chapter. In such instances, directional identification may be inserted before the name of the State.

AALNA National Office maintains a policy on Chapter names and reserves the right to reject inappropriate names.

Time of Chapter Meetings

The time and day for regular meetings of the chapter must be determined by the new chapter's membership to suit their schedules and interests.

The New Chapter Follow-Up Program: A Must!!

Official Charter recognition will occur when all members' applications and fees are submitted to AALNA National Office and follow-up reports shows 25 Charter members.

1. Complete form showing charter president, charter Secretary, Treasurer and Board Members. This form is located in the back of this handbook – the Officers and Directors are your Chapter representatives.

Chapter should consider getting Corporate Sponsors to help build finances for chapter.

Sponsorships to Consider:

Pharmacy Companies
Drug Manufactures
Hospice Agencies
Home Care Agencies
DME Companies
Insurance Brokers
Physician Groups
Medical Supply Vendors
Software Technology
Education & Training
Skin Care
Consultants
Security/ Monitoring
Finance
Group Purchasing
Housekeeping/ Laundry
Publication
Lines/ Textiles

The Organization Meeting

Application For Affiliation

The application for affiliation with AALNA National Organization is prepared by the organizing individual, in collaboration with Officers of the new Chapter. New Chapters must meet certain minimum standard requirements established by the Constitution, Bylaws and Board of Directors of AALNA National Organization; the application must be prepared in the prescribed manner.

Application papers must indicate that the new Chapter has complied with the following requirements:

1. Two copies of applicant Chapter Bylaws: evidence of acceptance of the AALNA National Bylaws, signed by Chapter President and Secretary.
2. Membership fees not less than \$125 has been adopted.
3. Bylaws provision for annual Election of Officers and Directors (as defined earlier) not later than April 30th annually. Said Officers and Directors to assume their duties as of October 1st following their election.
4. Names, addresses and postal codes, and email addresses for all Officers and Committee chairpersons.
5. List of no fewer than 25 Charter Members, each of whom shall have paid in full membership fees established in the new Chapter's bylaws, signed by the President and Secretary.
6. Copies of the minutes of the organization and first Board of Directors meetings.
7. A memorandum to AALNA National Office signed by the Chapter President and Secretary, indicating their complete understanding of the Chapter's privileges, rights and obligations as an affiliated Member of AALNA National Organization.

Submit these documents to Calvin Groeneweg, Treasurer (National Organization); retain a copy for the Chapter office/files.

An authorized representative of the AALNA National Office may attend the organization of each new Chapter. The organization meeting may be conducted by an authorized representative of AALNA National Organization but shall not be construed as approval, acceptance or admission to affiliation with AALNA National Organization. The application to be prepared following the official organization is subject to approval and acceptance by the Board of Directors of AALNA National Organization. Once approved, it will be effective as of the date of the organization meeting which date will appear on the Chapter Charter.

Essential Steps in Preparation for the Official Organization Meeting

For official organization

The Charter membership of a new chapter shall consist of those individuals (not less than 25) who appear and establish membership and submit proper forms, fees and dues, as required by the new Chapter's bylaws, at the new Chapter organization meeting.

Date of official organization:

The organization meeting should *not* be scheduled before the applicant chapter is ready to comply with all requirements for affiliation. **When, by self-assessment, the Chapter deems itself ready, the date must be negotiated with AALNA National Office on behalf of, and with the approval of, the applicant chapter. No fewer than 25 charter members, signed and paid, must attend the organization meeting in its entirety before the chapter may be declared officially organized.**

Organization Meeting agenda:

It is at the formal organization meeting that a new Chapter achieves official existence by establishing its charter roster, adopting Bylaws, and electing Officers and Directors. No other business, program or speaker should be scheduled. The meeting should be held in a private room.

Membership (Initiation)

The membership fee is established by the new Chapter but must not be less than \$125 per Member and is paid once by each Charter Member to the Chapter treasurer. *It may not* be applied to dues as its purpose is to create an immediate substantial working treasury for the Chapter.

Dues:

Dues are to be paid annually. The Bylaws of AALNA National Organization require that individual Member dues be sufficient to cover the administrative expenses. It is recommended that member dues be established in the \$125 per annum range. **Chapter dues should never be waived without AALNA National Organization approval.**

Bylaws:

AALNA National Office provides standard bylaws, with certain provisions for use by all Chapters. Copies are available from AALNA National Office. Bylaws must be adopted at the organization meeting. See Bylaws at end of Handbook.

Nominations And Elections:

Officers and directors are to be elected following adoption of the bylaws at the organization meeting. A nominating committee must be appointed, prepare its nominations in advance of the organization meeting, and report at the organization meeting. **Never permit election in advance.** The committee must work with the bylaws committee regarding offices to be filled, and must determine

in advance that nominees will accept nomination. **In preparing for a chapter's initial election, it should not be considered objectionable if a nominee is a Member of the Bylaws or Nominating committees.** The Nominating committee shall nominate at least one candidate for each office and directorship.

Director & Officer and Misc E&O Liability Insurance:

AALNA provides Directors & Officers Liability as well as Miscellaneous Errors & Omissions Liability insurance to all chapters and their members while acting on the behalf of the chapter. Bear in mind and know that there is no professional medical liability coverage on this policy for Members or participants.

This policy is designed to cover the usual and customary activities of the Chapter. It does, however, exclude deliberately fraudulent or criminal acts. The policy includes standard exclusions such as claims for war, nuclear, auto, aircraft, watercraft and professional liability. Losses involving property (**e.g., computer, fax machine**) in the chapter's care, custody or control, are also excluded.

The limits of liability are \$1,000,000 each occurrence, with \$3,000,000 of annual aggregate protection (Aggregate means the most the insurance company will pay for the sum of all claims arising out of the policy term).

For more information on coverage, exclusions or a copy of the Summary of Insurance, call the AALNA National Office.

If an entity needs to be named as an additional insured for a special event, contact Vantreo Insurance Group at 1-800-967-6543 or fax: 707-546-2915.

Use of the AALNA Logo

The title "AALNA", the AALNA logo, the slogan and the names and logos of AALNA programs are all registered trademarks of AALNA. AALNA requires authorization by the AALNA, National Organizations Board of Directors for the use of the AALNA name, logo, and other registered trademarks on any printed material.

Therefore, Chapters are not authorized to use AALNA's name, logo, or slogans on fund-raising products. Regarding specific questions about the use of the logo, contact the AALNA National Office for all production material use. Logo's can be obtained by contacting Calvin Groeneweg, Treasurer (National Organization) at AALNA (e-mail Calvin@alnursing.org)

Follow-Up Program

Incorporation of Chapters

The AALNA Board of Directors strongly urges AALNA Chapters to incorporate under the laws or statutes of their respective states or provinces. Principal reasons why AALNA Chapters incorporate are: (1) the limited liability, or insulation of the individual chapter members against chapter and liabilities, and (2) the perpetual (or at least lengthy) existence of a corporation, providing continuity of purpose and direction and in most instances for easier operations.

Although each chapter is covered under the comprehensive general liability insurance policy issued to AANA National Organization and its member chapters, insurance alone does not always provide the individual Chapter Members with complete immunity from liability for the debts and obligations of an unincorporated chapter.

Most states and provinces provide for incorporation under “not-for-profit” status or laws (as opposed to business corporation statutes). Your chapter should be incorporated under the “not-for-profit” status. While the services of an attorney will be required in the incorporation itself, normally the procedure is not too complicated, nor is it expensive.

While the attorney in your chapter, or one whom you engage, will know of the requirements for incorporation under the “not-for-profit” statutes in your state or province, in stating the purposes and objectives for which your corporation is organized, the following is applicable and will be of assistance.

“the corporation shall not engage in any business of a kind ordinarily carried on for profit, and nothing in the Articles of Incorporation or in the Constitution or Bylaws shall authorize the corporation to, and the corporation shall not, enter any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the corporation shall be applied only to the non-profit purposes and objectives of the corporation set forth herein, and no part thereof during membership or upon termination of membership shall inure to the benefit of any private member or individual.”

“Upon termination or dissolution of the corporation the distribution of any surplus or property and assets remaining after all of the debts and obligations of the corporation have been paid and satisfied shall be governed under the appropriate provisions granted to and vested in non-profit corporations organized and existing under the present status of state/province of and any acts supplementary or amendatory thereof.”

The comprehensive liability policy now in effect has some of the usual exclusions as described above. After your Chapter has been incorporated, your attorney can advise concerning the Chapter's need for special hazard insurance such as cited above and other types of insurance not covered under a general liability policy.

Annual renewal of the chapter's incorporation is a responsibility of the Chapter's Secretary and/or Treasurer.

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New Chapter Building Sponsor Commitment Form

Chapter Name:

I hereby commit to sponsor a new Chapter in the location known as:

The geographic location of the proposed new Chapter is **in my State**.

The geographic location of the proposed new Chapter is **out of my State**.

Please mark this box if you would like to receive a New Chapter Building Kit.

Name: _____

Address: _____

City: _____ State/Province: _____ Zip/Postal Code: _____

Home Phone: _____ Business Phone: _____

FAX Number: _____ E-mail: _____

Date Commitment Filed: _____

Project Start Date: _____ Target Completion Date: _____

Signature: _____

Mailing Instructions:

AALNA
2265 Big Ranch Road
Napa, CA 94558-1901
707-253-7299
Calvin@alnursing.org



SELECTING THE SITE

1. Using a map, mark the locations of all Assisted Living Communities within a chosen radius from your Chapter
2. Select a city within the radius that is closet to all AL Communities.
3. If the search indicates that an AALNA Chapter is needed and could be successful, the next step is to start contacting potential Charter Members.
4. Proper planning and study will result in a better “sales” presentation to prospective Charter Members and a stronger new Chapter.

A METHOD TO RECRUIT PROSPECTIVE MEMBERS

1. It is best to work in teams of two when calling on (i.e., face-to-face) prospects. This projects stability without overpowering the prospect.
2. Know what you want to say and practice before contacting potential Charter Members.
3. Introduce yourselves, state your purpose, outline what AALNA is and give a few examples of projects your Chapter plans; use the *AALNA* brochure as a sales tool; state the goals for the organization of the new Chapter membership and organization date.
4. When the prospect indicates he/she is interested in the new Chapter, ask him/her to complete the application and pay the Charter fee. There is no firm commitment of membership until the invitation and payment are submitted.
5. Ask for referrals whom you can contact as potential Charter Members; ask permission to use the referrer's name. Invite new Members to accompany you and/or make calls alone.
6. Urge attendance at the next informational meeting. Make certain the date, time and place are understood.
7. Convincing a prospect to become a Charter Member is salesmanship in the true sense. Your approach must be clear and concise. The prospect must be brought into the discussion; learn his or her concerns, interests and goals for assisted living. Illustrate how AALNA helps them to become involved in areas in which they are concerned and interested.
8. Plan your work - work your plan. Don't waste your time or your potential Member's time.

Sample Email for recruitment

Hello (enter name) ~

Your name was forwarded to me from Jane Doe with the AALNA Chapter (name) .

My name is (enter name). I represent AALNA a National Association for Assisted Living Nurses. We are an organization whose sole mission is to better inform nurses working in AL facilities.

We are looking to start an AALNA Chapter and I would like to meet with you to discuss this idea. We are looking for help in identifying the needs of your state and I feel that your insight and guidance would be of tremendous value!

We will be having an informational meeting on (date/time/location of meeting) and we would love to have you come! >>

Please let me know if you are available or if you have any questions!! Thank you for your time.

Name and work location/facility
Contact number

(Fill in appropriate information about your Chapter.)

Release #1 – Following Organization Meeting

For immediate release

(date) _____

For more information

(Name, address, and number of contact person)

A group of AL Nurses have announced that they have formed the AALNA Chapter of (name).

The AALNA Chapter of (name) is affiliated with AALNA, a national Assisted Living nursing association.

Officers elected to lead the Chapter of (name) during its first year are (name of Club President), (name of Secretary) as Secretary, and (name of Treasurer) as Treasurer. Chapter Vice President includes (name of Vice President). Elected to the Board of Directors are (board members' names).

The AALNA Chapter of (new Chapter) will meet (meeting days) at (time) at (meeting location).

A charter meeting for the new Members will be held on (date) at (place)

(More)

For more information on becoming involved, contact:

(Name, address, and number of contact person)

First meeting

- Discussion on AALNA
- Describe organization process
- Discuss and determine meeting place and time
- Distribute *AALNA* brochures
- Discuss financial matters—fees and dues
- Distribute Charter Member invitations
- Set next meeting day
- Question and answer period
- Collect acceptances and fees
- Send out news release

Second Meeting

- Review organization process
- Distribute *AALNA* brochures
- Determine meeting-time-place
- Review financial facts
- Report on Charter Member acceptances
- Determine organization meeting time-place-day
- Appoint Nomination committee
- Appoint By-laws committee
- Question and answer period
- Collect acceptances and fees
- Send out invitation letter and newsletter

Third Meeting

- Review organizational process
- Distribute *AALNA* brochures
- Preliminary By-laws report
- Announce Nominations committee suggestions
- List of those who have received invitations
- Collect acceptances and fees
- List of prospective Members distributed
- Establish telephone committee
- Plan organizational meeting
- Question and answer period
- Send out news release to local media

AGENDA

TIME

DATE _____

_____ Call to order by presiding officer _____

_____ Invocation or/and pledge of allegiance by _____

_____ Introduction of guests by _____

_____ Introduction of new member (s) by _____

_____ Introduction of members with birthdays _____

_____ Reading of new member proposals by _____

_____ Special committee announcements _____

_____ Other announcements _____

_____ Drawing for door prize _____

_____ Introduction of guest speaker or program by _____

_____ Speaker _____

_____ Thanks or response to speaker by _____

_____ Adjournment _____

COMMITTEE PROCEDURES

Before The Meeting

- 1 Find the right place to meet. It should be centrally located and conducive to deliberation.
- 2 Decide upon a convenient meeting time.
- 3 Mail or email the meeting announcement and agenda one week in advance. A well-planned agenda will help assure a productive meeting.

At The Meeting

- 4 Start the meeting on time
- 5 Define the committee's objectives. Every Member must know the long-term objective of the assigned activity and the goals for the specific meeting
- 6 Encourage every Member to contribute.
- 7 Maintain a positive approach. Examine each suggestion with respect.
- 8 Do not rush. It takes time to consider all worthwhile alternatives.
- 9 Select the solution most nearly acceptable by all.
- 10 Set a schedule for accomplishing the project.
- 11 Make a reasonable division of responsibilities. The conduct of a project will probably require more manpower than the planning. Subcommittees and, on occasion, the entire Chapter, may be involved in the project.

- 12 Adjourn the meeting on time.

After The Meeting

- 13 Report progress to the Chapter Board. A suggested report format is included in the committee chairperson materials. Copies of the report for committee members will help assure continuity.
- 14 Keep in touch. Use the Chapter bulletin to inform Chapter Members.

Concluding Committee Activity

- 15 Compile committee records. At the conclusion of a project or a standing committee's term of office, collect and organize all materials for use by future committees.
- 16 Make plans for the past committee chairperson or one of the committee members to meet with the new committee to insure a smooth transition of duties.

Committee Reports

Monthly written reports contribute greatly to the effectiveness of the committee and Chapter. Reports inform the Board of committee progress and seek approval of specific requests. The Chairperson should read the report and present copies to the President and Secretary, and may make a brief verbal report to further discussion. Committee reports should state accomplishments and plans rather than details of discussion. If finances are involved, include reports on expenditures. Submit a more detailed report on a completed activity or responsibility.

COMMITTEE REPORT

_____ AALNA Chapter of _____

Report of _____ Committee _____

Date of Meeting _____ Time Called _____ Time Adjourned _____

Chairperson _____ Date of next meeting _____

Members of Committee (check those present):

Others present:

Business transacted:

Committee recommendations:

Committee requests:

Reported to Board by _____ Date _____

BYLAWS
OF
AMERICAN ASSISTED LIVING NURSES ASSOCIATION
A nonprofit public benefit corporation

ARTICLE 1
Offices

1.1 Principal Office. The principal administrative office for the transaction of the business of the corporation shall be located at 2265 Big Ranch Road, Napa, CA 94558-1901. The Board of Directors is hereby granted full power and authority to establish the location of the principal office and to change such location from time to time.

1.2 Other Offices. Branch or subordinate office may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE 2
Purposes

2.1 Purpose. The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is for public and charitable purposes. The principle purpose of the corporation is to educate the public as to the special needs and capabilities of individuals requiring assisted living services, and to thereby preserve dignity of person and improve quality of life for individuals requiring assisted living services.

2.2 Limitations. The corporation is a nonprofit, nonsectarian, nonracial, nonpolitical organization. The property of the corporation is irrevocably dedicated to charitable purposes; and no part of the net earnings, contributions, or assets of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons. The foregoing shall not preclude the corporation from paying reasonable compensation for services rendered or from making payments and distributions in furtherance of the purposes set forth in the Articles and otherwise in these Bylaws. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

ARTICLE 3
Membership

3.1 Voting Class of Membership. There shall be no members. The persons who from time to time comprise the Board of Directors shall be and have all rights of “members” within the meaning of California Corporations Code Section 5056.

3.2 Other Classes of Membership. The Board of Directors may, by appropriate resolution from time to time, establish another class or other classes of members for the corporation. None of such other class or classes of members, nor the constituents thereof, shall be or have the rights

and privileges of voting for statutory members as defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law of the State of California. The privileges, rights and duties of such other class or classes of members shall be as provided by the Board of Directors, subject to the terms of these Bylaws, as amended from time to time. The Board may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the corporation as the Board, in its discretion, may determine. The Board of Directors may thereby confer specified rights on the members except as otherwise specified in the corporation's Articles of Incorporation or Bylaws.

3.3 Nonliability. No member shall be personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE 4 Board of Directors

4.1 Powers. Subject to the limitations of the Articles of incorporation, of the Bylaws, and of the Nonprofit Public Benefit Corporation Law of the State of California, and subject to the duties of Directors as prescribed by the Bylaws, all corporate shall be controlled by, the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the power to levy dues and assessments, to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefore, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

4.2 Number of Directors. The Board of Directors shall consist of three

4.2.1 (3) Directors until changes by an amendment to these Bylaws. The directors shall be elected as set forth in section 4.3.2.

4.3 Election: Term of Office.

4.3.1 At least ninety (90) days before the date of each annual meeting the Chairman of the Board of Directors or the president if there is no chairman, shall ask Directors to consider and suggest qualified candidates for election to the Board. Nominations shall be submitted to the chairman, or the president, as the case may be, at least sixty (60) days prior to the date of the annual meeting, and the secretary shall forward to each Director, with the notice of the meeting required by these Bylaws, a list of all candidates nominated under this section.

4.3.2 The members of the Board of Directors shall be elected by the persons then serving as directors.

4.3.3 Unless sooner removed by a majority of the authorized number of Directors, each Director shall serve for a term of three (3) years, which shall expire on the date of the third annual meeting following the date of the annual meeting at which such Director was elected; provided, however, that each director shall hold office until his or her successor is elected. Following the adoption of these Bylaws, by majority vote the initial Directors shall classify

themselves into three groups, two groups consisting of two (2) initial Directors each and one group consisting of one (1) initial Director, and shall specify the annual meeting at which the term of office of the Directors in each group shall expire, for the purpose of staggering the terms of the Directors so that terms of one-third of the Directors shall expire each year. Persons elected as a Director may be reelected as a Director for an unlimited number of consecutive terms.

4.4 Vacancies. Vacancies in the Board of Directors shall be filled by action of the Board of Directors, subject to Section 4.3. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director, and the authorized number of Directors be increased without election of the additional Directors so provided for, or in case of the failure at any time to elect the full number of authorized Directors, or if any Director fails to attend three (3) consecutive meetings of the Board without excuse; provided, however, that except upon notice to the Attorney General, no Director may resign where the corporation would be left without a duly elected Director in charge of its affairs.

4.5 Place of Meeting. All meetings of the Board of Directors may be held at any place within or without the State, which has been designated from time to time by resolution of the Board or by the written consent of a majority of the Directors.

4.6 Organization Meeting. Not less frequently than annually, the Directors shall hold a regular meeting for the purpose of electing Directors, organizing the Board, electing officers, and transacting such business as may come before the meeting. Pending such organization meeting, all officers of the corporation shall continue to hold their respective positions as officers of the corporation. Unless otherwise changed by the Board, the annual organizational meeting shall be held at the principal office of the corporation at 11 A.M. California time on the second Tuesday of April of each year.

4.7 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held approximately bi-monthly, or on such other periodic basis as may be specified and noticed by the Board of Directors or the President or by any two (2) Directors.

4.8 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any two (2) Directors.

4.9 Notice of Meetings. Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws or by a standing Resolution of the Board of Directors shall be given personally or by telephone or electronic mail and not less than four (4) days before the date of the meeting if given by first-class mail.

4.10 Consent to Meetings. The transactions of the Board of Directors at any meeting however called and notices or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

4.11 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of the Nonprofit Public Benefit Corporation Law of the State of California may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effort as a unanimous vote of such Directors. Any certificate or other document filed under any provision of the Nonprofit Public Benefit Corporation Law of the State of California which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. For the purpose of this section only, “all members of the Board” shall not include any “Interested Directors” as defined in Section 4.20.

4.12 Telephonic and Electronic Communication Meeting. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting pursuant to this Section 4.12 constitutes presence in person at that meeting if all of the following apply:

4.12.1 Each member participating in the meeting can communicate with all of the other members concurrently;

4.12.2 Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and;

4.12.3 The corporation adopts and implements some means of verifying both of the following:

4.12.3.1 A person communicating by telephone, electronic video screen, or other communications equipment is a director entitles to participate in the board meeting and

4.12.3.2 All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

4.13 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. In the case where, by resolution, the authorized number of Directors is established, a majority of the number of Directors authorized by resolution shall constitute a quorum for the transaction of business, except to adjourn. In the case where, owing to death, incapacity, or resignation, the number of Directors then serving is less than a majority of the authorized number of Directors, then the majority of the Directors then serving shall constitute a quorum for the transaction of business, except to adjourn.

4.13.1 Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions related to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions

between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

4.14 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

4.15 Fees and Compensation. Directors shall not be compensated for serving on the Board of Directors. Directors shall be entitled to reimbursement of expenses incurred on behalf of the corporation. Directors and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors; providing that such compensation shall be just and reasonable as to the corporation at the time the resolution is adopted. Nothing herein shall preclude any director from serving the corporation in any other capacity, including as an officer, agent, and employee or otherwise, and receiving reasonable compensation therefore.

4.16 Nonliability of Directors and Certain Officers.

4.16.1 Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer President, Vice-President, Secretary, Treasurer or other officer of this corporation caused by the Director's or officer's negligent act or omission in the performance of the person's duties as a Director or officer, if all the following conditions are met:

4.16.1.1 The act or omission was within the scope of the Director's or officer's duties;

4.16.1.2 The act or omission was performed in good faith;

4.16.1.3 The act or omission was not reckless, wanton, intentional, or grossly negligent;

4.16.1.4 The corporation has complied with the requirements of Section 4.16.2 below.

This limitation on the personal liability of a volunteer Director or officer does not limit the liability of the corporation for any damages caused by acts or omissions of a volunteer Director or volunteer officer, nor does it eliminate the liability of a director or officer provided in Section 5233 or 5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

4.16.2 Requirement to Obtain Liability Insurance. In order to obtain the full benefit of the limitation of liability set forth in section 4.16.1 above, the corporation and the Directors shall

make all reasonably efforts in good faith to obtain liability insurance in the form of a general liability policy for the corporation or a director's and officer's liability policy.

4.16.3 Paid Directors and Officers. Any director or officer who receives compensation by the corporation for acting in his or her capacity as a Director or an officer, as the case may be, shall have no liability based upon any alleged failure to discharge such person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated, (i) so long as such compensated Director or officer complies with the provisions of these Bylaws, and (ii) except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California.

4.17 Indemnity for Litigation. The corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, officer, employee or other agent (as defined in Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California) of the corporation, to the full extent allowed under the provisions of said Section 5238 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

4.18 Interested Persons. Pursuant to Section 5227 of the Nonprofit Public Benefit Corporation Law of the State of California, no more than forty-nine percent (49%) of the Directors serving on the Board may be "interested persons." For the purposes of this section, "interested persons" means either (i) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. The provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

4.19 Standard of Conduct. Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, options, reports or statements including financial statements and other financial data, in each case prepared or presented by:

4.19.1 One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;

4.19.2 Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

4.19.3 A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence.

In any such case, the Director shall be entitled to so rely if the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

4.20 Self-Dealing Transactions. Pursuant to Section 5233 and except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California, the corporation shall not be a party to a transaction in which one or more of its Directors has a material financial interest ("Interested Director") unless:

4.20.1 Approval by Attorney General. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or

4.20.2 Prior Approval by Board. The following facts are established:

4.20.2.1 The corporation entered into the transaction for its own benefit;

4.20.2.2 The transaction was fair and reasonable as to the corporation at the time the corporation entered into the transaction;

4.20.2.3 Prior to consummating the transaction or any part thereof the Board authorized or approved the transaction in good faith by a vote of a majority of the Directors then in office without counting the vote of the interested Director or Directors, and with the knowledge of the material facts concerning the transaction and the Director's interest in the transaction; or

4.20.3 Preliminary Approval by Authorized Committee or Person with Subsequent Approval by the Board. The following facts are established:

4.20.3.1 A committee or person authorized by the Board approved the transaction in a manner consistent with the standards set forth in section 4.20.2, above;

4.20.3.2 It was not reasonably practical to obtain the approval of the Board prior to entering into the transaction; and

4.20.3.3 The Board, after determining in good faith that the conditions of subsections 4.20.3.a and 4.20.3.b were satisfied, ratified the transaction at the Board's next meeting by a vote of a majority of the Directors then in office without counting the vote of the interested Director or Directors.

In light of the foregoing limitations, all Directors shall fill out an annual questionnaire dealing with this subject matter.

ARTICLE 5 Officers

5.1 Officers. The officers of the corporation shall be a President, Secretary, Chief Financial Officer (Treasurer), and such other officers as the Board of Directors may appoint. One person may hold two or more offices, except that neither the Secretary nor Treasurer may serve concurrently as the President or Chairman of the Board.

5.2 Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 5.4, shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

5.3 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of directors at any regular or special meeting thereof. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

5.5 President. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. He or she shall preside at all meetings of the members and directors, shall serve as an ex officio member of all committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

5.6 Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, shall deliver the annual statement required by Section 7.6 to the members, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

5.7 Chief Financial Officer (Treasurer). The chief Financial Officer shall receive and safely keep all funds of the corporation and deposit them with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they

request it, an account of all his or her transaction as Chief Financial Officer, and of the financial condition of the corporation and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

ARTICLE 6 Committees

6.1 Appointment of Committees. The Board of Directors may appoint an Executive Committee and such other standing or special as hoc committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of the corporation. The appointment by the Board of an Executive Committee and any other committee having the authority of the Board shall be by resolution adopted by a majority of Directors then in office. The executive Committee and any other committee having authority of the Board shall consist of two (2) or more Directors.

6.2 Powers and Authority of Committees. The Board of Directors may delegate to the Executive Committee or any other committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, except the following:

6.2.1 The approval of any action for which the Nonprofit Public Benefit Corporation Law of the State of California also requires the approval of members of a corporation, in which event the approval of the Board shall be required.

6.2.2 The filing of vacancies on the Board or in any committee which has the authority of the Board.

6.2.3 The fixing of compensation of the Directors for serving on the Board or on any committee.

6.2.4 The amendment or repeal of Bylaws or the adoption of new Bylaws.

6.2.5 The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repeatable.

6.2.6 The appointment of committees of the Board having the authority of the Board, or the members thereof.

6.2.7 The approval of any self-dealing transaction, except as permitted in Section 4.20 of these Bylaws.

ARTICLE 7 Miscellaneous

7.1 Fiscal Year. The fiscal year of the corporation shall end on the first day of December of each year.

7.2 Inspection of Corporate Records. The books of account and minutes of the proceeding of members and Directors, and of any Executive Committee or other committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

7.3 Representation of Shares of Other Corporations. Any officer of the corporation is authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted to said officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers.

7.4 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned by or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

7.5 Execution of Contracts. The board of Directors may authorize any officer, or officers, agent, or agents, to enter into any contract or execute any instrument in the name if and on behalf of the corporation; and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount. Provided, that pursuant to Section 5214 of the Nonprofit Public Benefit Corporation Law of the State of California, any such contract or instrument between the corporation and any third person, when signed by the President or any Vice-President and the Secretary or Treasurer of the Corporation, shall be valid and binding upon the corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

7.6 Annual Statement of Certain Transactions and Indemnification. Pursuant to Section 6322 of the Nonprofit Public Benefit Corporation Law of the State of California, the Board of Directors shall cause an annual statement of the transactions and indemnification specified in Section 6322 to be delivered to the members not later than one hundred twenty (120) days after the close of the fiscal year. If the corporation issues an annual report, this requirement shall be satisfied by including the required information in said annual report.

7.7 Corporate Loans, Guarantees and Advances. The corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed under Section 5236 of the Nonprofit Public Benefit Corporation Law of the State of California.

7.8 Public Inspection and Disclosures. The corporation shall have available for public inspection at its principal office a copy of its three (3) most recent annual exempt organization information returns and a copy of its application for recognition of exemption. In addition, in the

event that the corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the corporation.

7.9 Political Activities. The corporation shall refrain from any intervention in any political campaign on behalf of, or in opposition to, a candidate. The corporation shall not make any political expenditure or lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1986, as amended.

ARTICLE 8
Effective Date and Amendments

8.1 Effective Date. These Bylaws shall become effective immediately upon their adoption by the Board of Directors.

8.2 Amendments. These Bylaws may be amended or replaced and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office.

ARTICLE 9
Dissolution

Upon the dissolution of the Chapter, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Chapter, dispose of all the assets of the Chapter exclusively for the purpose of the chapter in such manner, or to such organization or organizations, including AALNA or the AALNA National Office, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as a exempt organization or organizations under Section 501(c) (3) of the code, as the Board of Directors shall determine.

AALNA Chapter: _____

_____ Date Approved _____
(President)

(Secretary)

(Approved by AALNA National Office)

(Date Approved)



CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of American Assisted Living Nurses Association.
2. That the foregoing Bylaws constitute the Bylaws of the said corporation amended on March 17, 2008, by resolution of the corporation's Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this ____ day of March 2008, at Napa, California.

Name, Secretary

SEAL

OFFICIAL ORGANIZATION MEETING

The essential points to be checked in determining a new Chapter's readiness for conducting the official organization meeting are as follows:

1. Are there a sufficient number of signed and fully paid Charter Members?
2. Are the annual dues and membership fees determined?
3. Is the permanent meeting place selected and available?
4. Is the prospective Chapter's name acceptable?
5. Is there general agreement on bylaws and is the Bylaws Committee ready to report?
6. Is the Nominating Committee ready to report and have the nominees been contacted regarding acceptance?
7. Will at least 15 of the Charter Members be able to attend the organization meeting in its entirety?
8. Is the date of the anticipated organization meeting free of conflict with other local meetings and events?

It is important that every Charter Member be personally contacted (at least by phone) to obtain maximum attendance of the Charter membership. Nothing should be left to chance. No fewer than 25 charter members, signed and paid, must attend the organization meeting in its entirety before the club may be declared officially organized.

Notice of Official Organizational Meeting

CHAPTER NAME: _____

CITY: _____

COUNTY: _____ STATE/PROVINCE: _____

ORGANIZATION DATE: _____ DAY & TIME OF REGULAR MEETING: _____

NAME OF REGULAR MEETING PLACE: _____

ADDRESS OF MEETING PLACE: _____

NUMBER OF CHAPTER MEMBERS SIGNED & PAID AT TIME OF ORGANIZATION MEETING: _____

CHAPTER PRESIDENT (FULL NAME): _____

ADDRESS: _____

(No Post-office box numbers please. Include City, State/Province, and Postal Code)

RESIDENCE PHONE: _____ BUSINESS PHONE: _____

EMAIL ADDRESS: _____ FAX PHONE: _____

CHAPTER SECRETARY (FULL NAME): _____

ADDRESS: _____

(No Post-office box numbers please. Include City, State/Province, and Postal Code)

RESIDENCE PHONE: _____ BUSINESS PHONE: _____

EMAIL ADDRESS: _____ FAX PHONE: _____

CHAPTER TREASURER (FULL NAME): _____

ADDRESS: _____

(No Post-office box numbers please. Include City, State/Province, and Postal Code)

RESIDENCE PHONE: _____ BUSINESS PHONE: _____

EMAIL ADDRESS: _____ FAX PHONE: _____

We hereby certify that the Organizational Meeting of the above Chapter has been conducted by the undersigned authorized representative on the date specified and that the full Charter Membership Fee of \$95 has been paid to the Chapter by each of the _____ Charter Members (at least 25). We understand that the official application of this Chapter for affiliation with AALNA as well as the President and Secretary/Treasurer of said Chapter in the prescribed form and manner and that such application for affiliation are subject to the approval and acceptance of AALNA when submitted.

New Chapter's Secretary Signature

New Chapter's President Signature

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF AALNA National Office _____