

**BYLAWS OF
THE RESIDENTS' COUNCIL OF BETHANY VILLAGE
December 5, 2023**

ARTICLE I

Name

- Section 1. The name of the organization shall be The Residents' Council (RC) of Bethany Village (BV), a continuing care retirement community, located in Pennsylvania.

ARTICLE II

Objective

- Section 1. The objective of this organization shall be:
- a. To cooperate with the administrative staff of BV in providing for the social, physical, mental, and spiritual welfare of the Residents.
 - b. To conduct fundraising efforts and provide volunteer assistance for the benefit of the residents of BV.
 - c. To enhance the services provided to BV residents.
 - d. To support BV's not-for-profit, charitable mission.
 - e. To maintain and improve the quality of life for all BV residents.

ARTICLE III

Membership

- Section 1. The Council shall consist of Residential Living Residents of BV. Representation on Council is based on the number of living units – 25 units = 1 representative on Council.
- a. One (1) representative elected by the residents of Bethany Center;
 - b. Four (4) representatives elected by the residents of Bethany Court;
 - c. Four (4) representatives elected by the residents of the East Cottages;
 - d. Six (6) representatives elected by the residents of Bethany West Apartments.
 - e. Two (2) representatives elected by the residents of the West Cottages and Estates.
- Section 2. Members elected as provided in Section 1 shall each serve for a period of two (2) years, but half the total representatives for each constituent area as specified in Section 1 shall be selected in alternate years, with terms to begin at the January meeting of the Council following their election and certification. Members shall not be eligible to serve more than three (3) consecutive terms, except if a member

was elected to fill an unexpired term of less than one (1) year. A member shall be eligible for re-election after the lapse of one (1) year.

- Section 3. Election of members as provided in Section 1, subsections (a) through (e) of this Article shall be by ballot and shall be supervised and certified by the Nomination and Elections Committee as provided in Article VIII, Section 3(b).
- Section 4. Any vacancy in the membership of the Council shall be filled as soon as possible after it occurs in the same manner that the member was elected.
- Section 5. Residents of BV who accept nomination to be representatives on the Council and are elected, shall be required to attend at least eight (8) of the ten (10) regularly scheduled meetings, unless otherwise excused. Members shall be willing to accept leadership responsibilities.
- Section 6. Residents of Assisted Living and Skilled Care are residents of BV. Since their problems and concerns are different, they each have an Advocacy Council. Minutes of these Council meetings are sent to the RC for review. When received by the RC, minutes will be included in the RC Minutes for distribution.

ARTICLE IV **Officers and Duties**

- Section 1. The Officers of the Council shall be a President, a Vice President, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer elected by the Council from its membership.
- a. If a qualified candidate for the office of Secretary is not available from within its elected membership, the Council has the option to elect a resident of BV to perform the secretarial duties as a non-voting volunteer.
 - b. If a qualified candidate for the office of Treasurer is not available from within its elected membership, the Council has the option to elect a resident of BV to perform the Treasurer's duties as a non-voting volunteer.
 - c. The President, Vice President, Assistant Secretary, and Assistant Treasurer must be members of the Council.
- Section 2. Duties of Officers:
- a. The President shall:
 - (1) Preside over all meetings of the Council and Executive Committee.
 - (2) Appoint, subject to approval by the Council, the chairs of Standing and Special Committees.

- (3) Review with committee chairs the membership of their committees.
 - (4) Serve as an ex officio member of all Standing and Special Committees except the Nominations and Elections Committee.
 - (5) Not appoint themselves chair of any Standing, Special and Ad Hoc Committee.
- b. The Vice President shall perform all duties of the President in his/her absence.
- c. The Secretary shall:
- (1) Notify the members of the time and place of all meetings of the Council.
 - (2) Prepare and maintain a permanent file of Minutes to summarize the business transactions and reports submitted at each meeting of the Council and unless otherwise directed by the Council arrange for the distribution of all Minutes to BV as soon as possible.
 - (3) Prepare and maintain a permanent file of the Minutes and summarize all business transacted and reports discussed, and any action taken at each meeting of the Executive Committee.
 - (4) Keep a permanent record of attendance at each meeting of the Council and each meeting of the Executive Committee; with all attendees listed in the Minutes. Excused and unexcused absences shall be noted in parenthesis after the member's name.
- d. The Assistant Secretary shall perform the duties of the Secretary in the absence of the Secretary.
- e. The Treasurer shall:
- (1) Have custody of all funds managed by the Council.
 - (2) Maintain funds in a business account under the name of "Residents' Council of Bethany Village" in a bank or savings institution or otherwise as the Council may direct.
 - (3) Prepare and maintain records of receipts and disbursements, disburse budgeted and nonbudgeted funds approved by Council. The Treasurer, Assistant Treasurer, President or Vice President shall sign all checks. If the amount is greater than \$500, checks must be cosigned by two of the above officers.
 - (4) Report at each regular meeting of the Council the income and expenditures of allocated funds and other funds monitored by the Treasurer.
 - (5) Develop a budget for the Council to be reviewed by the Executive Committee and presented to the Council for approval at the beginning of the calendar year. Funds allocated to committees or groups of the Council monies must be spent and documented by appropriate invoices or sales slips prior to December 31 of each calendar year. All allocation requests

- are due by November 15 for the next calendar year. The allocated funds cannot be carried over from one calendar year to the next calendar year.
- (6) All nonbudgeted fund requests, more than \$200, shall be submitted to the Executive Committee for review. The Executive Committee shall submit their recommendations to the full Council for the full Council to either approve or deny the request.
 - (7) In a timely manner, file Form 990, Return of Organization Exempt from Income Tax.
 - (8) Be knowledgeable in QuickBooks Online.
- f. The Assistant Treasurer shall perform the duties of the Treasurer in the absence of the Treasurer.

ARTICLE V

Meetings

- Section 1. The regular meetings of the Council shall be held monthly except July and August on the first Tuesday of each month or otherwise at the discretion of the Executive Committee with due and timely notice to all members.
- Section 2. The annual Reorganization Meeting of the Residents' Council shall be the first meeting of the year.
- Section 3. The Executive Committee may call special meetings or may call them upon the written request of five (5) members to the President upon due and timely notice to all members.
- Section 4. The Executive Committee shall have the authority to transact business of an urgent nature between meetings of the Council, except to modify an action previously taken by the Council.
- Section 5. Two (2) officers, including the President and/or the Vice President and fifty percent (50%) of the total Council membership shall constitute a quorum for the transaction of business at any regular or special meetings of the Council.

ARTICLE VI

Executive Committee

- Section 1. The President, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer shall constitute the Executive Committee.

- a. If the duties of the Secretary are being performed by a non-voting volunteer, as permitted pursuant to Article IV, Section 1,.a. the Council shall elect a member of Council to serve as a voting member of the Executive Committee.
- b. If the duties of the Treasurer are being performed by a non-voting volunteer, as permitted pursuant to Article IV, Section 1,b. the Council shall elect a member of Council to serve as a voting member of the Executive Committee.

- Section 2. The term of office for all Officers and elected voting members shall be two (2) years, beginning January 1 following their election. The terms of the President, the Treasurer (or elected member) and Assistant Secretary shall begin in an odd-numbered year. The terms of the Vice President, the Secretary (or elected member) and Assistant Treasurer shall begin in an even-numbered year.
- Section 3. No Officer, other than the Secretary and Treasurer, shall serve for more than two (2) consecutive terms, but any such Officer shall become eligible for re-election after the lapse of one (1) year.
- Section 4. Removal from office for just and proper cause shall require a vote of not less than two-thirds (2/3) of the members present and voting at any regular meeting, provided that written notice of such action has been given to all members at least ten (10) days before the meeting.
- Section 5. Vacancies, which may occur during the term of any Officer, shall be filled as follows:
- a. If in the office of President, the Vice President shall become President.
 - b. If in the office of Vice President, Secretary, Assistant Secretary, Treasurer, or Assistant Treasurer, by election at the first regular meeting of the Council after the vacancy occurs.
- Section 6. Four (4) of the Council officers, including the President and/or Vice President must be present for the transaction of business at any meeting of the Executive Committee.

ARTICLE VII

Standing and Special Committees

- Section 1. The Standing Committees: All other committees, clubs and activities are listed separately in the attached Addendum.
- a. Audit

- b. Bylaws
- c. Nominating and Elections

Section 2. Standing Committees may be established or deleted at the discretion of the Council.

Section 3. Chairs of the Standing Committees shall be elected members of the RC. Each Standing Committee (Audit, Bylaws, and Nomination and Election) shall have at least one member from each of our four residential areas: East Cottages, East Apartments (including the Center), West Apartments, and West Cottages.

Section 4. Special Committees may be appointed by the President for a period of up to one year. At the end of the year, it will either be discontinued or made a permanent part of the Residents' Council.

ARTICLE VIII

Duties of Standing Committees

Section 1 **The Audit Committee:**

- a. Shall be comprised of at least four (4) independent individuals appointed annually by the Residents' Council Executive Committee. The Audit Committee should be members of the Residents' Council if possible. The committee should be comprised of people with knowledge of financial statements and the underlying transactions.
- b. After the year end of December 31, an audit shall be done and completed no later than January 31.
- c. The Committee shall review financial statements, bank statements, and underlying financial transactions to determine that appropriate authorizations were received, the accuracy of receipts, disbursements, journal entries, and account classifications.
- d. A final report and sign-off by the entire Committee shall be submitted to the Executive Committee and then to the entire Residents' Council for approval.

Section 2 **The Bylaws Committee** shall meet from time to time to consider and discuss changes and amendments to the Bylaws at the request of the RC and submit the same to the Council for approval and adoption.

Section 3. **The Nominations and Election Committee** shall:

- a. During the month of September, send invitations to Residents in Bethany Center, Bethany Court, Bethany Cottages East, Bethany West and Bethany Cottages West and Estates, to become candidates for nomination to the RC.

- b. In October of each year, prepare, distribute, collect, and tally written ballots to elect representatives to serve in place of those whose terms expire at the end of that year for constituent areas designated in Article II, Section 1, Subsections (a through e). The Residents of each area shall vote for their own representatives. Each election shall be determined by a plurality vote. The Committee shall certify the results of such elections to the Council at its November meeting.
- c. Should any such election result in a tie vote, proceed in the same manner to supervise another ballot or ballots until a representative is elected, and certify the same at the next regular meeting of the Council.
- d. Supervise and duly certify such special elections as may be required to fill vacancies in the elected membership. If a member resigns during his/her term, the President must receive a letter of resignation. The letter of resignation is then presented to the Council at the next regularly scheduled meeting. After the vote of acceptance by the Council, the vacancy must be filled within a reasonable time by a ballot vote of the residents in that Residential Living Unit.
- e. At the November meeting of each year, nominate Officers to succeed those whose terms will expire at the end of the year. At the December meeting of each year, a slate of Officers to succeed those terms that will expire at the end of that year shall be presented to the Council. The election of these Officers shall proceed by voice vote unless more than one person has been nominated for office, in which event the vote for that office shall be conducted by ballot supplied and tallied by this Committee.

ARTICLE IX

Amendments

The Bylaws may be amended at any regular meeting of the Council by two-thirds (2/3) vote of those members present and voting, provided that the amendment or amendments have been submitted in writing to all members at least ten (10) days before the meeting.

ARTICLE X

Liability And Indemnification Of Officers

And Executive Committee Members

The Residents' Council shall indemnify every Officer and Executive Committee Member against any and all liabilities, costs and expenses, including council fees, reasonably incurred by, or imposed upon, an Officer or Executive Committee Member, in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Executive Committee of the Residents' Council) to which he or she may be made a party by reason of being or having been an Officer or Executive Committee Member of the Residents'

Council, whether or not such person is an Officer or Executive Committee Member at the time such expenses are incurred, unless the Officer or Executive Committee Member in question is found by a court of confident jurisdiction to have been guilty of gross negligence or willful misconduct. The Officers and Executive Committee Members shall not be liable to the Members of the Residents' Council for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or gross negligence. The Officers and Executive Committee Members of the Residents' Council shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Residents' Council and the Residents' Council shall indemnify and forever hold each Officer and Executive Committee Member free and harmless against any and all liability to others on account of any such contract or commitment, unless the Officer or Executive Committee Member in question is found by a court of confident jurisdiction to have been guilty of gross negligence or willful misconduct. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Officer or Executive Committee Member of the Residents' Council or former Officer or Executive Committee Member of the Residents' Council, may be entitled. An Officer or Executive Committee Member shall not be liable to the Residents' Council or its Members solely because the Officer or Executive Committee Member has an interest in any business conducted by the Residents' Council, has an interest in any company or entity with which the Residents' Council does business, or otherwise receives an economic gain from any expenditure or business of the Residents' Council so long as the business or transaction in question was approved by a majority of the disinterested Officers and Executive Committee Members of the Residents' Council.

ARTICLE XI

Rules of Order

Procedural authority in all matters not specified in the Bylaws of the Council shall be "Robert's Rules of Order, Newly Revised."