

# Proposed Bylaws Update

Now that we have some experience with the Bylaws that were modified in 2022, we've discovered some things that needed to be either changed or clarified. The major changes proposed for the Bylaws address 4 areas:

- Functional Areas
- District Definitions
- Council Voting
- Appointment of Residents to Open District Council Positions

Below is a summary of the main changes in the proposed 2024 Bylaws update:

**Purpose:** The Bylaws previously have included a statement of purpose for the Resident Association that included the statement "Represent the residents, through an elected Council in communicating matters of mutual concerns to the Rose Villa Administration and Board of Directors". In the previous update to the Bylaws, that language was inadvertently deleted. The Bylaws committee proposes correcting that by adding it back, but with broader language - using the broader term "mutual interests" as opposed to "mutual concerns".

**Functional Areas:** The 2022 Bylaws created a list of Functional Areas with the idea that each Councilor would be assigned a functional area. The list included Sustainability, Safety and Preparedness, General Services, Communications, Finance, etc.

The problem is that almost all of those functional responsibilities are also assigned to existing Council Standing Committees or to the Workgroups that were created in response to the 2022 Holleran survey. There was confusion as to the role of the Councilor who was assigned a Functional Area versus the role of the Chair of the corresponding Council committee, or the Councilor co-lead of the corresponding Workgroup. That also lead to confusion as to who to residents should approach to have an issue addressed in a particular Functional Area.

The Standing Committees and Workgroups are composed of volunteers who are interested in and passionate about those functional areas, and it seemed to make more sense to have those Committees and Groups be the focal point for the functional focus rather than assign them to Councilors.

So one change proposed in the Bylaws is to eliminate the Functional Areas for Councilors, and instead to tighten the relationship between the Council and the Standing Committees and Workgroups by empowering the Standing Committees and Workgroups with the right to request that the Council consider motions that are relevant to the focus of the Committee or Group, and, in return, requiring that those Committees and Groups provide the Council with an annual report of what they have accomplished, and their plans for the coming year.

**District Definitions:** The definition of the Districts in the 2022 Bylaws resulted in a South District with significantly fewer independent living residents than the North and the Middle Districts. The overall head count of the South includes Madrona Grove residents, so there are relatively fewer independent living residents.

So many fewer independent living residents made it more difficult to recruit Council candidates for the much smaller South District, and resulted in an uneven level of representation due to the difference in the size of the Districts. The Bylaws Committee also considered the fact that Madrona Grove residents already have a liaison Councilor representing the interests of Madrona Grove residents.

To address the difference in independent living residents in the South District, the Bylaws Committee proposes a change to the District definitions, moving Schroeder into the South District (from the Middle) and moving Garden Grove from the South District to the Middle District. That change rebalances the number of independent living residents across the 3 districts to being very, very close to the same.

Here is the comparison of the approximate number of independent-living residents per District with the current vs. the proposed District boundaries:

District	Current	Proposed
South	81	113
Middle	144	112
North	119	119

**Council Voting:** Currently, there are 12 members of the Council who vote: 9 District Councilors plus 3 officers (Chair, Vice Chair and Past Chair), although the Chair votes only to break a tie. Note that all of these positions are elected positions, but they are often filled by appointees when a Councilor decides to leave the Council before their term is complete.

The 5 Council members who currently cannot vote and cannot make or second motions are:

- Secretary
- Treasurer
- Archivist
- Foundation liaison
- Madrona Grove liaison

Because the Madrona Grove liaison represents Madrona Grove residents, the Bylaws Committee believes that it is appropriate for the Councilor also to vote. They also thought that the remaining 4 Councilors who do not vote also bring an important perspective to the Council, while also doing a lot of work for the Council, and they too should have the right to vote. The Committee therefore proposes that all 17 members the Council be able to make and second motions, participate in discussions, and participate in Council voting.

**Appointment of Councilors:** The Bylaws from 2022 did not provide guidelines on who can be considered as a replacement for a District Councilor who opts to leave the Council prior to the completion of their term. The Bylaws Committees proposes a priority in who is to be considered in appointing a resident to an open Council seat:

- 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

**Council Funds:** The Council receives \$2,500 each year from RVI, but we do not have any guidelines on how those funds are to be spent. That results in a confusing process every time a resident, group, or committee requests funds. The Bylaws committee is proposing language that provides some guidance: “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”.

**General Changes:** Throughout the Bylaws document, the Bylaws Committee has tried to clarify language. It has also reordered the Articles into a more logical sequence, added a Table of Contents, and tried to remove redundancies.