

ROSE VILLA RESIDENTS' ASSOCIATION BYLAWS

October 27, 2022

ASSOCIATION

ARTICLE I - ASSOCIATION NAME

Section 1. The name of this organization shall be Rose Villa Residents' Association.

ARTICLE II - ASSOCIATION MEMBERSHIP

Section 1. Every resident of the Rose Villa Life Plan Community becomes a voting member of the Rose Villa Residents' Association upon admission to the community.

Section 2. Residents of Madrona Grove who were Rose Villa Life Plan Community members before moving into Madrona Grove shall continue to be voting members of the Association. Residents of Madrona Grove who were not previously Rose Villa Life Plan Community residents do not become voting members of the Rose Villa Residents' Association upon admission to Madrona Grove.

ARTICLE III - ASSOCIATION PURPOSE

Section 1. The purpose of this Association shall be to:

Section 1A. Promote an atmosphere of collaboration among residents, management and the Rose Villa Board of Directors to ensure the social, spiritual, cultural, recreational, and environmental well-being of the whole community.

Section 1B. Enable residents to participate in decision-making that affects or furthers a meaningful, independent lifestyle.

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GOVERNANCE

ARTICLE IV - ASSOCIATION MEETINGS

Section 1. The purpose of Association Meetings shall be any combination of the following:

Section 1A. To elect a Vice-Chair and non-appointed Councilors

Section 1B. To approve Bylaws changes recommended by a Bylaws Committee

Section 1C. To conduct any other business as determined by the Chair or the Council or by the members of the Association requesting the meeting.

Section 2. The Annual Meeting of the Association shall be held in November of each year.

Section 3. Special meetings of the Association may be called upon the request of fifty (50) or more members of the Association, or by the Chair of the Association, or by action of the Council.

Section 4. At the Annual and Special meetings, twenty-five percent (25%) of the members of the Association shall constitute a quorum.

Section 5. A member attending a meeting by electronic means shall be considered to be present.

ARTICLE V – BOARD OF DIRECTORS REPRESENTATION

Section 1. Three Association officers serve as members of the Rose Villa Inc. (RVI) Board of Directors: the Vice Chair, Chair and Past Chair. These officers have full participation rights on the Board, including the right to participate in discussions and to serve on Board Committees. One officer - the Chair - has a vote on the Board.

Section 2. Board membership is a powerful avenue for representing resident concerns. Therefore, the three resident Board members shall:

Section 2A. Make reasonable efforts to attend each Board meeting.

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Section 2B. Share responsibility to present at each regular Board meeting a brief summary of issues prepared by the Executive Committee.

Section 3. At least one Resident Board member is mandated by Oregon statute. Therefore, the resident Board members shall:

Section 3A. Actively participate in Board discussions of matters relating to the annual budget, increases in regular periodic charges, provider indebtedness, or expansion in new or existing facilities (ORS 101.112).

Section 3B. Advocate on behalf of the Association.

RESIDENT COUNCIL

ARTICLE VI - DEFINITION

Section 1. The affairs of the Rose Villa Residents' Association shall be managed by the Chair, Vice Chair, and Immediate Past Chair of the Association, the Secretary, Treasurer, Archivist, nine (9) residents elected as Councilors of the Association, and other appointed Councilors, who shall be known as The Resident Council, and who shall have the power to conduct the general business of the organization subject to these Bylaws

ARTICLE VII – RESIDENT RIGHTS AND COUNCIL RESPONSIBILITY

Section 1. Every resident has the right to bring their concerns or questions to the Council and to be informed of the Council's resolution in a timely manner.

Section 2. The Council's responsibility is to respond to and resolve resident concerns.

Section 3. The Council shall present such concerns to management or to the Rose Villa Board of Directors (BoD) as appropriate, and ensure that the response as well as the contents of minutes of BoD meetings are reported to the residents during the next subsequent Council meeting.

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ARTICLE VIII - WHO MAY BE ON THE COUNCIL

Section 1. Only members of the Association may serve on the Council.

Section 2. Only one member of a household may serve on the Council at any given time.

Section 3. Councilors and Officers are elected or appointed to serve for a three-year (36 months) term, except that if a Council position is vacated a replacement is appointed for the remainder of that term.

ARTICLE IX - VOTING AND NON-VOTING COUNCIL MEMBERS

Section 1. Elected Officers: The Vice Chair is elected for a 3 year term by Association Members and shall have one vote except as limited elsewhere in these Bylaws. In the second year the then Vice Chair becomes the Chair. In the third year the Chair becomes the Past Chair.

Section 2. Appointed Officers: The Secretary, Treasurer and Archivist are appointed in accordance with Article VIII and may speak to a motion but may not make or second motions or vote.

Section 3. Elected Councilors: One Councilor is elected each year for a 3 year term from each of the Association Districts as described in Article XXI for a total of 9 elected Councilors. Elected Councilors may make or second motions, may speak to a motion, and have one vote each.

Section 4. Appointed Councilors: Councilors representing the Foundation and Madrona Grove are appointed and may speak to a motion but may not make or second motions or vote. Councilors appointed to fill an unexpired elected term may make a motion, second motions, and vote.

Section 5. The person presiding over a Council meeting, usually the Council Chair, may speak to a motion but may not make or second motions and may not vote except to break a tie.

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ARTICLE X - COUNCIL MEETINGS

Section 1. Purpose.

Section 1A. The purpose of a Council meeting is to address issues and concerns presented by Councilors, Council-recognized committees, and residents.

Section 1B. Council meeting time should be devoted primarily to discussion, Councilor motions and other action in furtherance of the purpose set forth in Section 1A.

Section 1C. Routine committee reports shall be submitted in written form but not presented at a Council meeting, unless a presentation is requested by one or more Councilors.

Section 2. The Council shall hold one regular meeting each month.

Section 3. One-half (1/2) the voting members of the Council plus one (1) shall constitute a quorum.

Section 4. Agenda items proposed by Members of the Association should be submitted to the Chair as described in the Council Procedures Manual. Members of the Association may attend regular meetings and, generally, special meetings of the Council as described in the Council Procedures Manual.

Section 5. Special meetings of the Council may be called by the Chair, Vice Chair, Immediate Past Chair or by a quorum of the members of the Council. The call for a special meeting shall state the business to be transacted and no other business shall be in order at such a meeting.

Section 6. Members attending a meeting by electronic means shall be considered to be present at the meeting.

Section 7. Reasonable efforts shall be made to include every member who wishes to attend.

ARTICLE XI - MEETING PROCESS

Section 1. Governance process for Council meetings shall be either the most recent edition of *Robert's Rules of Order*, or a Consensus-like approach requiring each voting Council member to comment on a motion prior to a vote and requiring a super-majority

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vote of 75% of the present Councilors to pass a resolution. The Chair, or the person chairing the meeting if the Chair is not present, shall select and announce the governance process to be used at the beginning of each meeting. At Association meetings, the most recent edition of *Robert's Rules of Order* shall be the governance process.

ARTICLE XII - ELECTED OFFICERS

Section 1. The duties and responsibilities of the elected officers of the Council are as follows:

Section 1A. The Chair shall preside at all meetings of the Council and the Association and shall also act as the one Resident voting Director on the RVI Board of Directors. The Chair shall, in consultation with the Executive Committee, appoint a replacement Councilor or officer in the event of a vacancy, appoint ad hoc Nominations and Elections committees each year, and form other standing and ad hoc committees as needed.

Section 1B. The Vice Chair shall attend and have a vote at Council meetings. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall serve as a non-voting Resident Representative member on the RVI Board of Directors, serve on one or more RVI Board committees, and perform other duties the Chair may direct.

Section 1C. The Past Chair shall attend and have a vote at Council meetings, serve as a non-voting Resident Representative member of the RVI Board of Directors, serve on one or more RVI Board committees, and perform other duties the Chair may direct. The Past Chair shall serve on the Nominating Committee for the annual elections. (See Article XX.)

Section 1D. The Chair shall nominate candidates for Secretary, Treasurer, and Archivist, subject to approval by the Executive Committee.

ARTICLE XIII - APPOINTED OFFICERS

Section 1. The duties and responsibilities of non-elected and non-voting members of the Council are as follows:

Section 1A. The Secretary, Treasurer and Archivist shall be appointed in November, and each shall hold office for a term of three (3) years, beginning on

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the first day of January, and each may be re-appointed. The Secretary, Treasurer and Archivist may speak to a motion but may not make or second motions and may not vote.

Section 1B. The Secretary shall keep minutes of Council and Association meetings, shall record procedures approved by the Council, and shall record issues not yet resolved for inclusion in the next meeting agenda. The Secretary shall also perform other duties as the Council may direct.

Section 1C. The Treasurer shall manage Association Funds following procedures approved by the Council in the Council Procedures Manual. Association Funds shall include three categories: the General Fund, the Special Group Activities Fund and the Employees' Holiday Gift Fund.

Section 1D. The Archivist shall keep the Association files up to date, including copies of the Association and Council meetings, Annual Reports, Committee Reports, pertinent correspondence, newspaper clippings, and pictures relating to significant events of interest to Association members.

ARTICLE XIV - ELECTED COUNCILORS

Section 1. The duties and responsibilities of elected Councilors are:

Section 1A. Serve as participating and voting members of the Council.

Section 1B. Represent and assist residents of their District.

Section 1B1. Be readily available to residents of the District to hear and act on their questions and concerns.

Section 1B2. The Councilors from each District shall meet at least twice a year with the residents of their District to communicate Council activities and hear resident concerns.

Section 1C. Serve as Council Representative for a Functional Area (defined in Section 3 of this Article), which requires:

Section 1C1. Presenting the concerns arising in the relevant Functional Area to the Council.

Section 1C2. Assisting residents in interactions with the Council and with RVI pertaining to the relevant Functional Area.

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Section 1C3. Representing the Council at committee meetings addressing the relevant Functional Area.

Section 2. Councilors may express a preference among Functional Areas, but the Chair will assign Areas to Councilors if necessary. Each Councilor will:

Section 2A. Become familiar with the assigned Functional Area.

Section 2B. Advocate for solutions to resident concerns in that Area.

Section 2C. Develop a liaison with an RVI manager in that Area.

Section 3. Functional Areas:

- 1. Finance** - Councilor serves on the Finance Committee, and reports regularly to the Council on Finance Committee concerns.
- 2. Communications** - Councilor fosters clear and effective communication among residents, facilitates communications between the Council and residents, and works to improve communication between RVI and residents.
- 3. Safety and Preparedness** - Councilor works to improve resident safety inside and outside of their units, and assists with preparation, training, and coordination regarding community disaster response and resilience.
- 4. Dining Services** - Councilor provides an avenue for resident concerns regarding RVI dining experiences, menus, and nutrition within a senior living community.
- 5. Resident Life** - Councilor is concerned with community living and the overall quality of life of residents. The Councilor helps RVI develop events, social groups, and functions for residents.
- 6. General Services (Grounds, Maintenance, IT)** - Councilor monitors resident concerns with the cleanliness and aesthetics of common areas, with maintenance of dwellings, appliances, and grounds, and with IT services.
- 7. Health and wellness** - Councilor works with the RVI Health and Wellness staff to develop and promote health programs for the community.
- 8. Sustainability.** Councilor coordinates collaboration with RVI in promoting sustainable and resilient community actions to address climate change.

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9. Governance. Councilor serves on the Governance Committee; assists the ad hoc Nomination and Elections Committees; monitors the Resident Handbook and RVI contract and reports any changes to the Council; and tracks suggested changes in Bylaws or procedures.

ARTICLE XV - APPOINTED COUNCILORS

Section 1. The Foundation Representative shall report to the Council on the activities and status of the Foundation and serve as a liaison between the Council and the Foundation. Typically, the Foundation Representative is a resident member of the Foundation Board.

Section 2. The Madrona Grove Liaison shall report to the Council on the activities and status of Madrona Grove, shall work to integrate Madrona Grove residents into Rose Villa community life and, in concert with Councilors representing the District which includes Madrona Grove, shall advocate for resolution of Madrona Grove resident concerns.

COUNCIL COMMITTEES

ARTICLE XVI - DEFINITION

Section 1. A Council recognized Committee is a named group of one or more people defined in these Bylaws or named by the Chair to perform a task, resolve an issue, or oversee an area of concern to the Council. An ad hoc committee exists to perform a specific task and is disbanded once its task is complete; a standing committee exists to address an ongoing task, issue, or area of concern.

Section 2. A Council recognized committee that requires funding may ask the Treasurer to establish a budget category.

ARTICLE XVII - EXECUTIVE COMMITTEE

Section 1. The Executive Committee (EC) is a standing committee of the Council. Members shall be the Chair, Vice Chair, and immediate Past Chair of the Council, plus

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three (3) Councilors, one from each District. Councilors shall be appointed by the Chair. Councilors serve one year on the EC; terms may be renewed. The Chair does not vote in the Executive Committee, except to break a tie.

Section 2. Executive Committee duties include:

Section 2A. Prepare the agenda for Council meetings.

Section 2B. Meet at least twice each year with RVI for the purpose of free discussion of subjects that may include facility income, expenditures, financial trends, resident concerns, proposed changes in policy, programs and services, and any other issue identified by the Council or a resident as described in ORS 101.112(1).

Section 2C. Report the results of those discussions to the Council.

Section 2D. Prepare a brief summary each month of issues including resident concerns for the Resident Representatives on the Board of Directors to present to management or to the Board at the next Board meeting, as appropriate.

Section 2E. Assign charges for standing and ad hoc committees.

Section 2F. Ensure that Councilors have informed residents of resolution of issues.

Section 2G. Advise the Chair with regard to appointing Councilors and forming standing and ad hoc committees.

Section 2H. Review and take action on resident concerns.

Section 2I. Prepare a report for the Association Annual Meeting.

Section 2J. Hold at least one meeting each month.

ARTICLE XVIII – RESIDENT FINANCE COMMITTEE

Section 1. The purpose of the Resident Finance Committee is to:

Section 1A. Enhance resident understanding of the Rose Villa budget process.

Section 1B. Provide RVI management with resident input and feedback regarding budget elements.

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Section 1C. Provide RVI management with resident input and feedback regarding strategic planning and its impact on the resident community.

Section 2. The Finance Committee (FC) is a standing committee of the Council. Members shall be the Chair, Vice Chair, Past Chair, Treasurer, Finance Councilor and two additional residents.

Section 2A. The resident members should have financial management backgrounds or experience in business, non-profit, government or education management.

Section 2B. The Chair, Vice Chair, Past Chair, Treasurer and Finance Councilor shall agree on the two additional resident members.

Section 2C. The two resident members shall serve three-year terms, which may be renewed.

Section 2D. Finance committee members shall be aware of relevant laws and regulations, including changes therein, concerning resident oversight of administration budgets and finance.

Section 3. Duties of the Finance Committee:

Section 3A. Monitor RVI finances, including actual and projected income and expenses for the current year, projected income and expenses for future years, current and proposed fees and other charges, operating and capital budgets, and long term plans as required by ORS 101.112(2).

Section 3B. Meet with RVI regularly, but at least twice a year, to review and discuss RVI budgets versus actual performance as required by ORS 101.112(1).

Section 3C. Meet with RVI to review the budget development prior to budget finalization as required by ORS 101.112(3).

ARTICLE XIX – RESIDENT GOVERNANCE COMMITTEE

Section 1. The Governance Committee is a standing committee of the Council. Members shall include the Past Chair and Governance Councilor.

Section 2. Duties of the Governance Committee:

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Section 2A. Provide preparatory training for each resident serving on the RVI Board of Directors to equip them for effective Board representation of Association interests.

Section 2B. Assist the ad hoc Nomination and Elections Committees.

Section 2C. Offer expertise for the resolution of governance issues that arise within the Council or in the Council interaction with RVI.

ELECTIONS AND REPLACEMENTS

ARTICLE XX – ELECTIONS

Section 1. Timing of elections.

Section 1A. Elections shall be held annually and must be completed by the end of November.

Section 1B. All members of the Association may vote in a general election.

Section 1C. Councilors will be elected by District.

Section 2. Conduct of elections.

Section 2A. An Ad Hoc Nominating Committee, consisting of the Past Chair, one additional Councilor, and three (3) at-large Association members, shall be appointed no less than thirty (30) days prior to the annual election.

Section 2A1. Only one member of a household may be on the Nominating Committee at any given time.

Section 2A2. At least one member of the Nominating Committee from the previous year shall be appointed to the current Nominating Committee.

Section 2B. An Ad Hoc Elections Committee will determine the procedure to be followed during the election and will carry out the details of the election, including publicizing the election, printing and distributing the ballots, and collecting and counting the ballots.

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ARTICLE XXI - GEOGRAPHICAL REPRESENTATION

Section 1. The campus is divided into three Districts of approximately equal populations for the purpose of electing Councilors. (See District Map in Appendix 1.)

Section 2. Each District votes for one Councilor each year.

Section 3. Councilors serve three-year terms, giving a total of nine Councilors in office at any given time, with three representing each District.

Section 4. A candidate running to represent a District should normally reside in that District. If no candidate can be found who lives in a District, then another candidate may run to represent that District, provided they agree to carry out the duties of a Councilor for that District.

ARTICLE XXII - REPLACEMENT OF CHAIR, VICE CHAIR, COUNCILOR

Section 1. If for any reason the Chair is unable to complete his or her term, the Vice Chair shall fill the unexpired portion of the Chair's term.

Section 2. If neither the Chair nor Vice Chair is available to serve as Chair, a Past Chair, beginning with the Immediate Past Chair, shall be asked to complete the term.

Section 3. If the Vice Chair is unable to complete his or her term and become Chair, the Chair shall serve an extra term.

Section 4. If an appointed officer is unable to complete his or her term, a replacement shall be chosen in accordance with Article XII Section 1A.

Section 5. The Council may remove any member of the Council by a two-thirds (2/3) vote of all Council members then in office, as described in the Council Procedures Manual.

Section 6. If an elected or appointed Councilor is unable to complete his or her term, the Chair, in consultation with the Executive Committee, shall appoint a replacement in accordance with Article XII Section 1A.

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ARTICLE XXIII - CHANGES TO THE BYLAWS

Section 1. Bylaws review shall be conducted routinely every five (5) years but may be done whenever a need occurs.

Section 2. The Chair shall appoint an Ad Hoc Committee comprised of three (3) Councilors and up to two (2) additional Association members to review the Bylaws and propose revisions where needed.

Section 3. Amendments to the Bylaws are to be voted on at the Annual Meeting or at a special meeting of the Association.

Section 4. The proposed Bylaws Amendments must be furnished to each member of the Residents' Association with copies published in communications media used at Rose Villa, as described in The Council Procedures Manual, at least fifteen (15) days prior to the scheduled meeting.

Section 5. A written ballot vote of not less than two-thirds (2/3) of Association members who voted shall be required for adoption of the Bylaws as amended.

ARTICLE XXIV – EFFECTIVE DATE

Section 1. These Bylaws will become effective immediately upon completion of the vote at the Annual or Semi-Annual Meeting if they are approved by the required majority of Association members.

Appendix – Voting Districts

