

Collington's Philosophy

and

Bylaws of the Residents Association

October 2014

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STATEMENT OF PHILOSOPHY

This Statement of Philosophy which will guide the Collington Episcopal Life Care Community through all phases of its development and operation, has been unanimously adopted by the Board of Directors.

We believe that people in their late years

- * can be secure in their surroundings;*
- * can be free from the fear of dependency;*
- * can be independent, creative, and self-fulfilled as long as it is given them to be; have purpose and dignity in life and at its end.*

We further believe that comfortable living accommodations and a supportive network in a caring community are fundamental to health, happiness and security.

Therefore, the Board of Directors of the Collington Episcopal Life Care Community will:

- * Welcome older people of all races and religions, within the broadest possible range of financial means;*
- * Provide a physically and emotionally secure environment offering the widest range of services for their varying needs - social, intellectual, medical and spiritual;*
- * Deliver these services attractively and efficiently;*
- * Develop relationships among residents, staff and Board of Directors characterized by mutual respect, consideration, trust and honesty.*

COLLINGTON MISSION STATEMENT

The mission of Collington is to maintain a secure, stimulating, supportive and compassionate life care community of diverse, older people, within a healthy environment that fosters independence and dignity for all.

ARTICLE I. NAME

The name of this organization is COLLINGTON RESIDENTS ASSOCIATION, INC., hereafter referred to as the Association.

ARTICLE II. PURPOSE

The purposes of the Association are:

Section 1. To assist in implementing the Collington philosophy.

Section 2. To develop reciprocally sound relations among residents, Management, and the Board of Directors of the Collington Episcopal Life Care Community, hereafter referred to as the Board of Directors.

Section 3. To represent residents' views to the Board of Directors and Management.

Section 4. To participate in an advisory capacity with planning and operation of Collington.

Section 5. To speak for the residents on other occasions.

Section 6. To organize and perform activities on behalf of all residents.

Section 7. To encourage and assist resident participation in educational, cultural and charitable activities in the outside community.

ARTICLE III. MEMBERSHIP

Section 1. All individuals who reside in the Collington Episcopal Life Care Community, hereafter referred to as the Collington Community, are members of the Association.

Section 2. No dues shall be required for membership. No member of the Association shall receive compensation for services performed for the Association, but may be reimbursed for reasonable expenses authorized by the Executive Committee.

ARTICLE IV. OFFICERS

Section 1. The Association officers shall consist of a president, first vice-president, second vice-president, secretary, and treasurer, who shall be elected at the annual meeting of the Association. The Association officers shall comprise the Executive Committee.

Section 2. The term of office for all Association officers shall be one year, starting at the close of the meeting at which they are elected until the end of the next annual meeting, or until a replacement is elected.

Section 3. Except for the secretary and the treasurer, no officer shall be elected to the same position for more than two consecutive full terms.

Section 4. The president shall be the principal executive officer of the Association and shall have general supervision and responsibility for its operation and affairs subject to the overall authority of the Residents Council and the general membership, and in keeping with these Bylaws. The president may serve as an ex-officio member of all committees, except the Nominating Committee, the Elections Committee, and the Audit Committee.

Section 5. The officers shall perform the duties prescribed by these bylaws and those assigned by the Residents Council and by the parliamentary authority adopted by the Association. The first vice-president shall be responsible for leading the planning activities of the Association. The second vice-president shall facilitate communication between the Activities Committees and the Residents Council: All officers shall submit annual reports to the Residents Council.

Section 6. No officer may be a District Representative, Chair of an Operating Committee, or a member of the Board of Directors (save the President, who is an ex-officio, non-voting member).

Section 7. If the office of Association president becomes vacant, the first vice-president shall succeed to the office for the remainder of the term. If the first vice-president is unable to serve as president, the second vice-president shall succeed to the office for the remainder of the term. If neither vice-president can serve as president, the Residents Council shall call a special election of the Association to fill the vacancy. Vacancies in other offices shall be filled by the Residents Council.

ARTICLE V. RESIDENTS COUNCIL

Section 1. The Association shall be governed by a Residents Council.

Section 2. The Residents Council shall consist of the officers, the representatives of each housing district, and the chairs of the Operating Committees .

Section 3. The president shall chair the meetings of the Residents

Council. Section 4. Duties of the Residents Council are:

- a. To adopt an annual budget with authorized expenditures within expected receipts and approve any modifications to the budget. The Executive Committee may, however, authorize changes within categories.
- b. To approve the establishment of committees and their mission statements.
- c. To fill vacancies in all offices other than the president as provided in ARTICLE IV. Section 7.
- d. To decide what issues shall be referred to a referendum of residents.
- e. To encourage, monitor and seek consensus among residents on Collington Community issues as a basis for informing the Board of Directors and Management of resident views.
- f. To transmit resident views to the Board of Directors and Management.
- g. To refer proposed amendments to these bylaws to a meeting of the Association members.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the Association officers. The Association president shall chair the Executive Committee.

Section 2. The Executive Committee provides leadership for the Association. It is responsible for recognizing issues that should be brought before the Residents Council and, if necessary, the membership as a whole. The Executive Committee plans the Residents Council's monthly agenda and recommends actions for the Residents Council approval.

Section 3. The Executive Committee shall have power to act on behalf of the Residents Council in matters arising between meetings of the Residents Council, except for those matters specifically reserved to the Residents Council. Such actions shall be reported to the Residents Council at the next meeting.

Section 4. The Executive Committee is responsible for maintaining the Residents Association Manual of Operations, which shall be provided to the officers, district representatives, housing leaders and all committee chairs.

ARTICLE VII. DISTRICT REPRESENTATIVES AND HOUSING LEADERS

Section L The residential Collington Community shall be divided into nine housing districts as follows: five cottage areas (1000s, 2000s, 3000s, 4000s, 5000s), three apartment floors, and the Health (Creighton) Center.

Section 2. District Representatives

- a. At least 30 days before the annual meeting each housing district shall elect a representative to serve on the Residents Council to take office at the close of the annual meeting and to serve for a term of one year. The positions will be limited to two consecutive full terms. Vacancies may be filled by special election conducted by the district involved.
- b. The District Representative for the Health Center shall be selected by the Residents Council from one or more nominees presented by the Health Services Steering Committee.
- c. Duties of the District Representatives include:

- i.** Attending Residents Council meetings or providing for an alternate who shall have voting privileges.
- ii.** Consulting frequently with housing leaders within the district and attending cluster/corridor meetings to assure that views of the individual areas are appropriately presented to the Residents Council; and that information from the Residents Council meetings reaches residents promptly.
- iii.** Taking to the appropriate committee the concerns of the district.
- iv.** Bringing concerns not satisfactorily resolved by committee action to the Residents Council.

Section 3. Cottage Area, Apartment Floor, and Health Center Leaders

- a.** Prior to the election of district representatives, each housing area (i.e., each cottage cluster area, each wing of each floor of the apartment building, and the Health Center) shall select a housing leader to take office at the close of the annual meeting. The positions will be without term limits, but shall be reconsidered annually.
- b.** The responsibilities of the Housing Leader include:
 - i.** Encouraging and promoting discussion of pertinent issues including but not limited to matters subject to the Residents Council or membership voting.
 - ii.** Determining with residents the number, time, and frequency of meetings.
 - iii.** Interacting with other housing leaders in the district and the district representative to assure exchange of pertinent information.
 - iv.** Welcoming new residents and assisting them in their orientation and settling in.
 - v.** Acting as the point of contact with the social worker to receive information on residents in the cottage area/apartment floor and to provide assistance.

ARTICLE VIII. ELECTIONS

Section 1. Separate elections shall be held for:

- a.** Officers of the Association
- b.** Resident members of the Board of Directors with terms and conditions as specified by the Board.

Section 2. Committees.

- a.** The Nominating Committee shall be responsible for nominating candidates for Association offices and for the Board of Directors. The Committee shall consist of six members with three elected each March by the Residents Council for two-year terms.
- b.** An Elections Committee of four members shall be responsible for conducting elections. They shall be appointed annually by the President at least one month before the elections.
- c.** No member of either committee is eligible to serve more than two years without an intervening year.

Section 3. General Provisions

- a.** Prior assurance that each person nominated will serve if elected shall be obtained by the Nominating Committee.
- b.** Absentee ballots shall be permitted provided a written request is filed with the Elections Committee no later than five days before the meeting, and the ballots returned to the Elections Committee at least the day before the election.

Section 4. Nomination of Resident Members to serve on the Board of Directors

- a.** Thirty days before voting is scheduled to take place, the Nominating Committee will identify two or more residents who are willing to serve.
- b.** Additional candidates may be proposed by petition signed by 25 residents and submitted to the Nominating Committee no later than 15 days before voting is scheduled.
- c.** In June, all residents may cast votes by ballot in support of one or more of those proposed to serve on the Board of Directors.
- d.** Each person receiving a vote on a majority of ballots cast at election, but a minimum of two persons, shall be nominated by the Residents Association for selection by the Board of Directors.
- e.** If any resident member of the Board of Directors is unable to complete his/her term of office, the Residents Association Council may nominate candidates for replacement

Section 5. Election of Officers

- a.** Association officers shall be elected at the annual meeting in October.
- b.** A slate of candidates for office shall be announced to the membership by the Nominating Committee at least 30 days before the annual meeting.
- c.** Additional candidates may be nominated by petition signed by 25 Association members and submitted to the Nominating Committee no later than 15 days before the annual meeting.

ARTICLE IX. MEETINGS

Section 1. General Association Membership Meetings

- a.** An annual meeting of the membership of the Association shall be held the first Friday in October to elect and install officers, receive written annual reports, and consider any other topics set forth in the meeting notice.
- b.** A membership meeting shall be held annually in June for the purpose of nominating residents to serve on the Board of Directors and to consider any other topics set forth in the meeting notice.
- c.** Special membership meetings may be called by the Residents Council, by the president, or upon petition by 25 Association members.
- d.** Notice of the time and place for membership meetings shall include a statement of items to be discussed and voted upon. It shall be distributed in message boxes at least 15 days before the meeting.
- e.** A quorum shall be 20 percent of the current membership. A majority of those members present and voting is required to adopt a motion, except that to amend the bylaws a two-thirds majority of those present and voting is required.

Section 2. Residents Council Meetings.

- a.** The Residents Council shall normally meet once a month and at least once each quarter. Additional meetings may be called by the president or on the written request of five Resident Council members.
- b.** Except in an emergency situation, written notice of Residents Council meetings with an agenda shall be delivered to message boxes of Residents Council members at least four days before a meeting and be posted on bulletin boards.
- c.** Only Residents Council members or their alternates may vote.

- d. A quorum shall consist of 50 percent of the members of the Residents Council with a majority of those present and voting required to adopt a motion.
- e. Chairs of committees or their designated alternates may report on significant current activities, the status of resident suggestions, concerns and recommendations for action by the Residents Council.
- f. Any member of the Association may attend any Residents Council meeting, except for executive sessions, and may have a reasonable privilege of the floor without the right to vote.

ARTICLE X. COMMITTEES

Section 1. The Association shall have:

- a. Administrative Committees to assist the Council to carry out its functions.
- b. Operating Committees to interface with Management on Collington operations.
- c. Activity Committees to conduct programs desired by residents.

Section 2. No recommendation by any committee to the Collington Community or members of the Collington staff or management shall carry the authority of the Association unless approved by the Residents Council. This does not preclude discussion of issues by committees or individuals with the Collington Community or the staff or management.

Section 3. Committees other than those mandated by these bylaws shall be established, modified, or abolished by the Residents Council from time to time as the Residents Council deems appropriate.

Section 4. The Committees shall:

- a. Have such subcommittees or liaison groups as the Residents Council or the individual committees may deem necessary.
- b. Create and periodically update mission statements for approval of the Residents Council.
- c. Promulgate rules and procedures under which they operate.
- d. Establish their own procedures for electing officers and determining voting membership and frequency of meetings.

- e. Submit budget requests to the Treasurer.

Section 5. Administrative Committees include those provided for in these bylaws: Executive (Article VI), Nominating (Article VIII), Elections (Article VIII), Finance (Article XI), Audit (Article XI).

Section 6. Operating Committees shall be: Fiscal Review Committee, Health Services Committee, Marketing Committee, Dining Services Committee, Grounds Committee (including the Landscape Committee and the Lake and Trail Committee), and Buildings Committee (including the Property Committee and the Security Committee). These committees each have a major responsibility to advise and interface with Management (department heads) on a specific area of Collington operations, in addition to their various other responsibilities. Each Committee shall:

- a. Select a Chair annually.
- b. Meet once a month and at least quarterly.
- c. Furnish an annual report to the Residents Council.
- d. Each Operating Committee chair shall meet with the Executive Committee as requested to report on activities and plans.

Section 7. Activity Committees: These committees are formed to provide a variety of programs to enhance the quality of life for residents and to participate in or contribute to the wider community. Each committee shall submit an annual report to the Residents Council.

Section 8. General provisions.

- a.** A committee chair who is not a member of the Council may bring an issue to the second vice-president of the Residents Association with the request that the issue be placed on the Residents Council's agenda. In the Residents Council meeting the second vice-president may make the necessary motion on behalf of the committee.
- b.** A resident interest group desiring periodic support from the Association may seek establishment as a committee by submitting a proposed mission statement to the Residents Council for approval.

ARTICLE XI. FINANCE

Section 1. Financial Support

Financial support of the Association is received from various volunteer activities of the residents, primarily from the Opportunities Outlet; from individual contributions by residents and others; and from earnings of the Residents Association Endowment Fund.

- a. Opportunities Outlet is a thrift shop run by resident volunteers, which provides the principal support for the Residents Association activities each year and furthermore donates liberally to the Residents Association Endowment Fund.
- b. Some committees, such as the Woodshop and the Creative Arts Committees, donate some of their earnings annually.
- c. Volunteer tax preparers do not accept reimbursement, but may encourage resident clients to donate to the Residents Association.
- d. No resident may benefit financially from participating in any activity or program sponsored by the Residents Association.
- e. The Residents Association Endowment Fund has been established with contributions from the Opportunities Outlet, individual residents, and others. The fund is managed by the treasurer with the advice of the Finance Committee. Use of the funds requires specific action by the Residents Council.

Section 2. Finance Committee

- a. The Finance Committee shall consist of the Association treasurer as chair and at least two additional members of the Association selected by the Residents Council.
- b. The Finance Committee shall:
 - i. Prepare a budget to be approved by the Residents Council prior to the start of the next fiscal year.
 - ii. Establish a proper set of procedures and controls for the financial aspects of any operation expected to provide revenue to assist in financing Association activities.
 - iii. Assist the treasurer in conducting the financial transactions of the Association.
 - iv. Review monthly financial reports of all Association activities.

- v. Prepare monthly reports for the Residents Council and a summary status report as of the end of the past fiscal year for the annual meeting.

Section 3. Fiscal Year

The fiscal year of the Association shall end on March

31. Section 4. Audits

A two-person committee selected in February by the Residents Council or a commercial accounting firm engaged by the Residents Council shall conduct an examination and verification of all Association financial records. Such examinations shall be conducted at the close of each fiscal year and at such other times as directed by the Residents Council with written reports submitted to the Council.

Section 5. Solicitations

Door-to-door solicitations for funds by residents, staff, or outsiders are not permitted by the Collington Community. The Residents Council may authorize presentations of information, services, or programs considered to be beneficial or of interest. The Residents Council may authorize solicitation of voluntary donations.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Section 1. Roberts Rules of Order, latest edition, shall govern all Association meetings in all cases in which it is applicable and in which it is not inconsistent with these bylaws.

ARTICLE XIII. AMENDMENT OF BYLAWS

Section 1. These bylaws may be amended at an annual meeting or a membership meeting called for the purpose. A quorum for such meetings is 20 percent of Association members. A vote of two-thirds of members present and voting is required to amend the bylaws.

Section 2. Amendments may be proposed by the Residents Council or by a petition signed by at least 25 Association members and presented to the Residents Council.

Section 3. The text of any proposed amendment shall be distributed to Association members in their message boxes at least 30 days before the meeting at which it is to be considered.

ARTICLE XIV. DISSOLUTION

Section 1. Upon dissolution of the Association, the net assets remaining after payment of all debts and obligations shall be distributed as directed by the Residents Council to one or more organizations qualified as tax-exempt under Section 501(c)(3) of the U.S. Internal Revenue Code of 1988 and its regulations as they now exist or as they may hereafter be amended.

Section 2. Such funds are to be used solely on behalf of the elderly by the receiving organization or organizations.

Section 3. Any net Association assets not so distributed shall be disposed of by the court having jurisdiction of the dissolution, exclusively to such organization or organizations as are then qualified as tax-exempt as defined above.

The Bylaws as amended and restated in June 2008 and approved at a meeting of the membership of the Association on June 17, 2008, superseded in their entirety the Bylaws adopted by the Residents Association January 18, 1989, and amended June 21, 1991, June 4, 1993, October 6, 1995, June 7, 1996, October 13, 2000, and October 8, 2004. Article VIII Section 4 was amended January 20, 2012, and Article IX Section 1.b. was amended at the same time to reflect the change. Article VII Section 2 was amended April 22, 2014. The present Bylaws as restated in September 2014 and approved at a meeting of the membership of the Association on October 3, 2014, supersede in their entirety all previous versions.