

# KENDAL AT OBERLIN RESIDENTS ASSOCIATION, INC.

600 Kendal Drive, Oberlin OH 44074

## CONSTITUTION AND BYLAWS

### **ARTICLE I: Name, Purpose, and Membership**

**Section 1.1 Name.** The name of this organization is

KENDAL AT OBERLIN RESIDENTS ASSOCIATION, INC. (KORA), hereinafter sometimes called the "Association."

**Section 1.2 Purpose.** The purpose for which the Association is formed is:

To cooperate with the Administration, Staff, and Board of Directors of Kendal at Oberlin to establish a community in the true sense of the word: one in which the individual person is nurtured, so that participation in the corporate body of residents and staff may be enhanced;

A community where each resident and the corporate body of residents are committed to a life of openness, careful listening, and genuine respect and loving care for each other;

A community where members can respond to one another with sensitivity, good will, and patience, with the expectation that issues and problems can be resolved;

And a community where the values and standards set forth in the publication Values and Practices--The Kendal Corporation are realized.

Said organization is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Said organization may serve as the "group" sponsoring group life insurance for its members.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal

tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 1.3 Membership.** All residents of Kendal at Oberlin are members of the Association and eligible to participate in its activities, including attendance at committee meetings.

## **ARTICLE II: Meetings of Members**

**Section 2.1 Place and Time.** Meetings of members of the Association shall be held at Kendal at Oberlin at times fixed by the President or by the Residents Council.

The Annual Meeting shall be held in November, at a date to be announced at least two weeks in advance, for the election of Officers, Members of the Residents Council, and the Nominating Committee, and for the transaction of such other business as may properly come before the meeting.

The President shall call special meetings of the Association upon the written request of ten or more members, to be held at Kendal for the purpose(s) requested and at times agreed to.

**Section 2.2 Notice of Meetings.** The Secretary shall give two weeks notice of the date of the Annual Meeting and not less than five days notice of any other Association meeting, by posting written notice on the bulletin

boards of the Heiser Community Center and the Stephens Care Center and by placing a copy in each member's open mailbox.

**Section 2.3 Quorum.** Twenty-five per cent of the total number of residents at Kendal shall constitute a quorum for the transaction of business.

**Section 2.4 Voting.** Voting shall be by voice vote except when a motion to vote by ballot on a specific proposal shall be approved by a majority of those members present.

Members may vote only in person, except for those residing in the Stephens Care Center, who may vote by proxy. Requests for proxies must be made to the Secretary at least 24 hours before the vote.

### **ARTICLE III: Residents Council**

**Section 3.1 Number.** There shall be fifteen members of the Council, including four officers (President, Vice-President, Secretary, and Treasurer), and eleven other members, known as "Councilors."

**Section 3.2 General Powers.** Except as restricted by a vote of members of the Association, the Council shall have full power to manage the affairs of the Association.

**Section 3.3 Meetings.** Meetings of the Council shall be held at times and places at Kendal as may be fixed by its members, or at the discretion of the President. A special meeting shall be called by the President upon the written request of at least four members of Council, to be held at a time and place at Kendal as agreed upon.

Meetings of Council, except when in Executive Session, are open to all members of the Association, who may speak to the issues, but without the right to vote.

**Section 3.4 Quorum.** Eight Members of Council shall constitute a quorum.

## **ARTICLE IV: Election of Officers, Councilors and Nominating Committee**

**Section 4.1 Election of Officers.** At each Annual Meeting, the Association shall elect a President, Vice-President, Secretary, and Treasurer for one-year terms. In the event the President shall resign, or shall, in the judgment of the other members of the Council, be unable to serve, the Vice-President shall become President. In the event of a vacancy in the offices of Vice-President, Secretary, or Treasurer, the Council shall appoint a successor to complete the balance of the term.

**Section 4.2 Election of Councilors.** Except for the first election, the term of office for all Councilors shall be two years. Of the eleven elected to the first Council, six shall be elected for one year, and five for two years, the term of office being determined by lot. In the case of a vacancy on Council, except as provided in Section 4.1 above, the Council shall appoint a replacement to serve until the next election.

**Section 4.3 Election of the Nominating Committee.** The Nominating Committee shall consist of five members, serving two-year terms. Two members shall be elected in even years, and three members shall be elected in odd years. In case of a vacancy on the Nominating Committee, the Council shall appoint a replacement to serve until the next election.

**Section 4.4 Nominations.** For the first election, a slate shall be prepared by the Organizing Council, drawing on suggestions from members of the Residents Association. These suggestions must be made in writing at least two weeks prior to the election, and be submitted with the consent of the suggested candidate.

In subsequent elections, the Nominating Committee shall propose to the Annual Meeting a slate of Officers, Councilors, and Members of the Nominating Committee. Members of the Residents Association shall be urged to suggest names for consideration by the Nominating Committee, to be given in writing and with the consent of the suggested candidate to the Chair of the Nominating Committee at least one month before the Annual Meeting.

**Section 4.5 Terms of Office.** Newly-elected Officers and Councilors shall take office on January 1. Those elected to Council at the November Annual Meeting are expected to attend meetings of the Council during November and December, but without vote.

No Officer shall serve in the same elective office for more than two consecutive one-year terms. No Councilor or Member of the Nominating Committee shall serve for more than two consecutive two-year terms. The maximum consecutive time of service on Council, whether as Officer or Councilor, shall be four years.

## **ARTICLE V: Committees**

**Section 5.1 Executive Committee.** There shall be an Executive Committee consisting of the four elected Officers. The Executive Committee may meet on one day's notice, and when the Council is not in session may exercise all the powers and duties of the Council. Three Officers shall constitute a quorum. Any actions taken by the Executive Committee shall be reported to the Council at its next meeting.

**Section 5.2 Audit Committee.** The Council shall appoint two members of the Association to audit the accounts of the Treasurer for the current fiscal year. The Committee's report shall be delivered to the President who shall have it posted on the bulletin board.

**Section 5.3 Committees Established Within the Council.** The following Committees shall consist of Council members:

- 1) **The Budget Committee** is charged with preparing a KORA budget for the coming year, working with the Treasurer and with each committee on estimated income sources and proposed expenditures. The Budget Committee shall also monitor income and expenses compared to the budget and shall report to Council.
  
- 2) **The Suggestions & Concerns Committee** is charged with listening to suggestions, complaints and concerns from residents, and taking appropriate steps to see that they are responded to within a reasonable time.

- 3) **The Coordination Committee** is charged with helping all Standing Committees, Subcommittees and Special Purpose Groups of the Residents Association to avoid duplication of effort, to communicate with Council and among Committees, Subcommittees and Special Purpose Groups and to resolve problems within and between Committees, Subcommittees and Special Purpose Groups.

**Section 5.4 Standing Committees and Their Subcommittees.** Standing Committees are established by Council to implement activities and programs that address residents' needs, thus enriching their quality of life. Council may abolish Standing Committees or change their purposes as needed.

Each Standing Committee shall select its own members. Standing Committees may also establish Subcommittees to perform specific functions related to the Standing Committee's purpose. Subcommittee members need not be members of the full Standing Committee. A representative of each Subcommittee shall meet periodically with the Standing Committee which established it. Standing Committees shall select Chairs for a one-year term, with a maximum of four consecutive terms. The same applies to Subcommittees with Chairs. Any exceptions must be approved by KORA Council.

The responsibilities of Committee Chairs are determined by the Committees, but shall include:

- producing statements of purpose and reports of activities
- submitting annual budget requests and expense reports

Council shall appoint a Council member as Liaison to each Standing Committee. Liaisons will facilitate communication between Committees and Council and assist appropriately with problems when requested to do so.

A Committee which generates net income in any operating year shall be invited to send a representative to inform the Council how their net income is distributed.

**Section 5.5 Ad Hoc Committees.** The Council may establish Ad Hoc Committees as needed, and may appoint a Chair and members of such Committees. An Ad Hoc Committee may establish Subcommittees in the same manner as Standing Committees. The Council may abolish or change the purpose of Ad Hoc Committees.

**Section 5.6 Special Purpose Groups.** Special Purpose Groups, such as Interest Groups and Support Groups, are formed by residents with a common interest, hobby or life situation. They may operate with or without Chairs, at the discretion of the members. Chairs may serve without restriction as to number of terms.

Interest Groups and Support Groups should maintain contact with the Council Coordination Committee.

**Section 5.7 Budget Requests.** Standing Committees, Ad Hoc Committees, Interest Groups and Support Groups are eligible for KORA financial support. Applications for financial support shall be submitted to Council's Budget Committee by the end of September each year for the succeeding calendar year period.

**Section 5.8 Annual Reports.** Standing Committees and their Subcommittees, Ad Hoc Committees, Interest Groups and Support Groups shall submit annual reports to the Council by a date no later than November 30 of each calendar year, stating its purpose, activities and accomplishments. Each report should also state the extent to which the Committee's or Group's mission has been accomplished, and provide information of plans for the coming year. The Council may from time to time request special reports. Each Committee is invited to propose new policies to the Council.

**Section 5.9 Publication of Authorized List.** During the first quarter of each calendar year the Council will issue a listing of authorized and active Standing Committees and their Subcommittees, Ad Hoc Committees, Interest Groups and Support Groups, which will be put on file in the library and made available from the front desk.

## **ARTICLE VI: Officers**

**Section 6.1 President.** The President shall be the chief executive officer of the Association and shall have general supervision and responsibility for its operations and affairs, subject to the direction of the Council. The President shall preside at meetings of the Association, the Council and the Executive Committee.

**Section 6.2 Vice-President.** In the absence, disability, or resignation of the President or, when requested by the President, the Vice-President shall have the powers and duties of the President.

**Section 6.3 Secretary.** The Secretary shall record the votes of the Council at meetings, shall keep the minutes of Association and Council meetings, and shall see that notices of meetings of the Association are given according to Section 2.2 of these Bylaws. The Secretary will also see that minutes of the Council meetings are deposited in the Library and made available to the newsletter of the Association.

**Section 6.4 Treasurer.** The Treasurer shall perform such duties as customarily pertain to the office, submit to an annual audit of the books as provided in Section 5.2, and at the direction of the Council maintain deposits in authorized financial institutions.

## **ARTICLE VII: Miscellaneous**

**Section 7.1 Fiscal Year.** The fiscal year of the Association shall end on the last day of December.

**Section 7.2 Relations with Board of Directors and Administration.** The President of Council or an alternate designated by the President shall be ex officio representative to the Kendal at Oberlin Board of Directors. The Board of Directors, in turn, is invited to select a nonvoting representative from among its own group to serve as liaison with the Council. The Administration shall be invited to send a nonvoting representative to all meetings of the Council.

**Section 7.3 Communication.** Members of the Association may at any time address the Council through the Councilors or by depositing a signed note in the open mailbox maintained by the Council.

**Section 7.4 Dissolution of the Association.** If the Association is dissolved, the Council shall, after payment of all liabilities, dispose of all assets to such organization(s) operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify for exemption under section 501 (c) (3) of the Internal Revenue Code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VIII: Amendments**

**Section 8.1 Amendments.** These bylaws may be amended by a majority vote of those present at a meeting of the Association, duly convened after notice to its members, giving them a copy of the proposed amendment. Amendments may be proposed by Council or by the signed petition of ten members of the Association. The meeting must be held within 90 days of the date of the petition.

**Adopted, September 24, 1994**  
**Amended, November 29, 1995**  
**Amended, June 18, 1996**  
**Amended, November 11, 1996**  
**Amended, November 10, 1997**  
**Amended, November 17, 1998**  
**Amended, November 18, 1999**  
**Amended, November 11, 2003**

Policies adopted by the Kendal at Oberlin Residents Association (KORA) Council:

**POLICY NO. 1**

**SUBJECT: Request from a potential speaker who would like to sell a product or service.**

A request by any Standing Committee or a group of Kendal residents for a program by a commercial speaker will be considered by the Program Committee, as either a paying or a free event.

A request from a company or individual, who wants to sell a product or service, will not be considered by the Program Committee.

**(Adopted 2/16/1995, Revised: 2/2006)**

## **POLICY NO. 2**

### **SUBJECT: Scheduling Events at Kendal at Oberlin**

Events are scheduled at the KatO front desk computer by the receptionist. Most events are open to all Kendal residents. Exceptions will occur, for example, for resident family reunions and KatO catered meals.

A. Procedure for KORA committees: Check with the receptionist for available time and space. At this time complete "Room and Set-up" request form to reserve space. The space for the proposed event will be on hold in the computer. When the event is finalized, the committee chair (only) will notify the receptionist to confirm it on the computer.

B. Procedure for other resident groups or individual residents: Submit the proposed event and date to the appropriate resident standing committee or to the Administration. If approved, the committee chair or the Administration will notify the receptionist to place it on the computer.

**(Adopted 2/16/1995, Revised: 2/2006)**

### **POLICY NO. 3**

#### **SUBJECT: Payment of KORA's Expenses**

1. All expenses submitted to the KORA Treasurer for reimbursement must be approved by the Chair of the group involved.
2. As long as expenses do not exceed the larger of 10% or \$20.00 over the approved budget of the organization involved, the KORA Treasurer will process the request.
3. The KORA Treasurer will post a monthly budget report on the bulletin board, with copies to all members of the KORA Council.
4. The KORA Treasurer is not authorized to reimburse requests that exceed the amounts in 2 above without approval by the KORA President or Council.
5. Requests for payment or reimbursement must be submitted in writing with bills or receipts attached if possible. Reimbursement requests should usually be submitted within thirty days, except that frequent small requests may be accumulated. All requests must be submitted within the current budget year.

Checks issued by KORA and lost or misplaced by payee will be replaced less the cost to stop payment on the lost check. Otherwise payee can wait 180 days after issue date, and if the check has not been presented for payment, the Treasurer will issue a replacement check.

**(Adopted 4/18/1996; Revised 8/18/05; 2/16/2006)**

## **POLICY NO. 4**

### **SUBJECT: Providing Voter Information**

Recognizing the importance and value of an informed electorate in a democracy, prior to each election KORA shall make available to Kendal residents as complete voting information as possible, including:

1. Information on voter registration and absentee voting.
2. Information on issues and candidates to be placed in the Library, the Central Activity Room, Whittier Lounge, and the Employees Lounge.

KORA shall maintain a strictly non-partisan position on all matters to appear on the ballot, and shall be careful not to present speakers or programs supporting any candidate or issue, except at a program in which speakers representing all sides of an issue or all candidates for a position have been invited to participate.

The Voter Information Committee, with the approval of KORA, will implement this policy.

**(Adopted 5117/1996; Revised 2006)**

## **POLICY NO. 5**

**SUBJECT: Guidelines for donations and loans of tangible property.**

Note: Policy NO. 5 is a summation of policies which have been adopted by Kendal at Oberlin (KatO) and the Kendal at Oberlin Residents Association (KORA). KatO has sole authority and responsibility for adoption of all policies regarding display of all tangible property in KatO public spaces, for the use of all indoor and outdoor public spaces and for donations and loans of tangible property to KatO. KORA Council has sole authority and responsibility for adoption of policies regarding donations and loans of tangible property to KORA.

1. Which entities should receive and own tangible property?

a. All items of continuing value such as furniture, art objects, musical instruments, exercise equipment and equipment used in craft areas will be given to KatO.

b. Miscellaneous items for which no continuing value is contemplated such as items which have been donated for re-sale, expendable items and items for which no tax deduction would be appropriate may be donated either to KatO or KORA.

2. Acceptance procedures.

a. KatO administration will have sole responsibility for accepting proffered gifts of tangible property which it will own. This acceptance should be evidenced in writing -- a letter of acceptance should be delivered to the donor. This procedure should be followed for both tax deductible and non-tax deductible items.

b. KORA Council and KatO may develop more informal acceptance procedures so long as the property proffered conforms to the definition of "miscellaneous items" previously referred to.

**(Adopted 6/1 9/1 997; Revised 2/2006)**

## **POLICY NO. 6**

### **SUBJECT: Guidelines for archiving KORA materials**

The following materials will be kept on KORA Shelves in the Library. Each document added should be dated on its cover and/or title page. An Archivist appointed by the KORA Council will be responsible for maintaining the material on these shelves:

#### **1. KORA-GENERATED MATERIALS:**

a. Minutes of the KORA Council and Resident Association meeting - 1994 to date.

b. Annual reports of KORA committees - 1994 to date. (Committee chairs are responsible for transmitting meeting minutes and other information to their successors and for discarding items no longer needed for the work of their committee.)

c. Surveys and reports from KORA committees generated for the community's use, such as nutritional or environmental information – 3 year limit. (Thereafter, documents will be referred back to the Committee chair for update or retirement.)

d. Reports, pamphlets, etc. obtained by KORA or KORA committees for resident information. (These should be gathered in an organized fashion. Committee chairs should review and retire these on a regular basis.)

#### **2. KENDAL AT OBERLIN and KENDAL CORPORATION**

a. Kendal at Oberlin Annual Report – most recent 2 years.

b. Kendal at Oberlin Annual Disclosure Report – most recent 2 years.

- c. Documents released by Administration for community information such as emergency protocols, satisfaction and health surveys. 3 year limit. (Older copies should be returned to Administration.)
- d. Kendal Corporation Annual Report – most recent 2 years.

The following materials will be kept elsewhere in the Library and maintained by the appropriate committees:

1. WHO'S HERE volumes should be displayed on an easily accessible shelf.
2. IN MEMORIAM volumes should be displayed or kept on an easily accessible shelf.
3. Older IN MEMORIAM scrapbooks, especially oversized or hard to handle, should be on a shelf at the north end of the center aisle, below the Oberlin City files.
4. Complete files of *KENDALIGHT* and *EUREKA* issues should be maintained on the reference shelf by the Library desk.

Note: Older Kendal at Oberlin, Kendal Corporation and other administrative materials are kept in the administrative offices.

**(Adopted 4/19/2011)**

## **POLICY NO. 7**

### **SUBJECT: Budgeting Process**

Article V, Section 5:3, Part 1 of the Constitution and Bylaws is clarified as follows: The Budget Committee will prepare a KORA budget for the coming year, working with the Treasurer and with each committee on estimated income sources and proposed expenditures. The budget will then be considered, possibly amended, and approved in turn by the Executive Committee, the KORA Council at its October meeting, and then by members of KORA at the Annual Meeting. The Budget Committee will monitor the income and expenses compared with the budget. Requests for the authorization to exceed the spending limits in Policy No. 3, section 2, will be considered by the Budget Committee, with recommendation to the President for final disposition.

**(Adopted 10/20/2011)**

## **POLICY NO. 8**

### **SUBJECT: Cell Phone Use**

Residents, guests and staff are requested not to use cell phones audibly during meal times in Langston, the Fox and Fell, and the Friends Corner, during programs in the Auditorium, or at any time in the Library. Please turn off phones, set to "vibrate," or text only in these areas, and be considerate when using cell phones audibly in the hallways and the Heiser Lounge.

**(Adopted 1/19, 2012)**