

# **NATIONAL ORGANIZATION OF SOCIAL SECURITY CLAIMANTS' REPRESENTATIVES**

## **BYLAWS**

### **ARTICLE I NAME AND OFFICES**

#### **Section 1. Name.**

The name of the association shall be the National Organization of Social Security Claimants' Representatives ("NOSSCR").

#### **Section 2. Offices.**

The principal office of the association shall be located in the State of New York or the District of Columbia. 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 who is or has been involved in representing Social Security claimants and who has not been suspended or disqualified from representing claimants before the Social Security Administration shall be eligible to become an active member of this association. An attorney or retired attorney seeking membership must also be in good standing with the bar of the jurisdiction in which the attorney is a member and not currently disbarred or suspended from the practice of law in any jurisdiction. A retired attorney or claimant's representative may maintain (or regain) membership if the retired attorney or claimant's representative was previously a member. 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 satisfies Article III, Section 1 shall apply for membership or renewal with the Chief Executive Officer, who shall have discretion according to Article III, Section 1, and the interests of the association.

### **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; and (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 bylaws. 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 notice of such intention, withdraw from membership. 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 jurisdiction. 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 (2/3) 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, 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 President. Notice of such meeting shall be provided to all members at least thirty (30) days before the meeting.

### **Section 2. Special.**

Special meetings of the association may be called by the President, or shall be called by the President upon the request of ten percent (10%) of the members of the association. Notice of any special meeting shall be provided to all members at least thirty (30) days before the meeting, with information as to the subject or subjects to be considered.

### **Section 3. Quorum.**

Ten percent (10%) of 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. Authority.**

In any meeting of the membership with quorum, a majority vote of those present shall cause the voted resolution to be presented to the Board of Directors for consideration at the Board's next meeting.

## **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 (2) immediate Past Presidents, and six (6) at-large members elected by the Board of Directors. Three (3) of the six (6) at-large members shall be elected by the Board of Directors from the Council of Past Presidents as described in Article VII and subject to exceptions provided therein. At least one Board member shall also serve on the Board of Directors (or similar governing body) of any political action committee (PAC) or foundation connected with or managed by NOSSCR, and in the event that no such individual is serving on the NOSSCR Board, a special at-large position on the NOSSCR Board shall be created and filled for the purpose. Any salaried executive, President, or Board President of a PAC or foundation connected with NOSSCR shall also serve on NOSSCR's Board by creation of a special at-large position on the NOSSCR Board if needed.

## Section 3. Election and Term.

Members of the association in each federal Circuit shall elect one (1) Circuit representative. When the number of members in a Circuit exceeds 200, the members in that Circuit shall elect an additional Circuit representative for each additional 200 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.

The terms of any special at-large members shall last as long as is necessary to satisfy Article VI, Section 2. All Circuit members shall be elected for two-year terms. Three (3) of the at-large members shall be elected by the Board for staggered two-year terms. The at-large members serving because they are elected members of the Council of Past Presidents shall be elected annually. The two (2) 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 not create a second vote. 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 representative's term to expire normally and to hold elections only to elect the number of representatives the Circuit is entitled to have for the next two (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 (2) consecutive years immediately prior to the time the candidate's name is placed in nomination. A name is placed in nomination on the day the nominating 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.

The Board shall have an annual meeting. The Board shall also meet upon call of the President at such times and places as the President may designate. The Board may also be called to meet upon demand of a majority of its members. Unless called as an emergency meeting by the Executive Committee, notice of all meetings of the Board shall be sent by mail, e-mail or fax to each member of the Board at the Board member's last recorded address at least ten (10) days in advance of such meetings. Meetings may be conducted in person, by video, or by telephone. If directed by the President, voting may occur by electronic means during or between meetings.

#### 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 Executive Committee or Chief Executive Officer may 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 Board member may resign at any time by giving written notice to the President, the Secretary, or to the Chief Executive Officer. 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.

In the event of gross misconduct of a Board member, repeated failure of a Board member to attend Board meetings without good cause, or failure of a Board member to qualify as a member of the association, the Board member may be removed by vote of the Board at a meeting. This vote for removal of the Board member must exceed three-quarters (3/4) of the Board members present at the meeting. This vote for removal of the Board member must be preceded by a report of the officers of the association detailing grounds for removal. The report produced by the officers must describe efforts to obtain a response from the Board member and any such response. Prior to production of the officers' report, the Board member will be given a hearing with the officers at which the Board member will be given reasonable opportunity to be present with counsel and be heard. Likewise, the Board member shall be given reasonable opportunity to be heard at the Board meeting prior to the vote.

#### 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.

### **ARTICLE VII COUNCIL OF PAST PRESIDENTS**

#### Section 1. Purpose.

The Council of Past Presidents (“Council”) serves the Board of Directors as an advisory body, allowing NOSSCR’s past leadership to provide the Board with information about NOSSCR’s performance from the perspective of a member, strategic assessment with the benefit of leadership experience, and community assistance furthering NOSSCR’s mission.

#### Section 2. Composition.

All Past Presidents of NOSSCR who are active members of the association shall be members of the Council, unless excluded by terms provided herein. Council members who fail to follow the terms of Article VII or who are determined by the Council Chair or NOSSCR’s relevant standards committee to have undermined NOSSCR’s mission or operation may be removed temporarily or permanently from the Council by a two-thirds (2/3) vote of the other members of the Council.

Members of the Council do not all serve on the Board, and therefore members of the Council do not receive confidential or privileged Board materials unless they serve on the Board.

### **Section 3. Authority**

The recommendations of the Council shall be considered by the Board at the next meeting of the Board or earlier. 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. Communication from the Council and individual Council members to the Board shall normally be through the Council's Chair to the Board's Secretary unless other communications policies have been adopted by the Board.

The Council 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 shall be used for such purposes as may be determined by the Council.

### **Section 4. Chair.**

The President shall select a Chair of the Council, from among the members of the Council who are also serving on the Board. The President shall change the individual selected when the current Chair's term of Board service ends.

### **Section 5. Meetings.**

The Council shall have meetings from time to time as determined by the Council's Chair. Meetings shall take place in any manner determined by the Chair, and the Chair shall preside at meetings of the Council.

### **Section 6. Quorum.**

One-third (1/3) 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 7. 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 8. Resignation.**

Any Council member may resign at any time by giving notice to the Chair or President. 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 Chair or President.

## **Section 9. Council At-Large Board Membership.**

The Chair of the Council shall provide the President with an updated roster of members of the Council who have indicated a willingness to serve actively on NOSSCR's Board. NOSSCR's Executive Committee shall select annually a list of three (3) or more Council members to be considered by the Board for election as at-large Board members. The Board shall consider the listed Council members, voting on whether they shall serve an at-large term on the Board. The sequence of considered Council members shall be determined by the chair of the Board's meeting, presented for voting until either three (3) at-large positions are filled or there are no remaining candidates presented. If the Board has considered three (3) or more candidates, and fewer than three (3) have been elected, vacancies will remain unfilled until the following year.

The Executive Committee and the Board shall not present or consider for election as the Council's at-large Board members more than one (1) individual who was already serving on the Board in the year of the Board's meeting.

If any rosters or lists described within this section cannot include the required number due to a lack of qualified Council members, then smaller numbers shall be considered according to the discretion of the Board.

# **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 by the Board of Directors from among its members. If a new Vice President is elected, the Vice President shall automatically become President upon the beginning of the term of the new Vice President. A majority of the votes cast shall be required for election.

## **Section 2. Assistant Officers.**

The President may appoint such assistant officers as may be necessary to manage the affairs of the association. Assistant officers must be members of the Board.

### **Section 3. Term.**

Each officer shall take office on January 1 following that officer's election or on another date determined by the Board by a majority of the votes cast.

### **Section 4. Vacancies.**

Any vacancy shall be filled at the next meeting of the Board.

### **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 the President shall deem proper, communicate to the association or to the Board such matters and make such suggestions as may in the President's 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. The Vice President may be delegated by the President to perform the President's duties, in the event of the President's 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 by 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, Chief Executive Officer, or office manager who shall be appointed and given that authority by the Chief Executive Officer. The funds, books, vouchers in the Treasurer's hands shall at all times be subject to verification and inspection by the Board.

## **ARTICLE IX CHIEF EXECUTIVE OFFICER**

The administration and management of the association shall be in a salaried staff head, the Chief Executive Officer. The Chief Executive Officer shall be selected, continued, or terminated by a majority vote of the members of the Board.

Subject to limitations provided herein when serving on an interim basis, the Chief Executive Officer shall be the chief 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, and as regularly updated by the Executive Committee. These aims and programs include providing educational programs, member services, and the operation of a lawyer referral service. The Chief Executive Officer shall have such other duties as may be prescribed by the Board, President, or Executive Committee.

The Chief Executive Officer or Executive Committee may establish additional staff positions at the level of "Chief" as required.

## **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 the President may find necessary.

## Section 2. Nominating Committee.

At least ninety (90) days before an election, the President shall appoint a nominating committee of three (3) 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 President, Vice President, Secretary, Treasurer, immediate Past President, one delegate member of the Board elected by Board majority vote, assistant officers, the Chief Executive Officer, and all other NOSSCR staff chief officers. Assistant officers and the Board delegate may serve on the Executive Committee for any number of years, provided they remain members of the Board, and until the President or Board makes a change. If the Executive Committee does not include an individual who simultaneously serves as an officer or salaried executive of a PAC or foundation connected with NOSSCR, then a NOSSCR Board member serving in that role shall be added to the Executive Committee.

The Executive Committee shall have the authority to meet regularly and act on behalf of the Board between Board meetings. Majority votes of the Executive Committee shall authorize it to oversee the regular and consistent operation of NOSSCR, develop specific plans of action with the President, Chief Executive Officer, and staff chief officers, direct the Chief Executive Officer, and provide reports for Board meetings. When a Chief Executive Officer is serving on an interim basis, the Executive Committee shall monitor, ratify, or direct the interim Chief Executive Officer's performance and actions, including contracts and personnel decisions. The Executive Committee shall consider candidates for interim Chief Executive Officer, filling that position as needed and until a regular Board meeting allows for ratification. The Executive Committee may ratify the decision of any relevant standards committee, enacting temporary disciplinary restrictions pending the next Board meeting. The Executive Committee may call an emergency Board meeting without notice, including conducting votes by email if deemed necessary.

The Executive Committee shall lack authority to act in any manner inconsistent with previous direction or policy determined by the Board. The Executive Committee shall not exceed explicit authority given it by these bylaws to take action as to election of officers or to fill other Board vacancies. The Executive Committee shall not have authority to hire, terminate, or renew the contract of the Chief Executive Officer, unless the Chief Executive Officer is employed on an interim basis. The Executive Committee shall not act in any manner inconsistent with an annual budget as approved by the Board, seeking Board approval on an emergency basis when needed.

The Secretary shall keep a record of the Executive Committee's actions. The Secretary shall distribute to the Board at least seven (7) days in advance of Executive Committee meetings the Executive Committee's agenda, allowing for Board member comments to be considered by the Executive Committee.

## **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 that person's acts or failure to act under these bylaws, 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 (31st) 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 bylaws, 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.

## **ARTICLE XVII VOTING**

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

## **ARTICLE XVIII AMENDMENTS**

These bylaws may be amended, repealed or altered in whole or in part upon a vote of two-thirds (2/3) of the members of the Board of Directors at any meeting. A copy of any amendment proposed for consideration shall be provided to each Board of Directors member at least thirty (30) days prior to the date of the meeting or the effective date.

Adopted by Board: September 9, 2022

Effective: October 8, 2022