

GWYNEDD ESTATES RESIDENTS' ASSOCIATION BYLAWS
OCTOBER 19, 2017

ARTICLE I
NAME

The name of this organization shall be GWYNEDD ESTATES RESIDENTS' ASSOCIATION (hereafter referred to as the ASSOCIATION).

ARTICLE II
PURPOSES

The purposes of the ASSOCIATION are:

- A. To represent the interests of the residents of Gwynedd Estates
- B. To communicate and cooperate with the staff of Gwynedd Estates and ACTS Retirement-Life Communities, Inc. (hereafter referred to as ACTS) in promoting a healthful, enjoyable and useful community life
- C. To review ACTS Administration policies which affect the community
- D. To review and evaluate suggestions from residents concerning matters which affect their wellbeing and conditions of residency

ARTICLE III
MEMBERSHIP

SECTION 3.1 – BASIC MEMBERSHIP Residents who have paid their annual dues are part of the ASSOCIATION. They are entitled to vote in any general membership meeting and in their respective floor meetings.

SECTION 3.2 – RESIGNATIONS Residents may resign their membership by submitting a written notice to the President or Secretary of the ASSOCIATION. Upon resigning, the resident forfeits the right to vote in all matters brought before the ASSOCIATION and is ineligible for committee membership.

ARTICLE IV
OFFICERS

SECTION 4.1 – FLOOR DIRECTORS (hereafter referred to as DIRECTORS) Persons will be selected by residents on each floor of each wing to represent their interests and keep them informed about activities and rules at Gwynedd Estates. These DIRECTORS will serve for two years. Each floor of each wing will have a DIRECTOR and an alternate DIRECTOR.

SECTION 4.2 – EXECUTIVE BOARD (hereafter referred to as the BOARD) The BOARD will be comprised of seven duly elected officers and the immediate past president of the ASSOCIATION (without vote privilege). The BOARD shall provide strategic guidance for the activities at Gwynedd Estates. The officers to be elected are President, 1st Vice President, 2nd Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. These officers will serve for two years. They will be responsible to: A. Prepare an annual budget B. Collect the dues C. Support committees that conduct activities for the residents D. Approve and dispense funds E. Receive and

act upon requests/recommendations submitted by the Council or individual residents F. Perform duties outlined in Section 4.8

SECTION 4.3 – RESIDENTS’ COUNCIL (hereafter referred to as the COUNCIL) The COUNCIL is comprised of the DIRECTORS and the BOARD. It will be responsible to:

- A. Review all resident’s suggestions and, as appropriate, ACTS policies and suggestions
- B. Identify any ASSOCIATION problems and develop feasible solutions through discussions with the Executive Director of Gwynedd Estates
- C. Recommend the amount of annual dues or other assessments to be levied that are consistent with the financial needs of the ASSOCIATION as outlined by the BOARD

SECTION 4.4 – COUNCIL ABSENCES Any member of the COUNCIL who shall have been absent from three (3) consecutive meetings, without a valid reason acceptable to the COUNCIL, shall cease to be a member of the COUNCIL.

SECTION 4.5 – COUNCIL VACANCIES Vacancies due to resignation, death or removal shall be filled by the BOARD for the balance of the term of the person being replaced.

SECTION 4.6 – COUNCIL REMOVALS Any officer or director may be removed upon an affirmative vote of two-thirds vote of the BOARD whereby in its judgment the best interests of the ASSOCIATION would be served by the removal.

SECTION 4.7 – NOMINATION AND ELECTION/SELECTION PROCEDURES There are two types of these procedures; officers and directors.

A. At least six (6) weeks prior to the General Meeting of the ASSOCIATION in even numbered years; the President shall appoint a new Nominating Committee in accordance with Section 6.4 to select individuals for the seven offices of the ASSOCIATION. The names of the nominating committee members shall be posted on the bulletin board in the hallway outside the mailroom upon formation of the committee. Any ASSOCIATION member may recommend a candidate for any office. They must submit the name to the nominating committee within 7 days of the posting of the names of the nominating committee. All candidates nominated by the members of the nominating committee must be members of the ASSOCIATION. All nominees must be approved by a majority of the nominating committee. The names of the candidates approved by the nominating committee members shall be posted on the bulletin board in the hallway outside the mailroom. The election of officers shall take place during the October General Meeting.

B. At least ten (10) days prior to the October General Meeting of the ASSOCIATION, the residents of each floor of each wing (under the direction of the retiring DIRECTOR) shall select a DIRECTOR and Alternate DIRECTOR in accordance with the following parameters:

- i. Residents of even numbered floors shall select their DIRECTORS and Alternate DIRECTORS in odd-numbered years to assume their responsibilities on January 1 of the following even-numbered year.
- ii. Residents of odd-numbered floors shall select their DIRECTORS and Alternate DIRECTORS in even-numbered years to assume their responsibilities on January 1 of the following odd-numbered year.
- iii. DIRECTORS serving a full two-year or an interim term at the time of selection shall be eligible for re-selection.

SECTION 4.8 – DUTIES OF OFFICERS Their duties will be as follows:

A. President

- i. General supervision and responsibility for operation, direction, and control of the COUNCIL
- ii. Preside at meetings of the ASSOCIATION, the COUNCIL and the BOARD
- iii. Be an ex-officio member of all committees except the Auditing and Nominating Committees

iv. Attend all duly convened meetings of the Presidents of the Northern Region of ACTS Residents' associations and exercise the right to vote in the best interest of the ASSOCIATION

B. Vice Presidents

i. In the absence, disability or resignation of the President, or when requested by the President, the First Vice President or the Second Vice President, in turn, shall assume the powers and duties of the President

ii. They shall perform such duties as may be delegated by the President

C. Secretary

i. Keep the minutes of all meetings of the COUNCIL, the BOARD, and the ASSOCIATION

ii. Give timely notices of such meetings as provided in Section 5.3

iii. Be the custodian of the records of the ASSOCIATION except for those records specifically created or retained otherwise by separate committees or entities

iv. Post the notices of all meetings of the COUNCIL, the BOARD, and the ASSOCIATION

v. Perform such duties as may be delegated by the President

D. Treasurer

i. Shall receive all income of the ASSOCIATION and deposit such funds in a depository approved by the COUNCIL

ii. With input from all committees and activities shall develop an annual budget

a. The budget, after BOARD approval, shall be submitted for adoption by the COUNCIL at the January meeting of the COUNCIL

iii. Disburse funds as designated in the approved budget by means of checks signed by the Treasurer or the Assistant Treasurer

a. Requests for expenditures in excess of or in addition to the approved budget must first receive approval by the BOARD

b. Requests for expenditures in excess of \$1000 shall be presented to the residents for a vote

iv. Keep a record of all financial transactions and prepare financial statements for presentation to the COUNCIL and the ASSOCIATION at such times as stipulated by the COUNCIL

v. Prepare and submit annually or as required all reports as specified for a 501 c (7) organization

vi. Be the custodian of the records of the financial transactions of the ASSOCIATION except for those records specifically created or retained by separate committees or entities

vii. Perform such duties as may be delegated by the President

E. Assistant Officers (Secretary and Treasurer)

i. Perform such functions and have such responsibilities as may be determined by the President

ii. Assume the powers and duties of the primary officer in the absence, disability or resignation of the primary officer

SECTION 4.9 – DIRECTORS DUTIES Their duties are described in a separate document that is distributed by the ASSOCIATION president.

ARTICLE V MEETINGS

SECTION 5.1 – TYPES There are five basic types of meetings that the ASSOCIATION members hold.

A. GENERAL MEETING - This type is held every October for all residents. Additional meetings may be held as needed.

B. COUNCIL MEETING - This type may be special or regular.

i. A special meeting may be held when called by the President or upon written petition by at least four (4) members of the BOARD or at least ten (10) members of the COUNCIL. Such special meetings may be held when announced to the COUNCIL at least seven (7) days in advance. The agenda of the special meeting shall be restricted to the subject(s) of the petition. Some meetings may be held with the Executive Director of Gwynedd Estates to address problems and develop solutions.

ii. The regular meetings will be held on the third Thursday of each month. COUNCIL meetings in July and August shall be held at the discretion of the COUNCIL. Residents may attend meetings of the COUNCIL as observers. Residents, when recognized by the presiding officer, may introduce issues for consideration. Attendance at COUNCIL meetings is open to residents only, except by invitation and approval by the COUNCIL.

C. BOARD MEETING - These meetings are held the first Thursday of each month or when requested by the President or under the provisions of Section 5.1 B.i. Only officers can attend these meetings. Attendance of non BOARD members at a BOARD meeting requires the approval of a minimum of four (4) members of the BOARD.

D. FLOOR MEETING - Residents of any floor or wing may meet under the direction of that floor's DIRECTOR to transact any business relating to the respective floor or wing.

E. COMMITTEE MEETING - These meetings are held by the committee chairs as necessary.

SECTION 5.2 – QUORUMS There are different quorum requirements for three types of meetings. When a duly scheduled meeting has no quorum present, the meeting shall be postponed and the President shall reschedule and post notice of the rescheduled meeting as soon as practical. No quorum is required for the rescheduled meeting.

A. GENERAL MEETING QUORUM - 35 residents in attendance constitute a quorum.

B. COUNCIL MEETING QUORUM - 12 members of the COUNCIL in attendance constitute a quorum.

C. BOARD MEETING QUORUM - 4 voting officers in attendance constitute a quorum.

SECTION 5.3 – NOTICES The notices of all regularly scheduled meetings will be posted on the official bulletin board outside the mail room and may be posted in the wing notice boxes and on other bulletin boards at least 30 days prior to the meeting. Email, pigeon-hole notices, or other methods may be used by DIRECTORS and committee chairs for notices of floor and committee meetings.

ARTICLE VI COMMITTEES

SECTION 6.1 – TYPES There are only two types of committees, standing and ad hoc. The audit committee and the nominating committee are the standing committees. The BOARD may appoint ad hoc (special purpose) committees as needed.

SECTION 6.2 – DUTIES These committees shall prepare their own agendas and their meetings shall be presided over by the committee's Chair. Each committee shall report at such times as may be requested by the President.

SECTION 6.3 – AUDIT COMMITTEE The BOARD, prior to the General Membership meeting, shall select an Audit Committee. Such committee shall consist of at least two (2) members of the ASSOCIATION of which one may not be a member of the BOARD. This committee shall review the Treasurer's records for the preceding fiscal year. The Audit Committee shall report the results of such findings at the General Membership meeting.

SECTION 6.4 – NOMINATING COMMITTEE The committee that nominates members to be officers of the ASSOCIATION shall consist of one member from each building wing. The committee members shall vote for a chairman of the committee. The committee will function as specified in Section 4.7 A.

SECTION 6.5 – COMMITTEE CHAIRS The President, with the concurrence of the BOARD, shall solicit a resident to be the Chair for any duly authorized standing or ad hoc committee. On occasions when the Chair is unable to be present at a scheduled meeting, the committee shall appoint an acting Chair.

SECTION 6.6 – ELIGIBILITY FOR COMMITTEE MEMBERSHIP Only residents who have paid their membership dues in full are eligible for committee membership. With a committee's permission, an employee of ACTS or their representative may attend committee meetings as a non-voting member.

SECTION 6.7 – COMMITTEE RECOMMENDATIONS Each committee Chair shall submit to the COUNCIL any recommendations it may wish to present. The COUNCIL shall determine what action, if any, should be taken. Only the COUNCIL or one or more designated representatives of the COUNCIL shall conduct discussions or negotiations with ACTS on matters of concern to the committee.

ARTICLE VII PARLIAMENTARY AUTHORITY

SECTION 7.1 – ASSOCIATION OPERATING RULES The rules contained in Robert's Rules of Order (Newly Revised, 11th Edition or later) shall be a guideline for the conduct of all transactions brought before any duly established meeting of the ASSOCIATION. The President will appoint a parliamentarian.

ARTICLE VIII AMENDMENT OF BYLAWS

SECTION 8.1 – AMENDMENT PROCEDURES Proposed amendments to these bylaws shall be submitted in writing to the BOARD, which will present the proposal along with its recommendation to the COUNCIL. The bylaws may be amended, altered, repealed, or restated, only by approval of sixty (60) percent of those present at a regular annual or special General Meeting providing a quorum is present.

ARTICLE IX DISSOLUTION

SECTION 9.1 – AUTHORIZATION TO DISSOLVE The ASSOCIATION may be terminated or dissolved only with authorization of the General Membership at a special meeting called for that purpose, and with the subsequent approval by a majority of a quorum at such meeting.

SECTION 9.2 – DISTRIBUTION OF ASSETS Upon termination or dissolution of the ASSOCIATION, any assets lawfully available for distribution shall be distributed to the ACTS Samaritan Fund designated for use at Gwynedd Estates.

ARTICLE X INDEMNIFICATION

SECTION 10.1 – SCOPE Any director or officer who is involved in litigation by reason of his or her position as a DIRECTOR or officer of the ASSOCIATION shall be indemnified and held harmless by the ASSOCIATION to the fullest extent authorized by law.

ARTICLE XI MISCELLANEOUS

SECTION 11.1 – FISCAL YEAR The fiscal year of the ASSOCIATION shall be from January 1 to December 31 of each year.

SECTION 11.2 – COMPENSATION FOR SERVICES No member of the ASSOCIATION shall receive any compensation for services rendered. However, at the discretion of the COUNCIL members of the ASSOCIATION may be reimbursed for expenses in connection with authorized work on behalf of the ASSOCIATION.

SECTION 11.3 – RESIGNATIONS AND PROLONGED ABSENCES Any Officer, DIRECTOR, or committee Chair may resign by giving written notice to the President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. In the event of the resignation or absence of any officer, the position shall be filled for the unexpired term by action of the BOARD. In the event of the resignation or absence of any DIRECTOR, the Alternate DIRECTOR shall fill the position. In the event of the resignation or absence of an Alternate DIRECTOR, the position shall be filled by a special floor selection.

SECTION 11.4 – THE COUNCIL OF PRESIDENTS OF THE ACTS RESIDENTS' ASSOCIATIONS The ASSOCIATION shall maintain a valid membership in the Council of Presidents comprised of officers from ACTS Residents' Association-Northern Region. This membership includes attendance by this ASSOCIATION's President or a designated representative at duly convened meetings of the Council.

SECTION 11.5 – CHECKS and NOTES All checks or demands for money and notes of the ASSOCIATION shall be signed or approved by the Treasurer or Assistant Treasurer or an officer with a valid signature card for the checking account. Vouchers fully documenting the goods or services received, the amount paid, the date of payment, the person or organization receiving payment, and the check number shall be required for expenditures.

SECTION 11.6 – ACCOUNTING AND FIDUCIARY GUIDELINES The COUNCIL shall at all times strive to conduct the ASSOCIATION's affairs with unimpeachable integrity and shall to that end ensure the establishment of procedures for prudent and responsible control and accountability over all funds it receives and ensure that all funds are dedicated to the ASSOCIATION's tax-exempt purposes.

SECTION 11.7 – VOTING GUIDELINES

A. Except as otherwise required elsewhere in these bylaws, the act of the majority of the members at a meeting at which a quorum is present shall be the act of the members.

B. On matters pertaining to the amending, altering, restating or repealing of these bylaws, or the termination or dissolution of the ASSOCIATION, or other matters as determined from time to time by the BOARD, the BOARD shall establish the procedures for proxy voting.

SECTION 11.8 – NONDISCRIMINATION POLICY It is the policy of the ASSOCIATION not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran’s status, political service or affiliation, color, religion, or national origin. Officers, directors, and committee members shall be selected entirely on a non-discriminatory basis as listed above.

Constitution amended – October 10, 1985

Constitution replaced by Bylaws adopted – October 10, 1990

Bylaws Amended – October 19, 2017