

# ROSE VILLA RESIDENTS' ASSOCIATION BYLAWS

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# ROSE VILLA RESIDENTS' ASSOCIATION BYLAWS

Month 00, 2024

## 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. 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 entire community.

Section 2. Enable residents to participate in decision-making that affects or furthers a meaningful, independent lifestyle.

Section 3. Represent the residents, through an elected Council (the Council or Resident Council), in communicating matters of mutual interest to the Rose Villa Administration and Board of Directors.

### Article IV - Definitions

**RVI** means Rose Villa Inc.

**Council Board Members** are Councilors who, because of their Council status, serve on the RVI Board of Directors, as specified in the RVI Bylaws.

**District:** Association members are divided into 3 Districts based on the location of their residence. The boundaries of the South, Middle and North Districts are defined by the District Map attached to and incorporated into these Bylaws.

The **Executive Committee** (EC) shall be the Officers of the Council plus three (3) Councilors, one from each District. The three Councilor members shall be appointed by the Officers.

A **Standing Committee** exists to address an ongoing issue of mutual interest for resident members. Such a committee is specified in these Bylaws or by action of the Executive Committee. The Executive Committee is a Standing Committee.

An **Ad Hoc Committee** exists on a temporary basis to perform a specific task and is disbanded when the task is completed. Such a committee is specified in these Bylaws or by action of the Executive Committee.

A **Work Group** is a collaborative group co-chaired by a Council member and a Rose Villa Inc. manager or Director.

A **Council Recognized Group** is any informal group of residents that requests and is granted recognition by the Resident Council.

**Council Procedures Manual:** The Council shall develop, approve, and update from time-to-time as needed a Council Procedures Manual which provides additional details for the implementation of these Bylaws.

## **Article V - Association Meetings**

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

Section 1A. To announce election voting results for Vice-Chair and District Councilors

Section 1B. To announce the results of a vote to update the Bylaws as 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. Voting for Vice Chair and Bylaws updates is done by ballot and requires a quorum of 25% of Association members to participate in the vote. Bylaws are approved by a majority vote. The Vice Chair election winner is the person receiving the most votes.

Section 5. Voting for the Councilor for each District is done by ballot and requires a quorum of 25% of the Association members within that District. The winner for each District is the person receiving the most votes.

Section 6. In the case of a tie vote for either Vice Chair or for a District Councilor position, the Executive Committee will select a winner. Any Executive Committee member who is a candidate in a tied vote will recuse themselves from deciding that particular vote.

## **Article VI - Constitution**

Section 1. A constitution was created at the inception of the Association to specify the Name, Purpose and Membership of the Association. Because those issues are defined in these Bylaws, the Constitution is redundant and no longer serves a separate purpose.

Therefore, the Constitution is no longer an Association document.

## **GOVERNANCE**

### **Article VII - Members of the Resident Council**

Section 1. The **Resident Council** shall consist of:

- Officers: Chair, Vice Chair and Immediate Past Chair
- 9 District Councilors: 3 representing each District
- Secretary
- Treasurer
- Archivist
- Foundation Representative
- Madrona Grove Representative

Section 2. The **Resident Council** shall manage the affairs of the Rose Villa Residents' Association.

Section 3. Anyone serving on the Resident Council shall be known as a **Councilor**.

### **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.

### **Article IX - Board of Directors Representation**

Section 1. Council Board Members have the right to participate in discussions, the right to serve on Board Committees, and other rights which may include voting rights as defined in the RVI Bylaws.

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

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

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

Section 3. Statutory Rights. Oregon law ORS 101.112 specifies certain rights residents have for Board representation

## **Article X - Resident Rights and Responsibilities**

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

Section 2. The Council's responsibility is to address resident concerns.

Section 3 Every resident has the responsibility to be respectful, prepared, and ready to seek solutions in open-minded conversations.

## **Article XI - Council Voting, Participation, and Terms**

Section 1. Voting and Motions: 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. All other Councilors may make and second motions, speak to a motion, and vote at Council meetings.

Section 2. Officers: The Vice Chair is elected for a 3-year term by Association Members. In the second year the then Vice Chair becomes the Chair. In the third year the Chair becomes the Past Chair. At the end of his or her term, a Past Chair may run again for Vice Chair.

Section 3. Executive Committee: Officers will have a 3-year term starting as Vice Chair and continuing through Past Chair. District Councilors will serve a one year term. A District Councilor's term on the Executive Committee may be renewed.

Section 4. District Councilors: One Councilor is elected by each Association District each year. These elected Councilors serve a 3-year term so that over a 3-year period each District elects 3 Councilors. A District Councilor may run for consecutive terms.

Section 5. Appointed Councilors: The Secretary, Treasurer, Archivist, Councilor representing the Foundation and Councilor representing Madrona Grove are appointed by the Executive Committee. The Secretary, Treasurer, Archivist, and Madrona Grove Councilor serve for a 3-year term, and the Foundation Councilor serves for a 1-year term. All may be reappointed for additional terms.

Section 6. Appointed District Councilor: If a District Councilor is unable to complete their term, the two remaining Councilors in the District will recommend a replacement for the open seat. The Executive Committee will consider that recommendation in appointing a

replacement Councilor to complete the open term. When selecting a replacement for a District Councilor, the following hierarchy of preference is to be observed.

- An unsuccessful candidate for Councilor in that District in the most recent election
- Any resident in that District
- An unsuccessful candidate for Councilor from a different District in the most recent election
- Any resident from a different District

## **Article XII - Council Meetings**

Section 1. The purpose of a Council meeting is to address mutual interests presented by Councilors, a Council Committee, a Work Group, residents, or RVI.

Section 2. Council meeting time should be devoted primarily to discussion, Councilor motions, and other actions in furtherance of the purpose set forth in Section 1.

Section 3. Routine committee reports shall be submitted in written form but not presented at a Council meeting, unless a presentation is requested by the meeting Chair, or by one or more Councilors, or by a Standing Committee.

Section 4. The Council shall hold one regular meeting each month.

Section 5. Over half the voting members of the Council shall constitute a quorum.

Section 6. Agenda items proposed by Members of the Association should be submitted to the Chair. Members of the Association may attend regular meetings and, generally, special meetings of the Council.

Section 7. 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 8. Members attending a meeting by electronic means shall be considered to be present at the meeting.

Section 9. Reasonable efforts shall be made to include every member who wishes to attend.

## **Article XIII - Council Meeting Process**

Section 1. The governance process for Council meetings shall be either the most recent edition of *Robert's Rules of Order*, or a consensus-like approach. The consensus-like procedure requires each voting Council member to comment on a motion prior to a vote, and a motion requires a super-majority of 75% of the Councilors present to pass.

Section 2. 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.

## **Article XIV - Elected Officer Duties**

Section 1. The Chair presides at meetings of the Council and the Association unless he or she is not available.

Section 2. The Vice Chair shall attend Council meetings. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall perform other duties as the Chair may direct.

Section 3. The Past Chair shall attend Council meetings and perform other duties as the Chair may direct.

## **Article XV - Appointed Councilor Duties**

Section 1. The Secretary shall keep minutes of Council and Association meetings, shall record procedures approved by the Council, check the Association information published by RVI from time to time and keep it up to date, 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 2. 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 Resident Association Council (RAC) funds, and the Employee Appreciation Gift Fund.

Section 3. The Archivist shall keep the Association files up to date, including copies of the Association and Council meeting meetings, and other materials regarding significant events of interest to Association members.

Section 4. The Foundation Liaison 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 5. 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 shall advocate for Madrona Grove resident interests.

## **Article XVI - District Councilor Duties**

Section 1. The duties and responsibilities of District Councilors, whether elected or appointed, are as described in this article.

Section 2. Serve as participating and voting members of the Council.

Section 3. Represent and assist residents of their District.

Section 4. Be readily available to residents of their District to hear and act on their questions and concerns.

Section 5. 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 6. Serve on at least one Council committee or Work Group

Section 7. Assist their replacement in understanding Councilor responsibilities during the first year of the replacement's term.

## **Article XVII - Council Funds**

Section 1. Funds at the discretion of the Council shall be spent only when deemed by the Council to advance the purpose of the Association as set forth in Article III.

## **COUNCIL COMMITTEES**

### **Article XVIII - Council Committees and Groups**

Section 1. Responsibilities and Rights of Council Standing Committees.

Section 1A. Council Standing Committee responsibilities: provide the Council with an annual report in November summarizing the Committee's accomplishments for the year and anticipated focus areas for the upcoming year; remain focused on the charge defined either in the Bylaws or by the Executive Committee; and maintain an up-to-date resident contact name with the Secretary.

Section 1B. Council Standing Committee rights: request that a motion be presented at a Council meeting. Such a request must be sent by the Committee in writing to a member of the Executive Committee.

Section 2. Responsibilities of Council Ad Hoc Committees:

Section 2A. Remain focused on the Committee's charge as defined either in the Bylaws or by the Executive Committee.

Section 2B. Maintain an up-to-date resident contact name with the Secretary.

Section 3. Responsibilities and Rights of Council Recognized Groups

Section 3A. Council Recognized Group responsibilities: remain focused on the purpose it described when requesting recognition by the Council and maintain an up-to-date resident contact name with the Secretary.

Section 3B. Council Recognized Group rights: May submit a monthly report for distribution to residents and request a Resident Association Checking (RAC) account.

### **Article XIX - Executive Committee Duties**

Section 1 Prepare the agenda for Council meetings.



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

Section 3. Prepare a brief summary report each month of resident activities and concerns for the Council Board Members to present to management or to the Board at the next Board meeting, as appropriate.

Section 4. When creating a Standing committee or a new Ad Hoc committee, the Executive Committee defines a charge for that committee describing what resident mutual interest that committee is to address.

Section 5. After creating a new Standing or Ad Hoc committee, the EC will report that occurrence at the next Resident Council meeting and include the charge for the new Committee in the Council meeting minutes.

Section 6. Ensure that Councilors have informed residents of the disposition of any resident concerns that are brought to the EC.

Section 7. Appoint Councilors and form Standing and Ad Hoc committees as needed.

Section 8. Review and take action on resident concerns.

Section 9. Prepare a report for the Association Annual Meeting.

Section 10. Hold at least one meeting each month.

Section 11. Prepare a Council Annual Report for the RVI Board of Directors.

Section 12. Provide RVI management with resident input and feedback regarding strategic planning and its impact on the resident community.

## **Article XX - Resident Finance Committee**

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

Section 1A. Enhance resident understanding of the RVI budget process.

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

Section 2. The Finance Committee (FC) is a Standing Committee of the Council.

Section 3. Finance Committee Members

Section 3A. The membership of the Finance Committee shall include the Chair, Vice Chair, Past Chair and Treasurer. Those members shall select at least two resident members of the Committee.

Section 3B. The resident members should have financial management backgrounds or experience in business, non-profit, government or education management.

Section 3C. The resident members shall serve three-year terms, which may be renewed.

Section 3D. Finance committee members should be aware of relevant laws and regulations, including changes therein, concerning resident oversight of administration budgets and finance.

#### Section 4. Duties of the Finance Committee:

Section 4A. Review RVI financial information, 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 4B. 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 4C. Meet with RVI to review the budget development prior to budget finalization as required by ORS 101.112(3).

## **Article XXI - Resident Governance Committee**

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

Section 1A. Support the effectiveness of the Resident Council

Section 1B. Resolve disagreements about procedural protocols

Section 1C. Provide orientation for new Councilors

### Section 2. The Governance Committee is a Standing Committee of the Council.

Section 3. The Governance Committee members shall include the Past Chair and at least one resident.

### Section 4. Duties of the Governance Committee:

Section 4A. Assist the Ad Hoc Nominating and Elections Committees.

Section 4B. Offer expertise for the resolution of governance issues that arise within the Council, in the Council interaction with RVI, or during Council meetings.

## **ELECTIONS AND REPLACEMENTS**

### **Article XXII - Elections and Voting**

#### Section 1. Timing and process of elections.

Section 1A. Elections of District Councilors and the Vice Chair 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. Association members in each District vote for a District Councilor to represent their District.

Section 1D. All elections will be held by secret ballot.

## Section 2. Nominating Committee.

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

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

Section 2D. The Nominating Committee shall publicly announce the names of all nominees no later than one week before the election.

Section 3. 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.

Section 4. Voting for Bylaws Changes: Voting on Association Bylaws will be by secret ballot.

## **Article XXIII - Geographical Representation**

Section 1. Each District votes for one new Councilor each year.

Section 2. A candidate running to represent a District should normally reside in that District. If no candidate who lives in the District can be found, then a candidate who resides outside that District may run to represent that District, provided they agree to carry out the duties of a Councilor for that District.

Section 3. If Bylaw updates change District boundaries such that a District Councilor no longer lives in the District which they represent, that Councilor shall continue to represent the District he or she was elected or appointed to represent through the remainder of their term.

## **Article XXIV - Replacement of a Chair or Vice Chair**

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.

## **Article XXV - Removal of a Councilor**

Section 1. The Council may remove any member of the Council by a two-thirds (2/3) vote of all Council members then in office.

## **Article XXVI - 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. The proposed Bylaws Amendments must be furnished to each member of the Residents' Association with copies published in communications media used at Rose Villa at least fifteen (15) days prior to the scheduled vote.

Section 4. 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 XXVII - Effective Date**

These Bylaws will become effective immediately upon announcement of the voting result at an Association Meeting that approves the Bylaws by the required majority of the Association members.

Approved on: \_\_\_\_\_

Secretary: \_\_\_\_\_

[Attachment: GRAPHIC OF MAP SHOWING REVISED DISTRICT BOUNDARIES]

