

NATIONAL ORGANIZATION OF SOCIAL SECURITY CLAIMANTS' REPRESENTATIVES

BY-LAWS

ARTICLE I NAME AND OFFICES

Section 1. Name.

The name of the association shall be the National Organization of Social Security Claimants' Representatives.

Section 2. Offices.

The principal office of the association shall be located in either the State of New York or the State of New Jersey. The association may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II PURPOSES

The purposes of this association shall be

- (1) To develop through research, discussion and the exchange of information a better understanding of Social Security law and procedure;
- (2) To develop and encourage high standards of service and representation for all persons seeking benefits through the Social Security system;
- (3) To conduct and cooperate in the conduct of courses study for the benefit of its members and others desiring to represent persons seeking benefits through the Social Security system;
- (4) To provide opportunity for the exchange of experience and opinions through discussion, study and publications; and
- (5) To do all and everything related to the above and in general to have all the powers conferred upon a corporation by the District of Columbia.

ARTICLE III MEMBERSHIP

Section 1. Active.

Any individual actively engaged in representing Social Security claimants and who is in good standing as a claimant's representative before the Social Security Administration shall be eligible to become an active member of this association. An attorney or former attorney seeking membership must also be in good standing with the bar of the State in which he or she is a member and not currently disbarred or suspended from the practice of law in any state. There shall be two classes of active membership: sustaining membership and regular membership. A regular member may become a sustaining member upon payment of increased dues.

Section 2. Application Process.

An individual who represents Social Security claimants and who is in good standing as a claimant's representative before the Social Security Administration shall apply for membership with the Executive Director.

Section 3. Honorary.

Individuals of distinction who have rendered outstanding service to the association or distinguished members of the association who have retired may be elected honorary members of the association by the Board. Honorary members shall not pay dues.

Section 4. Voting.

Only active members in good standing as of June 1 of each year shall be; (1) counted for purposes of determining the number of representatives for which each circuit is entitled; (2) entitled to receive a ballot for purposes of electing a representative for that member's circuit.

Section 5. Duration of Membership and Resignation.

Membership in the association may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these by-laws. All rights, privileges, and interest of a member in or to the association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board at the next succeeding meeting of the Board. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.

Section 6. Suspension and Expulsion.

Any member may be suspended or terminated for cause, including but not limited to any acts contrary to the purpose of this association or upon suspension and/or disqualification of an individual from the representation of claimants by the Social Security Administration or upon suspension or disbarment from the practice of law in any State. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws or any lawful rule or practice duly adopted by the association, or any other conduct prejudicial to the interests of the association. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board; provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board, or its designee, at which time the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

ARTICLE IV DUES

Section 1. Determination.

The annual dues for each membership class of the association shall be determined by the Board of Directors.

Section 2. Failure to Pay.

Members who fail to pay their dues within thirty (30) days from the time the same become due shall be notified by the Executive Director, and if payment is not made within the next succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the Board may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE V MEETINGS OF THE MEMBERSHIP

Section 1. Annual.

There shall be an annual meeting of the association held at such place and on such date as determined by the Board. Notice of such meeting, signed by the secretary (or other officer designated by the Board), shall be mailed or e-mailed to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting.

Section 2. Special.

Special meetings of the association may be called by the President of the Board, or shall be called by the President upon the written request of ten percent (10%) of the members of the association. Notice of any special meeting shall be mailed or e-mailed to each member at his last recorded address at least thirty (30) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Section 3. Quorum.

Fifty (50) members present at any meeting of the association shall constitute a quorum, and, in case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 4. Order of Business.

The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Authority.

The Board of Directors shall have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business and the orderly conduct of the annual and special meetings of the association as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition.

The Board shall be composed of the federal Circuit representatives, the president, the two immediate past-presidents, three representatives selected by the Executive Director on a rotational basis from the Council of Past Presidents, and two at-large members elected by the Board of Directors.

Section 3. Election and Term.

Members of the association in each federal Circuit shall elect one Circuit representative. When the number of members in a Circuit exceeds 250, the members in that Circuit shall elect an additional Circuit representative for each additional 250 members of the Circuit. Members in the D.C. Circuit shall be deemed to be members of the Fourth Circuit for these purposes. The number of members shall be determined by a census taken on June 1 of each year.

All Circuit members shall be elected for two year terms. The two at-large members shall be elected by the Board for staggered two year terms. The two-immediate past- presidents shall serve by virtue of their former positions, provided that in the event a past president shall be a member of the Board in some other capacity, this position shall remain vacant. No Board member shall be removed because of a reduction in the membership in a Circuit during the term covered by the last election. However, if a reduction in membership requires a reduction in the number of elected Circuit representatives from any Circuit, the Circuit shall reduce the number of elected Circuit Board members by permitting the representatives term to expire normally and to hold elections only to elect the number of representatives the Circuit is entitled to have for the next 2 years based on the Circuit's membership as of immediate June 1 preceding the Board member's election.

In order to be eligible to be elected a member of the Board of Directors, a candidate must have been a member of NOSSCR for not less than two consecutive years immediately prior to the time his or her name is placed in nomination. A name is placed in nomination on the day the committee notifies the secretary of its nominations.

The Board may adopt rules and regulations governing the conduct, date and method of election of its members consistent with these bylaws.

Section 4. Meetings.

Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon call of the president at such times and places as he may designate, and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board shall be sent by mail or e-mail or tele facsimile to each member of the Board at his or her last recorded address at least ten (10) days in advance of such meetings. Meetings may be conducted by telephone.

Section 5. Quorum.

A majority of the Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum be present.

Section 6. Compensation.

Board members as such shall not receive any compensation for their services as members; but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the association. Nothing herein shall preclude a member from serving the association in any other capacity and receiving compensation for such services.

Section 7. Resignation or Removal.

Any member may resign at any time by giving written notice to the president, the secretary, or to the Executive Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the president or the Board.

Any member may be removed by a two-thirds vote of the members of the Board of Directors present and voting at any regular or special meeting.

Section 8. Vacancies.

Any vacancies that may occur on the Board by reason of death, resignation or otherwise may be filled by an individual selected by the remaining members of the Board for the unexpired term. After two consecutive unexcused absences from the Board's meetings, a member shall be removed from the Board of Directors. In the event of a controversy, the issue of unexcused absences shall be resolved by a majority vote of the Board.

ARTICLE VII COUNCIL OF PAST PRESIDENTS

Section 1. Authority.

On January 1, 1994, the association shall establish a Council of Past Presidents, herein after referred to as "Council." The recommendations of the Council shall be considered by the Board of Directors when they take any actions to revise the bylaws, change the goals or name of the association, amend the requirements of membership, or change the operation of the referral service. The Council must act within sixty (60) days from the date on which such proposed actions of the Board are presented to it; its failure to do so shall constitute approval of such proposed actions of the Board. The Council shall adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Council shall have such committees as is necessary to perform its functions.

Section 2. Composition.

Upon annual application, all past presidents of the association are eligible for membership in the Council. Past presidents who are not active members of the association may not be members of the Council of Past Presidents. The Council of Past Presidents may, upon a majority vote of a quorum of the Council, designate such former members as "retired" members of the Council. Retired members of the Council may attend the meetings and participate in discussion, but may not be a Chair, shall not be counted in a quorum, and shall not have a vote.

The Council of Past Presidents shall have the authority to assess dues of its members in addition to the regular dues required of all NOSSCR members. The dues of the Council of Past Presidents shall be used for such purposes as may be determined by the Council of Past Presidents.

Section 3. Chair.

The chair of each meeting shall be selected by the Executive Director on a rotational basis one month prior to each Council meeting.

Section 4. Meetings.

Except that the Council shall have a regular meeting at the time and place of the annual meeting of the association, the Council shall meet upon call of the Chair or Board President at such times and places as the Chair or Board President may designate, and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Council shall be sent by mail or e-mail or tele facsimile to each member of the Council at his last recorded address at least ten (10) days in advance of such meetings. Meetings may be conducted by telephone. Meetings shall be run by the Past President with the most seniority present at the meeting.

Section 5. Quorum.

One third of the Council shall constitute a quorum at any meeting of the Council. Any less number may adjourn from time to time until quorum be present.

Section 6. Compensation.

Council members as such shall not receive any compensation for their services as members, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the association. Nothing herein shall preclude a Council member from serving the association in any other capacity and receiving compensation for such services.

Section 7. Resignation.

Any member may resign at any time by giving written notice to the President or the Executive Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Executive Director. After two consecutive unexcused absences from the Council's meetings, a member shall be removed from the Council. In the event of a controversy, the issue of unexcused absences shall be resolved by a majority vote of those present at the meeting of the Council, held in person or by telephone.

ARTICLE VIII OFFICERS

Section 1. Officers.

The officers of this association shall be a president, a vice president, a secretary and a treasurer. These officers shall be elected annually by the Board from among its members at the regular meeting held at the time of the association's annual meeting, except that the vice-president shall automatically become president. Election shall be by ballot and a majority of the votes cast shall elect.

Section 2. Assistant Officers.

The president may, with the approval of the Board, appoint such assistant officers as may be necessary to manage the affairs of the association.

Section 3. Term.

Each officer shall take office immediately upon election and shall serve for a term of one year and until his successor is duly elected and qualified.

Section 4. Vacancies

Any vacancy shall be filled at the next regular meeting of the Board or at any special meeting called by the Board of the purpose of filling a vacancy.

Section 5. President.

The president shall be the principal officer of the association, shall preside at meetings of the association, and of the Board of Directors, and shall be a member ex-officio, with right to vote, of all committees. The president shall also, at the annual meeting of the association and at such other times as he or she shall deem proper, communicate to the association or to the Board such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the Board. The president is not charged with executive or administrative responsibilities in the management and continuing conduct of the association's affairs. To be eligible to serve, the individual shall have previously served as a member of the Board. Upon assuming the office of president, the president shall vacate any other position on the Board.

Section 6. Vice President.

The vice -president shall be denominated as president-elect and shall automatically succeed to the office of president. The vice president may be delegated by the president to perform the president's duties, in the event of his or her temporary disability or absence from meetings and shall have such other duties as the president or the Board of Directors may assign.

Section 7. Secretary.

The Secretary shall give notice and attend all meetings of the association, keep a record of all proceedings, attest documents and perform such other duties as are usual for such official or as may be duly assigned.

Section 8. Treasurer.

The treasurer shall keep an account of all monies received and expended for the use of the association, and shall make disbursements authorized by the Board of Directors and approved by such officers as the Board may prescribe. All sums received the treasurer shall deposit in the bank or banks, or trust company, approved by the Board, and shall report to the Board or when called upon by the president. Funds may be drawn only upon the signature of the treasurer, Executive Director, or office manager who shall be appointed and given that authority by the Executive Director. The funds, books, vouchers in the treasurer's hands shall at all times be subject to verification and inspection by the Board.

ARTICLE IX EXECUTIVE DIRECTOR

The administration and management of the association shall be in a salaried staff head, the Executive Director. The Executive Director shall be selected by a majority vote of the members of the Board, and presented to the Council of Past Presidents in accordance with the procedures set forth in Article VII, Section 1.

The Executive Director shall be the chief executive and operating officer of the association, with responsibility for the management and direction of all operations, programs, activities, and affairs of the association, including employment and termination of employment, and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board. These aims and programs include the publication of an association newsletter and the operation of a lawyer referral service. The Executive Director shall have such other duties as may be prescribed by the Board.

ARTICLE X COMMITTEES

Section 1. Selection.

The president, subject to the approval of the Board of Directors, shall annually appoint such standing, special or subcommittees as may be required by the bylaws or as he or she may find necessary.

Section 2. Nominating Committee.

At least ninety (90) days before an election, the president shall appoint a nominating committee of three persons to nominate candidates for the Board of Directors. The committee shall notify the secretary, in writing, of its nominations at least thirty (30) days before the date of the election.

Section 3. Executive Committee

The Executive Committee shall be composed of the four (4) elected officers, the immediate Past President, and one member designated by the Council of Past Presidents.

The Executive Committee shall have the authority to act on behalf of the Board between Board meetings subject to the following conditions:

(a) Actions the Executive Committee shall not take. The Executive Committee shall not have authority to take actions with respect to: (i) election of officers; (ii) filling vacancies in the Board of Directors or vacancies in any office; (iii) allocations and final budget approval; (iv) development and implementation of personnel policies, including compensation systems, job descriptions, and benefit programs; (v) approval of all contracts entered into involving a duration of more than one year (for personnel, materials or services); and (vi) approval of capital expenditures, (vii) approval of the hiring or firing of any executive director employed by any Agency.

(b) Prior Board authorization. With respect to other actions, the Board of Directors may by majority vote authorize subsequent action by majority vote of the Executive Committee which vote shall be binding on the Board and shall be reported to the full board within five (5) calendar days of the Executive Committee's vote.

(c) Actions taken without prior Board authorization. With respect to other actions, in a situation where the President deems immediate action necessary, the Executive Committee may be convened by phone and may, by 2/3 vote, take appropriate action on an issue not previously authorized by the board. In such a circumstance, the action shall be reported to the full Board within five (5) calendar days. If, within five (5) calendar days after receiving the report from the Executive Committee, 25% of the full Board request that a full Board meeting be held, such meeting shall be convened as soon as possible. Ten (10) calendar days notice shall be given about this full Board meeting, in the manner provided by Article VI, Section 4, and the action of the Executive Committee shall be deemed ratified unless the full Board reverses the Committee's decision by majority vote of the Directors present and voting.

(d) Written consents. Any action which may be taken at any meeting of Directors, Executive Committee, and any other Committee, may be taken without a meeting if all the Directors, or all the members of the Committee, as the case may be, consent to the action in writing (including email) and the written consents are filed with the records of the meeting of the Board, or said Committee. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE XI CIRCUITS

The following geographical regions, reflecting the composition of the federal Circuits, are established for convenience of association business:

First Circuit:

- Maine
- Massachusetts
- New Hampshire
- Puerto Rico
- Rhode Island

Second Circuit:

- Connecticut
- New York
- Vermont

Third Circuit:

- Delaware
- New Jersey
- Pennsylvania
- Virgin Islands

Fourth Circuit:

- Maryland
- North Carolina
- South Carolina
- Virginia
- Washington, D.C.
- West Virginia

Fifth Circuit:

Louisiana
Mississippi
Texas

Sixth Circuit:

Kentucky
Michigan
Ohio
Tennessee

Seventh Circuit:

Illinois
Indiana
Wisconsin

Eighth Circuit:

Arkansas
Iowa
Minnesota
Missouri
Nebraska
North Dakota
South Dakota

Ninth Circuit:

Alaska
Arizona
California
Hawaii
Idaho
Montana
Nevada
Oregon
Washington

Tenth Circuit:

Colorado
Kansas
New Mexico
Oklahoma
Utah
Wyoming

Eleventh Circuit:

Alabama
Florida
Georgia

ARTICLE XII LIMITATION OF LIABILITIES

Nothing herein shall constitute members of the association as partners for any purpose. No member, officer, agent or employee of the association shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the association. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these by-laws, excepting only acts or omissions to act arising out of willful misfeasance.

ARTICLE XIII FISCAL YEAR

The fiscal year shall commence on the first day of January and shall end on the thirty-first day of December.

ARTICLE XIV SEAL

The association shall have a seal of such design as the Board of Directors may adopt.

ARTICLE XV INDEMNIFICATION

The association may, by resolution of the Board of Directors, provide for indemnification by the association of any and all of its Board of Directors members, officers or former Board of Directors members or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a part, by reason of having been Board of Directors members or officers of the association, except in relation matters as to which such Board of Director members or officer or former Board of Director members or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XVI DISSOLUTION

The association shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed to the members of the association. On dissolution of the association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors and the Council.

ARTICLE XVII MAIL VOTE

Voting on any matter, including election of members of the Board of Directors, may be conducted by mail, electronically, by e-mail, or by telephone, if authorized by the Board of Directors.

ARTICLE XVIII AMENDMENTS

These by-laws may be amended, repealed or altered in whole or in part upon a vote of two-thirds of the members of the Board of Directors at any meeting of such committee; provided, that a copy of any amendment proposed for consideration shall be mailed and e-mailed to the last recorded address of each Board of Directors member at least thirty (30) days prior to the date of the meeting.

Adopted by Board
March 25, 2019